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July 4, 2008

RECEIVED

JUL 07 2008

PUBLIC SERVICE  
COMMISSION

Ms. Stephanie Bell  
Office of the Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602

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

Dear Ms. Bell:

Maskina Communications, Inc. f/k/a Transcom Communications, Inc. (“Maskina” or the “Company”), by its counsel, hereby notifies the Kentucky Public Services Commission (“Commission”) on a *nunc pro tunc* basis of a corporate reorganization wherein Maskina became directly owned by Vyke Communications plc (“Vyke”), as a result of the acquisition of 100% of Maskina’s issued and outstanding shares of capital stock from Vyke AS f/k/a Maskina AS. Additionally, for background purposes, this notice sets out the evolution of Maskina’s ownership over a series of transactions.

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.<sup>1</sup> In an effort to ensure that the Commission has an accurate understanding of the current ownership structure of Maskina, the Company is filing this notification letter.

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, have not affected the identity of the company authorized to provide telecommunications services in Kentucky. Maskina has continued to offer the same services at the same rates, terms and conditions.

<sup>1</sup> The Company notified the Commission of its change in name on August 11, 2005. Through oversight, the Company’s tariff was not appropriately revised at that time. In a separate filing, delivered to the Commission on July 2, 2008, revised tariffs have been submitted bearing the Maskina name.

Accordingly, the transfer of control transactions have been transparent to Maskina's wholesale customers. Thus, Maskina is submitting this filing for information purposes only and to keep the Commission's 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, (telephone number: (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, including Kentucky. Maskina is also authorized by the Federal Communications Commission to provide domestic interstate and international telecommunications services.

**The Transactions.** For background purposes, this notice sets out the series of transactions affecting the ownership and control of Maskina culminating in the corporate reorganization referenced in the first paragraph.

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>2</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 Tower plc which on September 27, 2006, changed its name to Vyke. Currently, then, Maskina is wholly owned by Vyke, 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.

Throughout these changes, Maskina has continued to maintain the managerial, technical and financial qualifications necessary to provide quality telecommunications services to consumers in Kentucky, now supported by the considerable resources of

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<sup>2</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 affiliation with each other after December 2, 2004.

Vyke. A diagram showing the corporate structure of Maskina pre and post transactions is provided in **Exhibit A**.

The Company 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 have not been 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 have been generally transparent to consumers and have not resulted in any adverse effects or discontinuance of service for any customer.

The transactions affecting Maskina's ownership, described above, have been in the public interest. Maskina is a stronger more effective operating entity today as a result. At the same time, the transactions did not involve any change in the entity offering service to consumers, or the services, rates, terms and conditions of such service. In short, there have been no adverse effects for consumers in Kentucky arising from these transactions. Any future changes will be made in accordance with applicable Commission requirements. As noted earlier, Maskina is submitting this notification for the Commission's information only and requests that it be retained in the appropriate file.

**Conclusion.** Enclosed please find four (4) copies and a duplicate of this letter. Please date-stamp the duplicate upon receipt and return it in the pre-postaged envelope provided. Should the Commission have any questions with respect to the transactions described above or believe that any further action is required, please contact Winafred Brantl at (202) 342-8819 or [wbrantl@kelleydrye.com](mailto:wbrantl@kelleydrye.com).

Respectfully submitted,

**Maskina Communications, Inc.**



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Its Counsel

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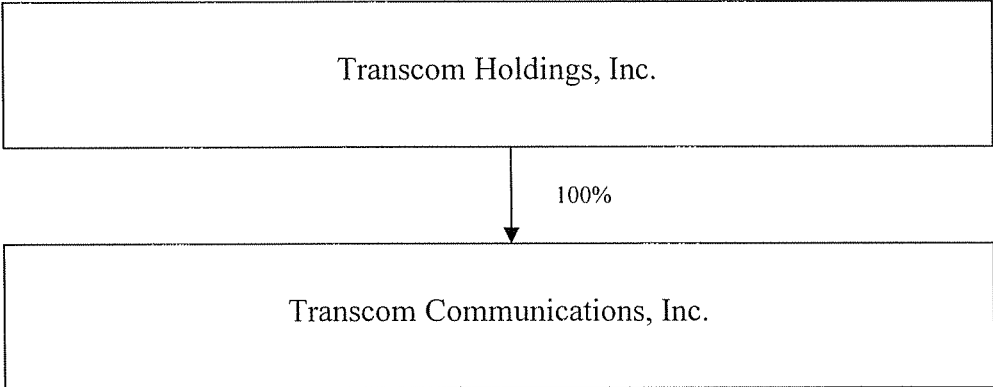
# **EXHIBIT A**

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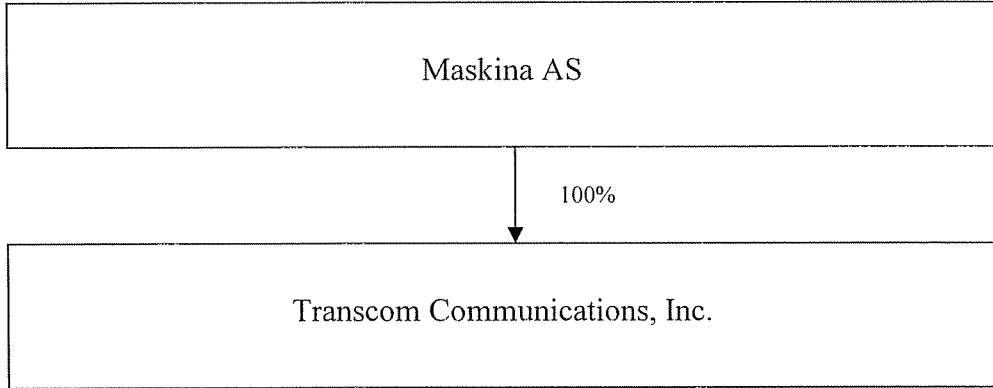
**CORPORATE STRUCTURE OF  
MASKINA COMMUNICATIONS, INC.  
PRE- AND POST-TRANSACTIONS**

# Prior Corporate Structures

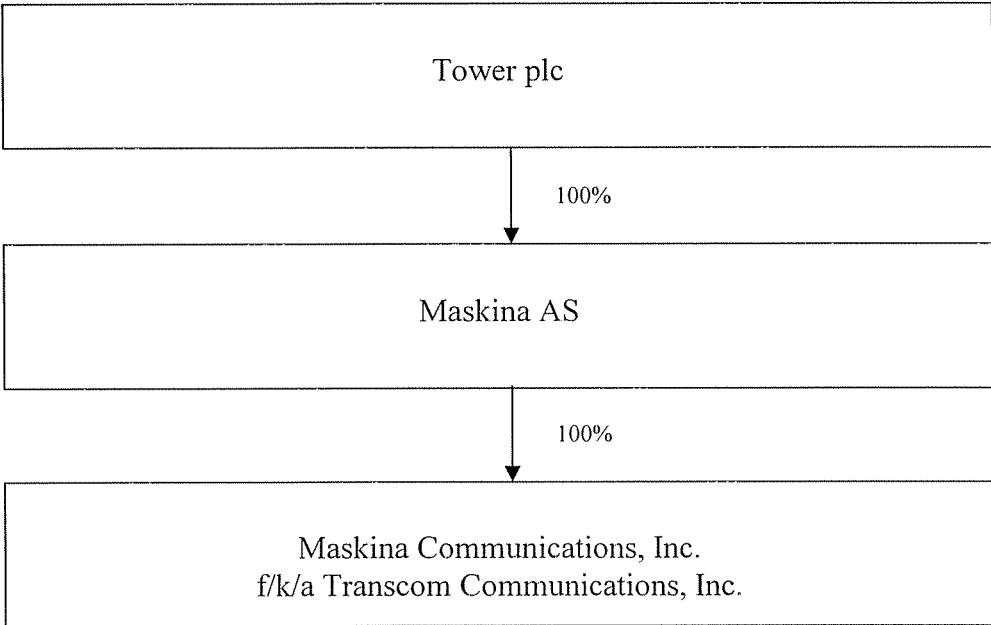
## Pre-December 2004



## As of December 2, 2004



## As of June 29, 2005



# Existing Corporate Structure

