

## **INSTRUCTIONS – FORM 2100, SCHEDULE 314 - APPLICATION FOR CONSENT TO ASSIGNMENT OF BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE**

**The following instructions track the Non-Pro Forma Assignment of CP or License Application flow in LMS:**

### ***GENERAL INSTRUCTIONS***

Form 2100, Schedule 314, is to be used to apply for authority to assign a broadcast station construction permit or license. The form consists of the following sections:

- GENERAL INFORMATION
- FEES, WAIVERS, AND EXEMPTIONS
- ASSIGNMENT TYPE
- AUTHORIZATIONS TO BE ASSIGNED
- ASSIGNMENT QUESTIONS
- ASSIGNOR INFORMATION
- ASSIGNOR CONTACT REPRESENTATIVES
- ASSIGNOR LEGAL CERTIFICATIONS
- ASSIGNEE INFORMATION
- ASSIGNEE CONTACT REPRESENTATIVES
- PARTIES TO THE APPLICATION / ADD PARTY TO THE APPLICATION
- PARTIES TO THE APPLICATION CERTIFICATION
- ASSIGNEE LEGAL CERTIFICATIONS
- ASSIGNEE ALIEN OWNERSHIP
- REBROADCAST CERTIFICATION SUMMARY\*
- APPLICATION SUMMARY
- ASSIGNOR CERTIFY AND SIGNATURE
- ASSIGNEE CERTIFY AND SIGNATURE

The applicant must complete all sections displayed to it. No section may be omitted. The “Rebroadcast Certification Summary” section, identified with an asterisk (\*), need only be completed by applicants whose assignment applications include FM or TV translator stations. Note that certain questions, indicated in the instructions below, should be answered “Not Applicable” (N/A) by applicants whose transactions involve only the sale or transfer of FM or TV translator stations or low-power TV (LPTV) stations (i.e., does not include any full-service station).

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 (CFR):

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

FCC Rules may be purchased from the Government Publishing Office. Current prices and purchasing information may be obtained from the GPO Bookstore Website at <https://bookstore.gpo.gov/>. An up-to-date electronic version of Title 47 of the CFR may be accessed at [https://www.ecfr.gov/cgi-bin/text-idx?SID=0970bd71b3f8da40f9fc92f01b613dfd&mc=true&tpl=/ecfrbrowse/Title47/47tab\\_02.tpl](https://www.ecfr.gov/cgi-bin/text-idx?SID=0970bd71b3f8da40f9fc92f01b613dfd&mc=true&tpl=/ecfrbrowse/Title47/47tab_02.tpl).

Electronic filing of this application is mandatory. See <https://enterpriseefiling.fcc.gov/dataentry/login.html>. Similarly, any amendment to the application must be filed electronically. The amendment should contain the following information to identify the associated application:

- (1) Applicant's name
- (2) Facility ID Number
- (2) Call letters or specify "NEW" station
- (3) Channel number
- (4) Station location
- (5) File number of application being amended (if known)
- (6) Date of filing of application being amended (if file number is not known)

Applicants should follow the procedures set forth in Parts 0, 1, 73, and 74 of the Commission's Rules.

#### *Public Notice Requirements*

47 CFR Section 73.3580 requires that applicants for consent to assignment of a construction permit or license for a commercial full-service AM, FM, full power TV, Class A TV, low-power TV (LPTV), or TV or FM translator station give local notice by posting notice online, either on the station website or a website affiliated with the station, its licensee, or its parent entity, or otherwise by posting notice on a publicly accessible, locally targeted website, for 30 continuous days following acceptance of the application for filing, in the form prescribed in 47 CFR § 73.3580(b)(2).

An applicant for consent to assignment of a construction permit or license for a commercial full-service AM, FM, full power TV, Class A TV, or an LPTV station that locally originates programming is also required to provide public notice by broadcasting announcements pursuant to 47 CFR § 73.3580(c)(2)(i), at least once per week, Monday through Friday, from 7:00 a.m. to 11:00 p.m. local time, six times over a four consecutive week period, in the form prescribed in 47 CFR § 73.3580(b)(1), unless the station is off the air, in which case it shall post online notice.

An applicant for consent to assignment of a construction permit or license for a noncommercial educational (NCE) full-service AM, FM, full power TV, or low-power FM (LPFM) station need only provide notice by broadcasting on-air announcements, unless the station is off the air, in which case it shall provide online notice. The public notice requirements set forth above also apply with respect to major amendments to applications as defined in 47 CFR Section 73.3578(b).

Compliance or intent to comply with the public notice requirements must be certified by the Assignor in the Assignor Legal Certifications Section of this application.

**FCC Registration Number (FRN).** To comply with the Debt Collection Improvement Act of 1996, the applicant must enter its FRN, a ten-digit unique entity identifier for anyone doing business with the Commission. If you do not have an FRN, you can obtain one through the FCC's CORES (COMmission REgistration System) web page. Go to <https://www.fcc.gov/licensing-databases/commission-registration-system-fcc> and follow the links to register and update an existing Username account, or to create or update a Username account (NOTE: Please use the Updated CORES System, as the legacy system is being retired and is displayed for archival purposes only). For further assistance with CORES, you may view tutorial videos at <https://www.fcc.gov/licensing-databases/fcc-registration-system-cores/commission->

[registration-system-video-tutorials](#), or you can call the FRN help desk from 8:00 a.m. to 6:00 p.m. Eastern Time at 1-877-480-3201.

**Online Public Inspection File.** A copy of the completed application and all related documents shall be made available for inspection by the public in the station's online public inspection file, pursuant to the requirements of 47 CFR § 73.3526 for commercial stations, and Section 73.3527 for noncommercial educational stations.

**Defective or incomplete applications will be dismissed.** Inadvertently accepted applications are also subject to dismissal.

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

This application requires applicants to certify compliance with many statutory and regulatory requirements. Detailed instructions provide additional information regarding Commission rules and policies. These materials are designed to track the standards and criteria that the Commission applies to determine compliance and to increase the reliability of applicant certifications. They are not intended 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, they are not required to complete or retain any documentation created or collected to complete the application.

This application is presented primarily in a "Yes/No" certification format. However, it contains appropriate places for submitting explanations and attachments where necessary or appropriate. 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. Thus, a "No" response to any of the certification items will not cause the immediate dismissal of the application provided that an appropriate attachment is submitted.

**Both parties to the transaction must electronically sign the application.** The signature will consist of the electronic equivalent of the typed name of the individual submitting the application as the applicant or applicant's authorized representative. Depending on the nature of the applicant, the application should be signed as follows: if a sole proprietorship, personally; if a partnership, by a general partner; if a corporation, by an officer; for an unincorporated association, by a member who is an officer; if 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. In such cases, counsel must separately set forth why the application is not signed by the client. In addition, as to any matter stated on the basis of belief instead of personal knowledge, counsel shall separately set forth the reasons for believing that such statements are true. *See* 47 CFR § 73.3513. The electronic 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), ¶ 17.

## GENERAL INFORMATION

When you first log in to LMS, you are taken to the "Saved Applications" page, which will display any applications you have begun and saved but not filed, if any. At the top of the Saved Applications page, below the header, you will then select the "Facilities" tab. This will take you to a page listing all facilities associated with the FCC Registration Number (FRN) used to log in to LMS. You will select one facility as the "lead" facility of the assignment application (you will have the ability to add facilities to the application at the "Authorizations to be Assigned" screen, immediately below). Select the lead facility by clicking on its Facility ID number in the list.

Once you have selected the lead facility for the application, you will be taken to its Facility Details page. At the top of the Facility Details page is a button labeled “File an Application.” Click on this button and you will see a pull-down menu of application types that you can file. To begin a non-*pro forma* assignment application, select “Assignment of Authorization non-*pro forma*” from the list. Making this selection will take you to the series of questions and certifications required for a non-*pro forma* (non-short form) assignment application, as detailed below.

**Application Description:** In the space provided, give a brief (255 characters or fewer) description of the application. This is to assist you in identifying this discrete application and will be displayed only in your LMS Application workspace. It will not be made a part of your application or be displayed to others.

**Uploaded Attachments:** Indicate by clicking “Yes” or “No” whether the application includes attachments other than required attachments. Required attachments are those that must be filed in response to application questions, and may only be required if certain answers are given.

## **FEES, WAIVERS, AND EXEMPTIONS**

**Fees:** The Commission is statutorily required to collect charges for certain regulatory services to the public. Generally, applicants seeking authority to assign licenses or permits of broadcast stations are required to submit a fee with their application. Government entities, however, are exempt from this fee requirement. Exempt 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 NCE radio and TV broadcast licensees and permittees, and LPFM licensees and permittees, **provided** that the proposed facility will be operated noncommercially. See 47 CFR § 1.1116.

When filing a fee-exempt application, an applicant must select “Yes” to the question asking if the applicant is exempt from FCC application fees. If selecting “Yes,” explain in the text box that opens the reason for the fee exemption.

The Application Fee Filing Guide for Media Bureau, obtainable at <https://www.fcc.gov/document/media-bureau-application-fee-filing-guide-1>, contains a list of the required fees and Fee Type Codes needed to complete this application.

The Commission’s fees website contains general information on various methods for paying application filing and other fees. See <https://www.fcc.gov/licensing-databases/fees>.

The most convenient method for paying fees is from the Application Submitted page, which appears immediately after submitting the application, by clicking the “Pay Fees” button at the bottom of the page. This will automatically take you to the Commission’s online Fee Filer. Applicants can also make payments directly through the Commission’s online Fee Filer system, <https://www.fcc.gov/licensing-databases/fees/fee-filer>. You may log in to Fee Filer using your FCC Registration Number (FRN – see above) and password. The Fee Filer home page contains links to information concerning how to pay Commission fees.

For further information regarding the applicability of a fee, the fee code, the amount of the fee, or the payment of the fee, applicants should consult the "Application Fee Filing Guide for Media Bureau," which may be accessed at <https://www.fcc.gov/document/media-bureau-application-fee-filing-guide-1>.

**Waivers:** If any waiver of the Commission’s rules is requested at any part of the application, including a waiver of the Commission’s Local Radio Ownership Rule as a result of an approved incubation relationship, select “Yes” to this question. If selecting “Yes,” complete the box that opens by stating the number of rule sections for which you request waiver. You must then submit an attachment setting forth the waiver(s) sought and the legal justification for waiver.

## APPLICATION TYPE

When you first log in to LMS, you are taken to the “Saved Applications” page, which will display any applications you have begun and saved but not filed, if any. At the top of the Saved Applications page, below the header, you will then select the “Facilities” tab. This will take you to a page listing all facilities associated with the FCC Registration Number (FRN) used to log in to LMS. You will select one facility as the “lead” facility of the assignment application (you will have the ability to add facilities to the application at the “Authorizations to be Assigned” screen, immediately below). Select the lead facility by clicking on its Facility ID number in the list.

Once you have selected the lead facility for the application, you will be taken to its Facility Details page. At the top of the Facility Details page is a button labeled “File an Application.” Click on this button and you will see a pull-down menu of application types that you can file. To begin a non-*pro forma* assignment application, select “Assignment of Authorization non-*pro forma*” from the list. Making this selection will take you to the series of questions and certifications required for a non-*pro forma* (non-short form) assignment application. Making this selection will also pre-fill a “No” response to the “Application Type” question, “Is this application a *pro forma* Assignment of Authorization?”

## AUTHORIZATIONS TO BE ASSIGNED

On this page there are two tables displayed side-by-side. The left-hand table (Select Call Signs) should list all facilities associated with the FCC Registration Number (FRN) used to log in to LMS to file the application. Select each facility listed that is to be assigned or transferred in the application. Each selected facility should then appear in the right-hand table (Selected Call Signs). If you wish to select all displayed facilities, click the “All” box at the top of the Select Call Signs table.

Unless specifically enumerated as excluded authorizations, the licenses for all subsidiary communications services (SCAs), FM and TV booster stations, and all auxiliary service stations authorized under Subparts D, E, F, and H of 47 CFR Part 74 will be included in the assignment of the license or permit of the primary station(s). Applicants should complete the table.

If the facilities to be assigned are not displayed, or cannot be selected, click on the “please review the list of Facility ID’s associated with one or more FRN’s” link. This will display a list of facilities that are associated with FRNs other than the one used to log in to the application.

## ASSIGNMENT QUESTIONS

**Auction Authorization.** This question asks whether any of the authorizations to be assigned or transferred were obtained through the Commission’s competitive bidding procedures, 47 CFR §§ 1.2101 and 73.5000 *et seq.* If answering “yes,” submit an attachment explaining which authorizations were so obtained, in which auction, and when the authorization was granted.

Under the Commission’s competitive bidding licensing procedures, applicants seeking to assign a broadcast construction permit or license obtained by means of competitive bidding must inform the Commission that the permit or license was obtained through competitive bidding. The applicant must identify those authorizations that were obtained through competitive bidding, and for which FCC consent to assignment is sought in this application.

**Noncommercial Educational Maintenance of Comparative Qualifications.** This question asks whether any of the authorizations to be assigned or transferred were obtained through the Commission’s “point system” procedures for noncommercial educational stations, 47 CFR § 73.7000 *et seq.* If answering “yes,” submit an attachment explaining which authorizations were so obtained, in which filing window, and when the authorization was granted.

Under the Commission's licensing procedures for stations operating on channels reserved for noncommercial educational use, applicants seeking to assign a noncommercial educational TV, FM, or FM translator station received as a result of evaluation in a point system are subject to certain restrictions if the station has not after the point system operated for four years with a minimum operating schedule. Applicants seeking to assign a low power FM station are similarly subject to certain restrictions if (1) it has been less than 18 months since the initial construction permit was granted; or (2) the station was received as a result of evaluation in an LPFM point system. See instructions for Low Power FM Permits and Licenses Only below.

The applicant must indicate whether any authorizations were obtained through a point system. Answer "yes" if any of the reserved channel noncommercial educational stations involved in the transaction were authorized pursuant to a point system selection procedure, regardless of whether the authorization was issued to the applicant or to a predecessor. Applicants operating on reserved channels should answer "no" if all stations were authorized using a method other than point system, such as award to a single applicant, authorization pursuant to a settlement agreement among all mutually exclusive parties, or selection of an applicant based on comparison pursuant to 47 U.S.C. Section 307(b) (fair distribution) only.

Applicants who answered "yes" to whether any authorizations were obtained through a point system must also answer whether all stations awarded by the point system have satisfied the four-year "maintenance of comparative qualifications" period. Applicants should answer "yes" if, between the time of the point system authorization and the time of the present application, the station has operated pursuant to that authorization for four years (48 months) on-air, pursuant to the Commission's minimum operating schedule. Applicants with stations not yet meeting the four-year "maintenance of comparative qualifications" period should answer "no" and provide an attachment identifying the stations that have not met the period, and demonstrating that the transaction is consistent with 47 CFR Section 73.7005(a). Pursuant to that rule section, the applicant must demonstrate the following: (1) that the proposed assignee would qualify for points equal to or greater than those of the party that prevailed in the point system; **and** (2) that consideration received and/or promised does not exceed the assignor's legitimate and prudent expenses in applying for and constructing the station.

**Tribal Priority Holding Period.** This question asks whether any of the authorizations to be assigned or transferred were obtained using the Commission's Tribal Priority for federally recognized Native American tribes. If answering "yes," submit an attachment explaining which authorizations were so obtained and when the authorization was granted.

Under the Commission's Tribal Priority (see *Policies to Promote Rural Radio Service and to Streamline Allotment and Assignment Procedures*, First Report and Order, 25 FCC Rcd 1583 (2010) (*Rural First R&O*), *modified*, Second Report and Order, 26 FCC Rcd 2556 (2011) (*Rural Second R&O*), *modified*, Third Report and Order, 26 FCC Rcd 17642 (2011) (*Rural Third R&O*), and 47 CFR § 73.7002(b)(1) (applicable only to noncommercial educational stations), individuals or entities obtaining

- (a) an AM authorization for which the applicant or a predecessor claimed and received a dispositive Section 307(b) priority because it qualified for the Tribal Priority; or
- (b) an FM commercial non-reserved band station awarded:
  - (1) to the applicant or a predecessor as a singleton Threshold Qualifications Window applicant,
  - (2) to the applicant or a predecessor after a settlement among Threshold Qualifications Window applicants, or
  - (3) to the applicant or a predecessor after an auction among a closed group of bidders composed only of threshold qualified tribal applicants (pursuant to the Threshold Qualifications procedures set forth in the *Rural Third R&O*, 26 FCC Rcd at 17645-50); or
- (c) a reserved-band NCE FM station for which the applicant or predecessor claimed and received the Tribal Priority in a fair distribution analysis as set forth in 47 CFR Section 73.7002(b)(1)

may not assign the authorization during the period beginning with issuance of the construction permit, until the conclusion of four years of on-air operations, unless the assignee also qualifies for the Tribal Priority.

The applicant must indicate whether any authorizations were obtained after award of a dispositive Section 307(b) preference using the Tribal Priority, through Threshold Qualifications procedures, or through the Tribal Priority as applied before the NCE fair distribution analysis set forth in 47 CFR § 73.7002(b). Answer “yes” if any of the stations involved in the transactions were

- (a) an AM authorization for which the applicant or a predecessor claimed and received a dispositive Section 307(b) priority because it qualified for the Tribal Priority; or
- (b) an FM commercial non-reserved band station awarded through the Threshold Qualifications procedures detailed in the preceding paragraph; or
- (c) a reserved-band NCE FM station for which the applicant or predecessor claimed and received the Tribal Priority in a fair distribution analysis as set forth in 47 CFR § 73.7002(b)(1).

Applicants who indicate that any authorization was obtained using a Tribal Priority must also indicate whether all stations acquired using the Tribal Priority have completed four years of on-air operations, thus satisfying the four-year holding period for such stations. Applicants should answer “yes” if, between the time of construction permit issuance and the time of the present application, the station has operated pursuant to that authorization for four years (48 months) on-air, pursuant to the Commission’s minimum operating schedule. Applicants with stations not yet meeting the four-year holding period should answer “no” and proceed to the next question.

Applicants who answered “no” to the question asking whether all stations acquired using the Tribal Priority have satisfied the holding period requirement must indicate whether both the assignor/transferor and assignee/transferee are individuals or entities qualifying for the Tribal Priority in all respects. To qualify for the Tribal Priority, an applicant must meet all of the following qualifications:

- (A) The applicant is a “Tribe” as defined in 47 CFR § 73.7000 (while the definitions in 47 CFR § 73.7000 apply only to NCE stations, the definition of “Tribe” accurately describes the qualifications for commercial as well as NCE applicants), a consortium of Tribes, or an entity 51 percent or more of which is owned or controlled by a Tribe or Tribes. Qualifying Tribes or Tribal entities must be those at least a portion of whose Tribal Lands lie within the principal community contour of the proposed facility. Although the 51 or greater percent Tribal control threshold need not consist of a single Tribe, the qualifying entity must be 51 percent or more owned or controlled by Tribes at least a portion of whose Tribal Lands lie within the proposed facility’s principal community contour;
- (B) (1) At least 50 percent of the area within the proposed principal community contour is over that Tribe’s Tribal Lands, or (2) the proposed principal community contour (a) encompasses 50 percent or more of that Tribe’s Tribal Lands, (b) serves at least 2,000 people living on Tribal Lands, and (c) the total population on Tribal Lands residing within the proposed station’s service contour constitutes at least 50 percent of the total covered population (and, in the case of either (B)(1) or (B)(2), the proposed station’s principal community contour does not cover more than 50 percent of the Tribal Lands of a Tribe that is not a party to the application). To the extent that a Tribe lacks Tribal Lands, the Commission will be receptive to requests for waiver of the above-listed tribal land coverage provisions that demonstrate a geographic area identified with the Tribe. Likewise, the Commission will entertain requests for waiver of the other requirements where appropriate; see *Rural Second R&O*, 26 FCC Rcd at 2561-63;

- (C) The proposed community of license must be located on Tribal Lands; and
- (D) The proposed service must constitute first or second aural (reception) service, or first local Tribal-owned commercial transmission service at the proposed community of license.

For purposes of this item, the definition of “Tribal Lands” is the same as that set forth at footnote 15 of the *Rural First R&O*, and as further set forth at paragraphs 8-10 and 59 of the *Rural Second R&O*. As noted above, an applicant whose stations were initially acquired through the Tribal Priority may only assign or transfer the station(s) during the four-year holding period to another individual or entity qualifying for the Tribal Priority. Applicants not meeting the qualifications for the Tribal Priority and proposing an assignment during the holding period should answer “no” and provide an exhibit identifying the assignee(s) not qualifying for the Tribal Priority and/or the station(s) that have not met the holding period, and demonstrating that the transaction is consistent with the Tribal Priority policies set forth in the *Rural First R&O*, or that a waiver of the policies underlying the Tribal Priority is warranted.

**Low-Power FM Permits and Licenses Only.** The next series of questions applies only to applicants assigning a low power FM station. They ask whether it has been at least 18 months since the station’s initial construction permit was granted. A LPFM construction permit cannot be assigned for 18 months from the date of issue. See 47 CFR § 73.865(c). They also ask whether the assignment satisfies the LPFM consideration restrictions in 47 CFR § 73.865(a)(1).

The questions also ask whether the applicant seeks to assign any LPFM stations awarded by the LPFM point system in 47 CFR § 73.872. If an LPFM station awarded through the LPFM point system has operated on-air for less than four years, the assignee must provide an attachment demonstrating that the proposed transaction is consistent with 47 CFR § 73.865(a)(3). Pursuant to that rule section, the proposed assignee must demonstrate the following: (1) that it meets or exceeds the points awarded to the LPFM tentative selectee; and (2) for LPFM stations selected in accordance with the involuntary time-sharing provisions of Section 73.872(d), the date the assignee was “locally established” must be the same as or earlier than the date of the most recently established local applicant in the tied MX group.

## ASSIGNOR INFORMATION

**Assignor Name and Type:** Select the Assignor Type (e.g., Individual, Unincorporated Association, Trust, Government Entity, etc.) from the drop-down menu. In the box below the drop-down menu, enter the exact legal name of the applicant or applicant entity. The name of the applicant must be stated exactly in this item. If the applicant is a corporation, the applicant should list 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 applicant, the person's full legal name.

**Assignor Information:** Enter the applicant’s postal address, telephone number, and Email address in the spaces provided. Select the applicant’s Country and State from the drop-down menus.

## ASSIGNOR CONTACT REPRESENTATIVES

If the applicant is represented by a third party (such as, for example, legal counsel), that person's name, firm or company, and telephone/electronic mail address may be specified as Contact Representative. Otherwise, a party to the application or another person associated with the applicant may be designated as Contact Representative. This is the person with whom the Commission will communicate regarding the application. At least one Contact Representative must be designated. To add a Contact Representative, click the “Add Contact” button at the top right of the screen.



**Contact Type:** Select the button that best describes the contact type, whether Legal Representative (e.g., attorney), Technical Representative (e.g., engineer), or Other.

**Contact Name:** Enter the name of the Contact Representative. If the Contact Representative is the same as the applicant, you can pre-fill the Contact Name and Contact Information fields with the applicant information previously provided, by clicking the "Pre-fill From Applicant Details" button.

**Contact Information:** Enter the Contact Representative's postal address, telephone number, and Email address in the spaces provided. If the representative works for a firm or company, enter that name in the Company Name space. Select the Contact Representative's Country and State from the drop-down menus.

If you have more than one Contact Representative, click the "Save & Add Another" button at the bottom of the screen and complete for the next Contact Representative. When you are finished, click "Save & Continue." You will be displayed a summary screen listing your Contact Representative(s). From this screen you may delete a Contact Representative or edit the information provided. If you have no further Contact Representative information to add or edit, click "Save & Continue."

## **ASSIGNOR LEGAL CERTIFICATIONS**

**Agreements for Sale of Station.** All applicants must submit to the Commission with this application and place in the online public inspection file of each subject station a complete and final copy of the unredacted contract for the assignment of the authorizations that are the subject of this application, including all exhibits and attachments. The application and contracts must be retained in the online 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 online public file for as long as the waiver is in effect. See 47 CFR §§ 73.3526(e)(2) (for commercial stations) and 73.3527(e)(2) (for noncommercial educational stations). Applicants must certify their compliance with these requirements.

This item asks applicants to certify that the 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. If the applicant also holds a time brokerage agreement (also known as a local marketing agreement) pursuant to which the assignor will supply programming for the subject station(s) or any other station in the market, or a joint sales agreement pursuant to which the assignor will sell commercial advertising time for the subject station(s) or any other station in the market, prior to FCC approval, then the applicant should review the Instructions for the Joint Sales/Time Brokerage Agreements sub-question, Multiple Ownership Question, in the Assignee Legal Certifications Section.

**Other Authorizations.** If applicable, the assignor must upload an attachment listing all other broadcast stations in which the assignor or any party to the application has an attributable interest. The list must include the call sign(s), community(ies) of license, and facility ID number (s) of all such stations.

For a transaction involving only the assignment of a permit or license for an FM or TV translator station or a low-power TV (LPTV) station (i.e., does not include any full-service station), the assignor should select "N/A" in response to this question.

**Character Issues/Adverse Findings.** These questions require an evaluation of any unresolved character issues involving the assignor or any of its principals, as well as any relevant adverse findings by a court or administrative body.

The Character Issues question requires the applicant 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. An applicant must disclose in response to the Adverse Findings question whether the applicant or any party to the application has been the subject of a final adverse finding with respect to certain relevant non-broadcast matters. The Commission's character

policies and litigation reporting requirements for broadcast applicants focus on misconduct which violates the Communications Act or a Commission rule or policy and on certain specified non-FCC misconduct. In responding to these questions, applicants should review the Commission's character qualifications 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).

*Note:* As used in these questions, 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. See 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).

**Character Issues:** Where the response to either of the Character Issues questions is "No," the applicant must submit an attachment 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 applicant should also fully explain why the unresolved character issue is not an impediment to a grant of this application.

**Adverse Findings:** In responding to the Adverse Findings question, the applicant should consider any relevant adverse finding. 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 applicant 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 the Adverse Findings question is "No," the applicant must provide in an attachment 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 CFR § 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 applicant should also fully explain why the adverse finding is not an impediment to a grant of this application.

**Local Public Notice.** This question requires the assignor to certify that it has complied, or will comply, with the local public notice requirements found in 47 CFR § 73.3580.

**Auction Authorization.** This question requires the assignor to certify that the proposed assignment will comply with the "unjust enrichment" provisions of the Commission's broadcast competitive bidding rules, 47 CFR § 73.5007(c). Assignors must review the instructions for the Auction Authorization question in the Assignee Legal Certifications Section before completing this question.

**Anti-Discrimination Certification.** This question requires the assignor to certify that neither it nor any party to the application has violated the Commission's prohibition against discrimination on the basis of race, color, religion, national origin or sex in the sale of commercially operated AM, FM, TV, Class A TV or international broadcast stations. See *Promoting Diversification of Ownership in the Broadcasting Services*, Report and Order and Third Further Notice of Proposed Rule Making, 23 FCC Rcd 5922 (2008) (*Diversity Order* and *Diversity Third FNPRM*). Where the response to this question is "no," the assignor must provide in an exhibit a full disclosure of the persons and matters involved. The assignor should also fully explain why the violation is not an impediment to a grant of this application. For transactions

involving the sale or transfer of noncommercial educational FM stations, noncommercial educational TV stations, or broadcast stations in the AM, Class A TV, or international broadcast services that are operated on a non-commercial basis, the assignor should select "N/A" in response to this question.

## **ASSIGNEE INFORMATION**

**Assignee Name and Type:** Select the Assignee Type (e.g., Individual, Unincorporated Association, Trust, Government Entity, etc.) from the drop-down menu. In the box below the drop-down menu, enter the exact legal name of the applicant or applicant entity. The name of the applicant must be stated exactly in this item. If the applicant is a corporation, the applicant should list 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 applicant, the person's full legal name.

**Assignee Information:** Enter the applicant's postal address, telephone number, and Email address in the spaces provided. Select the applicant's Country and State from the drop-down menus.

**Noncommercial Educational / LPFM Qualifications and Educational Program (Radio Applicants Only)** If the station to be assigned is a noncommercial educational (NCE) radio or LPFM station, indicate whether the Commission has previously approved the assignee's qualifications as a noncommercial educational entity with a qualifying educational program, and whether the assignee will use the proposed station to advance a similar program. Applicants answering "Yes" must indicate the file number of the most recent application in which the Commission granted such approval.

Applicants not previously approved, or that plan to advance a program dissimilar from the one previously approved, must establish their qualifications. The applicant must upload an attachment showing that it has an educational objective and that the station will be used for the advancement of an education program that will further that objective in accordance with 47 CFR § 73.503 (for NCE stations), or 47 CFR § 73.853 (for LPFM stations). In considering these requirements, emphasis is placed on proposed station programs which are clearly educational in nature, i.e., involve teaching or instruction, whether for formal credit or not. However, it is not necessary that the proposed station's programming be exclusively educational in nature. Also, all programming on the station must be noncommercial in nature, with no advertisements, and no support for or opposition of a candidate for political office.

## **ASSIGNEE CONTACT REPRESENTATIVES**

If the applicant is represented by a third party (such as, for example, legal counsel), that person's name, firm or company, and telephone/electronic mail address may be specified as Contact Representative. Otherwise, a party to the application or another person associated with the applicant may be designated as Contact Representative. This is the person with whom the Commission will communicate regarding the application. At least one Contact Representative must be designated. To add a Contact Representative, click the "Add Contact" button at the top right of the screen.

**Contact Type:** Select the button that best describes the contact type, whether Legal Representative (e.g., attorney), Technical Representative (e.g., engineer), or Other.

**Contact Name:** Enter the name of the Contact Representative. If the Contact Representative is the same as the applicant, you can pre-fill the Contact Name and Contact Information fields with the applicant information previously provided, by clicking the "Pre-fill From Applicant Details" button.

**Contact Information:** Enter the Contact Representative's postal address, telephone number, and Email address in the spaces provided. If the representative works for a firm or company, enter that name in the Company Name space. Select the Contact Representative's Country and State from the drop-down menus.

If you have more than one Contact Representative, click the "Save & Add Another" button at the bottom of the screen and complete for the next Contact Representative. When you are finished, click "Save & Continue." You will be displayed a summary screen listing your Contact Representative(s). From this screen you may delete a Contact Representative or edit the information provided. If you have no further Contact Representative information to add or edit, click "Save & Continue."

## **PARTIES TO THE APPLICATION**

The following instructions apply to the "Applicant Party Name and Positional Interest" and "Party Contact Information" questions and the "Parties to the Application Certification" section of the application.

For a transaction involving only the assignment of a permit or license for an FM or TV translator station or a low-power TV (LPTV) station (i.e., does not include any full-service station), the assignee should select "N/A" in response to this question.

These sections require the disclosure of information on the applicants and all parties to the application. As used in this application, the term "party to the application" includes any individual or entity whose ownership or positional interest in an 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 this item, applicants should review the Commission's multiple ownership attribution policies and standards, which are set forth in the Notes to 47 CFR § 73.3555.

Generally, insulated limited partners or members of a limited liability corporation, certain investors, and certain creditors are not considered parties to the application. However, the holder of such an interest may be deemed a party to the application and, if so, must be listed in response to this item. In the event that an individual or entity holds an attributable interest in the applicant, complete the information in this section with regard to such individual(s) or entity(ies).

**Equity/Debt Plus Attribution Standard.** 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 is attributable if, aggregating both equity and debt, it exceeds 33 percent 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 or cross-ownership rules – AND the interest holder also holds (1) an attributable interest in a media outlet in the same market, or (2) supplies over 15 percent 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, but, under the EDP standard, that interest would be attributable if the limited partner's interest exceeded 33 percent of the applicant's total asset value AND the limited partner also held a 5 percent voting interest in a radio or television station licensee in the same market.

The interest holder may, however, exceed the 33 percent threshold without triggering attribution where such investment would enable an eligible entity to acquire a broadcast station provided that: (1) the combined equity and debt of the interest holder in the eligible entity is less than 50 percent, or (2) the total debt of the interest holder in the eligible entity does not exceed 80 percent of the asset value of the station being acquired by the eligible entity and the interest holder does not hold any equity interest, option, or promise to acquire an equity interest in the eligible entity or any related entity. *See Promoting*

*Diversification of Ownership in the Broadcasting Services*, Report and Order and Third Further Notice of Proposed Rule Making, 23 FCC Rcd 5922, 5936, para. 31 (2008); *2014 Quadrennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Second Report and Order, 31 FCC Rcd 9864, 9976-84, paras. 271-86 (2016) (2014 Quadrennial Review Order).

The Commission defines an “eligible entity” as any entity that qualifies as a small business under the Small Business Administration’s size standards for its industry grouping, as set forth in 13 CFR Section 121.201, and holds (1) 30 percent or more of the stock or partnership interests and more than 50 percent of the voting power of the corporation or partnership that will own the media outlet; or (2) 15 percent or more of the stock or partnership interests and more than 50 percent of the voting power of the corporation or partnership that will own the media outlet, provided that no other person or entity owns or controls more than 25 percent of the outstanding stock or partnership interests; or (3) more than 50 percent of the voting power of the corporation that will own the media outlet if such corporation is a publicly traded company.

As used here, the term "assignee" is synonymous with the term "applicant." Additionally, "parties to the application" include 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 and the applicant so certifies in response to Section III, Item 4b. 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 an LLC as a limited partnership, each of whose members is considered to be a party to the application. However, where an 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 an 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 the question seeking certification that equity and financial interests not set forth are non-attributable.

**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 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 ( $.25 \times .20 = .05$ ) 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 not 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 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.

There are two ways in which you may enter party information. Option 1 is to manually enter information for each party. Option 2 is to upload an attachment in a Comma-Separated Values (CSV) format, using the template file you can download by clicking on “Upload a list of parties” and then clicking on the “Download a CSV template file” link that appears. Once the CSV file is saved to your computer, you can select it by using the “Browse” button.

If manually entering party information using Option 1, you will be displayed the “Add Party to the Application” page. Follow these instructions:

## **ADD PARTY TO THE APPLICATION**

**Applicant Party Name and Positional Interest.** For each applicant and attributable interest holder, the following information must be provided:

- Positional Interest: Select one from the pull-down menu (e.g., Director, General Partner, Investor or Creditor, etc.).
- Citizenship: Select from the pull-down menu.
- Percentage of Ownership, Voting Stock, or Membership: Fill in to up to two decimal places.
- Director or Member of Governing Board: Select “Yes” or “No.”
- Percentage of Total Assets (equity plus debt): Fill in to up to two decimal places.
- First Name / Middle Name / Last Name / Suffix / Title: Complete for natural person applicants or natural person attributable interest holders. Middle Name, Suffix, and Title are optional fields.
- Company Name: Complete for applicants and attributable interest holders that are entities.

**Party Contact Information:** For each applicant and attributable interest holder listed under “Applicant Party Name and Positional Interest,” provide the following:

- Country: Select from the pull-down menu.
- PO Box / Address Line 1: Complete at least one of these two fields.
- Address Line 2: Optional. Complete if needed.
- City
- State: Select from pull-down menu.
- ZIP Code
- Phone: Include area code and country code if applicable.
- Email

If you have more than one Party to the application to report, click the “Save & Add Another” button at the bottom of the screen and complete for the next Party. When you are finished, click “Save & Continue.” You will be displayed a summary screen listing all Parties to the application you have entered. From this screen you may delete a Party or edit the information provided. If you have no further Party information to add or edit, click “Save & Continue.”

## **PARTIES TO THE APPLICATION CERTIFICATION**

**Equity and Financial Interests.** By selecting “Yes” to this certification, the applicant certifies that any individuals or entities not listed in response to the “Applicant Party Name and Positional Interest” section do not hold attributable interests in the applicant pursuant to the Notes to 47 CFR § 73.3555. If there remain parties with attributable interests, please enter their information in the “Applicant Party Name and Positional Interest” and “Party Contact Information” sections. If you select “No” to this question, upload an explanatory attachment.

For a transaction involving only the assignment of a permit or license for an FM or TV translator station or a low-power TV (LPTV) station (i.e., does not include any full-service station), the assignee should select "N/A" in response to this question.

## **ASSIGNEE LEGAL CERTIFICATIONS**

**Agreements for Sale of Station.** This question requires the assignee to certify that the written agreement submitted with the application 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 must undertake an independent evaluation of the contract in order to make this certification. The applicant should take particular care in answering this question if it has an attributable time brokerage or local marketing agreement, or an attributable joint sales agreement, for the stations subject to the application or for any other stations in the same market. Applicants who are required to demonstrate compliance with 47 CFR § 73.3555(a) must file a copy of each such agreement for radio stations as an exhibit to the application.

**Other Authorizations.** If applicable, the assignee must upload an attachment listing all other broadcast stations in which the assignee or any party to the application holds an attributable interest. The list must identify such other authorization(s) and station(s) by call sign, community of license, and Facility Identification Number.

For a transaction involving only the assignment of a permit or license for an FM or TV translator station or a low-power TV (LPTV) station (i.e., does not include any full-service station), the assignee should select "N/A" in response to this question.

**Multiple Ownership.** This item consists of several questions/certifications regarding compliance with the Commission's broadcast ownership rules, including restrictions on investor insulation and participation of non-party investors and creditors.

For a transaction involving only the assignment of a permit or license for an FM or TV translator station or a low-power TV (LPTV) station (i.e., does not include any full-service station), the assignee should select "N/A" in response to each of the following multiple ownership sub-questions.

*Joint Sales/Time Brokerage Agreements.* The assignee must answer "Yes" or "No" as to whether the assignee or any party to the application holds an attributable radio or television Joint Sales Agreement or Time Brokerage Agreement with the station(s) subject to this application, or with any other station in the same market as the station(s) that are the subject of this application. If answering "Yes," the assignee must upload an attachment including a copy(ies) of any such agreement(s). See Note 2 to 47 CFR § 73.3555.

*Multiple Ownership/Cross-Ownership Rules.* The assignee must certify that the proposed assignment complies with the Commission's multiple ownership rules, found in 47 CFR § 73.3555 and the Notes to 47 CFR § 73.3555, and with the Commission's cross-ownership rules, found in 47 CFR § 73.3555(c). For AM and FM radio applicants, if selecting "Yes" to this question, you must upload an attachment with the required information, demonstrating compliance with section 73.3555 and the Notes. For all applicants, if selecting "No" to this question, you must upload an attachment containing information relevant to an exemption or waiver from section 73.3555 and the Notes.

*Media interests of family members/future ownership interests/insulation of non-party investors and creditors.* The assignee must also certify that the proposed facility (a) does not present an issue under the Commission's policies relating to media interests of immediate family members; (b) complies with the Commission's policies relating to future ownership interests;



and (c) complies with the Commission's restrictions relating to the insulation and non-insulation of non-party investors and creditors. If responding "No" to this question, upload an explanatory attachment.

*Eligible entity.* The assignee is also asked whether it is claiming status as an "eligible entity." While the assignee must answer this question to complete Schedule 314, at the present time and pending further Commission action, the eligible entity definition and attendant provisions in this schedule are not available to applicants. See *Media Bureau Announces Procedures for Processing FCC Form 314 and 315 Assignment and Transfer of Control Applications for Commercial Stations in Light of Third Circuit Mandate*, Public Notice, 34 FCC Rcd 12374 (MB 2019).

In the event the assignee claims status as an eligible entity, the assignee should select "Yes" to this question and upload an explanatory exhibit demonstrating its proof of status.

*Grandfathered Cluster of Stations:* The assignee should answer whether the assigned station(s) are part of a grandfathered cluster of stations.

*NCE Diversity of Ownership Points.* This question requires the assignee, or any party to the application, to certify whether it has an attributable interest in an NCE FM or NCE TV station received through the award of "diversity of ownership" points in the point system analysis. Section 73.7005(c) of the Commission's rules prohibits any prevailing applicant that receives diversity points during the point system analysis from acquiring a radio or full power or Class A television station, which would overlap the principal community contour of its new NCE FM or NCE television station, during the period from the grant of the construction permit until the station has achieved four years of on-air operations.

**Character Issues/Adverse Findings.** These questions require the assignee 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. An assignee must disclose whether it or any party to the application has been the subject of a final adverse finding with respect to certain relevant non-broadcast matters. The Commission's character policies and litigation reporting requirements for broadcast applicants focus on misconduct which violates the Communications Act or a Commission rule or policy, and on certain specified non-FCC misconduct. In responding to these questions, applicants should review the Commission's character qualification policies, which are fully set forth in *Policy Regarding Character Qualifications In Broadcast Licensing, Amendment of Rules of Broadcast Practice and Procedure Relating to Written Responses to Commission Inquiries, and the Making of Misrepresentations to the Commission by Permittees and Licensees*, Report, Order and Policy Statement, 102 F.C.C.2d 1179 (1985), *recon. denied*, 1 FCC Rcd 421 (1986), *as modified*, 5 FCC Rcd 3252 (1990) and 7 FCC Rcd 6564 (1992).

Where the response is "No," the assignee must upload 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 should also fully explain why the unresolved character issue is not an impediment to a grant of this application.

The assignee 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 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 is "No," the assignee 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 CFR § 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 should also fully explain why the adverse finding is not an impediment to a grant of this application.

**Financial Qualifications.** An assignee must certify that it is financially qualified to effectuate its proposal, with sufficient net liquid assets on hand or available from committed sources of funds to consummate the transaction and operate the facilities for three months without additional revenue. This certification includes all contractual requirements, if any, as to collateral, guarantees, and capital investments. *See Revision of Application for Construction Permit for Commercial Broadcast Station (FCC Form 301) and Modification of Processing Standards for Determining the Financial Qualifications of Broadcast Station Purchasers*, 87 F.C.C.2d 200 (1981).

If the assignee cannot make this certification, the assignee must answer "No" to this question and upload an attachment containing information relevant to an exemption or waiver from this policy. Documentation supporting a "yes" certification need not be submitted with this application, but must be made available to the Commission upon request. Financial statements relied on to make this certification should be prepared in accordance with generally accepted accounting principles.

**Program Service Certification.** Assignees need no longer file a specific program service proposal. Nevertheless, prior to making this certification, the applicant should familiarize itself with its obligation to provide programming responsive to the needs and interests of the residents of its community of license. *See Request for Declaratory Ruling Concerning Programming Information in Broadcast Applications for Construction Permits, Transfers and Assignments*, Memorandum Opinion and Order, 3 FCC Rcd 5467 (1988).

For a transaction involving only the assignment of a permit or license for an FM or TV translator station or a low-power TV (LPTV) station (i.e., does not include any full-service station), the assignee should select "N/A" in response to this question.

**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 CFR § 73.5007. The amount of this payment will be reduced over a five-year period. *See* 47 CFR § 73.5007. 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.

In accordance with these provisions, this question requires that the assignee certify that either (1) more than five years have passed since the assignor received its authorization(s) via the competitive bidding process; or (2) the proposed assignee meets the eligibility criteria for the bidding credit. If such certification cannot be made, then the assignee must answer "No" and tender the applicable reimbursement payment to the United States Government. *See* 47 CFR §§ 73.5007, 73.5008.

**Equal Employment Opportunity Program.** Applicants seeking authority to obtain assignment of the construction permit or license of a commercial, noncommercial, or international broadcast station are required to afford equal employment opportunity to all qualified persons and to refrain from discriminating in employment and related benefits on the basis of

race, color, religion, national origin or sex. *See* 47 CFR § 73.2080. Pursuant to these requirements, an applicant that proposes to employ five or more full-time employees in its station employment unit must establish a program designed to assure equal employment opportunity for women and minority groups (that is, Blacks not of Hispanic origin, Asian or Pacific Islanders, American Indians or Alaskan Natives, and Hispanics). This program is submitted to the Commission as the Broadcast Equal Opportunity Model Program Report on FCC Form 2100, Schedule 396-A. If the applicant proposes to employ five or more full-time employees, applicant should select “Yes” to certify that it is filing simultaneously with this application a Model EEO Program Report on FCC Form 2100, Schedule 396-A. If an applicant proposes to employ fewer than five full-time employees in its station employment unit, no EEO program for women or minorities need be filed, and the applicant should select “N/A.”

General guidelines for developing a model Equal Employment Opportunity program are set forth in FCC Form 2100, Schedule 396-A.

NOTE: This Broadcast Equal Employment Opportunity Model Program Report (FCC Form 2100, Schedule 396-A) is to be utilized only by applicants for new construction permits and by assignees and transferees.

**LPFM Assignees Only.** The proposed assignee of a low-power FM (LPFM) station must make a series of certifications. First, the assignee must certify that it complies with the ownership requirements of 47 CFR § 73.853(b). Second, the assignee must certify that it, or any other party to the application, does not have any attributable interests in any other broadcast stations. Finally, the assignee must certify that the consideration for the assignment that has been promised or received does not exceed the legitimate and prudent expenses of the assignor in constructing and operating the LPFM station. Any assignee unable to make one or more of the certifications should respond “No” and must upload an Exhibit with all necessary showings.

## **ASSIGNEE 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, a representative of an alien, a foreign government or the 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 1.5000-04.

Compliance with section 310 is determined by means of a two-pronged 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 above. 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 held a controlling 60% voting interest in Corporation B, 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% indirect alien 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 his or her 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).*

Applicants must also comply with the separate alien equity ownership benchmark restrictions of section 310. Under the second prong of the analysis, an applicant must determine the *pro rata* equity holdings of any alien investor in a licensee entity or its parent. In calculating alien ownership, the same voting interest multiplier rules apply.

In order to complete this two-pronged analysis, an applicant must determine the citizenship of each entity holding either a voting or equity interest 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).* This item asks whether the applicant has received a foreign ownership declaratory ruling and whether the applicant complies with the terms of that prior declaratory ruling. Alternatively, it asks whether the applicant is filing for a foreign ownership declaratory ruling in connection with this application.

## **REBROADCAST CERTIFICATION SUMMARY**

**Rebroadcast Certification.** An FM or TV Translator operator proposing to rebroadcast the signal of a primary station which it does not own must obtain written permission of that station **prior** to retransmission of that signal. *See 47 CFR §§ 74.784 (TV translators) and 74.1284 (FM Translators).* The assignee/transferee in an FM or TV translator transaction must certify that such authority has been received.

Low Power Television Station applicants, as well as FM or TV translator applicants proposing to rebroadcast the signal of a primary station that they properly own, should mark the box labeled "N/A."

Additionally, the Commission must be notified of the call letters of each primary station rebroadcast, as well as any changes in primary stations. Enter the Facility ID number of each station rebroadcast into the field provided. Entering the Facility ID number(s) will populate the Call Sign, City, and State of each station rebroadcast.

For purposes of this item, "rebroadcast" means the reception by radio of the programs or other signals of a radio or television station and the simultaneous or subsequent retransmission of such program or signals for direct reception by the general public. *See 47 CFR §§ 74.784(a) and 74.1284(a).*

**Compliance with 47 CFR Section 74.1232(d).** This two-part question relates to the applicant's compliance with the restrictions on FM translator operation adopted by the Commission in MM Docket No. 88-140. In that rule making proceeding, the Commission tightened and/or clarified several technical and operational requirements for FM translator stations after affirming that the proper role for that service was to supplement the service provided by full-service FM radio broadcast stations. The amended regulations prohibit the licensee of a commercial FM station that will be rebroadcast, or any entity "having any interest whatsoever [in] or any connection with" the licensee of such a "primary" station, from owning an FM translator that will operate outside the protected service contour of that primary station. Because of the potential for abuse, the Commission intended this restriction to be read very broadly. Report and Order in MM Docket No. 88-140, 5 FCC Rcd at 7244, note 25 (1990). Therefore, pursuant to 47 CFR §74.1232(d), interested and connected parties include, but are not limited to, group owners, corporate parents, shareholders, officers, directors, employees, general and limited partners, family members, and business associates. "Business associates" has been defined to include a situation in which one of the translator principals owns or works for a business that advertises on the primary station. *Letter to Mr. Eric Redd and Christopher D. Imlay, Esq.*, DA 98-876, 13 FCC Rcd 25,188 (M.M. Bur. 1998). The underlying rationale for this prohibition has been to prevent FM station licensees from using FM translators as a competitive means for extending their stations' service areas.

**NOTE: Section 74.1232(d) does not apply to FM translator applicants proposing noncommercial educational operation.**

In situations where a licensee establishes that the proposed facility's service contour will include a substantial amount of "white area," the Commission may grant requests for waiver of Section 74.1232(d). The Commission has defined a "white area" as any area outside the coverage contour of **any** full-time aural service. In order for licensees of commercial primary stations to have an interest in or connection with translators serving such areas, the Commission requires a showing of a lack of service in accordance with the stated "white area" definition. *See* Report and Order in MM Docket No. 88-140, 5 FCC Rcd 7212, 7216 (1990); *Kevin C. Boyle, Esq.*, 11 FCC Rcd 2348 (M.M. Bur. 1996).

Accordingly, the first part of this question asks the applicant to certify that the FM translator applicant is not also the licensee or permittee of the commercial primary station to be rebroadcast and that none of the principals in the FM translator applicant have any interest in or connection with the primary station. If there is any interest or connection whatever, the applicant must answer "No" to this question, and must disclose or describe the relationship or connection in an uploaded exhibit.

The second part of this question asks the applicant to certify that the FM translator station will be used as a fill-in service.

In the FM service, the coverage contour of the FM translator station must not extend beyond the protected coverage contour of the commercial FM primary station to be rebroadcast. For purposes of this question, the "protected coverage contour" is:

Non-reserved band Class B Stations	0.5mV/m 54 dBu (50,50) contour
Non-reserved band Class B1 Stations	0.7 mV/m 57 dBu (50,50) contour
All other FM Station Classes	1 mV/m 60 dBu (50,50) contour

The Commission adopted rules in MB Docket No. 07-172 that would allow AM stations to use FM translator stations to rebroadcast the AM signal locally, retransmitting their AM programming as a fill-in service. The cross-service translating rules limit FM translators to providing fill-in service only, specifically within the primary AM station's authorized service area. In 2017, the Commission modified 47 CFR § 74.1201(g), allowing an FM translator station rebroadcasting an AM broadcast station to be located such that the 60 dBμ contour of the FM translator station must be contained within the greater of either (a) the 2 mV/m daytime contour of the AM station, or (b) a 25-mile radius centered at the AM station's transmitter site. *Revitalization of the AM Radio Service*, Second Report and Order, MB Docket 13-249, 32 FCC Rcd 1724 (2017).

Therefore, in the AM service, the FM translator's entire 1 mV/m coverage contour must be contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

If the answer to both parts of the question is "No" and no waiver has been justified, the application will be dismissed as unacceptable for filing under 47 CFR §§ 73.3566(a) and 74.1232(d).

Applicants for FM booster stations, as well as applicants proposing noncommercial educational translator operation, should mark "N/A" to both parts of this question.

**Compliance with 47 CFR § 74.1232(e).** This question requires the FM translator applicant to certify that it complies with the rule regarding financial and technical assistance from the primary station to be rebroadcast, which rule also was adopted by the Commission in MM Docket No. 88-140. Applicants proposing FM translator operation for which the translator contour extends beyond the protected contour of the commercial primary station to be rebroadcast may not "receive any support, either directly or indirectly, from the commercial primary FM radio broadcast station" or from any entity "having any interest whatsoever [in] or any connection with" the licensee of such a commercial primary station. See 47 CFR § 74.1232(e). Pursuant to 47 CFR § 74.1232(e), "[i]nterested and connected parties" include but are not limited to group owners, corporate parents, shareholders, officers, directors, employees, general and limited partners, family members, and business associates. This provision is to be interpreted very broadly. Report and Order in MM Docket No. 88-140, 5 FCC Rcd at 7244, note 25 (1990). "Business associates" has been defined to include a situation in which one of the translator principals owns or works for a business that advertises on the primary station. *Letter to Mr. Eric Redd and Christopher D. Imlay, Esq.*, DA 98-876 13 FCC Rcd 25,188 (M.M. Bur. 1998).

Notwithstanding these restrictions, FM translators may receive "technical assistance" from the commercial primary station to the extent of installing or repairing equipment or making adjustments to equipment to ensure compliance with the terms of the translator operator's construction permit and license. "Technical assistance" here refers to actual services provided by the primary station's technical staff or compensation for the time and services provided by independent engineering personnel. It does not include the provision of equipment for the translator's operation or direct funding for the translator operator's discretionary use. Furthermore, such technical assistance must occur after the issuance of the translator's construction permit or license in order to meet expenses incurred by installing, repairing, or making adjustments to equipment. Thus, applicants for new FM translator stations may not be promised or receive financial or technical assistance during the application process from the commercial primary station or any person interested in or connected with that station. Memorandum Opinion and Order in MM Docket No. 88-140, 8 FCC Rcd 5093, 5096 (1993).

47 CFR § 74.1232(e) provides that an other area FM translator station (i.e., FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station) shall not receive any support, before, during, or after construction, either directly or indirectly, from the commercial primary FM radio broadcast station, or from any person or entity having an interest or connection with the commercial primary FM station. For the purposes of this rule,

interested and connected parties extend to group owners, corporate parents, shareholders, officers, directors, employees, general and limited partners, family members, business associates, and advertisers.

If the translator applicant is receiving or has been promised from the primary station or any party interested in or connected to that station: (1) financial support; (2) technical support over and above what is specified in Section 74.1232(e); or (3) technical assistance of any sort prior to grant of the requested permit, it should answer "No" to this question and provide all pertinent details and, if necessary, request a waiver by uploading an explanatory exhibit.

Applicants for FM booster stations, as well as applicants proposing noncommercial educational translator operation, should mark "N/A" to this question.

Since the primary station financial support and technical assistance prohibition of Section 74.1232(e) does not apply to "fill-in" FM translators, applicants proposing to rebroadcast the signal of an AM primary station should mark "N/A" to this question.

## **APPLICATION SUMMARY**

Before certifying and signing the application, you will view the Application Summary page, which displays the information entered in the various sections of Form 2100, Schedule 314, allowing you to review the information before certifying, signing, and submitting the application. In particular, the Application Summary page displays any missing or erroneous information that must be entered or corrected before you can proceed to application certification and signature. If you see a red box near the top of the Application Summary page that reads, "This application is incomplete or contains errors," you will need to make corrections before certifying.

To correct errors or omissions in the application, go to the Application Sections bar on the right side of the page. This lists all of the major application sections. An application section that is complete will have a green checkmark next to its name; a section that is incomplete or that has errors will have a red "X" next to its name. Click on the name of a section that indicates errors, and you will be taken back to that section to complete it and/or to correct any errors.

Once you have corrected all incompleteness and errors, the Application Summary page will display green checkmarks next to all application sections in the Application Sections bar. Click the Continue to Certify button at the bottom of the screen to continue to certify and sign the application.

## **ASSIGNOR / ASSIGNEE CERTIFY AND SIGNATURE**

**General Certification Statements:** Assignor and Assignee must certify that the statements in this application are true, complete, and correct to the best of their knowledge and belief, and are made in good faith. Assignor and Assignee must acknowledge that all certifications and uploaded Exhibits are considered material representations. Assignee must waive any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of such frequency(ies) or spectrum, whether by authorization or otherwise. Assignor and Assignee must also certify that neither they 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. § 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. The Assignor and Assignee, by electronically signing the application, certify that neither they nor any party to this application has been convicted of such an offense or, if they or any party have been so convicted, they are not ineligible to receive the authorization sought by this application because of section 5301.

**NOTE:** With respect to this certification, the term "party to the application" includes, if the Assignor or Assignee is an individual, that individual; if a corporation or unincorporated association, all officers, directors, or persons holding five percent or more of the outstanding stock or shares (voting and/or non-voting) of the Assignor or Assignee; all members if a membership association; and if the Assignor or Assignee is a partnership, all general partners and all limited partners, including both insulated and non-insulated limited partners, holding a five percent or more interest in the partnership. *See* 47 CFR § 1.2002(b)-(c).

**Authorized Party to Sign: The Assignor and Assignee must electronically sign the application.** Depending on the nature of the Assignor and Assignee, the application should be signed as follows: if a sole proprietorship, personally; if a partnership, by a general partner; if a corporation, by an officer; for an unincorporated association, by a member who is an officer; if 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. In such cases, counsel must separately set forth why the application is not signed by the client. In addition, as to any matter stated on the basis of belief instead of personal knowledge, counsel shall separately set forth the reasons for believing that such statements are true. *See* 47 CFR § 73.3513. The electronic 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, 23,064 (1998), ¶ 17.

Assignor and Assignee must also check the box to certify that they have submitted with the application all required and relevant attachments.

Click the "Submit Application" button to submit the application. **The application is not considered to be submitted unless and until you click the "Submit Application" button.**

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