

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

<b>In the Matter of</b>	)	
	)	
<b>TRICOM USA, INC.</b>	)	<b>File No.</b> _____
	)	
<b>Notification of <i>Pro Forma</i></b>	)	
<b>Transfer of Control</b>	)	
	)	

**NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL**

Pursuant to the Cable Landing License Act<sup>1</sup> and Section 1.767(g)(7) 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 notifies the Federal Communications Commission (the "Commission") of the *pro forma* transfer of control of Tricom USA's interests in the Americas II, Maya-1 and Pan American submarine cable systems (the "Cable Systems") from AMZAK Capital Management, LLC ("AMZAK" or "Transferor") to Broadband Investments Limited ("Broadband" or "Transferee") (AMZAK and Broadband collectively "Applicants").

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

**I. BACKGROUND**

Tricom USA is a corporation organized under the laws of the state of Delaware. Tricom originates, transports and terminates internal long distance traffic using switching stations located in New York and Florida, primarily to resellers and other carriers.

---

<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(g)(7).

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>3</sup> the Maya-1 Cable System (File No. SCL-LIC-19990325-00006),<sup>4</sup> and the Pan American Cable System (File No. SCL-97-001).<sup>5</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>6</sup> 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 SCL

---

<sup>3</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>4</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>5</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>6</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 Licenses, File No. SCL-ASG-20080328-00009 ("SCL *Pro Forma* Application"). Tricom USA Debtor-in-Possession subsequently assigned the Submarine Cable Landing Licenses to Tricom USA (referred to as "New Tricom USA" in the SCL Assignment Application) as requested 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).

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 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>7</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>8</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

---

<sup>7</sup> See SCL Assignment Application at 5-6.

<sup>8</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, 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.

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>9</sup>

In order to bring the transfer of majority control to AMZAK and the *pro forma* transfer to Broadband into compliance with the Commission's Rules, in addition to the instant *pro forma* notification, the parties have filed a SCL application for transfer of control of Tricom USA to AMZAK ("SCL Transfer of Control Application") and a request for special temporary authority (STA) to continue to operate during the pendency of the SCL Transfer of Control Application and related filings.

## **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:

For Transferor, AMZAK:

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

For Transferee, Broadband:

Broadband Investments Limited  
1 North Federal Highway  
Suite 400

---

<sup>9</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.

Boca Raton, FL 33432  
Tele: 561-953-4164  
Fax: 561-338-7677

(2) AMZAK is a limited liability company organized under the laws of the state of Nevada. Broadband is a Barbados limited liability company.

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

For Transferor, AMZAK:

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

For Transferee, Broadband:

Legal Department, Attn: Beatriz Beltranena  
Broadband Investments Limited  
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 Transferee Broadband are listed below.

***Direct Ownership:***

Name:	AMZAK Capital Management, LLC
Address:	1 North Federal Highway Suite 400 Boca Raton, FL 33432
Citizenship:	United States
Principal Business:	Investment company
Ownership:	100 percent.

***Indirect Ownership:***

Name:	The Kazma Family (Gerald Joseph Kazma, Michael David Kazma, and Leigh Anne Kazma) <sup>10</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.

No other entity or individual holds a 10 percent or greater direct or indirect interest in Transferee Broadband. As noted above, an ownership chart for Tricom USA, post-pro forma transfer of control, is set forth in Exhibit B.<sup>11</sup>

---

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

<sup>11</sup> As noted above, 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

(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).

(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.

---

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.

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 Broadband Investments Limited ("Broadband") (Broadband, AMZAK Capital Management, LLC ("AMZAK") and Tricom USA, Inc. ("Tricom USA") collectively, "Applicants") hereby certify that:

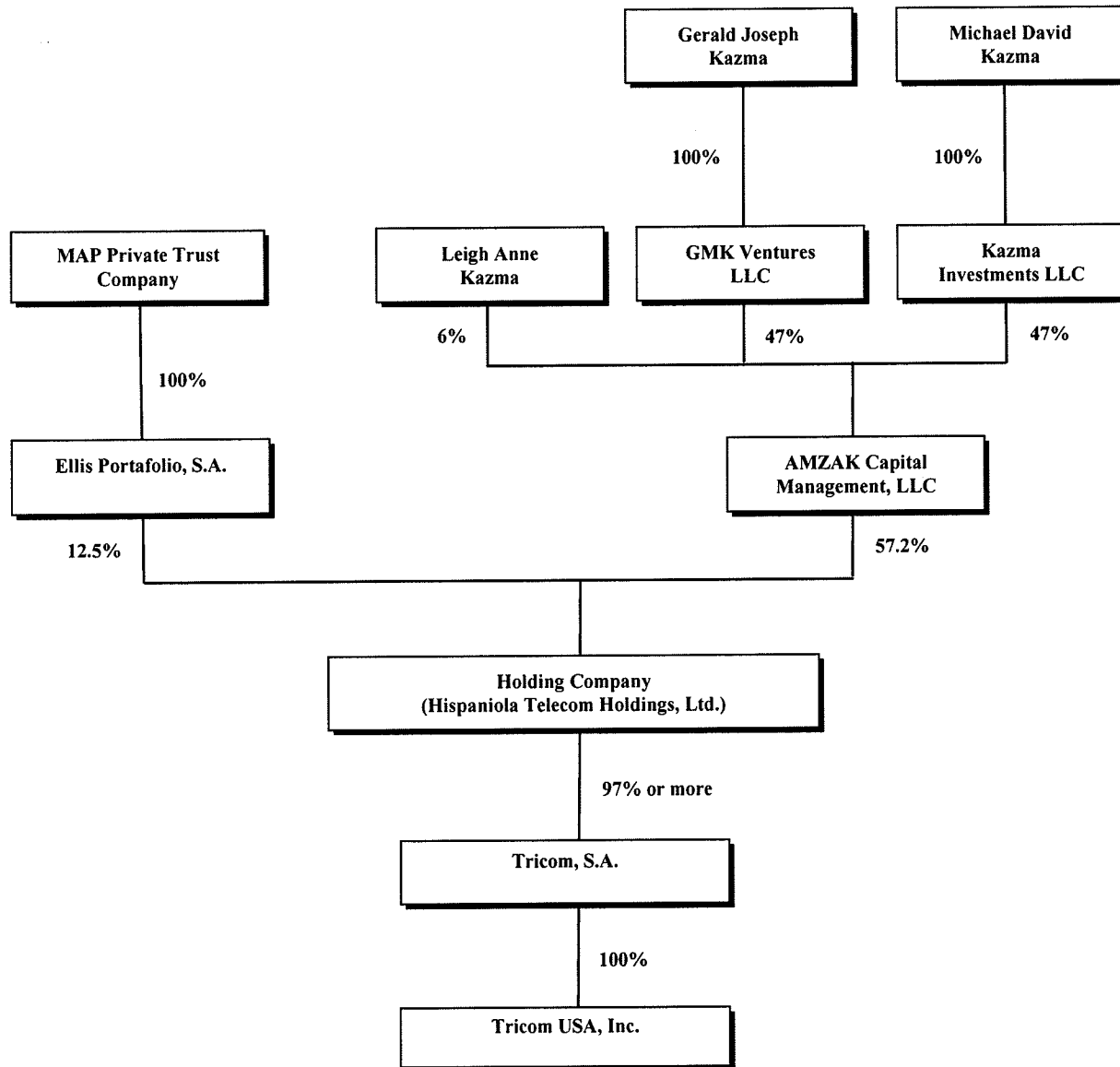
1. Applicants are affiliated with Tricom, S.A., which provides telecommunications services in the Dominican Republic.
2. Tricom USA provides international telecommunications services between the U.S. and the Dominican Republic.
3. Applicants are not affiliated with any foreign carrier from any destination 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 7-8-2010  
Legal Director and In-House Counsel  
Broadband Investments Limited

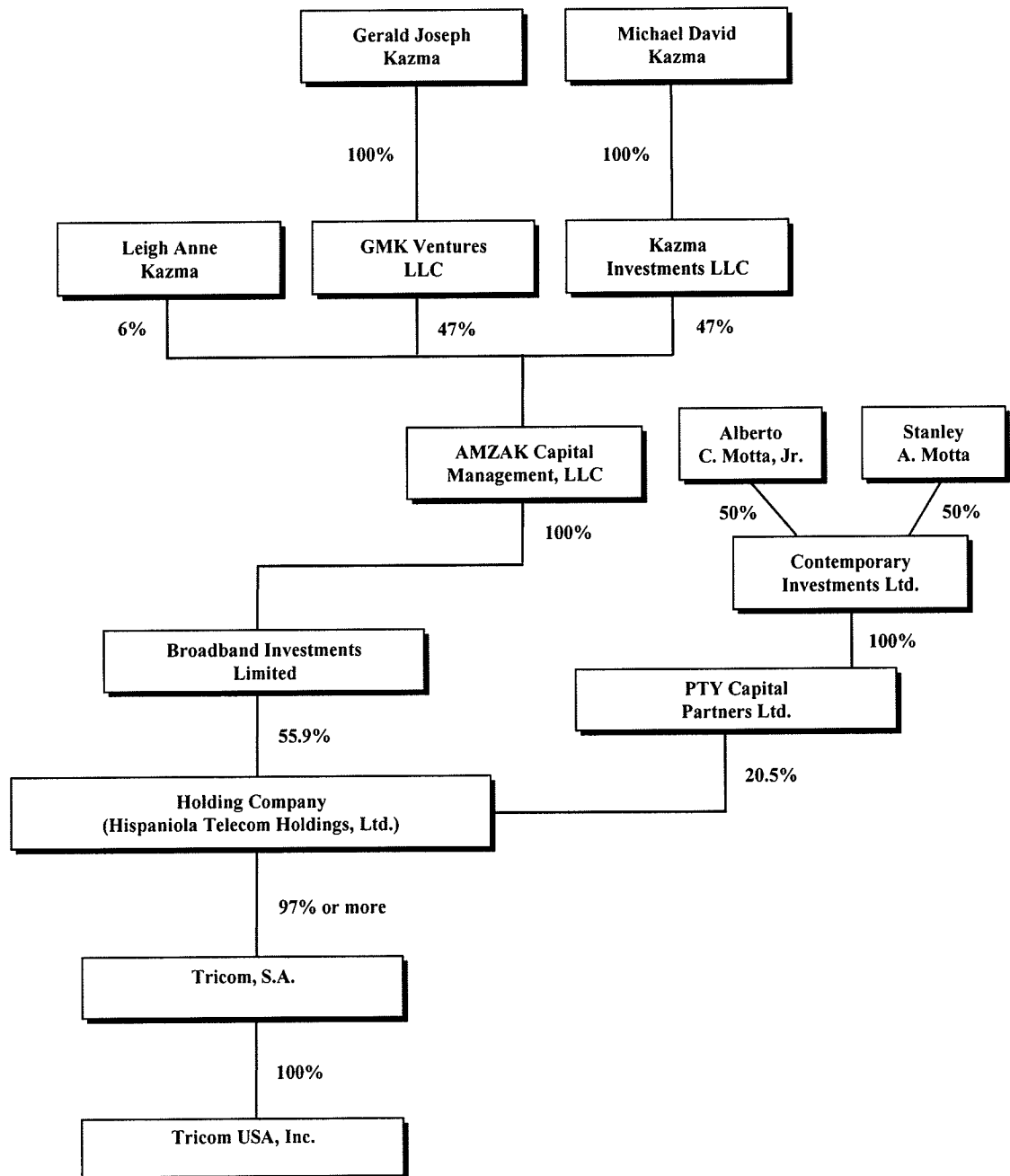
## **EXHIBIT A**

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



**EXHIBIT B**

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



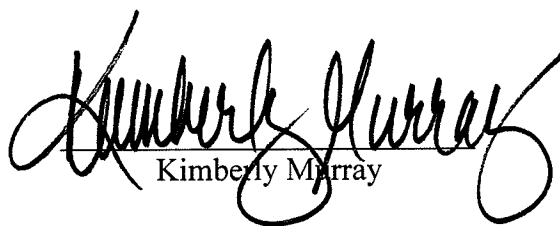
**CERTIFICATE OF SERVICE**

I, Kimberly Murray, hereby certify that on July 19, 2010, a copy of the foregoing Notification of *Pro Forma* 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