

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

NEW YORK, NY

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES

MUMBAI, INDIA

**RECEIVED**

**JUL 01 2008**

**SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION**

June 30, 2008

**Via UPS**

Pamela A. Bonrud  
Executive Director  
South Dakota Public Utilities Commission  
Capitol Building, 1st Floor  
500 East Capitol Avenue  
Pierre, SD 57501-5070

Re: *Informational Filing* Regarding Transfers of Control Affecting Maskina  
Communications, Inc. f/k/a Transcom Communications, Inc.

Dear Ms. Bonrud:

Maskina Communications, Inc. f/k/a Transcom Communications, Inc. ("Maskina"),<sup>1</sup> by its counsel, hereby notifies the South Dakota Public Utilities Commission ("Commission") on a *nunc pro tunc* basis of the transfer of control of Maskina as a result of the acquisition of 100% of the issued and outstanding shares of capital stock of Maskina by Vyke Communications plc ("Vyke").

As described in more detail below, Maskina has undergone a series of transactions that resulted in Maskina's ownership changing from 100% ownership by Transcom Holdings, Inc. to Vyke AS f/k/a Maskina AS and, finally, to Vyke. In connection with these transactions, as noted above, Transcom Communications, Inc. changed its name to Maskina Communications, Inc. In an effort to ensure that the Commission has an accurate understanding of the current name and ownership structure of Maskina, Maskina is filing the instant notification letter.

<sup>1</sup> Maskina was formerly known as Transcom Communications, Inc. ("Transcom"). Transcom changed its name to Maskina on January 11, 2005 and notified its customers of the name change at that time. Because it is not clear that the Commission was properly notified of the name change, Maskina hereby clarifies that its name has been changed from Transcom to Maskina.

Maskina submits that the transactions described herein do not require prior Commission approval. The change in control transactions did not involve a transfer of operating authority, assets or customers, and therefore, has not affected the identity of the company authorized to provide telecommunications services in South Dakota. Maskina has continued to offer the same services at the same rates, terms and conditions. Accordingly, the transfer of control transactions have been transparent to Maskina's wholesale customers. Thus, Maskina is submitting this filing for the Commission's information only and to keep its records current.

**Maskina.** Maskina, a corporation incorporated under the laws of Texas on May 4, 1999, currently is located at 8445 Freeport Parkway, Suite 650, Irving, Texas 75063, (972) 607-4761. Although its principal services are international in nature, Maskina also offers interstate and intrastate long distance wholesale services. Maskina offers its wholesale services via a combination of a switch located in the State of Texas and transport obtained from other carriers. Currently, Maskina holds resold interexchange authorizations in 43 states. In South Dakota, Maskina is authorized to provide resold long distance services.<sup>2</sup> Maskina is also authorized by the Federal Communications Commission to provide domestic interstate and international telecommunications services.

**The Transactions.** The series of transactions affecting the ownership and control of Maskina are as follows:

On December 2, 2004, pursuant to an Amended and Restated Stock Purchase Agreement, Maskina AS acquired 100% of the stock of Transcom Communications, Inc. from Transcom Holdings, Inc.<sup>3</sup> On January 11, 2005, Transcom Communications, Inc. changed its name to Maskina Communications, Inc. On June 27, 2005, Tower plc, a widely-held public company, acquired a 100% direct ownership interest in Maskina AS pursuant to a reverse merger, and therefore a 100% indirect interest in Maskina. Because Maskina AS remained the parent company of Maskina, and no new person or entity acquired a controlling interest in Maskina, this transaction was pro forma in nature. On November 1, 2005, Maskina AS changed its name to Vyke AS.

On January 1, 2006, Maskina was the subject of another pro forma transfer of control transaction resulting from an internal corporate reorganization. Ownership and control of Maskina was transferred from Vyke AS to Vyke. On September 27, 2006, Tower plc changed its name to Vyke. Currently, then, Maskina is wholly owned by Vyke,

---

<sup>2</sup> See Docket No. TC03-046, April 6, 2003.

<sup>3</sup> Prior to December 2, 2004, Transcom Holdings, Inc. owned two subsidiaries, Transcom Communications, Inc. (now Maskina) and Transcom Enhanced Services. Transcom Enhanced Services was retained by Transcom Holdings, Inc. and continued to operate under the Transcom name. However, the two companies – Maskina f/k/a Transcom and Transcom Enhanced Services – had no affiliate with each other after December 2, 2004.

a publicly traded company incorporated in the United Kingdom. Vyke is located at 10 Dover Street, London, WTS 4LQ, United Kingdom. No single entity or individual owns more than a 10% interest in Vyke.

Maskina notes that the transactions described above did not involve the transfer of any operating authority, assets, or customers. Maskina has always been the entity holding the authorizations to provide telecommunications services. Although its ownership has changed, its operations and customers were not affected by the transactions. To date, Maskina's customers have been wholesale carrier customers only, not retail customers. Maskina has continued to offer to its wholesale customers the same services at the same rates, terms and conditions pursuant to existing authorizations, tariffs, contracts, and published rates and charges. Accordingly, the transactions were generally transparent to consumers and did not result in any discontinuance of service for any customer.

Maskina has continued to maintain the managerial, technical and financial qualifications necessary to provide quality telecommunications services to consumers in South Dakota, supported by the resources of Vyke. The Commission has previously reviewed and passed on Maskina's financial, managerial and technical qualifications to be an authorized telecommunications provider in South Dakota in connection with its certification docket noted above. A diagram showing the corporate structure of Maskina pre and post transactions is provided in **Exhibit A**.

**Public Interest Considerations.** The transactions affecting Maskina's ownership described above, resulting in Maskina becoming wholly owned by Vyke, have been in the public interest. As noted above, Maskina has continued to offer the same services to its wholesale customers pursuant to the same operating authority as at present in South Dakota. The transactions did not involve any change in the entity offering service to consumers, or the services, rates, terms and conditions of such service. Any future changes will be made in accordance with applicable Commission requirements. The transactions have been generally transparent to consumers in South Dakota and have not had any adverse impact on them.

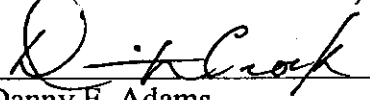
Ms. Bonrud  
June 30, 2008  
Page 4 of 5

KELLEY DRYE & WARREN LLP

As noted above, Maskina is submitting this notification for the Commission's information only and request that it be retained in the appropriate file. Should the Commission have any questions or believe that any further action is required, please contact Devin Crock at (202) 342-8640.

Respectfully submitted,

**Maskina Communications, Inc.**



Danny E. Adams

Devin L. Crock

Kelley Drye & Warren LLP

3050 K Street, NW, Suite 400

Washington, DC 20007

(202) 342-8640

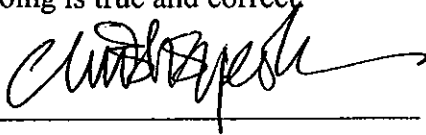
[dcrock@kelleydrye.com](mailto:dcrock@kelleydrye.com)

Its Counsel

**VERIFICATION**

I, Chris Yeoh, am President of Maskina Communications, Inc. f/k/a Transcom Communications, Inc. ("Maskina") and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to Maskina and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Subscribed and sworn to before me this 11<sup>th</sup> day of June 2008.

  
Notary Public

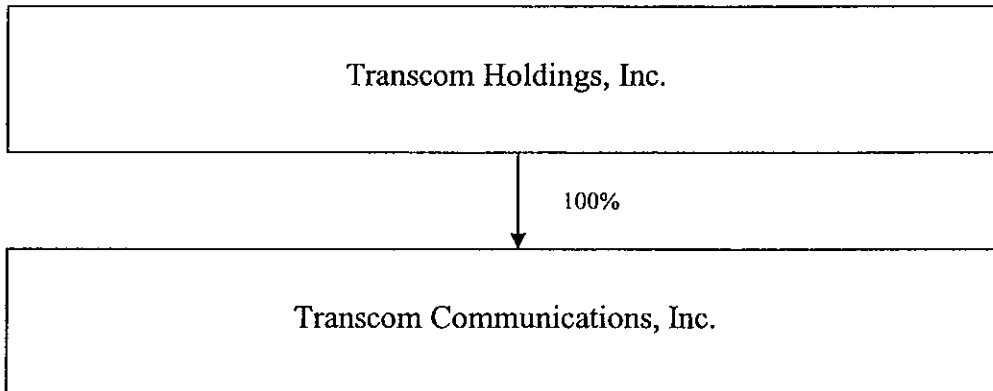


My Commission expires: 9/5/11

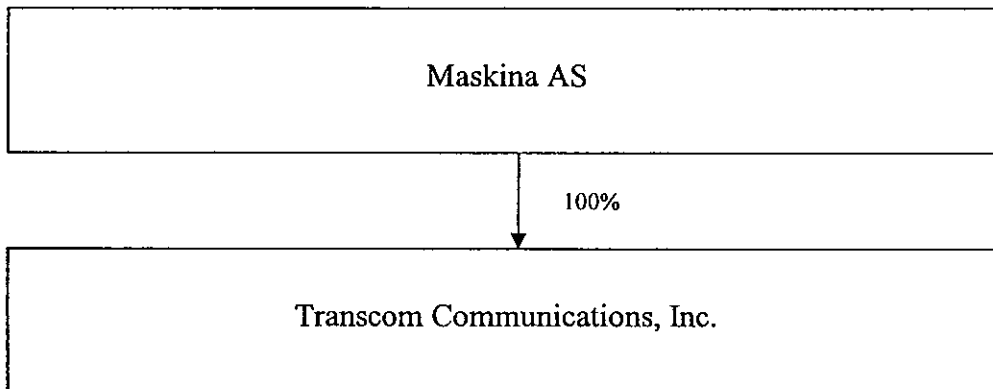
**EXHIBIT A**

# Prior Corporate Structure

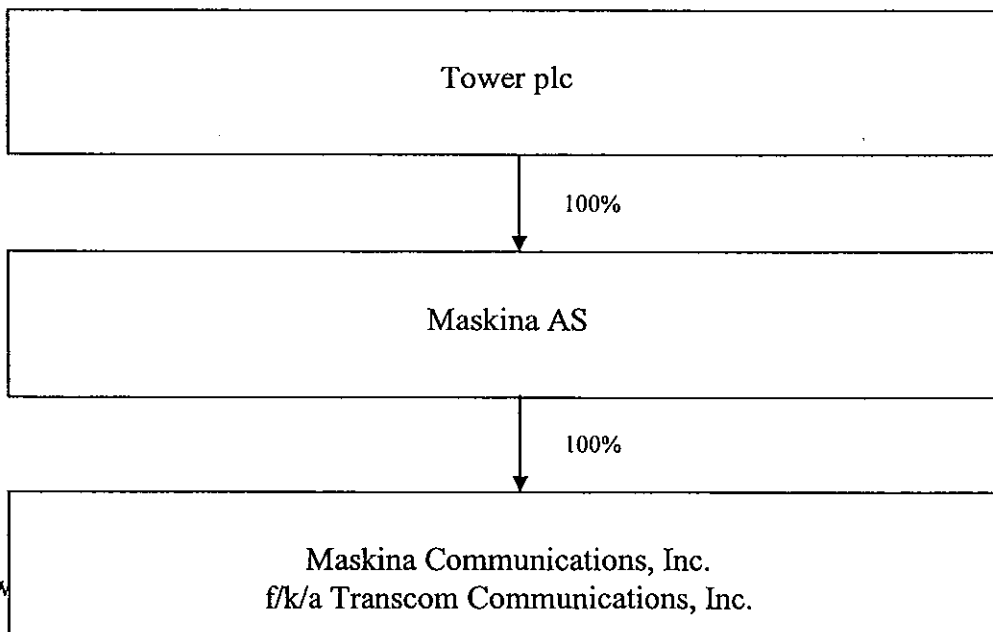
## Pre-December 2004



## As of December 2, 2004



## As of June 29, 2005



# Existing Corporate Structure

