

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

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

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 authorizations¹ 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

¹ 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. (Transferee)
1005 West Indiantown Road, #201
Jupiter, FL 33458
Telephone: (877) 699-6345

Covoda, LLC (Transferor)
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., 4th 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

(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 7th day of December, 2012.

Covoda Communications, Inc.



Mark E. Suto, Vice President

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



Aaron 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 7th day of December, 2012.

Covoda, LLC



Mark Thomas, Managing Member

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



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.