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December 8, 2011

VIA IBFS

Marlene Dortch
Secretary
Federal Communications Commission
445-12th Street SW
Washington, D.C. 20554

Re: Notification pursuant to Section 63.24(f) of the Commission's Rules of
Two (2) *Pro Forma* Transactions
Emerging Markets Communications, LLC – File No. ITC-214-20100329-
00132

Dear Ms. Dortch:

Emerging Markets Communications, LLC (“EMC”), by its attorneys, hereby notifies the Commission of certain *pro forma* transactions pursuant to Section 63.24(f) of the Commission's Rules. First, the entity originally holding EMC's Section 214 authority, Emerging Markets Communications, Inc. (“EMC Inc.”), has been converted from a Delaware corporation to a Delaware limited liability company.

Second, a Delaware corporation that serves as a holding company, RWB Holding, Inc. (“RWB”), holds 80.6 percent of the ownership interest and 100 percent of the voting interest in EMC. The Herb Pardula Living Trust, U/A/D 12/30/1997, Restated 2/14/2003 (“Herb Pardula Trust”) is legal owner of 27 percent of the ownership interest and 80 percent of the voting interest in RWB (*i.e.*, an indirect 22 percent ownership interest and 100 percent voting interest in EMC, computed per the FCC's ownership attribution rules). Herbert F. Pardula (“Mr. H. Pardula”) is the trustee of the Herb Pardula Trust and the beneficial owner of the Herb Pardula Trust's interest in EMC. The Pardula Family Enterprise Trust Dated December 8, 2009 (“Pardula Family Trust”) is legal owner of 48 percent of the ownership interest in RWB (*i.e.*, an indirect 39 percent ownership interest in EMC, computed per the FCC's ownership attribution rules). The trustee of the Pardula Family Trust is the son of Mr. H. Pardula, Todd Pardula (“Mr.

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T. Pardula”). Mr. H. Pardula is the beneficial owner of the Pardula Family Trust’s interest in EMC. Mr. H. Pardula originally held or controlled a majority of the interest in EMC. Since indirectly owns or controls, through the two trusts, 61 percent of the ownership interest and 100 percent of the voting interest in EMC, Mr. H. Pardula remains in control of EMC.¹ Abel Avellan holds 25 percent of the ownership interest and 20 percent of the voting interest in RWB, and thus holds 20 percent of the ownership interest and 20 percent of the voting interest in EMC under the FCC’s ownership attribution rules.

EMC Inc.’s application for Section 214 authority stated that there were two (2) owners of EMC Inc., specifically the Herb Pardula Trust (80 percent of the ownership interest) and Mr. Avellan (20 percent of the ownership interest).² This was in error. At the time of the application, Mr. Avellan held 25 percent of the ownership interest and 20 percent of the voting interest in EMC Inc. Mr. H. Pardula held his interests in EMC Inc. through the Pardula Family Trust as well as through the Herb Pardula Trust. At the time of the application, the Herb Pardula Trust (Mr. H. Pardula, trustee) was legal owner of 27 percent of the ownership interest and 80 percent of the voting interest in EMC Inc., while the Pardula Family Trust (Mr. T. Pardula, trustee) was legal owner of 48 percent of the ownership interest in EMC Inc. Mr. H. Pardula was the beneficial owner of both trusts, as he is today. This mistake was inadvertent, and EMC apologizes for any associated inconvenience.

In accordance with Section 63.24(f)(2), EMC provides the following information:

- (i) *The information requested in paragraphs (a) through (d) and (h) of §63.18 for the transferee/assignee:*
 - (a) The address and telephone number of EMC:

Emerging Markets Communications, LLC
777 Brickell Plaza
Suite 1150
Miami, FC 33131
(305) 539-1358
 - (b) EMC is a Delaware limited liability company.

¹ See *In re Stratos Global Corp., Transferor, and Robert M. Franklin, Transferee, Consolidated Application for Consent to Transfer of Control*, 22 FCC Rcd 21328 (2007).

² See Application of Emerging Markets Communications, Inc. in File No. ITC-214-20100329-00132, filed March 29, 2010, at Attachment 2.

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- (c) Correspondence concerning this notice should be sent to:

Payam Herischi
Chief Operating Officer
Emerging Markets Communications, LLC
777 Brickell Plaza
Suite 1150
Miami, FC 33131
(305) 539-1358
pherischi@emc-corp.net

with copy to:

Robert J. Aamoth
Joan M. Griffin
KELLEY DRYE & WARREN LLP
3050 K Street, N.W.
Washington, D.C. 20007
(202) 342-8400
raamoth@kelleydrye.com
jgriffin@kelleydrye.com

- (d) EMC holds international Section 214 authority to provide facilities-based and resold international telecommunications services pursuant to Sections 63.18(e)(1) and (2) of the Commission's Rules. *See* File No. ITC-214-20100329-00132, granted April 16, 2010.
- (h) As of July 20, 2011, three (3) entities hold a direct 10 percent or greater interest in EMC, as follows:³

RWB Holding, Inc. RWB Holding, Inc. ("RWB") holds 80.6 percent of the ownership interest and 100 percent of the voting interest in EMC. RWB is a Delaware corporation and a holding company.

³ As appropriate, EMC requests a waiver of the requirement that the holder of Section 214 authority notify the FCC of a *pro forma* transfer of control within 30 days after the transfer is consummated. EMC's failure to file this notification within the specified timeframe was inadvertent. EMC apologizes for any inconvenience resulting from its failure to file this notification in a timely manner.

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The Herb Pardula Living Trust, U/A/D 12/30/1997, Restated 9/09/2009 (“Herb Pardula Trust”), is legal owner of 27 percent of the ownership interest and 80 percent of the voting interest in RWB. As such, the Herb Pardula Trust indirectly holds 22 percent of the ownership interest and 100 percent of the voting interest in EMC under the FCC’s ownership attribution rules. The Herb Pardula Trust is a trust formed under the laws of the U.S. The trustee of the Herb Pardula Trust and the beneficial owner of the Herb Pardula Trust’s interest in EMC is Herbert F. Pardula (“Mr. H. Pardula”). Mr. H. Pardula is a U.S. citizen and the Chairman of EMC.

The Pardula Family Enterprise Trust Dated December 8, 2009 (“Pardula Family Trust”), is legal owner of 48 percent of the ownership interest in RWB. As such, the Pardula Family Trust indirectly holds 39 percent of the ownership interest in EMC under the FCC’s ownership attribution rules. The Pardula Family Trust is a trust formed under the laws of the U.S. The trustee of the Pardula Family Trust is Todd Pardula (“Mr. T. Pardula”), a U.S. citizen and the son of Mr. H. Pardula. The beneficial owner of the Pardula Family Trust’s interest in EMC is Mr. H. Pardula.

Abel Avellan holds 25 percent of the ownership interest and 20 percent of the voting interest in RWB. As such, Mr. Avellan holds indirectly 20 percent of the ownership interest and 20 percent of the voting interest in EMC under the FCC’s ownership attribution rules. Mr. Avellan is a U.S. citizen and the President and Chief Executive Officer of EMC.

The address of RWB, the Herb Pardula Trust, the Pardula Family Trust, Mr. H. Pardula, Mr. T. Pardula, and Mr. Avellan is c/o Emerging Markets Communications, LLC, 777 Brickell Plaza, Suite 1150, Miami, FL, 33131.

The International Finance Corporation. The International Finance Corporation (“IFC”), a U.S. corporation, holds 9.7 percent of the ownership interest in EMC. IFC is an international organization World Bank affiliate that was established by Articles of Agreement among its members, which include the United States. It is a global development institution that is focused on the private sector in developing countries. The equity in IFC is held by its 182 member countries. No member of the IFC holds a 10 percent or greater interest in EMC under the FCC’s ownership attribution rules. As of June 30, 2009, the United States was the largest equity holder in IFC, with 23.6 percent of the voting power.

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No other country holds more than 10 percent of the equity in IFC. The address of IFC is 2121 Pennsylvania Ave. NW, Washington, DC, 20433.

FMO Taracom Investments Inc. FMO Taracom Investments Inc. ("FMO Taracom"), a Delaware corporation and a holding company, holds 9.7 percent of the ownership interest in EMC. FMO Taracom is a wholly-owned subsidiary of The Netherlands Development Finance Company N.V. ("FMO"), a public limited liability company organized under the laws of the Netherlands. FMO is an entrepreneurial development bank of the Netherlands. The Dutch Government holds 51 percent of the interest in FMO. No other member of FMO holds a 10 percent or greater interest in EMC under the FCC's ownership attribution rules. The address of FMO is Anna van Saksenlaan 71, 2593 HW The Hague, the Netherlands. The address of FMO Taracom is 3500 South Dupont Highway, Dover, DE 19901.

No other entity or individual holds a 10 percent or greater ownership or voting interest in EMC as calculated under the Commission's ownership attribution rules.

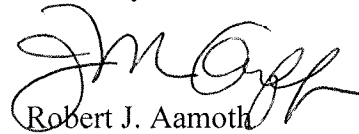
Each of the following individuals is an officer or director of EMC as well as an officer or director of an entity that is possibly a foreign carrier:

- Herbert F. Pardula (Emerging Markets Communications Deutschland GmbH ("EMC Deutschland")).
- Abel Avellan (EMC Deutschland).

- (ii) *A certification that the transfer of control or assignment was pro forma and that, together with all previous pro forma transactions, it does not result in a change in the actual controlling party.*

Please see Attachment A.

Sincerely,



Robert J. Aamoth
Joan M. Griffin
Its Attorneys

ATTACHMENT A

The undersigned hereby certifies, on behalf of Emerging Markets Communications, LLC and with respect to the foregoing notification of *pro forma* transactions, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transactions were *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that these transactions, together with all previous *pro forma* transactions, do not result in a change in ultimate control.

Date: 12/6/11

By: _____
Abel Avellan
President and CEO

