

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

In the Matters of)	File No.: EB-IHD-14-00013166 ¹
)	Acct. No.: 201432080024
Marseilles Telephone Company,)	FRN 0004301370
)	
Metamora Telephone Company,)	File No.: EB-IHD-14-00013169 ²
)	Acct. No.: 201432080026
and)	FRN 0004301339
)	
MTCO Communications, Inc.)	File No.: EB-IHD-14-00013171 ³
)	Acct. No.: 201432080025
)	FRN 0004301388

ORDER

Adopted: March 13, 2014

Released: March 14, 2014

By the Chief, Enforcement Bureau:

1. In this Order, we adopt a Consent Decree entered into between the Enforcement Bureau (Bureau) of the Federal Communications Commission (Commission) and Marseilles Telephone Company of Marseilles, Illinois, d/b/a Marseilles Telephone Company; Metamora Tel. Co., d/b/a Metamora Telephone Company; and MTCO Communications, Inc. (collectively, the Companies). The Consent Decree resolves and terminates investigations by the Commission against the Companies for possible violations of Sections 1.7001, 1.7002, 43.01, and 43.11 of the Commission's Rules (Rules),⁴ in connection with the Companies' failure to file FCC Form 477.

2. A copy of the Consent Decree negotiated by the Bureau and the Companies is attached hereto and incorporated herein by reference.

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

4. In the absence of material new evidence relating to this matter, we conclude that our investigations raise no substantial or material questions of fact as to whether the Companies possess the basic qualifications, including those related to character, to hold or obtain any Commission licenses or authorizations.

¹ This investigation was initiated under File No. EB-13-IH-1136 and subsequently assigned File No. EB-IHD-14-00013166.

² This investigation was initiated under File No. EB-13-IH-1135 and subsequently assigned File No. EB-IHD-14-00013169.

³ This investigation was initiated under File No. EB-13-IH-1134 and subsequently assigned File No. EB-IHD-14-00013171.

⁴ 47 C.F.R. §§ 1.7001, 1.7002, 43.01, 43.11.

5. Accordingly, **IT IS ORDERED** that, pursuant to Sections 4(i) and 503(b) of the Communications Act of 1934, as amended,⁵ and Sections 0.111 and 0.311 of the Rules,⁶ the Consent Decree attached to this Order **IS ADOPTED**.

6. **IT IS FURTHER ORDERED** that the above-captioned investigations **ARE 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 counsel for the Companies, Joseph D. Murphy, Meyer Capel PC, 306 West Church Street, Champaign, IL 61820.

FEDERAL COMMUNICATIONS COMMISSION

P. Michele Ellison
Chief, Enforcement Bureau

⁵ 47 U.S.C. §§ 154(i), 503(b).

⁶ 47 C.F.R. §§ 0.111, 0.311.

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Marseilles Telephone Company,) File No.: EB-IHD-14-00013166^1
) Acct No.: 201432080024
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) Acct. No: 201432080026
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MTCO Communications, Inc.) File No.: EB-IHD-14-00013171^3
) Acct. No.: 201432080025
) FRN 0004301388

CONSENT DECREE

1. The Enforcement Bureau (Bureau) of the Federal Communications Commission (Commission or FCC) and Marseilles Telephone Company of Marseilles, Illinois, d/b/a Marseilles Telephone Company (Marseilles); Metamora Tel. Co., d/b/a Metamora Telephone Company (Metamora); and MTCO Communications, Inc. (MTCO) (individually, each a Company, and collectively, the Companies), by their authorized representatives, hereby enter into this Consent Decree for the purpose of terminating the Bureau’s investigations into possible violations by the Companies of Sections 1.7001, 1.7002, 43.01 and 43.11 of the Commission’s Rules (Rules),^4 in connection with the Companies’ failure to file FCC Form 477.

I. DEFINITIONS

- 2. For the purposes of this Consent Decree, the following definitions shall apply:
(a) “Act” means the Communications Act of 1934, as amended, 47 U.S.C. § 151 et seq.
(b) “Adopting Order” means an order of the Bureau adopting the terms of this Consent Decree without change, addition, deletion, or modification.
(c) “Bureau” means the Enforcement Bureau of the Federal Communications Commission.
(d) “Commission” and “FCC” mean the Federal Communications Commission and all of its bureaus and offices.
(e) “Communications Laws” means collectively, the Act, the Rules, and the published and promulgated orders and decisions of the Commission to which the Companies are subject by virtue of their business activities.

^1 This investigation was initiated under File No. EB-13-IH-1136 and subsequently assigned File No. EB-IHD-14-00013166.

^2 This investigation was initiated under File No. EB-13-IH-1135 and subsequently assigned File No. EB-IHD-14-00013169.

^3 This investigation was initiated under File No. EB-13-IH-1134 and subsequently assigned File No. EB-IHD-14-00013171.

^4 47 C.F.R. §§ 1.7001, 1.7002, 43.01, 43.11.

- (f) “Company” means Marseilles, Metamora, and MTCO individually, and each of their predecessors-in-interest and successors-in-interest.
- (g) “Companies” means Marseilles, Metamora, and MTCO collectively, and includes each of their predecessors-in-interest and successors-in-interest.
- (h) “Compliance Plan(s)” means the compliance obligations and programs described in this Consent Decree at paragraph 12.
- (i) “Covered Employees” means all employees and agents of the Companies who perform, or supervise, oversee, or manage the performance of, duties that relate to the Companies’ responsibilities under the Communications Laws, including the Form 477 Rules.
- (j) “Effective Date” means the date on which the Bureau releases the Adopting Order.
- (k) “Facilities-Based Provider(s)” has the meaning set forth in Section 1.7001(a)(1) of the Rules.⁵
- (l) “Form 477” means FCC Form 477, as described in Sections 1.7001 and 43.11 of the Rules.⁶
- (m) “Form 477 Rules” means Sections 1.7001, 1.7002, 43.01, and 43.11 of the Rules,⁷ and other provisions of the Communications Laws governing the filing of Form 477.
- (n) “Investigations” means the investigations commenced by the Bureau’s June 25, 2013 Letters of Inquiry (LOIs) regarding whether the Companies violated the Form 477 Rules.⁸
- (o) “Marseilles” means Marseilles Telephone Company of Marseilles, Illinois, d/b/a Marseilles Telephone Company, and its predecessors-in-interest and successors-in-interest.
- (p) “Metamora” means Metamora Tel. Co., d/b/a Metamora Telephone Company, and its predecessors-in-interest and successors in-interest.
- (q) “MTCO” means MTCO Communications, Inc., and its predecessors-in-interest and successors-in-interest.
- (r) “Operating Procedures” means the standard, internal operating procedures and compliance policies established by each Company to implement its Compliance Plan.
- (s) “Parties” means the Companies and the Bureau, each of which is a “Party.”
- (t) “Rules” means the Commission’s regulations found in Title 47 of the Code of Federal Regulations.

⁵ 47 C.F.R. § 1.7001(a)(1).

⁶ 47 C.F.R. §§ 1.7001, 43.11.

⁷ 47 C.F.R. §§ 1.7001, 1.7002, 43.01, 43.11.

⁸ See Letter from Theresa Z. Cavanaugh, Chief, Investigations & Hearings Division, FCC Enforcement Bureau, to Glenn Rauh, CEO, Marseilles Telephone Company of Marseilles, Illinois, d/b/a Marseilles Telephone Company (June 25, 2013) (on file in EB-IHD-14-00013166) (*Marseilles LOI*); Letter from Theresa Z. Cavanaugh, Chief, Investigations & Hearings Division, FCC Enforcement Bureau, to Glenn Rauh, CEO, Metamora Tel. Co., d/b/a Metamora Telephone Company (June 25, 2013) (on file in EB-IHD-14-00013169) (*Metamora LOI*); Letter from Theresa Z. Cavanaugh, Chief, Investigations & Hearings Division, FCC Enforcement Bureau, to Glenn Rauh, CEO, MTCO Communications, Inc. (June 25, 2013) (on file in EB-IHD-14-00013171) (*MTCO LOI*).

- (u) “Telephone Exchange Service” and “Exchange Access” have the meanings set forth in Sections 3(20) and 3(54) of the Act.⁹

II. BACKGROUND

3. The Form 477 Rules require local exchange carriers and Facilities-Based Providers of broadband services to report data on the voice and broadband services they provide.¹⁰ Entities subject to this requirement must file Form 477 with the Commission by March 1st and September 1st each year.¹¹ On the March Form 477, companies must report data as of December 31 of the previous year, and on the September Form 477, companies must report data as of June 30 of the current year.¹² The Form 477 must be filed electronically via the FCC website.¹³ The information reported on Form 477 allows the Commission to assess the status of local telephone competition and the extent of broadband deployment nationwide.¹⁴

4. Marseilles, Metamora, and MTCO are all Illinois corporations and are subsidiaries of the same holding company, MTCO Corporation.¹⁵ Marseilles and Metamora are incumbent local exchange carriers that provide Telephone Exchange Service and Exchange Access in northern Illinois.¹⁶ MTCO provides long distance telephone service and is a Facilities-Based Provider of broadband services in northern and central Illinois.¹⁷

5. The Companies are subject to the Form 477 Rules discussed in paragraph 3, above. As common carriers providing Telephone Exchange Service and Exchange Access, Marseilles and Metamora are required to file the Form 477 with the Commission.¹⁸ As a Facilities-Based Provider of broadband

⁹ 47 U.S.C. §§ 153(20), 153(54).

¹⁰ See 47 C.F.R. §§ 1.7001, 1.7002, 43.01, 43.11. See generally *Development of Nationwide Broadband Data to Evaluate Reasonable and Timely Deployment of Advanced Services to All Americans, Improvement of Wireless Broadband and Subscribership Data, and Development of Data on Interconnected Voice Over Internet Protocol (VOIP) Subscribership*, Report and Order and Further Notice of Proposed Rulemaking, 23 FCC Rcd 9691 (2008) (*2008 Broadband Data Gathering Order and Further Notice*); *Local Competition and Broadband Reporting*, Report and Order, 15 FCC Rcd 7717 (2000) (*2000 Data Gathering Order*).

¹¹ 47 C.F.R. §§ 1.7002, 43.01. Form 477 filings are due on the first business day of the month. If the first day of the month falls on a weekend or holiday, then Form 477 filings are due on the next business day. See Federal Communications Commission, *Instructions for Local Telephone Competition and Broadband Reporting (FCC Form 477)* at 19 (for filings due Mar. 1, 2014), available at <http://transition.fcc.gov/Forms/Form477/477inst.pdf> (*Form 477 Instructions*).

¹² 47 C.F.R. §§ 1.7002, 43.01.

¹³ See *Form 477 Instructions* at 19. Electronic filing may be accessed at <https://specialreports.fcc.gov/web/Form477/>.

¹⁴ See *2008 Broadband Data Gathering Order and Further Notice*, 23 FCC Rcd at 9692–94, paras. 1–7; *2000 Data Gathering Order*, 15 FCC Rcd at 7718, para. 1.

¹⁵ Letter from Ann Dickerson, Secretary/Treasurer and Director, Marseilles Telephone Company, to Theodore C. Marcus, Attorney Advisor, Investigations & Hearings Division, FCC Enforcement Bureau at 1–2 (July 22, 2013) (on file in EB-IHD-14-00013166) (*Marseilles LOI Response*); Letter from Ann Dickerson, Secretary/Treasurer and Director, Metamora Telephone Company, to Theodore C. Marcus, Attorney Advisor, Investigations & Hearings Division, FCC Enforcement Bureau at 1–2 (July 22, 2013) (on file in EB-IHD-14-00013169) (*Metamora LOI Response*); Letter from Ann Dickerson, Secretary/Treasurer and Director, MTCO Communications, Inc., to Theodore C. Marcus, Attorney Advisor, Investigations & Hearings Division, FCC Enforcement Bureau at 1–2 (July 22, 2013) (on file in EB-IHD-14-00013171) (*MTCO LOI Response*).

¹⁶ See *Marseilles LOI Response* at 2; *Metamora LOI Response* at 2.

¹⁷ See *MTCO LOI Response* at 2.

¹⁸ See 47 C.F.R. §§ 43.01, 43.11; *Marseilles LOI Response* at 3; *Metamora LOI Response* at 3.

services, MTCO is also required to file the Form 477 with the Commission.¹⁹ Metamora and MTCO never filed Form 477s for the September 2009, March 2010, September 2010, March 2011, September 2011, March 2012, and September 2012 filing deadlines.²⁰ Marseilles similarly failed to file Form 477s due in September 2009, March 2010, September 2010, March 2011, September 2011, and September 2012.²¹ Marseilles also filed its March 2012 Form 477 after the filing deadline.²² The Companies each filed their March 2013 Form 477s on July 31, 2013.²³

6. On June 25, 2013, the Bureau issued LOIs to the Companies.²⁴ The Companies each responded to the Bureau's LOIs on July 22, 2013.²⁵

III. TERMS OF AGREEMENT

7. **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.

8. **Jurisdiction.** The Companies agree that the Bureau has jurisdiction over them and the matters contained in this Consent Decree and that the Bureau has the authority to enter into and adopt this Consent Decree.

9. **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 Commission to exercise any rights and remedies attendant to the enforcement of a Commission order.

10. **Termination of Investigations.** 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 Investigations. In consideration for the termination of the Investigations, the Companies each agree 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 the Investigations 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 any of the Companies concerning the matters that were the subject of the Investigations. The Bureau also agrees that, in the absence of new material evidence, it will not use the facts developed in the Investigations 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 any of the Companies with respect to the

¹⁹ See 47 C.F.R. §§ 1.7001, 1.7002; *MTCO LOI Response* at 3.

²⁰ See *Metamora LOI Response* at 3; *MTCO LOI Response* at 3; Federal Communications Commission, *Local Telephone Competition and Broadband Deployment*, <http://transition.fcc.gov/wcb/iatd/comp.html> (last visited Jan. 31, 2013) (scroll down to "Miscellaneous Data from FCC Form 477" to find downloadable spreadsheets containing lists of filers) (*Form 477 Filing Records*).

²¹ See *Marseilles LOI Response* at 3; *Form 477 Filing Records*.

²² See *Marseilles LOI Response* at 3; *Form 477 Filing Records*.

²³ See E-mail from Rochelle Flippin, Information Systems Manager, Metamora, Marseilles, and MTCO, to Suzanne Mendez, Program Analyst, FCC Wireline Competition Bureau (July 31, 2013, 09:48 EDT) (on file in EB-IHD-14-00013166, EB-IHD-14-00013169, EB-IHD-14-00013171).

²⁴ See *Marseilles LOI*; *Metamora LOI*; *MTCO LOI*.

²⁵ See *Marseilles LOI Response*; *Metamora LOI Response*; *MTCO LOI Response*.

Companies' basic qualifications, including their character qualifications, to be Commission licensees or hold Commission licenses or authorizations.

11. **Compliance Officers.** Within thirty (30) calendar days after the Effective Date, the Companies shall each 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 Marseilles, Metamora, and MTCO, respectively, comply 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, each Compliance Officer shall have specific knowledge of the Form 477 Rules prior to assuming his/her duties.

12. **Compliance Plans.** For purposes of settling the matters set forth herein, the Companies agree that they shall, within sixty (60) calendar days after the Effective Date, each develop and implement a Compliance Plan designed to ensure future compliance with the Communications Laws and with the terms and conditions of this Consent Decree. With respect to the Form 477 Rules, the Companies shall each implement the following procedures:

- (a) **Operating Procedures.** Within sixty (60) calendar days after the Effective Date, each Company shall establish Operating Procedures that all of its Covered Employees must follow to help ensure the Company's compliance with the Form 477 Rules. Each Company's Operating Procedures shall include internal procedures and policies specifically designed to ensure that the Company complies with the Form 477 Rules. Each Company shall also develop a Compliance Checklist that describes the steps that a Covered Employee must follow to ensure compliance with the Form 477 Rules.
- (b) **Compliance Manuals.** Within sixty (60) calendar days after the Effective Date, the Compliance Officer for each Company shall develop and distribute a Compliance Manual to all of its Covered Employees, all of whom shall follow the procedures detailed in the Compliance Manual. Each Compliance Manual shall explain the Form 477 Rules and set forth the Operating Procedures that Covered Employees shall follow to help ensure the Company's compliance with those Rules. Each Company shall periodically review and revise its Compliance Manual as necessary to ensure that the information set forth therein remains current and accurate. Each Company shall distribute any revisions to its Compliance Manual promptly to all of its Covered Employees.
- (c) **Compliance Training Programs.** Each Company shall establish and implement a Compliance Training Program concerning compliance with the Form 477 Rules and the Operating Procedures. As part of the Compliance Training Program, Covered Employees of each Company shall be advised of the Company's obligation to report any noncompliance with the Form 477 Rules under paragraph 13 of this Consent Decree and shall be instructed on how to disclose noncompliance to the Compliance Officer. Each Company's 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 Compliance Training Program shall be trained within thirty (30) calendar days after the date such person becomes a Covered Employee. Each Company 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.

13. **Reporting Noncompliance.** Each Company shall report any noncompliance with the Form 477 Rules and the terms and conditions of this Consent Decree within fifteen (15) calendar days after the Company's Compliance Officer or any Covered Employee becomes aware of the matter (whether from a report from an employee or otherwise). Such reports shall include a detailed explanation of (i) each instance of noncompliance; (ii) the steps that the Company 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 the Company 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, S.W., Washington, D.C. 20554, with a copy submitted electronically to Theresa Z. Cavanaugh at Terry.Cavanaugh@fcc.gov, William A. Kehoe at William.Kehoe@fcc.gov, and Valerie E. Hill at Valerie.Hill@fcc.gov.

14. **Compliance Reports.** Each Company shall file compliance reports with the Commission ninety (90) calendar days after the Effective Date, twelve (12) months after the Effective Date, twenty-four (24) months after the Effective Date, and thirty-six (36) months after the Effective Date.

- (a) Each Compliance Report shall include a detailed description of the respective Company's efforts during the relevant period to comply with the terms and conditions of this Consent Decree and the Form 477 Rules. In addition, each Compliance Report shall include a certification by the Compliance Officer, as an agent of and on behalf of that Company, stating that the Compliance Officer has personal knowledge that the Company (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 13 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 and be subscribed to as true under penalty of perjury in substantially the form set forth therein.²⁶
- (c) If the Compliance Officer cannot provide the requisite certification, the Compliance Officer, as an agent of and on behalf of the Company, 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 the Company 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 the Company 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, S.W., Washington, D.C. 20554, with a copy submitted electronically to Theresa Z. Cavanaugh at Terry.Cavanaugh@fcc.gov, William A. Kehoe at William.Kehoe@fcc.gov, and Valerie E. Hill at Valerie.Hill@fcc.gov.[mailto:](#)

15. **Termination Date.** Unless stated otherwise, the requirements set forth in paragraphs 11 through 14 of this Consent Decree shall expire thirty-six (36) months after the Effective Date.

16. **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 Act²⁷ against any of the Companies or their 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

²⁶ 47 C.F.R. § 1.16.

²⁷ 47 U.S.C. § 208.

the Commission from investigating new evidence of noncompliance by the Companies with the Communications Laws.

17. **Voluntary Contribution.** The Companies agree that they will make a single voluntary contribution to the United States Treasury in the amount of twenty-four thousand dollars (\$24,000) within thirty (30) days of the Effective Date (Voluntary Contribution). The Companies are jointly and severally liable for the payment of this Voluntary Contribution. The Companies shall send electronic notification of payment to Theresa Z. Cavanaugh at Terry.Cavanaugh@fcc.gov, William A. Kehoe at William.Kehoe@fcc.gov, and Valerie E. Hill at Valerie.Hill@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 Account Number and FRN for Marseilles.²⁸ Regardless of the form of payment, a completed FCC Form 159 (Remittance Advice) must be submitted.²⁹ When completing the FCC Form 159, enter the Account Number for Marseilles 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 payment (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.

18. **Waivers.** The Companies waive any and all rights they 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 an Adopting Order as defined in this Consent Decree. The Companies 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 the Companies nor the Commission shall contest the validity of the Consent Decree or the Adopting Order, and the Companies shall waive any statutory right to a trial *de novo*. The Companies hereby agree to waive any claims they may otherwise have under the Equal Access to Justice Act³⁰ relating to the matters addressed in this Consent Decree.

²⁸ The Account Number for Marseilles is 201432080024, and the FRN for Marseilles is 0004301370. The Account Number and FRN for Marseilles only will be used for administrative purposes to process the single payment. This applies only to the Companies’ Voluntary Contribution.

²⁹ An FCC Form 159 and detailed instructions for completing the form may be obtained at <http://www.fcc.gov/Forms/Form159/159.pdf>.

³⁰ See 5 U.S.C. § 504; 47 C.F.R. Part 1, Subpart K.

19. **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.

20. **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 the Companies do not expressly consent) that provision will be superseded by such Commission rule or order.

21. **Successors and Assigns.** The Companies agree that the provisions of this Consent Decree shall be binding on their successors, assigns, and transferees.

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

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

24. **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.

25. **Authorized Representative.** Each Party represents and warrants to the other Parties that it has full power and authority to enter into this Consent Decree. Each person signing this Consent Decree on behalf of a Party hereby represents that he or she is fully authorized by the Party to execute this Consent Decree and to bind the Party to its terms and conditions.

26. **Counterparts.** This Consent Decree may be signed in counterpart and may be delivered by facsimile or electronic delivery. 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.

P. Michele Ellison
Chief
Enforcement Bureau

Date

Ann E. Rauh Dickerson
Secretary/Treasurer and Director
Marseilles Telephone Company of Marseilles, Illinois, d/b/a Marseilles Telephone Company
Metamora Tel. Co., d/b/a Metamora Telephone Company
MTCO Communications, Inc.

Date