

ITC-T/C-20050621-00232

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OCT 05 2005

**Policy Division
International Bureau**

September 26, 2005

BY HAND

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

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SEP 26 2005

Federal Communications Commission
Office of Secretary

Re: ITC-T/C-20050621-00232; Amendment to Application for
Consent to Transfer Control of Maskina Communications, Inc.

Dear Ms. Dortch:

On May 31, 2005, Maskina Communications, Inc. ("Maskina Communications") filed an Application for Consent to Transfer Control of Maskina Communications ("Application"). By letter dated September 16, 2005, Commission staff requested that Maskina Communications provide additional information regarding the Application. Maskina Communications hereby provides the requested information and requests leave to amend the Application accordingly.

The following are the responses of Maskina Communications to the individual questions raised by the Commission:

1. *What is the current legal name of the entity that holds the international section 214 authorization that is the subject of the transfer of control application (File No. ITC-214-20021031-00534)*

Response: The current legal name of the entity that holds the international section 214 authorization (File No. ITC-214-20021031-00534) is "Maskina Communications, Inc." Maskina Communications changed its name from Transcom Communications, Inc. effective January 11, 2005. On April 5, 2005, Transcom Communications, Inc. filed a notice with the FCC informing the Commission that it had adopted the name "Maskina Communications, Inc."

2. *What is the legal name of the individual(s)/entity(ies) that currently has/have legal and/or actual control of the section 214 holder?*

Response: Currently, and as of December 2, 2004, Maskina AS is the 100% direct owner of Maskina Communications and controls Maskina Communications.¹ Prior to December 2, 2004, Transcom Holdings, LLC was the 100% direct owner of Maskina Communications (then known as Transcom Communications, Inc.). Transcom Holdings, LLC is the proposed transferor for purposes of the instant transaction.

3. *What is the current legal name of the individual/entity that is the proposed transferee?*

Response: Maskina AS is the proposed transferee for purposes of the instant transaction.

4. *Provide the Section 63.18(h) information for any individual or entity that holds, directly or indirectly, ten percent or more of the equity or voting interests in the transferee to the extent the information is not already provided in the application. If the Section 63.18(h) information in the application is correct, state that there are no other individuals or entities that hold, directly or indirectly, ten percent or greater equity or voting interests in the transferee*

Response: Provided below is Section 63.18(h) information for individuals and entities that currently hold, directly or indirectly, ten percent or more of the equity or voting interests in the transferee as well as Section 63.18(h) information for individuals and entities that held, directly or indirectly, ten percent or more of the equity or voting interests in the transferee immediately following the December 2, 2004 transfer of control.

A. Current Ownership

The following entity currently holds a ten percent (10%) or greater direct ownership/voting interest in Maskina Communications:

<u>Name/Address</u>	<u>% of Interest</u>	<u>Place of Incorporation</u>	<u>Principal Business</u>
Maskina AS Arbins Gate 11 N-0253 Oslo, Norway	100%	Norway	Telecommunications

The following entity currently holds a ten percent (10%) or greater indirect ownership/voting interest in Maskina Communications through ownership of Maskina AS:

¹ Note that, on June 27, 2005, an entity by the name of Tower PLC acquired a 100% direct ownership interest in Maskina AS. Thus, Tower PLC currently holds a 100% indirect ownership interest in Maskina Communications. A notification of the transaction by which Tower PLC obtained Maskina AS is being filed separately with the Commission as a Notice of *Pro Forma* Transfer of Control and no request for Commission consent to the acquisition of an indirect interest in Maskina Communications by Tower PLC is made in the instant Application. Tower PLC's ownership interest is detailed in the instant for background purposes and in the interests of full disclosure.

<u>Name/Address</u>	<u>% of Interest</u>	<u>Place of Incorporation</u>	<u>Principal Business</u>
Tower PLC 79 Tonbridge Road Hildenborough, Kent TN11 9BH United Kingdom	100%	UK	Telecommunications

No single entity or individual owns more than a 10% interest in Tower PLC (a publicly traded company).² Note that Tower PLC obtained an indirect interest on June 27, 2005.

B. Ownership on December 2, 2004

On December 2, 2004, the following entity held a ten percent (10%) or greater direct ownership/voting interest in Maskina Communications:

<u>Name/Address</u>	<u>% of Interest</u>	<u>Place of Incorporation</u>	<u>Principal Business</u>
Maskina AS Arbins Gate 11 N-0253 Oslo, Norway	100%	Norway	Telecommunications

On December 2, 2004, the following individuals held a ten percent (10%) or greater indirect ownership/voting interest in Maskina Communications through ownership of Maskina AS:

<u>Name/Address</u>	<u>% of Interest</u>	<u>Citizenship/ Place of Incorporation</u>	<u>Principal Business</u>
Jan Christian Berger Lammersgate 52 3014 Drammen Norway	13.54%	Norway	Telecommunications

² Note that at the time of the pro forma transfer of control from Maskina AS to Tower PLC, 10.59% of the shares of Tower PLC were owned by Griffin Group PLC, a publicly traded UK financial services company with an address at Hilden Park House, 79 Tonbridge Road, Hildenborough, Kent, TN11 9BH. Griffin Group PLC has since divested itself of a sufficient interest in Tower PLC so as to fall below a 10% attributable indirect interest in Maskina Communications.

Kjetil Bohn Emanuels Vei 14 1366 Lysaker Norway	12.93%	Norway	Telecommunications
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Transcom Holdings, LLC 1925 West John Carpenter Freeway Suite 500 Irving, TX 75063	16.97%	U.S. (Texas)	Telecommunications
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No other entity or individual owned more than a 10% interest in Maskina AS.

5. *Describe in narrative form the means by which the proposed transfer of control will take place. Include in that description the date of the stock purchase agreement. Please also include a diagram illustrating the vertical ownership structure of the section 214 holder both pre – and post – transaction.*

Response: By Amended and Restated Stock Purchase Agreement dated November 2004, Maskina AS acquired 100% of the stock of Transcom Communications, Inc. from Transcom Holdings, LLC. The transaction closed on December 2, 2004. Thus, Transcom Communications, Inc. became a wholly owned subsidiary of Maskina AS on that date. The transaction brought new investment to Transcom Communications, Inc. through which the company will continue to provide service, providing increased competition and benefits to consumers. Post transaction, Transcom Communications, Inc. changed its name to “Maskina Communications, Inc.” Organizational charts illustrating the vertical ownership structure of Maskina Communications pre – transaction, post – transaction, and currently, are enclosed as Exhibit A.

6. *State whether the transfer of control that is the subject of the application has already been consummated and, if so, provide the date of consummation.*

Response: The transfer of control from Transcom Holdings, LLC to Maskina AS has been consummated. The date of consummation was December 2, 2004.

7. *If the transfer of control has already been consummated, provide the legal name of the direct and indirect controlling shareholder(s) of the section 214 holder prior to closing.*

Response: Prior to closing, the 100% direct owner of Transcom Communications, Inc. was Transcom Holdings, LLC.

8. *Note that the application, as filed, is signed by Mr. Jeff Becker as Vice President. Provide the name of the company for which Mr. Becker serves as Vice President and on whose behalf he signed the application as both transferor and transferee.*

Response: Jeff Becker is Vice President of Maskina Communications and signed the application on behalf of Maskina Communications.

9. Correct Item 1, as necessary, to state the name of the applicant and related information.

Response: The legal name of the applicant contained in Item No. 1 of the Application should be replaced with "Maskina Communications, Inc."

10. Correct Item 2 of the application to provide the name of the current contact representative and related information.

Response: The information contained in Item No. 2 of the Application should be replaced with the following information.

Regulatory Counsel
Thomas K. Crowe
Law Offices of Thomas K. Crowe, P.C.
1250 24th Street, N.W.
Suite 300
Washington, D.C. 20037
Phone: 202-263-3640
Fax: 202-263-3641
Email: firm@tkcrowe.com

11. Include a certification in the letter amendment, signed by a duly authorized officer of the transferor and a duly authorized officer of the transferee, certifying that each has reviewed the application, as amended by this amendment, and that all of the information in the application, as amended, is accurate and correct.

Response: Please see Exhibit B. Note that, as described in this Amendment, the transaction between Transcom Holdings, LLC and Maskina AS has been consummated. Thus, the parties to the application are unable to certify that "the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given" as stated in Question No. 22 of the Application. All other certifications are adopted as stated in the Application.

12. Withdraw the August 17, 2005, unsigned amendment to the application.

Response: Maskina Communications hereby withdraws the August 17, 2005 unsigned "Amendment to the Transfer of Control for the 214 Application filed by Transcom Communications, Inc." in its entirety.

In addition to the foregoing amendments, Maskina Communications wishes to amend the Application to include the following information pursuant to 47 C.F.R. § 63.18(c), (d):

Transferor
Transcom Holdings, LLC
Carolyn Malone
Executive Vice President of
Administration and Human Resources
1925 West John Carpenter Freeway
Suite 500
Irving, TX 75063
Phone: 972-792-3700

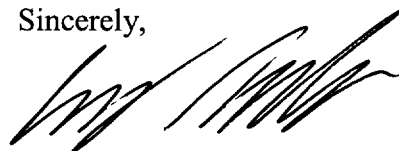
Transcom Holdings, LLC has not previous received Section 214 authority.

Transferee
Maskina AS
Kjetil Bohn
Chief Executive Officer
Arbins Gate 11
N-0253
Oslo, Norway
Phone: 47 23 08 66 66

Maskina AS has not previously received Section 214 authority.

An original and four (4) copies of this amendment are enclosed herewith. Please file stamp and return the extra copy of this filing in the self addressed, stamped envelope unclosed for this purpose. Questions regarding this filing should be directed to the undersigned.

Sincerely,



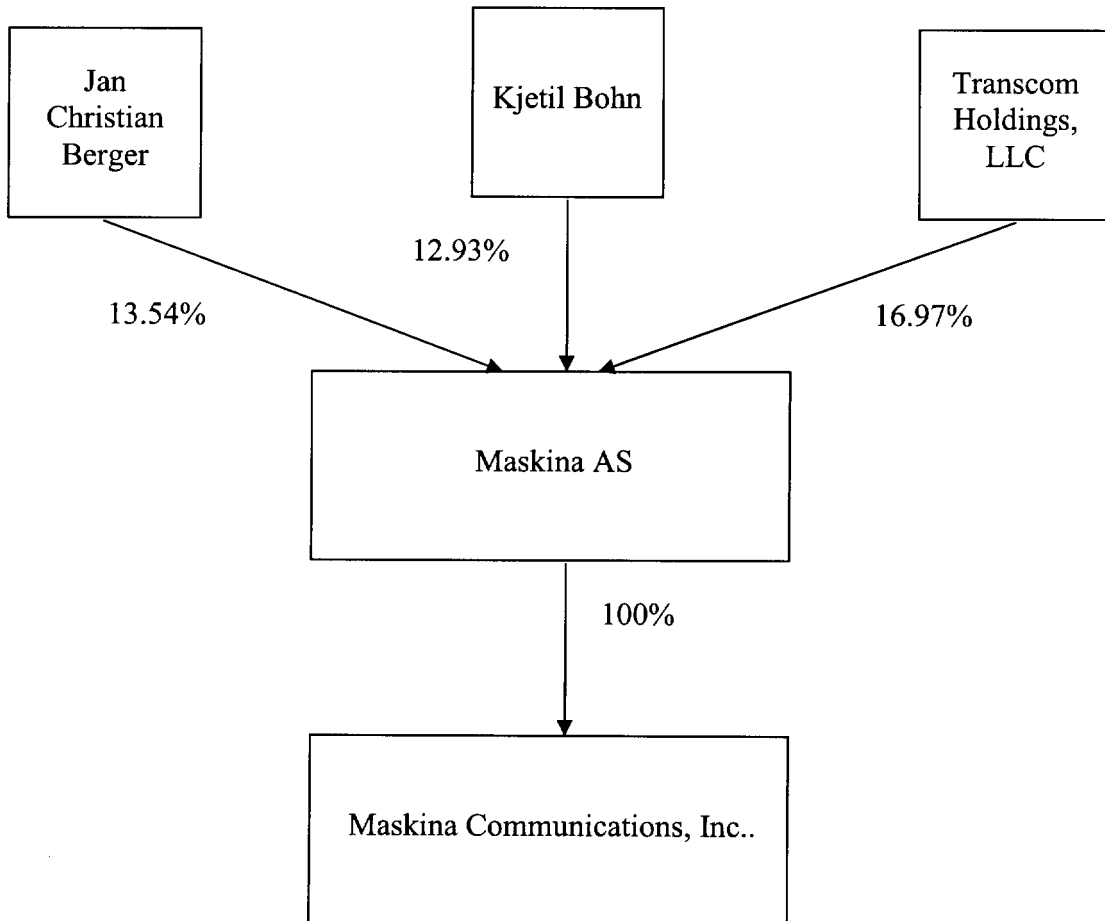
Thomas K. Crowe
Gregory E. Kunkle,
Counsel for Maskina
Communications, Inc.

Exhibits (A,B)

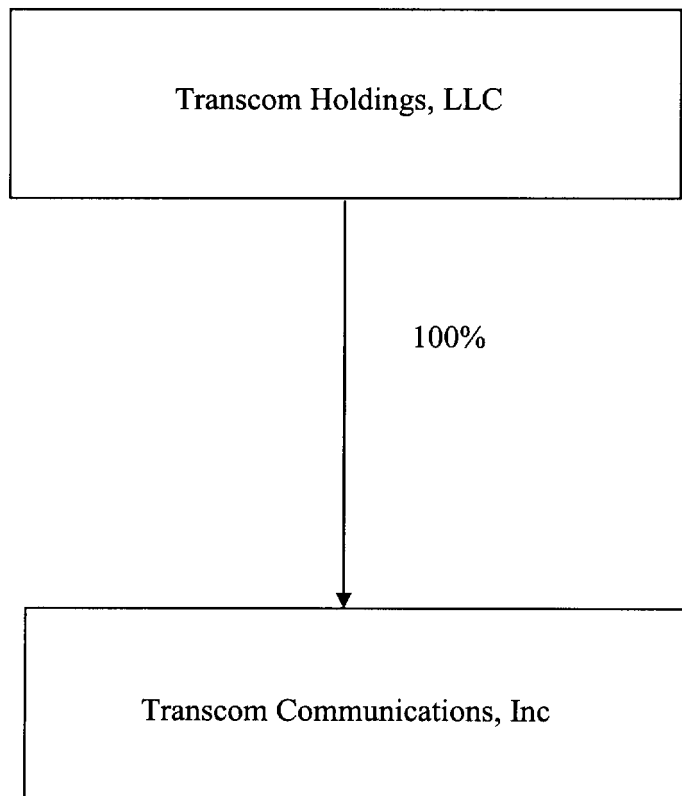
cc: George Li, FCC
Susan O'Connell, FCC
Jodi Cooper, FCC

EXHIBIT A

**OWNERSHIP STRUCTURE OF
MASKINA COMMUNICATIONS,
INC. (f/k/a TRANSCOM
COMMUNICATIONS, INC. AS
OF DECEMBER 2, 2005 (POST
TRANSFER)**



**OWNERSHIP STRUCTURE OF
MASKINA COMMUNICATIONS, INC.
(f/k/a TRANSCOM
COMMUNICATIONS, INC.) AS OF
DECEMBER 2, 2005 (POST
TRANSFER)**



**CURRENT OWNERSHIP STRUCTURE OF
MASKINA COMMUNICATIONS, INC. AS OF
SEPTEMBER 26, 2005**

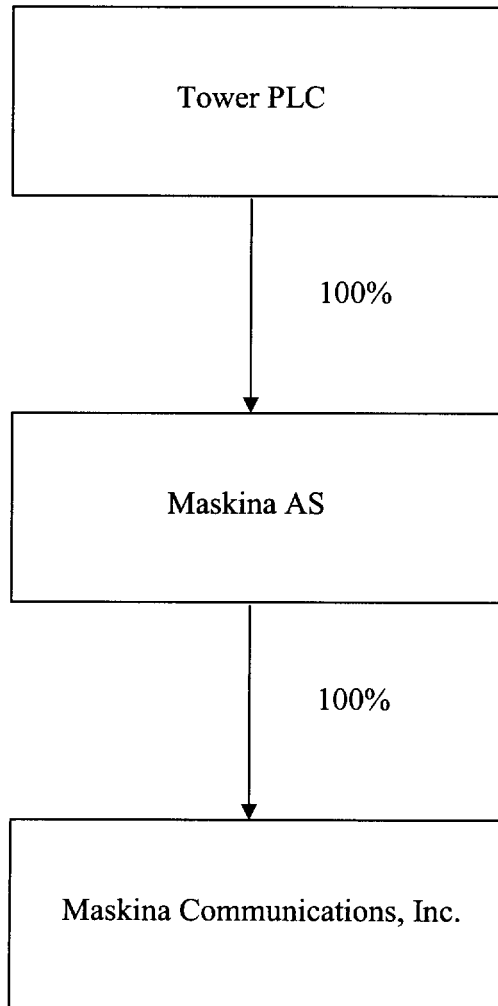


EXHIBIT B

CERTIFICATION

I, Carolyn Malone, certify that I am Executive Vice President of Administration and Human Resources of Transcom Holdings, LLC ("Transcom") and that I am authorized to make this certification for Transcom. I hereby certify under the laws of the United States of America that, under penalty of perjury, I have reviewed the Application for Consent to Transfer Control of Maskina Communications, Inc., as amended by the Amendment to Application for Consent to Transfer Control of Maskina Communications, Inc., and that, to the best of my knowledge and belief, all of the information contained in the Application, as amended, is accurate and correct. In addition, I adopt those certifications contained in the Application which are applicable to the transferor except to the extent they are qualified by the response to Item No. 11 in the Amendment. Executed on 9/23/05.


Carolyn Malone

CERTIFICATION

I, Kjetil L. Bohn, certify that I am Chief Executive Officer of Maskina AS and that I am authorized to make this certification for Maskina AS. I hereby certify under the laws of the United States of America that, under penalty of perjury, I have reviewed the Application for Consent to Transfer Control of Maskina Communications, Inc. ("Application"), as amended by the Amendment to Application for Consent to Transfer Control of Maskina Communications, Inc. ("Amendment"), and that, to the best of my knowledge and belief, all of the information contained in the Application, as amended, is accurate and correct. In addition, I adopt those certifications contained in the Application which are applicable to the transferee except to the extent they are qualified by the response to Item No. 11 in the Amendment. Executed on

23.09.05


Kjetil L. Bohn