

Edgar Filing: TELECOM COMMUNICATIONS INC - Form SC 13D

TELECOM COMMUNICATIONS INC  
Form SC 13D  
August 18, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

TELECOM COMMUNICATIONS, INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE  
(Title of Class of Securities)

879274108

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(CUSIP Number)

ZHIGUANG CAI  
TELECOM VALUE ADDED, INC.  
HUIRIDIANQI, SHAYU ROAD  
GUANGDONG, 511400, CHINA  
(8620) 8487 3201  
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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

JULY 22, 2004

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(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 coverage 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 disclosure 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 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).

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CUSIP NO. 879274108 13D PAGE 2 OF 5 Pages  
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CUSIP NO. 879274108

|    |                                                                                         |                                                              |
|----|-----------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 1  | NAME OF REPORTING PERSON                                                                |                                                              |
|    | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)                       |                                                              |
|    | Telecom Value Added, Inc.                                                               |                                                              |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*                                       | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> |
| 3  | SEC USE ONLY                                                                            |                                                              |
| 4  | SOURCE OF FUNDS*<br>WC                                                                  |                                                              |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>                                     |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>British Virgin Islands                      |                                                              |
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH     | 7 SOLE VOTING POWER<br><br>6,000,000                         |
|    |                                                                                         | 8 SHARED VOTING POWER<br><br>0                               |
|    |                                                                                         | 9 SOLE DISPOSITIVE POWER<br><br>6,000,000                    |
|    |                                                                                         | 10 SHARED DISPOSITIVE POWER<br><br>0                         |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>6,000,000           |                                                              |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                  | <input type="checkbox"/>                                     |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>9.96%                             |                                                              |
| 14 | TYPE OF REPORTING PERSON<br>CO                                                          |                                                              |

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CUSIP NO. 879274108 13D PAGE 3 OF 5 Pages  
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ITEM 1. SECURITY AND ISSUER  
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This statement on Schedule 13D relates to the Common Stock par value \$.001 per share (the "Common Stock") of Telecom Communications, Inc., an Indiana corporation (the "Issuer"). The address of the Issuer's principal executive office is 74 Shanan Road, Panyu, Guangzhou, China GD511490.

ITEM 2. IDENTITY AND BACKGROUND  
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This statement is being filed on behalf of Telecom Value Added, Inc. ("Telecom"), a British Virgin Islands Corporation. Telecom is engaged in investment holdings. The address of Telecom's principal office is Huiridianqu, Shayu Road, Shantou Panyu, Guangdong, 511400, China.

(d) During the last five years, no executive officer, director or control person of Telecom has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, no executive officer, director or control person of Telecom has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, which resulted in a judgment, decree or final order enjoining future violations of, 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  
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The aggregate purchase price of the 6,000,000 shares of Common Stock owned by Telecom is \$960,000. The shares of Common Stock were acquired with \$960,000 in cash pursuant to a Stock Purchase Agreement, dated July 22, 2004, by and between Telecom and Deng Chi Yuan (the "Purchase Agreement"). The funds for the purchase of the shares of Common Stock were obtained from working capital.

ITEM 4. PURPOSE OF THE TRANSACTION  
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Telecom will acquire the shares of Common Stock pursuant to the terms of the Purchase Agreement. Telecom has no present intention to engage or cause the Issuer to engage in any transactions or activities specified in paragraphs (a) through (j) of this Item 4. Telecom has acquired the Common Stock for general investment purposes. Telecom is not party to any agreements to acquire any additional Common Stock at this time. Notwithstanding the foregoing, Telecom retains the right to change their investment intent, to propose one or more possible transactions to the Issuer's Board of Directors, to acquire additional shares of Common Stock from time to time or to sell or otherwise dispose of all or part of the Common Stock beneficially owned by them in any manner permitted by law.

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CUSIP NO. 879274108 13D PAGE 4 OF 5 Pages  
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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER  
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(a) As of the date of this report, Telecom beneficially owns an aggregate of 6,000,000 shares, which represents 9.96% of the Issuer's Common Stock.

(b) As of the date of this report, Telecom has the sole power to vote or direct the voting of, or dispose or direct the disposition of 6,000,000 shares of the Issuer's Common Stock.

(c) Telecom has not effected any transactions other than those described herein in the class of securities described during the past 60 days.

(d) Not applicable.

(e) Telecom remains the beneficial owner of more than 5% of the class of securities described herein.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH  
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RESPECT TO SECURITIES OF THE ISSUER  
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Except as set forth in this statement, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among Telecom and the Issuer or between Telecom and any other person with respect to any of the shares of Common Stock held by Telecom.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS  
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| No.   | Description                                                                                               |
|-------|-----------------------------------------------------------------------------------------------------------|
| --    | -----                                                                                                     |
| 10.1* | Stock Purchase Agreement, dated July 22, 2004, by and between Deng Chi Yuan and Telecom Value Added, Inc. |

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\* Previously filed with the Securities and Exchange Commission as Exhibit 10.1 to the Issuer's Current Report on Form 8-K on July 26, 2004.

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CUSIP NO. 879274108 13D PAGE 5 OF 5 Pages  
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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 2, 2004

TELECOM VALUE ADDED, INC.

By: /s/ ZHIGUANG CAI

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Zhiguang Cai  
Director