

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

In the Matter of the Joint Application of)
TechInvest Holding Company, Inc., Cypress) DOCKET NO. 10-2389-01
Communications Operating Company, LLC,)
and The Broadvox Holding Company, LLC) ORDER APPROVING INDIRECT
for Approval of a Transfer of Control of an) TRANSFER OF CONTROL
Authorized Telecommunications Provider)

ISSUED: December 20, 2010

SYNOPSIS

The Commission grants the uncontested request for approval of the indirect transfer of control of Cypress Communications Operating Company, LLC to The Broadvox Holding Company, LLC.

By The Commission:

This matter is before the Commission on the Joint Application of TechInvest Holding Company, Inc. (“THC”), Cypress Communications Operating Company, LLC (“Cypress”), and The Broadvox Holding Company, LLC (“Broadvox”) (collectively, “Applicants”) for Approval of a Transfer of Control of an Authorized Telecommunications Provider. Applicants filed the joint application on October 27, 2010, and request expedited review and action.

Cypress holds a certificate of public convenience and necessity to provide local and long distance services in the state of Utah. Its certificate was granted on July 22, 2002, in docket number 02-2389-01. Cypress is a limited liability company organized under the laws of Delaware with its principal place of business located at 4 Piedmont Center, Suite 600, 3565 Piedmont Road, Atlanta, Georgia 30305. Cypress provides voice and data telecommunications

services as well as unregulated information services to approximately 5,000 small and medium-sized business customers. Cypress offers its customers integrated service bundles that may include, among other things, local, long distance, and international telecommunications services. Cypress is a wholly-owned subsidiary of Cypress Communications, Inc., a Delaware corporation and a holding company. Cypress Communications, Inc. is a wholly-owned subsidiary of Cypress Communications Holding Company, a Delaware corporation and a holding company. Cypress Communications Holding Company is a wholly-owned subsidiary of THC, which is also a Delaware corporation.

Broadvox is a Delaware limited liability company with its principal place of business at 1228 Euclid Avenue, Suite 390, Cleveland, Ohio 44115. Broadvox is a holding company that operates through numerous subsidiaries. One of these, Broadvox-CLEC, LLC, holds licenses and certificates authorizing it to provide telecommunications services in the state of Utah that were issued in docket number 09-2519-01, on February 09, 2010, but does not currently provide any service to any customers.

Broadvox and THC have entered into an agreement pursuant to which a subsidiary of Broadvox will merge with and into THC. THC will survive the merger, and thus, Cypress will become a wholly-owned indirect subsidiary of Broadvox. This change in ultimate control of Cypress will occur at the parent holding company level and will not directly involve the ownership interests of Cypress. Further, the Applicants state the transaction does not involve a transfer of operating authority, assets or customers, and the process is expected to be seamless to end user customers. Immediately following consummation of the transaction, Cypress will

continue to offer the same services, rates, terms and conditions pursuant to its existing authorizations. The only change resulting from the transaction will be that Cypress will be owned ultimately by Broadvox.

The Applicants submit the transfer of control described herein will serve the public interest. Cypress will continue to provide local and long distance telecommunications services to the citizens of Utah as it has to this date. Cypress's operations will remain customer service oriented. The Applicants believe the transaction will enhance the ability of Cypress to expand its operations both in terms of service area coverage and offerings to customers of more products and services.

The Division of Public Utilities ("Division") has reviewed this application and submitted its recommendation on November 16, 2010. The Division believes the transfer of control is in the public interest and recommends the Commission approve it. In the Division's view, as a result of the acquisition, Cypress should be in a better position to provide expanded and advanced telecommunications services because of improved financial stability and access to the technical and managerial abilities of the acquiring company. Indeed, the Applicants state that although the transaction will not change the services provided to Cypress's customers, the Applicants expect the transaction will improve its business operations. Specifically, Cypress will benefit from the highly qualified and experienced management and financial resources provided by Broadvox. Furthermore, the Applicants submit that the transaction will provide Cypress access to significant additional resources which will benefit its customers.

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The Commission finds the proposed indirect transfer of control is in the public interest. It will be transparent to customers and will strengthen Cypress's ability to compete for and serve telecommunications customers in Utah. Moreover, because we have determined this matter can reasonably be expected to be unopposed and uncontested, we are adjudicating it informally in accord with Utah Code § 63G-4-203 and R746-110-1 et seq. Additionally, good cause appearing, the 20 day tentative period is waived, and this order is final upon issuance.

ORDER

For the foregoing reasons, the Commission approves the indirect transfer of control of Cypress Communications Operating Company, LLC to The Broadvox Holding Company LLC.

Pursuant to Sections 63G-4-301 and 54-7-15 of the Utah Code, an aggrieved party may request agency review or rehearing of this Order by filing a written request with the Commission within 30 days after the issuance of this Order. Responses to a request for agency review or rehearing must be filed within 15 days of the filing of the request for review or rehearing. If the Commission does not grant a request for review or rehearing within 20 days after the filing of the request, it is deemed denied. Judicial review of the Commission's final agency action may be obtained by filing a petition for review with the Utah Supreme Court within 30 days after final agency action. Any petition for review must comply with the requirements of Sections 63G-4-401 and 63G-4-403 of the Utah Code and Utah Rules of Appellate Procedure.

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DATED at Salt Lake City, Utah, this 20th day of December, 2010.

/s/ David R. Clark
Hearing Officer

Approved and confirmed this 20th day of December, 2010, as the Order
Approving Indirect Transfer of Control issued by the Public Service Commission of Utah.

/s/ Ted Boyer, Chairman

/s/ Ric Campbell, Commissioner

/s/ Ron Allen, Commissioner

Attest:

/s/ Julie Orchard
Commission Secretary
G#70176