

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

In the Matter of)	
)	
Core180, LLC)	
)	
<i>Assignor,</i>)	
and)	
)	
DBR360, LLC)	File No. _____
)	
<i>Assignee</i>)	
)	
Joint Application for Consent to Assign)	
International Authority Pursuant to Section 214)	
of the Communications Act of 1934, as amended)	
)	
)	

**JOINT APPLICATION FOR CONSENT TO ASSIGN 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, LLC (“Core180”) and DBR360, LLC (“DBR360”, and together with Core180, the “Applicants”) hereby request consent to the assignment of the international Section 214 authorization held by Core180 to DBR360. Core180 is a non-dominant carrier authorized by the Commission to provide international telecommunications services. The Applicants seek streamlined processing of this Joint Application pursuant to Section 63.12 of the Commission’s Rules.

In support of this Joint Application, the Applicants respectfully submit the following information:

Background

Core180 is a privately-held company organized under the laws of the state of Delaware. As described below, Core180 was formed in connection with the sale of a portion of the business of its predecessor, Core180, Inc. That sale did not include Core180, Inc.'s international common carrier or certain government operations.¹ Consequently, immediately prior to consummation of that sale, the following assignments and transfers occurred:

(1) Core180, Inc. assigned certain of its businesses to Core180, which was a wholly-owned subsidiary of Core180, Inc. and to DBR360 (f/k/a Core180 Direct, LLC), a wholly-owned subsidiary of Core180. The Section 214 authorization lodged in Core180. As part of these transactions, Core180, Inc. assigned the Section 214 authorization to Core180.

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

The two transactions described above were reported to the Commission in a notification of a pro forma assignment and transfer of control of the Section 214 authorization previously held by Core180, Inc.²

Concurrently with the transactions described above, Core180 sold its ownership interest in DBR360, to Baule, LLC, in exchange for cash and the ownership interests in Core180 held by David Baule and John Baule. Prior to this sale, Messrs. Baule collectively held approximately 33 percent of the equity in Core180; consequently, following the sale of

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).

² *See* File No. ITC-ASG-20110517-00138. The Commission released a public notice acknowledging this assignment on June 2, 2011. *See International Authorizations Granted, Public Notice*, DA No. 11-985, Rep. No. TEL-01500 (rel. June 2, 2011).

DBR360, approximately 67 percent of the ownership of Core180 remained the same as it was prior to the assignment of the Section 214 authorization to Core180. This transaction did not result in a transfer of control of Core180. Subsequent to the sale of DBR360 to Baule, LLC, the legal name of DBR360 was changed from Core180 Direct, LLC to DBR360, LLC.

Description of the Transaction

This transaction contemplates the assignment of the Section 214 authorization now held by Core180 to DBR360. Following the transaction, DBR360 will provide all of the international telecommunications services now provided under the Section 214 authorization through Core180. Both companies will continue to operate following consummation of this transaction.

The transaction will not change the ownership of either Core180 or DBR360. DBR360 will remain under the control of Baule, LLC, and indirectly, David and John Baule. Additional information on Baule, LLC and the Baules is provided in the detailed responses below. As shown below, this transaction qualifies for streamlined processing under Section 63.12(a) of the Commission's Rules. This transaction will serve the public interest by permitting Core180 and DBR360 to focus their operations on areas where they each maintain specific expertise following the transactions described above.

Specific Showings Required by Section 63.24(e)

In accordance with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit the following information:

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

Assignor:

Core180, LLC
2751 Prosperity Avenue

2nd Floor
Fairfax, VA 22031
(201) 633-6168

Assignee

DBR360, LLC
2751 Prosperity Avenue, Suite 400
Fairfax, VA 22031
(855) 432-7360

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

Core180, LLC is a Delaware limited liability company.

DBR360, 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., the predecessor to Core180, was granted international Section 214 authority under File No. ITC-214-20061129-00560 on December 29, 2006. The Commission was notified of the pro forma transfer and control and assignment of that authorization to Core180 on May 17, 2011, and that notification has been assigned File No. ITC-ASG-20110517-00138.

DBR360, the assignee, does not hold any authority under Section 214.

(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 Assignee:

Baule, LLC, owns 100% of DBR360. The following is the required information for Baule, LLC:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Baule, LLC 2751 Prosperity Avenue, Suite 400 Fairfax, VA 22031	US (Virginia)	Investments

The following individuals own ten percent (10%) or more of the equity of Baule, LLC:

<u>Name and Address</u>	<u>Percentage Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
David Baule 2751 Prosperity Avenue, Suite 400 Fairfax, VA 22031	79.00%	US	Telecommunications
John Baule 2751 Prosperity Avenue, Suite 400 Fairfax, VA 22031	21.00%	US	Education

(6) Certification as to whether or not Assignee is, or is affiliated with, a foreign carrier:

DBR360 certifies that neither it nor any affiliate or successor is or will be a foreign carrier, and that neither it nor any affiliate or successor is or will be affiliated with any foreign carrier.

(7) Certification as to whether or not Assignee seeks to provide international telecommunications services to any country for which certain conditions are true:

DBR360 certifies that neither it nor any affiliate or successor will provide international telecommunications to any destination country for which DBR360 or an affiliate or successor (1) is a foreign carrier in that country; (2) controls a foreign carrier in that country; or (3) is owned more than 25% by or controlled by an entity that controls a foreign carrier in that country.

(8) Showing regarding provision of international telecommunications service to a country where the Assignee is a foreign carrier or is affiliated with a foreign carrier.

Not applicable.

(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

Not applicable.

(10) Certification that Assignee has not agreed to accept special concessions directly or indirectly from any foreign carrier.

DBR360 certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any US international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(11) Certification by Assignee 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

DBR360 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 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.

(12) Qualification for streamlined processing.

This Joint Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No Applicant is affiliated with any foreign carrier in any destination market. No Applicant has an affiliation with a dominant U.S. carrier. No Applicant seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought for the assignment of the authorization now held by Core180 to DBR360.

Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application by the Commission would serve the public interest, convenience and necessity.

Respectfully submitted,

Core180, LLC

By: 

J.G. Harrington
Its Counsel

Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, NW
Washington, DC 20036
(202) 776-2818
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DBR360, LLC

By: 

David Baule
Chief Executive Officer
DBR360, LLC

Date: 6-28-11

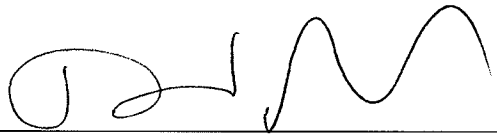
JOINT INTERNATIONAL SECTION 214 APPLICATION

CERTIFICATION OF DBR360, LLC

I, David Baule, Chief Executive Officer of DBR360, LLC, hereby certify the following:

- DBR360, LLC, is not a foreign carrier, nor is it affiliated with any foreign carrier, within the meaning of Sections 63.18(i) and 63.09(d) and (e) of the rules of the Federal Communications Commission. 47 C.F.R. §§ 63.18(i), 63.09(d), (e);
- DBR360, LLC, does not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the Commission's rules apply;
- DBR360, LLC, 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 will not enter into such agreements in the future; 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: June 28, 2011



David Baule
Chief Executive Officer
DBR360, LLC
2751 Prosperity Avenue, Suite 400
Fairfax, VA 22031