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A LIMITED LIABILITY PARTNERSHIP

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November 20, 2009

VIA IBFS

Marlene Dortch
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: Notification pursuant to Section 63.24(f) of the Commission's Rules of
Pro Forma Transaction Involving:

**Cypress Communications Operating Company, LLC – File No. ITC-
MOD-20051205-00515**

Attention: International Bureau

Dear Ms. Dortch:

Cypress Communications Operating Company, LLC (“Cypress”), by its attorney, hereby notifies the Commission of a pro forma transaction pursuant to Section 63.24(f) of the Commission's Rules. Cypress holds the international Section 214 authorization referenced above to operate as a global or limited global facilities-based and resale carrier. Cypress has been converted from a Delaware corporation to a Delaware limited liability company under Delaware law. This type of transaction, a “change in form of the business entity,” qualifies as presumptively pro forma pursuant to Note 2 in Section 63.24(d). The conversion of this entity into an LLC was transparent to customers as it did not involve any change in the rates, terms or conditions of services previously provided to customers. Cypress Communications Operating Company, Inc. is now **Cypress Communications Operating Company, LLC**.

In accordance with Section 63.24(f)(2), Cypress provides the following information:

(i) *The information requested in paragraphs (a) through (d) and (h) of §63.18 for the transferee/assignee:*

(a) The address and telephone number of Cypress is:

4 Piedmont Center, Suite 600
3565 Piedmont Road
Atlanta, Georgia 30305
Tel: (404) 869-2500

(b) Following the above-referenced conversion, Cypress is now a Delaware limited liability company.

(c) Correspondence concerning this notice should be sent to counsel:

John A. Harwood
Vice President and General Counsel
Cypress Communications
4 Piedmont Center, Suite 600
3565 Piedmont Road
Atlanta, Georgia 30305
Tel: (404) 442-0169
jharwood@cypresscom.net

with copy to:

Joan M. Griffin
KELLEY DRYE & WARREN LLP
3050 K Street, N.W.
Washington, D.C. 20007
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(d) Cypress holds international Section 214 authority, granted in FCC File No. ITC-MOD-20051205-00515, to operate as a global or limited global facilities-based and resale carrier.

(h) A diagram of Cypress's ownership structure is provided in Attachment A. Following the transaction, the entities listed below hold a 10 percent or greater equity interest in Cypress. The address of all entities is c/o Cypress

Communications, 4 Piedmont Center, Suite 600, 3565 Piedmont Road, Atlanta, Georgia 30305.

Cypress Communications, Inc. (“CCI”), a Delaware telecommunications corporation -- 100%.

Cypress Communications Holding Company (“Cypress Holding”), a Delaware corporation and a holding company -- 60%.

TechInvest Holding Company, Inc. (“THC”), a Delaware corporation and a holding company -- 60%.

TechAccess Capital Limited, TechShield Capital Limited, TechNet Capital Limited, and TechTV Capital Limited (collectively, “Retail” or the “Non-Voting Cayman Entities”), each a Cayman Islands company limited by shares and a holding company -- 11.5% individually and 46% collectively.

TechInvest Holdings Limited (“THL”), a Cayman Islands company limited by shares and a holding company -- 51%.

Arcapita Investment Holdings Limited (“AIHL”), a Cayman Islands company limited by shares and a holding company -- 79%.

Arcapita Bank B.S.C.(c) (“Arcapita”), a joint stock company organized under the laws of the Kingdom of Bahrain whose principal business is investment -- 79%.

Two (2) U.S. citizens, Charles Ogburn and Ransom James, hold in equal shares 100% of the voting stock of THC, representing less than 1% of the equity of THC in the aggregate and thus less than 1% of the equity of Cypress in the aggregate.¹ Mr. Ogburn and Mr. James are employees of

¹ Prior to December 3, 2007, the voting stock of THC was held in equal shares by five (5) U.S. citizens -- Bob Shingler, David Crosland, Ed Underwood, Charles Ogburn, and Ransom James -- in accordance with the terms of the national security agreement by and between Cypress Holding; THC; Arcapita Investment Management Limited (“AIM”); Arcapita; the U.S. Department of Justice (“DOJ”), including the Federal Bureau of Investigation (“FBI”); the U.S. Department of Homeland Security (“DHS”); and the U.S. Department of the Treasury (“Treasury”), deemed executed as of June 17, 2005 (“Agreement”). AIM holds a call option on the voting stock of THC that can be exercised by THC for the nominal value of the shares pursuant to the requirements on Section 5.15 of the Agreement (the “Call Option”). Effective on December 3, 2007, AIM exercised the Call Option with respect to the voting stock of THC held by Bob Shingler, David Crosland, and Ed Underwood. In each case, AIM exercised the Call Option pursuant to Section 5.15(c) of the Agreement, which gives AIM the right to exercise the Call Option when the stockholder ceases to be an employee of Arcapita or its affiliates or otherwise becomes disassociated from Arcapita. Per the terms of Section 5.15, AIM distributed the called voting stock on a *pro rata* basis to the

Arcapita whose address is c/o Cypress Communications, 4 Piedmont Center, Suite 600, 3565 Piedmont Road, Atlanta, Georgia 30305.

No other entity or individual holds a 10% or greater ownership or voting interest in Cypress as calculated under the Commission's ownership attribution rules.

No officer or director of Cypress is also an officer or director of any foreign carrier.

- (ii) *A certification that the transfer of control or assignment was pro forma and that, together with all previous pro forma transactions, it does not result in a change in the actual controlling party.*

Please see Attachment B.

Respectfully submitted,

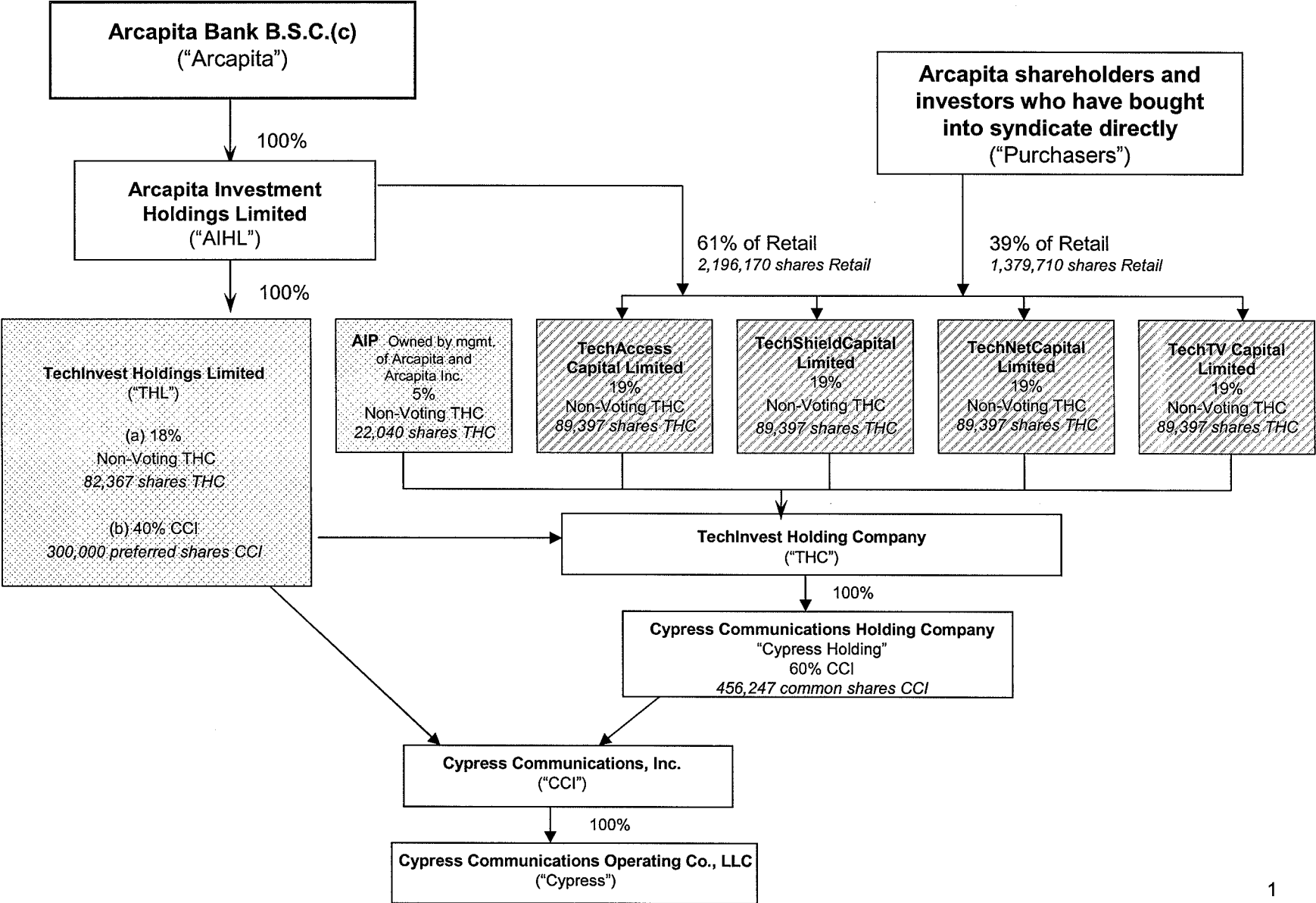


Joan M. Griffin

remaining voting stockholders, *i.e.*, Ransom James and Charles Ogburn. In accordance with the requirements of Section 5.15, AIM notified DHS, DOJ, FBI, and Treasury as to its exercise of the Call Option on December 7, 2007. No objection was made to AIM's action.

All five (5) THC voting stockholders are or were employees of Arcapita or its affiliates and act only at the direction of Arcapita vis-à-vis their THC voting stock. As such, to the extent that AIM's exercise of the Call Option constituted an indirect transfer of control of Cypress, such transfer of control was *pro forma* in nature.

**CYPRESS OWNERSHIP STRUCTURE: Non-Voting Equity Interests
(November 2009)**



CYPRESS OWNERSHIP STRUCTURE: Non-Voting Equity Interests (November 2009)

Notes to previous chart

TechAccess Capital Limited, TechShield Capital Limited, TechNet Capital Limited, and TechTV Capital Limited are collectively referred to as "Retail" (also known as the Non-Voting Cayman Entities). Each of the Retail entities holds directly 19.35% of the non-voting equity interests of THC. In total, Retail holds directly 77% of the non-voting equity interests of THC.

AIHL holds 61% of Retail while "Purchasers" hold 39% of Retail. "Purchasers" are those Arcapita shareholders and investors who have bought shares in Retail directly. Purchasers are independent and do not act in concert. Purchasers are allocated shares in particular Retail entities by Arcapita; Purchasers do not select which Retail entity in which they will hold their shares.

AIP is the vehicle by which Arcapita employees hold interests in THC. AIP holds directly 5% of the non-voting equity interest of THC.

The equity of CCI consists of common and preferred stock. Cypress Holding, a wholly-owned subsidiary of THC, holds directly 456,247 shares of CCI common stock, which is 60% of the equity of CCI. THL holds directly 300,000 shares of CCI non-voting preferred stock, which is 40% of the equity. Cypress Management have an equity option plan to directly hold 80,000 shares of CCI common stock. Approximately 65,000 options have been issued and are outstanding at this time. The options are exercisable only when Cypress is sold.

CYPRESS OWNERSHIP STRUCTURE: Non-Voting Equity Interests (November 2009)

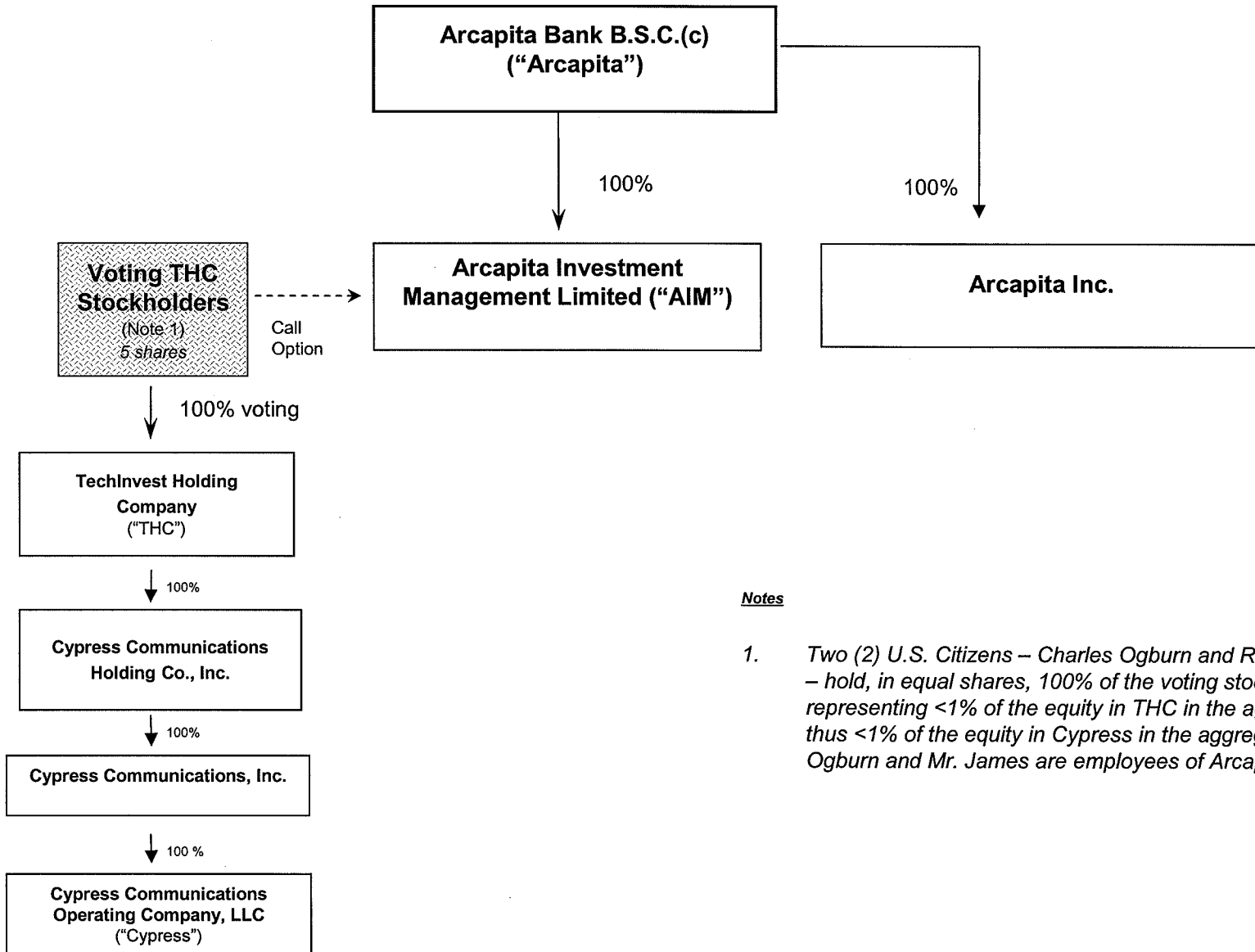
FCC Analysis

Cypress is the FCC authorization holder. For purposes of the FCC analysis, the following entities hold 10% or more non-voting equity interests in Cypress as follows:

- CCI: 100%
- Cypress Holding: 60% (Cypress Holding's 60% x CCI's 100% of Cypress)
- THC: 60% (THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress)
- Retail: 11.5% individually, 46% in total (Retail's total 77% x THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress)
- THL: 51% (THL's 18% of THC x THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress + THL's 40% of CCI x CCI's 100% of Cypress)
- AIHL: 79% (AIHL's 61% of Retail x Retail's total 77% x THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress + THL's 18% of THC x THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress + THL's 40% of CCI x CCI's 100% of Cypress)
- Arcapita: 79% (Arcapita's 100% of AIHL, which holds 79% per previous line)

No Arcapita shareholder or investor holds an ownership interest in Retail that, separately or (in the case of Arcapita shareholders that are also investors) combined with the investor's interest in Arcapita, would be sufficient to constitute a 10 percent or greater equity Interest in Cypress under the FCC's ownership attribution rules.

**CYPRESS OWNERSHIP STRUCTURE: Voting interests
(November 2009)**

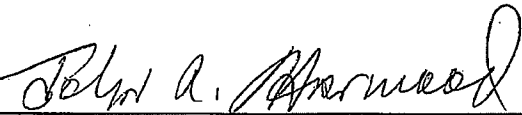


Notes

1. Two (2) U.S. Citizens – Charles Ogburn and Ransom James – hold, in equal shares, 100% of the voting stock of THC representing <1% of the equity in THC in the aggregate and thus <1% of the equity in Cypress in the aggregate. Mr. Ogburn and Mr. James are employees of Arcapita Inc.

ATTACHMENT B

The undersigned hereby certifies, with respect to the foregoing notification of the pro forma transfer of control of Cypress Communications Operating Company, LLC, that the statements in the notification are true and correct and are made in good faith; that the transfer was pro forma as described in Section 63.24(a) of the Commission's Rules; and that this transfer, together with all previous pro forma transactions, does not result in a change of the carrier's ultimate control.

By: 

John A. Harwood
Vice President and General Counsel

Date: November 20, 2009