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Before the

FEDERAL COMMUNICATIONS COMMISSION

Telecom Division
International Bureau

Washington, DC 20554

OCT 25 2000

FCC/MELLON

Streamlined ITC-TC-20001025-006556
VISTA-UNITED TELECOMMUNICATIONS

File No.

In the Matter of

VISTA-UNITED TELECOMMUNICATIONS, A
FLORIDA GENERAL PARTNERSHIP

(File No. ITC-94-477)

For Consent to the Transfer of Control of)
Domestic and International Section 214)
Authorizations from Vista-United)
Telecommunications, a Florida General)
Partnership, to Smart City Telecommunications)
LLC, a Delaware Limited Liability Company)

**APPLICATION FOR CONSENT TO THE ASSIGNMENT
OF SECTION 214 AUTHORIZATIONS**

Vista-United Telecommunications, a Florida General Partnership (“Vista-United”), 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 Commission consent to the assignment of the above-captioned Section 214 authorizations held by Vista-United to Smart City Telecommunications LLC, a Delaware limited liability company (“Smart City”).

Grant of this application will serve the public interest, convenience and necessity by promoting competition in the telecommunications services market. Competition will benefit U.S. consumers by increasing service options and lowering prices. Thus, the public interest will

be served by the transfer of control of the referenced Section 214 authorizations from Vista-United to Smart City.

Description of Transaction

In September 2000, Vista-United and its general partners, Vista Communications, Inc. and United Telephone Company of Florida, entered into an asset purchase agreement with Smart City and its parent, Smart City Holdings LLC. Pursuant to the terms of that asset purchase agreement, Smart City will acquire the assets of Vista-United used for the provision of certain telecommunications services, and will use those assets to operate certain telecommunications business activities heretofore engaged in by Vista-United, including the provision of international telecommunications services, pursuant to the Section 214 authorizations referenced herein. The parties plan to consummate this transaction on or about January 2, 2001.

Pursuant to Section 63.18, the following information is submitted in support of this application:

- a. The names, addresses, and telephone numbers of the transferor and transferee are:

Transferor

Vista-United Telecommunications
3100 Bonnet Creek Road
Lake Buena Vista, FL 32830
Telephone: (407) 827-2000

Transferee

Smart City Telecommunications LLC
28 West Grand Avenue
Montvale, New Jersey -7645
Telephone (201) 930-9000

- b. Vista-United Telecommunications is a general partnership organized and existing under the laws of the State of Florida. Smart City is a Delaware limited liability company.

c. Correspondence concerning this application should be addressed to:

Transferor:

Vista-United Telecommunications
c/o John McGowan
Walt Disney World Legal Department
1375 Buena Vista Drive
Lake Buena Vista, FL 32830
(407) 828-5596

with copies of all correspondence to:

Mitchell F. Brecher
Greenberg Traurig, LLP
800 Connecticut Avenue, NW
Washington, DC 20006
(202) 331-3100 (telephone)
(202) 331-3101 (facsimile)

Transferee:

Martin A. Rubin
Smart City Telecommunications LLC
28 West Grand Avenue
Montvale, New Jersey 07645
(201) 930-9000 (telephone)
(201) 930-9704 (facsimile)

with copies of all correspondence to:

Sylvia Lesse
Kraskin, Lesse & Cosson, LLP
2120 L Street, NW
Suite 520
Washington, DC 20037
(202) 296-8890 (telephone)
(202) 296-8893 (facsimile)

d. In addition to the Section 214 authorization to provide international services referenced in this application, Vista-United has blanket authority under Section 214 of the

Communications Act to provide domestic services. In the Matters of Implementation of Section 402(b)(2)(A) of the Telecommunications Act, et al, 14 FCC Rcd 11364 at ¶ 2 (1999).

e. By this application, the applicants seek Commission consent to assign the Section 214 authorizations held by Vista-United from its present owner to Smart City pursuant the Commission's rules, to the extent such consent is required.

f. Not Applicable.

g. Not Applicable.

h. Smart City has no affiliation with any United States carriers whose facilities it proposes to resell, and there are no interlocking directors. Smart City is a LLC whose sole Member is Smart City Holdings LLC. Smart City Holdings LLC's sole Member is presently Smart City Networks L.P. It is anticipated that prior to the acquisition of Vista-United's assets by Smart City, there will be a reorganization in which Smart City Holdings LLC will become the parent of Smart City. Smart City Networks L.P. will be converted into a LLC which will be a 100 percent-owned subsidiary of Smart City Holdings LLC. The following persons and/or entities will own or control, directly or indirectly, ten percent or more of Smart City:

Name: U.S. Convention Corporation
Address: 28 West Grand Avenue
Montvale, New Jersey 07645
Principal Business: Telecommunications
Citizenship: U.S.
Ownership Interest: 72.5% (approximately)

Name: Convention Communications Corporation
Address: 28 West Grand Avenue
Montvale, New Jersey 07645
Principal Business: Telecommunications
Citizenship: U.S.
Ownership Interest: 21.3% (approximately)

The following individuals will hold beneficial interests in excess of ten percent in Smart

City through their ownership interests in the aforementioned entities:

Name: Stephen E. Myers
Address: 28 West Grand Avenue
Montvale, New Jersey 07645
Principal Business: Telecommunications
Citizenship: U.S.
Ownership Interest: 54.4% (approximately)

Name: James D. Pearson
Address: 28 West Grand Avenue
Montvale, New Jersey 07645
Principal Business: Telecommunications
Citizenship: U.S.
Ownership Interest: 15.1% (approximately)

Name: Martin A. Rubin
Address: 28 West Grand Avenue
Montvale, New Jersey 07645
Principal Business: Telecommunications
Ownership Interest: 21.3% (approximately)

(i) Smart City certifies that it is not a foreign carrier, nor does it have an affiliation with any foreign carrier.

(j) Smart City certifies that it does not seek to provide international telecommunications services to any destination country in which the Applicant is a foreign carrier, the Applicant controls a foreign carrier, any entity that owns more than 25 percent of the Applicant or that controls the Applicant, controls a foreign carrier, or two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Applicant and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of international telecommunications services in the United States.

(k) Not Applicable.

(l) Not Applicable.

(m) Not Applicable.

(n) Smart City certifies that it has not agreed and will not agree in the future to accept any direct or indirect special concessions from any foreign carrier with respect to any United States international route where any such foreign carrier possesses market power on the foreign end of the route.

(o) Smart City certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules (47 C.F.R. §§ 1.2001-1.2003), that 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. § 853a).

(p) The Applicants desire streamlined processing of this application pursuant to Section 63.12 of the Commission's rules. The Applicants are eligible for such streamlined processing because none of the exceptions which would disqualify Smart City from eligibility as set forth in Section 63.12(c) of the Commission's rules are applicable.

The grant of this application will serve the public interest by promoting increased competition in the international telecommunications marketplace, consistent with the intent and objectives of the Commission and the United States Congress.

WHEREFORE, in view of the information contained herein, it is respectfully requested that the Commission grant the instant application to permit the assignment of Vista-United Telecommunications, a holder of Section 214 authorizations, to Smart City Telecommunications LLC.

Respectfully submitted,

VISTA-UNITED TELECOMMUNICATIONS

By: 

SMART CITY TELECOMMUNICATIONS LLC

By: 

Mitchell F. Brecher
Greenberg Traurig, LLP
800 Connecticut Avenue, NW
Suite 500
Washington, DC 20006
(202) 331-3100

Their Counsel

Dated: October 25th, 2000

WASH/BRECHERM/57718/18j@011.DOC/10/12/00

CERTIFICATE OF SERVICE

I, Melodie Kate, a secretary in the law firm of Greenberg Traurig, certify that I have this 25th day of October, 2000, caused to be sent by hand delivery, a copy of the foregoing to the following:

Rebecca Arbogast
Chief, Telecommunications Division
FCC International Bureau
Federal Communications Commission
445 Twelfth Street, S. W. - The Portals
Washington, D.C. 20554

Justin Connor, Esq.
Attorney-Advisor, Telecommunications Division
FCC International Bureau
Federal Communications Commission
445 Twelfth Street, S. W. - The Portals
Washington, D.C. 20554

Michelle Carey
Chief, Policy and Program Planning Division
FCC Common Carrier Bureau
Federal Communications Commission
445 Twelfth Street, S. W. - The Portals
Washington, D.C. 20554

International Transcription Service, Inc.
The Portals
Room CY-B400
445 Twelfth Street, S. W.
Washington, D.C. 20554



Melodie Kate

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No 1 of 1

(1) LOCKBOX #
358115

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)
Greenberg Iraurig

(3) TOTAL AMOUNT PAID (U.S. Dollars and
815.00

(4) STREET ADDRESS LINE NO. 1
800 Connecticut Avenue, NW

(5) STREET ADDRESS LINE NO. 2
5th Floor

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20006

(9) DAYTIME TELEPHONE NUMBER (include area code)
(202) 518-7983

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

(11) PAYER (FRN)

(12) PAYER (TIN)
0521816784

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME
Vista-United Telecommunications

(14) STREET ADDRESS LINE NO. 1
3100 Bonnet Creek Road

(15) STREET ADDRESS LINE NO. 2

(16) CITY
Lake Buena Vista

(17) STATE
FL

(18) ZIP CODE
32830

(19) DAYTIME TELEPHONE NUMBER (include area code)
(407) 827-2000

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

(21) APPLICANT (FRN) **952624011** (22) APPLICANT (TIN)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE
CUT

(25A) QUANTITY
1

(26A) FEE DUE FOR (PTC) **815.00**

(27A) TOTAL FEE

815.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT
I, **Mitchell F. Brecher**

, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE

DATE **10/25/00**

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD

MASTERCARD/VISA ACCOUNT NUMBER:
| | | | | | | | | | | | | | | | | |

EXPIRATION
| | | | | |

VISA

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

SIGNATURE

DATE

1636

GREENBERG TRAURIG OPERATING DC
800 CONNECTICUT AVE. NW, SUITE 500
WASHINGTON, DC 20006



CITIBANK
CITIBANK, F.S.B. 1-800-926-1067
WASHINGTON, DC 20036-0967
15-7011-2540

PAY
TO THE
ORDER OF
Federal Communications Commission

DATE	AMOUNT
10/24/00	***815.00***

⑈001636⑈ ⑆254070116⑆

⑈3740 2718⑈

Del R. Rabin MP

GREENBERG TRAURIG OPERATING DC

1636

Check #: 1636

Check Date: Oct 24/00

Inv. Date	Inv. Number	Description	Payment Amt
10/24/00	102400	Filing fee/ M. Brecher.	815.00

From: <BRECHERM@gtlaw.com>
To: <asmother@fcc.gov>
Date: 11/13/00 3:38PM
Subject: Vista-United Telecommunications Application for Consent to Transfer of Control of Section 214 Authorization to Smart City Telecommunications, L.L.C

On October 25, 2000, this office filed with the Commission on behalf of Vista-United Telecommunications, a Florida General Partnership, and Smart City Telecommunications, L.L.C., a Delaware Limited Liability Company, an application for consent to the transfer of control of domestic and international Section 214 authorizations from Vista-United Telecommunications to Smart City Telecommunications, L.L.C. At p. 5, in the listing of individuals who hold beneficial interests in excess of ten percent in Smart City, the citizenship of Martin A. Rubin was inadvertently omitted. That information is as follows:

Martin A. rubin
Citizenship: U.S.

Please direct any further inquiries to my attention.

Mitchell F. Brecher
Greenberg Traurig, LLP
800 Connecticut Avenue, NW
Washington, DC 20006
phone (202) 331-3152
fax (202) 261-0152
e-mail: brecherm@gtlaw.com

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