

GLENN S. RICHARDS
(202) 454-7016
glenn.richards@shawpittman.com

August 15, 2001
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Ms. Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
TW-A325
Washington, DC 20554

Streamlined TTC-214-20010815-00433
TCP ACQUISITION, INC.

**Re: TCP Acquisition, Inc.
 Section 214 Application for Authority to Operate as an International
 and Facilities-Based and Resale Carrier**

Dear Ms. Roman Salas:

Transmitted herewith on behalf of TCP Acquisition, Inc. ("TCP") are an original and five (5) copies of a Section 214 Application for authority to operate as an international facilities-based and resale carrier for the purpose of providing switched, private line, data and business services between the United States and all foreign points permitted by the Commission.

Pursuant to Section 63.12 of the Commission's Rules, TCP requests streamlined processing of the enclosed Application.

Also enclosed is an FCC Form 159 and a check made payable to the Federal Communications Commission in the amount of \$815.00 to cover the cost of the filing fee.

Please date-stamp the enclosed Receipt copy of this filing and return it in the enclosed self-addressed, stamped envelope. Please refer all questions and correspondence regarding this filing to the undersigned.

Very truly yours,



Glenn S. Richards
Susan M. Hafeli
Tammy Gershoni
Counsel for TCP Acquisition, Inc.

Enclosures
31922-0001

cc: Darryl B. Thompson
Cory D. Mims

Document #: 1152800 v.1

TSG CAPITAL GROUP, LLC

OPERATING ACCOUNT

177 BROAD STREET, 12TH FLOOR
STAMFORD, CT 06901

CHASE MANHATTAN BANK

NEW YORK, NY 10036

1-2/210

5483

8/14/2001

PAY TO THE ORDER OF Federal Communications Commission

\$ **815.00

Eight Hundred Fifteen and 00/100*****

DOLLARS



Federal Communications Commission

TWO SIGNATURES
REQUIRED OVER \$5000.00

MP

MEMO FCC 214 filing fee

⑈005483⑈ ⑆021000021⑆967078644⑈

- (c) Correspondence concerning this application should be addressed to the following:

Darryl B. Thompson
Chief Executive Officer
TCP Acquisition, Inc.
177 Broad Street
Stamford, Connecticut 06901
(203) 541-1500 (phone)
(203) 541-1590 (fax)

With a copy to Applicant's attorneys:

Glenn S. Richards
Susan M. Hafeli
Tammy Gershoni
Shaw Pittman LLP
2300 N Street, N.W.
Washington, DC 20037-1128
(202) 454-7000 (phone)
(202) 663-8007 (fax)

- (d) Applicant has not previously received authority under Section 214 of the Act.
- (e) Applicant is hereby requesting Section 214 authority to operate as a facilities-based carrier pursuant to Section 63.18(e)(1) of the Commission's Rules. Applicant hereby states that it will comply with the terms and conditions set forth in Section 63.18(e)(1)(ii) of the Commission's Rules and will not provide services to any country on the Commission's exclusion list. Under Section 63.10 of the Commission's Rules, Applicant qualifies as a non-dominant carrier and would provide services to all international points for which it qualifies for non-dominant regulation. See Section 63.18(e)(ii)(A) of the Commission's Rules.

Applicant is also requesting authority, pursuant to Section 63.18(e)(2) of the Commission's Rules, to resell the international services of all authorized U.S. common carriers pursuant to those carriers' tariffs and contracts on file with the Commission. Applicant hereby states that it will comply with the terms and conditions set forth in Section 63.18(e)(2)(ii) of the Commission's Rules. Applicant is not affiliated with any U.S. carriers regulated as dominant on the routes to be served.

As a facilities-based carrier and as a resale carrier, Applicant will provide international basic switched, private line, data, and business services to all international points permitted by the Commission.

(f) Applicant seeks authority to provide only services referenced under paragraph (e) of Section 63.18 of the Commission's Rules.

(g) The authority requested in this application is categorically excluded from environmental processing as defined by Section 1.1306 of the Commission's Rules.

(h) Applicant certifies that it is not affiliated with any U.S. carrier whose facilities-based services it proposes to resell, nor is it affiliated with any foreign carriers. Pursuant to Section 63.18(h) of the Commission's Rules, the following information is provided regarding the members of Applicant.

TCP Acquisition, Inc. is a Delaware corporation that is a wholly owned subsidiary of TCP Holdings, Inc. TCP Holdings, Inc. is a Delaware Corporation that is a wholly owned subsidiary of TSG Capital Fund III, L.P. TSG Capital Fund III, L.P. is a Delaware limited partnership. The general partner of TSG Capital Fund III, L.P. is TSG Associates, LLC. TSG Associates III, LLC has the following three owners with at least ten percent equity: Cleveland A. Christophe (40.4435%), Darryl B. Thompson (37.0739%), and Mark D. Inglis (13.4826%). Mr. Christophe, Mr. Thompson, and Mr. Inglis are U.S. Citizens.

All entities and persons listed above are located at 177 Broad Street, 12th Floor, Stamford, Connecticut 06901.

(i) Pursuant to Section 63.18(i) of the Commission's Rules, Applicant certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market

power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.

(j) Pursuant to Sections 1.2001-1.2003 of the Commission's Rules, Applicant attaches to this application a certificate stating that no party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(k) Applicant is not affiliated with a foreign carrier in a destination market, is not affiliated with a dominant U.S. carrier whose international switched or private line services it seeks authority to resell, and does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Accordingly, Applicant is eligible for streamlined processing pursuant to Section 63.12.

CONCLUSION

A grant of this application will serve the public interest because it will promote competition in the provision of international telecommunications services and thereby advance the goals of the Commission's international telecommunications policies. Accordingly, for the reasons stated above, it is respectfully requested that the Commission grant the foregoing application.

Respectfully submitted,

TCP ACQUISITION, INC.



Darryl B. Thompson
Chief Executive Officer
TCP Acquisition, Inc.
177 Broad Street
12th Floor
Stamford, Connecticut 06901
(203) 541-1500 (phone)
(203) 541-1590 (fax)

Glenn S. Richards
Susan M. Hafeli
Tammy Gershoni
Shaw Pittman LLP
2300 N Street, N.W.
Washington, DC 20037-1128
(202) 663-8000 (phone)
(202) 663-8007 (fax)

Its Attorneys

Date: _____

SECTION 1.2001 CERTIFICATION

On behalf of TCP Acquisition, Inc. and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. 1.2001-1.2003, I hereby certify that neither Applicant nor any party to this Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853(a).



Darryl B. Thompson
Chief Executive Officer
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Date: _____