

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

NEW YORK, NY

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES

MUMBAI, INDIA

DIRECT LINE: (202) 342-8573

EMAIL: jgriffin@kelleydrye.com

September 27, 2010

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. Effective September 6, 2010, the voting stock of TechInvest Holding Company, Inc. ("THC") that was previously held by Mr. Charles Ogburn ("Mr. Ogburn") was assigned to the only other holder of THC voting stock, Mr. Ransom James ("Mr. James"). THC is a parent company of Cypress. All 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, the assignment of Mr. Ogburn's THC voting stock to Mr. James constitutes at most an indirect *pro forma* transfer of control of Cypress.

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) Cypress is 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
(202) 342-8573
JGriffin@kelleydrye.com

(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%.

Ransom James holds 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. Mr. James is an employee of Arcapita and his 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.

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- (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

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: Sept. 27, 2010