

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

In the Matter of)	
)	
Core180, Inc.)	
)	
<i>Assignor,</i>)	
and)	
)	
Core180, LLC)	File No. _____
)	
<i>Assignee.</i>)	
)	
Pro Forma Assignment and Transfer of Control)	
of International Authority Pursuant to Section)	
214 of the Communications Act of 1934, as)	
amended)	
)	

**NOTIFICATION OF PRO FORMA ASSIGNMENT AND TRANSFER OF
CONTROL OF INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Communications Act”), 47 U.S.C. § 214, and Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24, Core180, Inc. and Core180, LLC hereby notify the Commission of a *pro forma* assignment and transfer of control of the international Section 214 authorization previously held by Core180, Inc. to Core180, LLC.¹

This assignment and transfer of control took place in connection with the sale of a portion of the business of Core180, Inc. That transaction closed on March 9, 2011. The sale did not include Core180, Inc.’s international common carrier or certain government

¹ Core180, Inc. was granted authorization to provide international service pursuant to Section 214 under File No. ITC-214-20061129-00560, granted on December 29, 2006. *See* International Authorizations Granted, *Public Notice*, DA No. 07-9, Rep. No. TEL-01102 (rel. Jan. 4, 2007).

operations. Consequently, immediately prior to consummation of that sale, the following assignments and transfers occurred:

(1) Core180, Inc. assigned certain of its businesses to Core180, LLC, a wholly-owned subsidiary of Core180, Inc. and to Core180 Direct, LLC, a wholly-owned subsidiary of Core180, LLC. The Section 214 authorization lodged in Core180, LLC. As part of these transactions, Core180, Inc. assigned the Section 214 authorization to Core180, LLC.

(2) The ownership interests in Core180, LLC were distributed to the existing owners of Core180, Inc. as a spin-off from Core180, Inc. This transferred control of Core180, LLC from Core180, Inc. to the owners of Core180, Inc.

(3) Core180, LLC sold its ownership interest in Core180 Direct, LLC to Baule, LLC, in exchange for cash and the ownership interests in Core180, LLC held by David Baule and Richard Baule. Prior to this sale, Messrs. Baule collectively held approximately 33 percent of the equity in Core180, LLC; consequently, following the sale of Core180 Direct, approximately 67 percent of the ownership of Core180, LLC remained the same as it was prior to the assignment of the Section 214 authorization to Core180, LLC. This transaction did not result in a transfer of control of Core180, LLC, but is reported in the interest of completeness.

In compliance with Section 63.24(f), the following information is provided:

(1) Name, address and telephone number of each Applicant:

Assignor:

Core180, Inc.
2751 Prosperity Avenue
2nd Floor
Fairfax, VA 22031
(703) 673-2824

Assignee:

Core180, LLC
2751 Prosperity Avenue
2nd Floor
Fairfax, VA 22031
(703) 673-2824

(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized

Core180, Inc. is a Delaware corporation.

Core180, LLC is a Delaware limited liability company.

(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:

For the Assignor and the Assignee:

J.G. Harrington
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Suite 800
Washington, DC 20036
Tel. (202) 776-2818
Fax (202) 776-2222

(4) Statement as to whether the Applicants have previously received authority under Section 214 of the Act.

Core180, Inc. was granted international Section 214 authority under File No. ITC-214-20061129-00560 on December 29, 2006.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Richard Murphy 2751 Prosperity Avenue 2 nd Floor Fairfax, VA 22031	25.03%	US	Telecom

Scott Murphy 2751 Prosperity Avenue 2 nd Floor Fairfax, VA 22031	24.20%	US	Telecom
Mary Ann Elliott 2751 Prosperity Avenue 2 nd Floor Fairfax, VA 22031	13.28%	US	Telecom

Other than their interests in Core180, LLC, none of the individuals listed above holds an attributable interest in any entity that provides interstate telecommunications services.

(6) Certification as to nature of the transaction:

Core180, LLC certifies that the assignment and transfer of control described herein were *pro forma* and that, together with all previous *pro forma* transactions, do not result in a change in the actual controlling party.

(7) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

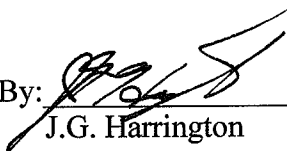
Core180, LLC hereby certifies, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this the *pro forma* assignment and transfer of control of the international Section 214 authorization now held by Core180, LLC by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

Core180, LLC

By:  _____

J.G. Harrington
Its Attorney
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Washington, DC 20036
(202) 776-2818
jharrington@dowlohn.com

Date: 5/17/11 _____

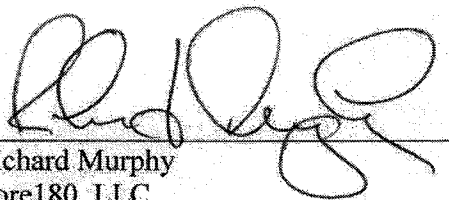
**NOTIFICATION OF PRO FORMA ASSIGNMENT OF INTERNATIONAL
SECTION 214 AUTHORIZATION**

CERTIFICATIONS

I, Richard Murphy, of Core180, LLC, hereby certify the following:

- The assignment and transfer of control of the international authorization held by Core180, Inc. to Core180, LLC were *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party; and
- No party to this application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Dated: April 28 2011



Richard Murphy
Core180, LLC
2751 Prosperity Avenue
2nd Floor
Fairfax, VA 22031