

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

OK to streamline

FCC/MELLON

MAY 16 2000

COPY

LAW OFFICES OF
PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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ATLANTA, GEORGIA 30308-2222
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12-32, AKASAKA 1-CHOME
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TELEPHONE (03) 3586-4711

May 16, 2000

WRITER'S DIRECT ACCESS

OUR FILE NO.

(202) 508-9530

28974.89836

BY SAME DAY DELIVERY COURIER

Federal Communications Commission
International Bureau Telecommunications Division
Post Office Box 358115
Pittsburgh, Pennsylvania 15251-5115

Re: Application of Voice & Data Communications (Latin America), Inc. for
Authority Pursuant to Section 214 of the Communications Act of 1934,
as amended, for a Transfer of Control

Dear Sir or Madame:

We represent Voice & Data Communications (Latin America), Inc. ("VDC Latin America"), which requests authority pursuant to Section 214 of the Communications Act, 47 U.S.C. § 214, and Section 63.18(e)(5) of the Commission's Rules, 47 C.F.R. § 63.18, for a transfer of control of Cash Back Rebates LD.com, Inc. ("Cash Back") in connection with a change in the ultimate parent of Cash Back through a merger of Rare Telephony, Inc. (Cash Back's current parent company), with and into VDC Latin America.

On behalf of VDC Latin America, we respectfully submit herewith for filing with the Commission one original and six (6) copies of VDC Latin America's Application pursuant to Section 214 and the Commission's Rules. In addition, VDC Latin America requests streamlined treatment of this Application pursuant to 47 C.F.R. § 63.12 because the affiliated foreign carrier is from a World Trade Organization country and is non-dominant. A completed FCC Form 159 ("Remittance Advice") is also enclosed.

On behalf of VDC Latin America, there is also enclosed with this letter a check made payable to the order of the Commission in the amount of Seven Hundred

WDC/147617.1

PAUL, HASTINGS, JANOFSKY & WALKER LLP

Federal Communications Commission

May 16, 2000

Page 2

Eighty Dollars and No Cents (\$780.00). The check constitutes payment in full of the processing fee for the Application herewith submitted for filing.

Please date stamp the extra copy of this application as having been received by the Commission's application processing fee payment facility at the Mellon Bank in Pittsburgh, Pennsylvania as of the date of such receipt, and return the date-stamped "File Copy" of this letter to our messenger.

In the event that the Commission or its staff should have any questions concerning the Application herewith submitted for filing, kindly refer them to the undersigned counsel.

Respectfully submitted,



Michelle W. Cohen

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures

COPY

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C.**

In the Matter of)	
Cash Back Rebates LD.com, Inc.)	
(f/k/a Common Concerns, Inc.))	
)	
Application for Authority Pursuant)	File No. ITC-214-2000 _____
to Section 214 of the)	
Communications Act of 1934, as)	
amended, for a Transfer of Control of)	
a Carrier Holding)	
a Section 214 Authorization)	

APPLICATION

Cash Back Rebates LD.com, Inc. ("Cash Back"), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, hereby requests authority for a transfer of control of Cash Back in connection with a change in the ultimate parent of the certificated carrier, as described below. The carrier at issue was authorized by the Commission for the resale of public switched service in ITC-96-180.¹ Cash Back requests streamlined treatment of this application pursuant to 47 C.F.R. § 63.12, as the affiliated foreign carrier is from a World Trade Organization country and is non-dominant.

As demonstrated below, grant of this transfer of control application will allow the certificated carrier to complete a corporate reorganization, which the carrier believes will facilitate continued progress in the financial, managerial and technical matters of the certificated carrier. Accordingly, grant of this application will benefit the public interest.

¹ The Section 214 authorization was granted in the name of Common Concerns, Inc. effective May 6, 1996. Common Concerns, Inc. has since changed its name to Cash Back Rebates LD.com, Inc.

I. DESCRIPTION OF THE TRANSACTION

The certificated carrier, Cash Back, is currently under the legal control of Rare Telephony, Inc. (f/k/a Washoe Technology Corporation) ("Rare Telephony"),² a Nevada corporation. Specifically, Cash Back is a wholly-owned subsidiary of Rare Telephony.

Pursuant to a Letter of Intent dated April 7, 2000, Rare Telephony has agreed to merge with and into Voice & Data Communications (Latin America), Inc. ("Sub"), a Delaware corporation and a wholly-owned subsidiary of VDC Communications, Inc. ("VDC Communications"), with the Sub being the surviving corporation (the "Merger"). By virtue of the Merger, Rare Telephony will have transferred all of its interests in Cash Back to Sub. Thus, upon consummation of the proposed transaction, ultimate control of the certificated carrier, Cash Back, will be transferred from Rare Telephony to Sub.

The Commission has reviewed the qualifications of the principals of Sub's parent, VDC Communications, as they were disclosed as a ten (10) percent or greater stockholder of VDC Telecommunications, Inc. ("VDC Telecommunications"), which received a Section 214 authorization in ITC 98-432, now listed as file number ITC-214-19980609-00395.³

Assuming this application is approved by the Commission and consummated, Cash Back expects to continue to provide a superior level of service in its normal business functions. The proposed transaction should improve the certificated carrier's financial condition and access to state-of-the-art technologies as they develop.

These facts show that the proposed transaction is in the public interest.

² Washoe Technology Corporation changed its name to Rare Telephony, Inc. on April 11, 2000.

³ The Section 214 authorization was granted in the name of Blue Sky Telecommunications, Inc. (ITC-98-432). On September 11, 1998, Blue Sky Telecommunications, Inc. changed its name to VDC Telecommunications, Inc. See FCC Public Notice, DA 98-1870, 13 FCC Rcd. 17893 (1998).

II. SECTION 63.18 APPLICATION

The applicant petitions for a transfer of control of certificated carrier Cash Back pursuant to Section 214 of the Communications Act, as amended, and the Commission's Rules. In support of the request for consent to the transfer of control of the carrier, the following information is provided as required by Section 63.18(e)(5) of the Commission's Rules:

- (a) Name, address, and telephone number:

Transferor:

Rare Telephony, Inc.
657 Main Street, Suite 301
P.O. Box 9101
Passaic, NJ 07055-9101
Attn: Thomas J. Yrabel
Telephone Number: (973) 779-7900

Transferee:

Voice & Data Communications (Latin America), Inc.
75 Holly Hill Lane
Greenwich, CT 06830
Attn: Frederick A. Moran
Telephone Number: (203) 869-5100

- (b) State law under which corporation is organized:

Transferor:

Nevada corporation

Transferee:

Delaware corporation

Certificated carrier at issue:

Delaware corporation

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

Transferor:

Rare Telephony, Inc.
657 Main Street, Suite 301
P.O. Box 9101
Passaic, NJ 07055-9101
Attn: Thomas J. Vrabel
Telephone Number: (973) 779-7900

Transferee:

Voice & Data Communications (Latin America), Inc.
75 Holly Hill Lane
Greenwich, CT 06830
Attn: Frederick A. Moran
Telephone Number: (203) 869-5100

With a copy to:

Paul, Hastings, Janofsky & Walker LLP
1299 Pennsylvania Avenue, NW
10th Floor
Washington, D.C. 20004
Attn: Michelle W. Cohen, Esq.
Telephone Number: (202) 508-9530

- (d) Authority under Section 214 of the Communications Act:

Transferor:

The transferor currently does not hold a Section 214 authorization.

Transferee:

The transferee, Sub, has not previously received authority under Section 214 of the Communications Act. However, the Commission has reviewed the qualifications of the principals of Sub's parent, VDC Communications, as they were disclosed as a ten (10) percent or greater stockholder of VDC Telecommunications, which received a Section 214 authorization in ITC 98-432, now listed as file number ITC- 214-19980609-00395.

(e) Section 63.18(e)(3) applies to this transaction in that the applicant is applying for a transfer of control of a Section 214-certificated carrier, Cash Back.

- (f) Section 63.18(f) is not applicable.

(g) Section 63.18(g) is not applicable.

(h)(1) Pursuant to Section 63.18(h) of the Commission's Rules, the transferee, Sub, sets forth the name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the transferee, and the percentage of equity owned by each of those entities:

VDC Communications, Inc.
75 Holly Hill Lane
Greenwich, CT 06830
Telephone Number: (203) 869-5100
Citizenship: Delaware corporation
Principal Business: Telecommunications
Percentage Equity: 100%

The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of VDC Communications, Inc. and the percentage of equity owned by each of those entities is as follows:

Frederick A. Moran
75 Holly Hill Lane
Greenwich, CT 06830
Telephone Number: (203) 869-5100
Citizenship: U.S.A.
Principal Business: Telecommunications
Percentage Equity: 18.3% of VDC Communications, Inc. as of 4/26/00⁴

PortaCom Wireless, Inc.
10061 Talbert Avenue, Suite 730
Fountain Valley, CA 92708
Telephone Number: (714) 593-3234
Citizenship: Delaware corporation
Principal Business: Company currently non-operational; in bankruptcy
Percentage Equity: 19.8% of VDC Communications, Inc. based upon ownership set forth in Registration Statement on Form S-1 (No. 333-80107).

⁴ Subject to certain disclaimers as set forth in a Schedule 13D/A filed with the Securities and Exchange Commission on May 1, 2000.
WDC 147603.1

The transferee has no interlocking directorates with a foreign carrier.

(i) The transferee, Sub, may be considered to be affiliated with a non-dominant foreign carrier. Specifically, Sub's sister company, Masatepe Communications, U.S.A., L.L.C. ("Masatepe USA"), has previously notified the Commission that it is affiliated with Masatepe Communications S.A., a start-up, satellite teleport operation in Nicaragua. *See* FCC Public Notice *Foreign Carrier Affiliation Notification*, Report No. FCN-00002 (Nov. 3, 1998).

(j) The transferee, Sub, may be considered to be affiliated with a non-dominant foreign carrier. Specifically, Sub's sister company, Masatepe Communications, U.S.A., L.L.C. ("Masatepe USA"), has previously notified the Commission that it is affiliated with Masatepe Communications S.A., a start-up, satellite teleport operation in Nicaragua. *See* FCC Public Notice *Foreign Carrier Affiliation Notification*, Report No. FCN-00002 (Nov. 3, 1998).

(k) The transferee, Sub, may be considered to be affiliated with a non-dominant foreign carrier. Specifically, Sub's sister company, Masatepe Communications, U.S.A., L.L.C. ("Masatepe USA"), has previously notified the Commission that it is affiliated with Masatepe Communications S.A., a start-up, satellite teleport operation in Nicaragua. *See* FCC Public Notice *Foreign Carrier Affiliation Notification*, Report No. FCN-00002 (Nov. 3, 1998). Nicaragua is a member of the World Trade Organization. The affiliated foreign carrier lacks market power in the named destination country. Moreover, the affiliated foreign carrier is not listed by the Commission as presuming to possess market power. *See List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets*, DA 99-809 (June 19, 1999).

(l) The transferee, Sub, may be considered to be affiliated with a non-dominant foreign carrier. Specifically, Sub's sister company, Masatepe Communications, U.S.A., L.L.C. ("Masatepe USA"), has previously notified the Commission that it is affiliated with Masatepe Communications S.A., a start-up, satellite

teleport operation in Nicaragua. See FCC Public Notice *Foreign Carrier Affiliation Notification*, Report No. FCN-00002 (Nov. 3, 1998).

(m) Cash Back's only affiliation with any foreign carriers after the proposed transfer of control is completed would be through its sister company's affiliation with a non-dominant carrier in Nicaragua as explained above.

(n) The transferee, Sub, 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) Pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, this certifies 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.

(p) The applicants qualify for streamlined treatment pursuant to Section 63.12 of the Commission's rules because after the proposed transfers of control are consummated, the certificated carrier, Cash Back, will only be affiliated with a non-dominant foreign carrier from a WTO Member country. As such, Cash Back will be presumptively considered non-dominant for the provision of international communications services pursuant to Section 63.10(a) of the Commission's Rules.

Respectfully submitted, by the Transferor:
Rare Telephony, Inc.

By:


Title: 

Dated: 5-15-2005

Respectfully submitted by the Transferee:
Voice & Data Communications (Latin America),
Inc.

By:

Title:

Dated: _____

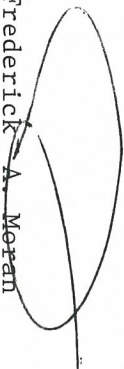
Respectfully submitted, by the Transferor:
Rare Telephony, Inc.

By:

Title:

Dated: _____

Respectfully submitted by the Transferee:
Voice & Data Communications (Latin America),
Inc.

By:  Frederick A. Moran

Title: PRESIDENT

Dated: 5/15/00

PAUL, HASTINGS,

2439

JANOFSKY WALKER LLP

1299 Pennsylvania Avenue, N.W. • Washington, DC 20004 • 202-508-9500
Operating Account

DATE May 16, 2000

15-52/540

PAY TO THE ORDER OF Federal Communications Commission

\$ 780.00

Seven hundred eighty and 00/100

DOLLARS

CRESTAR
Crestar Bank
Washington, DC

Boydsville

⑆00002439⑆ ⑆054000522⑆ 206641958⑆

PAUL, HASTINGS, JANOFSKY & WALKER
WASHINGTON OFFICE

DETACH AND RETAIN THIS STATEMENT
THE ATTACHED CHECK IS IN PAYMENT OF THE AMOUNT DESCRIBED BELOW.
IF NOT CORRECT PLEASE NOTIFY US PROMPTLY. NO RECEIPT DESIRED.

DELUXE - FORM DVC-P-3 V-2

DATE	DESCRIPTION	AMOUNT
5/16/00	Federal Communications Commission Section 214 Transfer of Control of Cash Bank Regates 28974.89836/M. Cohen	Check #2439 \$780.00

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Paul, Hastings, Janofsky & Walker LLP

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 780.00

(4) STREET ADDRESS LINE NO. 1
1299 Pennsylvania Avenue, N.W., Tenth Floor

(5) STREET ADDRESS LINE NO. 2
ATTN: Michelle W. Cohen, Esq.

(6) CITY
Washington

(7) STATE
D.C.

(8) ZIP CODE
20004

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 508-9530

(10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Voice & Data Communications (Latin America), Inc.

(12) STREET ADDRESS LINE NO. 1
75 Holly Hill Lane

(13) STREET ADDRESS LINE NO. 2

(14) CITY
Greenwich

(15) STATE
CT

(16) ZIP CODE
06830

(17) DAYTIME TELEPHONE NUMBER (include area code)
(203) 869-5100

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(20A) FCC CALL SIGN/OTHER ID 22A) FCC CODE 1	(20A) PAYMENT TYPE CODE (PTC) C U T	(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 780.00	(24A) FCC CODE 2	FCC USE ONLY
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(19B) FCC CALL SIGN/OTHER ID 22B) FCC CODE 1	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$	(24B) FCC CODE 2	FCC USE ONLY
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(19C) FCC CALL SIGN/OTHER ID 22C) FCC CODE 1	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$	(24C) FCC CODE 2	FCC USE ONLY
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(19D) FCC CALL SIGN/OTHER ID 22D) FCC CODE 1	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$	(24D) FCC CODE 2	FCC USE ONLY
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SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN 0 9 5 2 2 0 9 6 7 5	(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2) APPLICANT TIN 0 0 6 1 5 5 7 0 6 0
---------------------------------------	--

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, Michelle W Cohen, certify under penalty of perjury that the foregoing and supporting information

are true and correct to the best of my knowledge, information and belief. SIGNATURE M. Cohen

(28) MASTERCARD/VISA ACCOUNT NUMBER: SECTION F - CREDIT CARD PAYMENT INFORMATION

Mastercard/Visa account number grid

EXPIRATION DATE:

Expiration date grid

(29) I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE