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ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

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SEP 10 2001

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

September 10, 2001

By Hand Delivery

Ms. Magalie Roman Salas
Federal Communications Commission
Secretary
The Portals II
445 Twelfth Street, SW
TW-A325
Washington, DC 20554

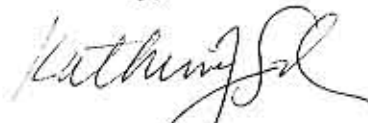
**Re: FCC Form 345
Educational Media Foundation
Application for Consent to Assignment of FM Translator Station
K210CL, Lemon Grove, CA (FIN: 90642)**

Dear Ms. Salas:

Transmitted herewith, on behalf of Educational Media Foundation ("EMF"), licensee of FM Translator K210CL, Lemon Grove, California, is an application on FCC Form 345 for Commission consent to the assignment of license of the station from EMF to Santa Monica Community College District. As EMF is a non-commercial licensee, this is a non-fee filing.

Should there be any questions concerning this matter, please contact the undersigned.

Sincerely,



Katherine T. Suh

30815-0002

FCC 345

FOR
FCC
USE
ONLY

APPLICATION FOR TRANSFER OF CONTROL OF A CORPORATE LICENSEE OR PERMITTEE, OR FOR ASSIGNMENT OF LICENSE OR PERMIT OF TV OR FM TRANSLATOR STATION OR LOW POWER TELEVISION STATION

FOR COMMISSION USE ONLY
FILE NO.

Section I - General Information

1. Legal Name of the Licensee/Permittee Educational Media Foundation		
Mailing Address 1425 North Market Blvd., Suite #9		
City Sacramento	State or Country (if foreign address) CA	ZIP Code 95834
Telephone Number (include area code) (916) 928-1515	E-Mail Address (if available)	
	Call Sign K210CL	Facility Identifier 90642

2. Contact Representative (if other than licensee/permittee) David D. Oxenford, Esq.	Firm or Company Name ShawPittman LLP
Telephone Number (include area code) 202-663-8000	E-Mail Address (if available) david.oxenford@shawpittman.com

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

Governmental Entity Noncommercial Educational Licensee Other _____

4. Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5001)? Yes No

If yes, list pertinent authorizations in an Exhibit.

Exhibit No.

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

Section II - Assignor/Transferor

1. **Certification.** 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. Application for (check only one box for A and B):

- A. Consent to Assignment Consent to Transfer Control
 Amendment to pending application

If an amendment, submit as an Exhibit a listing by Section and Question Number of the portions of the pending application that are being revised.

Exhibit No.

- B. TV Translator Low Power TV Station FM Translator

3. Legal Name of the Assignor/Transferor
 Educational Media Foundation

Mailing Address
 1425 N. Market Boulevard, Suite 9

City Sacramento	State or Country (if foreign address) CA	ZIP Code 95834
Telephone Number (include area code) (916) 928-1515	E-Mail Address (if available)	

If more than one transferor, submit the information requested in question 1. for each transferor.

Exhibit No.

4. Contact Representative (if other than assignee)
 David D. Oxenford, Esq.

Firm or Company Name
 ShawPittman LLP

Telephone Number (include area code)
 (202) 663-8000

E-Mail Address (if available)
 david.oxenford@shawpittman.com

5. **Authorizations to be Assigned/Transferred.** List call signs, locations and facility identifiers of all authorizations to be assigned/transferred. Include construction permits and file numbers. List main station authorizations and any FM and/or TV translator stations, LPTV stations, SCA, FM and/or TV booster stations, and associated auxiliary service stations. K210CL, Lemon Grove, CA

Exhibit No.
 N/A

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

- it has placed in its station records copies of all agreements for the sale/transfer of the station(s);
- these documents embody the complete and final understanding between licensee/permittee and transferee; and
- these agreements comply fully with the Commission's rules and policies.

Yes No

See Explanation
 in Exhibit No.
 1

7. **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:

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

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

Yes No

See Explanation in Exhibit No. 2

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

Yes No

See Explanation in Exhibit No. N/A

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

Yes No

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

Yes No


N/A

See Explanation in Exhibit No. N/A

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

Yes No

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

Typed or Printed Name of Person Signing Richard Jenkins	Typed or Printed Title of Person Signing President
Signature 	Date 9-7-01

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

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

Section III - Assignee/Transferee

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

2. Legal Name of the Assignee/Transferee
 Santa Monica Community College District

Mailing Address
 1900 Pico Blvd.

City Santa Monica	State or Country (if foreign address) CA	ZIP Code 90405
Telephone Number (include area code) (310) 450-5183	E-Mail Address (if available) steve.herbert@kcrw.org	

If more than one transferee, submit the information requested in question 1. for each transferee. Exhibit No.

3. Contact Representative (if other than assignee) Firm or Company Name
 Lewis J. Paper Dickstein Shapiro Morin & Oshinsky LLP

Telephone Number (include area code) (202) 828-2265	E-Mail Address (if available) PaperL@dsmo.com
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4. **Nature of Applicant.** Assignee/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)

other

a. If "other," describe nature of transferee in an Exhibit. Exhibit No.
1

5. **Agreements for Sale/Transfer of Station.** Assignee/Transferee certifies that: Yes No See Explanation in Exhibit No.

a. the written agreements in the licensee/permittee's station records embody the complete and final agreement for the sale of the station(s) which are to be assigned; and these

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

6. **Character Issues.** Assignee/Transferee certifies that neither assignee/transferee nor any party to the application has or has had any interest in, or connection with:

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

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

Yes No See Explanation in Exhibit No.

7. **Adverse Findings.** Assignee/Transferee certifies that, with respect to the assignee/transferee and any 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 the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another government unit; or discrimination.

Yes No See Explanation in Exhibit No.

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

Yes No See Explanation in Exhibit No.

9. **Financial Qualifications.** Assignee/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 See Explanation in Exhibit No.

10. **Rebroadcast Certification.** For applicants proposing translator rebroadcasts who are not the licensee of the primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Yes No N/A

11. a. Applicant certifies that it is not the licensee or permittee of the commercial primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast? See 47 C.F.R. Section 74.1232(d).

Yes No See Explanation in Exhibit No.

N/A

b. Applicant certifies that the coverage contour of the translator station will not extend beyond the protected contour of the commercial primary station being rebroadcast.

Yes No See Explanation in Exhibit No.

N/A

NOTE: If No to a. and b., and no waiver has been requested in an Exhibit, this application is unacceptable for filing. See 47 C.F.R. Section 74.1232(d)

If No to a. and Yes to b. applicant is prohibited from receiving any support, before or after construction, either directly or indirectly from the commercial primary station being rebroadcast or from any person or entity having any interest whatsoever, or any connection with the primary FM station. Interested and connected parties include group owners, corporate parents, shareholders, officers, directors, employees, general and limited partners, family members and business associates. See 47 C.F.R. Section 74.1232(e).

12. The applicant, if for a commercial FM translator station with a coverage contour extending beyond the protected contour of the commercial primary station being rebroadcast, certifies that it has not received any support, before or after constructing, directly or indirectly, from the licensee/permittee of the primary station or any person with an interest in or connection with the licensee or permittee of the primary station, except for technical assistance as provided for under 47 C.F.R. Section 74.1232(e).

Yes No See Explanation in Exhibit No.

N/A

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

Yes No
 N/A

See Explanation
in Exhibit No.


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

Yes No

15. **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.)

Typed or Printed Name of Person Signing	Typed or Printed Title of Person Signing
Thomas J. Donner	Executive Vice President, Business and Administration
Signature 	Date 8/27/01

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

Assignor's Exhibit 1
Agreements for Sale of Station

A copy of the Asset Purchase Agreement, dated as of September 4, 2001, by and between Educational Media Foundation and Santa Monica Community College District is attached hereto. Schedules to the agreement contain proprietary information and have been omitted but will be furnished to the Commission upon request.