

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

**In the Matter of** )  
 )  
**TRICOM USA, INC.** ) **File No.** \_\_\_\_\_ )  
 )  
**Application for Authority to Transfer** )  
**Control of Interests in Submarine** )  
**Cable Landing Licenses** )  
 )

**APPLICATION FOR STREAMLINED CONSENT TO TRANSFER CONTROL**

Pursuant to the Cable Landing License Act<sup>1</sup> and Section 1.767(a)(11) of the Commission's Rules,<sup>2</sup> and in connection with the recent reorganization of Tricom USA, Inc. ("Tricom USA") under U.S. bankruptcy laws (the "Transaction"), this Application seeks the consent of the Federal Communications Commission (the "Commission") to the transfer of control of Tricom USA's interests in the Americas II, Maya-1 and Pan American submarine cable systems (the "Cable Systems"). Grant of this Application is necessary to finalize Tricom USA's emergence from bankruptcy and to permit Tricom USA to continue providing quality telecommunications services to customers. The respective Transferor and Transferee identified below (the "Applicants") seek streamlined processing of this Application pursuant to Section 1.767(k) of the Commission's Rules.<sup>3</sup>

In support of this Application, Applicants submit the following information.

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<sup>1</sup> 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").

<sup>2</sup> 47 C.F.R. § 1.767(a)(11).

<sup>3</sup> 47 C.F.R. § 1.767(k).

## I. BACKGROUND

Tricom USA ("Transferor") is a corporation organized under the laws of the state of Delaware. Tricom USA originates, transports and terminates internal long distance traffic using switching stations located in New York and Florida, primarily to resellers and other carriers. Tricom USA also offers domestic U.S. and international long distance services to end user customers in New York, New Jersey and Florida.

In 1998 and 1999 the Commission authorized Tricom USA's predecessor-in-interest along with several other companies, to construct and operate the Americas II Cable System (File Nos. SCL-98-003, SCL-98-003A),<sup>4</sup> the Maya-1 Cable System (File No. SCL-LIC-19990325-00006),<sup>5</sup> and the Pan American Cable System (File No. SCL-97-001).<sup>6</sup>

On April 7, 2010, the Applicants consummated transactions involving the assignment of Tricom USA's Submarine Cable Landing Licenses pursuant to a plan of reorganization ("Plan of Reorganization") under U.S. bankruptcy laws and in accordance with the Commission's consent. As explained in the Application to Assign Interests in Submarine Cable Landing Licenses ("SCL Assignment Application"),<sup>7</sup> the exact indirect

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<sup>4</sup> See *AT&T Corp. et. al, Joint Applications 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).

<sup>5</sup> See *AT&T Corp. et. al, Joint Applications 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).

<sup>6</sup> 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.

<sup>7</sup> See File No. SCL-ASG-20091223-00040. As explained above, Tricom USA recently emerged from a bankruptcy restructuring. Prior to the restructuring, Tricom USA, Inc. (referred to as "Old Tricom USA" in the SCL Assignment Application) held the SCL licenses. In the course of the restructuring, Old Tricom USA assigned the SCL licenses to Tricom USA Debtor-in-Possession on a *pro forma* basis. See Tricom USA, Inc., Application for the *Pro Forma* Assignment of Interests in Submarine Cable Landing

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 SCL 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 SCL Assignment Application, the parties reasonably believed that, post-consummation, AMZAK Capital Management, LLC ("AMZAK" or "Transferee") 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>8</sup>

During the time period following the SCL 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.<sup>9</sup>

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Licenses, File No. SCL-ASG-20080328-00009 ("SCL *Pro Forma* Application"). Tricom USA Debtor-in-Possession assigned the Submarine Cable Landing Licenses to Tricom USA (referred to as "New Tricom USA" in the SCL Assignment Application) in the SCL Assignment Application, which was granted by the Commission on February 17, 2010. *See Actions Taken Under Cable Landing License Act*, Public Notice, DA 10-276, 25 FCC Rcd 1461 (2010).

<sup>8</sup> *See* SCL Assignment Application at 5-6.

<sup>9</sup> An ownership chart for Tricom USA, post-transfer of control, is attached hereto as Exhibit A. 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,

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. Applicants are filing simultaneously herewith notification of the *pro forma* transfer of control from AMZAK to Broadband.<sup>10</sup>

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 Submarine Cable Landing Licenses. 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.

## **II. INFORMATION REQUIRED BY SECTION 1.767(A) OF THE COMMISSION'S RULES**

In support of this Application, the Applicants submit the following information pursuant to Section 1.767(a) of the Commission's Rules:

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

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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>10</sup> 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. An ownership chart for Tricom USA, post-*pro forma* transfer of control, is attached hereto as Exhibit B.

Tricom USA, Inc.  
One Exchange Place  
Suite 311  
Jersey City, NJ, 07302.  
Tele: 809-476-4912  
Fax: 809-412-2841

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

(2) Tricom USA is a corporation organized under the laws of the state of Delaware. AMZAK is a limited liability company organized under the laws of the state of Nevada.

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

For Tricom USA, Inc.:

Bela Szabo  
Vice President, International Business  
Tricom USA, Inc.  
One Exchange Place, Suite 311  
Jersey City, NJ 07302  
Tele: 809-476-4912  
Fax: 809-412-2841

With a copy to:

Michelle Cohen  
Thompson Hine LLP  
1920 N Street, NW  
Suite 800  
Washington, DC 20036  
Tele: 202-263-4151  
Fax: 202-331-8330  
Email: michelle.cohen@thompsonhine.com

For AMZAK Capital Management, LLC:

Legal Department, Attn: Belatriz 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

(4) 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. As noted above, 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>11</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  
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>12</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>13</sup>

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<sup>11</sup> On April 15, 2010, Ellis transferred its ownership interests in Holding Company to Broadband.

<sup>12</sup> On April 15, 2010, MAP transferred its ownership interests in Holding Company to Broadband

<sup>13</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. 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

Name: The Kazma Family (Gerald Joseph Kazma, Michael David Kazma, and Leigh Anne Kazma)<sup>14</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.

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

(5) Pursuant to the attached certification, Applicants certify that they are affiliated with the following foreign carrier: Tricom, S.A., which operates in the Dominican Republic.

(6) Pursuant to the attached certification, Applicants certify that Tricom USA provides 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. Tricom, S.A. lacks 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).

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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. As noted above, an ownership chart for Tricom USA, post-*pro forma* transfer of control, is set forth in Exhibit B.

<sup>14</sup> Although each family member's interests are separate and independent, their interests are being aggregated here out of an abundance of caution.



(9) Pursuant to the attached certification, Applicants certify that they will abide by the routine submarine cable system conditions specified in Section 1.767(g) of the Commission's Rules.

### **III. PUBLIC INTEREST**

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.

### **IV. REQUEST FOR STREAMLINED PROCESSING**

This Application satisfies the requirements for streamlined processing pursuant to Section 1.767(k) of the Commission's Rules.<sup>15</sup> Specifically, as noted in the attached certification, Applicants are not 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 Applicants are affiliated with a foreign carrier is the U.S.-Dominican Republic route. Applicants qualify 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.

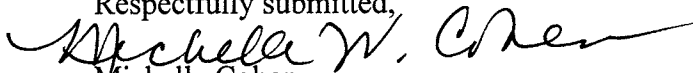
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<sup>15</sup> 47 C.F.R. § 1.767(k).

V. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,



Michelle Cohen

Thompson Hine LLP

1920 N Street, NW

Suite 800

Washington, DC 20036

Tele: 202-263-4151

Fax: 202-331-8330

Email: michelle.cohen@thompsonhine.com

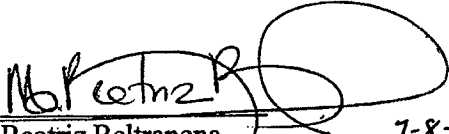
*Counsel to Tricom USA, Inc.*

July 19, 2010

## CERTIFICATION

I, Beatriz Beltranena, of AMZAK Capital Management, LLC ("AMZAK") (AMZAK and Tricom USA, Inc. ("Tricom USA") collectively, "Applicants") hereby certify that:

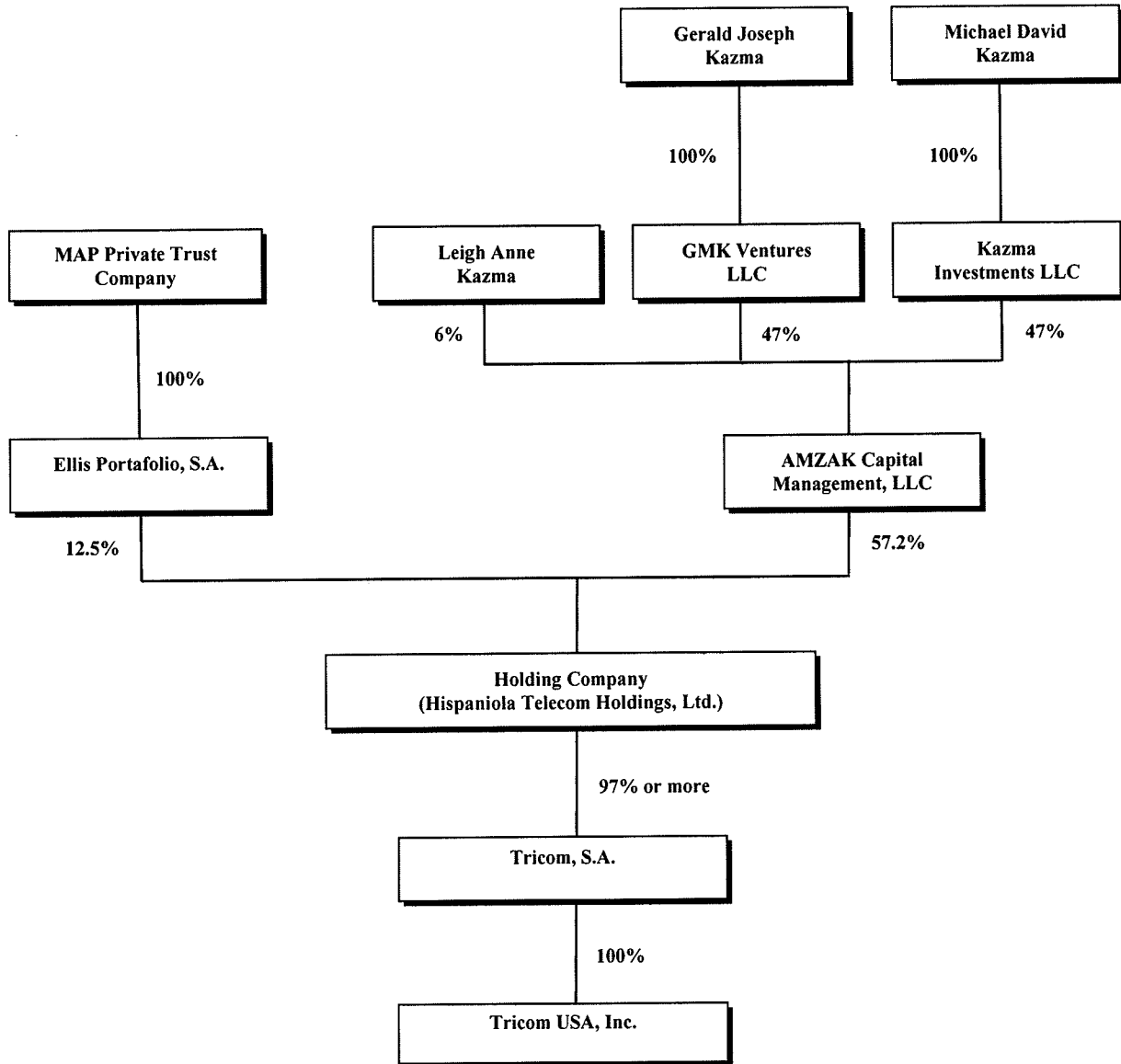
1. Applicants are affiliated with Tricom, S.A., which provides telecommunications services in the Dominican Republic.
2. Tricom USA provides international telecommunications services between the U.S. and the Dominican Republic.
3. Applicants are not affiliated with any foreign carrier from any destination market of the Americas-II, May-1 or Pan American Cable Systems. The only U.S.-international route upon which Tricom USA is affiliated with a foreign carrier is the U.S.-Dominican Republic route. 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. Applicants 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).

  
Beatriz Beltranena  
Legal Director and In-House Counsel  
AMZAK Capital Management, LLC

7-8-10

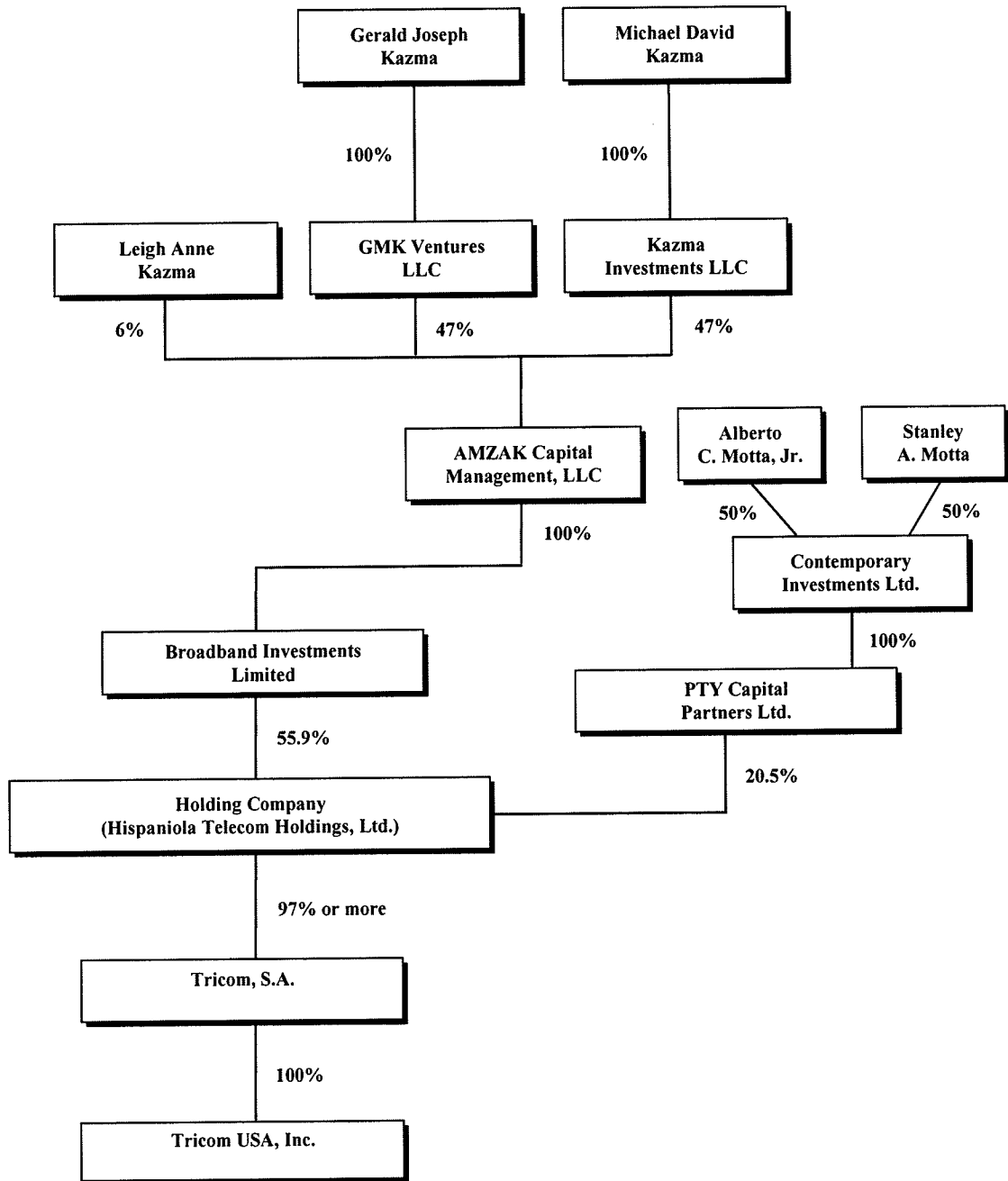
**EXHIBIT A**

# Tricom USA, Inc. Post-Transfer of Control



**EXHIBIT B**

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



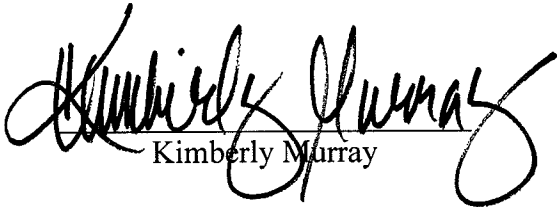
**CERTIFICATE OF SERVICE**

I, Kimberly Murray, hereby certify that on July 19, 2010, a copy of the foregoing Application for Streamlined Consent to Transfer of Control was served by first-class 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 Rd.  
Arlington, VA 22204

  
Kimberly Murray