

Federal Communications Commission Approved by OMB Washington, D. C. 20554 3060-0075
Expires 12/31/99 INSTRUCTIONS FOR FCC FORM 345 APPLICATION FOR TRANSFER OF
CONTROL OF A CORPORATE LICENSEE OR PERMITEE, OR ASSIGNMENT OF LICENSE OR PERMIT,
FOR AN FM OR TV TRANSLATOR STATION, OR A LOW POWER TELEVISION STATION
INSTRUCTIONS AND INFORMATION Before filling out this application, the assignee/transferee should familiarize
itself with the Communications Act of 1934, as amended, and with 47 C.F.R. Parts 1, 73 and 74. 1.
This form is to be used when applying for authority for a transfer of control of a corporate licensee or
permittee, or assignment of license or permit, for an FM or TV translator station, or a
low power television station. It should also be used for the transfer or assignment of any
associated auxiliary stations (see 47 Code of Federal Regulations (C.F.R.) Part 74, Subparts D, E, F
and H) and UHF translator booster stations (see 47 C.F.R. Section 74.701), provided
the transaction does not also involve the transfer or assignment of a commonly owned or controlled
primary station. NOTE: When a commonly owned or controlled primary station is filing an application for transfer
of control or an assignment of a permit or license, the licensee or permittee of the primary station shall include all
associated booster and auxiliary authorizations in its application on FCC Form 314, 315 or 316, whichever is
applicable. Forms 314 and 315 should NOT be used to transfer or assign a permit or license for an FM translator,
TV translator or low power television broadcast station. 2. Prepare and submit an original and one copy
of this form and all exhibits. Number the exhibits serially in the spaces provided in the
body of this form. Each exhibit must be dated and clearly indicate whether it was prepared
by the assignor/transferee (seller) or the assignee/transferee (buyer). The application, with all
required exhibits, should be filed with the Federal Communications Commission in the
manner and at the location specified in 47 C.F.R. Section 0.401. Replies to questions in this form
and the applicants' statements constitute representations on which the FCC will rely in considering the application.
Thus, time and care should be devoted to all replies, which should reflect accurately the applicants' responsible
consideration of the questions asked. Include all information called for by this application. If any portions of the
application are not applicable, so state. Defective or incomplete applications will be returned without
consideration. Information called for by this application which is already on file with the Commission need not be
refiled in this application provided: (1) the information was submitted by or on behalf of the parties to this
application; (2) the information is identified fully by reference to the file number (if any), the FCC form number, and
the filing date of the application or other form containing the information and the page or paragraph referred to; and
(3) the party states, "No change since date of filing." The material so identified will be considered incorporated in
the attached application. The incorporated application or other form will thereafter be open to public inspection in
its entirety. 3. Public Notice Requirement: (a) 47 C.F.R. Section 73.3580 requires that
applicants for assignment or transfer of a construction permit or license give local
notice in a newspaper of general circulation in the community in which the station is
located. Local notice is also required to be broadcast over the station, if it is capable of originating
such an announcement. However, if the station is the only operating station in its
broadcast service which is located in the community involved, publication of the notice
in a newspaper is not required, if the announcement can be broadcast. This public notice
requirement also applies with respect to major amendments, as defined in 47 C.F.R. Section
73.3578(b). (b) Completion of publication may occur within 30 days before or after
tendering of the application. Compliance or intent to comply with the public notice
requirements must be certified in Section IV of this application. The information that must be
contained in the notice of filing is described in paragraph (g) of 47 C.F.R. Section
73.3580. Proof of publication need not be filed with this application. 4. FEES. By law,
the Commission is required to collect charges for certain of the regulatory services it provides to
the public. Generally, applicants seeking to transfer control of a corporate licensee or permittee, or to
assign the license or permit, for an FM or TV translator or a low power television
station are required to pay and submit a fee with the filing of FCC Form 345. However,
governmental entities, which include any possession, state, city, county, town, village, municipal
organization or similar political organization or subpart thereof controlled by publicly
elected and/or duly appointed public officials exercising sovereign direction and control over their
respective communities or programs, are exempt from the payment of this fee. Also exempted from
this fee are noncommercial educational radio and full service TV broadcast station
licensees or permittees provided the stations being acquired or transferred will operate on a
noncommercial basis. See 47 C.F.R. Section 1.1113. To avail itself of any fee exemption, the
applicant must indicate its eligibility by checking the appropriate box in response to
Question 2(B), Section I. FCC Form 345 applications not involving the payment of a fee can be
hand-delivered or mailed to the FCC's Washington, D.C. offices. See 47 C.F.R. Section 0.401(a).
The Commission's fee collection program utilizes a U.S. Treasury lockbox bank for maximum efficiency of
collection and processing. All FCC Form 345 applications which require the remittance of a fee, must be submitted
to the appropriate post office box address. See 47 C.F.R. Section 0.401(b). A listing of the required fee and the

address to which FCC Form 345 should be mailed or otherwise delivered is set forth in the "Mass Media Services Fee Filing Guide" which can be obtained either by writing to the Commission's Form Distribution Center, 9300 E. Hampton Drive, Capital Heights, Maryland, 20743, or by calling Telephone No. 1-800-418-FORM and leaving your request on the answering machine provided for this purpose. See 47 C.F.R. Section 1.1104. The Fee Filing Guide also contains a list of the Fee Type Codes needed to complete this application. A separate fee payment must be submitted for each FCC Form 345 filed. Where multiple translators or low power television stations are being transferred or assigned on one FCC Form 345, a single payment covering the total required fee, which is calculated on the basis of the number of translator or low power television station permits or licenses that are the subject of that Form 345, can be made. Payment of any required fee can be made by check, bank draft, money order or credit card. If paying by check, bank draft or money order, your remittance must be denominated in U.S. dollars, drawn upon a U.S. financial institution and made payable to the Federal Communications Commission. No postdated, altered or third-party checks will be accepted. DO NOT SEND CASH. Checks dated six months or older will not be acceptable for filing. Applicants who wish to pay their filing fee by money order or credit card must submit FCC Form 159, together with their application. Applicants who wish to pay for more than one application in the same lockbox with a single payment must also submit FCC Form 159. When paying for multiple filings in the same lockbox with a single payment instrument, you must list each filing as a separate item on FCC Form 159 (Remittance Advice). If additional entries are necessary, please use FCC Form 159C (Continuation Sheet). Those applicants electing to pay in a manner that requires the submission of FCC Form 159 must still complete Section I, Question 1, of FCC Form 345. Question 2 of Section I need not be completed, but FCC Form 159 must be submitted instead. Payment of application fees may also be made by Electronic Payment provided prior approval has been obtained from the Commission. Licensees interested in this option must first contact the Billings and Collections Branch at (202) 418-1995 to make the necessary arrangements. Parties hand-delivering FCC Form 345's may receive dated receipt copies by presenting copies of the applications to the acceptance clerk at the time of delivery. For mailed-in applications, a "return copy" of the application can be furnished provided the applicant clearly identifies the "return copy" and attaches it to a stamped, self-addressed envelope. Only one piece of paper per application will be stamped for receipt purposes. For further information regarding the applicability of a fee, the amount of the fee or the payment of the fee, refer to the "Mass Media Services Fee Filing Guide."⁵

The name of the assignor/transferee must be stated exactly as it appears on the authorization to be assigned or transferred. If this information has been set forth in response to Section I - Applicant Fee Information, Question 1, it need not be repeated. The name of the assignee/transferee shall be the exact corporate name, if 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 an individual applicant, that person's full legal name. In other sections of the form, the name need be only sufficient for identification of the assignee/transferee. If this information has been set forth in response to Question 1, Section I, it need not be repeated.

6. As used in Sections II and III, the words "applicant" and "party to this application" have the following meanings: APPLICANT: The individual or entity seeking the proposed facilities. INDIVIDUAL APPLICANT: The natural person applying for the facilities in his or her own right. PARTNERSHIP APPLICANT: All partners, including limited partners. However, limited partners in a limited partnership are not considered parties to the application IF the limited partners are not materially involved, directly or indirectly, in the management or operation of the media-related activities of the partnership. Sufficient insulation of a limited partner for purposes of this certification would be assured if the limited partnership arrangement: (a) 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; (b) 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; (c) 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; (d) empowers the general partner to veto any admissions of additional general partners admitted by vote of the exempt limited partners; (e) 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; (f) 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 (g) 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 the 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 the limited partners, the limited partners will be

considered as parties to this application. CORPORATE APPLICANT: All officers and directors and each owner of or subscriber to stock accounting for 5% or more of the voting stock of the applicant, each of the corporate stockholder's directors and "executive" officers (president, vice-president, secretary, treasurer or their equivalents) is considered a party to this application UNLESS the applicant submits a statement establishing that an individual director or officer will not exercise authority or influence in areas that will affect the applicant or the proposed station. The applicant should identify the individual by name and title, describe the individual's duties and responsibilities, and explain why that person 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 votes of the applicant. For example, where X owns or subscribers to stock accounting for 25% of the applicant's votes, only those stockholders or corporation X which hold stock accounting for 20% or more have a 5% indirect interest in the applicant (.25 x .20 = .05) and, therefore, are considered parties to this application. In applying the multiplier, any entity holding more than 50% of its subsidiary will be considered a 100% owner. If any stockholder agreement exists pertaining to cooperative voting accounting for 5% or more of the votes, that block of stock is regarded 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 IF its aggregated holding accounts for less than 10% of the outstanding votes in the applicant. ANY OTHER APPLICANT: All executive officers, members of the governing board and owners or subscribers who hold 5% or more of the votes in the applicant.7. Assignee or transferee applicants seeking authorization for commercial FM translator stations should familiarize themselves with 47 C.F.R. Section 74.1232(d) which provides, generally that an authorization for an FM translator station whose coverage contour extends beyond the protected contour of the commercial primary station will not be granted to the licensee or permittee of a commercial FM radio broadcast station. Nor will such authorization be granted to any person or entity having any interest whatsoever, or any connection with such primary FM station. For purposes of this rule, interested and connected parties extend to group owners, corporate parents, shareholders, officers, directors, employees, general and limited parties, family members and business associates.8. Commission policies and litigation reporting requirements for broadcast station applicants are directed to focusing on misconduct which violates the Communications Act or a Commission rule or policy and on certain non-FCC misconduct. In responding to Section II, Question 7, and Section III, Question 5, applicants are advised that the parameters of the Commission's policies and requirements regarding character qualifications 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). For the purpose of these questions only, the terms "parties to the application" includes any individual or entity whose ownership or positional interest in the applicant is cognizable under the Commission's multiple ownership rules. See in this regard 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).9. Section 310 of the Communications Act requires that United States citizens must control broadcast stations, including FM and TV translator stations, and low power television stations. Specifically, the FCC cannot assign or transfer a license or construction permit to an alien or the representative of an alien, to a foreign government or a representative of a foreign government, or to a corporation organized under the laws of a foreign government. Similarly, the FCC cannot transfer a license or construction permit to a corporate applicant that has more than 20 percent of its capital stock owned or voted by aliens or their representatives, foreign governments or their representatives, or by a corporation, organized under the laws of a foreign country. Finally, if the corporate applicant is directly or indirectly controlled by another organization, the FCC cannot grant a transfer or assignment application if the other corporation has more than 25 percent of its stock is owned or voted by aliens or their representatives, foreign governments or their representatives, or a corporation organized under the laws of a foreign country. The applicant must determine the citizenship of each officer and director. It must also determine the citizenship of each person who owns or votes shares. For large corporations, a sample survey using a recognized statistical method is acceptable for determining the citizenship of those who own or vote shares.10. Section 325(a) of the Communications Act of 1934, as amended, prohibits the rebroadcast of programs of a broadcast station without the express authority of the originating station. Where the assignee/transferee is not the licensee of the primary station, written authority must be obtained prior to any rebroadcasting.11. Applicants seeking to acquire a low power television station, whether by assignment of license or permit, or by transfer of control, 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 C.F.R. Section 73.2080. Pursuant to these requirements, an applicant that proposes to employ five or more full-time station employees 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 Form (FCC 396-A). If minority group representation in the available labor force is less than five percent in the aggregate, a program for minority group members is not required. A program must be filed, however, for women because they comprise a significant percentage of virtually all labor forces. If an applicant proposes to employ less than five full-time employees, no EEO program for women or minorities need be filed. Guidelines for developing an Equal Employment Opportunity Program are set forth in FCC Form 396-A.12. Section IV consists of two parts: Part 1 is the certification requirements to be completed by the assignor; Part II is the certification requirements to be completed by the assignee. BOTH PARTIES TO THE TRANSACTION MUST SIGN THE APPLICATION. Depending on the nature of the applicant, this application should be signed as indicated: for a sole proprietor, personally; for a partnership, by a general partner; for a corporation, by an officer; for an unincorporated association, by a member who is an officer; for a governmental entity, by such duly elected or appointed official as is competent under the laws of the particular jurisdiction. Counsel may sign the application for his or her client, but only in cases of the applicant's disability or absence from the United States. 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.

FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACTThe solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The Commission will use the information provided in the application to determine if the benefit requested is consistent with the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form will be available for public inspection. If information requested on the form is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Your response is required to obtain the requested authorization. Public reporting burden for this collection of information is estimated to average 10 hours and 10 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to the Federal Communications Commission, Records Management Branch, Paperwork Reduction Project (3060-0075), Washington, DC 20554. DO NOT send completed forms to this address. FCC may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number. THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3), AND THE PAPERWORK REDUCTION ACT OF 1995, P.L. 104-13, OCTOBER 1, 1995, 44 U.S.C. 3507.