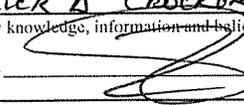


READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Covoda Communications, Inc.</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1005 West Indiantown Road</b>			
(5) STREET ADDRESS LINE NO. 2 <b>#201</b>			
(6) CITY <b>Jupiter</b>		(7) STATE <b>FL</b>	(8) ZIP CODE <b>33458</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>877-399-6345</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0022236681</b>		(12) FCC USE ONLY	
<b>IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME			
(14) STREET ADDRESS LINE NO. 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY		(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0005877386</b>		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,050.00</b>	(27A) TOTAL FEE <b>\$1,050.00</b>	FCC USE ONLY	
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1	(29B) FCC CODE 2		
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b>			
I, <u><b>PATRICK A. CHICKOR</b></u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE: <u></u>		DATE: <u><b>12-26-12</b></u>	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____			
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE (CONTINUATION SHEET)  
FORM 159-C

Page No 2 of 2

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT  
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME  
Covoda, LLC

(14) STREET ADDRESS LINE NO. 1  
36 Green Hill Lane

(15) STREET ADDRESS LINE NO. 2

(16) CITY: Cheshire (17) STATE: CT (18) ZIP CODE: 06410

(19) DAYTIME TELEPHONE NUMBER (include area code): 203-672-0255 (20) COUNTRY CODE (if not in U.S.A.):

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN): 0005877386 (22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID (24A) PAYMENT TYPE CODE (25A) QUANTITY

(26A) FEE DUE FOR (PTC) (27A) TOTAL FEE FCC USE ONLY

(28A) FCC CODE 1 (29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID (24B) PAYMENT TYPE CODE (25B) QUANTITY

(26B) FEE DUE FOR (PTC) (27B) TOTAL FEE FCC USE ONLY

(28B) FCC CODE 1 (29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID (24C) PAYMENT TYPE CODE (25C) QUANTITY

(26C) FEE DUE FOR (PTC) (27C) TOTAL FEE FCC USE ONLY

(28C) FCC CODE 1 (29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID (24D) PAYMENT TYPE CODE (25D) QUANTITY

(26D) FEE DUE FOR (PTC) (27D) TOTAL FEE FCC USE ONLY

(28D) FCC CODE 1 (29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID (24E) PAYMENT TYPE CODE (25E) QUANTITY

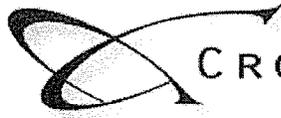
(26E) FEE DUE FOR (PTC) (27E) TOTAL FEE FCC USE ONLY

(28E) FCC CODE 1 (29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID (24F) PAYMENT TYPE CODE (25F) QUANTITY

(26F) FEE DUE FOR (PTC) (27F) TOTAL FEE FCC USE ONLY

(28F) FCC CODE 1 (29F) FCC CODE 2



CROCKER & CROCKER

ATTORNEYS AT LAW

**PATRICK D. CROCKER**  
[patrick@crockerlawfirm.com](mailto:patrick@crockerlawfirm.com)

December 26, 2012

Marlene Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls  
PO Box 979091  
St. Louis, MO 63197-9000

RE: Joint Application of Covoda Communications, Inc. and Covoda, LLC for  
Grant of Authority to Complete a Transaction to Transfer Assets from  
Covoda, LLC to Covoda Communications, Inc.

Dear Ms. Dortch:

On behalf of Covoda Communications, Inc. (“CCI”) and Covoda, LLC (“CLLC”) (collectively, the “Applicants”), enclosed please find an original and six (6) copies of the above-referenced Application. Pursuant to Rule 47 CFR § 63.04(b), Applicants submit this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application (“Combined Application”). Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

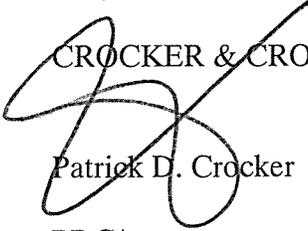
Also enclosed is a Fee Remittance Form 159 and a check in the amount of \$1050.00 made payable to the Federal Communications Commission to cover the requisite filing fee.

Please date stamp the extra copy and return same in the postage-paid envelope attached thereto.

If you have questions or concerns with respect to the Combined Application, please contact the undersigned.

Very truly yours,

CROCKER & CROCKER, P.C.

  
Patrick D. Crocker

PDC/pas

The Kalamazoo Building | 107 West Michigan Avenue, Fourth Floor | Kalamazoo, Michigan 49007

T 269.381.8893 | F 269.381.4855

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>COVODA COMMUNICATIONS, INC.</b>	)	
<b>Assignee,</b>	)	
	)	
	)	<b>WC Docket No. _____</b>
<b>COVODA, LLC</b>	)	
<b>Assignor,</b>	)	
	)	<b>IB File No. _____</b>
	)	
<b>Application for Consent to Assign Certain</b>	)	
<b>Assets of a Company Holding an</b>	)	
<b>International Authorization and a Blanket</b>	)	
<b>Domestic Authorization Pursuant to</b>	)	
<b>Section 214 of the Communications Act of</b>	)	
<b>1934, as Amended</b>	)	

**APPLICATION**

Covoda Communications, Inc. (“CCI”) and Covoda, LLC (“CLLC” and together with CCI, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214 (the “Act”), and Sections 63.04 and 63.24(e) of the Commission’s Rules, 47 CFR §§ 63.04, 63.24(e), hereby request authority to enable CCI to acquire the assets of CLLC (the “Business”).

Pursuant to the terms of an Asset Purchase Agreement (“Agreement”) executed on or about August 1, 2012, CCI will acquire all assets of CLLC relating to any type or kind that constitute the Business. Accordingly, the Applicants request that the Commission approve the transfer of these assets, including the telecommunications customer base of CLLC (“Customers”) and contractual and other rights with respect to customer accounts to CLLC. The assets being transferred do not include any Section 214 authorizations. The Applicants note that CLLC is applying for authority under Section 214 of the Act to provide domestic and international telecommunications services.

The proposed transaction is not expected to result in any loss or impairment of service to the Customers. Customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with Commission requirements. The only material change will be in the Customers' service provider. Notice of the change will be provided to Customers in accordance with Section 64.1120 of the Commission's Rules.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 CFR § 63.04(b), the Applicant's are filing a combined application for the proposed transfer of assets. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission's Rules 47 CFR § 63.24(e)(2). **Exhibit A** provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 CFR § 63.04(a)(6)-(12).

The Applicant's respectfully request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 CFR §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 CFR § 63.03(b)(2)(i), because (1) after the proposed transaction, CCI will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive services exclusively in areas served by a dominant local carrier not a party to the transaction; and (2) CCI and CLLC are not currently dominant with respect to any domestic service, and will not become dominant with respect to any domestic service after consummation of the proposed transaction. The Application also qualifies for streamlined treatment under Section 63.12 because (1) CCI is not affiliated with a dominant foreign carrier; (2) CCI will not become affiliated with any foreign carrier as a result of the proposed transaction; and (3) none of the other provisions contained in Section 63.12(c) of the Commission's Rules, 47 CFR § 63.12, apply.

The Applicants provide the following in support of this request:

**I. APPLICANTS**

A. Covoda Communications, Inc. (FRN: 0022236681)

CCI is a newly formed non-dominant carrier which will be providing international (as well as intrastate and interstate) local exchange and long distance services through its own facilities and the resale of purchased services from various facilities-based carriers. CCI is headquartered at:

1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Telephone: (877) 699-6345  
Fax: (203) 672-0254

CCI is a privately held corporation organized under the laws of the State of Florida. The following entities hold a 10 percent or greater equity interest in CCI. No other entity holds a 10 percent or greater equity interest in CCI under the Commission's attribution rules.

Aaron Suto  
1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Citizenship: U.S.  
Principal business: Telecommunications  
Percent equity: 51%

Nancy Suto  
1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Citizenship: U.S.  
Principal business: Telecommunications  
Percent equity: 24.5%

Mark E. Suto  
1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Citizenship: U.S.  
Principal business: Telecommunications  
Percent equity: 24.5%

Currently, CCI is not authorized in any jurisdiction, but is in the process of applying for facilities-based and resold local exchange and interexchange authority in the State of Connecticut.

B. Covoda, LLC (FRN: 0006773956)

CLLC, a privately-held limited liability company organized under the laws of the State of Connecticut and is headquartered at:

36 Green Hill Lane  
Cheshire, CT 06410  
Telephone: 203-672-6345

The following entity holds a 10 percent or greater beneficial ownership in CLLC. No other entity holds a 10 percent or greater equity interest in Marathon USA under the Commission's attribution rules.

Mark Thomas  
36 Green Hill Lane  
Cheshire, CT 06410  
Citizenship: U.S.  
% of Ownership: 100%  
Principal Business: Telecommunications

Currently CLLC has authority to provide intrastate, interexchange service and local exchange service in the State of Connecticut.

After the closing, CLLC will not retain its FCC 214 authorizations<sup>1</sup> or its state telecommunications authorizations.

## II. DESCRIPTION OF TRANSACTION

Pursuant to an Asset Purchase Agreement ("Agreement") executed on or about August 1, 2012, CLLC agrees to sell, convey, assign and transfer to the Buyer, and CCI agrees to purchase and accept from the Seller, the all the assets summarized as follows: (1) the customer base; (2) all customer deposits or prepayments; (3) all supporting documentation and customer

---

<sup>1</sup> CLLC received its international Section 214 authority in File Number ITC-214-2001121700643, granted January 11, 2002. CLLC holds blanket authority to provide domestic interstate service pursuant to Section 63.01 of the Commission's Rules.

account information and files; (4) all customer letters of authorization; (5) all Seller contact numbers as set forth in the Agreement; (6) all Post Start Date accounts receivable; and (7) all cash, including deposits and cash collateral, marketable securities and other cash equivalents relating to or arising out of the operation of the Business on or after the Start Date.

After the Closing, CCI will provide telecommunications services to the Customers pursuant to its own telecommunications authorizations. After consummation of the transactions, CLLC will surrender its authorization.

The proposed transfer of customers to CCI will have no adverse impact on the Customers. Customers will continue to receive their existing services at the same rates, terms, and conditions that they have prior to the transfer and any future changes in the rates, terms, and conditions of service will be made consistent with Commission regulations. To avoid Customer confusion and ensure a seamless transition, the Applicants will provide advance written notice to the affected Customers at least thirty (30) days prior to the transfer, explaining the change in service provider in accordance with applicable Commission and state regulations for changing a customer's presubscribed carrier. CCI will file the required notice with the Commission in CC Docket No. 00-257 pursuant to Section 64.1120 of the Commission's Rules, 47 C.F.R. § 64.1120, to comply with the Commission's slamming requirements.

### **III. PUBLIC INTEREST STATEMENT**

The transaction contemplated by the Agreement will serve the public interest. CCI will continue to provide high quality services to the Customers. The purchase of CLLC's assets will strengthen CCI, enable it to expand and better ensure that it remains a viable long-term competitor in the telecommunications market.

At the same time, the proposed transfer of assets does not present any anticompetitive issues. The Applicants emphasize that, following the transfer the Customers will continue to receive services from an experienced and qualified carrier, which services will be consistent with the quality of services currently provided by CLLC. CLLC provides a full range of local

exchange and interexchange services. The Applicants anticipate that Customers will experience a seamless transition of service provider. Further, these Customers will be sufficiently notified of the transaction and their rights. The contact for Customers and Commission inquiries will be:

Mark Thomas  
Covoda Communications, Inc.  
36 Green Hill Lane  
Cheshire, CT 06410  
(203) 672-0256

The proposed transfer does not present any competitive issues. The Applicants note that there are a number of other carriers operating in each market, including the incumbent carrier, which controls a substantial market share.

In sum, grant of the Application will serve the public interest by strengthening the competitive position of CCI without negatively impacting either the Customers or competition in the markets in which the Applicants operate.

#### **IV. INFORMATION REQUIRED BY § 63.24(e) OF THE COMMISSION'S RULES**

Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address, and telephone number of Applicants:

Covoda Communications, Inc. (Assignee)  
1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Telephone: (877) 699-6345

Covoda, LLC (Assignor)  
36 Green Hill Lane  
Cheshire, CT 06410  
Telephone: (203) 672-0256

(b) CCI is a privately-held corporation organized under the laws of Florida. CLLC is a privately-held limited liability company organized under the laws of Connecticut.

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

Patrick D. Crocker  
Crocker & Crocker  
107 W. Michigan Ave., 4<sup>th</sup> Floor  
Kalamazoo, MI 49007  
Telephone: (269) 381-8893  
Facsimile: (269) 381-4855  
Email: Patrick@crockerlawfirm.com

With copies to:

Mark E. Suto  
Vice President  
Covoda Communications, Inc.  
1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Telephone: (877) 699-6345  
Facsimile: (203) 672-0254  
Email: [mark.suto@tolydigital.com](mailto:mark.suto@tolydigital.com)

(d) CCI is filing for international Section 214 authority and will hold blanket authority to provide domestic interstate service pursuant to Section 63.01 of the Commission's Rules.

(h) As indicated in Section I.A. of the Application, CCI is a privately held corporation. The following entities hold a 10 percent or greater equity interest in CCI. No other entity holds a 10 percent or greater equity interest in CCI under the Commission's attribution rules.

Aaron Suto  
1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Citizenship: U.S.  
Principal business: telecommunications t  
Percent equity: 51%

Nancy Suto  
1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Citizenship: U.S.  
Principal business: telecommunications t  
Percent equity: 24.5%

Mark E. Suto  
1005 West Indiantown Road, #201  
Jupiter, FL 33458  
Citizenship: U.S.  
Principal business: telecommunications t  
Percent equity: 24.5%

CCI states that following the consummation of the transaction, no officer or director of CCI will also be an officer or director of any foreign carrier.

(i) As evidenced by the signatures to this Application, CCI certifies that (1) CCI is not a foreign carrier and is not affiliated with a foreign carrier, and (2) CCI will not become a foreign carrier or become affiliated with a foreign carrier post-close.

(j) As evidenced by the signatures to this Application, CCI certifies that, through its acquisition of the assets of CLLC, it does not seek to provide international telecommunications services to any destination country where (1) CCI is a foreign carrier; (2) CCI controls a foreign carrier; (3) any entity owns more than 25 percent of CCI, controls CCI, or controls a foreign carrier; and (4) two or more foreign carriers (or Applicants that control foreign carriers) own, in the aggregate, more than 25 percent of CCI and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable.

(l) Not applicable.

(m) Not applicable.

(n) As evidenced by the signatures to this Application, CCI certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that CCI will not enter into such agreements in the future.

(o) As evidenced by the signatures to this Application, CCI certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules, because (1) CCI is not affiliated with a dominant foreign carrier; (2) CCI will not become affiliated with any foreign carrier as a result of the proposed transaction; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules 47 C.F.R. § 63.12 apply.

**V. INFORMATION REQUIRED BY § 63.04(b) OF THE COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

**VI. CONCLUSION**

Based on the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

Covoda Communications, Inc.

By: \_\_\_\_\_

Patrick D. Crocker, Attorney

**VERIFICATION**

I, Mark E. Suto, am the Vice President of Covoda Communications, Inc., and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 7<sup>th</sup> day of December, 2012.

Covoda Communications, Inc.

  
\_\_\_\_\_  
Mark E. Suto, Vice President

Subscribed and sworn before me this 7 day of December, 2012

 Sharon Sonntag  
COMMISSION # EE 186053  
EXPIRES: APR. 03, 2016  
WWW.AARONNOTARY.com

\_\_\_\_\_  
Notary Public

**VERIFICATION**

I, Mark Thomas, am the Managing Member of Covoda, LLC, and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 7<sup>th</sup> day of December, 2012.

Covoda, LLC

Mark Thomas  
Mark Thomas, Managing Member

Subscribed and sworn before me this 7 day of December



Sharon Sonntag  
COMMISSION #EE186053  
EXPIRES: APR. 03, 2016  
WWW.AARONNOTARY.com

\_\_\_\_\_  
Notary Public

## EXHIBIT A

### **Domestic Section 214 Transfer of Control Information**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, regarding the information described in paragraphs (a)(6)-(a)(12) of Section 63.04, Applicants provide the following information in support of their request.

**63.04(a)(6): Description of the Transaction**

The proposed transaction is described in Section II of the Application.

**63.04(a)(7): Description of Geographic Service Area and Services in Each Area**

A description of the geographic service areas and services provided in each area is provided in Section I of the Application.

**63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining**

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). Following the consummation of the proposed transaction, CCI will have a market share in the interstate, interexchange market of substantially less than 10 percent, and will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not party to the transaction. Finally, neither CCI nor CLLC, nor any affiliate of either company, is dominant with respect to any service it provides.

**63.04(a)(9): Other Commission Applications Related to the Proposed Transaction**

None.

**63.04(a)(10): Special Considerations**

None.

**63.04(a)(11): Separately Filed Waiver Requests**

None.

**63.04(a)(12): Public Interest Statement**

The proposed transaction is in the public interest for the reasons detailed in Section III of the Application.