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March 29, 2005

BY HAND AND ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
Office of the Secretary
445-12th Street, SW
Washington, D.C. 20054

Re: In the Matter of Cypress Communications Operating Company, Inc.
Application for Consent to Transfer of Control of a Company Holding an
International Authorization and a Blanket Domestic Authorization
Pursuant to Section 214 of the Communications Act of 1934, as Amended
File No. ITC-T/C-20041112-00448
WC Docket No. 04-418

Dear Ms Dortch:

By this letter, Cypress Communications Holding Co., Inc. ("Cypress Holding") and TechnInvest Holding Company, Inc. ("THC")¹ submit a second minor amendment to the application captioned above ("Application").² In the Application, the Parties requested authority

¹ Cypress Holding, together with its direct and indirect subsidiaries, Cypress Communications, Inc. ("Cypress Communications") and Cypress Communications Operating Company, Inc. ("Cypress Operating") are collectively referred to as "Cypress." Cypress and THC are collectively referred to as the "Parties" or "Applicants."

² The Application was placed on public notice on November 19, 2004 by the Wireline Competition Bureau in DA 04-3667 and then removed from streamlined processing on December 16, 2004 in DA 04-3945. The International Bureau placed the Application on non-streamlined processing on December 30, 2004 in Report No. TEL-00864NS.

The Parties filed a minor amendment to the Application on January 13, 2005. In the January 13 amendment, the Parties changed the ownership of the voting stock of THC, and thus voting control over Cypress, post-close. This change in the ownership structure

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for the transfer of control of Cypress Operating to a new group of shareholders. In response to concerns expressed by members of Team Telecom, THC has decided to change the proposed ownership structure as it relates to the non-voting stock of THC post-close. As set forth in the Application, THC's parent company, Arcapita Bank B.S.C.(c) ("Arcapita"),³ will still assume ultimate control of Cypress. Accordingly, this amendment is properly viewed as a minor amendment to the Parties' Application that does not necessitate a re-issuance of public notice.

In the Application, the Parties stated that following consummation of the merger between a subsidiary of THC and Cypress Holding, the non-voting common stock of THC would be held by three (3) groups of entities. *First*, approximately 18.76 percent of the non-voting stock would be held by TechInvest Holdings Limited ("THL"), an indirect, wholly-owned subsidiary of Arcapita. *Second*, approximately 3.28 percent would be held by AIP, the corporate vehicle for participation in THC by Arcapita employees. *Third*, 18.99 percent of the non-voting common stock would be held by each of four (4) offshore investment companies – TechAccess Capital Limited, TechShield Capital Limited, TechNet Capital Limited, and TechTV Capital Limited (collectively, the "Non-Voting Cayman Entities"). The Parties further stated that Arcapita expects to finance the merger in part through funds raised in an offering of shares in the Non-Voting Cayman Entities to non-U.S. persons (the "Non-Voting Stockholders"). The Non-Voting Stockholders would be passive investors who would have no right or ability to direct or influence the strategic decisions or the day-to-day operations of Cypress, to nominate Cypress' directors, or to direct the hiring or termination of Cypress' employees and management, except indirectly to the extent (and only to the extent) that the investors are also shareholders in Arcapita. It is the position of the Parties that under this proposed structure, the Non-Voting Stockholders would have neither access to Cypress nor the ability to influence its actions.

Certain members of Team Telecom have nevertheless expressed to the Parties concerns about the potential ability of the Non-Voting Stockholders to influence Cypress. To address these concerns and facilitate Team Telecom's processing of the transaction, THC has decided eliminate the Non-Voting Stockholders. Under the revised structure, all ownership interests in the Non-Voting Cayman Entities will be held by Arcapita Investment Holdings

did not effect a change in the ultimate control of Cypress and thus was treated as a minor amendment by the Commission.

³ As the Parties advised the Commission by letter dated March 21, 2005, First Islamic Investment Bank B.S.C.(c) ("FIIB"), has changed its name to Arcapita. A number of Arcapita subsidiaries have changed their names as well, e.g., Crescent Capital Investments, Inc. is now Arcapita Inc.; First Islamic Investment Management ("FIIM") is now Arcapita Investment Management Limited ("AIM"); and FIIP Limited is now Arcapita Incentive Plan Limited ("AIP"). The names of the entities that are unique to the transaction described in the Application – the "Tech" entities – remain unchanged (thus, TechInvest Holding Company is still THC).

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Limited ("AIH"). As a result, upon consummation of the transaction, Arcapita will hold over 96 percent of the equity interests in THC (through AIH) and thus indirectly over 96 percent of the ownership interests in Cypress. For the convenience of the Commission, revised post-close organization charts are attached.

This change in the corporate structure of Cypress post-close is not a major change from the structure proposed in the Application. Under the revised structure as well as under the structure proposed in the Application, Arcapita will control Cypress following consummation of the transactions contemplated by the Merger Agreement. However, by eliminating the Non-Voting Stockholders, the Parties are hopeful that they will address the remaining concerns of Team Telecom. Accordingly, the public notices already issued by the Commission with respect to this transaction provide sufficient notice to the public of the deal structure as revised.

Arcapita may elect at some point in the future to finance its purchase of Cypress through a syndication similar to that described in the Application or by other means, such as debt financing or a sale of equity interests to U.S. investors. The Parties are not seeking approval for any such transaction at this time. Should Arcapita elect at some point going forward to finance its purchase of Cypress, Arcapita will make the filings required by the Commission's rules at that time.

In the Application, the Parties stated that one (1) shareholder holds approximately 10.5 percent of the ownership interest in Arcapita. Arcapita clarifies this statement by noting that this 10.5 percent ownership interest is actually the total amount held by two separate entities with a number of common owners. Since the two entities could arguably be deemed to hold a 10-percent-or-greater total ownership interest in Cypress following consummation of the transactions described in the Application as modified by this amendment, the Parties amend item (h) in the Application to add the following 10-percent-or-greater shareholders in Cypress post-close:

Name: Jasmine Quadrilateral Investment Corporation
Citizenship: British Virgin Islands
Address: c/o Arcapita Bank B.S.C.(c)
P.O. Box 1406
Manama, Bahrain
Principal business: investment
Percentage held (to the nearest 1%): 5%

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Name: Al-Jomaih Company Limited
Citizenship: Saudi Arabia
Address: c/o Arcapita Bank B.S.C.(c)
P.O. Box 1406
Manama, Bahrain
Principal business: investment
Percentage held (to the nearest 1%): 5%

None of the common owners of Jasmine Quadrilateral Investment Corporation and Al-Jomaih Company Limited hold a 50 percent or greater ownership interest in both companies and thus none of the common owners of Jasmine Quadrilateral Investment Corporation and Al-Jomaih Company Limited will hold a 10 percent or greater ownership interest in Cypress post-close under the Commission's ownership attribution rules.

Please contact the undersigned counsel if you have any questions regarding this matter.

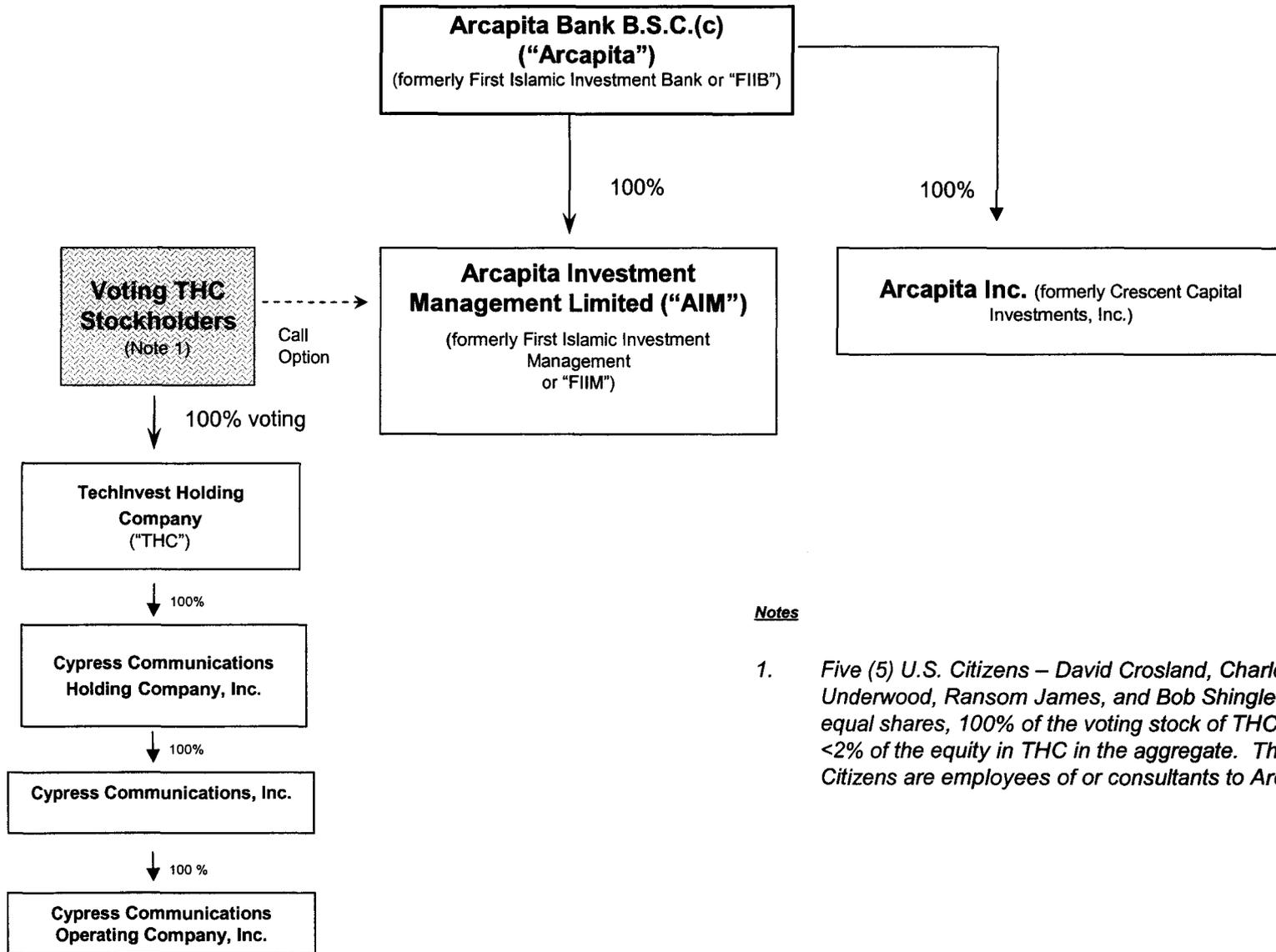
Sincerely,



Joan M. Griffin

cc: David Krech
Terri Natoli
Regina Hart (DHS)
John LoGalbo (DOJ)
Paul Gagnier (Swidler Berlin)

POST-CLOSE OWNERSHIP STRUCTURE: Voting interests



Notes

1. Five (5) U.S. Citizens – David Crosland, Charles Ogburn, Ed Underwood, Ransom James, and Bob Shingler – will hold, in equal shares, 100% of the voting stock of THC representing <2% of the equity in THC in the aggregate. The 5 U.S. Citizens are employees of or consultants to Arcapita Inc.

POST-CLOSE OWNERSHIP STRUCTURE: Non-Voting Equity Interests

