

Information and Instructions

Est. Avg. Burden
Per Response:
55 Hrs**Application for Transfer of Control of a Multipoint Distribution Service Authorization****NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 1974 AND
THE PAPERWORK REDUCTION ACT OF 1995**

We have estimated that each response to this collection of information will take on average 55 hours. Our estimate includes the time to read the instructions, look through existing records, gather and maintain required data, and actually complete and review the form or response. If you have any comments on this estimate, or on how we can improve the collection and reduce the burden it causes you, please write the Federal Communications Commission, AMD-PER, Washington, DC 20554, Paperwork Reduction Project (3060-0852). We will also accept your comments via the Internet if you send them to jboley@fcc.gov. *Please do not send completed application forms to this address.*

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 with this notice. This collection has been assigned OMB control number 3060-0852.

The FCC is authorized under the Communications Act of 1934, as amended, to collect the personal information we request in this form. We will use the information you provide to determine whether approving this application is in the public interest. If we believe there may be a violation or potential violation of a statute, FCC regulation, rule or order, your application may be referred to the Federal, state, or local agency responsible for investigating, prosecuting, enforcing or implementing the statute, rule, regulation or order. In certain cases, the information in your application may be disclosed to the Department of Justice or a court or adjudicative body when (a) the FCC; or (b) any employee of the FCC; or (c) the United States Government, is a party to a proceeding before the body or has an interest in the proceeding.

As of December 3, 2001, all parties and entities doing business with the Commission must obtain a unique identifying number called the FCC Registration Number (FRN) and supply it when doing business with the Commission. Failure to provide the FRN may delay the processing of the application. This requirement is to facilitate compliance with the Debt Collection Improvement Act of 1996 (DCIA). The FRN can be obtained electronically through the FCC webpage at <http://www.fcc.gov> or by manually submitting FCC Form 160. FCC Form 160 is available from the FCC's web site at <http://www.fcc.gov/formpage.html>, by calling the FCC's Forms Distribution Center 800-418-FORM (3676), or from fax-on-demand by dialing (202) 418-0177.

This notice is required by the Privacy Act of 1974, Public Law 93-579, December 31, 1974, 5 U.S.C. Section 552a(e)(3) and the Paperwork Reduction Act of 1995, Public Law 104-13, October 1, 1995, 44 U.S.C. 3507.



INSTRUCTIONS FOR FCC 306

Introduction

This FCC Form is to be used to apply for authority to transfer control of a licensee holding a Multipoint Distribution Service ("MDS") authorization pursuant to 47 C.F.R. §§ 21.11, 21.38 and 21.39. As used in this application, "authorization" and "license" will have the same meaning.

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 may be returned without consideration. Furthermore, inadvertently accepted applications are also subject to dismissal.

For Assistance

For assistance with FCC Form 306 applications, please call (717) 338-2888 or (888) 225-5322 and select option #2.

Applicable Rules and Regulations

Before this application is prepared, the applicants should review the relevant portions of Parts 0 ("Commission Organization"), 1 ("Practice and Procedure"), 21 ("Domestic Public Fixed Radio Services") and 74 ("Experimental Radio, Auxiliary, Special Broadcast and Other Program Distributional Services") of the FCC Rules in Title 47 of the Code of Federal Regulations (C.F.R.). Copies of Title 47 may be purchased from the Superintendent of Documents, Government Printing Office, Washington, D.C. 20402. You may telephone the GPO order desk at (202) 512-1800 for current prices. FCC Rules generally require various exhibits to be filed with an application, in addition to the information requested in the application form. Applicants should make every effort to file complete applications in compliance with the Rules.

Electronic Filing

The Commission has authorized voluntary electronic filing for new MDS applications based on the data and other information contained in this form. The specific details concerning the method for electronically filing MDS applications, including an electronic counterpart to this paper form, will be provided through subsequent Commission public notices.

Paper Copies

All entries on the form shall be typed or legibly printed in ink. Submit an original and one copy of the application (SIGN ORIGINAL COPY ONLY). A single "blanket" application may be filed to cover a group of authorizations to be transferred to a single transferee if the application identifies each Basic Trading Area ("BTA") or station by its BTA number or call sign, the location of each BTA or station, and if two copies are provided for each BTA or station affected. 47 C.F.R. § 21.11(d).

Incorporation by Reference

Unless a particular question in the application provides otherwise, you may not incorporate by reference data, documents, exhibits, or other showings already on file with the FCC. All applicable items

on this form must be answered without reference to a previous filing.

Current Information

In accordance with 47 C.F.R. § 1.65, applicants have a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

Waiver Requests

Requests for waivers of the FCC's Rules must contain an exhibit stating reasons sufficient to justify a waiver. A separate request with the required showing must be made for each rule waiver desired, identifying the specific rule or policy for which the waiver is requested. *See* 47 C.F.R. § 21.19.

Exhibits

Each document required to be filed as an exhibit should be current as of the date of filing. Each page of each exhibit must be identified with the number or letter of the exhibit, the number of the page of the exhibit and the total number of pages of the exhibit.

INSTRUCTIONS FOR SECTION I - GENERAL AND FEE INFORMATION - TO BE COMPLETED BY LICENSEE

Question 1. The name of the licensee must be stated exactly as it appears in the authorization to be transferred. Also, enter the applicant's ten-digit FCC Registration Number (FRN) assigned by the Commission Registration System (CORES). The FRN is a unique entity identifier for everyone doing business with the Commission and is mandatory effective December 3, 2001. The FRN can be obtained electronically through the FCC webpage at <https://www.fcc.gov> (click on Commission Registration System) or by manually submitting FCC Form 160. FCC Form 160 is available for downloading from <http://www.fcc.gov/formpage.html>, by calling 800-418-FORM (3676), or from fax-on-demand by dialing (202) 418-0177. Failure to respond to FCC correspondence sent to the address of record may result in dismissal of an application.

Question 2. FEE INFORMATION. By law, the Commission is required to collect charges for certain regulatory services it provides to the public. MDS applicants seeking to assign station authorizations are required to pay and submit a fee with the filing of FCC Form 306. 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. *See* 47 C.F.R. § 1.1114.

FCC Form 306 applications **NOT** involving the payment of a fee may be hand-delivered or mailed to the FCC's Gettysburg office. *See* 47 C.F.R. § 0.401(a). Do not send fee exempt applications to Mellon Bank because it will result in a delay in processing the application.

A separate fee payment must be submitted for each FCC Form 306 filed. Where multiple stations are being transferred on one FCC Form 306, a single payment covering the total required fee, which is calculated on the basis of the number of MDS authorizations that are the subject of that FCC Form 306, can be made.

The Commission's fee collection program utilizes a U.S. Treasury lockbox bank for maximum efficiency of collection and processing. All FCC Form 306 applications, which require the remittance of a fee, must be submitted to the appropriate post office box address. See 47 C.F.R. § 0.401(b). A listing of the required fee and the address to which FCC Form 306 should be mailed or otherwise delivered is also set forth in the "Wireless Telecommunications Bureau Fee Filing Guide" (most current edition) which is obtained either by writing to the Commission's Form Distribution Center, 9300 E. Hampton Drive, Capital Heights, Maryland 20431, or by calling telephone number 1-800-418-FORM and leaving your request on the answering machine provided for this purpose. See also 47 C.F.R. § 1.1104. The Fee Filing Guide also contains a list of the Fee Type Codes needed to complete this application.

Payment of any required fee must be made in U.S. dollars 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.

Payment of application fees may also be made by electronic payment provided prior approval has been obtained from the Commission. Applicants interested in this option must first contact the Credit and Debt Management Center (202) 418-1995 to make the necessary arrangements.

Parties hand-delivering FCC Form 306 applications 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 "Wireless Telecommunications Bureau Fee Filing Guide".

Question 3. The call sign, location and authorization expiration date must be listed for each facility authorized to the permittee or licensee and for which a transfer is sought. Applicants seeking to transfer control of a BTA or Partitioned Service Area ("PSA") where there is a pending application for a new facility within that BTA or PSA must provide the application file number for, and proposed location of, the new facility.

INSTRUCTIONS FOR SECTION II - TO BE COMPLETED BY TRANSFEROR

Question 1. The legal name of the applicant should be provided. The applicant must provide a current and valid mailing address, and this address must be that of the applicant, not the address of a consultant or any third party. Use only those state abbreviations approved by the U.S. Postal Service. Also, enter the applicant's ten-digit FCC Registration Number (FRN) assigned by the Commission Registration System (CORES). The FRN is a unique entity identifier for everyone doing business with the Commission and is mandatory effective December 3, 2001. The FRN can be obtained electronically through the FCC webpage at <https://www.fcc.gov> (click on Commission Registration System) or by manually submitting FCC Form 160. FCC Form 160 is available for downloading from <http://www.fcc.gov/formpage.html>, by calling 800-418-FORM (3676), or from fax-on-demand by dialing (202) 418-0177. Failure to respond to FCC correspondence sent to the address of record may result in dismissal of an application.

Question 2. Section 21.934 requires a BTA or PSA authorization holder seeking approval for a transfer of its authorization within three years of receiving such authorization through a competitive bidding procedure to indicate that its authorization was obtained through competitive bidding. 47 C.F.R. § 21.934(a)(1). In addition, the associated contracts for sale, option agreements, management agreements or other documents disclosing the total consideration must be filed. 47 C.F.R. § 21.934(a)(2).

A BTA authorization holder may enter into contracts to partition any portion of its service area in accordance with the provisions of 47 C.F.R. § 21.931. Partitioning contracts must be filed with the Commission within 30 days of the date that such agreement is reached, and must include descriptions of the areas being partitioned. 47 C.F.R. §§ 21.931(a)(2)(i) and (ii). In addition, parties to partitioning contracts must file concurrently with such contracts, where appropriate, an MDS long-form application for authority to operate a new MDS station within the PSA, a statement of intention as defined in 47 C.F.R. § 21.956(a)(1), along with a completed FCC Form 430, or an application for transfer of the BTA holder's existing stations within the PSA. 47 C.F.R. § 21.931(a)(3). Upon the removal of any portion of a BTA through partitioning, the remaining area is no longer a BTA but, itself, becomes a partitioned service area, defined by its counties or other recognized geopolitical subdivisions.

Question 3. Unconstructed Facilities. Generally, an MDS conditional license may not be transferred prior to the completion of construction of the facility and the timely filing of the certification of completion of construction. However, consent to the transfer of an MDS conditional license may be given prior to the completion of construction and the timely filing of the certification of completion of construction where the transfer does not involve a substantial change in ownership or control of the authorized facility, or the transfer is involuntary, e.g., due to the licensee's bankruptcy, death or legal disability. 47 C.F.R. § 21.39(a). A proposed transaction, except those that are *pro forma*, will be reviewed to determine if the circumstances indicate "trafficking" in licenses. 47 C.F.R. § 21.39(b). In making the

affirmative factual showing requested in Question 3(b), refer to 47 C.F.R. § 21.39(b).

Question 4. Contracts and Agreements Involving the Station. Agreements involving use and/or control of the station include, but are not limited to, all lease and management agreements. Such agreements must comply with 47 C.F.R. § 21.13(f).

Question 5. The contract or agreement between the transferor and transferee should show all the terms and conditions involved in the transfer, including the consideration (whether monetary or otherwise, and whether paid or promised), and that the transfer is subject to the prior approval of the Commission.

INSTRUCTIONS FOR SECTION III - TO BE COMPLETED BY TRANSFEREE

Parties to the Application

Any individual or entity having an attributable interest in the proposed transferee shall be considered a party to this application. To determine attributable interests, the transferee should refer to § 21.912, Note 1, of the Commission's Rules.

Licensee Qualification Report

Section 21.11(a) of the Commission's Rules requires the annual filing of an FCC Form 430, "Licensee Qualification Report," which contains information on the licensee's legal qualifications. See 47 C.F.R. § 21.11(a). If the applicant does not have a current and substantially accurate FCC 430 on file with the Commission, that form must be completed and submitted with this application. 47 C.F.R. § 21.11(d). The information on Form 430 must be updated if it is no longer substantially accurate and complete in all matters of decisional significance. Examples of significant types of changes which must be reported include: (1) a change in control (*de jure or de facto*) of an applicant; (2) a change in alien ownership or control, which is significant under 47 C.F.R. § 21.4; or (3) any conviction or administrative finding required to be reported on FCC Form 430.

Question 1. The name of the 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. Also, enter the applicant's ten-digit FCC Registration Number (FRN) assigned by the Commission Registration System (CORES). The FRN is a unique entity identifier for everyone doing business with the Commission and is mandatory effective December 3, 2001. The FRN can be obtained electronically through the FCC webpage at <https://www.fcc.gov> (click on Commission Registration System) or by manually submitting FCC Form 160. FCC Form 160 is available for downloading from <http://www.fcc.gov/formpage.html>, by calling 800-418-FORM (3676), or from fax-on-demand by dialing (202) 418-0177.

Question 2. Pro Forma Transfer. Generally, the Commission is required to wait 30 days after issuing public notice of the acceptance for filing of applications before acting on those applications in order to provide an opportunity for interested

parties to file formal petitions. See § 309(d)(1) of the Act, 47 U.S.C. § 309(d)(1). However, applications for assignments or transfers of control that are either involuntary or that do not involve a substantial change in ownership or control are exempt from the 30-day waiting period. See 47 C.F.R. § 21.27(b).

Examples of transactions not considered to involve substantial changes in ownership or control include: (1) an assignment from an individual or individuals (including partnerships) to a corporation owned and controlled by such individuals or partnerships without any substantial change in their relative interests; (2) an assignment from a corporation to its individual stockholders without effecting any substantial change in the disposition of their interests; (3) an assignment or transfer by which certain stockholders retire, provided that the interest transferred is not a controlling one; (4) a corporate reorganization which involves no substantial change in the beneficial ownership of the corporation; (5) an assignment or transfer from a corporation to a wholly-owned subsidiary thereof or vice versa, or where there is an assignment from a corporation owned or controlled by the assignor's stockholders without substantial change in their interests; and (6) an assignment of less than a controlling interest in a partnership.

Question 3. Involuntary Transfer. Examples of involuntary transfers include those resulting from death, bankruptcy or legal disability of the transferor. The Commission must be promptly notified in writing when a licensee is voluntarily or involuntarily placed in bankruptcy or receivership, and when an individual licensee, a member of a partnership which is a licensee, or a person directly or indirectly in control of a corporation which is a licensee, dies or becomes legally disabled. 47 C.F.R. § 21.38(d). An application for the involuntary transfer of a license must be filed within 30 days after the occurrence of the bankruptcy, death or legal disability. *Id.*

Questions 7. To determine the applicability of this question, reference should be made to the MDS attribution rules, 47 C.F.R. § 21.912, Note 1.

Questions 8 and 9. If a corporation or other entity owns and/or votes 5% or more of the transferee or its corporate parent, the Exhibits requested in Questions 8(d) and 9(d) should include the following information for each of the officers, directors, shareholders or other principals of that corporation or entity: (1) name; (2) address; (3) citizenship; (4) number and percentage of votes in the corporation or entity; and (5) other existing attributable interests in any cable television system, including the nature, size and location of such interests.

Question 10. If the transferee's principal business involves communications, specify the services in which the transferee has an interest.

Questions 11 and 12. All applications must comply with 47 C.F.R. § 21.4. Specifically, § 21.4 proscribes issuance of a station license to an alien, the representative of an alien, a foreign government or the representative thereof, or a corporation organized under the laws of a foreign government. This proscription also applies with respect to any corporation of which more than 20% of the capital stock is owned or voted by aliens, their representatives, a foreign

government or its representative, or by a corporation organized under the laws of a foreign country. The proscription could likewise apply to any corporation directly or indirectly controlled by another corporation of which more than 25% of the capital stock is owned or voted by aliens, their representatives, a foreign government or its representative. The Commission may also deny an application for consent to transfer control of an authorization to a corporation controlled by another corporation organized under the laws of a foreign country.

Question 13. Commission policies and litigation reporting requirements for applicants focus on misconduct which violates the Act or a Commission rule or policy, and on certain specified non-FCC misconduct. In responding to Question 13 of Section III, the transferee is 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).

Question 14. If the transferee is a corporation, its indirect interests include communications entities which are held by the transferee's corporate parent, subsidiary and/or affiliate.

Question 15. Cross-Ownership. Section 21.912 of the Commission's Rules, which implements Section 613(a) of the Act, 47 U.S.C. § 533(a), generally prohibits a cable operator from obtaining an MDS authorization if any portion of the MDS protected service area overlaps with the franchise area actually served by the cable operator's cable system. 47 C.F.R. § 21.912(a); *see also Implementation of Sections 11 and 13 of the Cable Television Consumer Protection and Competition Act of 1992*, 8 FCC Rcd 6828, 6842-43 (1993), *reconsidered on other grounds*, 10 FCC Rcd 4654 (1995). In addition, § 21.912(b) prevents a cable operator from leasing MDS capacity if its franchise area being served overlaps with the MDS protected service area. 47 C.F.R. § 21.912(b). Individual MDS stations licensed in conjunction with a BTA or PSA authorization do not have individually associated protected service areas; rather, the protected service area is that of the BTA or PSA. 47 C.F.R. § 21.933. For purposes of the cable/MDS cross-ownership prohibitions, the attribution standard is defined by reference to § 21.912, Note 1. However, the statutory and rule cross-ownership prohibitions do not apply if the cable operator is subject to "effective competition" in its franchise area. *See* 47 U.S.C. § 533(a)(3); 47 C.F.R. § 21.912(e)(3). A transferee seeking to meet one of the definitions of effective competition, in order to avoid application of the cross-ownership prohibitions, must file an effective competition showing with the transfer application.

Question 16. An FCC licensee is responsible for being familiar with the Act and the Commission's Rules and regulations relating to MDS, including Parts 1, 21 and 74 of the Commission's Rules.

Upon examination of the facilities, if the transferee determines that construction and operation is not in compliance with the current authorization and the Commission's Rules, the transferee may request that the transferor file appropriate requests for waivers or other relief with the Commission.

The transfer must be consummated within 45 days from the date of grant, and the Commission must be notified by letter of the date of consummation within 10 days of its occurrence. 47 C.F.R. § 21.11(d).

Question 17. A Commission licensee must retain control of its facilities. *See* 47 U.S.C. § 310(d). Any agreement affecting the transferee's proposed ownership, control and/or operation of the facilities must be attached.

Question 18. Financial Qualifications. A transferee filing an FCC Form 306 must attest to being 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. In so certifying, the transferee is also attesting that it can and will meet all contractual requirements, if any, as to collateral, guarantees and capital investments.

Documentation supporting the attestation of financial qualification need not be submitted with this application, but must be made available to the Commission upon request. The Commission recommends that all financial statements used in the preparation of this application be prepared in accordance with generally accepted accounting principles.

CERTIFICATIONS

Depending on the nature of the licensee, transferor and transferee, 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.

SECTION I (continued)

CERTIFICATION

5. By checking YES, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, that in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b). YES NO

The **LICENSEE** acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The **LICENSEE** represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. § 1.65, the **LICENSEE** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the **LICENSEE'S** statements in this application are true, complete and accurate to the best of my knowledge and belief, and are made in good faith.

Type or Print Name of Person Signing	Signature
Title of Person Signing	Date
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, § 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).	

SECTION II – TO BE COMPLETED BY TRANSFEROR

1. Name of Transferor	FCC Registration Number (FRN)		
Mailing Street Address or P. O. Box	City	State	Zip Code

2. Does the transferor seek to transfer control of its authorization for a Basic Trading Area (“BTA”) or a Partitioned Service Area (“PSA”) which was received in the past three years through a competitive bidding process? YES NO

If YES, attach as an Exhibit the associated contracts for sale, option agreements, management agreements or other documents disclosing the total consideration that the transferor will receive in return for transfer of control of the authorization.

Exhibit No.

3. Does the transferor seek to transfer control of incomplete or unconstructed facilities? YES NO

If YES, attach as an Exhibit:

Exhibit No.

(a) the following information for each of the incomplete or unconstructed facilities listed in response to Question 4 of Section I: (i) call sign; (ii) file number; (iii) date by which construction must be completed; and (iv) whether the facilities were authorized following a comparative hearing or pursuant to the random selection proceeding in which the successful applicant received a preference, and whether the facilities have been operated for less than one year; and

(b) the detailed showing and declarations of the applicants required by 47 C.F.R. § 21.39 which demonstrate that the proposed transferor has not acquired the authorization or operated the station for the principal purpose of profitable sale rather than public service.

4. Are there any agreements, oral or written, involving use and/or control of the station(s)? YES NO

If YES, attach as an Exhibit a copy of any such agreement(s). If there is only an oral agreement, reduce the terms to writing and attach.

Exhibit No.

5. Attach as an Exhibit a copy of the contract or agreement for transfer of control of the authorization(s). If there is only an oral agreement, reduce the terms to writing and attach.

Exhibit No.

6. Attach as an Exhibit a full narrative statement as to the means by which the transferor has control over the licensee and the manner by which control over the licensee is being transferred.

Exhibit No.

7. Stock holdings of the transferor in the licensee:

NAME OF TRANSFEROR	INTEREST HELD		LICENSEE’S TOTAL SHARES OUTSTANDING	
	BEFORE TRANSFER SHARES %	AFTER TRANSFER SHARES %	BEFORE TRANSFER	AFTER TRANSFER

SECTION II (continued)

8. By checking YES, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, that in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b). YES NO

The **TRANSFEROR** hereby waives 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 requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

The **TRANSFEROR** acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The **TRANSFEROR** represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. § 1.65, the **TRANSFEROR** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the **TRANSFEROR'S** statements in this application are true, complete and correct to the best of my knowledge and belief, and are made in good faith.

Type or Print Name of Person Signing	Signature
Title of Person Signing	Date
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, § 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).	

SECTION III – TO BE COMPLETED BY TRANSFEREE

1. Name of Transferee	FCC Registration Number (FRN)		
Mailing Street Address or P. O. Box	City	State	Zip Code

2. Is this application a *pro forma* transaction?

YES NO

If YES, attach as an Exhibit describing the nature of the *pro forma* transaction.

Exhibit No.

3. Is this application for an involuntary transfer of control?

YES NO

If YES, attach as an Exhibit a copy of the court order or other legal instrument pursuant to which the transfer of control to the transferee is sought.

Exhibit No.

4. Does the contract submitted in response to Question 5 of Section II embody the full and complete agreement between the transferor and transferee?

YES NO

If NO, explain in an Exhibit.

Exhibit No.

5. The transferee is a(n): (check one)

Individual
 General Partnership
 Limited Partnership
 Corporation
 Association
 Other

If the "Other" box is checked, attach as an Exhibit a statement describing the nature of the transferee, the laws under which the transferee is organized, and the names and addresses of the owners, principals, officers and directors of the transferee.

Exhibit No.

6. (a) If the transferee is a partnership, attach as an Exhibit the following information for each partner: (i) name; (ii) address; and (iii) nature of the partnership interest.

Exhibit No.

(b) For each general partner also provide: (i) the number and percentage of votes held; and (ii) other existing attributable interests in any cable television system, including the nature, size and location of such interests.

7. If applicable, complete the following certifications:

(a) The transferee certifies that no limited partner will be involved in any material respect in the management or operation of the proposed station.

YES NO
 NOT APPLICABLE

If NO, the transferee must attach as an Exhibit the following information with respect to all limited partners actively involved in the FCC regulated activities of the partnership: (i) the nature of the partnership interest; (ii) the number and percentage of votes held; and (iii) other existing attributable interests in any cable television system, including the nature, size and location of such interests.

Exhibit No.

(b) Does any investment company (as defined in 15 U.S.C. § 80a-3), insurance company, or trust department of any bank have an aggregated holding consistent with 47 C.F.R. § 21.912, Note 1(c)?

YES NO
 NOT APPLICABLE

If YES, the transferee certifies that the entity holding such interests exercises no influence or control over the transferee, directly or indirectly, and has no representatives among the officers and directors of the transferee.

YES NO
 NOT APPLICABLE

8. If the transferee is a corporation or association, answer the following:

(a) Under the laws of what state or country is it organized? _____

SECTION III (continued)

(b) If the transferee is a corporation, is it duly incorporated and in good standing?

YES NO

NOT APPLICABLE

(c) Is more than one-fifth of the capital stock owned of record or may it be voted by aliens or their representatives, or by a foreign government or representatives thereof, or by any corporation organized under the laws of a foreign country?

YES NO

NOT APPLICABLE

(d) Attach as an Exhibit the names and address of all stockholders owning and/or voting 5% or more of the transferee's stock and the percentage of stock held by each stockholder.

Exhibit No.

9. (a) Is the transferee directly or indirectly controlled by any other corporation?

YES NO

If YES, submit an Exhibit providing the name and address of such controlling corporation.

Exhibit No.

(b) Under the laws of what state or country is it organized? _____

(c) Is more than one-fourth of the capital stock of such corporation owned of record or may it be voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

YES NO

(d) Is the above-described controlling corporation in turn a subsidiary?

YES NO

If YES, submit an Exhibit which answers Items 9(a) through (c) for each such corporation, including the organization having final control.

Exhibit No.

10. Attach as an Exhibit a statement of the transferee's principal business.

Exhibit No.

11. Is the individual transferee or, if a partnership, each member of the partnership, a citizen of the United States?

YES NO

NOT APPLICABLE

12. Is the transferee or any party to this application a representative of an alien or of a foreign government?

YES NO

13. (a) Has the transferee or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by the Commission?

YES NO

(b) Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or other means of unfair methods of competition?

YES NO

(c) Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee, ever been convicted of a felony by any state or Federal court?

YES NO

If the answer to any of the above is YES, attach as an Exhibit a statement relating the facts.

Exhibit No.

14. Does the transferee directly or indirectly, through stock ownership, contract or otherwise, have an ownership or control interest in any other communications entities?

YES NO

If YES, attach as an Exhibit describing the interest, and the location(s) and call sign(s), if any.

Exhibit No.

15. Is the transferee directly or indirectly interested in or affiliated with, or does the transferee have leasing arrangements with, a cable television company?

YES NO

If YES, attach as an Exhibit a description of the relationship and overlap, if any, of the boundaries of the cable franchise area and the station's protected service area.

Exhibit No.

SECTION III – (continued)

16. (a) Is the transferee personally familiar with the Commission's Rules governing MDS? YES NO
- (b) Has the transferee examined the subject facilities and determined that construction and operation are in compliance with the current authorization and the Commission's Rules? YES NO
- (c) Does the transferee acknowledge that, if the Commission consents, the transfer of control must be completed within 45 days of the date of consent and that the Commission must be notified in writing within 10 days of the date of consummation? YES NO
17. Will the transferee have control of the station(s), both as to physical operation and the service provided? YES NO
- If NO, attach as an Exhibit a copy of any contract which may affect the transferee's right to do so.

Exhibit No.

18. Does the transferee certify to its financial ability with respect to construction and/or operation of the station? YES NO

CERTIFICATION

19. By checking YES, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to § 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, or, that in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b). YES NO

The **TRANSFEEEE** hereby waives 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 requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

The **TRANSFEEEE** acknowledges that all the statements made in this application and the attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The **TRANSFEEEE** represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. § 1.65, the **TRANSFEEEE** has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the **TRANSFEEEE'S** statements in this application are true, complete and accurate to the best of my knowledge and belief, and are made in good faith.

Type or Print Name of Person Signing	Signature
Title of Person Signing	Date
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, § 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, § 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, § 503).	