

Lance J.M. Steinhart, P.C.

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June 28, 2002

VIA OVERNIGHT MAIL

Mr. David Waddell
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 32743-0505

Re: Cypress Communications Operating Company, Inc.

DOCKET NO.

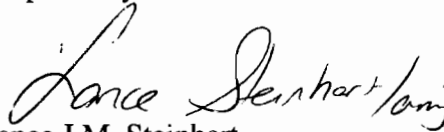
03-00763

Dear Mr. Waddell:

Enclosed please find for filing an original and thirteen (13) copies of Cypress Communications Operating Company, Inc.' Application for a Certificate of Public Convenience and Necessity to Provide Competing Resold Local Exchange and Interexchange Telecommunications Services in Tennessee. I have also enclosed a check in the amount of \$50.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for Cypress Communications Operating Company, Inc.

Enclosures

cc: Deena K. Snipes (w/enc)

TENNESSEE REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

RESELLER APPLICATION CONTENTS

- I. Reseller Application
 - A. Appendix I
 - B. Appendix II

APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant **Cypress Communications Operating Company, Inc.**

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

15 Piedmont Center, Ste. 100 Atlanta GA 30305

Address

City

State

Zip

Tenn. Secretary of State Certificate of Authority ID **0388390**

Federal Taxpayer ID Number **58-2536853**

Social Security Number for Applicants

Applying as Individuals

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address _____ City _____

State _____ Zip Code _____ Phone No. (____) ____ - ____
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade

name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number. _____

Company ID Number **128792**

Date Approved _____

Evaluator _____

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)** NO

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

 YES X NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Deena K. Snipes

(404) 869-2500

(404) 869-2525

Name

Phone No.

Fax No.

(866) 834-3611

e-mail Address dsnipes@cypresscom.net

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Lance J.M. Steinhart

(770) 232 - 9200

(770) 232 - 9208

Name

Phone No.

Fax No.

(800)

e-mail Address lsteinhart@telecomcounsel.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

(866) 834-3611

(404) 869-2500

PHONE NUMBER

ALTERNATE PHONE NUMBER

15 Piedmont Center Ste. 100

Atlanta

GA

30305

ADDRESS

CITY

ST

ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

TCS Corporate Services, Inc.

1900 Church Street, Suite 400, Nashville, TN 37203

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary) None

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

 X Resell Interexchange long distance services

 Operator Services

 X Resell local services

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
(b) Every member, if the applicant is a partnership;
(c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
(d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE
BUSINESS ADDRESS
HOME ADDRESS
EMPLOYMENT HISTORY

SOCIAL SECURITY NUMBER
PHONE No.
PHONE No.

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?
_____ Yes ☒ No If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?
_____ Yes ☒ No If yes, please explain fully.

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? _____ Yes ☒ No If yes, please explain fully

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. **(Use additional pages if necessary)**

No

Other (describe) _____

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**
- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

See Attachment _____

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary. **None**

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)
None

- E. Areas in Tennessee to be served.
Statewide

- F. What type of customers will the applicant serve?

- a. Business ☒ **X**
b. Residential ☒ **X**
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. **No**

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ☒ **X** No _____

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

- J. What is the applicant's 10XXX or 800 access code, if applicable? **Not Applicable**

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

K Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No

L Whose facility-based network(s) will the applicant be reselling? MCI WorldCom, AT&T, Qwest and Bell South

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² Direct Billing

N Describe briefly how the applicant plans to market their services in Tennessee?
To businesses in commercial buildings, by utilizing direct sales through account executives, lobby events and marketing material left with property managers.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Applicant will attempt to get a written letter of agency.

If not, all orders will be third party verified in accordance with applicable state and federal regulation.

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No

²A copy of a bill is required if the applicant is going to bill the customer directly.

- R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

Part III: Organization Structure

A. Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☒ Subsidiary of a Publicly Traded Corporation

☐ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

☐ Other Form of Corporation

C Corporation

List type _____ (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

☐ Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

☐ Joint Stock Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

☐ Trust Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

☐ Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: April 6, 2000 Delaware

(1) Parent Company, if applicable Cypress Communications, Inc.

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

See Above.

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. **None**

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B. _____ Proprietorship

_____ Partnership

_____ General Attach a copy of the partnership agreement along with any amendments.

_____ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

_____ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

(a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.

(b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: **103**

Employer Identification Number (E.I.N.) **58-2536853**

Part IV: Financial Information

A. Address where business records are kept: _____

15	Piedmont Center, 357 Ste. 100 Atlanta	GA	^{street} 30305	(404) 869-2500
CITY	STATE	ZIP CODE	PHONE NUMBER	

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: Month **December** Day **31**

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
None

(3) If applicable, name and address of independent certified public accountant:

Arthur Andersen (for parent company)

(4) Period covered by financial statement attached: 1/1/00 - 12/31/01

C. Does the applicant currently have an internal auditor and/or internal audit program? No

If so, Name of internal auditor _____.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part VI: Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic filerom* in its entirety?
☒ Yes ☐ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic filerom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

Cypress Communications Operating Company, Inc.

(NAME OF CORPORATION)

BY:

SIGNATURE

Gregory P. McGraw

PRINTED NAME

President & COO

ATTEST:

Title
Charles B. McNamara

Charles B. McNamara, Secretary

Title

On this the 22nd day of May, 2002 before me, a Notary Public
Jean L Newey

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

Notary Public

seal

JEAN L. NEWAY
Notary Public, Gwinnett County, Georgia
My Commission Expires July 20, 2002

Company ID: 128792

Cypress Communications Operating Company, Inc.
15 Piedmont Center, Suite 100
Atlanta, GA 30305

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN August 5, 2002

IN RE: CASE NUMBER: 02-00763

Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

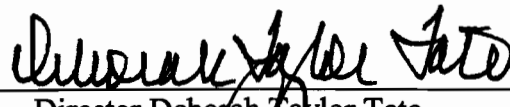
---ORDER---

This matter came before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on August 5, 2002 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.


Chairman Sara Kyle


Director Deborah Taylor Tate


Director Pat Miller



20050829-1
T.R.A. DOCKET ROOM

August 29, 2005

Tennessee Regulatory Authority
Mr. David Wadell
460 James Robertson Parkway
Nashville, TN 37243

Re: Address Change Notification for Cypress Communications Operating Company, Inc.

Dear Mr. Wadell,

By this letter, Cypress Communications Operating Company, Inc. notifies the Commission that it has moved and has a new address, as well as a new list of officers and directors. Please see below.

New Address:

Cypress Communications Operating Company, Inc.
3575 Piedmont Road
15 Piedmont Center, Suite 610
Atlanta, GA 30305
(404) 869-2500 – office
(404) 869-2525 – facsimile

Officers:

Robert D. Shingler – President
Salvatore W. Collura – Executive Vice President Field Operations
Deena K. Snipes – Executive Director Legal/Business Affairs

Directors:

Robert D. Shingler
Neal L. Miller

Regulatory Contact:

Nicole Browne – Regulatory Analyst
Cypress Communications Operating Company, Inc.
3575 Piedmont Road
15 Piedmont Center, Suite 610
Atlanta, GA 30305
(404) 442-0202 – office
(404) 812-7802 – facsimile
nbrowne@cypresscom.net

An original and one copy of this filing are enclosed. Please date stamp the extra copy and return them in the self-addressed, postage-paid envelope provided. Should you have any questions, please do not hesitate to contact me at (404) 442-0202.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Nicole Browne", with a stylized flourish at the end.

Nicole Browne
Regulatory Analyst

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

IN RE:

December 12, 2006

**PETITION OF CYPRESS COMMUNICATIONS
OPERATING COMPANY, INC. TO UTILIZE AN
ASSUMED NAME**

**DOCKET NO.
06-00274**

ORDER GRANTING APPROVAL OF AN ASSUMED NAME

This matter came before Chairman Sara Kyle, Director Eddie Roberson, and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this Docket, at a regularly scheduled Authority Conference held on December 4, 2006, upon the Petition of Cypress Communications Operating Company, Inc. ("Cypress" or the "Company") to utilize an assumed name.

At a regularly scheduled Authority Conference on August 5, 2002, in Docket No. 02-00763, this Authority approved a Certificate of Public Convenience and Necessity allowing the Company to resell telecommunications services within Tennessee. At a regularly scheduled Authority Conference on September 30, 2003, in Docket No. 03-00316, this Authority authorized the Company to provide competing local and interexchange telecommunications services within Tennessee, and an Order was issued on October 1, 2003. On November 7, 2006, Cypress filed a *Petition* in this Docket stating that the Company has converted from a Corporation to a Limited Liability Company under Delaware law, changing its name to Cypress Communications Operating Company, LLC, and further requesting that the Authority approve the Company's use of the assumed name.

Based upon careful consideration of the record of this matter and upon a finding that the Company has satisfied the requirements of Tenn. Comp. R. & Regs. 1220-4-1-.08, a majority of the panel voted¹ to approve the name change.

IT IS SO ORDERED.


Sara Kyle, Chairman


Eddie Roberson, Director

Ron Jones, Director

¹ Director Jones abstained from voting and asserted that Tenn. Comp. R. & Reg. 1220-4-1-.08 does not require Directors' approval for a name change, and further asserted that requiring such approval is in direct opposition to the Authority's decision in Rulemaking Docket No. 04-00072 and is contrary to the plain language of the Rule.

NICOLE BROWNE
REGULATORY ANALYST



PHONE: (404) 442-0202
TELECOPY: (404) 812-7802
nbrowne@cypresscom.net

BY OVERNIGHT DELIVERY

October 19, 2006

Dee Audrain
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

RECEIVED

OCT 20 2006

TN REGULATORY AUTHORITY
UTILITIES DIVISION

**Re: Corporate Conversion of Cypress Communications Operating Company,
Inc. to Cypress Communications Operating Company, LLC –
Notice and Tariffs**

Dear Dee Audrain:

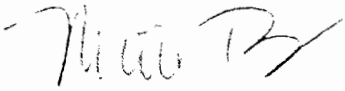
By this letter, Cypress Communications Operating Company, Inc. ("Cypress-INC") notifies the TRA that Cypress-INC has converted from a corporation to a limited liability company under Delaware law. As a result, Cypress-INC's corporate name changed to Cypress Communications Operating Company, LLC ("Cypress-LLC"). Under Delaware law, the conversion was accomplished simply by filing a certificate of conversion and no merger or transfer of control was involved. A copy of the Certificate of Conversion is provided as Attachment 1. A copy of Cypress-LLC's Certificate of Authority to Transact Business in Tennessee is provided as Attachment 2. Cypress-LLC also provides a copy of the Tennessee Telecommunications Service Provider's Surety Bond as Attachment 3.

Cypress-INC is authorized to provide operator services and/or resell telecommunications services pursuant to certificates granted in Case Number 02-00763 on August 5, 2002. Cypress-LLC requests that the TRA update its records to reflect this conversion and associated name change.

In conjunction with the conversion, Cypress-LLC provides, as Attachments 4 and 5, new local exchange and interexchange tariffs, respectively, to reflect the name change. These tariffs cancel and replace Cypress-INC's tariffs currently on file with the TRA. In addition to the name change, the new local exchange tariff (Tennessee Tariff No. 2) reflects the following additional changes:

<u>Section</u>	<u>Revision</u>
2.1.7(N)	Added last sentence regarding when bill is deemed correct.
2.3.1	Changed text in first sentence.
2.3.4(B)	Removed first phrase of this Section and reduced number of days to object to bills.
2.3.5	Corrected internal Section reference.
2.3.6(A)	Increased late fee to 1.5%.
2.3.7	Added second paragraph.
2.3.8	Added entire Section regarding Taxes and Surcharges.
2.7.1.1	Added last two sentences regarding the company's rounding policy for computed charges resulting in a fraction of a cent.
2.8.2(A)	Added overnight courier and facsimile as additional method of notice.
2.10.1(B)-(D)	Revised subsections B through D to reflect new policy for credits for interruptions.
4.7	Added Section regarding Remote Call Forwarding.
11.2	Changed rate structure for Directory Assistance Service and added rates for Remote Call Forwarding.
11.3	Removed subsection C regarding discounts.
11.6	Increased late fee to 1.5%.
11.10	Increased administrative charge to 2.5%.
11.11	Grandfathered EZ Office 250 Bundled Offering.
11.12(A)	Reduced rates and made text changes.
11.12(B)	Adjusted attribution of rates to regulated services.
11.12(C)	Added Additional Blocks of LD Minutes.
11.13	Changed rate structure for printed invoices to reflect different amounts depending on number of pages of invoices.
12.2	Added Grandfathered EZ Office Digital Bundled Offering originally located at Section 11.11.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Nicole Browne", with a stylized flourish at the end.

Nicole Browne
Regulatory Analyst
Cypress Communications Operating Company, LLC

Attachments

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

October 1, 2003

IN RE:)	
)	
APPLICATION OF CYPRESS COMMUNICATIONS)	DOCKET NO.
OPERATING COMPANY, INC. FOR A CERTIFICATE)	03-00316
OF PUBLIC CONVENIENCE AND NECESSITY TO)	
PROVIDE RESOLD FACILITIES-BASED)	
COMPETING LOCAL AND INTEREXCHANGE)	
TELECOMMUNICATIONS SERVICES, INCLUDING)	
EXCHANGE ACCESS TELECOMMUNICATIONS)	
SERVICES, IN THE STATE OF TENNESSEE)	

**INITIAL ORDER GRANTING CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY**

This matter came before the Hearing Officer of the Tennessee Regulatory Authority (the "Authority" or "TRA") at a Hearing held on September 30, 2003, to consider the *Application for Certificate to Provide Competing Local and Interexchange Telecommunications Services* (the "*Application*") filed by Cypress Communications Operating Company, Inc. ("Cypress") on May 2, 2003. The Application requests the Authority to grant Cypress a certificate of public convenience and necessity to provide competing resold and facilities-based local and interexchange telecommunications services, including exchange access telecommunications services, in Tennessee.

Legal Standard for Granting Certificate of Public Convenience and Necessity

Cypress' *Application* was made pursuant to, and was considered in light of, the criteria for granting a Certificate of Public Convenience and Necessity ("CCN") as set forth in Tenn. Code Ann. § 65-4-201, which provides, in pertinent part:

(a) No public utility shall establish or begin the construction of, or operate any line, plant, or system, or route in or into a municipality or other territory already receiving a like service from another public utility, or establish service therein, without first having obtained from the authority, after written application and hearing, a certificate that the present or future public convenience and necessity require or will require such construction, establishment, and operation, and no person or corporation not at the time a public utility shall commence the construction of any plant, line, system or route to be operated as a public utility, or the operation of which would constitute the same, or the owner or operator thereof, a public utility as defined by law, without having first obtained, in like manner, a similar certificate . . .

* * *

(c) After notice to the incumbent local exchange telephone company and other interested parties and following a hearing, the authority shall grant a certificate of convenience and necessity to a competing telecommunications service provider if after examining the evidence presented, the authority finds:

(1) The applicant has demonstrated that it will adhere to all applicable commission policies, rules and orders; and

(2) The applicant possesses sufficient managerial, financial, and technical abilities to provide the applied for services.

* * *

(d) Subsection (c) is not applicable to areas served by an incumbent local exchange telephone company with fewer than 100,000 total access lines in this state unless such company voluntarily enters into an interconnection agreement with a competing telecommunications service provider or unless such incumbent local exchange telephone company applies for a certificate to provide telecommunications services in an area outside its service area existing on June 6, 1995.¹

¹ Notwithstanding the existence of subsection (d), the Federal Communications Commission ("FCC") has expressly preempted the Authority's enforcement of subsection (d) pursuant to the authority granted to the FCC under 47 U.S.C. § 253(d). *In the Matter of AVR, L.P. d/b/a Hyperion of Tennessee, L.P. Petition for Preemption of Tennessee Code Annotated Section 65-4-201(d) and Tennessee Regulatory Authority Decision Denying Hyperion's Application Requesting Authority to Provide Service in Tennessee Rural LEC Service Area*, FCC 99-100, (Memorandum Opinion and Order) 14 F.C.C.R. 11,064 (May 27, 1999); (Memorandum Opinion and Order) 16 F.C.C.R. 1247 (January 8, 2001). The Authority has since issued an order expanding a competing local exchange carrier's CCN to provide telecommunications services on a statewide basis including areas served by incumbent local exchange carriers with fewer than 100,000 total access lines in Tennessee. *See In re: Application of Level 3 Communications, LLC to Expand its CCN to Provide Facilities-Based Local Exchange and Interexchange Telecommunications Services in all Tennessee Service Areas*, Docket No. 02-00230, *Order Approving Application of Level 3 Communications, L.L.C. to Amend Its Certificate of Public Convenience and Necessity* (June 28, 2002).

Furthermore, pursuant to Tenn. Code Ann. § 65-5-212, a competing telecommunications provider is required to file with the Authority (1) a plan containing the provider's plan for purchasing goods and services from small and minority-owned telecommunications businesses; and (2) information on programs that might provide technical assistance to such businesses.

The September 30, 2003 Hearing

Pursuant to Tenn. Code Ann. § 65-4-204, public notice of the Hearing in this matter was issued by the Hearing Officer on September 15, 2003. No persons sought intervention prior to or during the Hearing. At the Hearing held on September 30, 2003, Ms. Deena Snipes, Director of Legal and Business Affairs for Cypress, participated in the Hearing, presented testimony, and was subject to examination by the Hearing Officer. Upon Cypress' conclusion of the presentation of its proof, the Hearing Officer granted Cypress' *Application* based upon the following findings of fact and conclusions of law:

I. Cypress' Qualifications

1. Cypress is a corporation originally organized under the laws of the State of Delaware on April 6, 2000, and was qualified to transact business in Tennessee on April 25, 2000.

2. The complete street address of Cypress' corporate service provider is 15 Piedmont Center, Suite 100, Atlanta, Georgia 30305. The telephone number is (404) 442-0169 and the facsimile number is (404) 442-0196.

3. The *Application* and supporting documentary information existing in the record indicate that Cypress has the requisite technical and managerial ability to provide competing local exchange telecommunications services within the State of Tennessee. Specifically,

Cypress' senior management team possesses extensive business, technical, operational and regulatory telecommunications experience.

4. Cypress has the necessary capital and financial ability to provide the services it proposes to offer.

5. Cypress has represented that it will adhere to all applicable policies, rules and orders of the Authority.

II. Proposed Services

Cypress intends to provide competing resold and facilities-based local and interexchange telecommunications services, including exchange access telecommunications services,² within the State of Tennessee.

III. Permitting Competition to Serve the Public Convenience and Necessity

Upon a review of the *Application* and the record in this matter, the Hearing Officer finds that approval of Cypress' *Application* would inure to the benefit of the present and future public convenience by permitting competition in the telecommunications services markets in the State and by fostering the development of an efficient, technologically advanced statewide system of telecommunications services.

IV. Small and Minority-Owned Telecommunications Business Participation Plan and Business Assistance Program

1. Cypress has filed a satisfactory small and minority-owned telecommunications business participation plan, pursuant to Tenn. Code Ann. § 65-5-212 and the Authority's Rules.

² In Docket No. 02-00763, Company I.D. 128792, by Order dated August 5, 2002, Cypress was granted authority to resell telecommunications services in Tennessee.

2. Cypress has acknowledged its obligation to contribute to the funding of the small and minority-owned telecommunications business assistance program, as set forth in Tenn. Code Ann. § 65-5-213.

V. Compliance with Tennessee's County-Wide Calling Requirements

1. Cypress has indicated its awareness of, and its obligation to comply with, the requirements of county-wide calling as set forth in Tenn. Code Ann. § 65-21-114.

IT IS THEREFORE ORDERED THAT:

1. The *Application for Certificate to Provide Competing Local Telecommunications Services* of Cypress Communications Operating Company, Inc. is approved; and

2. Any party aggrieved by the Hearing Officer's decision in this matter may file a petition for reconsideration within fifteen (15) days from and after the date of this Order.


Randal Gilliam, Hearing Officer