

NICOLE BROWNE  
REGULATORY ANALYST



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

**BY OVERNIGHT DELIVERY**

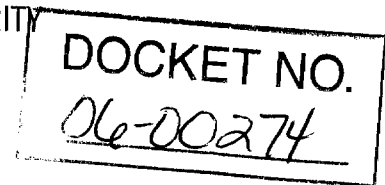
November 6, 2006

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

**RECEIVED**

NOV 07 2006

TN REGULATORY AUTHORITY  
UTILITIES DIVISION



RECEIVED  
2006 NOV - 8 PM 3:16  
T.R.A. DOCKET ROOM

**Re: (1) Withdrawal of Filing Dated October 19, 2006; and  
(2) Notification of Corporate Conversion of Cypress Communications  
Operating Company, Inc. to Cypress Communications Operating Company,  
LLC –**

Dear Dee Audrain:

By this letter, Cypress Communications Operating Company, Inc. ("Cypress-INC") and Cypress Communications Operating Company, LLC ("Cypress-LLC") withdraw, to the extent necessary, their filings dated October 19, 2006. This filing included (1) information regarding the corporate conversion also discussed in this letter and (2) certain tariff revisions.

In addition, 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". 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 Alabama is provided as Attachment 2. Cypress-LLC also provides a copy of the Tennessee Telecommunications Service Provider's Surety Bond as Attachment 3. Attachment 4 is a copy of the proposed notice to be sent to customers for the purpose of informing them of the name change.

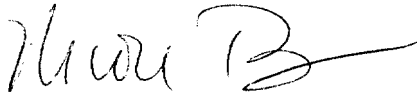
A check in the amount of \$25.00 made payable to the Tennessee Regulatory Authority to cover the filing fee was sent to your office with the filing dated October 19, 2006 and remains there. Please apply payment accordingly.

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 will provide new interexchange and local exchange tariffs to reflect the name change upon TRA authorization of the name change.

An original and four (4) copies of this filing are enclosed. Please date stamp the extra copy and return it 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 B", with a stylized flourish extending from the end.

Nicole Browne  
Regulatory Analyst  
Cypress Communications Operating Company, LLC

Attachments

**ATTACHMENT 1**

Certificate of Conversion

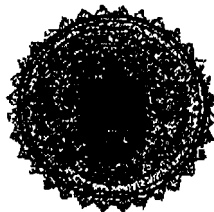
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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 "CYPRESS COMMUNICATIONS OPERATING COMPANY, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CYPRESS COMMUNICATIONS OPERATING COMPANY, INC." TO "CYPRESS COMMUNICATIONS OPERATING COMPANY, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3207755 8100V

040929617


AUTHENTICATION: 3572100

DATE: 12-22-04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:00 PM 12/21/2004  
FILED 12:00 PM 12/21/2004  
SRV 040929617 - 3207755 FILE

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO  
A LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 266 OF THE  
DELAWARE GENERAL CORPORATION LAW**

1. The name of the corporation immediately prior to the filing of this Certificate is: Cypress Communications Operating Company, Inc.
2. The date the Certificate of Incorporation was filed on is April 6, 2000.
3. The name of the limited liability company as set forth in the Certificate of Formation is: Cypress Communications Operating Company, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

By:   
Name: Neal L. Miller  
Title: SVP & CFO

**ATTACHMENT 2**

Certificate of Authority to Transact Business

Nish

**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

DATE: 09/28/05  
REQUEST NUMBER: 5571-0879  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 09/28/05 0957  
EFFECTIVE DATE/TIME: 09/28/05 0957  
CONTROL NUMBER: 0503337

TO:  
CYPRESS COMMUNICATIONS  
DEENA K SNIPES  
15 PIEDMONT CTR  
ATLANTA, GA 30305

RE:  
CYPRESS COMMUNICATIONS OPERATING COMPANY, LLC  
APPLICATION FOR CERTIFICATE OF AUTHORITY -  
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY  
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED  
ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF  
STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF TH

LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN  
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE  
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED  
LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING  
ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO  
MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY  
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE  
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
LIMITED LIABILITY COMPANY

ON DATE: 01/05/05

FROM:  
CYPRESS COMMUNICATIONS INC  
FIFTEEN PIEDMONT CT.

ATLANTA, GA 30305-0000

FEES  
RECEIVED: \$300.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003622193  
ACCOUNT NUMBER: 00373117

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



**ATTACHMENT 3**

Tennessee Telecommunications Service Provider's Surety Bond



# TENNESSEE REGULATORY AUTHORITY

## TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 12BSEDW8295

**WHEREAS,** Cypress Communications Operating Company, Inc (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

**WHEREAS,** under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

**WHEREAS,** Hartford Fire Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 1st day of March 2006 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

### PRINCIPAL

### SURETY

Cypress Communications Operating Company LLC      Hartford Fire Insurance Company  
Name of Company authorized by the TRA      Name of Surety

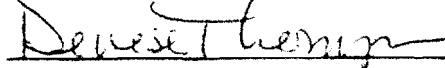
Company ID # as assigned by TRA

Address of Surety PO Box 2103, 690 Asylum Avenue  
Hartford, CT 06115

SIGNATURE OF PRINCIPAL

SIGNATURE OF SURETY AGENT





Name: Deena K. Smith

Name: Denese Thompson

Title: Secretary

Title: Attorney-in-fact

Address of Surety Agent:

777 Zeckendorf Blvd  
Garden City, NY 11530

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF TENNESSEE  
COUNTY OF \_\_\_\_\_

Before me, a Notary Public of the State and County aforesaid, personally appeared \_\_\_\_\_  
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing  
bond on behalf of \_\_\_\_\_, and he acknowledged to me that he executed the same.

WITNESS my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

My Commission Expires:

\_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Notary Public

ACKNOWLEDGMENT OF SURETY

STATE OF New York  
COUNTY OF Nassau \_\_\_\_\_

Before me, a Notary Public of the State and County aforesaid, personally appeared Denese thompson  
\_\_\_\_\_ with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the  
foregoing bond on behalf of Hartford Fire Insurance Company, the within named Surety, a corporation licensed to do business in the  
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state  
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,  
executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 28th day of February, 2005.

My Commission Expires:

\_\_\_\_\_, 2000  
TARA LAVERDIERE  
Notary Public, State of New York  
No. 01LA6076567  
Qualified in Nassau County  
Commission Expires 6-24-08

  
\_\_\_\_\_  
Notary Public

APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the  
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory  
Authority, State of Tennessee, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Name:  
Title:

# POWER OF ATTORNEY

Direct Inquiries/Claims to:

THE HARTFORD

BOND, T-4

P.O. BOX 2103, 690 ASYLUM AVENUE

HARTFORD, CONNECTICUT 06115

call: 888-266-3488 or fax: 860-757-5835

Agency Code: 12 127332

KNOW ALL PERSONS BY THESE PRESENTS THAT:

- ☒ Hartford Fire Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Hartford Casualty Insurance Company, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Accident and Indemnity Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Hartford Underwriters Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- ☐ Twin City Fire Insurance Company, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Insurance Company of Illinois, a corporation duly organized under the laws of the State of Illinois
- ☐ Hartford Insurance Company of the Midwest, a corporation duly organized under the laws of the State of Indiana
- ☐ Hartford Insurance Company of the Southeast, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, **up to the amount of UNLIMITED**

LOUIS J. SPINA, ANTHONY J. PANNO, DENESE THOMPSON, ANTHONY M. SPINA, TARA LAVERDIERE, NICOLE GRUTER, KATHLEEN BELLONE, JACLYN PEREZ OF GARDEN CITY, NEW YORK

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by ☒, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on July 21, 2003, the Companies have caused these presents to be signed by its Assistant Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



*Paul A. Bergenholtz*

Paul A. Bergenholtz, Assistant Secretary

*David T. Akers*

David T. Akers, Assistant Vice President

STATE OF CONNECTICUT

ss. Hartford

COUNTY OF HARTFORD

On this 4th day of August, 2004, before me personally came David T. Akers, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hampden, Commonwealth of Massachusetts; that he is the Assistant Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



CERTIFICATE

*Scott E. Pascka*

Scott E. Pascka  
Notary Public

My Commission Expires October 31, 2007

I, the undersigned, Assistant Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of February 28, 2006 Signed and sealed at the City of Hartford.



*Gary W. Stumper*

Gary W. Stumper, Assistant Vice President

GENERAL PURPOSE RIDER

To be attached to and form part of Bond Number: 12BSBDW8285

effective March 1 2006

issued by the Hartford Fire Insurance Company

in the amount of

Twenty Thousand and 00/100 ----- DOLLARS, \$ 20,000.00

, on behalf of

Cypress Communications Operating Company, Inc

as Principal and in favor of Tennessee Regulatory Authority

as obligee

Now, Therefore, it is agreed that: The principal name on the bond is corrected to read:

Cypress Communications Operating Company, LLC

RECEIVED

It is further understood and agreed that all other terms and conditions of this bond shall remain unchanged.

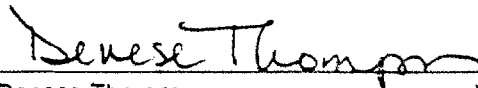
This rider is to be effective the 1st day of March 2006

Signed, sealed and dated this 20th day of October 2006

Hartford Fire Insurance Company

Accepted By:

By



Denese Thompson

Attorney-in-Fact

# Hartford Fire Insurance Company

## Hartford, Connecticut Financial Statement, June 30, 2006 (Statutory Basis)

### ASSETS

U.S. Government Bonds .....	\$	157,313,320
Bonds of Other Governments .....		259,875,070
State, County, Municipal and Miscellaneous Bonds .....		9,469,110,924
Stocks .....		6,017,398,789
Short Term Investments .....		344,851,185
	\$	<u>16,248,549,288</u>
Real Estate .....	\$	107,795,042
Cash .....		140,491,753
Agents' Balances (Under 90 Day .....		2,966,446,228
Other Invested Assets .....		371,326,910
Miscellaneous .....		2,148,231,292
Total Admitted Assets .....	\$	<u>21,982,840,513</u>

### LIABILITIES

Reserve for Claims	\$	
and Claim Expense .....		6,374,172,685
Reserve for Unearned Premiums .....		2,097,015,403
Reserve for Taxes, License and Fees .....		84,037,535
Miscellaneous Liabilities .....		2,853,582,211
Total Liabilities .....	\$	<u>11,408,807,834</u>
Capital Paid In	\$	54,740,000
Surplus .....		<u>10,519,292,679</u>
Surplus as regards Policyholders...	\$	<u>10,574,032,679</u>
Total Liabilities, Capital and Surplus .....	\$	<u>21,982,840,513</u>

STATE OF CONNECTICUT  
COUNTY OF HARTFORD  
CITY OF HARTFORD

}

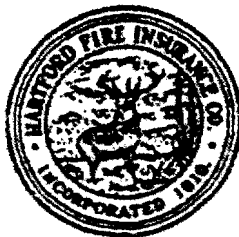
ss.

Colleen Mastroianni, Vice-President, and Patricia A. Murrone, Assistant Secretary of the Hartford Fire Insurance Company, being duly sworn, each deposes and says that the foregoing is a true and correct statement of the said company's financial condition as of June 30, 2006.

Subscribed and sworn to before me this 15<sup>th</sup>  
day of August, 2006.

*Patricia E. Davis*

Patricia E. Davis  
Notary Public  
My Commission Expires September 30, 2007



*Colleen Mastroianni*

Colleen Mastroianni, Vice-President

*Patricia A. Murrone*

Patricia A. Murrone, Assistant Secretary

GENERAL PURPOSE RIDER

To be attached to and form part of Bond Number 12BSBDW8285

effective March 1 2006

**COPY**

issued by the Hartford Fire Insurance Company

in the amount of

Twenty Thousand and 00/100 ----- DOLLARS. \$ 20,000.00

, on behalf of

Cypress Communications Operating Company, Inc. as Principal and in favor of Tennessee Regulatory Authority

as obligee

Now, Therefore, it is agreed that The principal name on the bond is corrected to read:

Cypress Communications Operating Company, LLC

It is further understood and agreed that all other terms and conditions of this bond shall remain unchanged.

This rider is to be effective the 1st day of March 2006

Signed, sealed and dated this 20th day of October 2006

Hartford Fire Insurance Company

By:

Denese Thompson

Attorney-in-Fact

Accepted By:

\_\_\_\_\_

\_\_\_\_\_

**ATTACHMENT 4**

Proposed Notice to Customers

### **Customer Notice Regarding Name Change**

Subject to any necessary regulatory approvals, the name of the provider of your regulated telecommunications service(s) is changing to “Cypress Communications Operating Company, LLC.” This name change will not affect the rates, terms or conditions under which you currently receive service. Any other changes to the rates, terms or conditions of your service will be done in accordance with the requirements of any applicable contracts, tariffs and laws. Cypress Communications Operating Company, LLC looks forward to continue providing you with its high quality communications services under its new name. In the meantime, if you have specific questions about this notice, please contact us at (888) 528-1788.