

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Joint Application of)	
)	
AccessLine Communications Corporation,)	File No. ITC-T/C-2016_____
Oak Hill Capital Partners III, L.P.)	
Oak Hill Capital Management Partners III, L.P.)	WC Docket No. _____
)	
and)	
)	
Madison Dearborn Capital Partners VII-A, L.P.)	
Madison Dearborn Capital Partners VII-C, L.P.)	
Madison Dearborn Capital Partners VII)	
Executive-A, L.P.)	
)	
Application for Authority Pursuant to Section)	
214 of the Communications Act of 1934, as)	
Amended, to Transfer Control of Domestic and)	
International Section 214 Authorizations)	
)	

JOINT APPLICATION

Pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214 (the “Act”), and Part 63 of the Commission’s rules, 47 C.F.R. § 63.01, *et seq.*, Madison Dearborn Capital Partners VII-A, L.P., Madison Dearborn Capital Partners VII-C, L.P., and Madison Dearborn Capital Partners VII Executive-A, L.P. (collectively, “MDP”), Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. (together, “Oak Hill”), and AccessLine Communications Corporation, an indirect subsidiary of Oak Hill (“AccessLine,” and, together with Oak Hill and MDP, the “Applicants”), respectfully request Commission approval to consummate a transaction between Oak Hill and MDP through which MDP will acquire indirect control of AccessLine, the holder of a blanket domestic Section 214 authorization to provide interstate service and an international Section 214 authorization to

provide global facilities-based and resold telecommunications service in the United States (the “Transaction”). As explained more fully below, this Application qualifies for streamlined treatment.

The proposed Transaction is in the public interest because it will provide AccessLine with additional resources, thereby allowing it to become an even more robust competitor in the marketplace for telecommunications services. The Transaction will result only in a change in the ultimate equity ownership and control of AccessLine; it will not result in an assignment of AccessLine’s licenses, assets or customers. AccessLine will continue to provide service to existing customers under existing rates, terms and conditions, and future changes (if any) in these rates, terms or conditions will be subject to compliance with governing contractual provisions and applicable law. As a result, the proposed Transaction will be seamless, transparent and beneficial to consumers and is in the public interest.

I. DESCRIPTION OF THE APPLICANTS

A. MDP

The funds constituting MDP are managed by their ultimate general partner, Madison Dearborn Partners, LLC (“MDP LLC”). MDP LLC is a leading private equity investment firm based in Chicago, Illinois. Since MDP LLC’s formation in 1992, the firm has raised seven funds with aggregate capital of over \$22 billion and has completed investments in approximately 132 companies. MDP LLC’s objective is to invest in companies with outstanding management teams to achieve significant long-term appreciation in equity value. MDP LLC’s founders adopted an industry-focused investment approach over 30 years ago, and the firm has six dedicated teams that have long and successful track records of investing in their respective sectors. These sectors include: basic industries, business and government services, consumer, financial and transaction services, health care, and telecom, media and technology services. MDP LLC and its funds do

not currently hold an interest in any other telecommunications carrier.

B. Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P.

Oak Hill Capital Partners is a private equity firm managing the Oak Hill funds that are sellers in the Transaction, as well as other funds, with more than \$9 billion of initial capital commitments since inception from leading entrepreneurs, endowments, foundations, corporations, pension funds and global financial institutions.

Most relevant to this Transaction, Oak Hill owns Intermedia Holdings, Inc. (“Intermedia”), the indirect parent of AccessLine. Intermedia, through its operating subsidiaries, is a premier provider of cloud services to small and mid-sized businesses. Delivered from Intermedia’s secure datacenters, these services include hosted Microsoft Exchange email, VoIP, instant messaging, file management, security, backup, and support for a full range of smartphones, tablets, and other devices. Intermedia’s proprietary cloud infrastructure assures high reliability, and a certified support team provides 24/7 assistance to customers. Intermedia also empowers thousands of partners—including managed service providers and select Fortune 500 companies—to sell cloud services under their own brand. Founded in 1995, Intermedia was the first company to offer business-class cloud email.

Intermedia’s wholly-owned subsidiary, Intermedia.net, Inc., wholly owns Intermedia Voice Services, Inc., a provider of interconnected VoIP solutions.¹ Intermedia Voice Services, Inc., in turn, indirectly wholly owns AccessLine, discussed below.

¹ Because the Commission has not applied a regulatory classification to interconnected VoIP service, Intermedia Voice Services, Inc., does not (and need not) hold a license from the Commission to provide this service and thus is not subject to this Joint Application. Intermedia Voice Services, Inc., complies with Commission rules applicable to providers of interconnected VoIP.

C. AccessLine Communications Corporation

AccessLine is authorized to provide telecommunications services nationwide. Specifically, AccessLine holds blanket domestic Section 214 authority, as well as an international Section 214 authorization to provide global facilities-based and resold service (ITC-214-19981026-00734). AccessLine also provides regulated intrastate telecommunications services in the following jurisdictions: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin, and Wyoming. Upon consummation of the Transaction, AccessLine will continue to provide services to its customers.

II. DESCRIPTION OF THE TRANSACTION

On September 11, 2016, Oak Hill and Intermedia entered into an Agreement and Plan of Merger with newly-formed MDP subsidiaries Ivy Parent Holdings, LLC and Ivy Merger Sub, Inc. (the “Agreement”), pursuant to which MDP will indirectly acquire approximately 98.8% of the voting interests in Intermedia and approximately 86.95% of Intermedia’s equity interests.² To effectuate the Transaction, Ivy Merger Sub, Inc., will be merged with and into Intermedia, with Intermedia emerging as the surviving entity. When this occurs, MDP LLC will indirectly be Intermedia’s controlling shareholder. For the Commission’s reference, pre- and post-Transaction organization charts are provided as Exhibit A.

² The remaining equity and voting interests will be split among various holders, none of whom will hold a 10% or greater equity or voting interest in Intermedia.

III. PUBLIC INTEREST STATEMENT

Applicants submit that the proposed Transaction will serve the public interest. Under new ownership, AccessLine will continue to provide high-quality telecommunications services to U.S. consumers, while gaining access to the additional resources and operational expertise of MDP. With the strong financial backing of MDP, the transfer of control will bolster the ability of AccessLine's parent, Intermedia, to provide innovative enterprise services and will give AccessLine the ability to become a stronger competitor, to the ultimate benefit of consumers. The Transaction will not result in a change in carrier, services, rates, terms or conditions for customers, or the assignment of existing Commission authorizations. The Transaction therefore will be seamless and transparent to customers. Future changes in rates, terms and conditions of service, if any, will be undertaken pursuant to applicable law and contract provisions.

Significantly, the pro-competitive and pro-consumer public interest benefits resulting from the Transaction will not be offset by any anti-competitive harm in the telecommunications marketplace. Fundamentally, the Transaction will not result in any market consolidation. As indicated above, MDP LLC and its funds are not themselves providers of telecommunications services, and they do not hold an interest in any entity that provides telecommunications services.

IV. REQUEST FOR STREAMLINED TREATMENT

Domestic. This Joint Application qualifies for presumptive streamlined treatment, pursuant to Section 63.03 of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i), for the portion that pertains to the domestic Section 214 authorization held by AccessLine because immediately following the Transaction (1) AccessLine and its affiliates, as defined in Section 3(1) of the Act ("Affiliates"), collectively will have less than a ten percent (10%) share of the domestic interstate, interexchange market; (2) AccessLine and its Affiliates will provide competitive

telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; and (3) none of the Applicants or their Affiliates is dominant with respect to any U.S. service.

International. Applicants respectfully request streamlined processing, pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12, for the portion of this Application that pertains to the international Section 214 authorizations held by AccessLine. This portion of the Application is eligible for streamlined processing because neither of the Applicants have any foreign carrier affiliates and neither is affiliated with any dominant U.S. carrier whose international switched or private line services the Applicants seeks authority to resell.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES

In accordance with Section 63.24(e) of the Commission's rules, the Applicants submit the following information as requested in Section 63.18(a) through (d) and Section 63.18(h) through (p):

(a) Name, Address and Telephone Numbers of Applicants

Madison Dearborn Partners, LLC
Madison Dearborn Capital Partners VII-A, L.P.
Madison Dearborn Capital Partners VII-C, L.P.
Madison Dearborn Capital Partners VII Executive-A, L.P.
70 W. Madison St.
Suite 4600
Chicago, Illinois 60602
(312) 895-1000

Oak Hill Capital Partners III, L.P.
Oak Hill Capital Management Partners III, L.P.
One Stamford Plaza
263 Tresser Blvd., #15
Stamford, CT 06901
(203) 328-1615

AccessLine Communications Corporation
825 E. Middlefield Road
Mountain View, CA 94043

(650) 641-4000

(b) Government, State or Territory of Incorporation

MDP and AccessLine Communications Corporation are organized under the laws of the State of Delaware. Oak Hill Capital Partners III, L.P. and Oak Hill Capital Management Partners III, L.P. are Cayman Islands exempted limited partnerships.

(c) Contacts

For MDP

Yaron Dori
Michael Beder
Ani Gevorkian
Covington & Burling LLP
One CityCenter
850 Tenth Street, N.W.
Washington, DC 20001
Tel: (202) 662-6000
E-mail: ydori@cov.com
 mbeder@cov.com
 agevorkian@cov.com

For Oak Hill and AccessLine

Glenn S. Richards
Christine A. Reilly
Pillsbury Winthrop Shaw Pittman LLP
1200 Seventeenth Street, N.W.
Washington, DC 20036
Tel: (202) 663-8000
Email: glenn.richards@pillsburylaw.com
 christine.reilly@pillsburylaw.com

(d) Existing Section 214 Authorizations

MDP

Neither MDP nor any of its subsidiaries holds any Section 214 authorizations.

Oak Hill

Oak Hill is currently affiliated with the following holders of Section 214 authorizations:

(a) **Astound Broadband, LLC** (“Astound”) holds domestic and international Section 214 authorizations and is indirectly 100% owned and controlled by Oak Hill. *See* Public Notice, DA 12-1834, November 14, 2012 (Domestic Section 214); Public Notice, DA No. 12-1842 (International Section 214); *see also* FCC File No. ITC-T/C-20120619-00173. Astound (now d/b/a Wave) offers a variety of telecommunications services, including local exchange, long distance, and wholesale telecommunications services to residential and business customers in California, Oregon, and Washington.

(b) **Metronet Holdings, LLC** (“Metronet”), which is indirectly 100% owned and controlled by Oak Hill, is a holding company for fiber companies that provide services in Indiana and hold domestic Section 214 authorizations.

(c) **TVC Albany, Inc.** (“TVC”), an FCC licensee, and its wholly-owned subsidiaries (collectively doing business as “FirstLight”, and referred to herein as the “FirstLight Companies”), are currently affiliated with Oak Hill through a separate group of funds managed by Oak Hill Capital and ultimately controlled by OHCP MGP IV, Ltd. (“OHCP IV”). One such company, TVC, holds international Section 214 authority for (1) global resale service granted in File No. ITC-214-19990825-00538 and (2) global facilities-based and resale service granted in File No. ITC-214-20010209-00086. TVC also is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. Another such company, segTEL, is authorized to provide interstate service by virtue of blanket domestic Section 214 authority.

(d) Funds controlled by OHCP IV are seeking FCC approval to acquire **Oxford County Telephone & Telegraph Company** (“Oxford T&T”) and its wholly-owned subsidiaries (collectively the “Oxford Companies”), holders of international and domestic Section 214 authorizations. One such company, Oxford T&T, resells switched international long distance toll service to residential and business customers pursuant to an international Section 214 authorization granted by the Commission under File No. ITC-214-19970902-00523. Another such company, BayRing, is authorized to provide global facilities-based and resale telecommunications services pursuant to international Section 214 authority granted in File No. ITC-214-19961216-00630. The Oxford Companies also provide domestic interstate telecommunication services pursuant to blanket Section 214 authority. Applications to transfer control of the Oxford Companies to OHCP IV are pending before the Commission.³

(e) Funds controlled by OHCP IV are also seeking FCC approval to acquire **Sovernet Holding Company** and its wholly-owned subsidiaries (collectively the

³ *See* Joint Application of Oxford Networks Holdings, Inc., Transferor, and OHCP Northeastern Fiber Buyer, Inc., Transferee, for Transfer of Indirect Control of Holders of Domestic and International 214 Authorizations, ITC-T/C-20160708-00185, ITC-T/C-20160708-00186, WC Docket No. 16-222.

“Sovernet Companies”), holders of domestic and international Section 214 authorizations. Among these companies, ION Holdco, LLC, is authorized to provide global or limited global resale telecommunications services pursuant to international Section 214 authority granted in File. ITC-214-20070426-00164. National Mobile Communications Corporation (“NMCC”) is authorized to provide global or limited global resale telecommunications services pursuant to international Section 214 authority granted in File No. ITC-214-20050422-00566. ION Holdco, NMCC, Sovernet Inc., and Sovernet Fiber Corp. are authorized to provide domestic interstate telecommunication services pursuant to blanket Section 214 authority. Applications to transfer control of the Sovernet Companies to OHCP IV are pending before the FCC.⁴

AccessLine

AccessLine Communications Corporation is authorized to provide domestic interstate telecommunications services pursuant to 47 C.F.R. § 63.01, and it holds international Section 214 authority to provide global facilities-based and resold services. *See* FCC File No. ITC-214-19981026-00734.

(e)-(g) Not applicable

(h) Name, address, citizenship, and principal business of entities that will own at least 10 percent of the Applicants, and identification of interlocking directorates

Upon consummation of the Transaction, the following entities will hold a direct or indirect ten percent (10%) or greater ownership interest in AccessLine Communications Corporation:

Name:	AccessLine Holdings, Inc.
Address:	3310 146th Place SE Bellevue, WA 98007
Citizenship:	Delaware
Principal Business:	Holding company
Interest:	100% direct in AccessLine Communications Corporation

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in AccessLine Holdings, Inc.:

Name:	Telnetix, Inc.
-------	----------------

⁴ *See* Joint Application of ATN International, Inc., Transferor, and OHCP Northeastern Fiber Buyer, Inc., Transferee, for Consent to Transfer of Control Pursuant to Section 214 of the Communications Act of 1934, as amended, WC Docket No. 16-266, IB File Nos. ITC-T/C-20160818-00248 and IB File No. ITC-T/C-20160818-00249.

Address: 3310 146th Place SE
Bellevue, WA 98007
Citizenship: Delaware
Principal Business: Holding company
Interest: 100% direct in AccessLine Holdings, Inc. (100% indirect in AccessLine Communications Corporation)

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in Telanetix, Inc.:

Name: Intermedia Voice Services, Inc.
Address: 825 East Middlefield Road
Mountain View, California 94043
Citizenship: Delaware
Principal Business: Unregulated communications services provider
Interest: 100% direct in Telanetix, Inc. (100% indirect in AccessLine Communications Corporation)

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in Intermedia Voice Services, Inc.:

Name: Intermedia.net, Inc.
Address: 825 East Middlefield Road,
Mountain View, California 94043
Citizenship: Delaware
Principal Business: Unregulated communications services provider
Interest: 100% direct in Intermedia Voice Services, Inc. (100% indirect in AccessLine Communications Corporation)

The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in Intermedia.net, Inc.:

Name: Intermedia Holdings, Inc.
Address: 825 East Middlefield Road
Mountain View, California 94043
Citizenship: Delaware
Principal Business: Holding company
Interest: 100% direct in Intermedia.net, Inc. (100% indirect in AccessLine Communications Corporation)

The following entities will hold a ten percent (10%) or greater direct or indirect equity ownership in Intermedia Holdings, Inc.:

Name:	Ivy Intermediate Holdings, Inc.
Address:	70 W. Madison St. Suite 4600 Chicago, Illinois 60602
Citizenship:	Delaware
Percentage Owned:	100% direct in Intermedia Holdings, Inc. (100% indirect in AccessLine Communications Corporation)
Principal Business:	Holding company
Name:	Ivy Holding Corp.
Address:	70 W. Madison St. Suite 4600 Chicago, Illinois 60602
Citizenship:	Delaware
Percentage Owned:	100% direct in Ivy Intermediate Holdings, Inc. (100% indirect in AccessLine Communications Corporation)
Principal Business:	Holding company
Name:	Ivy Parent Holdings, LLC (“Ivy Parent”)
Address:	70 W. Madison St. Suite 4600 Chicago, Illinois 60602
Citizenship:	Delaware
Percentage Owned:	100% direct in Ivy Holding Corp. (100% indirect in AccessLine Communications Corporation)
Principal Business:	Holding company
Name:	Madison Dearborn Capital Partners VII-A, L.P. (“MDP VII-A”)
Address:	70 W. Madison St. Suite 4600 Chicago, Illinois 60602
Citizenship:	Delaware
Percentage Owned:	56.78% equity, 64.52% voting (direct in Ivy Parent)
Principal Business:	Investment Fund

Name: Madison Dearborn Capital Partners VII-C, L.P.
("MDP VII-C")
Address: 70 W. Madison St.
Suite 4600
Chicago, Illinois 60602
Citizenship: Delaware
Percentage Owned: 24.71% equity, 28.08% voting (direct in Ivy Parent)
Principal Business: Investment Fund

Name: Madison Dearborn Capital Partners VII
Executive-A, L.P. ("MDP Exec-A")⁵
(direct in Ivy Parent)
Address: 70 W. Madison St.
Suite 4600
Chicago, Illinois 60602
Citizenship: Delaware
Percentage Owned: 5.46% equity, 6.20% voting
Principal Business: Investment Fund

Name: Madison Dearborn Partners VII-A&C, L.P.
("MDP VII-A&C")
Address: 70 W. Madison St.
Suite 4600
Chicago, Illinois 60602
Citizenship: Delaware
Percentage Owned: 100% voting (as general partner of MDP VII-A,
MDP VII-C, and MDP Exec-A)
Principal Business: General Partner

Name: Madison Dearborn Partners, LLC ("MDP LLC")
Address: 70 W. Madison St.
Suite 4600
Chicago, Illinois 60602
Citizenship: Delaware
Percentage Owned: 100% voting (as general partner of MDP VII-A&C)
Principal Business: Private Equity Investment Firm

Name: Samuel Mencoff
Address: 70 W. Madison St.
Suite 4600
Chicago, Illinois 60602
Citizenship: United States
Percentage Owned: 50% voting (direct in MDP LLC)
Principal Business: Investment manager

⁵ Although it will hold less than a 10% equity or voting interest in Intermedia, MDP Exec-A is listed in the interest of completeness with respect to MDP's interest.

Name: Paul Finnegan
Address: 70 W. Madison St.
Suite 4600
Chicago, Illinois 60602
Citizenship: United States
Percentage Owned: 50% voting (direct in MDP LLC)
Principal Business: Investment manager

(i) Foreign Carrier Affiliation

Transferee certifies that it currently is not affiliated within the meaning of 63.09(e) of the Commission's rules, 47 C.F.R. §63.09(e), with foreign carriers.

(j) Foreign Carrier and Destination Countries

Not applicable.

(k) WTO Membership for Destination Countries

Not applicable.

(m) Non-Dominance

Not applicable.

(n) Concessions

Applicants certify that they have not agreed to accept any direct or indirect special concessions from a foreign carrier or administration 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.

(o) Federal Benefits

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that they are not subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Streamlined Processing

Please refer to Section IV above.

VI. INFORMATION REQUIRED BY SECTION 63.04(B) OF THE RULES

In accordance with Section 63.04(b) of the Commission's rules specifying the additional information required in joint international and domestic Section 214 transfer of control applications, the Applicants submit the following, as requested by 47 C.F.R. §63.04(a)(6) through (a)(12).

(a)(6) Description of the Transaction

A description of the Transaction is set forth in Section II above.

(a)(7) Description of Geographic Service Areas

MDP

MDP does not provide telecommunications services.

Oak Hill

As mentioned above, Oak Hill is affiliated with the following domestic telecommunications providers:

- **Astound** (d/b/a/ Wave), a provider of domestic telecommunications services, including local exchange, long distance, and wholesale telecommunications services, to residential and business customers in California, Oregon, and Washington.
- **Metronet**, a holding company for fiber companies providing services in Indiana.

Furthermore, as described above, Oak Hill is currently affiliated (as defined in the Communications Act) through a separate group of funds managed by Oak Hill Capital and ultimately controlled by OHCP IV, with the FirstLight Companies, and has applications pending before the Commission to acquire the Oxford Companies and the Sovernet Companies:

- The **Oxford Companies** operate in Maine, Massachusetts, and New Hampshire.
- The **FirstLight Companies** operate in Maine, Massachusetts, New Hampshire, New York, and Vermont (but there is no overlap of service area with the Oxford ILECs in Maine).
- The **Sovernet Companies** operate in Massachusetts, New Hampshire, New York, Pennsylvania and Vermont.

AccessLine

A description of the geographic service areas served by AccessLine is set forth in Section I.C above.

(a)(8) Eligibility for Streamlined Processing

A statement demonstrating the Application's qualification for streamlined processing is provided in Section IV above.

(a)(9) Other Related Applications

There are no other applications before the Commission related to the proposed Transaction.⁶

(a)(10) Special Considerations

None of the Applicants is facing imminent business failure. Nevertheless, prompt completion of the proposed Transaction is critical to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

(a)(11) Separately Filed Waiver Requests

No separately filed waiver requests are sought in conjunction with this Application.

(a)(12) Public Interest Statement

A statement demonstrating how grant of the Application will serve the public interest, convenience and necessity is provided in Section III above.

⁶ As noted above, Oak Hill is party to unrelated applications pending before the Commission.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be served by grant of this Application.

Respectfully submitted,

**OAK HILL CAPITAL PARTNERS III,
L.P.
OAK HILL CAPITAL
MANAGEMENT PARTNERS III,
L.P.
ACCESSLINE COMMUNICATIONS
CORPORATION**

**MADISON DEARBORN CAPITAL
PARTNERS VII-A, L.P.
MADISON DEARBORN CAPITAL
PARTNERS VII-C, L.P.
MADISON DEARBORN CAPITAL
PARTNERS VII EXECUTIVE-A,
L.P.**

/s/ _____

Glenn S. Richards
Christine A. Reilly
PILLSBURY WINTHROP SHAW PITTMAN
LLP
1200 Seventeenth Street, N.W.
Washington, DC 20036
Tel: (202) 663-8000
Fax: (202) 513-8006
Email: glenn.richards@pillsburylaw.com
christine.reilly@pillsburylaw.com

*Counsel for
Oak Hill Capital Partners III, L.P.
Oak Hill Capital Management Partners
III, L.P.
AccessLine Communications Corporation*

/s/ _____

Yaron Dori
Michael Beder
Ani Gevorkian
COVINGTON & BURLING LLP
One City Center
850 Tenth Street, N.W.
Washington, DC 20001
Tel: (202) 662-6000
Fax: (202) 662-6291
E-mail: ydori@cov.com
mbeder@cov.com
agevorkian@cov.com

*Counsel for
Madison Dearborn Capital Partners VII-
A, L.P.
Madison Dearborn Capital Partners VII-
C, L.P.
Madison Dearborn Capital Partners VII
Executive-A, L.P.*

Dated: September 21, 2016

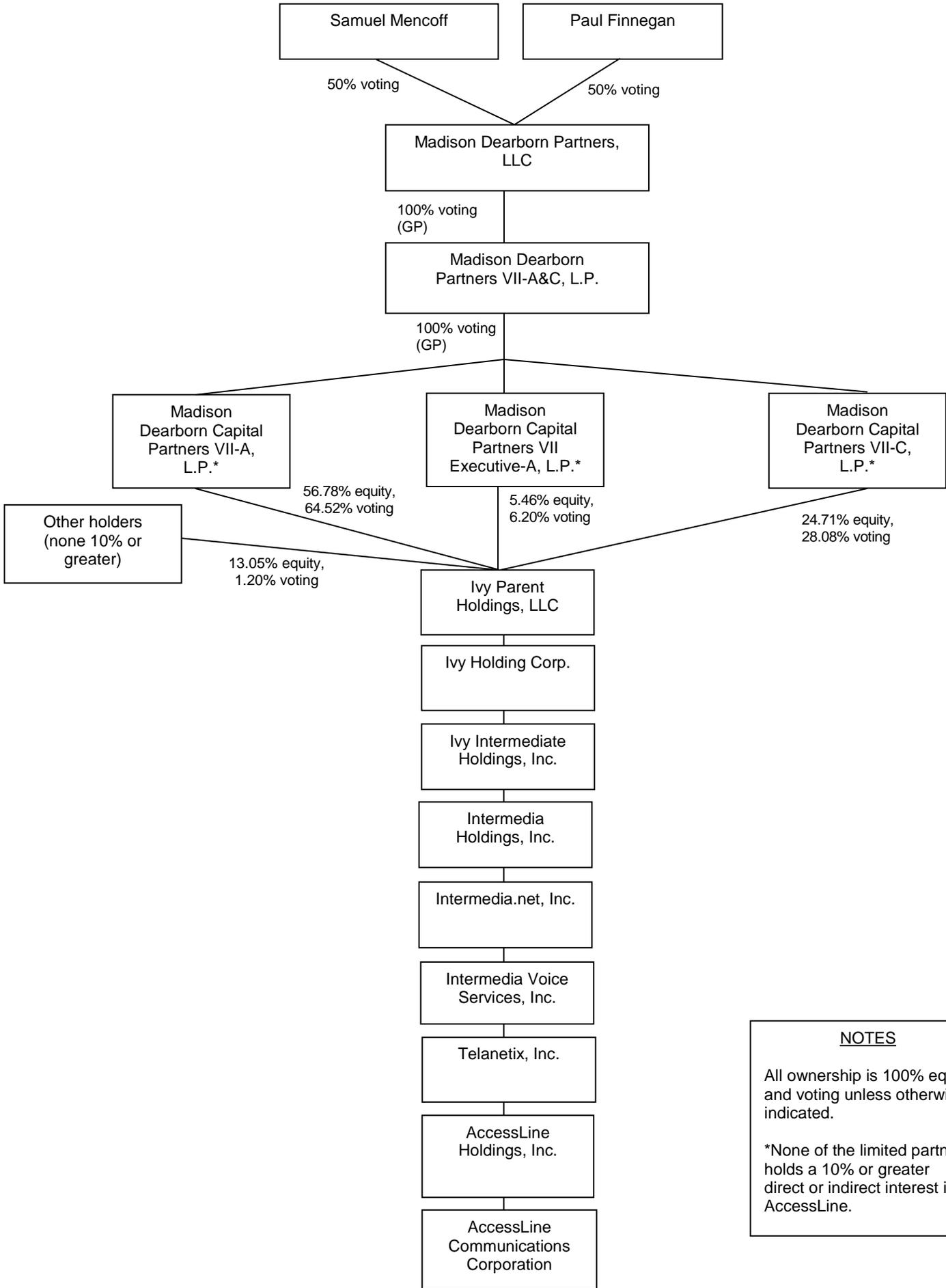
Exhibit A
Pre- and Post-Transaction Corporate Organizational Charts

Pre-Transaction Corporate Organizational Chart



* Unless otherwise indicated, ownership is 100%

Post-Transaction Corporate Organizational Chart



NOTES

All ownership is 100% equity and voting unless otherwise indicated.

*None of the limited partners holds a 10% or greater direct or indirect interest in AccessLine.

STATE OF CALIFORNIA
CITY OF MOUNTAIN VIEW

§
§
§

VERIFICATION

I, Michael J. Gold, hereby declare that I am President and CEO of AccessLine Communications Corporation (“AccessLine”); that I am authorized to make this Verification on behalf of AccessLine; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the forgoing is true and correct. Executed this 16th day of September, 2016.



Name: Michael J. Gold
Title: President and Chief Executive Officer

VERIFICATION

I, Mark Tresnowski, hereby declare that I am Managing Director and General Counsel of Madison Dearborn Partners, LLC; that I am authorized to make this Verification on behalf of Madison Dearborn Partners, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20th day of September, 2016.

A handwritten signature in black ink, appearing to read 'Mark Tresnowski', is written over a horizontal line.

Name: Mark Tresnowski

Title: Managing Director and General Counsel,
Madison Dearborn Partners, LLC