

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

In the Matter of)
Constellation Club Parent, Inc.) File No.: EB-IHD-21-00032399
Holding Various Licenses in the Wireless Radio) CD Acct. No.: 202232080008
Services) FRN: 0027271386

ORDER

Adopted: May 23, 2022

Released: May 23, 2022

By the Acting Chief, Enforcement Bureau:

1. The Enforcement Bureau of the Federal Communications Commission (Commission or FCC) has entered into a Consent Decree to resolve the Commission’s investigation into whether Constellation Club Parent, Inc. (Constellation) violated a Commission order and the Commission’s rules pertaining to unauthorized transfers of control and assignments of wireless radio licenses. To resolve this matter, Constellation agrees to implement a compliance plan and pay a \$275,000 civil penalty.

2. 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 referenced investigation regarding Constellation’s compliance with section 310(d) of the Communications Act of 1934, as amended (Act)1, and sections 1.948 and 1.17 of the Commission’s rules2 pertaining to unauthorized transfers of control and assignments of licenses and the violation of a Commission order.

3. In the absence of material new evidence relating to this matter, we do not set for hearing the question of Constellation’s basic qualifications to hold or obtain any Commission license or authorization.3

4. Accordingly, IT IS ORDERED that, pursuant to section 4(i) of the Act4 and the authority delegated by sections 0.111 and 0.311 of the Commission’s rules,5 the attached Consent Decree IS ADOPTED and its terms incorporated by reference.

5. IT IS FURTHER ORDERED that the above-captioned matter IS TERMINATED.

1 47 U.S.C. § 310(d).

2 47 CFR §§ 1.948, 1.17.

3 See id. § 1.93(b).

4 47 U.S.C. § 154(i).

5 47 CFR §§ 0.111, 0.311.

6. **IT IS FURTHER ORDERED** that a copy of this Order and Consent Decree shall be sent by e-mail to Emily Decker, Chief Legal Officer, Constellation Club Parent, Inc., at Emily.Decker@clubcorp.com.

FEDERAL COMMUNICATIONS COMMISSION

Loyaan A. Egal
Acting Chief
Enforcement Bureau

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In the Matter of)
Constellation Club Parent, Inc.) File No.: EB-IHD-21-00032399
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Services) FRN: 0027271386

CONSENT DECREE

1. The Enforcement Bureau (Bureau) of the Federal Communications Commission (Commission or FCC) and Constellation Club Parent, Inc. (Constellation), by their authorized representatives, hereby enter into this Consent Decree for the purpose of terminating the Enforcement Bureau’s investigation into whether the Company violated section 310(d) of the Communications Act of 1934, as amended (Act),1 and sections 1.948 and 1.17 of the Commission’s rules, pertaining to unauthorized transfers of control and assignments of wireless licenses, repeated failure to provide accurate information in wireless license applications, and the violation of a Commission order.2 To resolve this matter, Constellation agrees to implement a compliance plan and pay a \$275,000 civil penalty.

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.3
(b) “Adopting Order” means an order of the Bureau adopting the terms of this Consent Decree without change, addition, deletion, or modification.
(c) “Constellation” or “Company” means Constellation Club Parent, Inc. and its affiliates, subsidiaries, predecessors-in-interest, and successors-in-interest.
(d) “Bureau” means the Enforcement Bureau of the Federal Communications Commission.
(e) “CD Acct No.” means account number 202232080008, associated with payment obligations described in Paragraph 18 of this Consent Decree.
(f) “Commission” and “FCC” mean the Federal Communications Commission and all of its bureaus and offices.
(g) “Communications Laws” means collectively, the Act, the Commission’s rules, and the published and promulgated orders and decisions of the Commission to which Constellation is subject by virtue of its business activities, including but not limited to the Unauthorized Transfer Rules.
(h) “Compliance Plan” means the compliance obligations, program, and procedures described in this Consent Decree at Paragraph 14.

1 47 U.S.C. § 310(d).

2 47 CFR §§ 1.948, 1.17.

3 47 U.S.C. § 151 et seq.

- (i) “Covered Employees” means all employees and agents of Constellation, including any third-party consultants, who perform, supervise, oversee, or manage the performance of, duties that relate to Constellation’s responsibilities under the Communications Laws, including the Unauthorized Transfer Rules.
- (j) “Effective Date” means the date on which both the Bureau and Constellation have signed the Consent Decree and the Bureau has released an Adopting Order.
- (k) “Investigation” means the investigation commenced by the Enforcement Bureau in File No. EB-IHD-21-00032399, regarding Constellation’s compliance with the Communications Laws relating to violations of a Commission order and the Unauthorized Transfer Rules.
- (l) “Operating Procedures” means the standard internal operating procedures and compliance policies established by Constellation to implement the Compliance Plan.
- (m) “Parties” means Constellation and the Bureau, each of which is a “Party.”
- (n) “Rules” and “Commission’s rules” means the Commission’s regulations found in Title 47 of the Code of Federal Regulations.
- (o) “Unauthorized Transfer Rules” means section 310(d) of the Act⁴ and section 1.948 of the Commission’s rules,⁵ pertaining to unauthorized transfers of control and assignments of licenses.

II. BACKGROUND

3. *Legal Framework.* The consent of the Commission is required prior to any transfer of control of a Commission permit or license. In this regard, section 310(d) of the Act provides that:

no construction permit or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any manner, voluntarily or involuntarily, directly or indirectly, or by transfer of control of any corporation holding such permit or license, to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby.⁶

Section 1.948 of the Commission’s rules similarly requires Commission consent prior to the transfer of control or assignment of an authorization in the wireless radio services.⁷

4. Section 1.17 of the Commission’s rules requires that all statements contained in written submissions and applications submitted to the Commission must be both truthful and accurate.⁸ FCC Form 603, the application for consent to transfer control of or assign a wireless radio station license, includes a question which requires the licensee to disclose whether the assignment or transfer of control of the license has already occurred.⁹ The licensee also is required to submit a consummation notice

⁴ 47 U.S.C. § 310(d).

⁵ 47 CFR § 1.948.

⁶ 47 U.S.C. § 310(d).

⁷ 47 CFR § 1.948.

⁸ 47 CFR § 1.17.

⁹ See FCC Form 603, FCC Application for Assignments of Authorization and Transfers of Control; Wireless Telecommunications Bureau, Additional Transaction Information, Question 7(a).

reporting the transaction closing date.¹⁰ In addition, the violation or breach of the terms of a Consent Decree is a violation of an enforceable Commission order.¹¹

5. *Factual Background.* Constellation is a holding company, incorporated in Delaware, with its principal business office in Dallas, Texas, and is affiliated with certain investment funds managed by affiliates of Apollo Global Management, LLC. Constellation's wholly owned subsidiary, ClubCorp Holdings, Inc. and its subsidiaries, own or operate golf and country clubs, business clubs, sports clubs, and alumni clubs throughout the United States and abroad. Some of these properties use wireless radio licenses to support their operations.¹²

6. On May 15, 2019, Constellation entered into a consent decree with the Bureau to resolve an investigation pertaining to unauthorized transfers of control and assignments of licenses in the wireless radio service.¹³ On May 17, 2021, Constellation filed its 24-month compliance report, and for the first time since executing the *2019 Consent Decree*, disclosed to the Bureau multiple instances of noncompliant conduct.¹⁴ Specifically, Constellation stated that beginning March 15, 2019, and continuing through at least August 31, 2020, certain of its subsidiaries had acquired or sold properties in transactions that included wireless radio licenses without first obtaining Commission consent.¹⁵ Moreover, Constellation stated that its licensing consultant had mischaracterized information in Commission filings and Constellation had failed to identify and report instances of noncompliance to the Commission.¹⁶

7. To resolve this matter, the Parties now enter into this Consent Decree pursuant to which Constellation agrees to pay a civil penalty and develop and implement a compliance plan to ensure its future compliance with the Unauthorized Transfer Rules, all applicable Communications Laws, and Commission orders.

¹⁰ 47 CFR § 1.948 (d). See FCC Form 603, FCC Application for Assignments of Authorization and Transfers of Control; Wireless Telecommunications Bureau, Schedule D, Schedule for Notification of an Assignment of Authorization or Transfer of Control.

¹¹ *Cumulus Radio LLC; Radio License Holding CBC, LLC; Cumulus Licensing LLC; and Radio License Holding LLC*, Forfeiture Order, 36 FCC Rcd 738, 741, n.9 (2021) (*Cumulus Forfeiture Order*) (forfeiture paid); *A Radio Company, Inc.*, Notice of Apparent Liability for Forfeiture, 26 FCC Rcd 6561, 6563, para. 6 (EB 2011) (*A Radio NAL*), *aff'd*, Forfeiture Order, 27 FCC Rcd 6336, 6337, para. 3 (EB-Field Office 2012) (*A Radio Forfeiture Order*).

¹² Response to Letter of Inquiry from Emily Decker, Chief Legal Officer, Constellation Club Parent, Inc., to Christopher J. Sova, Deputy Chief, Investigations and Hearings Division, FCC Enforcement Bureau, at 2, Response to Question 1 (July 16, 2021) (on file in EB-IHD-21-00032399) (LOI Response). On August 9, 2021, Constellation amended its original request for confidentiality to seek confidential treatment of certain portions of its LOI Response, pursuant to section 0.459 of the Commission's rules, 47 CFR § 0.459. Letter from Emily Decker, Chief Legal Officer, Constellation Club Parent, Inc., to Christopher J. Sova, Deputy Chief, Investigations and Hearings Division, FCC Enforcement Bureau (Aug. 9, 2021) (on file in EB-IHD-21-00032399) (August 9, 2021 Confidentiality Request). This Consent Decree does not disclose material identified as confidential under the amended confidentiality request and we defer ruling on the August 9, 2021 Confidentiality Request unless and until necessary. 47 CFR 0.459(d)(3).

¹³ *Constellation Club Parent, Inc.*, Order and Consent Decree, 34 FCC Rcd 2716 (EB 2019) (*2019 Consent Decree*).

¹⁴ Letter from Jay Abbott, Compliance Officer, Constellation Club Parent, Inc., to Jeffrey J. Gee, Chief, Investigations and Hearings Division, FCC Enforcement Bureau (May 17, 2021) (on file in EB-IHD-19-00028425 and EB-IHD-21-00032399); Letter from Jay Abbott, Compliance Officer, Constellation Club Parent, Inc., to Jeffrey J. Gee, Chief, Investigations and Hearings Division, FCC Enforcement Bureau (May 18, 2021) (on file in EB-IHD-19-00028425 and EB-IHD-21-00032399) (Erratum) (Third Compliance Report).

¹⁵ *Id.* at 4. *2019 Consent Decree*, 34 FCC Rcd at 2723, para. 16.

¹⁶ LOI Response at 10, 11, 13, Response to Questions 8 & 10(b).

III. TERMS OF AGREEMENT

8. **Adopting Order**. The provisions of this Consent Decree shall be incorporated by the Bureau in an Adopting Order.

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

10. **Effective Date**. The Parties agree that this Consent Decree shall become effective on the Effective Date as defined herein. As of the Effective Date, the Parties agree that the Adopting Order and this Consent Decree shall have the same force and effect as any other order of the Commission.

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 this Investigation of Constellation's regulatory compliance. In consideration for the termination of the Bureau's Investigation, Constellation agrees to the terms, conditions, and procedures contained herein. The Bureau further agrees that, in the absence of new material evidence, it will not use the facts developed in the Investigation through the Effective Date, or the existence of this Consent Decree, to institute on its own motion any new proceeding against Constellation concerning the matters that were the subject of this Investigation, or to set for hearing the question of Constellation's basic qualifications to be a Commission licensee or hold Commission licenses or authorizations concerning those matters.¹⁷

12. **Admission of Liability**. Constellation admits for the purpose of this Consent Decree and for Commission civil enforcement purposes, and in express reliance on the provisions of Paragraph 11 herein, that its actions described in Paragraph 6 of this Consent Decree violated the Unauthorized Transfer Rules, Communications Laws, and Commission orders.

13. **Compliance Officer**. Within thirty (30) calendar days after the Effective Date, to the extent it has not already done so under its current compliance procedures, Constellation shall designate an FCC regulatory counsel or a senior corporate legal manager to serve as Compliance Officer and to discharge the duties set forth below. The Compliance Officer shall have general knowledge of the Communications Laws and specific knowledge of the Unauthorized Transfer Rules prior to assuming his or her duties. The person designated as the Compliance Officer shall be responsible for developing, implementing, and administering the Compliance Plan and ensuring that Constellation complies with the terms and conditions of the Compliance Plan and this Consent Decree. If the designated Compliance Officer is not an attorney with demonstrated experience in Communications Laws, then that person must certify that he or she has consulted with an FCC regulatory counsel in developing, implementing, and administering the Compliance Plan.

14. **Compliance Plan**. For purposes of settling the matters set forth herein, Constellation agrees that it shall, within sixty (60) calendar days after the Effective Date, develop and implement a Compliance Plan and the measures described below, if not already in place, designed to ensure future compliance with the Communications Laws, Unauthorized Transfer Rules, and the terms and conditions of this Consent Decree. With respect to the Unauthorized Transfer Rules, including with regard to transfers of control and assignments of wireless licenses as the result of corporate acquisitions or asset transfers, Constellation will implement, at a minimum, the following procedures:

- (a) **Consultation with Counsel**. Constellation shall consult with outside counsel with specific knowledge of the Unauthorized Transfer Rules and general knowledge of the Communications Laws regarding its overall compliance with the Unauthorized Transfer Rules, including a review by such counsel of all mergers and acquisitions, FCC license transfers and transfers of control, the Compliance Plan, and all Compliance and Noncompliance Reports. Constellation shall in consultation with such counsel create and implement the Compliance Plan, Operating Procedures, Compliance Manual, and Training Program, as required by this Paragraph 14.

¹⁷ See 47 CFR § 1.93(b).

- (b) **Oversight of Consultants.** To the extent Constellation engages any third-party consultant in connection with the maintenance or management of its FCC licenses and/or FCC licensed facilities or assets, Constellation will establish and maintain supervision of such consultant, including review of all FCC filings prepared by such consultant by the Compliance Officer and in accordance with the terms of this Consent Decree. Constellation shall take prompt and appropriate steps to remedy instances of non-performing contractors, including administering discipline and/or terminating their employment, if necessary.
- (c) **Operating Procedures.** Within thirty (30) calendar days after the Effective Date, Constellation shall establish Operating Procedures that all Covered Employees must follow to help ensure Constellation's compliance with the Unauthorized Transfer Rules. Constellation's Operating Procedures shall include internal procedures and policies specifically designed to ensure that the Company complies with the Unauthorized Transfer Rules. Constellation shall also develop a Compliance Checklist that describes the steps that a Covered Employee must follow to ensure compliance with the Unauthorized Transfer Rules. With respect to any mergers and acquisitions and/or disposition of properties involving FCC licenses, Constellation will include in its standard due diligence checklist a review for FCC licenses, filing of necessary FCC applications, consultation with its licensing consultant and FCC regulatory counsel at least thirty (30) days prior to closing any such transaction, and confirmation that it has received FCC consent to such transfer or assignment of FCC licenses prior to closing the transaction.
- (d) **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 Communications Laws that apply to the Company, including the Unauthorized Transfer Rules, and set forth the Operating Procedures that Covered Employees shall follow to help ensure Constellation's compliance with the Unauthorized Transfer Rules. Constellation shall periodically review and revise the Compliance Manual as necessary to ensure that the information set forth therein remains current and accurate. Constellation shall distribute any revisions to the Compliance Manual promptly to all Covered Employees.
- (e) **Compliance Training Program.** Within sixty (60) calendar days after the Effective Date, Constellation shall establish and implement a Compliance Training Program on compliance with the Communications Laws, including the Unauthorized Transfer Rules and the Operating Procedures. As part of the Compliance Training Program, Covered Employees shall be advised of Constellation's obligation to report any noncompliance with the Communications Laws, including the Unauthorized Transfer Rules under Paragraph 15 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 ninety (90) calendar days after the Effective Date, except that 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. Constellation shall repeat 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.

15. **Reporting Noncompliance.** Constellation shall report any noncompliance with the Communications Laws, the Unauthorized Transfer 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 Constellation has taken or will take to remedy such noncompliance; (iii) the schedule on which such remedial actions will be taken; (iv) any disciplinary measures taken; and (v) the steps that Constellation 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, 45 L Street NE, Washington, D.C. 20554, with a copy submitted electronically to Jeffrey J. Gee at Jeffrey.Gee@fcc.gov, Christopher Sova at Christopher.Sova@fcc.gov, Kenneth M. Scheibel, Jr. at Kenneth.Scheibel@fcc.gov, and Anya Baez at Anya.Baez@fcc.gov.

16. **Compliance Reports.** Constellation shall file compliance reports with the Commission ninety (90) calendar days after the Effective Date and at successive intervals every six (6) months thereafter, until twenty-four (24) months after the first Compliance Report, and a final Compliance Report filed at thirty-six (36) months after the Effective Date.

- (a) Each Compliance Report shall include a detailed description of Constellation's efforts during the relevant period to comply with the terms and conditions of this Consent Decree, the Communications Laws, and the Unauthorized Transfer Rules. In addition, each Compliance Report shall include a certification by the Compliance Officer, as an agent of and on behalf of Constellation, stating that the Compliance Officer has personal knowledge that Constellation: (i) has established and implemented the Compliance Plan; (ii) has utilized the Operating Procedures since the implementation of the Compliance Plan; (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 15 of this Consent Decree; and (iv) has had outside counsel with specific knowledge of the Unauthorized Transfer Rules and general knowledge of the Communications Laws review this Compliance Report.
- (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 Commission's rules and be subscribed to as true under penalty of perjury in substantially the form set forth therein.¹⁸
- (c) If the Compliance Officer cannot provide the requisite certification, the Compliance Officer, as an agent of and on behalf of Constellation, 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 Constellation 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 Constellation 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, 45 L Street NE, Washington, D.C. 20554, with a copy submitted electronically to Jeffrey J. Gee at Jeffrey.Gee@fcc.gov, Christopher J. Sova at Christopher.Sova@fcc.gov, Kenneth M. Scheibel, Jr. at Kenneth.Scheibel@fcc.gov, and Anya Baez at Anya.Baez@fcc.gov.

17. **Termination Date.** Unless stated otherwise, the requirements set forth in Paragraphs 13 through 16 of this Consent Decree shall expire thirty-six (36) months after the Effective Date.

18. **Civil Penalty.** Constellation will pay a civil penalty to the United States Treasury in the amount of Two Hundred and Seventy Five Thousand dollars (\$275,000) within thirty (30) calendar days after the Effective Date. Constellation acknowledges and agrees that upon execution of this Consent

¹⁸ 47 CFR § 1.16.

Decree, the Civil Penalty shall become a “Claim” or “Debt” as defined in 31 U.S.C. § 3701(b)(1).¹⁹ Upon an Event of Default, all procedures for collection as permitted by law may, at the Commission’s discretion, be initiated. Constellation shall send electronic notification of payment to Jeffrey J. Gee at Jeffrey.Gee@fcc.gov, Christopher J. Sova at Christopher.Sova@fcc.gov, Kenneth M. Scheibel, Jr. at Kenneth.Scheibel@fcc.gov, and Anya Baez at Anya.Baez@fcc.gov, on the date said payment is made. Payment of the Civil Penalty must be made by credit card, ACH (Automated Clearing House) debit from a bank account, or by wire transfer using the Commission’s Registration System (the Commission’s FRN Management and Financial system).²⁰ The Commission no longer accepts Civil Penalty payments by check or money order. Below are instructions that payors should follow based on the form of payment selected:²¹

- Payment by wire transfer must be made to ABA Number 021030004, receiving bank TREAS/NYC, and Account Number 27000001. A completed Form 159 must be faxed to the Federal Communications Commission at 202-418-2843 or e-mailed to RROGWireFaxes@fcc.gov on the same business day the wire transfer is initiated.²² Failure to provide all required information in Form 159 may result in payment not being recognized as having been received. When completing FCC Form 159, enter the Account Number in block number 23A (call sign/other ID), enter the letters “FORF” in block number 24A (payment type code), and enter in block number 11 the FRN(s) captioned above (Payor FRN).²³ For additional detail and wire transfer instructions, go to <https://www.fcc.gov/licensing-databases/fees/wire-transfer>.
- Payment by credit card must be made by using the Commission’s Registration System (CORES) at <https://apps.fcc.gov/cores/userLogin.do>. To pay by credit card, log-in using the FRN captioned above. If payment must be split across FRNs, complete this process for each FRN. Next, select “Manage Existing FRNs | FRN Financial | Bills & Fees” from the CORES Menu, then select FRN Financial and the view/make payments option next to the FRN. Select the “Open Bills” tab and find the bill number associated with the CD Acct. No. The bill number is the CD Acct. No. with the first two digits excluded (e.g., CD 1912345678 would be associated with FCC Bill Number 12345678). After selecting the bill for payment, choose the “Pay by Credit Card” option. Please note that there is a \$24,999.99-dollar limitation on credit card transactions..
- Payment by ACH must be made by using the Commission’s Registration System (CORES) at <https://apps.fcc.gov/cores/paymentFrnLogin.do>. To pay by ACH, log in using the FCC Username associated to the FRN captioned above. If payment must be split across FRNs, complete this process for each FRN. Next, select “Manage Existing FRNs | FRN Financial | Bills & Fees” on the CORES Menu, then select FRN Financial and the view/make payments option next to the FRN. Select the “Open Bills” tab and find the bill number associated with the NAL Acct. No. The bill number is the CD Acct. No. with the first two digits excluded (e.g., CD 1912345678 would be associated with FCC Bill Number 12345678). Finally, choose the “Pay from Bank Account” option. Please contact the appropriate financial institution to confirm the correct Routing Number and the correct account number from which payment will be made and verify with that financial institution that the designated account has authorization to accept ACH transactions.

¹⁹ Debt Collection Improvement Act of 1996, Pub. L. No. 104-134, 110 Stat. 1321, 1358 (Apr. 26, 1996).

²⁰ Payments made using CORES do not require the submission of an FCC Form 159.

²¹ For questions regarding payment procedures, please contact the Financial Operations Group Help Desk by phone at 1-877-480-3201 (option #6), or by e-mail at ARINQUIRIES@fcc.gov.

²² FCC Form 159 is accessible at <https://www.fcc.gov/licensing-databases/fees/fcc-remittance-advice-form-159>.

²³ Instructions for completing the form may be obtained at <http://www.fcc.gov/Forms/Form159/159.pdf>.

19. **Event of Default.** Constellation agrees that an Event of Default shall occur upon the failure by Constellation to pay the full amount of the Civil Penalty on or before the due date specified in this Consent Decree.

20. **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 Civil Penalty shall accrue interest, computed using the U.S. Prime Rate in effect on the date of the Event of Default plus 4.75%, from the date of the Event of Default until payment in full. Upon an Event of Default, the then unpaid amount of the Civil Penalty, together with interest, any penalties permitted and/or required by the law, including but not limited to 31 U.S.C. § 3717 and administrative charges, 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 Constellation.

21. **Waivers.** As of the Effective Date, Constellation 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. If either Party (or the United States on behalf of the Commission) brings a judicial action to enforce the terms of the Consent Decree or the Adopting Order, neither Constellation nor the Commission shall contest the validity of the Consent Decree or the Adopting Order, and Constellation shall waive any statutory right to a trial *de novo*. Constellation hereby agrees to waive any claims it may otherwise have under the Equal Access to Justice Act²⁴ relating to the matters addressed in this Consent Decree.

22. **Severability.** The Parties agree that if any of the provisions of the Consent Decree shall be held unenforceable by any court of competent jurisdiction, such unenforceability shall not render unenforceable the entire Consent Decree, but rather the entire Consent Decree shall be construed as if not containing the particular unenforceable provision or provisions, and the rights and obligations of the Parties shall be construed and enforced accordingly.

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 Constellation does not expressly consent) that provision will be superseded by such Rule or order.

25. **Successors and Assigns.** Constellation 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 Bureau's Investigation.

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.

29. **Authorized Representative.** Each Party represents and warrants to the other 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.

²⁴ See 5 U.S.C. § 504; 47 CFR §§ 1.1501–1.1530.

30. **Counterparts.** This Consent Decree may be signed in counterpart (including electronically or 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.

Loyaan A. Egal
Acting Chief
Enforcement Bureau

Emily Decker
Chief Legal Officer
Constellation Club Parent, Inc.

Date

Date