

## ATTACHMENT I

### **Application for Transfer of Control of International Section 214 Authority from Tricom USA, Inc. to AMZAK Capital Management, LLC**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),<sup>1</sup> and Section 63.18(e) of the Commission's Rules,<sup>2</sup> this Application seeks the consent of the Federal Communications Commission to the transfer of control of the International Section 214 Authority of Tricom USA, Inc. ("Tricom USA" or "Transferor") to AMZAK Capital Management, LLC ("AMZAK" or "Transferee") (Tricom USA and AMZAK collectively referred to herein as "Applicants") in connection with Tricom USA's recent reorganization under U.S. bankruptcy laws (the "Transaction"). As further discussed below, grant of this Application is necessary to finalize Tricom USA's successful emergence from bankruptcy and to allow Tricom USA to continue to provide quality telecommunications services to its customers.

#### **Answer to Question 10:**

#### ***Contact Information for Transferor and Transferee***

For Transferor, Tricom USA:

Bela Szabo  
Vice President, International Business  
Tricom USA, Inc.  
One Exchange Place, Suite 311  
Jersey City, NJ 07302  
Tele: 809-476-4912  
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With a copy to:

Michelle Cohen  
Thompson Hine LLP  
1920 N Street, NW  
Suite 800  
Washington, DC 20036  
Tele: 202-263-4151  
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Email: [michelle.cohen@thompsonhine.com](mailto:michelle.cohen@thompsonhine.com)

For Transferee, AMZAK:

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. § 63.04(b).

Legal Department, Attn: Beatriz Beltranena  
 AMZAK Capital Management, LLC  
 1 North Federal Highway  
 Suite 400  
 Boca Raton, FL 33432  
 Tele: 561-953-4164  
 Fax: 561-338-7677

With a copy to:

Beatriz Beltranena  
 c/o Tricom, S.A.  
 Avenida Lope de Vega 95  
 Santo Domingo  
 Dominican Republic  
 Tele: 809-476-4000  
 Fax: 809-476-6700  
 Email: [bbeltranena@amzak.com](mailto:bbeltranena@amzak.com)

***International Section 214 Authorizations***

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 Commission'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 Commission'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.
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, the entities holding a direct or indirect 10 percent or greater equity interest in Tricom USA as of consummation of the Transaction are listed below. An ownership chart for Tricom USA, post-transfer of control, is set forth in Exhibit A.

***Direct Ownership:***

Name: Tricom, S.A.  
Address: Avenida Lope de Vega No. 95  
Santo Domingo, Dominican Republic  
Citizenship: Dominican Republic  
Principal Business: Telecommunications  
Ownership: Tricom S.A. directly holds 100 percent of the ownership interests of 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  
Ownership: Holding Company holds at least 97 percent of the ownership interests in Tricom, S.A.

Name: Ellis Portafolio, S.A. ("Ellis")  
Address: 1401 Brickell Ave., Suite 930  
Miami, FL 33131  
Citizenship: British Virgin Islands  
Principal Business: Investment bank  
Ownership: Ellis held approximately 12.5 percent of the ownership interests of Holding Company following the April 7, 2010 restructuring out of bankruptcy.<sup>3</sup>

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

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<sup>3</sup> As explained further below, on April 15, 2010, Ellis transferred its ownership interests in Holding Company to Broadband Investments Limited.

Principal Business: Trust  
Ownership: Following the April 7, 2010 restructuring out of bankruptcy, 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), indirectly held through various companies (including Ellis), an approximate 19.0 percent of the ownership interests of Holding Company.<sup>4</sup>

Name: AMZAK Capital Management, LLC ("AMZAK"), and its subsidiary, Broadband Investments Limited ("Broadband")  
Address: 1 North Federal Highway  
Suite 400  
Boca Raton, FL 33432  
Citizenship: United States (AMZAK) / Barbados (Broadband)  
Principal Business: Investment company  
Ownership: AMZAK held approximately 57.2 percent of the ownership interests of Holding Company following the April 7, 2010 restructuring out of bankruptcy.<sup>5</sup>

Name: The Kazma Family (Gerald Joseph Kazma, Michael David Kazma, and Leigh Anne Kazma)<sup>6</sup>  
Address: 1 North Federal Highway  
Suite 400  
Boca Raton, FL 33432  
Citizenship: Canada  
Principal Business: Individuals  
Ownership: The immediate members of the Kazma Family, through various holding companies, collectively hold 100 percent of the ownership interests of AMZAK.

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<sup>4</sup> As explained further below, on April 15, 2010, MAP transferred its ownership interests in Holding Company to Broadband Investments Limited.

<sup>5</sup> On or about April 7, 2010, AMZAK transferred its interest in Holding Company to its wholly-owned subsidiary Broadband. On or about June 7, 2010, Broadband transferred a portion of its ownership interest in Holding Company to PTY Capital Partners Ltd ("PTY Capital Partners Ltd"). Broadband now holds a 55.9 percent ownership interest in Holding Company, and PTY Capital Partners now holds a 20.5 percent ownership interest in Holding Company. PTY Capital Partners' address is Urbanización Costa del Este, Business Park, Torre Este, Piso 6, Ciudad de Panamá. Its principal business is investments. Contemporary Investments Ltd. ("Contemporary Investments"), a Bahamas company, holds 100 percent of the ownership interests of PTY Capital Partners. Its address is Urbanización Costa del Este, Business Park, Torre Este, Piso 6, Ciudad de Panamá. Its principal business is investments. Alberto C. Motta, Jr. and Stanley A. Motta, citizens of Panama, each hold a 50 percent ownership interest in Contemporary Investments. The Mottas' address is Urbanización Costa del Este, Business Park, Torre Este, Piso 6, Ciudad de Panamá. They are individual investors. An ownership chart for Tricom USA, post-*pro forma* transfer of control, is set forth in Exhibit B.

<sup>6</sup> Although each family member's interests are separate and independent, their interests are being aggregated here out of an abundance of caution.

As of consummation of the Transaction, no other entity or individual held a 10 percent or greater direct or indirect interest in Tricom USA.

**Answer to Question 12:**

Tricom USA currently has the following interlocking directorate with foreign carriers:

<b>Tricom USA Director</b>	<b>Foreign Carrier</b>	<b>Position with Foreign Carrier</b>
Michael David Kazma, President and Director	Tricom, S.A.	President and Director
Miguel Heras, Director	Tricom, S.A.	Vice President and Director
Scot Haxton Fischer, Director, Vice President and Treasurer	Tricom, S.A.	Secretary and Director

AMZAK currently has the following interlocking directorates with foreign carriers:

<b>AMZAK Director/Officer</b>	<b>Foreign Carrier</b>	<b>Position with Foreign Carrier</b>
Michael David Kazma, President and Director	Tricom, S.A.	President and Director

**Answer to Question 13:**

***Description of the Transaction and Public Interest Statement***

On April 7, 2010, the Applicants consummated transactions involving the assignment of Tricom USA's international Section 214 authorizations ("Section 214 Assignment Application")<sup>7</sup> pursuant to a plan of reorganization ("Plan of Reorganization")<sup>8</sup> under U.S. bankruptcy laws and in accordance with the Commission's consent.

<sup>7</sup> See Application for the Assignment of International Section 214 Authorizations from Tricom USA, Inc. Debtor-in-Possession to Tricom USA, Inc., IB Dockets: ITC-ASG-20091223-00543 and SCL-ASG-20091223-00040. The International Section 214 Assignment Application was granted on January 29, 2010. See *International Authorizations Granted*, Public Notice, DA 10-232, 25 FCC Rcd 1279 (2010).

<sup>8</sup> Prior to the consummation of the Plan of Reorganization, all authorizations held by Tricom USA (referred to in the Section 214 Assignment Application as "New Tricom USA") were previously held by Tricom USA, Inc. Debtor-in-Possession. Tricom USA, Inc. Debtor-in-Possession previously notified the Commission of the *pro forma* assignment of the Section 214 authorizations identified herein from Tricom USA, Inc. (referred to in the Section 214 Assignment Application as "Old Tricom USA") to Tricom USA,

The exact indirect ownership of the reorganized Tricom USA could not be determined prior to the reissuance of stock pursuant to the Plan of Reorganization. Accordingly, in the Section 214 Assignment Application, the parties provided estimates of the equity ownership percentages that would be held by each ten (10) percent or greater interest holder in Hispaniola Telecom Holdings, Ltd. ("Holding Company"), the holding company holding at least 97 percent of the ownership interests of reorganized Tricom, S.A. ("Tricom, S.A."), the direct parent company of Tricom USA. As reported in the Section 214 Assignment Application, the parties reasonably believed that, post-consummation, AMZAK would hold a direct ownership interest in Holding Company in excess of 18.5 percent but less than 50 percent, and that two other investors, Ellis Portafolio, S.A. ("Ellis") and MAP Private Trust Company ("MAP"), would hold 10.7 percent and 13.4 percent ownership interests in Holding Company, respectively.<sup>9</sup>

During the time period following the Section 214 Assignment Application and prior to the date of consummation, April 7, 2010, AMZAK acquired further unsecured claims for borrowed money against Tricom, S.A. and its subsidiaries. As a result, as of the date of consummation, AMZAK, held a 57.2 percent ownership interest in Holding Company. Ellis and MAP respectively held 12.5 percent and 19.0 percent ownership interests in Holding Company. As noted above, an ownership chart for Tricom USA, post-transfer of control, is set forth in Exhibit A.<sup>10</sup>

Further, the following transactions occurred. On or about April 7, 2010, AMZAK transferred its interest in Holding Company to its wholly-owned subsidiary Broadband Investments Limited ("Broadband"), a Barbados limited liability company. On April 15, 2010, Ellis and MAP transferred their ownership interests in Holding Company to Broadband. On or about June 7, 2010, Broadband transferred a portion of its ownership interest in Holding Company to PTY Capital Partners Ltd. ("PTY Capital Partners"), a British Virgin Islands company. As a result of these transactions, Broadband now holds a 55.9 percent ownership interest in Holding Company and PTY Capital Partners now holds a 20.5 percent ownership interest in Holding Company.<sup>11</sup> Applicants are filing simultaneously herewith notification of the *pro forma* transfer of control from AMZAK to Broadband. As noted above, an ownership chart for Tricom USA, post-*pro forma* transfer of control, is set forth in Exhibit B.

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Inc. Debtor-in-Possession. 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).

On April 7, 2010, control of Tricom USA's Section 214 authorizations technically passed from Tricom USA, Inc. Debtor-in-Possession to AMZAK. For purposes of this Application, "Tricom USA" refers to both "Old Tricom USA" and "New Tricom USA."

<sup>9</sup> See International Section 214 Assignment Application, Attachment 1 at 3.

<sup>10</sup> Applicants informed the Commission of these post-transfer of control ownership percentages in a consummation notice filed on May 7, 2010 via ECFS and IBFS. See Letter to Ms. Marlene Dortch, Secretary, from Michelle W. Cohen, dated May 7, 2010, WC Docket No. 10-16, IB Dockets: ITC-ASG-2009-1223-00543 and SCL-ASG-20091223-00040.

<sup>11</sup> As noted above, Contemporary Investments Ltd. ("Contemporary Investments"), a Bahamas company, holds 100 percent of the ownership interests of PTY Capital Partners. Alberto C. Motta, Jr. and Stanley A. Motta, citizens of Panama, each hold a 50 percent ownership interest in Contemporary Investments.

Based on the transfer of majority control to AMZAK, the Applicants hereby file this Application to secure the Commission's approval of the transfer of control of Tricom USA's International Section 214 Authority. The Applicants have filed simultaneously herewith a request for special temporary authority ("STA") to allow Tricom USA to continue to operate during the Commission's consideration of the Application.

Applicants submit that the Transaction described herein serves the public interest. AMZAK's acquisition of a majority stake in Tricom USA occurred in conjunction with Tricom USA's successful emergence from bankruptcy. Tricom USA now has greater resources and flexibility to implement its business plans and to provide quality telecommunications services to its customers. Further, the Transaction was conducted in a manner virtually transparent to Tricom USA's customers, who have not and will not be required to change service providers. The Transaction will make Tricom USA a stronger competitor, which will benefit consumers and promote the development and deployment of high-quality, competitive telecommunications services. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

**Answer to Question 14:**

Tricom USA and AMZAK are affiliated with Tricom, S.A., which operates in the Dominican Republic.

**Answer to Question 15:**

Tricom USA and AMZAK are affiliated with Tricom, S.A., which operates in the Dominican Republic.

**Answers to Questions 16-18:**

Pursuant to Section 63.10 of the Commission's Rules, Tricom USA requests "non-dominant" status on all U.S.-international routes. Tricom USA is not affiliated with any foreign carriers other than Tricom, S.A., the Dominican Republic foreign affiliate identified in response to Questions 14 and 15 above. The Dominican Republic is a member of the World Trade Organization ("WTO"). Tricom, S.A. is not a monopoly provider of communications services in the Dominican Republic, and it lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, Tricom USA is presumptively classified as non-dominant on all U.S.-international routes.

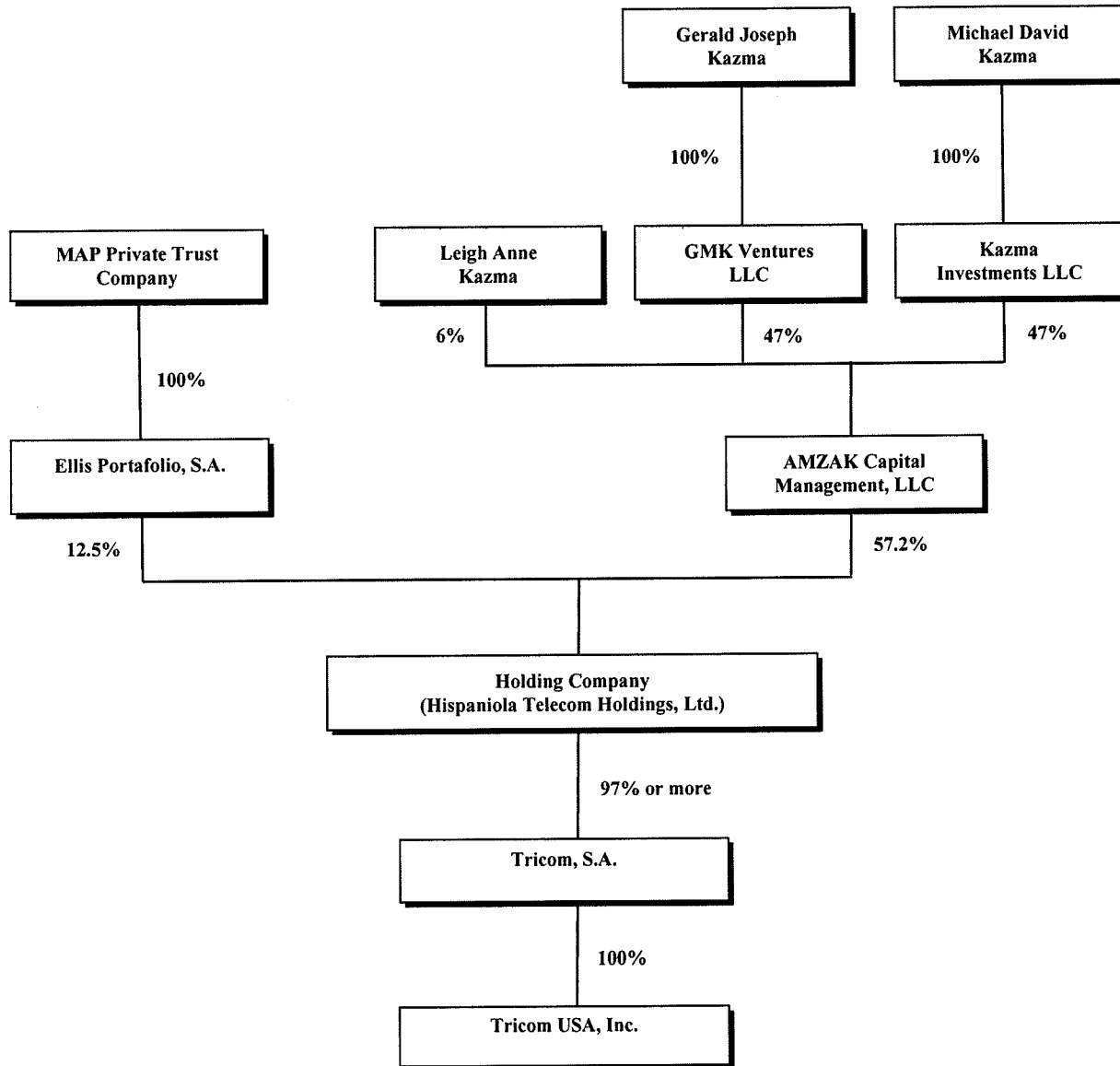
**Answer to Question 20:**

This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules. 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. Tricom USA either has no foreign carrier affiliate in the destination country, or, in the country in which it is affiliated with a foreign carrier, its foreign carrier lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route.



**EXHIBIT A**

# Tricom USA, Inc. Post-Transfer of Control



**EXHIBIT B**

# Tricom USA, Inc. Post-Pro Forma Transfer of Control

