

INSTRUCTIONS FOR FCC FORM 315-IBFS

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

GENERAL INSTRUCTIONS

A. This FCC Form is to be used to apply for consent to transfer control of an entity holding an international broadcast station (IBS) construction permit or license. It consists of the following sections:

- I. General Information (licensee and contact representatives, if any)
- II. Transferor(s)
- III. Licensee
- IV. Transferee(s)

The Licensee/Permittee must complete Sections I and III.

The Transferor(s) must complete Section II.

The Transferee(s) must complete Section IV.

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

- (1) Part 0 "Commission Organization"
- (2) Part 1 "Practice and Procedure"
- (3) Part 73 "Radio Broadcast Services"

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>

C. Mandatory Electronic Filing of Application Forms. The Commission is currently developing electronic versions of various international broadcast station application and reporting forms, such as this application

form. As each application form and report goes online, the Commission will by Public Notice announce its availability and the procedures to be followed for accessing and filing the application form or report electronically via the Commission's International Bureau Filing System (IBFS). For a six-month period following the issuance of the Public Notice, the subject application form or report can continue to be filed with the Commission through a modified electronic filing process that involves filing a non-docketed pleading through the Commission's Electronic Comment Filing System (ECFS). Electronic filing through IBFS will become mandatory, on a form-by-form basis, six months after each application form or report becomes available for filing electronically.

D. Mandatory electronic filing of IBS applications and reporting requirements commenced on July 13, 2021. See *Mandatory Electronic Filing of Section 325(c) Applications, International Broadcast Applications, and Dominant Carrier Section 63.10(c) Quarterly Reports*, IB Docket No. 21-265. Until an electronic version of this form becomes available through IBFS, applicants should file this form through the Commission's ECFS system. Paper versions of this form will not be accepted for filing, unless accompanied by an appropriate request for waiver of the electronic filing requirement. Applicants can access the IBFS and ECFS electronic filing systems via the Internet from the Commission's website at: <http://licensing.fcc.gov/myibfs/> and <https://www.fcc.gov/ecfs/filings/nodocket>

E. Public Notice Requirements:

- (1) 47 C.F.R. Section 73.3580(a)(5) requires that applicants for consent to transfer of control of a construction permit or license for an international broadcast station post notice of the application on a publicly accessible, locally targeted website that targets the local community in which the international broadcast station's transmission facilities are located (e.g., local government internet website, local community bulletin board internet website), for 30 continuous days following acceptance of the application for filing, in the form prescribed in 47 CFR § 73.3580(b)(2).
 - (2) Intent to comply with the public notice requirements must be certified by the Licensee in Item 6 of Section III of this application.
- F. Applicants should provide all information called for by this application. If any portions of the application are not applicable, the applicant should so state. **Defective or incomplete applications will be returned without consideration.** Inadvertently accepted applications are subject to dismissal. In accordance with 47 C.F.R. Section 1.65, applicants have a continuing obligation to advise the Commission, through amendments, of any substantial and 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.
- G. This application requires applicants to certify compliance with many statutory and regulatory requirements. Detailed instructions and worksheets provide additional information regarding Commission rules and policies. These materials are designed to track the standards and criteria which 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 and worksheets, they are not required to complete or retain any documentation created or collected to complete the application. See Section II, Item 1 and Section III, Item 1.
- H. This application is presented primarily in a "Yes/No" certification format. However, it contains places for submitting explanations and exhibits 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 exhibit is submitted.
- I. **Both parties to the transaction must sign the application.** 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; if an unincorporated association, by a member who is an officer; for a governmental entity, by such duly elected or appointed official as is competent under the laws of the particular jurisdiction. Counsel may sign the application for his or her client, but only in cases of the applicant's disability or absence from the United States. In such cases, counsel shall separately set forth the reasons for believing that such statements are true. When an application is filed electronically both parties must electronically sign, the electronic signature will consist of the

electronic equivalent of the typed name of the individual. *See 1998 Biennial Regulatory Review -- Streamlining of Mass Media Applications, Rules, and Processes*, 13 FCC Rcd 23056, 23064, para. 17 (1998).

- J. Waivers: If any waiver of the Commission's rules is requested at any part of the application, the applicant must specify the number of rule sections for which the waiver is requested. In addition, the applicant must also submit an attachment setting forth the waiver(s) sought and the legal justification for waiver.

Approved by OMB control number: 3060-1260. We have estimated that each response to this collection of information will take up to 10 hours. Please refer to the notice on the last page of the instructions for additional information required by the Paperwork Reduction Act.

INSTRUCTIONS FOR SECTION I – GENERAL INFORMATION

A. **Items 1-2: Names/Addresses.** In Section I, the Licensee should use only those state abbreviations approved by the U.S. Postal Service.

The name of the Licensee must be stated in Item 1 exactly as it appears in the authorization to be transferred.

The exact and complete name of the Licensee must be stated in Item 1: if the Licensee is a corporation, the exact corporate name; if a limited liability company, the exact limited liability company 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.

Licensee must enter their postal address, telephone number, and email address in the spaces provided. To comply with the Debt Collection Improvement Act of 1996, the applicant must enter its FCC Registration Number (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://apps2.fcc.gov/fccUserReg/pages/login.htm> 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 call the FRN help desk from 8:00 a.m. to 6:00 p.m. Eastern Time at 1-877-480-3201.

Licensee must provide FRN, Call Sign, and Facility ID number of the license or permit to be Transferred.

If the Licensee is represented by a third party (for example, legal counsel), that person's name, firm or company, mailing address and telephone/email address may be specified in Item 2. This is the person with whom the Commission will communicate regarding the application. At least one Contact Representative must be designated for the licensee. The Contact Representative may be the same as the licensee, in which case leave Item 2 blank.

B. **Item 3: Fees.** The Commission is statutorily required to collect charges for certain regulatory services to the public. Generally, applicants seeking to transfer licenses or permits of international broadcast stations are required to submit a fee with the filing of the 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.

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 follows the reason for the fee exemption. The Commission's fees website contains general information on various methods for paying application filing and other 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.

A separate fee payment must be submitted for each application filed. Where multiple stations are being transferred on one application, a single payment covering the total required fee, calculated according to the number of international station permits or licenses covered by that application, must be made.

For further information regarding the applicability of a fee, the fee code, the amount of the fee, or the fee payment procedures, applicants should consult the " International and Satellite Services Fee Filing Guide," which may be accessed at <https://www.fcc.gov/licensing-databases/fees/application-processing-fees>.

INSTRUCTIONS FOR SECTION II – TRANSFEROR

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

B. Items 2-3: Names/Addresses. In Section II, the Licensee should use only those state abbreviations approved by the U.S. Postal Service.

The name of the Licensee must be stated in Item 1 exactly as it appears in the authorization to be transferred.

The exact and complete name of the Licensee must be stated in Item 2: if the Licensee is a corporation, the exact corporate name; if a limited liability company, the exact limited liability company 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.

Licensee must enter their postal address, telephone number, and email address in the spaces provided. To comply with the Debt Collection Improvement Act of 1996, the applicant must enter its FCC Registration Number (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://apps2.fcc.gov/fccUserReg/pages/login.htm> 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 call the FRN help desk from 8:00 a.m. to 6:00 p.m. Eastern Time at 1-877- 480-3201.

Licensee must provide FRN, Call Sign, and Facility ID number of the license or permit to be Transferred.

If the Licensee is represented by a third party (for example, legal counsel), that person's name, firm or company, mailing address and telephone/email address may be specified in Item 3. This is the person with whom the Commission will communicate regarding the application. At least one Contact Representative must be designated for the licensee. The Contact Representative may be the same as the licensee, in which case leave Item 2 blank.

C. Item 4: Ownership Interest to be Transferred. This question requires that the applicants specify, for each transferor in the subject transaction, the voting and equity plus debt percentages held in the licensee/permittee by that transferor both before and after the consummation of the transaction.

INSTRUCTIONS FOR SECTION III – LICENSEE/PERMITTEE

A. Item 1: Certification. The licensee/permittee must review the instructions for Section II, Item 1, of this form before completing this item.

B. Item 2: Authorizations to be Transferred. Unless specifically enumerated as excluded authorizations, the authorizations for all International Broadcast Stations will be included in the transfer of control of the license. Applicants should complete the table.

C. Item 3: Agreements for Transfer of Control. Applicants must submit with the application a complete and final copy of the unredacted contract for the transfers of control that are the subject of this application, including all exhibits and attachments. Item 3c asks applicants to certify that the agreements to transfer control of the subject licensee entity "comply fully with the Commission's rules and policies." In order to complete this certification, applicants must consider a broad range of issues. Worksheet #2 provides guidance on key compliance issues to facilitate applicants' review of their proposed transactions, and to help applicants identify issues where additional explanatory exhibits may be required or helpful. If the applicant also holds a time brokerage agreement (also known as a local marketing agreement) pursuant to which the transferee will supply programming to a station in the market, or a joint sales agreement pursuant to which the transferee will sell commercial advertising time for a station in the market, prior to FCC approval, then applicants must review Worksheet #3D, which covers issues relating to time brokerage, local marketing, and joint sales agreements involving the transferee.

E. Items 4 and 5: Character Issues/Adverse Findings. These questions require an evaluation of any unresolved character issues involving the licensee/permittee(s) or any of its principals, as well as any relevant adverse findings by a court or administrative body. Licensee/permittee(s) must review the instructions for Section IV,

Items 9 and 10 of this form before completing this item.

G. Item 7: Anti-Drug Abuse Act Certification. This question requires the licensee/permittee to certify that neither it nor any party to the application is subject to denial of federal benefits pursuant to the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862. Licensee/permittee(s) must review the instructions for Section IV, Item 13, of this form before completing this item.

H. Item 8: Anti-Discrimination Certification. This question requires the licensee/permittee 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 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 Item 10 is "no," the licensee/permittee must provide in an exhibit a full disclosure of the persons and matters involved. The licensee/permittee 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 international broadcast services that are operated on a non-commercial basis, the licensee/permittee should select "N/A" in response to this question.

INSTRUCTIONS FOR SECTION IV – TRANSFeree

A. Item 1: Certification. The transferee must review the instructions for Section II, Item 1, of this form before completing this item.

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

C. Item 4: Organization of Transferee. This question asks the transferee to specify its organizational structure. If the transferee's structure is not among the business entities enumerated in the form, the applicant must check the box marked "Other" and attach an exhibit describing in detail its organizational structure.

D. Item 5: Agreements for Transfer of Control. This question requires the transferee to certify that the written agreement submitted to the Commission and contained in the licensee/permittee's public inspection file embodies the complete and final agreement between the parties and that the agreement complies fully with the Commission's rules and policies regarding station sales contracts. Worksheet #2 provides guidance on key compliance issues to facilitate applicants' review of their proposed transaction, and to help applicants identify issues where additional explanatory exhibits maybe required or helpful. If the applicant 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, then the applicant must review Worksheet #3D. Applicants who are required to demonstrate

compliance with 47 C.F.R. Section 73.3555(a) must file a copy of each such agreement for radio stations as an exhibit to the application.

E. Item 6: Parties to the Application. This question requires the disclosure of information on the transferee and all parties to the application. As used in this application form, the term "party to the application" includes any individual or entity whose ownership or positional interest in the applicant is attributable. An attributable interest is an ownership interest in or relation to an applicant or licensee which will confer on its holder that degree of influence or control over the applicant or licensee sufficient to implicate the Commission's multiple ownership rules. In responding to Item 6, applicants should review the Commission's multiple ownership attribution policies and standards which are set forth in the Notes to 47C.F.R. Section 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, as set forth in Worksheet #3E entitled, "Investor Insulation and Non-Party Influence over Transferee," the holder of such an interest may be deemed a party to the application and, if so, must be listed in the table in Item6a. In the event that the Investor Insulation and Non-Party Influence over Transferee worksheet requires the submission of an explanatory exhibit, the transferee must respond "No" to Section IV, Item 6 and complete this exhibit. Certain interests held by substantial investors in, or creditors of, the applicant may also be attributable and the investor reportable as a party to the application, if the interest falls within the Commission's equity/debt plus (EDP) attribution standard. Under the EDP standard, the interest held 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 Diversity Order, 23 FCC Rcd at 5936, para. 31; 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, asset forth in 13 C.F.R. 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 "transferee" is synonymous with the term "applicant." Additionally, "parties to the application" includes the following with respect to each of the listed applicant entities:

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

PARTNERSHIP APPLICANT: Each partner, including all limited partners. However, a limited partner in a limited partnership is not considered a party to the application IF the limited partner is not materially involved, directly or indirectly, in the management or operation of the media related activities of the partnership and the applicant so certifies in response to Section IV, Item 6. 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 Section IV, Item 6.

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, 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 non-insulated, regardless of the partnership interest, is considered a party to the application. Stock subject to stockholder cooperative voting agreements accounting for 5% or more of the votes in a corporate applicant will be treated as if held by a single entity and any stockholder holding 5% or more of the stock in that block is considered a party to this application. An investment company, insurance company or trust department of a bank is not considered a party to this application, and an applicant may properly certify 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. Radio applicants should be certain to include the proposed ownership structure for the licensee after consummation of the proposed transaction (including officers and directors, if the licensee is a corporation) as well as the ownership structure of the transferee because there will be occasions in which the structure of the licensee and the transferee will not be identical. This can occur, for example, when not all of the stock of a corporate applicant is transferred to a new owner, or when the transferees are individuals and not business associations such as corporations or partnerships. For purposes of simplicity and clarity, the licensee structure information may be tendered using the tabular format provided in Item 6.

G. Items 8 and 9: Character Issues/Adverse Findings. Item 9 requires the transferee to certify that neither it nor any party to the application has had any interest in or connection with an application that was or is the subject of unresolved character issues. A transferee must

disclose in response to Item 10 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 Items 9 and 10, 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 to Item 9 is "No," the transferee must submit an exhibit that includes an identification of the party having had the interest, the call letters and location of the station or file number of the application or docket, and a description of the nature of the interest or connection, including relevant dates. The transferee should also fully explain why the unresolved character issue is not an impediment to a grant of this application. In responding to Item 10, the transferee should consider any relevant adverse finding that occurred within the past ten years. Where that adverse finding was fully disclosed to the Commission in an application filed on behalf of this station or in another broadcast station application and the Commission, by specific ruling or by subsequent grant of the application, found the adverse finding not to be disqualifying, it need not be reported again and the transferee may respond "Yes" to this item. However, an adverse finding that has not been reported to the Commission and considered in connection with a prior application would require a "No" response. Where the response to Item 10 is "No," the transferee must provide in an exhibit a full disclosure of the persons and matters involved,

including an identification of the court or administrative body and the proceeding (by dates and file numbers), and the disposition of the litigation. Where the requisite information has been earlier disclosed in connection with another pending application, or as required by 47 C.F.R. Section 1.65(c), the applicant need only provide an identification of that previous submission by reference to the file number in the case of an application, the call letters of the station regarding which the application or Section 1.65 information was filed, and the date of filing. The transferee should also fully explain why the adverse finding is not an impediment to a grant of this application.

H. Item 10: Alien Ownership and Control. All applications must comply with Section 310 of the Communications Act, as amended. Specifically, Section 310 proscribes issuance of a construction permit or station license to an alien, the representative of an alien, a foreign government or a representative thereof, or a corporation organized under the laws of a foreign government. This proscription also applies with respect to any entity of which more than 20% of the capital stock is owned or voted by aliens, their representatives, a foreign government or its representative, or an entity organized under the laws of a foreign country. The Commission may also deny a construction permit or station license to a licensee directly or indirectly controlled by another entity of which more than 25% of the capital stock is owned or voted by aliens, their representatives, a foreign government or its representative, or another entity organized under the laws of a foreign country. Any such applicant seeking Commission consent to exceed this 25% benchmark in Section 310(b)(4) of the Act must do so by filing a petition for declaratory ruling pursuant to Sections 1.5000 et seq. of the Commission's rules. Compliance with Section 310 is determined by means of a two-prong analysis, one pertaining to voting interests and the second to ownership interests. See, e.g., Applications of BBC License Subsidiary L.P., Memorandum Opinion and Order, 10 FCC Rcd 10968 (1995). The voting interests held by

aliens in a licensee through intervening domestically organized entities are determined in accordance with the multiplier guidelines for calculating indirect ownership interests in an applicant as set forth in the "Corporate Applicant" Instructions for Section IV, Item 6. For example, if an alien held a 30-percent voting interest in Corporation A which, in turn, held a noncontrolling 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% alien indirect voting interest in the licensee. If Partnership A held a 40% voting interest in Licensee Corporation B, that voting interest would be similarly impermissible if any general partner or any non-insulated limited partner of Partnership A was an alien, regardless of 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). Transferees must also comply with the separate alien equity ownership benchmark restrictions of Section 310. Under the second prong of the analysis, a transferee 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-prong analysis, a transferee must determine the citizenship of each entity holding either a voting or equity interest or else 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 know

nor 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 C.F.R. § 1.5004(b).

I. Item 11: Financial Qualifications. A transferee 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, 87F.C.C.2d200(1981). Documentation supporting this 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.

J. Item 12: Programming. Transferees need no longer file a specific program service proposal. Nevertheless, prior to making this certification, the transferee 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).

K. Item 13: Anti-Drug Abuse Act Certification. This question requires the transferee to certify that neither it nor any party to the application is subject to denial of federal benefits pursuant to the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862. Section 5301 of the Anti-Drug Abuse Act of 1988 provides federal and state court judges the discretion to deny federal benefits to individuals convicted of offenses consisting of the distribution or possession of controlled substances. Federal benefits within the scope of the statute include FCC authorizations. A "Yes" response to Item 15 constitutes a certification that neither the transferee nor any party to this application has been convicted of such an offense or, if it has, it is not ineligible to receive the authorization sought by this application because of Section 5301. With respect to this question only, the term "party to the application" includes if the applicant is an individual, that individual; if the applicant is a corporation or unincorporated association, all officers, directors, or persons holding 5 percent or more of the outstanding stock or shares (voting and/or non-voting) of the applicant; all members if a membership organization; and if the applicant is a partnership, all general partners and all limited partners, including both insulated and non-

insulated limited partners, holding a 5 percent or more interest in the partnership. M. Item 14. Transferee's Equal Employment Opportunity Program. Applicants seeking authority to acquire control of an entity holding such 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 or race, color, religion, national origin or sex. See 47 C.F.R. § 73.2080. Pursuant to these requirements, an applicant who 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 is submitted to the Commission as the Model EEO Program on FCC Form 396-A, which should be filed along with this application. If an applicant proposes to employ less than five full-time employees in its station employment unit, no EEO program for women or minorities need be filed. General guidelines for developing an Equal Employment Opportunity program are set forth in FCC Form 396-A. NOTE: This Broadcast Equal Employment Opportunity Model Program Report (FCC Form 396-A) is to be utilized only by applicants for new construction permits and by transferees and transferees. FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT We have estimated that each response to this collection of information will take 2 to 7 hours. Our estimate includes the time to read the instructions, look through existing records, gather and maintain the required data, and actually complete and review the form or response. If you have any comments on this burden estimate, or on how we can improve the collection and reduce the burden it causes you, please e-mail them to pra@fcc.gov or send them to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0031), Washington, DC 20554. Please DO NOT SEND COMPLETED APPLICATIONS TO THIS ADDRESS. Remember - you are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this

collection, unless it displays a currently valid OMB control number of if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060-0031.

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

FCC FORM 315-IBFS

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

Section I - General Information

1. Legal Name of the Licensee/Permittee

Click or tap here to enter text.

Mailing Address

Click or tap here to enter text.

City	State or Country (if foreign address)	Zip code
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

Telephone Number (Include Area Code)	E-Mail Address (if available)
Click or tap here to enter text.	Click or tap here to enter text.

FCC Registration Number	Call Sign	Facility ID Number
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

2. Contact Representative (if other than licensee/permittee)

Click or tap here to enter text.

Firm or Company Name

Click or tap here to enter text.

Mailing Address

Click or tap here to enter text.

City	State or Country (if foreign address)	Zip code
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

Telephone Number (Include Area Code)	E-Mail Address (if available)
Click or tap here to enter text.	Click or tap here to enter text.

3. Is the applicant exempt from FCC application fees?

Yes No

(a) If you answered "yes", indicate reason for fee exemption (see 47 C.F.R. Section 1.1114):

- Governmental Entity
 Noncommercial/Educational

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Other, Explanation in Exhibit No.: Click or tap here to enter text.

4. Purpose of Application

Transfer of Control of Licensee

Transfer of Control of Permittee

Amendment of Pending Application

(a) If an amendment, what is the File Number of pending application:

Click or tap here to enter text.

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

Click or tap here to enter text.
Exhibit No.: _____

Section II - Transferor

1. **Certification.** Transferor(s) certify that it (they) has answered each question in this application based on its (their) review of the application instructions and worksheets. Transferor(s) further certify that where it (they) has made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.

Yes No

2. Legal Name of the Transferor

[Click or tap here to enter text.](#)

Mailing Address

[Click or tap here to enter text.](#)

City	State or Country (if foreign address)	Zip code
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

Telephone Number (Include Area Code)	E-Mail Address (if available)
Click or tap here to enter text.	Click or tap here to enter text.

FCC Registration Number	Call Sign	Facility ID Number
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

3. Contact Representative (if other than transferor)

Firm or Company Name

[Click or tap here to enter text.](#)

[Click or tap here to enter text.](#)

Mailing Address

[Click or tap here to enter text.](#)

City	State or Country (if foreign address)	Zip code
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

Telephone Number (Include Area Code)	E-Mail Address (if available)
Click or tap here to enter text.	Click or tap here to enter text.

If more than one transferor, submit the information

Exhibit

[Click or tap here to](#)

Estimated Time Per Response 10 Hours

Edition Date: April 2023

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

First Name:

Click or tap here to enter text.

M.I.:

Click or tap here to enter text.

Last Name:

Click or tap here to enter text.

Suffix:

Click or tap here to enter text.

Title:

Click or tap here to enter text.

Signature:

Date:



Click or tap to enter a date.

**FAILURE TO SIGN THIS FORM MAY RESULT IN DISMISSAL
OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE
BY FINE AND/OR IMPSONMENT (U.S. Code, Title 18, Section 1001).**

Section III – Licensee/Permittee

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

2. **Authorizations to be Transferred.** List the authorized stations and construction permits to be transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be transferred.

Facility ID Number(s)	Callsign or Construction Permit File Number	City	State
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

3. **Agreements for Sale of Station.** Licensee/permittee certifies that:

- (a) it has submitted to the Commission as an. Exhibit to this application copies of all agreements for the sale of the station(s); Yes No
- (b) these documents embody the complete and final understanding between licensee/permittee and transferee; and Exhibit No.: Click or tap here to enter text.
- (c) these agreements comply fully with the Commission's rules and policies.

4. **Character Issues.** Licensee/permittee certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with: Yes No

- (a) any broadcast application in any proceeding where character Exhibit Click or tap

issues were left unresolved or were resolved adversely against the applicant or any party to the application; or

No.: here to enter text.

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

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

Yes No

Exhibit No.: Click or tap here to enter text.

6. **Local Public Notice.** Licensee/permittee certifies that it will comply with the public notice requirements of 47 C.F.R. Section 73.3580.

Yes No

7. **Anti-Drug Abuse Act Certification.** The Applicant certifies that neither it nor any other party to the application is subject to a denial of Federal benefits, including FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR § 1.2002(b) for the meaning of "party to the application" for these purposes.

Yes No

8. **Anti-Discrimination Certification.** Licensee/permittee certifies that neither licensee/permittee nor any party to the application have violated the Commission's prohibition against discrimination on the basis of race, color, religion, national origin or sex in the sale of commercially operated international broadcast stations.

Yes No

Exhibit No.: Click or tap here to enter text.

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

First Name:

Click or tap here to enter text.

M.I.:

Click or tap here to enter text.

Last Name:

Click or tap here to enter text.

Suffix:

Click or tap here to enter text.

Title:

Click or tap here to enter text.

Signature:

Date:



Click or tap to enter a date.

**FAILURE TO SIGN THIS FORM MAY RESULT IN DISMISSAL
OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE
BY FINE AND/OR IMPSONMENT (U.S. Code, Title 18, Section 1001),
AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT
(U.S. Code, Title 47, Section 312(a), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)**

Section IV - Transferee

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

2. **Legal Name of the Transferee(s)**

Click or tap here to enter text.

Mailing Address

Click or tap here to enter text.

City	State or Country (if foreign address)	Zip code
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

Telephone Number (Include Area Code)	E-Mail Address (if available)
Click or tap here to enter text.	Click or tap here to enter text.

FCC Registration Number	Call Sign	Facility ID Number
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

3. **Contact Representative (if other than transferee(s))**

Click or tap here to enter text.

Mailing Address

Click or tap here to enter text.

City	State or Country (if foreign address)	Zip code
Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.

Telephone Number (Include Area Code)	E-Mail Address (if available)
Click or tap here to enter text.	Click or tap here to enter text.

4. Transferee is:

an individual

A general partnership

A for-profit corporation

a limited partnership

A not-for-profit corporation

A limited liability company (LLC/LC)

a not-for-profit educational institution

A noncommercial public radio service to protect the safety of life, health, or property

A government entity other than a school

a not-for-profit educational organization

other

5. Agreements for Sale of Station. Transferee certifies that:

(a) these documents embody the complete and final understanding between licensee/permittee and transferee; and

Yes No

(b) these agreements comply fully with the Commission's rules and policies.

Click or tap
Exhibit here to enter
No.: text.

6. Ownership. Assignee certifies that the proposed assignment:

Yes No

(a) complies with the Commission's policies relating to future ownership interests; and

(b) complies with the Commission's restrictions relating to the insulation and nonparticipation of non-party investors and creditors.

Click or tap
Exhibit here to enter
No.: text.

7. Parties to the Application.

(a) List the transferee, and, if other than a natural person, its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in the transferee, list separately its officers, directors, stockholders and other entities with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary.

- i. application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next,

then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.

- ii. Citizenship.
- iii. Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard., etc.
- iv. Percentage of votes.
- v. Percentage of total assets (debt plus equity).

i.	ii.	iii.	iv.	v.
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Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.	Click or tap here to enter text.
----------------------------------	----------------------------------	----------------------------------	----------------------------------	----------------------------------

(b) Transferee certifies that equity and financial interests not set forth above are non-attributable.

Yes No
 N/A

Click or tap here to enter text.
Exhibit No.: _____

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

Click or tap here to enter text.
Exhibit No.: _____

9. **Character Issues.** Transferee certifies that neither transferee

Yes No

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Edition Date: April 2023

nor any party to the application has or has had any interest in, or connection with:

- (a) any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or
- (b) any pending broadcast application in which character issues have been raised.

Exhibit No.: Click or tap here to enter text.

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

Yes No

Exhibit No.: Click or tap here to enter text.

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

Yes No
Click or tap here to enter text.

Exhibit No.: Click or tap here to enter text.

14. Financial Qualifications. Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.

Yes No
Click or tap here to enter text.

Exhibit No.: Click or tap here to enter text.

16. Program Service Certification. Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.

Yes No

17. Anti-Drug Abuse Act Certification. The Applicant certifies that neither it nor any other party to the application is subject to a denial of Federal benefits, including FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR § 1.2002(b) for the meaning of "party to the application" for these

Yes No

purposes.

18. Equal Employment Opportunity (EEO). If the applicant proposes to employ five or more full-time employees, applicant certifies that it is filing simultaneously with this application a Model EEO Program Report on FCC Form 396-A. Yes No

N/A

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

First Name: Click or tap here to enter text. **M.I.:** Click or tap here to enter text. **Last Name:** Click or tap here to enter text. **Suffix:** Click or tap here to enter text.

Title: Click or tap here to enter text.

Signature:  **Date:** Click or tap to enter a date.

FAILURE TO SIGN THIS FORM MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPSONMENT (U.S. Code, Title 18, Section 1001).

WORKSHEET # 1

LOCAL NOTICE CHECKLIST

Applicants must certify that they have complied with Section 73.3580 regarding publication of local notice of the subject application. This worksheet may be used in responding to Section III, Item 6 of Licensee/Permitee’s section of Form 315-IBFS.

Online Notice

(a) What is the date of posting? Click or tap to enter a

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date.

(b) Is the online notice on a publicly accessible website? Yes No

(c) Does the online notice take the following form? Yes No

On [DATE], [APPLICANT NAME], [PERMITTEE/LICENSEE] of [STATION CALL SIGN], [STATION FREQUENCY], [STATION COMMUNITY OF LICENSE OR, FOR INTERNATIONAL BROADCAST STATIONS, COMMUNITY WHERE THE STATION'S TRANSMISSION FACILITIES ARE LOCATED], filed an application with the Federal Communications Commission for [TYPE OF APPLICATION]. Members of the public wishing to view this application or obtain information about how to file comments and petitions on the application can visit [INSERT HYPERLINK TO APPLICATION LINK IN APPLICANT'S ONLINE PUBLIC INSPECTION FILE (OPIF) OR, IF THE STATION HAS NO OPIF, TO APPLICATION LOCATION IN THE MEDIA BUREAU'S LICENSING AND MANAGEMENT SYSTEM; IF AN INTERNATIONAL BROADCAST STATION, TO APPLICATION LOCATION IN THE INTERNATIONAL BUREAU'S MYIBFS DATABASE].

WORKSHEET # 2

SALES CONTRACT EVALUATION WORKSHEET

This worksheet may be used by the assignor in responding to Section II, Item 3 of FCC Form 315-IBFS; it may also be used by the assignee in responding to Section III, Item 3. The assignor and assignee must review these questions with respect to **all contractual documents**, agreements, and/or understandings between the assignor and the assignee.

1. Do the written contracts and/or agreements the licensee/permittee will submit to the Commission embody the complete and final agreement for the sale of the station(s) which are to be assigned? Yes No

--	--	--	--	--	--

- (a) Are there any unwritten agreements between the assignor and the assignee which have not been referenced in the contract documents to be submitted with the application? Yes No

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

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

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

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

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

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

2. Do these documents provide the assignee with ultimate control over and use of all necessary physical property Yes No

without reservation?

3.	Do these documents provide the assignee with ultimate control over station programming without reservation?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
	Note: The response to both Questions 2 and 3 must be "Yes" in order to certify that the contractual documents "comply fully with the Commission's rules and policies." If "No," the applicant must mark "No" and disclose all details of any restriction on the assignee's complete control of the station in an exhibit to the application.				
4.	Is there any provision in the agreements that provides for a reversion of the license(s) in the event of default or any right to reassignment of the license in the future?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
	Note: The response to Question 4 must be "No" in order to certify that the contractual documents comply fully with the Commission's rules and policies." If "Yes," the applicant may not make the appropriate certification.				
5.	Is there any provision in the agreements which provides for a security interest in the station license(s), permits or authorizations?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
	Note: The response to Question 5 must be "No" in order to certify that the contractual documents "comply fully with the Commission's rules and policies." Under existing precedent, it is permissible to grant a security interest in the proceeds of the sale of a station license, permit, or authorization, but not in the license, permit, or authorization itself.				
6.	Do the agreements contain a covenant not to compete?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
	(a) If "Yes," does the duration of the covenant extend beyond the length of a full license term?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No

	Note: If the response to Question 6 is "Yes," the response to Questions 6(a) and 6(b) must be "No" in order to certify that the contractual documents "comply fully with the Commission's rules and policies." If not, the applicant may not make the appropriate certification				
7.	Do the agreements contain a stock pledge?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
	(a) If "Yes," do the agreements expressly state that voting rights will remain with the assignee, even in the event of default?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
	(b) If "Yes," do the agreements indicate that, in the event of default, there will be either a public (i.e., auction) or private arm's length sale of the pledged interests?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
	(c) If "Yes," do the agreements provide that, prior to the exercise of stockholder rights by the purchaser at such public or private sale, consent of the Commission (pursuant to 47 U.S.C. Section 310(d) will be obtained?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
	Note: If the response to Question 7 is "Yes," the response to Questions 7(a), 7(b), and 7(c) must also be "Yes" in order to certify that the contractual documents "comply fully with the Commission's rules and policies." If not, the applicant may not make the appropriate certification.				

WORKSHEET # 3

This Worksheet may be used in connection with Section III, Item 6 of FCC Form 315-IBFS regarding media ownership. For the convenience of the applicant, the various ownership restrictions are treated under the following separate headings:

A. Future Ownership Rights; B. Time Brokerage/Local Marketing/Joint Sales Agreements, and C. Investor Insulation/Non-party Influence.

A. FUTURE OWNERSHIP RIGHTS

This section of the worksheet may be used in connection with Section III, Item 6c, which requires the assignee to certify that the proposed acquisition complies with the Communications Act and the Commission's regulations and policies concerning future ownership rights in broadcast stations.

Section 310(d) of the Communications Act of 1934, as amended, prohibits assignment, transfer or any disposition of a broadcast license without first applying to the Commission and receiving approval. Similarly, Commission precedent currently prohibits (1) pledge of a broadcast license as collateral for a loan, or (2) grant of a security interest (or any similar encumbrance) in a broadcast license. These inquiries are directed to current and prospective third-party interests in the assignee.

In order to certify compliance with Item 6c of Section III of FCC Form 314-IBFS, the Assignee must review the following questions:

1. Are there any documents, instruments, contracts, or understandings relating to future ownership rights in the assignee or any party to the application including, but not limited to: (1) stock pledges; (2) security agreements; (3) non-voting stock interests; (4) beneficial stock ownership interests; (5) options; (6) warrants; or (7) debentures? Yes No

If "No," Assignee may certify compliance with the future ownership inquiry.

If "Yes," proceed to the questions below.

2. Is there any provision in the agreements which provides for a security interest in the station license(s), permits or authorizations? Yes No

Note: The response to Question 2 must be "No" in order to certify that the contractual documents "comply fully with the Commission's rules and policies." Under existing precedent, it is permissible to grant a security interest in the **proceeds of the sale** of a station license, permit, or authorization, but not in the license, permit, or authorization itself.

3. Do the agreements contain a stock pledge? Yes No
- (a) If "Yes," do the agreements expressly state that voting rights will remain with the assignee, even in the event of default? Yes No
- (b) If "Yes," do the agreements indicate that, in the event of default, there will be either a public (i.e., auction) or private arm's-length sale of the pledged interests? Yes No
- (c) If "Yes," do the agreements provide that, prior to the exercise of stockholder rights by the purchaser at such public or private sale, prior consent of the Commission (pursuant to 47 U.S.C. Section 310(d)) will be obtained? Yes No

If the answer to (a), (b), or (c) is "No," the assignee must mark "No" to Section III, Item 6c and submit an exhibit providing all details of the stock pledge agreement and demonstrating how the agreement is not violative of Section 73.1150 and Commission precedent.

4. If the agreements contain provisions relating to the acquisition of non-voting stock interests, beneficial stock interests, warrants, or debentures convertible into voting or non-voting stock, would the exercise of those interests, individually or in the aggregate, effectuate a positive or negative transfer of control of the assignee/applicant? Yes No
- If "Yes," the agreements must clearly indicate that, prior to the acquisition, exercise, or conversion of any future interest into equity that would effectuate a positive or negative transfer of control, Commission approval will be sought and received. If

they do not, the applicant must mark "No" to Section III, Item 6c, and submit an exhibit providing all details and explaining how the agreements

B. TIME BROKERAGE/LOCAL MARKETING AGREEMENTS /JOINT SALES AGREEMENTS

This worksheet should be reviewed in connection with several different certifications. These include Section II, Item 3 and Section III, Item 3 (certifications by assignor and assignee relating to agreements for sale of station) and Section III, Items 6a and 6b.

1. Has the licensee retained sufficient rights and obligations over the station's personnel, programming, and finances such that it retains control of the station under applicable Commission precedent, i.e., does the licensee/permittee:
 - (a) If "Yes," do the agreements expressly state that voting rights will remain with the assignee, even in the event of default? Yes No
 - (b) retain the right to terminate the agreement without excessive fee or penalty? Yes No
 - (c) retain responsibility for broadcasting programming to meet local needs? Yes No
 - (d) retain the obligation to prepare and file the quarterly issues/programs list? Yes No
 - (e) retain the responsibility to comply with the Commission's political programming rules? Yes No
 - (f) retain the obligation to pay station expenses? Yes No

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

2. Does the programming agreement or joint sales agreement extend beyond one full license term (i.e., eight years)? Yes No

If "Yes," the agreement may exceed the length allowable under Commission precedent. The applicant must therefore mark "No" to Section 111, Item 6b, and submit an exhibit containing the complete agreement (with all attachments) and discussing how its operation complies with precedent.

Note: ALL applicants required to demonstrate compliance with 47 C.F.R. Section 73.3555(a) must submit, with this application, complete copies of all attributable radio time brokerage/local marketing and radio joint sales agreements for the subject stations or any other stations in the same market as the subject stations.

C. INVESTOR INSULATION AND NON-PARTY INFLUENCE OVER ASSIGNEE/APPLICANT

This section of the worksheet may be used in connection with Section III, Item 6, which requires the assignee to certify that it complies with the Commission's restrictions relating to the insulation and non-participation of non-party investors and creditors. *See, e.g., Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, Report and Order, 14 FCC Rcd 12559 (1999). It indicates the kinds of contractual relationships that may, in the Commission's view, exceed the authority of a properly insulated investor or demonstrate some indicia of de facto control by a creditor.

1. Investor Insulation

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

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

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

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

(d) empower the general partner/LLC management Yes No

committee to veto any admissions of additional general partners/LLC members admitted by vote of the exempt limited partners/LLC members?

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

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

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

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

2. Non-Party Influence Over Assignee

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

Estimated Time Per Response 10 Hours

Edition Date: April 2023

- i. give any non-party investor the right to vote on any matters decided by the assignee's board of directors, partnership committee or other management group? Yes No
- ii. give any non-party investor the right to attend, or appoint an observer to attend, assignee board, partnership or other management meetings? Yes No
- iii. place any limitation on assignee programming discretion? Yes No
- iv. give any non-party investor the right to vote on, approve or restrict assignee's actions on any matter relating to programming, personnel or finances? Yes No
- v. give any non-party creditor or any bond, debenture or warrant holder the right to vote on, approve or restrict the assignee's actions on any matter relating to programming, personnel or finances? Yes No
- vi. give any non-party creditor or any bond, debenture or warrant holder the right to share in the profits of the assignee? Yes No
- vii. give any non-party creditor or any bond, debenture or warrant holder the right to share in the profits of the assignee? Yes No
- viii. give any non-party investor, creditor, or bond, debenture or warrant holder the right to vote on, approve or deny the selection or removal of a general partner of an assignee partnership or a member of the assignee's governing body? Yes No
- ix. give any non-party investor, creditor, or bond, debenture or warrant holder the right to convert, tender or require the tendering of stock pursuant to a put-or-call agreement based on the actions of the assignee relating to programming, personnel or financing? Yes No

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

(b) With respect to any loan agreement, has the assignee ensured that such agreement:

- | | | | | | |
|------|--|--------------------------|-----|--------------------------|----|
| i. | includes an unconditional promise by the assignee to pay on demand or on a specific date a sum certain? | <input type="checkbox"/> | Yes | <input type="checkbox"/> | No |
| ii. | contains a fixed or defined variable rate of interest on the loan? | <input type="checkbox"/> | Yes | <input type="checkbox"/> | No |
| iii. | does not prohibit the redemption of the loan by the assignee, or permit redemption at the option of the lender only? | <input type="checkbox"/> | Yes | <input type="checkbox"/> | No |

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