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Streamlined
TRUOOM CORPORATION
ITC-T/C-20010112-00018

RECEIVED

JAN 18 2001

January 12, 2001

Telecom Division
International Bureau

Federal Communications Commission
International Bureau - Telecommunications
P. O. Box 358115
Pittsburgh, PA 15251-5115

FCC/MELLOW

JAN 12 2001

Re: Application of TruCom Corporation and BridgeCom International, Inc.
For Authority to Transfer Control

Dear Sir or Madam:

Enclosed for filing with the Federal Communications Commission, on behalf of TruCom Corporation ("TruCom") and BridgeCom International, Inc. ("BridgeCom"), please find an original and five (5) copies of an application for approval to transfer control of TruCom to BridgeCom. Both entities hold authorization, pursuant to Section 214 of the Commission's Rules, to provide telecommunications services between the United States and international points.

Also enclosed is a check made payable to the Federal Communications Commission in the amount of the \$815.00 statutory filing fee for this application, accompanied by FCC Form 159.

Please return the file/stamp copy of these materials in the stamped envelope provided for this purpose.

Respectfully submitted,

Catherine M. Hannan

Catherine M. Hannan

Enclosures

1620 I Street, N.W.
Suite 701
Washington, D.C. 20006
Telephone (202) 293-2500
Facsimile (202) 293-2571

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Before the

JAN 18 2001

FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Telecom Division
International Bureau

In the Matter of)
)
TruCom Corporation) File No. ITC-214-19971104-00683
)
BridgeCom International, Inc.) File No. ITC-214-19971020-00645
)
Joint Application for Consent to)
Transfer of Control Pursuant to)
Section 214 of the Communications)
Act of 1934, as Amended)

JOINT APPLICATION FOR TRANSFER OF CONTROL

TruCom Corporation (“TruCom” or “Transferor”) and BridgeCom International, Inc. (“BridgeCom” or “Transferee”) (collectively, the “Applicants”), by the undersigned counsel, hereby request authority, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (1982), and Section 63.18(e)(3) of the Commission’s Rules, 47 C.F.R. §63.18(e)(3), for consent to transfer of control of TruCom, a telecommunications carrier authorized, pursuant to authority granted by the Commission under Section 214, FCC File No. ITC -214-19971104-00683, effective December 26, 1997, to provide global international facilities-based and resale services between the United States and international points, to BridgeCom. Applicants respectfully request streamlined, expedited treatment of this application, pursuant to the Commission’s

Report and Order, released March 23, 1999, in CC Docket No. 98-118, 1998 Biennial

Regulatory Review -- Review of International Common Carrier Regulations, 14 FCC Rcd. 4909 (1999), and Section 63.12 of the Commission's Rules, 47 C.F.R. §63.12.

BridgeCom and TruCom have entered into an Agreement and Plan of Merger pursuant to which BridgeCom will acquire control of TruCom. The transaction will be facilitated by means of a holding company, which will hold all of the capital stock of both TruCom and BridgeCom. Following consummation of the proposed transaction, the current shareholders of BridgeCom will hold a majority interest in the holding company overall (with the individual presently possessed of voting control of BridgeCom maintaining voting control of the holding company), and the current shareholders of TruCom will hold a less than majority interest in the holding company.

The integration of BridgeCom and TruCom within the same corporate family will allow the two entities to achieve the advantages of scope and scale of a larger overall telecommunications operation, thereby enhancing their abilities to serve existing and future customers. Accordingly, Applicants submit that the public interest, convenience and necessity would be served by grant of this Joint Application.

I. THE PARTIES

A. TruCom Corporation ("TruCom")

TruCom Corporation, is a privately-held corporation organized under the laws of the State of New York. Its principal offices are located at 63 West 38th Street, Suite 900, New York, New York 10018.

TruCom is not affiliated with any foreign carrier and is not directly or indirectly owned by a foreign government, a foreign Post, Telephone or Telegraph

administration ("PTT"), a foreign telecommunications or telecommunications-related service provider. No employee, agent, or representative of any of the foregoing telecommunications entities sits on the governing body of TruCom.

Exhibit A hereto also contains information regarding officers, directors and holders of 10% or greater ownership interests in TruCom. Other information concerning TruCom's legal, technical and financial qualifications to provide service was submitted as part of TruCom's application for Section 214 authority filed with the Commission in FCC File No. ITC-214-19971104-00683 and is, therefore, already a matter of record at the Commission. In accordance with the Anti-Drug Abuse Act of 1988, see 21 U.S.C. § 853a, the certification of TruCom is attached hereto in Exhibit B. See 47 C.F.R. §1.2001, et seq.

B. BridgeCom International, Inc. ("BridgeCom")

BridgeCom is a corporation formed under the laws of the State of Delaware. BridgeCom's principal offices are located at 116 Radio Circle, Suite 300, Mount Kisco, New York 10549.

BridgeCom is not affiliated with any foreign carrier and is not directly or indirectly owned by a foreign government, a foreign Post, Telephone or Telegraph administration ("PTT"), a foreign telecommunications or telecommunications-related service provider. No employee, agent, or representative of any of the foregoing telecommunications entities sits on the Board of Directors of BridgeCom.

Exhibit A contains information regarding officers, directors and holders of 10% or greater ownership interests in BridgeCom. Other information concerning BridgeCom's legal, technical and financial qualifications to provide service was submitted as

part of BridgeCom's application for Section 214 authority filed with the Commission in FCC File No. ITC-214-19971020-00645 and is, therefore, already a matter of record at the Commission. In accordance with the Anti-Drug Abuse Act of 1988, *see* 21 U.S.C. § 853a, the certification of BridgeCom is attached hereto in Exhibit B. *See* 47 C.F.R. §1.2001, et seq.

II. THE TRANSACTION

The transfer of control of TruCom to BridgeCom will occur as part of a multifaceted transaction. The transaction will be undertaken as follows.

A holding company will be created which will, in turn, create two subsidiary entities to be organized for the sole purpose of facilitating this transaction. TruCom will be merged with one of those "acquisition subsidiaries" and BridgeCom will be merged with the other. The BridgeCom capital stock currently held by BridgeCom shareholders will be converted into capital stock representing a 60 percent ownership interest in the holding company. The TruCom capital stock currently held by TruCom shareholders will be converted into capital stock representing the remaining 40 percent ownership interest in the holding company. As a result, the holding company will hold 100% of the stock of the two "acquisition subsidiaries", which will in all other ways remain identical to their formerly separate, free-standing status as BridgeCom and TruCom. The individual who is presently possessed of voting control of BridgeCom will maintain voting control of the holding company after consummation of this transaction, with the result that de facto control of BridgeCom will remain unchanged.

III. REQUEST FOR CONSENT TO TRANSFER OF CONTROL

Pursuant to Section 63.18(e)(3) of the Commission's rules, 47 C.F.R.

63.18(e)(3), the Applicants set forth the following information:

(a) Name and Address of Transferor

TruCom Corporation
63 West 38th Street, Suite 900
New York, NY 10018
Telephone: (646) 562-4000
Facsimile: (646) 562-4050

Name and Address of Transferee

BridgeCom International, Inc.
116 Radio Circle, Suite 300
Mount Kisco, NY 10549
Telephone: (914) 242-1100
Facsimile: (914) 242-3434

- (b) TruCom is a corporation organized under the laws of the State of New York.
BridgeCom is a corporation organized under the laws of the State of Delaware.

- (c) Correspondence concerning this application should be sent to:

For TruCom:

Evan Michaels, President
TruCom Corporation
63 West 38th Street, Suite 900
New York, NY 10018
Telephone: (646) 562-4000
Facsimile: (646) 562-4050

with a copy to:

Seth P. Markowitz
Markowitz & Rosheo, LLP
530 Fifth Avenue – 23rd Floor
New York, NY 10036
Telephone: (212) 869-6000
Facsimile: (212) 944-7630

For BridgeCom:

Michael Weprin, President
BridgeCom International, Inc.
116 Radio Circle, Suite 300
Mount Kisco, NY 10549
Telephone: (914) 242-1100
Facsimile: (914) 242-3434

with a copy to:

Catherine M. Hannan, Esq.
Hunter Communications Law Group, P.C.
— 1620 I Street, NW, Suite 701
Washington, DC 20006
Telephone: (202) 293-2500
Facsimile: (202) 293-2571

(d) TruCom is authorized, pursuant to authority granted by the Commission under Section 214, FCC File No. ITC-214-19971104-00683, effective December 26, 1997, to provide global international facilities-based and resale services between the United States and international points. Pursuant to Section 63.07 of the Commission's Rules, 47 C.F.R. §63.07, and the policies announced by the Commission in its *Second Report and Order in Policy and Rules Concerning Rates for Competitive Common Carrier Services* and

Facilities Therefor,¹ TruCom is authorized to operate as a nondominant domestic interstate common carrier.

BridgeCom is authorized, pursuant to authority granted by the Commission under Section 214, FCC File No. ITC-214-19971020-00645, effective December 5, 1997, to provide global international facilities-based and resale services between the United States and international points. Pursuant to Section 63.07 of the Commission's Rules, 47 C.F.R. §63.07, and the policies announced by the Commission in its *Second Report and Order in Policy and Rules Concerning Rates for Competitive Common Carrier Services and Facilities Therefor*,² BridgeCom is authorized to operate as a nondominant domestic interstate common carrier.

Pursuant to Section 63.18(e)(3) of the Commission's rules, 47 C.F.R. 63.18(e)(3), BridgeCom sets forth the following additional information:

- (h) Ownership information regarding holders of ten percent (10%) or greater interests in BridgeCom is attached hereto as Exhibit A. BridgeCom has no interlocking directorates with any foreign carrier.
- (i) BridgeCom certifies that it is not, and is not affiliated with, a foreign carrier.

¹ 91 F.C.C.2d 187 (1982), *recon. denied*, 93 F.C.C.2d 54 (1983), *Third Report and Order*, 48 Fed. Reg. 46,791 (1983), *Fourth Report and Order*, 95 F.C.C.2d 554 (1983), *rev'd and remanded sub nom.*, American Tel. & Tel. v. FCC, 978 F.2d 7272 (D.C.Cir. 1992), *cert. denied*, S.Ct. Docket # 92-1684, 61 U.S.L.W. 3853 (June 21, 1993), *Fifth Report and Order*, 98 F.C.C.2d 1191 (1984), *Sixth Report and Order*, 99 F.C.C.2d 1020 (1985), *rev'd and remanded sub nom.*, MCI Telecommunications Corp. v. FCC, 765 F.2d 1186 (D.C.Cir. 1985).

- (j) BridgeCom certifies that it does not seek to provide international telecommunications services to any destination country in which (1) it is a foreign carrier, (2) it controls a foreign carrier in that country, (3) it is controlled or more than 25% owned by an entity that controls a foreign carrier in that country, or (4) it is owned, in the aggregate, more than 25% by two or more foreign carriers (or parties that control foreign carriers) which are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) BridgeCom 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 market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) In accordance with the Anti-Drug Abuse Act of 1988, see 21 U.S.C. §853a, the certification of BridgeCom is attached hereto in Exhibit B. See 47 C.F.R. §1.2001, et seq.

(p) This application qualifies for streamlined processing pursuant to ' 63.12 of the Commission's Rules because BridgeCom is neither a foreign carrier nor affiliated with a foreign carrier and accordingly, is presumptively nondominant under ' 63.10(a)(1).

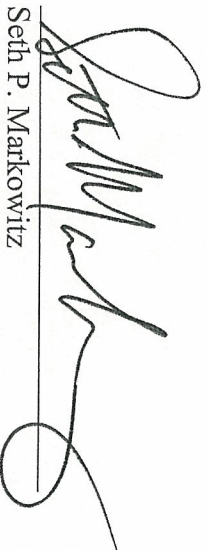
IV. CONCLUSION

By reason of the foregoing, Applicants submit that the public interest, convenience and necessity would be served by grant of this Application for transfer of control of TruCom to BridgeCom pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. ' 214, and Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. ' 63.18(e)(3).

Respectfully submitted,

TruCom Corporation

BridgeCom International, Inc.



Seth P. Markowitz
Markowitz & Roslco, LLP
530 Fifth Avenue – 23rd Floor
New York, New York 10036



Catherine M. Hannan, Esq.
Hunter Communications Law Group, P.C.
1620 I Street, NW, Suite 701
Washington, D.C. 20006

Attorney for Transferor

Attorney for Transferee

Dated: January 12, 2001

EXHIBIT A

**OWNERSHIP INFORMATION OF
TruCom Corporation
and
BridgeCom International, Inc.**

**Holders of Ten Percent or
Greater Ownership Interests in
TruCom Corporation**

Name: Evan Michaels
Address: 63 West 38th Street
New York, NY 10018
Citizenship: USA
Principal
Business: Telecommunications
% of Equity: 33.82%

Name: John Carey
Address: 63 West 38th Street
New York, NY 10018
Citizenship: USA
Principal
Business: Telecommunications
% of Equity: 33.82%

Name: DSR Holdings III, LLC
Address: 70 East 55th Street
New York, NY 10022
Citizenship: N/A
Principal
Business: Investments
% of Equity: 12.61%

Name: Maidman Family Parking, L.P.
Address: 70 East 55th Street
New York, NY 10022
Citizenship: N/A
Principal
Business: Parking Facilities
% of Equity: 10.76%

1
Holders of Ten Percent or Greater Ownership
Interests in DSR Holdings III, LLC

Name: David Maidman
Address: 70 East 55th Street
New York, NY 10022
Citizenship: USA
Principal
Business: Investments
% of Equity: 33-1/3%

Name: Alexander Laughlin, Jr.
Address: 70 East 55th Street
New York, NY 10022
Citizenship: USA
Principal
Business: Investments
% of Equity: 33-1/3%%

Name: Maidman Family Parking, L.P.
Address: 70 East 55th Street
New York, NY 10022
Citizenship: N/A
Principal
Business: Parking Facilities
% of Equity: 33-1/3%%

**Holders of Ten Percent or
 Greater Ownership Interests in
 BridgeCom International, Inc.**

Name: Michael Weprin
Address: 40 Random Farms Circle
Chappaqua, NY 10514
Citizenship: USA
Principal
Business: Telecommunications
% of Equity: 73%

Name: Jane Weprin Menzi
Address: 5 East Tenth Street
New York, NY 10003
Citizenship: USA
Principal
Business: Telecommunications
% of Equity: 27%

EXHIBIT B

**DRUG CERTIFICATION AND VERIFICATION OF
TruCom Corporation
and
BridgeCom International, Inc.**

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

SECTION 1.2001 CERTIFICATION

On behalf of BridgeCom International, Inc. and in accordance with Section 1.2001 - 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001 - 1.2003, I hereby certify that neither BridgeCom International, Inc., nor any party to this application is subject to a denial of Federal benefits that includes Federal Communications Commission benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 8539.

BridgeCom International, Inc.

By: 

Michael Weprin
President

Date: _____

1-10-01

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

SECTION 1.2001 CERTIFICATION

On behalf of TruCom Corporation and in accordance with Section 1.2001 - 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001 - 1.2003, I hereby certify that neither TruCom Corporation, nor any party to this application is subject to a denial of Federal benefits that includes Federal Communications Commission benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 8539.

TruCom Corporation

By: 
Evan Michaels
President

Date: 1/10/00


Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

STATE OF NEW YORK)
) ss.
COUNTY OF WESTCHESTER)

VERIFICATION

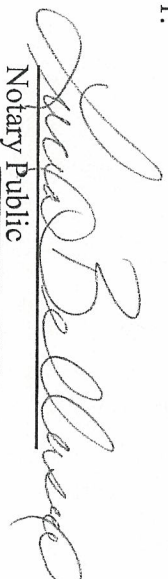
I, Michael Weprin, President of BridgeCom International, Inc., am authorized to make this verification on behalf of BridgeCom International, Inc. The statements made in the foregoing document are true, complete, and correct to the best of my knowledge and are made in good faith.

BridgeCom International, Inc.

By: 

Michael Weprin
President

Subscribed and sworn to before me, in and for the State and County named above this 10 day of January, 2001.



Notary Public

Lucia Belluscio Notary Public, State of New York Registration #01BE6043431 Qualified In Westchester County My Commission Expires June 19, 2002
--

My Commission expires 06/19/02

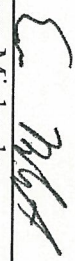
Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

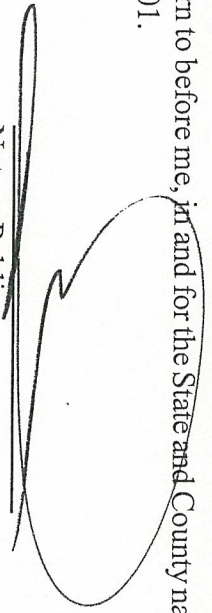
VERIFICATION

I, Evan Michaels, President of TruCom Corporation, am authorized to make this verification on behalf of TruCom Corporation. The statements made in the foregoing document are true, complete, and correct to the best of my knowledge and are made in good faith.

TruCom Corporation

By: 
Evan Michaels
President

Subscribed and sworn to before me, in and for the State and County named above this
10 day of January, 2001.


Notary Public

My Commission expires

DANIEL S. ROSHCO
Notary Public, State of New York
No. 02R05048670
Qualified in New York County
Commission Expires Aug. 28, 1997

2001