

Edgar Filing: TELEMONDE INC - Form SC 13D

TELEMONDE INC
Form SC 13D
May 31, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. _____) *

Telemonde, Inc.
(Name of Issuer)

Common Stock, \$0.001 Par Value Per Share
(Title of Class of Securities)

87943G 10 1
(CUSIP Number)

Neal Collier, Director
Intelecom Corporation Inc.
P.O. Box 63, 1 Rue du Bugnon
1299 Crans Vaad Switzerland
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

September 29, 1999
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of (S) (S)240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 87943G 101

NAMES OF REPORTING PERSONS

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1 S.S. or I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Intelecom Corporation Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

7 SOLE VOTING POWER
NUMBER OF
SHARES 29,260,000*

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY

9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 29,260,000*

10 SHARED DISPOSITIVE POWER
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,260,000*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

43.8%

14 TYPE OF REPORTING PERSON

CO

*These figures are accurate as of the date of the event which required the filing of this Schedule 13D. See Item 5 for figures as of the date of filing.

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SCHEDULE 13D

Item 1. Security and Issuer

This statement on Schedule 13D (this "Schedule 13D") relates to shares of Common Stock, \$.001 par value (the "Common Stock"), of Telemonde, Inc., a Delaware corporation (the "Issuer"). The Issuer's principal executive offices are located at 230 Park Avenue, 10th Floor, New York, New York 10169.

Item 2. Identity and Background

This Schedule 13D is being filed by Intelecom Corporation Inc., a British Virgin Islands corporation ("Intelecom"). Intelecom was formed for the purpose of acquiring and holding shares of the Issuer. The principal executive offices of Intelecom are located at Lake Buildings, First Floor, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands.

Intelecom is a wholly-owned subsidiary of Rhone Financial Indemnity Re Ltd., an Irish company ("Rhone"). The principal executive offices of Rhone are located at 19 Weir View, Lucan, County Dublin.

The name, business address and present principal occupation or employment of the sole director and executive officer of Intelecom and Rhone is set forth in Appendix I hereto and is incorporated herein by reference. Such person's citizenship is also set forth on Appendix I hereto.

During the last five years, neither Intelecom, Rhone, nor to the best of Intelecom's or Rhone's knowledge, the director and executive officer listed on Appendix I has been, (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Pursuant to a Share Sale Agreement, dated September 29, 1999, Intelecom purchased Twenty-Nine Million, Two Hundred and Sixty Thousand shares of the Common Stock of the Issuer from Rhone in exchange for consideration in the amount of Thirty-Two Million Nine Hundred and Seventeen Thousand Five Hundred Dollars and Zero Cents (\$32,917,500.00) satisfied by the issue of common stock of Intelecom.

Item 4. Purpose of Transaction

Rhone operates as a holding company. Rhone was the founding shareholder and sole beneficial owner of Telemonde Investments Limited, a British Virgin Islands Company ("TIL"). On May 14, 1999, pursuant to a stock purchase agreement, all of the outstanding shares of TIL were acquired from Rhone by the Issuer (formerly Pac-Rim Consulting, Inc., a Nevada corporation), in exchange for 35,297,000 restricted shares of the Issuer. As part of this transaction, Rhone agreed to transfer to certain employees and affiliates of Telemonde (including Kevin Maxwell, Adam Bishop, Andrew Hedges, Nicholas Topham, Larry Trachtenberg and Harry Pomeroy) shares comprising at least a majority interest in Telemonde, leaving Rhone with an agreed-upon minority interest. To begin this reorganization, on September 29, 1999, Rhone sold all its common stock in Telemonde to Intelecom.

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The transfer of shares of Telemonde common stock from Rhone to the Telemonde employees and affiliates entitled to the shares under the agreement with Rhone will be completed in the following manner: Intelcom will grant the right to purchase shares of Telemonde common stock from Intelcom to an Employee Benefit Trust organized for the benefit of certain Telemonde employees (the "Trust"). Along with a number of other employees, Mr. Bishop, Mr. Hedges, Mr. Pomeroy, Mr. Topham and Mr. Trachtenberg would hold Telemonde shares through the Trust. As of the filing of this Schedule 13D, however, ownership in the shares held by Intelcom has not been transferred to the Trust. Intelcom will grant non-employees the right to purchase shares of Telemonde common stock

directly from Intelcom, and, as of the date of this filing, has effected such sales of the Common Stock as set forth on Appendix II hereto and as incorporated herein by reference. These sales were transacted pursuant to Regulation S promulgated under the United States Securities Act of 1933, as amended.

Mr. Maxwell, however, has informed Intelcom of his intention to purchase the 2,756,790 shares of Telemonde common stock to which he is entitled directly from Intelcom, instead of purchasing them through the Trust, and Intelcom has agreed to permit Mr. Maxwell to do so.

Item 5. Interest in Securities of the Issuer

(a)-(b) At the time the Share Sale Agreement by and among Intelcom and Rhone was executed, Intelcom beneficially owned 29,260,000 shares of the Common Stock of the Issuer, which represented 43.8% of the issued and outstanding shares of the Common Stock. As of the filing of this Schedule 13D, Intelcom beneficially owns 14,119,312 shares of the Common Stock, which represents 13.6% of the issued and outstanding shares of the Common Stock. To the knowledge of Intelcom, the person listed on Appendix I hereto does not beneficially own any shares of the Common Stock or other securities of the Issuer. Intelcom has the sole power to vote or direct the vote and sole power to dispose or direct the disposition of such shares.

(c) Except as described in Appendix II hereto, neither Intelcom nor, to the knowledge of Intelcom, the person listed on Appendix I has executed transactions in the Common Stock during the past 60 days.

(d) There is no person that has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of the Common Stock beneficially owned by Intelcom.

Item 6. Contracts, Agreements, Understandings or Relationships with Respect to Securities of Issuer

Other than the proposed Employee Benefit Trust which has not yet been formed, Intelcom has not entered into any contract, agreement, understanding or relationship with respect to the securities of the Issuer.

Item 7. Material to Be Filed as Exhibits:

*1. Stock Purchase Agreement, dated May 14, 1999, by and among Pac-Rim Consulting, Inc., Thomas Gelfand, as principal of Pac-Rim, Telemonde Investments Limited, and Rhone Financial Indemnity Re Limited.

2. Share Sale Agreement, dated September 29, 1999, between Intelcom Corporation Inc. and Rhone Financial Indemnity Re Limited.

Signatures

After reasonable inquiry and to the best of each of the undersigned's

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knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: 31 May 2001

INTELECOM CORPORATION INC.

By: /s/ N. Collier for Eaton Trust Ltd.

Title: Director

* Previously filed as an exhibit to the Registration Statement on Form 10 for Telemonde, Inc., as filed with the SEC on November 15, 1999.

Appendix I

Intelecom Corporation Inc. is incorporated in the British Virgin Islands with IBC No. 336496 and its registered office is located at:

Intelecom Corporation Inc.
Lake Building
1st Floor
Wickhams Cay 1
P O Box 3152
Road Town
Tortola, British Virgin Islands

Eaton Trust Limited is the Director of Intelecom Corporation Inc. Mr. Collier is a Director of Eaton Trust Limited and Rhone Financial Indemnity Re Ltd. Mr. Collier's business address is Intelecom Corporation Inc., P O Box 63, 1 Rue Du Bugnon, 1299 Crans, Vaud Switzerland. Mr. Collier is a citizen of Great Britain.

Intelecom Corporation Inc.
P O Box 63
1 Rue Du Bugnon
1299 Crans
Vaud Switzerland

Appendix II

| NAME | ADDRESS | # OF SHARES | DATE |
|------------------------------|---|-------------|-------|
| Altamira Investments Limited | P O Box 3152 Road Town Tortola, BVI | 2,740,000 | March |
| Dahlia Charitable Trust | 40 Portman Square 4th Floor London, England W1H 9FH | 50,000 | March |

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| | | | |
|-------------------------------------|--|-----------|-------|
| Grand Metropolitan Corporation | c/o MC Grumbridge The Hogarth Group Airedale Avenue Chiswick, London W4 2NW | 78,000 | March |
| Fehme, Jacqueline | 80 Priory Road London, England N8 7EY | 5,000 | March |
| Booth-Johnson, Ann | 45 Belsize Court Lyndhurst Gardens London, England NW3 5QP | 20,000 | March |
| Tankha, Rejeev | c/o MC Grumbridge The Hogarth Group Airedale Avenue Chiswick, London W4 2NW | 10,000 | March |
| Warnford-Davies, John | c/o MC Grumbridge The Hogarth Group Airedale Avenue Chiswick, London W4 2NW | 10,000 | March |
| Pritchard, Ray | 37 Route du Clementy CH 1260 Nyon Switzerland | 300,000 | March |
| Allied Commercial Exporters Limited | Bowater House Knightsbridge London SW1 | 1,431,000 | March |
| Gramos Investments Limited | P O Box 226 Victory House St. Peter Port Guernsey Channel Islands | 40,000 | March |
| Northern Management Ltd. | Kings Court P O Box N3944 Bay Street | 50,000 | March |

NAME

ADDRESS

OF SHARES

DATE

Nassau Bahamas

| | | | |
|------------------------|-------------|--------|-------|
| Panton Management Ltd. | Kings Court | 25,000 | March |
|------------------------|-------------|--------|-------|

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P O Box N3944
 Bay Street
 Nassau Bahamas

| | | | |
|--------------------------------------|---|---------|-------|
| Armitage, Steven | c/o Murray Partners Ply Limited P O Box 1429 North Sydney NSW 259 Australia | 50,000 | March |
| Allied Commercial Exporters Limited | Bowater House Knightsbridge London, England SW1 | 400,000 | March |
| Calling Warehouse Limited | c/o Peter Gbedemah 56 Gloucester Road London, England SW7 4UB | 20,000 | March |
| Kingsfame Investment Limited | c/o MC Grumbridge The Hogarth Group Airedale Avenue Chiswick, London W4 2NW | 50,000 | March |
| Papi Investment Corporation | c/o Industrie Und Finanzkontor Establishment Attenbach 8 FL-9490 Baduz | 50,000 | March |
| Pendragon Securities, Inc. | c/o Chancery Bar Financial Services Chancery House Chelmsford Road London, England N14 4JN | 1,667 | March |
| Rhone Financial Indemnity Re Limited | 1 Rue du Bugnon P O Box 63 1260 Nyon Vaud Switzerland | 244,899 | March |
| Rosema Establishment | Austrasse 27 Postfach 183 FL-9490 Vaduz | 50,000 | March |
| Sterling Industrial Finance Ltd. | c/o Fraser House | 755,101 | March |

NAME

ADDRESS

OF SHARES

DATE

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| | | | |
|-----------------|--|---------|-------|
| | 29 Albemarle Street London, England W1 | | |
| Towland Limited | c/o P O Box 611 19/21 Commercial Street St. Helier Jersey JE4 | 274,000 | March |
| Allan, Michael | 1 The Woods Ickenham Uxbridge, Middlesex UB10 8NN | 5,000 | March |
| Barnes, Peter | 149 Lightfoot Road London, England N8 7JJ | 10,000 | March |
| Barnes, Terry | 20 Lodge Lane Waltham Abbey Essex EN9 3AD | 5,000 | March |
| Barners, Peter | 149 Lightfoot Road London, England N8 7JJ | 5,000 | March |
| Berry, Nicholas | c/o MC Grumbridge The Hogarth Group Airedale Avenue Chiswick, London W4 2NW | 7,500 | March |
| Bishop, Seth | Laurel Cottage Chalkcroft Lane Penton Mewsey Hampshire SP11 0RG | 25,000 | March |
| Breach, Barry | 29 Ravel Close Old Farm Park Milton Keynes MK4 8EY | 5,000 | March |
| Cayzer, Nigel | Thriepley House Lundie Dundee DD2 5PA | 10,000 | March |
| Cole, A. | 24 Churchill Avenue Ipswich | 10,000 | March |
| Davis, Dora | 108 Walpole Road London, England N 17 | 1,000 | March |

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| NAME | ADDRESS | # OF SHARES | DATE |
|-------------------------------|---|-------------|-------|
| Demetriou, Harry | 36 Haycroft Gardens London, England NW10 3BN | 10,000 | March |
| Dover, Gill | 9 Summit Close Kingsbury, London NW9 0UL | 5,000 | March |
| Evans, Timothy | 13 Old Square Lincolns Inn London, England WC1 | 3,500 | March |
| Farrelly, George | 84 Windsor Road London, England N7 | 1,500 | March |
| Flynn, Patrick | 67 Hamilton Road Brentford Middlesex UK | 25,000 | March |
| Flynn, Polly | 10 Peel Road Gosport Hampshire PO12 1JT | 25,000 | March |
| Flynn, Peter | 10 Peel Road Gosport Hampshire PO12 1JT | 10,000 | March |
| Garvin, Michael Samuel Philip | 37 Devonshire Place London, England W1N 1PE | 37,500 | March |
| Garvin, Helga | 37 Devonshire Place London, England W1N 1PE | 12,500 | March |
| Golfar, Joan | c/o Chancery Bar Financial Services Chancery House Chelmsford Road London N14 4JN | 3,333 | March |
| Hadari, Moshe | c/o Chancery Bar Financial Services Chancery House Chelmsford Road London N14 4JN | 1,000 | March |

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| | | | |
|-------------------------|--|---------|-------|
| Hall, Michael & Suzanne | 10 Boscastle Road London NW5 1EG | 2,500 | March |
| Henningsson, Stig | Neptunusgatan 26 | 3,000 | March |
| | Lund 222 57 Sweden | | |
| Hickson, Ian | Glebe House 28 High Street Great Linford Milton Keynes MK14 5AX | 400,000 | March |
| Hodkinson, Elaine | c/o 84 Windsor Road London N7 | 1,000 | March |
| Howard, Anne | 97A South Hill Park London, England NW3 2SP | 10,000 | March |
| Lambert, Kevin | 21 School Road Thurston Bury St. Edmonds Suffolk IP31 3SB | 2,000 | March |
| Maxwell, Isabel | c/o MC Grumbridge The Hogarth Group Airedale Avenue Chiswick W4 2NW | 15,000 | March |
| Maxwell, Tara | Flat 3 18 Hyde Park Gate London SW7 5DH | 792,000 | March |
| Morgan, Neal | 30 Broad Oaks Way Bromley Kent BR2 0UB | 10,000 | March |
| Moss, Brian | Hazelwood 40 Mill Street Old Kidlington Oxon OX5 | 1,000 | March |

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|----------------|--|---------|-------|
| Shirazi, Eddie | c/o MC Grumbridge The Hogarth Group Airedale Avenue Chiswick W4 2NW | 100,000 | March |
|----------------|--|---------|-------|

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|---------------|---|--------|-------|
| Simpson, Greg | 52 Packhorse Road Gerrards Cross Bucks SL9 8EF | 50,000 | March |
|---------------|---|--------|-------|

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|---------------|----------------------|--------|-------|
| Smith, Thomas | Landvoght Waserstr.8 | 20,000 | March |
|---------------|----------------------|--------|-------|

| NAME | ADDRESS | # OF SHARES | |
|------|---------|-------------|--|
|------|---------|-------------|--|

| | | | |
|--|--------------------------|--|--|
| | Winterhur Switzerland | | |
|--|--------------------------|--|--|

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|---------------|---|--------|-------|
| Stray, Graham | 34 Crosslands Caddington Luton Bedfordshire LU1 4ER | 20,000 | March |
|---------------|---|--------|-------|

| | | | |
|-----------------|--|--------|-------|
| Talberg, Freddy | 93 Leith Mansions Grantully Road London W9 1LJ | 20,000 | March |
|-----------------|--|--------|-------|

| | | | |
|----------------|--|--------|-------|
| Thompson, Phil | Quiet Corner Stanway Green Colchester CO3 5QZ | 20,000 | March |
|----------------|--|--------|-------|

| | | | |
|----------------|--|--------|-------|
| Troy, Margaret | 27 Willoughby Road Kingston KT2 6LN | 10,000 | March |
|----------------|--|--------|-------|

| | | | |
|-----------------|--|-------|-------|
| Vittoz, Michael | 3 Avenue Egle 78600 Maisons-Laffitte France | 5,000 | March |
|-----------------|--|-------|-------|

| | | | |
|-----------------|---|-------|-------|
| Vittoz, Patrick | 10 York Road Heaton Moor Stockport SK4 4PQ | 5,000 | March |
|-----------------|---|-------|-------|

| | | | |
|----------------|------------------------|-------|-------|
| Vittoz, Yvonne | 3 Avenue Egle 78600 | 3,500 | March |
|----------------|------------------------|-------|-------|

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Airedale Avenue
Chiswick London W4 2NW

| | | | |
|----------------------------|--|-----------|---------|
| Burm, Theo | Kasteeldreef 98B 2970 Schilde Belgium | 115,000 | October |
| Louvre Trustees | c/o The Louvre Trust Co. Ltd. Suite 7, Provident House Havilland Street St Peter Port Guernsey Channel Islands GY1 2QE | 417,188 | March |
| Gilgenkrantz, Thierry | Warwick House 223 D Hagley Road Oldwindsford West Midlands DY8 2JP | 50,000 | March |
| Paget, Phillipa | 2 The Coach Drive Vigo Village Meopham Kent DA13 0SZ | 15,000 | March |
| Partown Securities Limited | Euro-American Bldg. R G Hodge Plaza | 1,779,500 | March |

| NAME | ADDRESS | # OF SHARES | DATE |
|--|--|-------------|----------|
| | Road Town Tortola British Virgin Islands | | |
| Louvre Trustees Limited as Trustees of Shetland Sub-Trust | c/o The Louvre Trust Co. Ltd. Suite 7, Provident House Havilland Street St Peter Port Guernsey Channel Islands GY1 2QE | 2,779,500 | March 9, |
| Casmara Investment A.V.V. of Sun Plaza | L G Smith Blvd 160 Oranjestad Aruba | 350,000 | March 9, |
| Mannouris, Tobi | 105 Bronte House Poynders Garden London SW4 8PE | 25,000 | March 9, |