

UT-090214

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

3050 K STREET, N.W.

SUITE 400

WASHINGTON, D.C. 20007

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(202) 342-8451

www.kelleydrye.com

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MUMBAI, INDIA

February 6, 2009

VIA UPS

Ms. Carole Washburn, Executive Secretary
Washington Utilities and Transportation Commission
1300 South Evergreen Park Drive SW
Olympia, Washington 98504-7250

RECEIVED
2009 FEB -9 AM 8:59
OFFICE OF THE
ATTORNEY GENERAL
WASHINGTON, DC

Re: *Informational Filing* Regarding Pro Forma Corporate Conversion of Cypress Communications Operating Company, Inc. to Cypress Communications Operating Company, LLC

Dear Ms. Washburn:

Cypress Communications Operating Company, Inc., by its counsel, hereby respectfully notifies the Washington Utilities and Transportation Commission ("Commission") of its conversion from a corporation to a limited liability company under Delaware law. As a result, its name has changed to Cypress Communications Operating Company, LLC ("Cypress"). The conversion from a corporation to an LLC is a pro forma change and, as such, Cypress believes that no prior approval of this change is required. To the extent, however, that Commission approval is required for the name change, Cypress hereby requests that such approval be granted.

I. CYPRESS

Cypress is a Delaware limited liability company located at Four Piedmont Center, 3365 Piedmont Road, Suite 600, Atlanta, Georgia 30305. Cypress is a wholly-owned subsidiary of Cypress Communications, Inc., and is ultimately owned by Cypress Communications Holding Co., Inc., a Delaware corporation also located in Atlanta, Georgia. Cypress is a provider of in-building networks and a reseller of telecommunications services. Cypress and affiliates are authorized to provide intrastate telecommunications services in approximately 30 states, including Washington.¹ Cypress is also authorized to provide domestic interstate and international services pursuant to licenses granted by the Federal Communications Commission.

¹ See Docket No. UT-020630, June 14, 2002.

Ms. Carole Washburn
February 6, 2009
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II. DESCRIPTION OF TRANSACTION

In accordance with Delaware law, Cypress has been converted from a Delaware corporation into a Delaware limited liability company. In conjunction with this change, Cypress's name has been changed from Cypress Communications Operating Company, Inc. to Cypress Communications Operating Company, LLC.² Under Delaware law, this conversion is treated as a continuation of the original corporate entity.³ As discussed further below, the conversion of Cypress into an LLC was transparent to customers as it did not involve any change in the rates, terms or conditions of the services previously provided to customers, or in the facilities used to provide such services.

III. PUBLIC INTEREST

The corporate conversion does not impact public interest considerations. The entity offering service to customers, Cypress, has not changed, and there is no change to the rates, terms and conditions of service. Management and operating personnel has remained the same and the contact person for both customers and the Commission remains the same. In addition, Cypress's customers have not experienced any confusion because the new name is identical to the former name except for a change in the three letter designation of the form of the entity from "Inc." to "LLC." Thus, apart from a minor change in the last three letters of the carrier's name, the corporate conversion had no impact upon its customers. Further, the name change has not affected the technical or financial qualifications of Cypress as all technical and financial resources previously available to it will continue to be available. Finally, providing telecommunications carriers the flexibility to make these pro forma changes is important to facilitate competition within Washington. Providing such flexibility will help ensure that competitive carriers can structure their business operations in the most efficient and effective manner.

IV. PROCEDURAL MATTERS

Commission Notice / Approval. As described above, the change described in this notice is pro forma in nature. Accordingly, Cypress believes that no prior approval was required. Cypress is submitting this letter for the Commission's information only and requests that it be retained in the appropriate file so that the Commission's records remain up to date and accurate.

² Copies of the corporate documentation showing the conversion of Cypress into an LLC are attached as *Exhibit A*.

³ Under Delaware law, the date of commencement of existence of the LLC is the same date that the corporation was originally formed. All of the assets, rights, liabilities and obligations of the corporation become those of the LLC by operation of law. Although Cypress has changed its legal form, it is not transferring any assets to a different legal entity or taking on new debt. See Section 214 of the Delaware Limited Liability Company Act, 6 Del. C.C. 18, § 214.

Ms. Carole Washburn
February 6, 2009
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To the extent, however, that Commission approval is required for the name change, Cypress hereby requests that such approval be granted.

Customer Notice. Cypress requests a waiver of any applicable customer notification requirement for the corporate conversion because the costs and effort associated with providing such notice outweigh any benefit gained by alerting customers to this very minor change. Before and after the conversion, Cypress marketed itself as "Cypress Communications" and, therefore, no customers have raised questions about the name change appearing on their billing statements.

Tariff. Cypress does not currently have a tariff on file in Washington. Accordingly, a tariff has not been submitted with this filing.

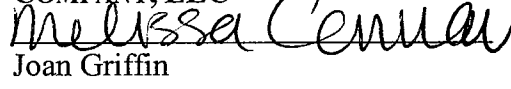
Date-stamped Copy. Enclosed please find a duplicate of this letter, three (3) copies and a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided.

V. CONCLUSION

We trust this letter provides the information required in this matter. Should the Commission have any questions or believe that any further information is required, please contact Melissa Conway at (202) 342-8552.

Respectfully submitted,

CYPRESS COMMUNICATIONS OPERATING
COMPANY, LLC



Joan Griffin

Melissa Conway

KELLEY DRYE & WARREN LLP

3050 K Street, NW, Suite 400

Washington, D.C. 20007

(202) 342-8552

Its Counsel

Attachments

EXHIBIT A

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF REGISTRATION

to

**CYPRESS COMMUNICATIONS OPERATING COMPANY, LLC
DBA CYPRESS COMMUNICATIONS OPERATING CO OF DE, LLC**

a/an DE Limited Liability Company. Charter documents are effective on the date indicated below.

Date: 4/11/2007

UBI Number: 602-715-609

APPID: 814217



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

State of Washington

Secretary of State

CORPORATIONS DIVISION
James M. Dolliver Building
801 Capitol Way South
PO Box 40234
Olympia WA 98504-0234
360.753.7115

04/11/07 1039286-801
\$0.00 D
lid:1274674
FILED
SECRETARY OF STATE
SAM REED
04/11/2007
STATE OF WASHINGTON

UBI 602 715 609

Application for Certificate of Authority, Foreign Limited Liability Company

Office Information

Application ID 814217
Tracking ID 1274674
Validation ID 1034522-001
Date Submitted for Filing: 4/4/2007

Corporate Information

Corporate Name CYPRESS COMMUNICATIONS OPERATING CO OF DE, LLC
Name Used in Washington *Cypress Communications Operating Company, LLC*
Cypress Communications Operating Co of DE, LLC
Incorporated In US
State of Incorporation DE
Incorporation Date 12/21/2004
Date Started Business in Washington Date of Filing
Expiration Date 4/30/2008
Principal Place of Business 4 PIEDMONT CENTER
SUITE 600
ATLANTA, GA
30305
Duration Perpetual
Attached Certificate of Good Standing CERTIFICATE_OF_GOOD_STANDING.pdf

Registered Agent Information

Agent is Entity
Agent Name TCS CORPORATE SERVICES, INC.
Submitter/Agent Relationship Submitter has signed consent of specified agent

Agent Street Address

33713 9TH AVENUE S
FEDERAL WAY
WA
98003

Agent Mailing Address Same as Street Address

Agent Email Address ernest.ellis@thomson.com

Signature Information

Signed By NICOLE BROWNE

Contact Information

Contact Name NICOLE BROWNE
Contact Address 4 PIEDMONT CENTER
SUITE 600
ATLANTA
GA
30305

Contact Email NBROWNE@CYPRESSCOM.NET
Contact Phone 404-442-0202

Cost

Total Cost \$195.00



**STATE OF WASHINGTON
SECRETARY OF STATE**

**CERTIFICATE OF AUTHORITY
FOREIGN PROFIT CORPORATION**

(Per Chapter 23B.15 RCW)

FEE: \$175

**EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE**

Please PRINT or TYPE in black ink
in, date and return original AND ONE COPY to:

CORPORATIONS DIVISION
801 CAPITOL WAY SOUTH • PO BOX 40234
OLYMPIA, WA 98504-0234

• BE SURE TO INCLUDE FILING FEE. Checks
should be made payable to "Secretary of State"

FOR OFFICE USE ONLY

FILED: 1 1	UBI: 002-031-551
CORPORATION NUMBER:	

IMPORTANT! Person to contact about this filing Nicole Hamilton	Daytime Phone Number (with area code) (404) 442-0202
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NAME OF CORPORATION (As Recorded in the State/Country of Incorporation) Cypress Communications Operating Company, Inc.	ORIGINALLY INCORPORATED IN: State/Country DE ON: Date 4-16-00
---	--

NOTE: If the name listed above is unavailable in Washington state or does not meet the requirements of 23B.15 RCW, please provide the name the corporation adopts for use in Washington State. You must also attach a Board of Directors Resolution approving the use of an alternate name.

NAME THE CORPORATION ADOPTS FOR USE IN WASHINGTON STATE Cypress Communications Operating Company, Inc.	APPROVED BY DIRECTORS N/A <input checked="" type="checkbox"/> Resolution Attached
---	---

PRINCIPAL OFFICE ADDRESS OF CORPORATION (Street Address Required - Please Do Not Use PO Box)		
Address 15 Piedmont Center Suite 100		
City Atlanta	State or Country GA	ZIP or Postal Code 30305

EFFECTIVE DATE OF CERTIFICATE OF AUTHORITY	(Specified effective date may be up to 90 days AFTER receipt of the document by the Secretary of State)	
<input type="checkbox"/> Specific Date: _____	<input checked="" type="checkbox"/> Upon filing by the Secretary of State	

TERM OF CORPORATION (Check one only)	<input checked="" type="checkbox"/> Perpetual	DATE CORPORATION BEGAN DOING BUSINESS IN WASHINGTON STATE Date upon qualification
<input type="checkbox"/> _____ Years (indicate number of years)		

CERTIFICATE OF EXISTENCE	<input checked="" type="checkbox"/> Attached is an original Certificate of Existence, issued no more than 60 days prior to this application, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country of incorporation.
--------------------------	---

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT		
Name TCS Corporate Services		
Street Address (Required) 1750 Barnes Blvd, Bldg. 6 - City Tumwater State WA ZIP 98512-0410		
PO Box (Optional - Must be in same city as street address)		ZIP (if different than street ZIP)

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

Signature of Agent	Printed Name	Date 9-16-03
--------------------	--------------	--------------

NAMES AND ADDRESSES OF ALL CURRENT OFFICERS AND DIRECTORS (If necessary, attach additional names and addresses)		
Name Please SEE ATTACHED		
Address _____ City _____ State _____ ZIP _____		

SIGNATURE OF OFFICER OR CHAIRPERSON			
This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.			
Signature of Officer/Chairperson	Printed Name Deena Snipes	Title Assistant Secretary	Date 9-16-03

FOR OFFICE USE ONLY

FOR OFFICE USE ONLY

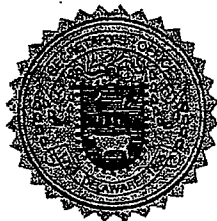
FOR OFFICE USE ONLY

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CYPRESS COMMUNICATIONS OPERATING COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF SEPTEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3207755 8300

030555801

AUTHENTICATION: 2618967

DATE: 09-06-03

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AUTHORITY

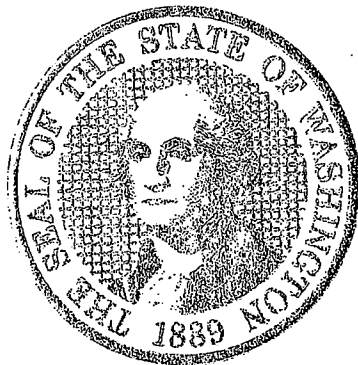
to

CYPRESS COMMUNICATIONS OPERATING
COMPANY, INC.

a Delaware Profit corporation. An Application for this Certificate of Authority to transact business or conduct affairs in Washington State was filed for record in this office on the date indicated below.

UBI Number: 602 031 551

Date: April 20, 2000



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State
0-123564-7



**STATE OF WASHINGTON
SECRETARY OF STATE**

Ralph Munro, Secretary of State

**CERTIFICATE OF AUTHORITY
FOREIGN PROFIT CORPORATION**

(Per Chapter 23B.15 RCW)

FEE: \$175

- Please PRINT or TYPE in black ink
- Sign, date and return original AND ONE COPY to:

FILED
STATE OF WASHINGTON

EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE

CORPORATIONS DIVISION
505 E. UNION · PO BOX 40234
OLYMPIA, WA 98504-0234

APR 20 2000

FOR OFFICE USE ONLY

FILED: / /	UBI: 602031551
CORPORATION NUMBER:	

- BE SURE TO INCLUDE FILING FEE. Checks should be made payable to "Secretary of State"

IMPORTANT! Person to contact about this filing Marney Parker, Case Assistant, Goodwin, Procter & Hoar LLP	Daytime Phone Number (with area code) (617) 570-1000
--	---

NAME OF CORPORATION (As Recorded in the State/Country of Incorporation) Cypress Communications Operating Company, Inc.	ORIGINALLY INCORPORATED IN: State/Country DE ON: Date 4/6/00
---	---

NOTE: If the name listed above is unavailable in Washington state or does not meet the requirements of 23B.15 RCW, please provide the name the corporation adopts for use in Washington State. You must also attach a Board of Directors Resolution approving the use of an alternate name.

NAME THE CORPORATION ADOPTS FOR USE IN WASHINGTON STATE	APPROVED BY DIRECTORS <input type="checkbox"/> Resolution Attached
---	---

PRINCIPAL OFFICE ADDRESS OF CORPORATION (Street Address Required - Please Do Not Use PO Box)

Address 15 Piedmont Center, Suite 710

City Atlanta State or Country GA ZIP or Postal Code 30305

EFFECTIVE DATE OF CERTIFICATE OF AUTHORITY (Specified effective date may be up to 90 days AFTER receipt of the document by the Secretary of State)

Specific Date: _____ Upon filing by the Secretary of State

PERIOD OF DURATION (Check one only) <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> _____ Years (Indicate number of years)	DATE CORPORATION BEGAN DOING BUSINESS IN WASHINGTON STATE Date _____ Upon Qualification
---	--

CERTIFICATE OF EXISTENCE Attached is an original Certificate of Existence, issued no more than 60 days prior to this application, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country of incorporation.

NAME AND ADDRESS OF WASHINGTON STATE REGISTERED AGENT

Name C T Corporation System

Street Address (Required) 520 Pike Street City Seattle State WA ZIP 98101

PO Box (Optional - Must be in same city as street address) _____ ZIP (If different than street ZIP) _____

I consent to serve as Registered Agent in the State of Washington for the above named corporation. I understand it will be my responsibility to accept Service of Process on behalf of the corporation; to forward mail to the corporation; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

By: Edward G. Givissari Assistant vice President Date April 19, 2000

Signature of Agent _____ Printed Name _____ Date _____

NAMES AND ADDRESSES OF ALL CURRENT OFFICERS AND DIRECTORS (If necessary, attach additional names and addresses)

Name Please see Attachment A

Address _____ City _____ State _____ ZIP _____

SIGNATURE OF OFFICER OR CHAIRPERSON

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

Robert W. McCarthy Vice President, General Counsel & Asst. Secry. Date April 18, 2000

Signature of Officer/Chairperson _____ Printed Name _____ Title _____ Date _____

CORPORATIONS INFORMATION AND ASSISTANCE - 360/753-7115 (TDD - 360/753-1485)

FOR OFFICE USE ONLY

Attachment A

The names and usual business addresses of the current directors of Cypress Communications Operating Company, Inc. are:

<u>Name</u>	<u>Address</u>
R. Stanley Allen	c/o Cypress Communications, Inc. Fifteen Piedmont Center, Suite 710 Atlanta, GA 30305
Mark A. Graves	c/o Cypress Communications, Inc. Fifteen Piedmont Center, Suite 710 Atlanta, GA 30305
Barry L. Boniface	c/o Cypress Communications, Inc. Fifteen Piedmont Center, Suite 710 Atlanta, GA 30305

The names and usual business addresses of the current officers of Cypress Communications Operating Company, Inc. are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
R. Stanley Allen	CEO	c/o Cypress Communications, Inc. Fifteen Piedmont Center, Suite 710 Atlanta, GA 30305
Mark A. Graves	President, COO and Secretary	c/o Cypress Communications, Inc. Fifteen Piedmont Center, Suite 710 Atlanta, GA 30305
Barry L. Boniface	CFO, VP and Treasurer	c/o Cypress Communications, Inc. Fifteen Piedmont Center, Suite 710 Atlanta, GA 30305
Ward C. Bourdeaux, Jr.	Executive VP	c/o Cypress Communications, Inc. Fifteen Piedmont Center, Suite 710 Atlanta, GA 30305
Robert W. McCarthy	VP, General Counsel and Asst. Secretary	c/o Cypress Communications, Inc. Fifteen Piedmont Center, Suite 710 Atlanta, GA 30305