

ATTACHMENT 1

Application to Assign the International Section 214 Authorizations of Tricom USA, Inc., Debtor-in-Possession to Tricom USA, Inc.

Tricom USA, Inc., in its capacity as debtor-in-possession (“Tricom USA DIP”) and Tricom USA, Inc. (“New Tricom USA”) request authority pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18(e)(3) of the Commission’s rules, to assign Tricom USA DIP’s international Section 214 authorizations (the “Authorizations”) to New Tricom USA.¹ As further discussed below, the prompt grant of this application would facilitate New Tricom USA’s emergence from bankruptcy and its ability to continue to provide quality telecommunications services to customers.

Answer to Question 10:

Contact Information For Assignor and Assignee

Bela Szabo Vice President, International Business Tricom USA, Inc. One Exchange Place, Suite 311 Jersey City, NJ 07302 Telephone: (809) 476-4912 Fax: (809) 412-2841	<i>With a copy to:</i> Joan E. Neal Jennifer L. Kostyu Morrison & Foerster LLP 2000 Pennsylvania Ave., N.W. Washington, D.C. 20006 Telephone: (202) 887-1500 Fax: (202) 887-1563
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International Section 214 Authorizations

Tricom USA DIP holds the following Authorizations, which will be assigned to New Tricom USA:

Authorization Number	Type of Authorization
ITC-214-19960925-00468 (previously ITC-96-532)	Global resale authority pursuant to Section 63.18(e)(2) of the FCC’s rules to all international points.
ITC-MOD-19970618-00335 (previously ITC-96-532-M)	Global facilities-based authority pursuant to Section 63.18(e)(1) of the FCC’s rules to all international points.
ITC-214-19930101-00257 (previously ITC-93-246)	Authority to provide certain facilities-based services (via satellite or cable) to specified international points.
ITC-214-19990325-00153	Authority to construct and operate the Maya-1 Cable System.

¹ 47 U.S.C. § 214; 47 C.F.R. § 63.18(e)(3).

Authorization Number	Type of Authorization
ITC-214-19970421-00220 (previously ITC-97-221)	Authority to construct and operate the Pan American Cable System.
ITC-214-19980430-00286 (previously ITC-98-342, ITC-98-342A)	Authority to construct and operate the Americas-II Cable System.

Answer to Question 11:

Pursuant to Section 63.18(h) of the Commission’s rules,² the entities that will most likely hold a direct or indirect 10 percent or greater equity interest in New Tricom USA after its bankruptcy reorganization is complete are listed below. A proposed ownership chart for New Tricom USA also is set forth in Exhibit A. As further explained below in response to Question 13, the exact indirect ownership of New Tricom USA will not be known until after the reissuance of stock pursuant to the company’s plan of reorganization, which could take several months. To the best of the parties’ knowledge, however, the following entities are the only entities that will hold a direct or indirect 10 percent or greater equity interest in New Tricom USA. The parties will notify the Commission to the extent there are any material changes to the information set forth below as a result of the stock reissuance process.

Direct Ownership:

Name: Tricom, S.A. (“New Tricom S.A.”)
Address: Avenida Lope de Vega No. 95
Santo Domingo, Dominican Republic
Citizenship: Dominican Republic
Principal Business: Telecommunications
Percentage Held: New Tricom S.A. will directly hold 100 percent of the ownership interests of New Tricom USA.

Indirect Ownership:

Name: Hispaniola Telecom Holdings, Ltd. (“Holding Company”)
Address: P.O. Box SS-19084
Ocean Centre, Montagu Foreshore
East Bay Street, Nassau, New Providence, Bahamas
Citizenship: The Commonwealth of the Bahamas
Principal Business: Holding company
Percentage Held: Holding Company will directly hold at least 97 percent of the ownership interests of New Tricom S.A.

² *Id.* § 63.18(h).

Name: Ellis Portafolio, S.A. (“Ellis”)
Address: 1401 Brickell Ave., Suite 930
Miami, FL 33131
Citizenship: British Virgin Islands
Principal Business: Investment bank
Percentage Held: Ellis will directly hold an approximate 10.7 percent of the ownership interests of Holding Company.

Name: MAP Private Trust Company
Address: c/o CIBC Bank & Trust Company (Cayman) Limited
P.O. Box 694GT
CIBC Financial Centre, 11 Dr. Roy’s Dr.
George Town, Grand Cayman
KY1-1107 Cayman Islands
Citizenship: Cayman Islands
Principal Business: Trust
Percentage Held: MAP Private Trust Company, believed to be a trust established for the benefit of Mr. Pellerano and certain members of his family (all of whom are Dominican Republic citizens), will indirectly hold through various companies (including Ellis), an approximate 13.4 percent of the ownership interests of Holding Company.

Name: AMZAK Capital Management, LLC (“AMZAK”)
Address: 11555 Heron Bay Blvd, Suite 301
Coral Springs, FL 33076
Citizenship: United States
Principal Business: Investment company
Percentage Held: AMZAK will directly hold an ownership interest in Holding Company in excess of 18.5 percent, but less than 50 percent.

Name: The Kazma Family (Gerald Joseph Kazma, Michael David Kazma, and Leigh Anne Kazma)³
Address: 11555 Heron Bay Blvd, Suite 301
Coral Springs, FL 33076
Citizenship: Canada
Principal Business: Individuals
Percentage Held: The immediate members of the Kazma Family, through various holding companies, collectively hold 100 percent of the ownership interests of AMZAK.

³ Although each family member’s interests are separate and independent, their interests are being aggregated here out of an abundance of caution.

It is anticipated that no other entity or individual will hold a 10 percent or greater direct or indirect interest in New Tricom USA.

Answer to Question 12:

Tricom USA DIP currently has the following interlocking directorates with foreign carriers, but New Tricom USA may have different officers and/or directors after the stock re-issuance process. New Tricom USA will notify the Commission to the extent there are any changes to the following list of interlocking directorates.

Tricom USA DIP Director	Foreign Carrier	Position with Foreign Carrier
Hector Castro Noboa President and Secretary	Tricom, S.A.	President and Chief Executive Officer
Ryan Larrauri Chief Operating Officer	Tricom, S.A.	Chief Operating Officer
Erwin Mendez Vice President, Finance & Administration	Tricom, S.A.	Vice President, Finance & Administration
Bela Szabo Vice President, Business Division	Tricom, S.A.	Vice President, Business Division

Answer to Question 13:

Description of the Transaction and Public Interest Statement

On February 29, 2008, Tricom, S.A. (“Old Tricom S.A.”) together with its wholly-owned subsidiary Tricom USA, Inc. (“Old Tricom USA”) (collectively, the “Debtors”) filed petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).⁴ Upon the commencement of the chapter 11 bankruptcy proceedings, Old Tricom S.A. and Old Tricom USA became debtors-in-possession (“Tricom S.A. DIP” and “Tricom USA DIP,” respectively). Each of Tricom S.A. DIP and Tricom USA DIP, continue to operate their respective businesses and manage their properties as debtors-in-possession. Because the bankruptcy filing did not change the beneficial ownership, control or management of the Authorizations, they were assigned on a *pro forma* basis to Tricom USA DIP.⁵

⁴ TCN Dominicana, S.A., a Dominican Republic corporation and a wholly-owned subsidiary of Old Tricom S.A. also filed a petition for relief under chapter 11 of the Bankruptcy Code with Bankruptcy Court.

⁵ Tricom USA DIP previously notified the Commission of the *pro forma* assignment of the Authorizations from Tricom USA, Inc. to Tricom DIP. See Notification of the Pro Forma Assignment of International Section 214 Authorizations from Tricom USA, Inc. to Tricom USA, Inc. as Debtor-in-Possession, File No. ITC-ASG-20080327-00158 (filed Mar. 27, 2008).

Pursuant to an order entered on October 21, 2009, the Bankruptcy Court confirmed the Debtors' First Modified Second Amended Prepackaged Joint Chapter 11 Plan of Reorganization for Tricom, S.A. and its Affiliated Debtors (As Modified), dated October 14, 2009 (as amended, modified or supplemented from time to time, the "Plan"). The Plan provides for the creation of a new holding company ("Holding Company")⁶ to be formed in the Bahamas which, upon the effective date of the Plan, will own directly at least 97% of the equity interests in reorganized Tricom, S.A. ("New Tricom S.A."). Under the Plan, New Tricom USA will continue to remain a wholly owned subsidiary of New Tricom S.A. Substantially all of the existing common stock of Tricom S.A. DIP will be reduced to a *de minimis* amount with a *de minimis* value through dilution.

On or after the Plan effective date, pursuant to the Plan, holders of certain unsecured claims against the Debtors for borrowed money (defined in the Plan as the "Unsecured Financial Claims") will receive a distribution of 10 million shares of Holding Company common stock on a pro-rata basis in exchange for their allowed Unsecured Financial Claims.

The Debtors are currently in the process of reconciling and finalizing the aggregate amount of Unsecured Financial Claims to be allowed under the Plan. It currently is anticipated that only two creditors – Ellis Portafolio, S.A. ("Ellis") and AMZAK Capital Management, LLC ("AMZAK") – will directly hold 10 percent or more of Holding Company's common stock at the time of distribution. It also is anticipated that the MAP Private Trust Company, a Cayman Islands Corporation, which is believed to be a trust established for the benefit of Manuel Arturo Pellerano Peña and certain of his family members, will hold a 10 percent or greater indirect ownership interest in Holding Company through Ellis and other minority shareholders. In addition, it is anticipated that the Kazma Family (Gerald Joseph Kazma, Michael David Kazma and Leigh Anne Kazma) collectively will hold a 10 percent or greater indirect ownership interest in Holding Company through AMZAK.

Prompt grant of this application serves the public interest, convenience and necessity. The transaction would facilitate the company's emergence from bankruptcy. As a result, New Tricom USA will have greater resources and flexibility to implement its business plans and to continue to provide quality telecommunications services to its customers. Furthermore, the transaction will be transparent to customers, who will not be required to change service providers. Ultimately, the proposed transaction will make New Tricom USA a stronger competitor, which will benefit consumers and promote the provision of high-quality, competitive international communications services.

⁶ The parties anticipate that Hispaniola Telecom Holdings, Ltd., which was formed on or about October 9, 2009, will serve as Holding Company.

Answer to Question 14

Upon consummation of the proposed transaction, New Tricom USA will be affiliated with New Tricom S.A., which operates in the Dominican Republic.

Answer to Question 15

Upon consummation of the transaction, New Tricom USA will be affiliated with the foreign carrier affiliate that is identified in response to Question 14 above.

Answer to Questions 16-18

Pursuant to Section 63.10 of the Commission's rules, New Tricom USA requests "non-dominant" status upon consummation of the transaction on all U.S.-international routes. New Tricom USA will not be affiliated with any foreign carriers except New Tricom S.A., the Dominican Republic foreign affiliate identified in response to Question 14 above. The Dominican Republic is a member of the World Trade Organization ("WTO"). New Tricom S.A. will not be a monopoly provider of communications services in the Dominican Republic, and it will lack 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, New Tricom USA is presumptively classified as non-dominant on all U.S.-international routes.

Answer to Question 20

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. New Tricom USA qualifies for a presumption of non-dominance under Section 63.10(a)(3) of the Commission's rules for all U.S.-international routes. New Tricom USA either has no foreign carrier affiliate in the destination country, and in the country in which it is affiliated with a foreign carrier, its foreign carrier affiliate lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Thus, the Application qualifies for streamlined processing under the Commission's rules.

EXHIBIT A

Tricom USA, Inc. Post-Transaction

