

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

In the Matter of	)	File No.: EB-13-IH-0280
	)	
AccessLine Communications Corporation	)	Acct. No.: 201332080024
	)	
	)	FRN: 0016875742

**ORDER**

**Adopted: July 17, 2013**

**Released: July 18, 2013**

By the Acting Chief, Enforcement Bureau:

1. In this Order, we adopt a Consent Decree entered into between the Enforcement Bureau (Bureau) of the Federal Communications Commission and AccessLine Communications Corporation (AccessLine). The Consent Decree resolves and terminates an investigation by the Bureau into whether AccessLine and its parent company, Telanetix, Inc. (Telanetix), violated Section 214 of the Communications Act of 1934, as amended (Act)<sup>1</sup> and Sections 63.03, 63.04, 63.18, and 63.24 of the Commission's rules<sup>2</sup> in connection with the transfer of control of domestic and international Section 214 authorizations held by AccessLine.

2. A copy of the Consent Decree negotiated by the Bureau and AccessLine, which incorporates a two-year compliance plan requirement, is attached hereto and incorporated herein by reference.

3. After evaluating the facts before us and reviewing the terms of the Consent Decree, we find that the public interest would be served by adopting the Consent Decree and terminating the investigation.

4. In the absence of material new evidence relating to this matter, we conclude that our investigation raises no substantial or material questions of fact as to whether AccessLine possesses the basic qualifications, including those related to character, to hold or obtain any Commission license or authority.

5. Accordingly, **IT IS ORDERED** that, pursuant to Sections 4(i) of the Act<sup>3</sup> and Sections 0.111 and 0.311 of the Commission's rules,<sup>4</sup> the Consent Decree attached to this Order **IS ADOPTED**.

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.03, 63.04, 63.18, 63.24.

<sup>3</sup> 47 U.S.C. § 154(i).

<sup>4</sup> 47 C.F.R. §§ 0.111, 0.311.

6. **IT IS FURTHER ORDERED** that the above-captioned investigation **IS TERMINATED**.

7. **IT IS FURTHER ORDERED** that a copy of this Order and Consent Decree shall be sent by first class mail and certified mail, return receipt requested, to Mr. Glenn S. Richards, Attorney for AccessLine Communications Corporation and Telanetix, Inc., Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, NW, Washington, DC 20037-1122.

FEDERAL COMMUNICATIONS COMMISSION

Robert H. Ratcliffe  
Acting Chief  
Enforcement Bureau

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AccessLine Communications Corporation	)	Acct. No.: 201332080024
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**CONSENT DECREE**

1. The Enforcement Bureau of the Federal Communications Commission and AccessLine Communications Corporation, by their authorized representatives, hereby enter into this Consent Decree for the purpose of terminating the Enforcement Bureau's investigation into whether AccessLine Communications Corporation violated Section 214 of the Communications Act of 1934, as amended,<sup>1</sup> and Sections 63.03, 63.04, 63.18, and 63.24 of the Commission's rules<sup>2</sup> in connection with the transfer of control of domestic and international Section 214 authorizations held by AccessLine Communications Corporation.

**I. DEFINITIONS**

2. For the purposes of this Consent Decree, the following definitions shall apply:
- (a) "AccessLine" or the "Company" means AccessLine Communications Corporation and its predecessors-in-interest and successors-in-interest.
  - (b) "Act" means the Communications Act of 1934, as amended, 47 U.S.C. § 151 et seq.
  - (c) "Adopting Order" means an Order of the Bureau adopting the terms of this Consent Decree without change, addition, deletion, or modification.
  - (d) "Bureau" means the Enforcement Bureau of the Federal Communications Commission.
  - (e) "Commission" and "FCC" mean the Federal Communications Commission and all of its bureaus and offices.
  - (f) "Communications Laws" means collectively, the Act, the Rules, and the published and promulgated orders and decisions of the Commission to which AccessLine is subject by virtue of its business activities.
  - (g) "Compliance Plan" means the plan described in this Consent Decree at paragraph 13.

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.03, 63.04, 63.18, 63.24.

- (h) “Covered Employees” means all employees and agents of AccessLine who perform, or supervise, oversee, or manage the performance of duties that relate to AccessLine’s responsibilities under the Section 214 Rules.
- (i) “Effective Date” means the date on which the Commission releases the Adopting Order.
- (j) “Investigation” means the investigation commenced by the Bureau in File No. EB-13-IH-0280 regarding AccessLine’s compliance with the Section 214 Rules.
- (k) “Operating Procedures” means the standard, internal operating procedures and compliance policies established by AccessLine to implement the Compliance Plan.
- (l) “Parties” means AccessLine and the Bureau, each of which is a “Party.”
- (m) “Rules” means the Commission’s regulations found in Title 47 of the Code of Federal Regulations.
- (n) “Section 214 Rules” means Section 214 of the Act and other Communications Laws governing the construction, acquisition, or operation of lines of communication, including any Rules implementing Section 214 and any related Commission orders.

## II. BACKGROUND

3. Section 214 of the Act requires telecommunications carriers to obtain a certificate of public convenience and necessity from the Commission before constructing, acquiring, operating, or engaging in transmission over lines of communications, and before discontinuing, reducing, or impairing service to a community.<sup>3</sup> In accordance with Sections 63.03 and 63.24 of the Rules, any “substantial” transfer of control of a carrier’s lines or of Section 214 authority requires application to and prior approval from the Commission.<sup>4</sup> Sections 63.04 and 63.18 of the Rules set forth the information that must be included in the domestic and international transfer of control applications.<sup>5</sup>

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<sup>3</sup> See 47 U.S.C. § 214(a). The Commission granted all carriers blanket authority under Section 214 to provide domestic interstate services and to construct or operate any domestic transmission line. *Implementation of Section 402(b)(2)(A) of the Telecomm. Act of 1996*, Report and Order in CC Docket No. 97-11, Second Memorandum Opinion and Order in AAD File No. 98-43, 14 FCC Rcd 11364, 11365–66, para. 2 (1999) (*Section 402 Implementation Order*); 47 C.F.R. § 63.01. This authority does not extend to the provision of international services. See *1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, 4912-13, para. 9 (1999).

<sup>4</sup> 47 C.F.R. §§ 63.03; 63.24. A transfer of control of domestic lines or of a domestic Section 214 authority is considered “substantial” if it results in a change in ultimate ownership or control of those lines or that authority. See 47 C.F.R. § 63.03(d). A transfer of control of international lines or of an international Section 214 authority is considered “substantial” if it results in a change in the actual controlling party of those lines or that authority. 47 C.F.R. § 63.24(a).

<sup>5</sup> See 47 C.F.R. §§ 63.04, 63.18.

4. AccessLine holds blanket domestic Section 214 authority and was granted international Section 214 authority on December 9, 1998.<sup>6</sup> The Company provides facilities-based and resold long distance services throughout the United States.<sup>7</sup> AccessLine is directly controlled by AccessLine Holdings, Inc. (AccessLine Holdings) and indirectly controlled by Telanetix, Inc. (Telanetix).<sup>8</sup> Telanetix is publicly traded on the OTC Bulletin Board.<sup>9</sup>

5. On June 30, 2010, Telanetix and HCP-TELA, LLC (HCPT) entered into a security purchase agreement by which Telanetix agreed to issue secured notes and common stock sufficient to give HCPT a 55 percent ownership interest in Telanetix.<sup>10</sup> On July 2, 2010, Telanetix issued the notes to HCPT; on that date and on September 2, 2010, Telanetix issued the common stock to HCPT.<sup>11</sup> As a result of these transactions, HCPT acquired direct control of Telanetix and indirect control over AccessLine Holdings and AccessLine.<sup>12</sup> Consequently, there was a substantial transfer of control of the domestic and international Section 214 authority held by AccessLine from Telanetix to HCPT.

6. Beginning in January 2013, AccessLine and Telanetix filed a series of applications to rectify its prior failure to obtain Commission consent to the substantial transfers of control described above.

- On January 28, 2013, AccessLine and Telanetix filed a request for Special Temporary Authority (STA) with the Commission's International Bureau (IB) to continue international telecommunications service pending IB action on an application for the transfer of control of its international Section 214 authority to HCPT, which was also filed on January 28, 2013.<sup>13</sup> On

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<sup>6</sup> See *Overseas Common Carrier Section 214 Applications and Section 310(b)(4) Actions Taken*, Public Notice, 14 FCC Rcd 1888, 1889 (Int'l Bur. 1998) (granting AccessLine Section 214 authority for international facilities-based and resale services).

<sup>7</sup> See Telanetix, Inc., Transferor, AccessLine Communications Corporation, Licensee, and HCP-TELA, LLC, Transferee, Joint Applications for the Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended and Sections 63.04 and 63.24 of the Commission's Rules to Complete the Indirect Transfer of Control of AccessLine Communications Corporation, An Authorized Domestic and International Section 214 Carrier, to HCP-TELA, LLC, WC Docket No. 13-41, Application, IBFS File No. ITC-T/C-20130128-0032, at 3 (filed Jan. 28, 2013) (on file in EB-13-IH-0280) (*AccessLine Joint Domestic and Int'l Sec. 214 Application*).

<sup>8</sup> See *id.* at 3.

<sup>9</sup> See *id.*

<sup>10</sup> See *id.* at 4.

<sup>11</sup> See *id.*

<sup>12</sup> See *id.*

<sup>13</sup> See IBFS File No. ITC-STA-20130128-0019 (on file in EB-13-IH-0280); IBFS File No. ITC-T/C-20130128-0032 (on file in EB-13-IH-0280); Letter from Glenn S. Richards, Pillsbury Winthrop Shaw Pittman LLP, Attorney for AccessLine, to Marlene H. Dortch, Secretary, FCC (filed Jan. 28, 2013) (on file in EB-13-IH-0280).

February 11, 2013, IB granted the STA.<sup>14</sup> On March 15, 2013, IB granted the application “without prejudice to the Commission’s action in any other related pending process.”<sup>15</sup>

- On February 11, 2013, AccessLine and Telanetix filed with the Commission’s Wireline Competition Bureau (WCB) an application for an STA to continue providing domestic Section 214 telecommunications service pending action by WCB on an application to transfer control of AccessLine’s domestic Section 214 authority from Telanetix to HCPT, which was also filed on February 11, 2013.<sup>16</sup> WCB granted the STA on the same date.<sup>17</sup> On March 29, 2013, WCB granted the domestic Section 214 transfer of control application.<sup>18</sup>

7. On April 8, 2013, the Bureau sent a Letter of Inquiry (LOI) to AccessLine regarding its transfer of control transaction with HCPT.<sup>19</sup> On April 29, 2013, AccessLine filed its response.<sup>20</sup>

### III. TERMS OF AGREEMENT

8. **Adopting Order.** The Parties agree that the provisions of this Consent Decree shall be subject to final approval by the Bureau by incorporation of such provisions by reference in the Adopting Order.

9. **Jurisdiction.** AccessLine agrees that the Bureau has jurisdiction over it and the matters contained in this Consent Decree and that the Bureau has the authority to enter into and adopt this Consent Decree.

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<sup>14</sup> See IBFS File No. ITC-STA-20130128-0019 (on file in EB-13-IH-0280; *Streamlined International Applications Accepted for Filing - Section 214 Applications (47 C.F.R. § 63.18); Section 310(B)(4) Requests*, Public Notice, Report No. TEL-01605S, 2013 WL 772805 (Int’l Bur. Mar. 1, 2013) (announcing pending application for approval of international Section 214 transfer of control of AccessLine from Telanetix to HCP and stating that AccessLine had filed an STA request that the IB granted on Feb. 11, 2013).

<sup>15</sup> See *International Authorizations Granted - Section 214 Applications (47 C.F.R. § 63.18); Section 310(B)(4) Requests*, Public Notice, 28 FCC Rcd 3069, 3071 (Int’l Bur. 2013).

<sup>16</sup> See *Domestic Section 214 Application Filed for the transfer of Control of Telanetix, Inc. and AccessLine Communications Corporation to HCP-TELA, LLC, Streamlined Pleading Cycle Established*, WC Docket No. 13-41, Public Notice, 28 FCC Rcd 1551 (Wireline Comp. Bur. 2013) (stating that on February 11, 2013, AccessLine, Telanetix, and HCPT submitted an STA request that was granted the same day and an application for the transfer of control of domestic Section 214 authority, which was pending as of the date of the Public Notice on February 26, 2013).

<sup>17</sup> See *id.*

<sup>18</sup> See *Notice of Domestic Section 214 Authorization Granted, WC Docket No. 13-41*, Public Notice, 28 FCC Rcd 3405 (Wireline Comp. Bur. 2013).

<sup>19</sup> See Letter from Pamela S. Kane, Deputy Div. Chief, Investigations and Hearings Division, FCC Enforcement Bureau, to Mr. Glenn S. Richards, Pillsbury Winthrop Shaw Pittman LLP, Attorney for AccessLine (filed Apr. 8, 2013) (on file in EB-13-IH-0280).

<sup>20</sup> See Letter from Tony Lin and Glenn S. Richards, Pillsbury Winthrop Shaw Pittman LLP, Attorneys for AccessLine, to Robert B. Krinsky, Attorney Advisor, Investigations and Hearings Division, FCC Enforcement Bureau (filed Apr. 29, 2013) (on file in EB-13-IH-0280).

10. **Effective Date; Violations.** The Parties agree that this Consent Decree shall become effective on the Effective Date as defined herein. As of the Effective Date, the Adopting Order and this Consent Decree shall have the same force and effect as any other Order of the Commission. Any violation of the Adopting Order or of the terms of this Consent Decree shall constitute a separate violation of a Commission Order, entitling the Bureau to exercise any rights and remedies attendant to the enforcement of a Commission Order.

11. **Termination of Investigation.** In express reliance on the covenants and representations in this Consent Decree and to avoid further expenditure of public resources, the Bureau agrees to terminate the Investigation. In consideration for the termination of said Investigation, AccessLine agrees to the terms, conditions, and procedures contained herein. The Bureau further agrees that in the absence of new material evidence, the Bureau will not use the facts developed in this Investigation through the Effective Date, or the existence of this Consent Decree, to institute, on its own motion, any new proceeding, formal or informal, or take any action on its own motion against AccessLine concerning the matter that was the subject of the Investigation. The Bureau also agrees that in the absence of new material evidence it will not use the facts developed in this Investigation through the Effective Date, or the existence of this Consent Decree, to institute on its own motion any proceeding, formal or informal, or take any action on its own motion against AccessLine with respect to AccessLine's basic qualifications, including its character qualifications, to be a Commission licensee or hold Commission authorizations.

12. **Compliance Officer.** Within thirty (30) calendar days after the Effective Date, AccessLine shall designate a senior corporate manager with the requisite corporate and organizational authority to serve as a Compliance Officer and to discharge the duties set forth below. The person designated as the Compliance Officer shall be responsible for developing, implementing, and administering the Compliance Plan and ensuring that AccessLine complies with the terms and conditions of the Compliance Plan and this Consent Decree. In addition to the general knowledge of the Communications Laws necessary to discharge his/her duties under this Consent Decree, the Compliance Officer shall have specific knowledge of the Section 214 Rules prior to assuming his/her duties.

13. **Compliance Plan.** For purposes of settling the matters set forth herein, AccessLine agrees that it shall within sixty (60) calendar days after the Effective Date, develop and implement a Compliance Plan designed to ensure future compliance with the Communications Laws, including the Section 214 Rules, and with the terms and conditions of this Consent Decree. With respect to the Section 214 Rules, the Compliance Plan shall implement the following procedures:

- (a) **Operating Procedures.** Within sixty (60) calendar days after the Effective Date, AccessLine shall establish Operating Procedures that all Covered Employees shall follow to help ensure AccessLine's compliance with the Section 214 Rules. AccessLine's Operating Procedures shall include internal procedures and policies specifically designed to ensure that AccessLine complies with the Section 214 Rules. AccessLine shall also develop a Compliance Checklist that describes the steps that a Covered Employee must follow to ensure compliance with the Section 214 Rules.
- (b) **Compliance Manual.** Within sixty (60) calendar days after the Effective Date, the Compliance Officer shall develop and distribute a Compliance Manual to all Covered Employees. The Compliance Manual shall explain the Section 214 Rules and set forth the Operating Procedures that Covered Employees shall follow to help ensure AccessLine's compliance with the Section 214 Rules. AccessLine shall periodically review and revise the Compliance Manual as necessary to ensure that the information set forth therein

remains current and accurate. AccessLine shall distribute any revisions to the Compliance Manual promptly to Covered Employees.

- (c) **Compliance Training Program.** AccessLine shall establish and implement a Compliance Training Program on compliance with the Section 214 Rules and the Operating Procedures. As part of the Compliance Training Program, Covered Employees shall be advised of AccessLine's obligation to report any noncompliance with the Section 214 Rules under paragraph 14 of this Consent Decree and shall be instructed on how to disclose noncompliance to the Compliance Officer. All Covered Employees shall be trained pursuant to the Compliance Training Program within sixty (60) calendar days after the Effective Date. Any person who becomes a Covered Employee at any time after the Initial Training Program shall be trained within thirty (30) calendar days after the date such person becomes a Covered Employee. AccessLine shall repeat the compliance training on an annual basis, and shall periodically review and revise the Compliance Training Program as necessary to ensure that it remains current and complete and to enhance its effectiveness.

14. **Reporting Noncompliance.** AccessLine shall report any noncompliance with the Section 214 Rules and the terms and conditions of this Consent Decree within fifteen (15) calendar days after discovery of such noncompliance. Such reports shall include a detailed explanation of (i) each instance of noncompliance; (ii) the steps that AccessLine has taken or will take to remedy such noncompliance; (iii) the schedule on which such remedial actions will be taken; and (iv) the steps that AccessLine has taken or will take to prevent the recurrence of any such noncompliance. All reports of noncompliance shall be submitted to the Chief, Investigations and Hearings Division, Enforcement Bureau, Federal Communications Commission, Room 4-C330, 445 12th Street, SW, Washington, DC 20554, with a copy submitted electronically to Theresa Z. Cavanaugh at Terry.Cavanaugh@fcc.gov, William A. Kehoe at William.Kehoe@fcc.gov, and Robert B. Krinsky at Robert.Krinsky@fcc.gov. The reporting obligations set forth in this paragraph shall expire twenty-four (24) months after the Effective Date.

15. **Compliance Reports.** AccessLine shall file Compliance Reports with the Commission ninety (90) calendar days after the Effective Date, twelve (12) months after the Effective Date, and twenty-four (24) months after the Effective Date.

- (a) Each Compliance Report shall include a detailed description of AccessLine's efforts during the relevant period to comply with the terms and conditions of this Consent Decree and the Section 214 Rules. In addition, each Compliance Report shall include a certification by the Compliance Officer, as an agent of and on behalf of AccessLine, stating that the Compliance Officer has personal knowledge that AccessLine (i) has established and implemented the Compliance Plan; (ii) has utilized the Operating Procedures since the implementation of the Compliance Plan; and (iii) is not aware of any instances of noncompliance with the terms and conditions of this Consent Decree, including the reporting obligations set forth in paragraph 14 of this Consent Decree.
- (b) The Compliance Officer's certification shall be accompanied by a statement explaining the basis for such certification and shall comply with Section 1.16 of the Rules<sup>21</sup> and be subscribed to as true under penalty of perjury in substantially the form set forth in Section 1.16.

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<sup>21</sup> 47 C.F.R. § 1.16.

- (c) If the Compliance Officer cannot provide the requisite certification, the Compliance Officer, as an agent of and on behalf of AccessLine, shall provide the Commission with a detailed explanation of the reason(s) why and describe fully (i) each instance of noncompliance; (ii) the steps that AccessLine has taken or will take to remedy such noncompliance, including the schedule on which proposed remedial actions will be taken; and (iii) the steps that AccessLine has taken or will take to prevent the recurrence of any such noncompliance, including the schedule on which such preventive action will be taken.
- (d) All Compliance Reports shall be submitted to the Chief, Investigations & Hearings Division, Enforcement Bureau, Federal Communications Commission, Room 4-C330, 445 12th Street, SW, Washington, DC 20554, with a copy submitted electronically to Theresa Z. Cavanaugh at Terry.Cavanaugh@fcc.gov, William A. Kehoe at William.Kehoe@fcc.gov, and Robert B. Krinsky at Robert.Krinsky@fcc.gov.

16. **Termination Date.** Unless stated otherwise, the requirements set forth in paragraphs 12 through 15 of this Consent Decree shall expire twenty-four (24) months after the Effective Date.

17. **Voluntary Contribution.** AccessLine agrees that it will make a voluntary contribution to the United States Treasury in the amount of sixteen thousand dollars (\$16,000) within thirty (30) calendar days after the Effective Date (Voluntary Contribution). AccessLine shall also send electronic notification of payment to Theresa Z. Cavanaugh at Terry.Cavanaugh@fcc.gov, William A. Kehoe at William.Kehoe@fcc.gov, and Robert B. Krinsky at Robert.Krinsky@fcc.gov on the date said payment is made. The payment must be made by check or similar instrument, wire transfer, or credit card, and must include the NAL/Account Number and FRN referenced above. Regardless of the form of payment, a completed FCC Form 159 (Remittance Advice) must be submitted.<sup>22</sup> When completing the FCC Form 159, enter the Account Number in block number 23A (call sign/other ID) and enter the letters "FORF" in block number 24A (payment type code). Below are additional instructions regarding the form of payment:

- Payment by check or money order must be made payable to the order of the Federal Communications Commission. Such payments (along with the completed Form 159) must be mailed to Federal Communications Commission, P.O. Box 979088, St. Louis, MO 63197-9000, or sent via overnight mail to U.S. Bank – Government Lockbox #979088, SL-MO-C2-GL, 1005 Convention Plaza, St. Louis, MO 63101.
- Payment by wire transfer must be made to ABA Number 021030004, receiving bank TREAS/NYC, and Account Number 27000001. To complete the wire transfer and ensure appropriate crediting of the wired funds, a completed Form 159 must be faxed to U.S. Bank at (314) 418-4232 on the same business day the wire transfer is initiated.
- Payment by credit card must be made by providing the required credit card information on FCC Form 159 and signing and dating the Form 159 to authorize the credit card payment. The completed Form 159 must then be mailed to Federal Communications Commission, P.O. Box 979088, St. Louis, MO 63197-9000, or sent via overnight mail to U.S. Bank – Government Lockbox #979088, SL-MO-C2-GL, 1005 Convention Plaza, St. Louis, MO 63101.

Questions regarding payment procedures should be addressed to the Financial Operations Group Help Desk by phone, 1-877-480-3201, or by e-mail, ARINQUIRIES@fcc.gov.

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<sup>22</sup> An FCC Form 159 and detailed instructions for completing the form may be obtained at <http://www.fcc.gov/Forms/Form159/159.pdf>.

18. **Section 208 Complaints; Subsequent Investigations.** Nothing in this Consent Decree shall prevent the Commission or its delegated authority from adjudicating complaints filed pursuant to Section 208 of the Act<sup>23</sup> against AccessLine or its affiliates for alleged violations of the Act, or for any other type of alleged misconduct, regardless of when such misconduct took place. The Commission's adjudication of any such complaint will be based solely on the record developed in that proceeding. Except as expressly provided in this Consent Decree, this Consent Decree shall not prevent the Commission from investigating new evidence of noncompliance by AccessLine with the Communications Laws.

19. **Waivers.** AccessLine waives any and all rights it may have to seek administrative or judicial reconsideration, review, appeal, or stay, or to otherwise challenge or contest the validity of this Consent Decree and the Adopting Order, provided the Bureau issues the Adopting Order as defined in this Consent Decree. AccessLine shall retain the right to challenge Commission interpretation of the Consent Decree or any terms contained herein. If either Party (or the United States on behalf of the Commission) brings a judicial action to enforce the terms of the Adopting Order, neither AccessLine nor the Commission shall contest the validity of the Consent Decree or the Adopting Order, and AccessLine shall waive any statutory right to a trial *de novo*. AccessLine hereby agrees to waive any claims it may otherwise have under the Equal Access to Justice Act,<sup>24</sup> relating to the matters addressed in this Consent Decree.

20. **Invalidity.** In the event that this Consent Decree in its entirety is rendered invalid by any court of competent jurisdiction, it shall become null and void and may not be used in any manner in any legal proceeding.

21. **Subsequent Rule or Order.** The Parties agree that if any provision of the Consent Decree conflicts with any subsequent rule or order adopted by the Commission (except an order specifically intended to revise the terms of this Consent Decree to which AccessLine does not expressly consent) that provision will be superseded by such Commission rule or order.

22. **Successors and Assigns.** AccessLine agrees that the provisions of this Consent Decree shall be binding on its successors, assigns, and transferees.

23. **Final Settlement.** The Parties agree and acknowledge that this Consent Decree shall constitute a final settlement between the Parties with respect to the Investigation. The Parties further agree that this Consent Decree does not constitute either an adjudication on the merits or a factual or legal finding or determination regarding any compliance or noncompliance with the Communications Laws.

24. **Modifications.** This Consent Decree cannot be modified without the advance written consent of both Parties.

25. **Paragraph Headings.** The headings of the Paragraphs in this Consent Decree are inserted for convenience only and are not intended to affect the meaning or interpretation of this Consent Decree.

26. **Authorized Representative.** The individual signing this Consent Decree on behalf of AccessLine represents and warrants that he is authorized to execute this Consent Decree and to bind AccessLine to the obligations set forth herein. The FCC signatory represents that he is signing this Consent Decree in his official capacity and that he is authorized to execute this Consent Decree.

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<sup>23</sup> 47 U.S.C. § 208.

<sup>24</sup> See 5 U.S.C. § 504; 47 C.F.R. Part 1, Subpart K.

27. **Counterparts.** This Consent Decree may be signed in counterpart (including by facsimile). Each counterpart, when executed and delivered, shall be an original, and all of the counterparts together shall constitute one and the same fully executed instrument.

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Robert H. Ratcliffe  
Acting Chief  
Enforcement Bureau

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Date

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Douglas Johnson  
Chief Executive Officer  
AccessLine Communications Corporation

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Date