

Morgan Lewis

22-00009

Ronald W. Del Sesto
Stephany Fan

ronald.delsesto@morganlewis.com
stephany.fan@morganlewis.com

January 25, 2022

Via Overnight Courier & E-mail

Chairman Kenneth C. Hill
c/o Tory Lawless, Dockets and Records Manager
Tennessee Public Utility Commission
502 Deaderick Street, 4th Floor
Nashville, TN 37243
tpuc.docketroom@tn.gov

**Re: ExteNet Systems, LLC Notification of Corporate Conversion and
Resulting Name Change**

Dear Chairman Hill:

ExteNet Systems, LLC (formerly known as ExteNet Systems, Inc.) (the "Company") hereby notifies the Commission that the Company's current name is "ExteNet Systems, LLC" as a result of the Company's conversion from a Delaware corporation to a Delaware limited liability company (the "Conversion"). The Company will separately submit a new tariff cover sheet reflecting these changes. Also included is a check for \$25.00 for the filing fee.

The Conversion was merely a change in the Company's corporate form accomplished through the filing of a Certificate of Conversion and a Certificate of Formation (together, the "Conversion Documents") with the Delaware Secretary of State and did not entail any merger or other transactions interrupting the existence of the Company.¹ The Conversion Documents are provided as Attachment A and the Company's verification that it has

¹ See 8 Del. C. § 266(h) (stating "[w]hen a corporation has been converted to another entity or business form pursuant to this section, the other entity or business form shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the corporation.")

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Avenue, NW
Washington, DC 20004
United States

T +1.202.739.3000
F +1.202.739.3001

registered the conversion name change with the Office of the Tennessee Secretary of State is provided as Attachment B. Also attached as Attachment C is the rider to the indemnity agreement reflecting the addition of the Company's name change for its surety bond. The Company requests that the Commission update its records, including the Company's Certificate,² to reflect the conversion and resulting name change and, to the extent necessary, approve these changes.

The Company is not currently serving end user customers in the State of Tennessee, and therefore, do not plan to provide notice to Tennessee customers of the name change. However, to the extent necessary and pursuant to Commission Rule 1220-04-01-.08(2) and (3), the Company requests a waiver of the requirement to provide customer notice of the name change. Here, requiring customer notice would not serve the purpose of the rule and may cause customer confusion. The Commission may grant a request for waiver if good cause is shown. Customers will continue to receive service from the Company with the only change being its corporate form.

An original and four (4) copies of this letter are enclosed for filing. Please date stamp the extra copy of this letter and return it in the envelope provided. Should you have any questions, please do not hesitate to contact the persons below.

Respectfully submitted,

/s/ Stephany Fan

Ronald W. Del Sesto
Stephany Fan

Counsel for ExteNet Systems, LLC

² In Tennessee, the Company is authorized to provide competitive local exchange and interexchange services pursuant to authorization granted in Docket No. 14-00092 on May 7, 2015.

Attachment A

Conversion Documents

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "EXTENET SYSTEMS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EXTENET SYSTEMS, INC." TO "EXTENET SYSTEMS, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2021, AT 8:38 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2021 AT 9 O'CLOCK A.M.



A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

3574949 8100V
SR# 20214245173

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 205107432
Date: 12-29-21

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:38 AM 12/29/2021
FILED 08:38 AM 12/29/2021
SR 20214245173 - File Number 3574949

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY
COMPANY ACT**

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Corporation first formed is October 1, 2002.
4. The name of the Corporation immediately prior to filing this Certificate is ExteNet Systems, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is ExteNet Systems, LLC.
6. This Certificate of Conversion shall be effective as of 9:00 AM, Eastern Time, on December 30, 2021.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate on this 29th day of December, 2021.

EXTENET SYSTEMS, INC.

By: 
Name: Rich Coyle
Title: President

[Signature Page to ExtNet Systems, Inc. Certificate of Conversion]

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "EXTENET SYSTEMS, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2021, AT 8:38 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2021 AT 9 O'CLOCK A.M.



A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

3574949 8100V
SR# 20214245173

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 205107432
Date: 12-29-21

**STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
EXTENET SYSTEMS, LLC**

This Certificate of Formation of ExteNet Systems, LLC (the “Company”) has been duly executed and is being filed by the undersigned authorized person to form a limited liability company under the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 *et seq.*, as amended from time to time.

1. Name. The name of the limited liability company formed hereby is ExteNet Systems, LLC.

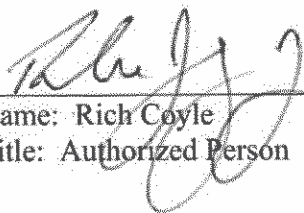
2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.

3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.

4. Effective Time. This Certificate of Formation shall be effective as of 9:00 AM, Eastern Time, on December 30, 2021.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned authorized person has duly executed this Certificate of Formation this 29th day of December, 2021.



Name: Rich Coyle
Title: Authorized Person

Attachment B

Acknowledgment of Conversion



Tre Hargett
Secretary of State

Division of Business Services
Department of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

ExteNet Systems, LLC
STE 340
3030 WARRENVILLE RD
LISLE, IL 60532-3633

January 10, 2022

Control # 765478

Effective Date: 01/04/2022

Document Receipt

Receipt #: 6813920

Filing Fee: \$300.00

Payment-Check/MO - CAPITAL FILING SERVICE, INC , NASHVILLE, TN

\$300.00

ACKNOWLEDGMENT OF CONVERSION

ExteNet Systems, Inc. converted from a **DELAWARE For-profit Corporation** to
ExteNet Systems, LLC
a **DELAWARE Limited Liability Company**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Stephanie Booker

Delaware

The First State

FILED

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "EXTENET SYSTEMS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EXTENET SYSTEMS, INC." TO "EXTENET SYSTEMS, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2021, AT 8:38 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2021 AT 9 O'CLOCK A.M.



3574949 8100V
SR# 20214245173

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 205107432
Date: 12-29-21

B1128-0192 01/04/2022 1:35 PM Received by Tennessee Secretary of State The Hargett

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:38 AM 12/29/2021
FILED 08:38 AM 12/29/2021
SR 20214245173 - File Number 3574949

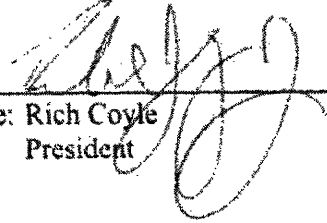
**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
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LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY
COMPANY ACT**

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Corporation first formed is October 1, 2002.
4. The name of the Corporation immediately prior to filing this Certificate is ExteNet Systems, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is ExteNet Systems, LLC.
6. This Certificate of Conversion shall be effective as of 9:00 AM, Eastern Time, on December 30, 2021.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate on this 29th day of December, 2021.

EXTENET SYSTEMS, INC.

By: 
Name: Rich Coyle
Title: President

[Signature Page to ExteNet Systems, Inc. Certificate of Conversion]

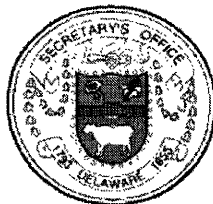
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "EXTENET SYSTEMS, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2021, AT 8:38 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF DECEMBER, A.D. 2021 AT 9 O'CLOCK A.M.



3574949 8100V
SR# 20214245173

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 205107432
Date: 12-29-21

B4128-0195 01/04/2022 1:35 PM Received by Tennessee Secretary of State Tre Hargett

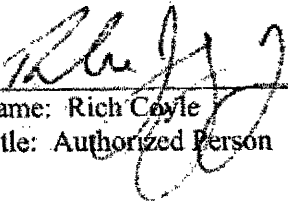
STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
EXTENET SYSTEMS, LLC

This Certificate of Formation of ExteNet Systems, LLC (the "Company") has been duly executed and is being filed by the undersigned authorized person to form a limited liability company under the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 *et seq.*, as amended from time to time.

1. Name. The name of the limited liability company formed hereby is ExteNet Systems, LLC.
2. Registered Office. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.
3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, New Castle County, Delaware 19808.
4. Effective Time. This Certificate of Formation shall be effective as of 9:00 AM, Eastern Time, on December 30, 2021.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned authorized person has duly executed this Certificate of Formation this 29th day of December, 2021.


Name: Rich Coyle
Title: Authorized Person



APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY

(ss-4233)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

For Office Use Only

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. § 48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: ExteNet Systems, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and the date of its formation is: 12 / 30 / 2021 and the date it commenced doing business in Tennessee is: 12 / 30 / 2021
Month Day Year Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. § 48-249-913(d) and T.C.A. § 48-249-905(c)

3. This company has the additional designation of: _____

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: Corporation Service Company

Address: 2908 Poston Avenue

City: Nashville State: TN Zip Code: 37203 County: Davidson

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The LLC will be: ☐ Member Managed ☒ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

8. Number of Members at the date of filing: 1

9. Period of Duration: ☒ Perpetual ☐ Other _____ / _____ / _____
Month Day Year

10. The complete address of its principal executive office is:

Address: 3030 Warrenville Road, Suite 340

City: Lisle State: IL Zip Code: 60532

Business Email: NOTICE@extenetsystems.com

B1128-A198 01/04/2022 1:35 PM Received by Tennessee Secretary of State Tre Hargett

**APPLICATION FOR CERTIFICATE OF AUTHORITY
LIMITED LIABILITY COMPANY** (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: ExteNet Systems, LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: _____

City: _____ State: _____ Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. § 67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirement of T.C.A. § 48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. § 48-249-309(i)

If the provisions of T.C.A. § 48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

- ☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

12/15/21
Signature Date

Sr. Vice President and Secretary
Signer's Capacity (if other than individual capacity)

H. Anthony Lehv
Signature

H. Anthony Lehv
Name (printed or typed)

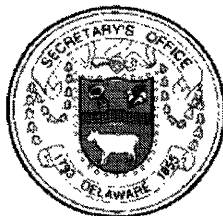
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXTENET SYSTEMS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF DECEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



3574949 8300

SR# 20214260642

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 205120711

Date: 12-30-21

B1128-0200 01/04/2022 1:35 PM Received by Tennessee Secretary of State Tre Hargett

Attachment C

Bond Rider

**RIDER TO AGREEMENT OF INDEMNITY
ADDING ADDITIONAL PRINCIPAL/INDEMNITOR**

This Rider, dated 1/13/2022, shall be attached to and form a part of that certain Agreement of Indemnity executed by ExteNet Holdings, Inc. and ExteNet Systems, Inc. as "Principal" (hereinafter referred to as "Principal") dated 6/26/2014 (hereinafter referred to as the "Agreement of Indemnity") and ExteNet Holdings, Inc. and ExteNet Systems, Inc.

as "Indemnitors" in favor of International Fidelity Insurance Company, Allegheny Casualty Company and/or Harco National Insurance Company (hereinafter referred to as the "Surety").

WHEREAS, ExteNet Systems, LLC (hereinafter referred to as the "Additional Principal/Indemnitor") desires to be added to the Agreement of Indemnity as a Principal and an Indemnitor subject to all of the obligations, terms and conditions of the Agreement of Indemnity; and

WHEREAS, upon the express understanding that this Rider should be executed, the Surety has executed or procured to be executed, and may hereafter from time to time execute or procure to be executed, bonds on behalf of the Principal and/or the Additional Principal/Indemnitor; and

WHEREAS, the Additional Principal/Indemnitor has a substantial, material and beneficial interest in obtaining the bonds and/or in the Surety's refraining from canceling said bonds.

NOW THEREFORE, for good and valuable consideration received, the sufficiency of which is hereby acknowledged, it is hereby agreed and acknowledged that the Additional Principal/Indemnitor shall be added to the Agreement of Indemnity as a "Principal" and "Indemnitor" as defined therein; and the Additional Principal/Indemnitor shall be liable for all bonds previously executed by the Surety on behalf of the Principal, as well as all such bonds to be executed hereafter on behalf of the Principal and/or the Additional Principal/Indemnitor, as if the Additional Principal/Indemnitor had been a party to the original Agreement of Indemnity.

ExteNet Systems, LLC

DocuSigned by:
Attest H. Anthony Lehv
8B19D3219B454D2...

Print: H. Anthony Lehv / SVP - General Counsel
Name & Title

DocuSigned by:
By: Richard J. Coyle, Jr.
FCC62408E66644F...

Richard J. Coyle, Jr. / President & CEO
Name & Title

ExteNet Holdings, Inc.

Attest:

DocuSigned by:

H. Anthony Lehv

8819D3219B454D2...

By:

DocuSigned by:

Richard J. Coyle, Jr.

FCC62408E68644F...

Print:

H. Anthony Lehv / SVP - General Counsel

Name & Title

Richard J. Coyle, Jr. / President & CEO

Name & Title

ExteNet Systems, Inc.

Attest:

DocuSigned by:

H. Anthony Lehv

8819D3219B454D2...

By:

DocuSigned by:

Richard J. Coyle, Jr.

FCC62408E68644F...

Print:

H. Anthony Lehv / SVP - General Counsel

Name & Title

Richard J. Coyle, Jr. / President & CEO

Name & Title