INSTRUCTIONS FOR FCC 316

APPLICATION FOR CONSENT TO ASSIGN BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE OR TRANSFER OF CONTROL OF ENTITY HOLDING BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE

GENERAL INSTRUCTIONS

A. This form is to be used when applying for FCC consent to: (1) assign an AM, FM, TV, Low Power FM, FM or TV Translator, or Low Power TV broadcast station construction permit or license; or (2) transfer of control of an entity holding a broadcast station construction permit or license **only where**:

1. There is an assignment from an individual or individuals (including partnerships) to a corporation owned and controlled by such individuals or partnerships without any substantial change in their relative interests;

2. There is an assignment from a corporation to its individual stockholders without effecting any substantial change in the proportion or disposition of their interests;

3. There is an assignment or transfer by which certain stockholders retire, provided that the interest transferred to the remaining stockholders is not a controlling interest;

4. There is a corporate reorganization which involves no substantial change in the beneficial ownership of the corporation;

5. There is an assignment or transfer: (a) from a corporation to a wholly owned subsidiary thereof; (b) from a wholly owned subsidiary to the corporate parent; (c) from one wholly owed subsidiary to another; or (d) from one corporation to another corporation owned or controlled by the assignor's/ transferor's stockholders in substantially similar proportions;

6. There is an assignment or transfer of less than a controlling interest in a partnership;

7. There is an involuntary assignment or transfer of a controlling interest in a licensee/permittee to an executor, administrator, or other **court-appointed** individual caused by death or other legal disability; or

8. There is an involuntary assignment or transfer of a controlling interest in a licensee/permittee to a **court-appointed** federal trustee (in bankruptcy proceedings) or receiver (in state court receivership proceedings).

See 47 C.F.R. Section 73.3540. Section I, Item 4b requires applicants to certify that the proposed transaction fits into one of the listed categories.

9. For LPFM construction permits and licenses only, there is a voluntary transfer of a controlling interest in the licensee or permittee entity.

Note: This form **does not** cover assignments or transfers from an executor/administrator or other court-appointed officer to the ultimate beneficiary **or** assignments or transfers from a trustee or receiver to an ultimate third-party purchaser. Those transactions must be filed on either FCC Form 314 or 315, as appropriate.

B. Generally, use of this form is prohibited if the previously approved principals of the licensee/permittee will not retain **more than 50 percent** of the station's voting rights or when more than 50 percent of the station's voting rights is being assigned or transferred, irrespective of whether or not the recipient(s) are already holders of such stock. The Commission reserves the right to require the parties to file an application for consent to the proposed transaction on FCC Forms 314 or 315 (or FCC Form 345 if an FM or TV translator or low power television station is involved). For additional information on the scope of applications that can be filed on FCC Form 316, see Metromedia, Inc., 98 FCC 2d 300, reconsideration denied, 56 RR 2d 1198 (1984). For LPFM stations, see Creation of a Low Power Radio Service, Third Report and Order and Second Further Notice of Proposed Rulemaking, FCC 07-204 (MM Docket No. 99-25)(rel. Dec. 11, 2007).

C. This form consists of the following sections:

I. General Information (licensee/permittee and contact representatives, if any)
II. Assignor/Transferor
III. Assignee/Transferee

D. This application form makes many references to FCC rules. Applicants should have on hand and be familiar with current broadcast rules in Title 47 of the Code of Federal Regulations (C.F.R.):

(1) Part 0 "Commission Organization"
(2) Part 1 "Practice and Procedure"
(3) Part 73 "Radio Broadcast Services"
(4) Part 74 "Experimental, Auxiliary, and Special Broadcast and Other Program Distributional Services"

FCC Rules may be purchased from the Government Printing Office. Current prices may be obtained from the GPO Customer Service Desk at (202) 512-1803. For payment by credit card, call (202) 512-1800, M-F, 8 a.m. to 4 p.m. e.s.t; facsimile orders may be placed by dialing (202) 518-2233, 24 hours a day. Payment by check may be made to the Superintendent of Documents, Attn: New Orders, P.O. Box 371954, Pittsburgh, PA 15250-7954.

E. Electronic Filing of Application Forms. The Commission is currently developing electronic versions of various broadcast station application and reporting forms, such as this application form. As each application form and report goes online, the Commission will by Public Notice announce its availability and the procedures to be followed for accessing and filing the application form or report electronically via the Internet. For a six-month period following the issuance of the Public Notice, the subject application form or report can be filed with the Commission either electronically or in a paper format. Electronic filing will become mandatory, on a form-by-form basis, six months after each application form or report becomes available for filing electronically.

F. Applicants that prepare this application in paper form should file an original and two copies of this application form and all exhibits. Applicants should follow the procedures set forth in Part 0 and Part 73 of the Commission's rules. Amendments to previously filed applications should be prepared, signed, and filed in the same manner as the original application.

G. A copy of the completed application and all related documents shall be made available for inspection by the public in the Licensee/Permittee's public inspection file pursuant to 47 C.F.R. Section 73.3526 for commercial stations and Section 73.3527 for noncommercial educational stations.

H. Applicants should provide all information called for by this application. If any portion of the application is not applicable, the applicant should so state. **Defective or incomplete applications will be returned without consideration.** Inadvertently accepted applications are also subject to dismissal. See 47 C.F.R. Section 73.3564(b)

I. In accordance with 47 C.F.R. Section 1.65, applicants have a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished in this application. This requirement continues until the FCC action on this application is no longer subject to reconsideration or review by the Commission or review by any court.

J. This application requires applicants to certify compliance with many statutory and regulatory requirements. Detailed instructions and worksheets provide additional information regarding Commission rules and policies and are designed to increase the reliability of applicant certifications. These instructions and worksheets track the standards and criteria which the Commission applies to determine compliance. They are not designed to be a substitute for familiarity with the Communications Act and the Commission's regulations, policies, and precedent. While applicants are required to review all application instructions and worksheets, they are not required to complete or retain any documentation created or collected to complete the application. See Section II, Item 1 and Section III, Item 1.

K. This application is presented primarily in a "Yes/No" certification format. However, it contains appropriate places for submitting explanations and exhibits where necessary. Each certification constitutes a material representation. Applicants may only mark the "Yes" certification when they are certain that the response is correct. A "No" response is required if the applicant is requesting a waiver of a pertinent rule and/or policy, or where the applicant is uncertain that the application fully satisfies the pertinent rule and/or policy. Applicants must submit an explanatory exhibit providing full particulars for each "No" response. Thus, a "No" response to any of the certification items **will not** cause the immediate dismissal of the application provided that an appropriate exhibit is submitted.

L. In cases involving voluntary transfers and either multiple transferors or transferees, the signature of each transferor and/or transferee is required. Voluntary assignment applications require the signature of the assignor. See 47 C.F.R. Section 73.3513(a). Depending on the nature of the applicant, the application should be signed as follows: for a sole proprietor, personally; for a partnership, by a general partner; for a corporation, by an officer; for an unincorporated association, by a member who is an officer; for a governmental entity, by such duly elected or appointed official as is competent under the laws of the particular jurisdiction. Counsel may sign the application for his or her client, but only in cases of the applicant's disability or absence from the United States. If the application is filed electronically, the signature will consist of the electronic equivalent of the typed name of the individual. See Report and Order in MM Docket No. 98-43, 13 FCC Rcd 23056, 23064 (1998).

In cases involving involuntary assignments or transfers, the application need not be signed by the assignor/transferor. Rather, the court document appointing the estate executor/administrator, trustee, receiver, or other may take the place of assignor/transferor's signature in Section II. In this case, the applicant must submit documentation (enabling court order, letters testamentary, etc.) of its legal capacity to execute the application as an exhibit, as required

in Section II, Item 6.

INSTRUCTIONS FOR SECTION I: GENERAL INFORMATION

A. **Item 1: Legal Name/Address**. In Section I, applicants should use only those state abbreviations approved by the U.S. Postal Service.

The name of the licensee/permittee must be stated in Item 1 exactly as it appears in the authorization to be assigned or transferred.

FCC Registration Number (FRN). To comply with the Debt Collection Improvement Act of 1996, the applicant must enter its FRN number, a ten-digit unique entity identifier for anyone doing business with the Commission. The FRN can be obtained through the FCC webpage at **http://www.fcc.gov** or by manually submitting FCC Form 160. FCC Form 160 is available for downloading from **http://www.fcc.gov/formpage. html** or by calling 1-800-418-3676. Questions concerning the FCC Registration Number can be directed to the Commission's Registration System help desk at **http://www.CORES@fcc.gov** or by calling 1-877-480-3201.

Facility ID Number. Radio and TV Facility ID Numbers can be obtained at the FCC's Internet Website at **www.fcc.gov/mb**. Once at this website, scroll down and select CDBS Public Access. You can also obtain your Facility ID Number by calling: Radio - 202-418-2700, TV - 202-418-1600. Further, the Facility ID Number is now included on all Radio and TV authorizations and postcards.

B. **Item 2: Contact Representative**. If the licensee/permittee has retained a representative (for example, legal counsel) for purposes of prosecuting the FCC Form 316, that person's name, firm or company name, mailing address, telephone number, and e-mail address should be specified in Section I, Item 2.

C. **Item 3: Fees**. The Commission is statutorily required to collect charges for certain regulatory services to the public. Generally, applicants seeking to assign licenses or permits or seeking to transfer control of a licensee or permittee of AM, FM, or TV broadcast stations are required to submit a fee with the filing of FCC Form 316. Government entities, however, are exempt from this fee requirement. Exempt governmental entities include possessions, states, cities, counties, towns, villages, municipal organizations, and political organizations or subparts thereof governed by elected or appointed officials exercising sovereign direction over communities or governmental programs. Also exempt are full-service noncommercial educational radio, noncommercial educational TV and LPFM licensees and permittees, **provided** that the station(s) being acquired will continue to operate noncommercially. See 47 C.F.R. Section 1.1114.

When filing a fee-exempt application, an applicant must complete Item 3 and provide an explanation as appropriate. Applications **NOT** subject to a fee may be hand-delivered or mailed to the FCC at its Washington, D.C. offices. See 47 C.F.R. Section 0.401(a). Fee- exempt applications should not be sent to the Mellon Bank Lockbox; so doing will result in a delay in processing the application.

The Commission's fee collection program utilizes a U.S. Treasury lockbox bank for maximum efficiency of collection and processing. Prior to the institution of electronic filing procedures, all FCC Form 316 applications requiring the remittance of a fee, or for which a waiver or deferral from the fee requirement is requested, must be submitted to the appropriate post office box address. See 47 C.F.R. Section 0.401(b). A listing of the fees required to assign or transfer control of various types of broadcast station construction permits and licenses and the addresses to which FCC Form 316 should be mailed or otherwise transmitted are also set forth in the "Media Services Fee Filing Guide." This document can be obtained either by writing to the Commission's Form Distribution Center, 9300 E. Hampton Drive, Capitol Heights, Maryland 20743, or by calling 1-800-418-FORM. See also 47 C.F.R. Section 1.1104. The Fee Filing Guide also contains a list of the Fee Type Codes needed to complete this application.

A separate fee payment must be submitted for each FCC Form 316 filed. Where multiple station authorizations are being assigned or transferred on one FCC Form 316, a single payment covering the total required fee, calculated according to the number of AM, FM or TV station permits or licenses covered by that FCC Form 316, must be made.

Payment of any required fee must be made by check, bank draft, money order, or credit card. If payment is by check, bank draft, or money order, the remittance must be denominated in U.S. dollars, drawn upon a U.S. institution, and made payable to the "Federal Communications Commission." No postdated, altered, or third-party checks will be accepted. **DO NOT SEND CASH**. Additionally, checks dated six months or older will not be accepted.

FCC Form 159 must be submitted with any application subject to a fee received at the Commission.

Applicants who wish to pay for **more than one application in the same lockbox with a single payment** may also submit a single FCC Form 159. When paying for multiple stations in the same lockbox with a single payment instrument, applicants must list each call sign as a separate item on FCC Form 159 (Remittance Advice). If additional entries are necessary, applicants should use FCC Form 159C (Continuation Sheet).

Procedures for payment of application fees when applications are filed electronically will be announced by subsequent Public Notice. See General Instructions E above. Payment of application fees may also be made by

Electronic Payment prior to the institution of electronic filing procedures, provided that prior approval has been obtained from the Commission. Licensees/permittees interested in this option must first contact the Credit and Debt Management Center at (202) 418-1995 to make the necessary arrangements.

Applicants hand-delivering FCC Forms 316 may receive a dated receipt copy by presenting a complete copy of the filing to the acceptance clerk at the time of delivery. For mailed-in applications, a "return copy" of the application may be furnished and clearly marked as a "return copy." The applicant may attach this copy to a stamped, self-addressed envelope. Only one piece of paper per application will be stamped for receipt purposes.

For further information regarding fees and payment procedures, applicants should consult the "Media Services Fee Filing Guide."

Item 4: Nature of Application. This application form may be used for both voluntary and involuntary assignments and transfers of control. Item 4a requests the applicant to specify the precise nature of the transaction proposed. In the case of an amendment to a pending application, this item also requests the file number of the associated application.

Additionally, Item 4b requires the applicant to certify that FCC Form 316 is suitable for the proposed transaction. In responding to this question, the applicant should review the "General Instructions" set forth above. If the applicant is not certain that Form 316 can be used, it should check the box marked "No" and submit an exhibit explaining why it believes Form 316 to be appropriate.

Item 5: Auction Authorization. Under the Commission's competitive bidding licensing procedures, applicants seeking to assign or transfer control of a broadcast construction permit or license within three years of receipt of the original construction permit by means of competitive bidding must inform the Commission that the permit or license was obtained through competitive bidding. *See* 47 C.F.R. Section 1.2111(a). Item 5 requires the applicant to identify those authorizations that were obtained through competitive bidding, and for which FCC consent to assignment or transfer of control is sought in this application.

The Commission's auction rules also require an applicant seeking approval of an assignment or transfer of control of a license or construction permit within three years of receipt of such authorization by means of competitive bidding to file with the Commission the associated contracts for sale, option agreements, management agreements, or other documents disclosing the consideration that the applicant will receive in return for the assignment or transfer of control of its license or permit. *See* 47 C.F.R. Sections 1.2111(a), 73.5009.

INSTRUCTIONS FOR SECTION II -- ASSIGNOR/TRANSFEROR

A. **Item 1: Certification**. Each applicant is responsible for the information that the application instructions and worksheets convey. As a key element in the Commission's streamlined licensing process, a certification that these materials have been reviewed and that each question response is based on the applicant's review is required.

B. **Item 2: Type of Application**. FCC Form 316 may be utilized for both assignments of license/permit and transfers of control, so long as the proposed transaction meets any one of the criteria set forth in General Instruction A above. Each type of application, even in a pro forma matter for which Form 316 is appropriate, requires a slightly different staff analysis. For that reason, Item 2 of Section II requires the assignor/transferor to specify whether the parties seek consent to an assignment or transfer of control.

C. **Item 3: Legal Name/Address**. The name of the assignor or each transferor must be stated in Section II, Item 2: if the assignor/transferor is a corporation, the exact corporate name; if a partnership, the name under which the partnership does business; if an unincorporated association, the name of an executive officer, his/her office, and the name of the association; and, if an individual assignor/transferor, the person's full legal name.

D. **Item 4: Contact Representative**. If the assignor/transferor has retained a representative (for example, legal counsel) for purposes of prosecuting the FCC Form 316, that person's name, firm or company name, mailing address, telephone number, and e-mail address should be specified in Section II, Item 4.

E. **Item 5: Authorizations to be Assigned/Transferred**. Unless specifically enumerated as excluded authorizations, the authorizations for all subsidiary communications services (SCA's), FM and TV booster stations, and auxiliary service stations authorized under Subparts D, E, F, and H of 47 C.F.R. Part 74 will be included in the assignment/transfer of the license of the primary station(s). Applicants should complete the table. If preparing this application in paper form, attach a separate page using the table format when additional space is needed.

F. **Item 6: Agreements for Sale/Transfer of Station**. All applicants for **voluntary assignment or transfer** on FCC Form 316 must submit to the Commission with this application and place in the public inspection file of each subject station a complete and final copy of the unredacted contract for the sale of the authorizations that are the subject of this application, including all exhibits and attachments. The application and contracts must be retained in the public inspection file until **final** action is taken on this application, with the exception that any application granted pursuant to a waiver of any Commission rule must be retained in the public inspection file for as long as the waiver is in effect. See 47 C.F.R. Sections 73.3526(e)(2) (for commercial

stations) and 73.3527(e)(2) (for noncommercial educational stations). Applicants must certify their compliance with these requirements in Item 6a.i and ii.

G. In Item 6a.iii, applicants for voluntary assignment or transfer are asked to certify that the contracts/agreements for assignment of the subject authorizations "comply fully with the Commission's rules and policies." In order to complete this certification, applicants must consider a broad range of issues. Worksheet #1 provides guidance on key compliance issues to facilitate applicants' review of their proposed transactions, and to help applicants identify issues where additional explanatory exhibits may be required or helpful.

H. If the application is requesting approval of an involuntary assignment or transfer, the applicant should check the box marked "N/A" and respond to the certification in Item 6b.

I. All applicants **for involuntary assignment or transfer** on FCC Form 316 are required by Item 6b to certify that the court orders or other appropriate documents duly authorizing it to file the instant application have been issued and that certified copies of such court orders, Letters Testamentary, Letters of Administration, or other documents have been submitted with the application. A certified copy of the document(s) must also be placed in the subject station public inspection file(s) and retained until **final** action is taken on this application, with the exception that any application granted pursuant to a waiver of any Commission rule must be retained in the public inspection file for as long as the waiver is in effect. See 47 C.F.R. Sections 73.3526(e)(2) (for commercial stations) and 73.3527(e)(2) (for noncommercial educational stations).

J. **Items 7 and 8: Character Issues/Adverse Findings**. These questions require an evaluation of any unresolved character issues involving the assignor/transferor or any of its principals, as well as any relevant adverse findings by a court or administrative body. Applicants should review the instructions for Section III, Items 5, 8, and 9 of this form before completing this item.

K. **Item 9: Auction Authorization.** This question asks the assignor/transferor to certify that the proposed assignment or transfer of control will comply with the "unjust enrichment" provisions of the Commission's competitive bidding rules, 47 C.F.R. Section 73.5007(c). Assignors/transferors must review the instructions for Section III, Item 11 before completing this item. *See Policies to Promote Rural Radio Service and to Streamline Allotment and Assignment Procedures*, First Report and Order and Further Notice of Proposed Rulemaking, MB Docket No. 09-52, FCC 10-24, in which the Commission established that the unjust enrichment rule provisions should apply in the context of *pro forma* assignment and transfer of control applications.

L. **Item 10: Anti-Drug Abuse Act Certification**. This question requires the Assignor/Transferor to certify that neither it nor any party to the application is subject to denial of federal benefits pursuant to the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862. Applicants should review the instructions for Section III, Item 11, of this form before completing this item.

INSTRUCTIONS FOR SECTION III--ASSIGNEE/TRANSFEREE

A. **Item 1: Certification**. Assignees/transferees must review the instructions for Section II, Item 1 before completing this item.

B. **Item 2: Legal Name/Address**. The name of the assignee or each transferee must be stated exactly in Section III, Item 2. The name of the assignee/transferee shall be the exact corporate name, if transferee is a corporation; if a partnership, the name of all general partners and the name under which the partnership does business; if an unincorporated association, the name of an executive officer, his/her office, and the name of the association; and, if the assignee or transferee(s) are individual applicants, the full legal name of each person.

C. **Item 3: Contact Representative**. If the assignee/transferee has retained a representative (for example, legal counsel) for purposes of prosecuting the FCC Form 316, that person's name, firm or company name, mailing address, telephone number, and e-mail address should be specified in Section III, Item 3.

D. **Item 4: Agreements for Sale/Transfer of Station**. This question requires the assignee/transferee to certify that the written agreement submitted to the Commission and contained in the licensee/permittee's public inspection file embodies the complete and final agreement between the parties and that the agreement complies fully with the Commission's rules and policies regarding station sales contracts. The assignee/transferee must undertake an independent evaluation of the contract in order to make this certification. Worksheet #1 provides guidance on key compliance issues to facilitate applicants' review of their proposed transactions, and to help applicants identify issues where additional explanatory exhibits may be required or helpful.

E. **Item 5: Changes in interest as a result of assignment/transfer**. This item requires the applicant to set forth, in tabular form, a listing of the names, addresses, and citizenship of all parties to this application. This includes all parties with attributable interests in the station(s) to be assigned or transferred who are giving up any portion of that interest, as well as any person who will acquire an attributable interest in the station(s).

As used in this application form, the term "party to the application" includes any individual or entity whose ownership or positional interest in the applicant is attributable. An attributable interest is an ownership interest in or relation to an applicant or licensee which will confer

on its holder that degree of influence or control over the applicant or licensee sufficient to implicate the Commission's multiple ownership rules. In responding to Item 5, applicants should review the Commission's multiple ownership attribution policies and standards which are set forth in the Notes to 47 C.F.R. Section 73.3555, as revised and explained in Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests, FCC 99-207, released August 6, 1999. See also, Report and Order in MM Docket No. 83-46, 97 FCC 2d 997 (1984), reconsideration granted in part, 58 RR 2d 604 (1985), further modified on reconsideration, 61 RR 2d 739 (1986).

Generally, insulated limited partners or members of a limited liability corporation, certain investors, and certain creditors are not considered parties to the application. However, as set forth in Worksheet #2 entitled, "Investor Insulation and Non-Party Influence over Assignee/Transferee," the holder of such an interest may be deemed a party to the application and, if so, must be listed in the table in Section III, Item 5. In the event that the Investor Insulation and Non-Party Influence over Assignee/Transferee worksheet requires the submission of an explanatory exhibit, the assignee/transferee must respond "No" to Section III, Item 5b and complete this exhibit.

Certain interests held by substantial investors in, or creditors of, the applicant may also be attributable and the investor reportable as a party to the application, if the interest falls within the Commission's equity/debt plus (**EDP**) attribution standard. Under the **EDP** standard, the interest held, aggregating both equity and debt, must exceed 33% of the total asset value (all equity plus all debt) of the applicant, a broadcast station licensee, cable television system, daily newspaper or other media outlet subject to the Commission's broadcast multiple ownership rules **AND** the interest holder must either also hold an attributable interest in a media outlet in the same market or supply over 15% of the total weekly broadcast programming hours of the station in which the interest is held. For example, the equity interest of an insulated limited partner in a limited partnership applicant would normally not be considered attributable. However, under the **EDP** standard, that interest would be attributable if the limited partner's interest exceeded 33% of the applicant's total asset value **AND** the limited partner also held a 5% voting interest in a radio or television station licensee in the same market.

Additionally, "parties to the application" includes the following with respect to each of the listed applicant entities:

INDIVIDUAL APPLICANT: The natural person seeking to hold in his or her own right the authorization specified in this application.

PARTNERSHIP APPLICANT: Each partner, including all limited partners. However, a limited partner in a limited partnership is **not** considered a party to the application **IF** the limited partner is not materially involved, directly or indirectly, in the management or operation of the media-related activities of the partnership. Sufficient insulation of a limited partner for purposes of this certification would be assured if the limited partnership arrangement:

(1) specifies that any exempt limited partner (if not a natural person, its directors, officers, partners, etc.) cannot act as an employee of the limited partnership if his or her functions, directly or indirectly, relate to the media enterprises of the company;

(2) bars any exempt limited partner from serving, in any material capacity, as an independent contractor or agent with respect to the partnership's media enterprises;

(3) restricts any exempted limited partner from communicating with the licensee or the general partner on matters pertaining to the day-to-day operations of its business;

(4) empowers the general partner to veto any admissions of additional general partners admitted by vote of the exempt limited partners;

(5) prohibits any exempt limited partner from voting on the removal of a general partner or limits this right to situations where the general partner is subject to bankruptcy proceedings, as described in Sections 402 (4)-(5) of the Revised Uniform Limited Partnership Act, is adjudicated incompetent by a court of competent jurisdiction, or is removed for cause, as determined by an independent party;

(6) bars any exempt limited partner from performing any services to the limited partnership materially relating to its media activities, with the exception of making loans to, or acting as a surety for, the business; and

(7) states, in express terms, that any exempt limited partner is prohibited from becoming actively involved in the management or operation of the media businesses of the partnership.

Notwithstanding conformance of the partnership agreement to these criteria, however, the requisite certification cannot be made if the applicant has actual knowledge of a material involvement of a limited partner in the management or operation of the media-related businesses of the partnership. In the event that the applicant cannot certify as to the noninvolvement of a limited partner, the limited partner will be considered as a party to this application.

LIMITED LIABILITY COMPANY APPLICANT: The Commission treats a LLC as a limited partnership, each of whose members is considered to be a party to the application. However, where a LLC member is insulated in the manner specified above with respect to a limited partnership and where the relevant state statute authorizing the LLC permits a LLC member to insulate itself in

accordance with the Commission's criteria, that LLC member is not considered a party to the application. In such a case, the applicant should certify "Yes" in response to Section III, Item 5b.

CORPORATE APPLICANT: Each officer, director and owner of stock accounting for 5% or more of the issued and outstanding voting stock of the applicant is considered a party to the applicant. Where the 5% stock owner is itself a corporation, each of its stockholders, directors and "executive" officers (president, vice-president, secretary, treasurer or their equivalents) is considered a party to this application **UNLESS** the applicant submits as an exhibit a statement establishing that an individual director or officer will not exercise authority or influence in areas that will affect the applicant or the station. In this statement, the applicant should identify the individual by name and title, describe the individual's duties and responsibilities, and explain the manner in which such individual is insulated from the corporate applicant and should not be attributed an interest in the corporate applicant or considered a party to this application. In addition, a person or entity holding an ownership interest in the corporate stockholder of the applicant is considered a party to this application **ONLY IF** that interest, when multiplied by the corporate stockholder's interest in the in the applicant, would account for 5% or more of the issued and outstanding voting stock of the applicant. For example, where Corporation X owns stock accounting for 25% of the applicant's votes, only Corporation X shareholders holding 20 percent or more of the issued and outstanding voting stock of Corporation X have a 5% or more indirect interest in the applicant (.25 x .20 = .05) and, therefore, are considered parties to this application. In applying the multiplier, any entity holding more than 50% of its subsidiary will be considered a 100% owner. Where the 5% stock owner is a partnership, each general partner and any limited partner that is non-insulated, regardless of the partnership interest, is considered a party to the application.

Stock subject to stockholder cooperative voting agreements accounting for 5% or more of the votes in a corporate applicant will be treated as if held by a single entity and any stockholder holding 5% or more of the stock in that block is considered a party to this application.

An investment company, insurance company, or trust department of a bank is not considered a party to this application and an applicant may properly certify in response to Section III, Item 5b that such entity's interest is non-attributable **IF** its aggregated holding accounts for less than 20% of the outstanding votes in the applicant **AND IF**:

(1) such entity exercises no influence or control over the corporation, directly or indirectly; and

(2) such entity has no representatives among the officers and directors of the corporation.

ANY OTHER APPLICANT: Each executive officer, member of the governing board and owner or holder of 5% or more of the votes in the applicant is considered a party to the applicant.

F. **Item 7: Acquisition of Control**. This question addresses the specific situation in which a single individual or entity, which already has an attributable interest in the station(s) involved in this transaction, seeks to acquire "control" of the station(s). So long as not more than 50 percent of the voting stock is changing hands in the proposed transaction, see General Instruction B above, a single entity may acquire control via FCC Form 316, provided that such person or entity previously has been approved as an attributable owner of the station(s) pursuant to a "long form" FCC Form 314 or 315 (FCC Form 345 if an FM or TV translator or low power television station is involved); alternatively, the person or entity seeking control in this application could have been approved as a party to the original construction permit application for the station(s) on FCC Form 301 (FCC Form 318 for Low Power FM Stations, FCC Form 346 for TV translator/low power TV stations or FCC Form 349 for FM translator stations). Section III, Item 7 asks the assignee/transferee to list the file number and date of grant of the application pursuant to which the Commission approved such person's or entity's qualifications to own the station(s).

For purposes of this question, "control" may be either "positive" (in which case the person or entity will end up with more than 50 percent of the voting rights in the station(s)) or "negative" (in which case the person or entity will have exactly 50 percent of the voting rights in the station(s)).

If qualification for short-form treatment is not based on the acquiring entity's prior approval on FCC Forms 301, 314, or 315, the applicant should mark the box labeled "N/A".

G. **Items 8 and 9: Character Issues/Adverse Findings**. Section III, Item 8 requires the transferee to certify that neither it nor any party to the application has had any interest in or connection with an application that was or is the subject of unresolved character issues. Item 9 inquires whether the transferee or any party to the application has been the subject of a final adverse finding with respect to certain non-broadcast matters. In reviewing these questions, applicants are advised that Commission character policies and litigation reporting requirements for broadcast applicants have been revised with a view to focusing on misconduct which violates the Communications Act or a Commission rule or policy and on certain specified non-FCC misconduct. In responding to Items 8 and 9, Section III, applicants should review the Commission's character qualification policies, which are fully set forth in Character Qualifications, 102 FCC 2d 1179 (1985), reconsideration denied, 1 FCC Rcd 421 (1986), as modified, 5 FCC Rcd 3252 (1990) and 7 FCC Rcd 6564 (1992).

Where the response to Item 8 is "No," the assignee/transferee must submit an exhibit that includes an

identification of the party having had the interest, the call letters and location of the station or file number of the application or docket, and a description of the nature of the interest or connection, including relevant dates. The assignee/transferee should also fully explain the referenced matter, setting forth the reasons why the matter is not an impediment to a grant of this application.

In responding to Item 9, the assignee/transferee should consider any relevant adverse finding that occurred within the past ten years. Where that adverse finding was fully disclosed to the Commission in an application filed on behalf of this station or in another broadcast station application and the Commission, by specific ruling or by subsequent grant of the application, found the adverse finding not to be disqualifying, it need not be reported again and the assignee/transferee may respond "Yes" to this item. However, an adverse finding that has not been reported to the Commission and considered in connection with a prior application would require a "No" response.

Where the response to Item 9 is "No," the assignee/ transferee must provide in an exhibit a full disclosure of the persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), and the disposition of the litigation. Where the requisite information has been earlier disclosed in connection with another pending application, or as required by 47 C.F.R. Section 1.65(c), the applicant need only provide an identification of that previous submission by reference to the file number in the case of an application, the call letters of the station regarding which the application or Section 1.65 information was filed, and the date of filing. The assignee/transferee should also fully explain the referenced matter, setting forth reasons why the matter is not an impediment to a grant of this application.

H. **Item 10: Alien Ownership**. All applications must comply with Section 310 of the Communications Act, as amended. Specifically, Section 310 proscribes issuance of a construction permit or station license to an alien, the representative of an alien, a foreign government or a representative thereof, or a corporation organized under the laws of a foreign government. This proscription also applies with respect to any entity of which more than 20% of the capital stock is owned or voted by aliens, their representatives, a foreign government or its representative, or an entity organized under the laws of a foreign country. The Commission may also deny a construction permit or station license to a licensee directly or indirectly controlled by another entity of which more than 25% of the capital stock is owned or voted by aliens, their representatives, a foreign government or its representative, or another entity organized under the laws of a foreign country. Any such applicant seeking Commission consent to exceed this 25% benchmark in Section 310(b)(4) of the Act must do so by filing a petition for declaratory ruling pursuant to Section 1.5000 *et seq*. of the Commission's rules.

Compliance with Section 310 is determined by means of a two-prong analysis, one pertaining to voting interests and the second to ownership interests. See, e.g., BBC License Subsidiary L.P., 10 FCC Rcd 10968 (1995). The voting interests held by aliens in a licensee through intervening domestically organized entities are determined in accordance with the multiplier guidelines for calculating indirect ownership interests in an applicant as set forth in the "Corporate Applicant" Instructions for Section III, Item 5. For example, if an alien held a 30-percent voting interest in Corporation A which, in turn, held a non-controlling 40-percent voting interest in Licensee Corporation B, the alien interest in Licensee Corporation B would be calculated by multiplying the alien's interest in Corporation A by that entity's voting interest in Licensee Corporation B. The resulting voting interest (30% x 40% = 12%) would not exceed the 25% statutory benchmark. However, if Corporation A's voting interest in Corporation B was 60%, the multiplier would not be utilized and the full 30 percent alien voting interest in Corporation A would be treated as a 30 percent interest in Licensee Corporation B, i.e., an impermissible 30% alien indirect voting interest in the licensee. If Partnership A held a 40% voting interest in Licensee Corporation B, that voting interest would be similarly impermissible if any general partner or any non-insulated limited partner of Partnership A was an alien, regardless of their partnership interest. *See also Review of Foreign Ownership Policies for Broadcast, Common Carrier and Aeronautical Radio Licensees Under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Report and Order, 31 FCC Rcd 11272, paras. 67-72 (2016) (*2016 Foreign Ownership Order*).

Assignees/transferees in FCC Form 316 must also comply with the separate alien equity ownership benchmark restrictions of Section 310. Under the second prong of the analysis, an assignee/transferee must determine the pro rata equity holdings of any alien investor in a licensee entity or its parent. In calculating equity alien ownership, the same voting interest multiplier rules apply.

In order to complete this two-prong analysis, an assignee/transferee must determine the citizenship of each shareholder or explain how it determined the relevant percentages. Corporate applicants and licensees whose stock is publicly traded must determine the citizenship of interest holders who are known or should be known to the company in the ordinary course of business, including: (1) registered shareholders; (2) officers, directors, and employees; (3) interest holders reported to the Securities and Exchange Commission; (4) beneficial owners identified in annual or quarterly reports and proxy statements; and (5) any other interest holders that are actually known to the company, such as through transactions, litigation, proxies, or any other source. Statistical sampling surveys are no longer necessary. Although direct inquiry and publicly available resources may be used to determine citizenship of known or should-be-known interest holders, street addresses are not sufficient for this purpose. For more detailed information

on identifying and calculating foreign interests, *see 2016 Foreign Ownership Order*, paras. 44-72.

If the combined total foreign ownership (foreign voting interests and foreign equity interests) identified under this methodology does not exceed 25%, a declaratory ruling is not necessary to grant the application. A subsidiary or affiliate of a licensee already named in a foreign ownership declaratory ruling may rely on that ruling, and by certifying compliance with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments, certifies that it and the licensee named in the declaratory ruling are in compliance with the terms and conditions of the original foreign ownership declaratory ruling. *See* 47 CFR § 1.5004(b).

I. **Item 11: Auction Authorization.** The competitive bidding rules adopted by the Commission include certain provisions to prevent "unjust enrichment" by entities that acquire broadcast authorizations through the use of bidding credits or other special measures. Specifically, the holder of a broadcast license or construction permit, who successfully utilized a bidding credit to obtain the authorization, is required to reimburse the government for the total amount of the bidding credit, plus interest based on the rate for ten-year U.S. Treasury obligations applicable on the date the construction permit was granted, as a condition for Commission approval of any assignment or transfer of that license or construction permit, if the authorization will be acquired by an entity that does not meet the eligibility criteria for the bidding credit. *See* 47 C.F.R. Section 73.5007(c). The amount of this payment will be reduced over a five year period. No payment is required if (1) the authorization is transferred or assigned more than five years after the initial issuance of the construction permit; or (2) the proposed transferee or assignee meets the eligibility criteria for the bidding credit. *See* 47 C.F.R. Section 73.5007(c).

In accordance with these provisions, Item 11 requires that the assignee/transferee certify that either (1) more than five years have passed since the assignor/transferor received its authorization(s) via the competitive bidding process; or (2) the proposed assignee/transferee meets the eligibility criteria for the bidding credit. If such certification cannot be made, then the assignee/transferee must answer "No" in Item 11 and tender the applicable reimbursement payment to the United States Government. *See* 47 C.F.R. Sections 73.5007, 73.5008. *See also Policies to Promote Rural Radio Service and to Streamline Allotment and Assignment Procedures*, First Report and Order and Further Notice of Proposed Rulemaking, MB Docket No. 09-52, FCC 10-24, in which the Commission established that the unjust enrichment rule provisions should apply in the context of *pro forma* assignment and transfer of control applications.

J. **Item 12: Anti-Drug Abuse Act Certification**. This question requires the assignee/transferee to certify that neither it nor any party to the application is subject to denial of federal benefits pursuant to the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.

Section 5301 of the Anti-Drug Abuse Act of 1988 provides federal and state court judges the discretion to deny federal benefits to individuals convicted of offenses consisting of the distribution or possession of controlled substances. Federal benefits within the scope of the statute include FCC authorizations. A "Yes" response to Section III, Item 11 constitutes a certification that neither the assignee transferee nor any party to this application has been convicted of such an offense or, if it has, it is not ineligible to receive the authorization sought by this application because of Section 5301.

With respect to this question only, the term "party to the application" includes if the applicant is an individual, that individual; if the applicant is a corporation or unincorporated association, all officers, directors, or persons holding 5 percent or more of the outstanding stock or shares (voting and/or non-voting) of the applicant; and if the applicant is a partnership, all general partners and all limited partners, including both insulated and non-insulated limited partners, holding a 5 percent or more interest in the partnership.

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

We have estimated that each response to this collection of information will take 1.5 to 4.5 hours. Our estimate includes the time to read the instructions, look through existing records, gather and maintain the required data, and actually complete and review the form or response. If you have any comments on this burden estimate, or on how we can improve the collection and reduce the burden it causes you, please e-mail them to **pra@fcc.gov** or send them to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0009), Washington, DC 20554. Please DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Remember - you are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number of if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0009.

THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, P.L. 104-13, OCTOBER 1, 1995, 44 U.S.C. 3507.

WORKSHEET #1

SALES CONTRACT EVALUATION WORKSHEET

This worksheet may be used by the assignor/transferor in responding to Section II, Item 6 of FCC Form 316; it may also be used by the assignee/transferee in responding to Section III, Item 4. The applicants should review these questions with respect to **all contractual documents,** agreements, and/or understandings between the assignor/transferor and the assignee/transferee.

A. SALES CONTRACT

1. Do the written contracts and/or agreements in the licensee/permittee's public inspection file embody the complete and final agreement for the sale of the station(s) which are to be assigned/transferred? ☐ Yes ☐ No

   (a) Are there any which have not been referenced in the contract documents to be submitted with the application? ☐ Yes ☐ No

   If "Yes," the terms of these agreements must be reduced to writing and submitted along with the other contract documents.

   (b) Are there any written or oral agreements between the assignor/transferor and the assignee/transferee regarding **future** contractual arrangements arising out of this transaction? ☐ Yes ☐ No

   If "Yes," the terms of these agreements must be reduced to writing and submitted along with the other contract documents.

   (c) Have there been any amendments to the contract? ☐ Yes ☐ No

   If "Yes," the amendment (or its material terms, if the amendment is not in writing) must be submitted as an amendment to the application.

   Note: The obligation to submit all amendments to the contract continues until Commission action on the subject application is no longer subject to administrative or judicial review.

2. Do these documents provide the assignee/transferee with ultimate control over and use of all necessary physical property without reservation? ☐ Yes ☐ No

3. Do these documents provide the assignee/transferee with ultimate control over station programming without reservation? ☐ Yes ☐ No

   Note: The response to both Questions 2 and 3 must be "Yes" in order to certify that the contractual documents "comply fully with the Commission's rules and policies." If "No," the applicant must mark "No" and disclose all details of any restriction on the assignee's/transferee's complete control of the station in an exhibit to the application.

B. TIME BROKERAGE/LOCAL MARKETING AGREEMENTS

This worksheet also the assignee/transferee, Section II, Item 6 and Section III, Item 4. They are intended for use when the sales agreements between the assignor/transferor and the assignee/transferee include a "time brokerage agreement," "local marketing agreement," or any other document pursuant to which the assignee/transferee provides programming for the subject station(s) prior to Commission approval of the proposed assignment.

1. Do any agreements entered into by the assignor/transferor and the assignee/transferee contain a time brokerage agreement or local marketing agreement pursuant to which the assignee/transferee will provide programming to the station prior to Commission approval of the assignee/transferee's acquisition of the station? ☐ Yes ☐ No

If "Yes," has the assignor/transferor retained sufficient rights and obligations over the station's personnel, programming, and finances such that it retains control of the station under applicable Commission precedent, i.e., does the licensee/permittee:

(a) retain the right to reject/substitute programming without excessive fee or penalty? ☐ Yes ☐ No

(b) retain the right to terminate the agreement without excessive fee or penalty? ☐ Yes ☐ No

(c) retain responsibility for broadcasting programming to meet local needs? ☐ Yes ☐ No

(d) retain the obligation to prepare and file the quarterly issues/programs list? ☐ Yes ☐ No

(e) retain the responsibility to comply with the Commission's political programming rules? ☐ Yes ☐ No

(f) retain the obligation to pay station expenses? ☐ Yes ☐ No

(g) retain the obligation to maintain the station's main studio and staff that studio with at least one management-level and one staff-level employee, Monday through Friday during regular business hours? ☐ Yes ☐ No

If the response to any of these questions is "No," the agreement may not comport with existing Commission precedent. The applicant should therefore supply an exhibit explaining how the agreement does not amount to a premature assumption of control by the assignee/transferee.

WORKSHEET #2

INVESTOR INSULATION AND NON-PARTY INFLUENCE OVER ASSIGNEE/ TRANSFEREE

This section of the worksheet may be used in connection with Section III, Item 5, in which the assignee/transferee lists all parties that either give up view, may exceed the authority of a properly insulated investor or demonstrate some indicia of de facto control by a creditor such that the investor or creditor would need to be listed in the table for Section III, Item 5. See e.g., Report and Order in MM Docket Nos. 94-150, 92-5 1, and 87-154, FCC 99-207, released August 6, 1999.

I. Investor Insulation

If an assignee/transferee is a limited partnership or a limited liability company ("LLC") that seeks to insulate partners or members in accordance with the Commission's attribution rules, the assignee shall ensure that each such limited partner or LLC member is not materially involved, directly or indirectly, in the management or operation of the media-related activities of the partnership or LLC. To ensure that each such limited partner or LLC member is not materially involved, directly or indirectly, in the management or operation of the media-related activities of the partnership or LLC, the applicant should answer the following inquiries. Do the limited partnership or LLC enabling documents:

a. specify that any exempt limited partner/LLC member (if not a natural person, its directors, officers, partners, etc.) cannot act as an employee of the limited partnership/LLC member if his or her functions, directly or indirectly, relate to the media enterprises of such entity? ☐ Yes ☐ No

b. bar any exempt limited partner/LLC from serving, in any material capacity, as an independent contractor or agent with respect to the partnership/LLC's media enterprises? ☐ Yes ☐ No

c. restrict any exempt limited partner/LLC member from communicating with the limited partnership/ LLC, the general partner, or any LLC management committee on matters pertaining to the day-to-day operations of its business? ☐ Yes ☐ No

d. empower the general partner/LLC management committee to veto any admissions of additional general partners/LLC members admitted by vote of the exempt limited partners/LLC members? ☐ Yes ☐ No

e. prohibit any exempt limited partner/LLC member from voting on the removal of a general partner/LLC member or limit this right to situations where the general partner/LLC member is (i) subject to bankruptcy proceedings, as described in Section 402(4)-(5) of the Revised Uniform Limited Partnership Act, is removed for cause, as determined by an independent party? ☐ Yes ☐ No

f. bar any exempt limited partner/LLC member from performing any services to the limited partnership/LLC materially relating to its media activities, with the exception of making loans to, or acting as a surety for, the business? ☐ Yes ☐ No

g. state, in express terms, that any exempt limited partner/LLC member is prohibited from becoming actively involved in the management or operation of the media businesses of the limited partnership/LLC? ☐ Yes ☐ No

If the answer is "Yes" to **each** of these conditions with regard to every limited partner and LLC member that the applicant seeks to insulate **and** the relevant state statute authorizing the LLC permits a LLC member to insulate itself in accordance with the Commission's criteria, the applicant may conclude that it complies with the Commission's restrictions regarding insulation of non-party investors. If "No" to the foregoing, the applicant must submit an Exhibit detailing the rights of any non-party investor and setting forth the applicant's reasons for not treating the investor as a party to the application.

II. Non-Party Influence Over Assignee/Transferee

A. Non-party investors, i.e., investors with non-attributable interests, may have very limited powers over the operations of a licensee. Accordingly, with respect to any agreement, arrangement or understanding involving insulated parties or other investors with non-attributable interests, including creditors, secured parties, program suppliers, and any other persons not disclosed as parties to this application, does such agreement:

1. give any non-party investor the right to vote on any matters decided by the assignee's board of directors, partnership committee or other management group? ☐ Yes ☐ No

2. give any non-party investor the right to attend, or appoint an observer to attend, assignee board, partnership or other management meetings? ☐ Yes ☐ No

3. place any limitation on assignee/transferee programming discretion? ☐ Yes ☐ No

4. give any non-party investor the right to vote on, approve or restrict assignee/transferee's actions on any matter relating to programming, personnel or finances? ☐ Yes ☐ No

5. give any non-party restrict the assignee/transferee's actions on any matter relating to programming, personnel or finances? ☐ Yes ☐ No

6. give any non of the assignee/transferee? ☐ Yes ☐ No

7. give any non-party investor that holds a non-voting convertible interest the right to convert such an interest and acquire control of the assignee based on the assignee/transferee's actions relating to programming, personnel and finances? ☐ Yes ☐ No

8. give any non-party investor, creditor, or bond, debenture or warrant holder the right to vote on, approve or deny the selection or removal of a general partner of an assignee/transferee partnership or a member of the assignee/transferee's governing body? ☐ Yes ☐ No

9. give any non-party investor, creditor, or bond, debenture or warrant holder the right to convert, tender or require the tendering of stock pursuant to a put-or-call agreement based on the actions of the assignee/transferee relating to programming, personnel or financing? ☐ Yes ☐ No

If the answer to all of these conditions is "No" with regard to every non-party investor and creditor, **and there are no other provisions that cede de facto control to a non-party,** applicant may conclude that it complies with the Commission's restrictions regarding non-participation of non-party investors and creditors. If the answer to any of these inquiries is "Yes," the applicant must submit an exhibit detailing the rights of any non-party investor and setting forth fully the applicant's reasons for not treating the investor as a party to the application.

B. With respect to any loan agreement, has the assignee/transferee ensured that such agreement:

1. includes an unconditional promise by the assignee to pay on demand or on a specific date a sum certain? ☐ Yes ☐ No

2. contains a fixed or defined variable rate of interest on the loan? ☐ Yes ☐ No

3. does not prohibit the redemption of the loan by the assignee, or pen-nit redemption at the option of the lender only? ☐ Yes ☐ No

If the answer to each of these inquiries is "Yes," and if there are no other provisions that may give non-party investors control, the applicant may conclude that it complies with the Commission's restrictions regarding non-participation of non-party investors and creditors. If not, the applicant must submit an exhibit detailing the rights of the lender and the obligations of the assignee/transferee for each loan agreement.

Federal Communications Commission
Washington, D. C. 20554

Approved by OMB
3060-0009

FCC 316

APPLICATION FOR CONSENT TO ASSIGN BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE OR TO TRANSFER CONTROL OF ENTITY HOLDING BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE

FOR FCC USE ONLY	

FOR COMMISSION USE ONLY

FILE NO.

Section I - General Information

1.

Legal Name of the Licensee/Permittee		
Mailing Address		
City	State or Country (if foreign address)	ZIP Code
Telephone Number (include area code)	E-Mail Address (if available)	
FCC Registration Number / Call Sign	Facility ID Number	

2.

Contact Representative (if other than Licensee/Permitee)	Firm or Company Name	
Mailing Address		
City	State or Country (if foreign address)	ZIP Code
Telephone Number (include area code)	E-Mail Address (if available)	

3. If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114):

☐ Governmental Entity ☐ Noncommercial Educational Licensee/Permittee ☐ Other _____

4. a. ☐ Voluntary Assignment or Transfer of Control ☐ Involuntary Assignment or Transfer of Control

☐ Amendment to pending application

File Number of pending application: _____

If an amendment, submit as an Exhibit a listing, by Section and Question Number, of the portions of the pending application that are being revised. Exhibit No.

b. Applicant certifies that the use of FCC Form 316 is appropriate for this transaction. ☐ Yes ☐ No See Explanation in Exhibit No.

5. Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5000)? ☐ Yes ☐ No

If yes, list pertinent authorizations in an Exhibit. Exhibit No.

NOTE: In addition to the information called for in this section, an explanatory exhibit providing full particulars must be submitted for each question for which a ''No'' response is provided.

Section II - Assignor/Transferor

1. **Certification.** Assignor/Transferor certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignor/ Transferor further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. ☐ Yes ☐ No

2. Application for (check one): ☐ Consent to Assign Construction Permit/License ☐ Consent to Transfer Control of Permittee/Licensee

3.

Legal Name of the Assignor/Transferor		
Mailing Address		
City	State or Country (if foreign address)	ZIP Code
FCC Registration Number	Telephone Number (include area code)	E-Mail Address (if available)

4.

Contact Representative (if other than Assignor/Transferor)	Firm or Company Name	
Mailing Address		
City	State or Country (if foreign address)	ZIP Code
Telephone Number (include area code)	E-Mail Address (if available)	

If more than one Transferor, submit the information requested in Questions 3 and 4 for each transferor.

Exhibit No.

5. **Authorizations to be** permits to be assigned/transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned/transferred. include main stations, LPFM stations, FM and/or TV translator stations, LPTV stations, SCA, FM and/or TV booster stations, and associated auxiliary service stations.

Facility ID Number			City	State

6. **Agreements for Sale/Transfer of Station.**

a. If the transaction is voluntary, Assignor/Transferor certifies that:

i. it has placed in licensee's/perrnittee's public inspection file(s) and submitted to the commission as an Exhibit to this application copies of all agreements for the assignment/transfer of the station(s);

ii. these documents embody the complete and final understanding between assignor/transferor and assignee/transferee; and

iii. these agreements comply fully with the commission's rules and policies.

☐ Yes ☐ No ☐ N/A

See Explanation in ExhibitNo

Exhibit No.

b. if the transaction is involuntary, the Assignor/Transferor certifies that court orders or other authorizing documents have been issued and that it has placed in the licensee's/ permittee's public inspection file(s) and submitted to the Commission copies of such court orders or other authorizing documents.

☐ Yes ☐ No ☐ N/A

See Explanation in Exhibit No.

7. Character issues. Assignor/Transferor certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with:

a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application or

b. any pending broadcast application in which character issues have been raised.

☐ Yes ☐ No

See Explanation in Exhibit No.

8. **Adverse Findings.** Assignor/Transferor certifies that, with respect to the assignor/transferor and each party to the application, no adverse finding has been made, nor has adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.

☐ Yes ☐ No

See Explanation in Exhibit No.

9. **Auction Authorization.** Assignor/transferor certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.

☐ Yes ☐ No ☐ N/A

See Explanation in Exhibit No.

10. **Anti-Drug Abuse Act Certification.** Assignor/Transferor certifies that neither licensee/ permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.

☐ Yes ☐ No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are rnade in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing	Typed or Printed Title of Person Signing
Signature	Date

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

NOTE: In addition to the information called for in this section, an explanatory exhibit providing full particulars must be submitted for each question for which a "No" response is provided.

Section III - Assignee/Transferee

1. **Certification.** Assignee/Transferee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignee/Transferee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. ☐ Yes ☐ No

2.

Legal Name of the Assignor/Transferor		
Mailing Address		
City	State or Country (if foreign address)	ZIP Code
FCC Registration Number	Telephone Number (include area code)	E-Mail Address (if available)

3.

Contact Representative (if other than Assignor/Transferor)	Firm or Company Name	
Mailing Address		
City	State or Country (if foreign address)	ZIP Code
Telephone Number (include area code)	E-Mail Address (if available)	

If more than one Transferee, submit the information requested in Questions 2 and 3 for each transferee. Exhibit No.

4. **Agreements for Sale/ Transfer of Station.** Assignee/Transferee certifies that: ☐ Yes ☐ No See Explanation in Exhibit No.
   a. the written agreements in the licensee's/permittee's public inspection file embody the complete and final agreement for the sale or transfer of the station(s); and
   b. these agreements comply fully with the Commission's rules and policies.

5. **Changes in interests as a result of assignment/transfer.**

a.

NAMES AND ADDRESSES OF ANY PARTY TO APPLICATION HOLDING AN ATTRIBUTABLE INTEREST	CITIZENSHIP	INTEREST HELD			
		BEFORE TRANSFER OR ASSIGNMENT		AFTER TRANSFER OR ASSIGNMENT	
		(1) Percentage Vote	(2) Percentage Total Assets (Equity plus Debt)	(1) Percentage vote	(2) Percentage Total Assets (Equity plus Debt)

b. Applicant certifies that equity and financial interests not set forth above are non-attributable. ☐ Yes ☐ No ☐ N/A Exhibit No.

6. **Other Authorizations.** List call signs, locations, and facility identifiers of all other broadcast stations in which assignee/transferee or any party to the application has an attributable interest.

Exhibit No. ☐ N/A

7. **Acquisition of Control.** List the file number and date of grant of FCC Form 301, 314, or 315 application by which the commission approved the qualifications of the individual or entity with a pre-existing interest in the licensee/pennittee that is now acquiring control of the licensee/permittee as a result of the grant of this application.

Exhibit No. ☐ N/A

8. **Character Issues.** Assignee/Transferee certifies that neither assignee/transferee nor any party to the application has or has had any interest in, or connection with:
   a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or
   b. any pending broadcast application in which character issues have been raised.

☐ Yes ☐ No — See Explanation in Exhibit No.

9. **Adverse Findings.** Assignee/Transferee certifies that, with respect to the assignee/transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.

☐ Yes ☐ No — See Explanation in Exhibit No

10. **Alien Ownership and Control.** Assignee/Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.

☐ Yes ☐ No — See Explanation in Exhibit No.

11. **Auction Authorization.** Assignee/transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.

☐ Yes ☐ No ☐ N/A — See Explanation in Exhibit No.

12. **Anti-Drug Abuse Act Certification.** Assignee/Transferee certifies that neither assignee/transferee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.

☐ Yes ☐ No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing	Typed or Printed Title of Person Signing
Signature	Date

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).