

DECLARATION

I, Lillian Holt, hereby declare under penalty of perjury as follows:

1. I am the president of Northeast Florida Broadcasting Corp.

2. I recently made arrangements for Northeast Florida's engineering consultant, Clyde Gurley, to prepare a map that plots the location of my residences with respect to the projected contours of the facility proposed by Northeast Florida.

3. I have been informed by Mr. Gurley's wife, Jean Gurley, that her husband suffers from a medical condition that was exacerbated by the recent heat wave in the Washington, D.C. area. As a result, Mr. Gurley has not been able to complete his work on the map.

4. I have been assured that as soon as Mr. Gurley is able to resume his normal work schedule, the map that I requested will be completed.


Lillian Holt

Executed: July 23, 1991

DECLARATION

I, Lillian Holt, hereby declare as follows:

1. The foregoing Exhibit No. 2 was prepared for me under my supervision.

2. I have reviewed the foregoing exhibit and to the best of my knowledge, information and belief, the facts stated therein are true and correct.

3. I declare under penalty of perjury that the foregoing is true and correct.



Lillian Holt

Executed: July 19, 1991

EXHIBIT 10

insto·faxSM

Package # 12

FAX FACTS

FACSIMILE TRANSMITTAL SHEET

FAX NUMBER: (512) 366-0421

DATE 12/8/89
TIME 1:35 PM

NUMBER OF PAGES BEING TRANSMITTED INCLUDING THIS SHEET _____

TO: COMPANY URBAN LEAGUE
ATTENTION MRS. LILLIAN [Signature]
FAX NO. 904-359-0666

FROM: COMPANY MIMS MEDIA SERVICES
SENDER JOE MIMS
PHONE NO. 512-674-5336

NOTES: MRS. [Signature] THIS IS A BRIEF OVERVIEW OF OUR DISCUSSION YESTERDAY. PLEASE REVIEW AND REQUEST THAT INTERESTED PERSONS BE PRESENT SATURDAY AT YOUR OFFICE. THANK YOU, JOE.

IF COPY IS NOT CLEAR OR ALL PAGES ARE NOT RECEIVED, PLEASE CALL IMMEDIATELY (512) 520-7830

5720 BANDERA ROAD
SAN ANTONIO, TEXAS 78216
(512) 520 7830

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PAPER & OFFICE PRODUCTS

**Federal Communications Commission FM Stations
Application Process**

I. Purpose

To increase minority and female radio station ownership by awarding new FM station construction permits (CP) to the best qualified applicant. The best qualified applicant is determined by a comparative hearing in an Administrative Law Judge's Court.

II. Preference

- A. Not having any other media interest
- B. Working at the station full-time in a management level position, and if so:
 - 1. Being a minority
 - 2. Being a resident of the local community in which the new FM station is allocated for.
 - 3. Owning a daytime "AM" station (local).
 - 4. Enhancement credits for strong community involvement, and
 - 5. Being a female
 - 6. Past broadcast experience

III. Items the prospective individual applicant needs to do

- A. Decide whether to file alone or with an investor.
- B. If with an investor, decide whether to use corporate form or limited partnership form. In either event the investor must have no control. In corporate form, applicant is a voting stock holder and the investor is a non-voting stock holder. The investor may not be a corporate officer. If limit partnership is used, applicant is a general partner, and investor(s) is a limiter partner. Generally the corporate form is preferable. A communications attorney should be consulted regarding the corporate or partnership papers. The applicant may also retain a local attorney.
- C. Develop budget and business plan for operating station.
- D. If applicant has no broadcast experience, he or she should take steps to learn as much as possible about broadcasting. This process should continue up to the day he or she begins to operate the station.
- E. Select and retain communications counsel.
- F. Decide management level position he or she will hold at station. If qualified, general manager is the preferred position.
- G. Obtain, with assistance of investor if necessary, a letter of reasonable assurance from a bank. The letter should be in an amount to cover the budget for construction, pre-operating expenses (including legal), three months of operating expenses and a cushion of at least

Federal Communications Commission FM Stations
 Application Process
 Page # 2

- H. Select and retain a communications consulting engineer.
- I. Select a site based upon the engineers advise. Obtain a reasonable assurance letter from the owner of the site, or authorized agent, that the site will be available for a broadcast tower. Consult attorney re. type of site and form of reasonable assurance letter.

IV. Preformation Expenses

\$	Engineering fees
	Legal fees (may vary depending on attorney)
	F.C.C. filing fee
	Misc. legal notice, calls, express mail, etc.
\$	Total funds needed to file

- A. An additional [] in legal fees will be required after filing and before designation for hearing. A hearing fee is due to the F.C.C. at the time of designation.
- B. Capital is contributed to the corporation by the applicant and the investor(s) in proportion to their ownership shares. The greater the contribution the better.
- C. Further funds required for the application are thereafter loaned to the corporation or partnership. The loan shall be repaid only if the applicant is awarded the license. Other terms of the loan are spelled out.
- D. The applicant must open and maintain control of the checking account.
- E. Legal fees to prosecute the application during the comparative hearing process could require up to [] maximum. The investor should also agree to assist the applicant in obtaining bank financing upon receipt of the license. If necessary the investor will personally loan the applicant the funds necessary to construct and operate the station for three months.
- F. The corporate or partnership papers are complex and sensitive documents, requiring elements both corporate or partnership law and F.C.C. law. Adherence to F.C.C. principles is critical to a successful application. The above are only some of the matters covered by the papers. It is in the best interest of the applicant to retain a communications attorney who specializes in F.C.C. law and principles.

EXHIBIT 11

Clyde E. Gurley
5018 Iowa Avenue, N.W.
Washington, D.C. 20011

December 10, 1989

Ms. Lillian Holt
Northeast Florida Broadcasting Corp.
7235 Sharbeth Drive S.
Baldwin, Florida

Dear Ms. Holt:

Reference our telephone conversation on December 10, 1989, wherein, we discussed your interest in filing an application for a FM Broadcast assignment at Baldwin, Florida, (Channel 289A) (105.7 MHz). Your consideration of my services in this matter is appreciated.

My fee for preparation of the technical portion of the application is _____, plus expenses. Expenses are not expected to exceed _____. The cost of the site location study is _____ plus expenses. A retainer of _____ is requested to initiate processing of the application. The balance will be due on delivery of the completed engineering portion of the application to you or your designated representative. A minimum of seven (7) working days will be required to complete processing.

Should it be decided to proceed with this endeavour, the following is requested:

1. Locate a suitable antenna site that complies with environmental and other requirements (federal and local) and obtain appropriate site availability letter with pertinent signatures.
2. Acquire map showing sufficient detail to allow accurate location of the proposed antenna structure and accurate determination of its geographical coordinates (7.5 minute Topographical Map, preferred).
3. Supply information as indicated in the isolated FM Section of the application (FCC Form 301, pages 14-18 and page 24) enclosed with this letter (pages from Form 301 with items marked in red). Type or print all information requested exactly as you desire to have it entered on the forms.
4. Please read carefully the portions of the application titled "Instructions for FCC 301" (in particular, INSTRUCTIONS FOR SECTION V - ENGINEERING DATA AND ANTENNA AND SITE INFORMATION) and provide me with all available information requested in the application.
5. Particular attention should be given to information concerning environmental protection.
6. Provide names, addresses and telephone numbers (home and business) of individual parties to applicant (general and limited partners, etc.). Also, provide this information in regard to the general and communications attorneys and others representing applicant.

Clyde E. Gurley - Telecommunications Consultant

Please forward the above requested information to me at the address shown above. Any information requested, directly or indirectly herein, (such as environmental impact information) and not provided, the questions requiring the information will be assumed to pose no particular problem and will be acted upon accordingly in the preparation of the application.

Very truly yours,

Jean V. Gurley
For Clyde E. Gurley

Enclosures:

Clyde E. Gurley - Telecommunications Consultant

EXHIBIT 12

NORTHEAST FLORIDA BROADCASTING CORP.

Proposed Staffing

<u>General & Administrative</u>	<u>Full-Time</u>	<u>Part-Time</u>
General Manager	1	
Secretary/Bookkeeper	<u>1</u>	
Total	2	
 <u>Sales</u>		
Sales Manager	1	
Traffic Manager	1	
Account Executive	1	
Secretary		<u>1</u>
Total	<u>3</u>	1
 <u>Programming</u>		
Program Director	1	
Announcers	2	4
News Announcer/Reporter	<u>1</u>	
Total	4	<u>4</u>
 <u>Technical</u>		
Chief Engineer	<u>1</u>	
Total	1	
 <u>TOTAL</u>	 10 ==	 5 ===

NORTHEAST FLORIDA BROADCASTING CORP.
STAFFING BUDGET-THREE MONTHS

<u>General & Administrative</u>	<u>Annual Salary & Benefit</u>	<u>3 Months Salary & Benefits</u>
General Manager	\$35,000	
Secretary/Bookkeeper	<u>10,000</u>	
	\$45,000	<u>\$11,250</u>
 <u>Sales</u>		
Sales Manager	\$20,000	
Traffic Manager	10,000	
Account Executive (1 @ \$15,000)	15,000	
Secretary-Part-Time	<u>5,000</u>	
	\$50,000	<u>\$12,500</u>
 <u>Programming</u>		
Program Director	\$15,000	
Announcers (2 @ \$15,000; 4 @ \$10,000)	70,000	
News Announcer/Reporter	<u>10,000</u>	
	\$ 95,000	<u>\$52,500</u>
 <u>Technical</u>		
Chief Engineer	\$20,000	\$ 5,000
 <u>TOTAL</u>		 <u>\$52,500</u> =====

NORTHEAST FLORIDA BROADCASTING CORP.
THREE MONTHS OPERATING COSTS
EXCLUSIVE OF COST OF DEBT SERVICE

General & Administrative

Salaries	\$11,250
Rent - Studio & offices	5,000
Furniture & Office Equipment	1,800
Accounting Services	400
Legal Services	400
Telephone	900
Stationary/Office Supplies	900
Miscellaneous	<u>1,500</u>
	\$22,150

Sales

Salaries	\$12,500
T&E	<u>1,000</u>
	\$13,500

Technical

Salaries	\$ 5,000
Power	6,000
Rent-Tower Site	<u>2,000</u>
	\$13,000

Programming

Salaries	\$23,750
News Service	6,000
Program Royalties	5,000
Advertising	500
Promotion	<u>500</u>
	\$35,750

TOTAL

\$ 84,400
=====

Northeast Florida Broadcasting Corp.
Estimated Costs of Construction
and Three Months' Operation

Antenna System (including tower)	\$ 46,400.00
RF Generating Equipment (1)	43,000.00
Monitoring & Test Equipment (1)	7,900.00
Program Origination Equipment (1)	76,100.00
Building Construction (2)	10,000.00
Auxillary Generator (2)	<u>4,200.00</u>

Total Equipment \$187,600.00

Other

Equipment Installation (1)	22,000.00
Freight (1)	<u>1,800.00</u>

Total Other \$ 23,800.00

Total Construction \$211,400.00

Cost of Three Months' Operation (3)	84,400.00
Reserve for unanticipated expenses	<u>20,000.00</u>

Total Construction and Operation \$315,800.00

Interest expense for three months (3) 10,000.00

Total Construction, Operation and Interest 325,800.00

Costs of Prosecuting Application

Legal (2)	75,000.00
Engineering (2)	6,000.00
FCC Fees (4)	<u>7,800.00</u>
Subtotal	88,800.00

Total Costs: \$414,600.00
=====

- (1) Source: Harris Corp. (all costs rounded)
- (2) Source: Estimate of Broadcast Counsel
- (3) Source: Attached Work Sheets
- (4) Source: FCC Fee Schedule

EXHIBIT 13

LOAN AGREEMENT

Agreement made this 13th day of December, 1989 between Dorothy Wade (hereinafter "Wade") and Northeast Florida Broadcasting Corp. (hereinafter the "Corporation").

Wade agrees to lend the Corporation a principal amount not to exceed TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) for the purposes of applying for the construction permit for an FM broadcast station, prosecuting the application and constructing and operating an FM broadcast station. The parties agree to the following conditions to govern this loan:

1. The Corporation may request Wade to disburse the TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) in installments as required by the Corporation.

2. Interest on all amounts loaned to the Corporation under this Agreement shall be at the rate of ten percent (10%) simple interest compounded annually.

3. No interest is required to be paid by the Corporation to Wade until two years after the Corporation receives program test authority or until six years after the date on which Wade disburses the first loan installment to the Corporation pursuant to this Agreement, whichever first occurs (hereinafter the "repayment commencement date").

4. After the repayment commencement date set forth in 3 above, the Corporation shall repay the principal and interest to Wade in 60 equal monthly installments. Each installment shall be due on the 15th day of the month.

5. Nothing herein shall prevent the Corporation from prepaying any payment required by this Agreement.

6. The foregoing is the entire agreement between the parties on the subject matter contained herein and supercedes any prior agreements or discussions between the parties. This Agreement cannot be altered except by a written instrument signed by both parties.

DOROTHY WADE

By: _____
Dorothy Wade

NORTHEAST FLORIDA BROADCASTING CORP.

By: Lillian Holt
Lillian Holt

UNCLASSIFIED

Agreement made this 12th day of December, 1988 between Dorothy Wade (hereinafter "Wade") and Northeast Florida Broadcasting Corp. (hereinafter the "Corporation").

Wade agrees to lend the Corporation a principal amount not to exceed TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) for the purposes of applying for the construction permit for an FM broadcast station, processing the application and constructing and operating an FM broadcast station. The parties agree to the following conditions to govern this loan:

1. The Corporation may request Wade to disburse the TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) in installments as required by the Corporation.

2. Interest on all amounts loaned to the Corporation under this Agreement shall be at the rate of ten percent (10%) simple interest compounded annually.

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4. After the repayment commencement date set forth in 3 above, the Corporation shall repay the principal and interest to Wade in 60 equal monthly installments. Each installment shall be due on the 15th day of the month.

5. Wade shall prevent the Corporation from prepaying any payment required by this Agreement.

EXHIBIT 14

Peaches #15

Memo from GEORGE J. VUTURO 3-30-90

Dear Lillian,

I've tried several times to reach you by telephone with no success. I am anxious to transfer funds to Northeast Florida Broadcasting, Inc. as I am leaving town tomorrow and will be gone for one month.

Enclosed is a check for ^{one} to be used to pay NFB, ^{and} outstanding bills. You may wish to consider partial payment to Mr. Duley and our attorney as both of these gentlemen have an ongoing relationship with our media consultant and know they will be paid. You may enclosed a note with partial payment noting the rest of their payment will be forthcoming.

I appreciate the thoughtful and well documented records of expenditures in the past. Once the enclosed ^{is paid} but, please send an update showing payments made and to whom.

Once more, thank you for your professionalism and thoroughness. It is a pleasure working with you.

Things are looking very good for us and the future of the radio station... keep your fingers crossed!

Sincerely,
North A. Wade

EXHIBIT 15

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In re Applications of)	MM Docket No. 91-10
)	
Charley Cecil & Dianna Mae White)	
d/b/a WHITE BROADCASTING PARTNERSHIP)	File No. BPH-891214MM
<u>et al.</u>)	
)	
NORTHEAST FLORIDA BROADCASTING CORP.)	File No. BPH-891214NA
)	
For Construction Permit to Build)	
a New FM Station on Channel 289A)	
in Baldwin, Florida)	

To: The Honorable Edward Luton
Administrative Law Judge

PETITION FOR LEAVE TO AMEND

Northeast Florida Broadcasting Corp. ("Northeast Florida"), by its counsel, hereby petitions for leave to amend the above-captioned application. In support thereof, Northeast Florida states the following:

1. This amendment, which seeks to report the media interest of Northeast Florida's non-voting shareholder, Dorothy Wade, is being made pursuant to Section 1.65 of the Commission's Rules. 47 C.F.R. § 1.65.

2. A copy of the amendment was first prepared and sent to Northeast Florida's voting shareholder, Lillian Holt, in early 1990, shortly after Ms. Wade first acquired her interest in HBA Broadcasting, Inc. See draft attached as Exhibit 1. However, due to inadvertence the amendment was never filed with the Commission.¹

¹ Due to this error, Ms. Holt's interest in HBA was first reported to the Commission in Northeast Florida's Integration and Diversification Statement filed May 10, 1991.

3. This oversight was not discovered until the deposition of Ms. Dorothy Wade on June 26, 1991. As Ms. Wade was being questioned about her interest in HBA, Northeast Florida's counsel stated that her interest had been reported in an earlier amendment. However, a subsequent examination of Northeast Florida's files uncovered that the amendment had, in fact, not been filed.

4. Counsel has therefore taken immediate steps to send a copy of this amendment to Ms. Holt to be signed. Once the amendment has been executed, a copy bearing Ms. Holt's signature will be filed with the Commission upon its receipt by counsel.

5. Good cause exists for the acceptance of this amendment. See Erwin O'Conner Broadcasting Co., 22 FCC 2d 140, 18 RR 2d 820, 824 (Rev. Bd. 1970). Furthermore, the amendment is timely filed and acceptance of the amendment will not delay or disrupt the proceeding, nor will any party be prejudiced by its acceptance, and Northeast Florida will gain no comparative advantage by virtue of the amendment.

WHEREFORE, having shown good cause, Northeast Florida Broadcasting Corp. respectfully requests that the Commission grant this petition for leave to amend its application.

Respectfully Submitted,

**NORTHEAST FLORIDA
BROADCASTING CORP.**

By:



James L. Winston
Desmond P. Brown
RUBIN, WINSTON, DIERCKS & HARRIS
1730 M Street, N.W.
Suite 412
Washington, D.C. 20036
(202) 861-0870

Its Attorneys

Dated: June 27, 1991