

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

In the Matter of)	File No.: EB-08-IH-5217
)	
Teleplus, LLC)	Acct. No.: 200932080046
)	
)	FRN: 0014157283

ORDER

Adopted: May 6, 2013

Released: May 6, 2013

By the Chief, Enforcement Bureau:

1. In this Order, we adopt the attached Consent Decree entered into between the Enforcement Bureau (Bureau) of the Federal Communications Commission and Teleplus, LLC (Teleplus). The Consent Decree terminates and resolves an investigation by the Bureau into whether Teleplus violated Section 214 of the Communications Act of 1934, as amended (Act), and Section 63.18 of the Commission’s rules (Rules) by failing to apply for and obtain an international Section 214 authorization before providing international telecommunications service.¹

2. A copy of the Consent Decree negotiated by the Bureau and Teleplus, which includes a three-year compliance plan requirement, 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 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 the investigation raises no substantial or material questions of fact as to whether Teleplus possesses the basic qualifications, including those related to character, to hold or obtain any Commission license or authorization.

5. Accordingly, **IT IS ORDERED** that, pursuant to Sections 4(i), 4(j), and 503(b) of the Act,² and Sections 0.111 and 0.311 of the Rules,³ the Consent Decree attached to this Order **IS ADOPTED**.

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

¹ 47 U.S.C. § 214; 47 C.F.R. § 63.18.

² 47 U.S.C. §§ 154(i), 154(j), 503(b).

³ 47 C.F.R. §§ 0.111, 0.311.

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 Glenn B. Manishin, Counsel for Teleplus, LLC, Troutman Sanders, LLP, 401 9th Street, N.W., Suite 1000, Washington, D.C. 20004-2134.

FEDERAL COMMUNICATIONS COMMISSION

P. Michele Ellison
Chief, Enforcement Bureau

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Federal Communications Commission
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In the Matter of)	File No.: EB-08-IH-5217
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Teleplus, LLC)	Acct. No.: 200932080046
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)	FRN: 0014157283

CONSENT DECREE

1. The Enforcement Bureau of the Federal Communications Commission and Teleplus, LLC, by their authorized representatives, hereby enter into this Consent Decree for the purpose of terminating the Enforcement Bureau's investigation into whether Teleplus violated Section 214 of the Communications Act of 1934, as amended,¹ and Section 63.18 of the Commission's rules,² by willfully or repeatedly failing to apply for and obtain international Section 214 authorization before providing international telecommunications service.

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 Teleplus is subject by virtue of its business activities, including but not limited to the Section 214 Rules.
 - (f) "Compliance Plan" means the compliance obligations, programs, and procedures described in this Consent Decree at paragraph 13.
 - (g) "Covered Employees" means all employees and agents of Teleplus who perform, or supervise, oversee, or manage the performance of, duties that relate to Teleplus's responsibilities under the Section 214 Rules.
 - (h) "Effective Date" means the date on which the Bureau releases the Adopting Order.

¹ 47 C.F.R. § 214.

² 47 C.F.R. § 63.18.

- (i) “Investigation” means the investigation initiated by the Bureau in File No. EB-08-IH-5217 regarding possible violations of the Section 214 Rules.
- (j) “Operating Procedures” means the standard, internal operating procedures and compliance policies established by Teleplus to implement the Compliance Plan.
- (k) “Parties” means Teleplus, LLC and the Bureau, each of which is a “Party.”
- (l) “Rules” means the Commission’s regulations found in Title 47 of the Code of Federal Regulations.
- (m) “Section 214 Rules” means Section 214 of the Act and other Communications Laws governing the construction, acquisition, operation, or transmission of lines of communication, including any Rules implementing Section 214 and any related Commission orders.
- (n) “Teleplus” or “Company” means Teleplus, LLC and its affiliates, subsidiaries, predecessors-in-interest, and successors-in-interest.

II. BACKGROUND

3. Section 214(a) of the Act prohibits any carrier from constructing, extending, acquiring, or operating any line, or engaging in transmission through any such line, without first obtaining a certificate of authorization from the Commission.³ While the Commission has granted “blanket” Section 214 authority to carriers providing domestic service,⁴ meaning that such carriers need not apply to the Commission before providing domestic service, the Commission has not done the same for providers of international telecommunications services.⁵

4. Section 63.18 of the Rules requires any carrier that seeks Section 214 authority “for provision of common carrier communication services between the United States, its territories or possessions, and a foreign point” to request such authority by application.⁶ This application requirement applies to carriers that resell the international services of another authorized carrier, as well as to facilities-based international service providers.⁷ The applicant must provide the Commission with, among other items, contact information, ownership information, information on any affiliations the applicant may have with foreign carriers, certification that it will comply with the Rules, and certification that the

³ 47 U.S.C. § 214(a).

⁴ 47 C.F.R. § 63.01(a) (“Any party that would be a domestic interstate communications common carrier is authorized to provide domestic, interstate services to any domestic point and to construct or operate any domestic transmission line as long as it obtains all necessary authorizations from the Commission for use of radio frequencies.”).

⁵ *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 & Order in AAD File No. 98-43, 14 FCC Rcd 11364, para. 2 & n.8 (1999) (grant of blanket authority is only for domestic interstate services and does not extend to the provision of international services).

⁶ 47 C.F.R. § 63.18.

⁷ *Id.* § 63.18(e)(1)-(2); see *Start Wireless Group, Inc. d/b/a/ Page Plus Cellular*, Notice of Apparent Liability for Forfeiture, 27 FCC Rcd 350 (Enf. Bur. 2012).

applicant is not subject to denial of Federal benefits pursuant to the Anti-Drug Abuse Act of 1988.⁸ Section 63.18(e)(2) establishes specific requirements for parties “applying for authority to resell the international services of authorized common carriers,” and Section 63.23 of the Rules, in turn, identifies the conditions that apply to “carriers authorized to resell the international services of other authorized carriers.”⁹

5. Teleplus is a Florida-based company that has provided international telecommunications services since May 2005.¹⁰ Teleplus provides prepaid calling cards that are mainly used by consumers to make U.S. interstate, intrastate, and international telephone calls.¹¹ Teleplus sells its prepaid calling cards directly to consumers through the www.callingcardplus.com web site, as well as through distributors and resellers.¹²

6. On February 17, 2006, Teleplus submitted an application for international Section 214 authority in which it stated that it had not previously received authority under Section 214 of the Act.¹³ Because Teleplus was owned by foreign nationals, the application was referred to the Executive Branch for review for national security, law enforcement, foreign policy, and trade concerns.¹⁴ On June 19, 2008, after the conclusion of the Executive Branch review, the International Bureau granted Teleplus’s Section 214 application without prejudice to subsequent enforcement action by the Commission for non-compliance with the Act or the Rules.¹⁵ Thereafter, the matter was referred to the Bureau, which commenced its investigation.

7. On March 30, 2009, the Bureau issued a Letter of Inquiry (LOI) regarding the matters recited above.¹⁶ Teleplus responded to the LOI on April 10, 2009.¹⁷ On June 4, 2009, the Bureau issued a Notice of Apparent Liability (NAL) to Teleplus for failing to obtain an international Section 214 authorization before providing international telecommunications service.¹⁸ Teleplus responded to the

⁸ 47 C.F.R. § 63.18(e)(1)-(2).

⁹ 47 C.F.R. §§ 63.18(e)(2), 63.23.

¹⁰ See *Teleplus, LLC*, Notice of Apparent Liability for Forfeiture, 24 FCC Rcd 7666, 7667, para. 3 (Enf. Bur. 2009) (*NAL*) (citing *Response of Teleplus, LLC to the Enforcement Bureau’s March 30, 2009, Letter of Inquiry*, Response to Inquiry No. 6 (Apr. 10, 2009)).

¹¹ See *NAL*, 24 FCC Rcd at 7667, para. 3.

¹² See E-mail from Anteneh “Alonzo” T. Beyene, Regulatory Consultant to Teleplus, Regnum Group, Inc., to Jennifer Rockoff, National Security Division, U.S. Department of Justice and Mikelle Morra, International Bureau, FCC (May 15, 2008) (on file in EB-08-IH-5217); see also <http://www.callingcardplus.com> (last visited Mar. 18, 2013).

¹³ See *Teleplus Application for FCC 214 Authority*, IBFS Application No. ITC-214-20060217-00099.

¹⁴ See *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891, 23919–21, paras. 61–66 (1997), Order on Reconsideration, 15 FCC Rcd 18158 (2000).

¹⁵ See *International Authorizations Granted*, Public Notice, Rep. No. TEL-01280, DA No. 08-1441 (rel. June 19, 2008).

¹⁶ See Letter from Trent B. Harkrader, Deputy Chief, Investigations & Hearings Division, Enforcement Bureau, FCC, to Amr Ibrahim, Chief Executive Officer, Teleplus, LLC (Mar. 30, 2009) (*LOI*).

¹⁷ *Response of Teleplus, LLC to the Enforcement Bureau’s March 30, 2009, Letter of Inquiry* (Apr. 10, 2009).

¹⁸ See *NAL*, 24 FCC Rcd at 7666.

NAL on January 11, 2010,¹⁹ and supplemented its response on March 8, 2013.²⁰ The Parties thereafter entered into settlement discussions.

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.** Teleplus 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.

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 Commission 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 termination of the investigation, Teleplus 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 Teleplus concerning the matters that were 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 Teleplus with respect to Teleplus's basic qualifications, including its character qualifications, to be a Commission licensee or hold Commission licenses or authorizations.

12. **Compliance Officer.** Within thirty (30) calendar days after the Effective Date, Teleplus 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 Teleplus 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, Teleplus 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, and with the

¹⁹ Letter from Glenn B. Manishin, Counsel for Teleplus, LLC to Marlene H. Dortch, Secretary, Federal Communications Commission (Jan. 6, 2010) (on file in EB-08-IH-5217).

²⁰ Letter from Glenn B. Manishin, Counsel for Teleplus, LLC to Joy Ragsdale, Attorney, Federal Communications Commission (Mar. 8, 2013) (on file in EB-08-IH-5217).

terms and conditions of this Consent Decree. With respect to the Section 214 Rules, Teleplus shall implement the following procedures:

- (a) **Operating Procedures.** Within sixty (60) calendar days after the Effective Date, Teleplus shall establish Operating Procedures that all Covered Employees must follow to help ensure Teleplus's compliance with the Section 214 Rules. In addition to implementing the required policies and procedures in Section 63.18 of the Rules, Teleplus's Operating Procedures shall include internal procedures and policies specifically designed to ensure that Teleplus complies with the Section 214 Rules. Teleplus shall also develop a Compliance Checklist that describes the steps 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 Teleplus's compliance with the Section 214 Rules. Teleplus shall periodically review and revise the Compliance Manual as necessary to ensure that the information set forth therein remains current and accurate. Teleplus shall distribute any revisions to the Compliance Manual promptly to Covered Employees.
- (c) **Compliance Training Program.** Teleplus 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 Teleplus'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 Compliance Training Program shall be trained within thirty (30) calendar days after the date such person becomes a Covered Employee. Teleplus 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.** Teleplus shall report any noncompliance with the Section 214 Rules and with 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 Teleplus 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 Teleplus 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 3-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 Joy M. Ragsdale at Joy.Ragsdale@fcc.gov.

15. **Compliance Reports.** Teleplus 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 Teleplus'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 Teleplus, stating that the Compliance Officer has personal knowledge that Teleplus (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 and be subscribed to as true under penalty of perjury in substantially the form set forth therein.²¹
- (c) If the Compliance Officer cannot provide the requisite certification, the Compliance Officer, as an agent of and on behalf of Teleplus, 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 Teleplus 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 Teleplus 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 Joy M. Ragsdale at Joy.Ragsdale@fcc.gov.

16. **Termination Date.** Unless stated otherwise, the obligations set forth in paragraphs 12 through 15 of this Consent Decree shall expire thirty-six (36) months after the Effective Date.

17. **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 Act²² against Teleplus 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 Teleplus with the Communications Laws.

18. **Voluntary Contribution.** Teleplus agrees that it will make a voluntary contribution to the United States Treasury in the aggregate amount of Eighty Thousand dollars (\$80,000) (Voluntary Contribution).

- (a) Such Voluntary Contribution shall be made in installments (each an Installment Payment). The first Installment Payment in the amount of Ten Thousand dollars

²¹ 47 C.F.R. § 1.16.

²² 47 U.S.C. § 208.

(\$10,000) is due within thirty (30) calendar days after the Effective Date. The balance of the Voluntary Contribution will be made in eight payments of Eight Thousand, Seven Hundred Fifty dollars (\$8,750), payable on August 30, 2013, November 30, 2013, February 28, 2014, May 30, 2014, August 30, 2014, November 30, 2014, February 28, 2015, with the final payment due on April 30, 2015 (Maturity Date). Teleplus acknowledges and agrees that upon execution of this Consent Decree, the Voluntary Contribution and each Installment Payment shall become a "Claim" or "Debt" as defined in 31 U.S.C. § 3701(b)(1).²³ Upon an Event of Default (as defined below), all procedures for collection as permitted by law may, at the Commission's discretion, be initiated. In addition, Teleplus agrees that it will make the first and all subsequent Installment Payments in United States Dollars without further demand or notice by the dates specified above. Teleplus 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 Joy M. Ragsdale at Joy.Ragsdale@fcc.gov on the date said Installment Payment is made.

19. Installment Payments must be made by check or similar instrument, wire transfer, or credit card, and must include the Account Number and FRN referenced above. Regardless of the form of payment, a completed FCC Form 159 (Remittance Advice) must be submitted.²⁴ 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 you should follow based on the form of payment you select:

- 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.

If you have questions regarding payment procedures, please contact the Financial Operations Group Help Desk by phone, 1-877-480-3201, or by e-mail, ARINQUIRIES@fcc.gov.

²³ Debt Collection Improvement Act of 1996, Pub. L. No. 104-134, 110 Stat. 1321, 1358 (Apr. 26, 1996).

²⁴ An FCC Form 159 and detailed instructions for completing the form may be obtained at <http://www.fcc.gov/Forms/Form159/159.pdf>.

20. **Event of Default.** Teleplus agrees that an Event of Default shall occur upon the failure by Teleplus to pay the full amount of any Installment Payment on or before the due date specified in this Consent Decree.

21. **Interest, Charges for Collection, and Acceleration of Maturity Date.** After an Event of Default has occurred under this Consent Decree, the then unpaid amount of the Voluntary Contribution shall accrue interest, computed using the U.S. Prime Rate in effect on the date of the Event of Default plus 4.75 percent, from the date of the Event of Default until payment in full. Upon an Event of Default, the then unpaid amount of the Voluntary Contribution, together with interest, as aforesaid, any penalties permitted and/or required by the law, including but not limited to 31 U.S.C. § 3717 and administrative charge(s), plus the costs of collection, litigation, and attorneys' fees, shall become immediately due and payable, without notice, presentment, demand, protest, or notice of protest of any kind, all of which are waived by Teleplus.

22. **Waivers.** Teleplus 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 herein. Teleplus 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 Teleplus nor the Commission shall contest the validity of the Consent Decree or the Adopting Order, and Teleplus shall waive any statutory right to a trial *de novo*. Teleplus hereby agrees to waive any claims it may otherwise have under the Equal Access to Justice Act,²⁵ relating to the matters addressed in this Consent Decree.

23. **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.

24. **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 Teleplus does not expressly consent) that provision will be superseded by such Rule or Commission order.

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

26. **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.

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

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

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

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

P. Michele Ellison
Chief
Enforcement Bureau

Date

Mohamed Abdelmeguid
Managing Partner
Teleplus, LLC

Date