

**Before the
Federal Communications Commission
Washington DC 20554**

In the Matter of)
)
TrustComm, Inc.) **File No.** _____
)
Application for)
Transfer of Control)

APPLICATION FOR TRANSFER OF CONTROL

On May 14, 2012, Global Secure Networks, Inc., a Delaware corporation ("GSN"), and TrustComm, Inc. ("TrustComm" or "the Licensee"), a Texas corporation, and Bankton Financial Corporation LLC ("Bankton"), a Texas limited liability company, and TII Holdings, Inc. ("TII" together with Bankton, the "TrustComm Stockholders"), a Delaware corporation, entered into a Stock Purchase Agreement (the "Agreement"). Pursuant to the Agreement, GSN will purchase from the TrustComm Stockholders all of TrustComm's remaining stock, resulting in TrustComm becoming a wholly owned subsidiary of GSN.

The TrustComm Stockholders ("Transferors") and GSN ("Transferee"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. §214 (the "Act"), and Section 63.24(e) of the Commission's Rules, 47 C.F.R. § 63.24(e), hereby seek authority to transfer control of TrustComm and its international facilities-based Section 214 authority, File No. ITC-214-19990211-00083.

TrustComm, headquartered and operating a "teleport" in Houston, Texas, is a satellite communications company, bandwidth reseller and services provider supplying broadband satellite communications to domestic and international users. Its services include, among other

things, provision of mission critical communications for first responders to weather-related and other public safety emergencies. Along with the above-referenced International 214 authorization, TrustComm also holds a VSAT earth station license (Call Sign E050044) and two fixed earth station licenses (Call Signs E010295, E000361).

GSN, the Transferee, is a Delaware corporation. It is owned by the Nox Trust, an irrevocable Delaware trust ("The Trust"). The grantor of the Nox Trust is Reiner Mario Lemme, a citizen of the Federal Republic of Germany, and the Trust has been created for the benefit of Mr. Lemme and his children and more remote descendants.

Mr. Lemme has substantial experience in the satellite industry. He has acted as a consultant to Lockheed Martin on their business activities in Russia, including the creation and management of the International Launch Services joint venture ("ILS") between Lockheed Martin and Khrunichev (an affiliate of the Russian Space Agency) in the mid 1990s. In 2006, he acquired a controlling interest in ILS and later sold the business in 2008, at which time it had successfully built a backlog of approximately \$2 billion USD of launch contracts. The 2006 acquisition of ILS was reviewed and approved by the Committee on Foreign Investment in the United States (CFIUS). Subsequently, Mr. Lemme has been involved in several successful business ventures.

The Commonwealth Trust Company, a corporation organized under the laws of Delaware and headquartered in Wilmington, Delaware is the corporate trustee of the Trust. As corporate trustee, the Commonwealth Trust Company is responsible for administrative matters such as corporate and tax filings. Peter J. Slater, a U.S. citizen who resides in Scarsdale, New York, is the non-corporate trustee of the Trust. Mr. Slater, in his capacity as the non-corporate trustee of

the Trust, has the authority to control investment and distribution decisions with respect to the Trust.

The non-corporate trustee can only be removed for cause, but only by the protector of the Trust. The protector, Ivan A. Sacks, who is, and, under the Trust, must be a U.S. citizen, acts as an irrevocable proxy for the beneficiaries of the Trust. As initial protector, Mr. Sacks was appointed by the grantor, however, the protector has the power to appoint his own successor.

Mr. Robert Roe, a U.S. citizen, serves as the President of GSN. Mr. Roe controls the day to day operations of GSN, including its investment decisions. GSN has a professional board of directors that oversees the management of GSN. TrustComm itself will also be similarly professionally managed. Neither the grantor nor any beneficiary of the trust will be a member of the board or of management of either GSN or TrustComm.

The proposed transaction will serve the public interest because the Trust will bring additional resources to the operation and management of TrustComm and to meeting the demands of TrustComm's customers for reliable, secure and technologically advanced communications services. As the FCC is aware, TrustComm, formerly known as Skyport Global Communications, Inc., had been involved in bankruptcy proceedings in United States Bankruptcy Court for the Southern District of Texas in 2008. See Case No. 08-36737 (USBC-SD-Texas) (Chapter 11) and FCC File Nos. SES-ASG-INTR2009-03916 and SES-ASG-INTR2009-03914.

The proposed transaction will be transparent and beneficial to TrustComm's customers. There will be no impact on day-to-day operations. Upon completion of the proposed transaction, all existing customer requirements, commitments and service obligations will continue to be met utilizing facilities, services and support. The parties to the application anticipate that the

proposed transaction will result in a company able to deliver more sophisticated solutions while maintaining high levels of service availability and reliability. The proposed transfer of control will thus serve the public interest.

We note that under the agreement creating the Trust, investments made by the Trust are undertaken at the sole direction of U.S. citizen individual trustees, and therefore the Trust's holding of such investments does not constitute foreign ownership or control of entities in the trust portfolio. Nevertheless, we acknowledge that under Section 310(b)(4) of the Communications Act, beneficial ownership is included for purposes of analyzing the 25 percent foreign ownership benchmark. Mr. Lemme, the grantor of the Trust, is a citizen of the Federal Republic of Germany, a WTO signatory and longtime U.S. ally. Moreover, he has a long history of business activities in the United States and abroad and extensive experience in the field of international communications.

This application seeks FCC consent to this transfer of control. In accordance with the specific provisions of Section 63.18 and Section 63.24(e) of the FCC's Rules, the parties respectfully submit the following information.

(a) **Name, Address and Telephone Number of Each Applicant**

Transferee

Global Secure Networks, Inc.
c/o 1940 Duke Street, 2nd Floor
Alexandria, VA 22314
Contact person: Robert Roe
Telephone: 1-281-272-7526
Fax: 1-281-999-4455

(b) **Jurisdiction**

Transferee is a Delaware corporation

(c) **Correspondence concerning this Application should be sent to**

Transferee

Robert Roe
Global Secure Networks, Inc.
c/o 1940 Duke Street, 2nd Floor
Alexandria, VA 22314
Fax: 1-281-272-7526

With a copy to

Peter M. Connolly
Holland & Knight LLP
2099 Pennsylvania Avenue, NW
Suite 100
Washington, DC 20006
202-862-5989

(d) **Statement of previously received Section 214 Authority**

Neither GSN nor any of its controlling parties now holds or has held International Section 214 authority.

(e) n/a

(f) n/a

(g) n/a

(h) **Name, Address, Citizenship Principal Business and Ownership Interests of Owners of Ten Percent or More of Each Applicant**

As discussed above, Global Secure Networks, Inc. ("GSN") is a Delaware corporation. It is owned by the Nox Trust, a Delaware trust (the "Nox Trust"), all of whose investment and management decisions must be made by U.S. citizen individual trustees. The grantor of the Nox Trust is Reiner Mario Lemme, a citizen of the Federal Republic of Germany, whose U.S. business address is 39 Old Ridgebury Road, Suite 29, Danbury, Connecticut 06810. The trust has been created for the benefit of Mr. Lemme and his children and his more remote descendants. The corporate trustee of the Nox Trust is the Commonwealth Trust Company, a

Delaware corporation having its registered office at 29 Bancroft Mills Road, Wilmington, DE 19806. The sole individual trustee is currently Peter J. Slater, a U.S. citizen whose business address is Withers Bergmann LLP, 430 Park Avenue, New York, New York 10022.

(i) Foreign Carrier Affiliation

Transferee certifies that it is not itself a foreign carrier and is not affiliated with a foreign carrier.

(j) Foreign Destination Certification

Transferee certifies that it does not seek to provide telecommunications services to any country in which it is either a foreign carrier, or controls 25% of a foreign carrier. Further, no foreign carrier owns more than 25% of the Transferee.

(k) n/a See Section (j) above

(l) n/a See Section (i) above

(m) n/a See Section (i) above

(n) Special Concessions Certification

Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier or administration with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route. Transferee further certifies it will not enter into such agreements in the future.

(o) Transferee certifies that neither Transferee nor any party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) Applicant requests streamlined processing

