

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

<hr/>)	
In the Matter of)	
)	
Tricom USA, Inc., Debtor-in-Possession (FRN 0017516774))	File No. _____
Assignor)	
)	
and)	
)	
Tricom USA, Inc. (FRN 0005005236))	
Assignee)	
)	
Application for Authority to Assign Interests in Submarine Cable Landing Licenses)	
<hr/>)	

**APPLICATION TO ASSIGN INTERESTS IN SUBMARINE CABLE
LANDING LICENSES**

STREAMLINED PROCESSING REQUESTED

Tricom USA, Inc., in its capacity as debtor-in-possession (“Tricom USA DIP”) and Tricom USA, Inc. (“New Tricom USA”), pursuant to the Cable Landing License Act¹ and Section 1.767(a)(11) of the Commission’s rules,² request Commission approval to assign each of Tricom USA DIP’s interests in the Americas II, Maya-1 and Pan American submarine cable systems (the “Cable Systems”) to New Tricom USA. As further explained 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. The applicants

¹ An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 and Executive Order No. 10530 (May 10, 1954) (the “Cable Landing License Act”).

² 47 C.F.R. § 1.767(a)(11).

also request that this application be processed under the Commission's streamlined procedures pursuant to Section 1.767(k) of the rules.³

I. BACKGROUND.

In 1998 and 1999 the Commission separately authorized Tricom USA, Inc. ("Old Tricom USA"), among several other companies, to construct and operate the Americas II Cable System (File Nos. SCL-98-003, SCL-98-003A),⁴ the Maya-1 Cable System (File No. SCL-LIC-19990325-00006),⁵ and the Pan American Cable System (File No. SCL-97-001).⁶ Old Tricom USA held less than one percent of an ownership interest in the U.S. portion of each of the Cable Systems (approximately 0.05 percent of the Americas II Cable System, approximately 0.06 percent of the Maya-1 Cable System, and approximately 0.12 percent of the Pan American Cable System).

On February 29, 2008, Tricom, S.A. ("Old Tricom S.A.") together with its wholly-owned subsidiary 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").⁷ Upon the

³ *Id.* § 1.767(k).

⁴ See *AT&T Corp. et. al, Joint Application for a License to Land and Operate a Digital Submarine Cable System Among Florida, Puerto Rico, the U.S. Virgin Islands, Martinique, Curacao, Trinidad, Venezuela, French Guiana and Brazil, the Americas-II Cable System, Cable Landing License, 13 FCC Rcd 22540 (1998).*

⁵ See *AT&T Corp. et. al, Joint Application for a License to Land and Operate a Digital Submarine Cable System Between the United States, the Cayman Islands, Columbia, Costa Rica, Honduras, Mexico and Panama, the Maya-1 Cable Network, Cable Landing License, 14 FCC Rcd 19456 (1999).*

⁶ See *Americatel Corp. et. al, Joint Application for a License to Land and Operate a Digital Submarine Cable System Between the U.S. Virgin Islands, Chile, Peru, Ecuador, Panama, Columbia, Venezuela, and Aruba, the Pan American Cable System, Cable Landing License, 13 FCC Rcd 850 (1998).* At the time the Commission granted the license for the Pan American Cable System, Old Tricom USA was known as Domtel Communications, Inc.

⁷ 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.

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 interests in the Cable Systems, they were assigned to Tricom USA DIP on a *pro forma* basis.⁸

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”)⁹ 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.

⁸ See Tricom USA, Inc., Application for the Pro Forma Assignment of Interests in Submarine Cable Landing Licenses, File No. SCL-ASG-20080328-00009 (filed Mar. 27, 2008).

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

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. Further information regarding the entities that will most likely hold a direct or indirect 10 percent or greater equity interest in New Tricom USA is set forth in Section II below.

II. INFORMATION REQUIRED BY SECTION 1.767(a) OF THE COMMISSION’S RULES.

In support of this application, the parties submit the following information pursuant to Section 1.767(a) of the Commission’s rules.

- (1) Name, address and telephone numbers of the applicants:

Tricom USA, Inc., Debtor-in-Possession and Tricom USA, Inc.
One Exchange Place, Suite 311
Jersey City, NJ 07302
Telephone: 809-476-4000
Fax: 809-412-2841

- (2) Tricom USA DIP is a corporation organized under the laws of the state of Delaware. New Tricom USA also will be a corporation organized under the laws of the state of Delaware.

(3) Correspondence concerning this application should be sent to:

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

With a copy to:
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

(4) The entities that will most likely hold a direct or indirect 10 percent or greater equity interest in New Tricom USA after it emerges from bankruptcy and completes the stock reissuance process are listed below. A proposed ownership chart for New Tricom USA also is set forth in Exhibit A. 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 issuance 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.

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)¹⁰
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.

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

¹⁰ Although each family member's interests are separate and independent, their interests are being aggregated here out of an abundance of caution.

(5) Pursuant to the attached certification, New Tricom USA certifies that it will be affiliated with the following foreign carrier: New Tricom S.A., which operates in the Dominican Republic.

(6) Pursuant to the attached certification, New Tricom USA certifies that it will provide international telecommunications services between the United States and the foreign country identified in Response (5) above.

(7) The foreign country identified in Response (5) above is a member of the World Trade Organization. New Tricom S.A. will lack market power in the Dominican Republic.

(8) Pursuant to the attached certification, the applicants certify that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

(9) Pursuant to the attached certification, New Tricom USA certifies that it will abide by the routine submarine cable system conditions specified in Section 1.767(g) of the Commission's rules.

III. THE PROPOSED TRANSACTION SERVES THE PUBLIC INTEREST.

Prompt grant of this application serves the public interest, convenience and necessity. The transaction would facilitate New Tricom USA'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 telecommunications services.

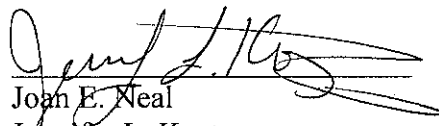
IV. REQUEST FOR STREAMLINED PROCESSING.

This application satisfies the requirements for streamlined processing pursuant to Section 1.767(k) of the Commission's rules. Specifically, as noted in the attached certification, New Tricom USA will not be affiliated with any foreign carrier from any destination market of the Americas-II, Maya-1 or Pan American Cable Systems. Furthermore, the only U.S.-international route upon which New Tricom USA will be affiliated with a foreign carrier is the U.S.-Dominican Republic route. New Tricom USA qualifies for a presumption of non-dominance on that route because its foreign carrier affiliate, New Tricom S.A., will hold less than 50 percent of the market share in the international transport and the local access markets in the Dominican Republic.

V. CONCLUSION.

Based upon the foregoing, approval of the application would serve the public interest, convenience and necessity. Accordingly, the application should be granted promptly.

Respectfully submitted,



Joan E. Neal
Jennifer L. Kostyu
Morrison & Foerster LLP
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

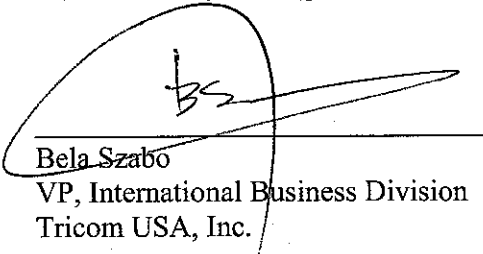
*Counsel to Tricom USA, Inc., Debtor-in-Possession.
and Tricom USA, Inc.*

Date: December 23, 2009

CERTIFICATION

I, Bela Szabo, Vice President, International Business of Tricom USA, Inc. ("New Tricom USA"), hereby certify that:

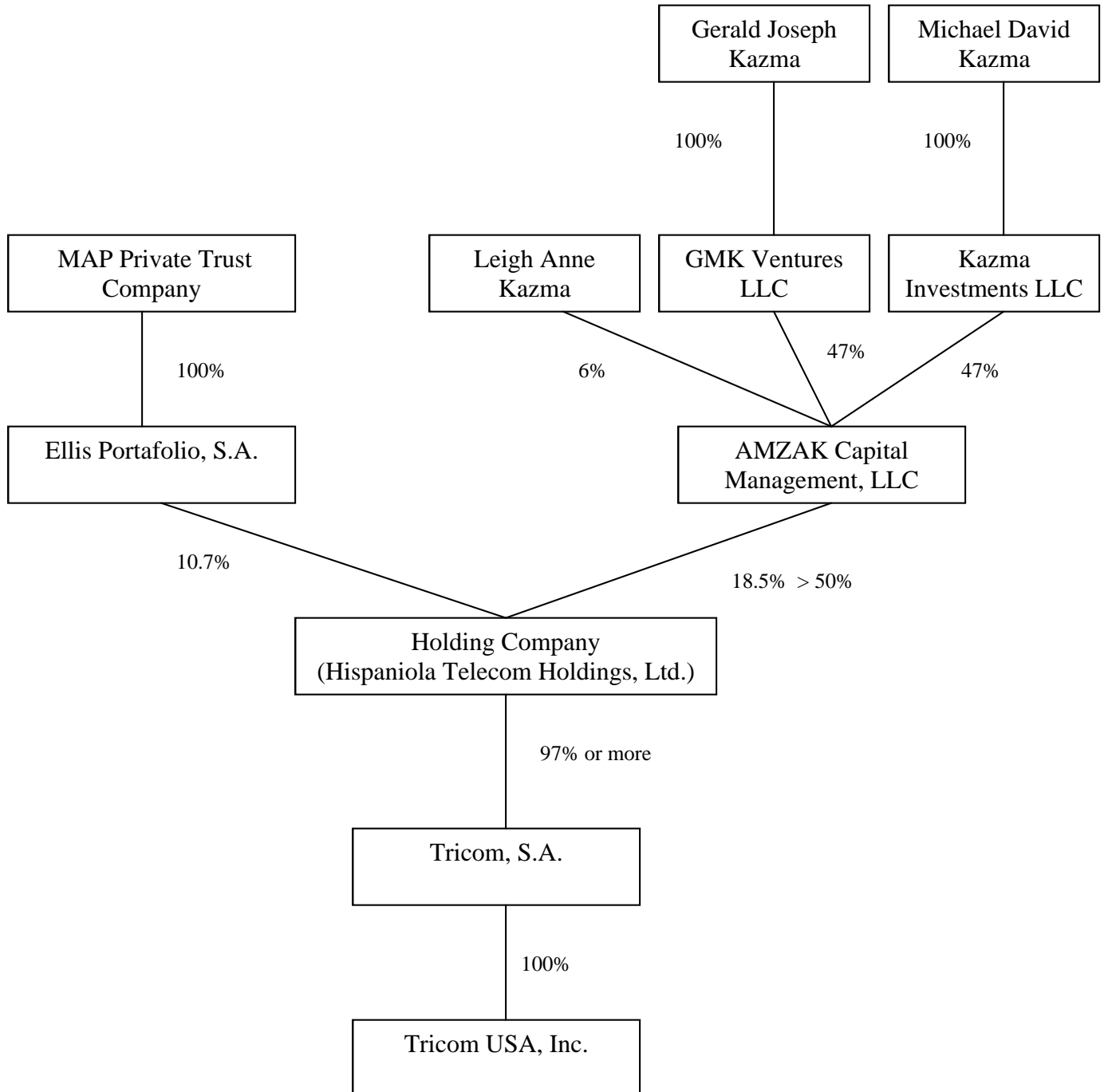
1. New Tricom USA will be affiliated with Tricom S.A., which provides telecommunications services in the Dominican Republic.
2. New Tricom USA will provide international telecommunications services between the United States and the Dominican Republic.
3. New Tricom USA will not be affiliated with any foreign carrier from any destination market of the Americas-II, May-1 or Pan American Cable Systems. The only U.S.-international route upon which New Tricom USA will be affiliated with a foreign carrier is the U.S.-Dominican Republic route. New Tricom USA qualifies for a presumption of non-dominance on that route because its foreign carrier affiliate, Tricom S.A., holds less than 50 percent of the market share in the international transport and the local access markets in the Dominican Republic.
4. 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, 21 U.S.C. § 853(a).
5. New Tricom USA will abide by the routine submarine cable system conditions specified in Section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g).


Bela Szabo
VP, International Business Division
Tricom USA, Inc.

Date: Nov 25 / 2009

EXHIBIT A

Tricom USA, Inc. Post-Transaction



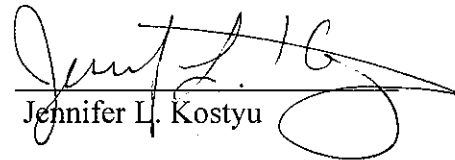
CERTIFICATE OF SERVICE

I hereby certify that on December 23, 2009, a copy of the foregoing APPLICATION was served by U.S. Mail, postage prepaid, upon the following:

U.S. Coordinator, EB/CIP
U.S. Department of State
2201 C Street, NW.
Washington, DC 20520-5818

Office of Chief Counsel
NTIA
U.S. Department of Commerce
14th St. and Constitution Ave., NW.
Washington, DC 20230

Defense Information Systems Agency
Code RGC
701 S. Courthouse Road
Arlington, VA 22204


Jennifer L. Kostyu