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ORIGINAL

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ORIGINAL

MAY 6 2 59 PM '91

May 2, 1991 AUDIO SERVICES DIVISION

SAMUEL I. ROSENMAN (1896-1973)  
RALPH F. COLIN (1900-1988)

WASHINGTON OFFICE  
1300 18TH STREET, N. W.  
WASHINGTON, D. C. 20036  
TELEPHONE (202) 453-7177

WRITER'S DIRECT DIAL NUMBER  
(212) 940-7052

Ms. Donna R. Searcy  
Secretary  
Federal Communications Commission  
Washington, D.C. 20554

RECEIVED

MAY 3 - 1991

Federal Communications Commission  
Office of the Secretary

Re: Channel 240A  
Healdsburg, California  
-Application Of Empire Broadcasting Corp.  
(BPH-910212MM)

Dear Ms. Searcy,

Enclosed for filing, on behalf of Empire Broadcasting Corporation, are an original and two copies of an amendment to its pending application (BPH-910212MM) for a new FM broadcast station on Channel 240A, Healdsburg, California. The amendment reflects that the applicant has been changed to Healdsburg Empire Corporation. Inasmuch as the original parties to the application retain more than fifty percent equity in Healdsburg Empire Corporation, the amendment is permissible under Processing Of Broadcast Applications, 56 RR2d 941 (1984).

Please direct communications relating to this application to Jerome S. Boros, Esq. at:

Rosenman & Colin  
575 Madison Avenue  
New York, New York 10022.

Very truly yours,  
*Jerome S. Silber*  
Jerome S. Silber

Enclosures (3)

RECEIVED

MAY 7 1991

FM EXAMINERS

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MAY 3 - 1991

AMENDMENT

MAY 6 2 59 PM '91

Federal Communications Commission  
Office of the Secretary

The pending application (BPH-910212MM) of Empire  
Broadcasting Corporation for a new FM broadcast station on  
Channel 240A, Healdsburg, California is amended in accordance  
with the annexed statement.

EMPIRE BROADCASTING CORPORATION

By: \_\_\_\_\_

  
Robert S. Kieve  
President

Dated: May 1, 1991

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MAY 3 - 1991

AMENDATORY STATEMENT

MAY 6 2 53 PM '91 Federal Communications Commission  
Office of the Secretary

AUDIO SERVICES  
DIVISION

The pending application (BPH-910212MM) of Empire Broadcasting Corporation ("Empire") for a new FM broadcast station on Channel 240A, Healdsburg, California is amended to reflect that the applicant has been changed to Healdsburg Empire Corporation, which is owned by Empire (51%), Robert S. Kieve (28%) and Joanne Kilmartin (21%). A Form 301 for Healdsburg Empire Corporation is attached hereto. Healdsburg Empire Corporation adopts and incorporates by reference Empire's Equal Employment Opportunity Program and its engineering proposal.

APPLICATION FOR CONSTRUCTION PERMIT FOR COMMERCIAL BROADCAST STATION

For COMMISSION Fee Use Only	FEE NO:	For APPLICANT Fee Use Only Is a fee submitted with this application? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	FEE TYPE:	
	FEE AMT:	If fee exempt (see 47 C.F.R. Section 1.1112), indicate reason therefor (check one box): <input type="checkbox"/> Noncommercial educational licensee <input type="checkbox"/> Governmental entity
	ID SEQ:	FOR COMMISSION USE ONLY FILE NO.

Section I - GENERAL INFORMATION

1. Name of Applicant <b>Healdsburg Empire Corporation</b> <div style="text-align: center;"> <b>RECEIVED</b>  <b>MAY 3 - 1991</b> </div>			Send notices and communications to the following person at the address below: Name Ms. Joanne Kilmartin and Mr. Robert S. Kieve at applicant's address with copy to Jerome S. Boros, Esq. Street Address or P.O. Box 575 Madison Avenue City New York State NY ZIP Code 10022 Telephone No. (Include Area Code) (212) 940-3800		
Street Address or P.O. Box PO Box 995 City San Jose State CA ZIP Code 95108 Telephone No. (Include Area Code) (408) 293-8030			Federal Communications Commission Office of the Secretary		

2 This application is for:  AM  FM  TV

(a) Channel No. or Frequency 240A	(b) Principal Community Healdsburg	City Healdsburg	State CA
--------------------------------------	---------------------------------------	--------------------	-------------

(c) Check one of the following boxes:

- Application for NEW station
- MAJOR change in licensed facilities call sign: \_\_\_\_\_
- MINOR change in licensed facilities call sign: \_\_\_\_\_
- MAJOR modification of construction permit call sign: \_\_\_\_\_  
File No. of construction permit: \_\_\_\_\_
- MINOR modification of construction permit call sign: \_\_\_\_\_  
File No. of construction permit: \_\_\_\_\_
- AMENDMENT to pending application: Application file number: BPH-910212MM

NOTE: It is not necessary to use this form to amend a previously filed application. Should you do so, however, please submit only Section I and those other portions of the form that contain the amended information.

3 Is this application mutually exclusive with a renewal application?  Yes  No

If Yes, state:

Call letters	Community of License	
	City	State

**Section II - LEGAL QUALIFICATIONS**

Name of Applicant

Healdsburg Empire Corporation

1. Applicant is: (check one box below)

- Individual
- General partnership
- For-profit corporation
- Other
- Limited partnership
- Not-for-profit corporation

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership, or corporation, describe in an Exhibit the nature of the application.

Exhibit No.  
N/A

NOTE: The terms "applicant," "parties to this application," and "non-party equity owners in the applicant" are defined in the instructions for Section II of this form. Complete information as to each "party to this application" and each "non-party equity owner in the applicant" is required. If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement with appropriate justification.

3. If the applicant is not an individual, provide the date and place of filing of the applicant's enabling charter (e.g. a limited partnership must identify its certificate of limited partnership and a corporation must identify its articles of incorporation by date and place of filing):

Date April 30, 1991 Place Wilmington, Delaware (Sec'y of State)

In the event there is no requirement that the enabling charter be filed with the state, the applicant shall include the enabling charter in the applicant's public inspection file. If, in the case of a partnership, the enabling charter does not include the partnership agreement itself, the applicant shall include a copy of the agreement in the applicant's public inspection file.

4. Are there any documents, instruments, contracts or understandings (written or oral), other than instruments identified in response to Question 3 above, relating to future ownership interests in the applicant, including but not limited to, insulated limited partnership shares, nonvoting stock interests, beneficial stock ownership interests, options, rights of first refusal, or debentures?

Yes  No

If Yes, submit as an Exhibit all such written documents, instruments, contracts, or understandings, and provide the particulars of any oral agreement.

Exhibit No.  
N/A

5. Complete, if applicable, the following certifications:

(a) Applicant certifies that no limited partner will be involved in any material respect in the management or operation of the proposed station. N/A

Yes  No

If No, applicant must complete Question 6 below with respect to all limited partners actively involved in the media activities of the partnership.

(b) Does any investment company (as defined in 15 U.S.C. Section 80 a-3), insurance company, or trust department of any bank have an aggregated holding of greater than 5% but less than 10% of the outstanding votes of the applicant?

Yes  No

If Yes, applicant certifies that the entity holding such interest exercises no influence or control over the applicant, directly or indirectly, and has no representatives among the officers and directors of the applicant. N/A

Yes  No

Section 11 - LEGAL QUALIFICATIONS (Page 2)

6. List the applicant parties to the application and non-party equity owners in the applicant. Use one column for each individual or entity. Attach additional pages if necessary.

(Read carefully - The numbered items below refer to line numbers in the following table.)

- |   |   |
|---|---|
| <p>1. Name and residence of the applicant and, if applicable, its officers, directors, stockholders, or partners (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List the applicant first, officers next, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interests.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable interests in any broadcast station, including the nature and size of such interests.</p> <p>8. All other ownership interests of 5% or more (whether or not attributable), as well as any corporate officership or directorship, in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in 47 C.F.R. Section 73.3555 and 73.501, including the nature and size of such interests and the positions held.</p> |
|---|---|

	A.	B.	C.
1.	Healdsburg Empire Corporation c/o Empire Broadcasting Corp. P.O. Box 995 San Jose, CA 95108	Robert S. Kieve* 2359 Mt. Davidson Drive San Jose, CA 95124	Vincent A. Lopopolo 6545 Fall River Drive San Jose, CA 95120
2.	Delaware Corp.	U.S.	U.S.
3.	N/A	President/Director	Executive Vice-President/ Director
4.	N/A	2,800	0
5.	N/A	2,800	0
6.	N/A	28%	0
7.	None	See Exhibit A	See Exhibit A
8.	None	None	None

FCC 301 Page 2 \* Mr. Kieve also votes the stock of Empire Broadcasting Corporation.

Section II - LEGAL QUALIFICATIONS (Page 2)

8. List the applicant parties to the application and non-party equity owners in the applicant. Use one column for each individual or entity. Attach additional pages if necessary.

(Read carefully - The numbered items below refer to line numbers in the following table.)

- |   |   |
|---|---|
| <p>1. Name and residence of the applicant and, if applicable, its officers, directors, stockholders, or partners (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List the applicant first, officers next, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interests.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable interests in any broadcast station, including the nature and size of such interests.</p> <p>8. All other ownership interests of 5% or more (whether or not attributable), as well as any corporate officership or directorship, in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in 47 C.F.R. Section 73.3555 and 78.501, including the nature and size of such interests and the positions held.</p> |
|---|---|

	D.	E.	F.
1.	Joanne Shaw Kilmartin 1000 Gila Court Fremont, CA 94539	John McLeod 14930 Dark Star Ct. Morgan Hill, CA 95037	Joseph Zukin, Jr. 39675 Cedar Blvd. Newark, CA 94560
2.	U.S	U.S.	U.S.
3.	Vice-President/Director	Vice-President	Director
4.	2,100	0	0
5.	2,100	0	0
6.	21%	0	0
7.	None	See Exhibit A	See Exhibit A
8.	None	None	None

Section 11 - LEGAL QUALIFICATIONS (Page 2)

6. List the applicant, parties to the application and non-party equity owners in the applicant. Use one column for each individual or entity. Attach additional pages if necessary.

(Read carefully - The numbered items below refer to line numbers in the following table.)

- |   |   |
|---|---|
| <p>1. Name and residence of the applicant and, if applicable, its officers, directors, stockholders, or partners (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List the applicant first, officers next, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interests.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable interests in any broadcast station, including the nature and size of such interests.</p> <p>8. All other ownership interests of 5% or more (whether or not attributable), as well as any corporate officership or directorship, in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in 47 C.F.R. Section 73.3555 and 76.501, including the nature and size of such interests and the positions held.</p> |
|---|---|

	G.	H.	I.
1.	Rodney J. Diridon 870 Camino Drive Santa Clara, CA 95050	John A. Palvino 1630 Edgemere Drive Rochester, NY 14612	Myron S. Lewis 47 Harwood Lane Rochester, NY 14445
2.	US	US	US
3.	Director	Director	Director
4.	0	0	0
5.	0	0	0
6.	0	0	0
7.	See Exhibit A	See Exhibit A	See Exhibit A
8.	None	None	None

Section II - LEGAL QUALIFICATIONS (Page 2)

8. List the applicant parties to the application and non-party equity owners in the applicant. Use one column for each individual or entity. Attach additional pages if necessary.

(Read carefully - The numbered items below refer to line numbers in the following table.)

- 1. Name and residence of the applicant and, if applicable, its officers, directors, stockholders, or partners (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List the applicant first, officers next, then directors and, thereafter, remaining stockholders and partners.
- 2. Citizenship.
- 3. Office or directorship held.
- 4. Number of shares or nature of partnership interests.
- 5. Number of votes.
- 6. Percentage of votes.
- 7. Other existing attributable interests in any broadcast station, including the nature and size of such interests.
- 8. All other ownership interests of 5% or more (whether or not attributable), as well as any corporate officership or directorship, in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in 47 C.F.R. Section 73.3555 and 78.501, including the nature and size of such interests and the positions held.

J.

1.	Empire Broadcasting Corp. PO Box 995 San Jose, CA 95108*		
2.	Delaware Corp.		
3.	N/A		
4.	5,100		
5.	5,100		
6.	51%		
7.	See Exhibit A		
8.	None		

Section 11 - LEGAL QUALIFICATIONS (Page 3)

7. Does the applicant, any party to the application or any non-party equity owner in the applicant have, or have they had, any interest in:

- (a) a broadcast station, or pending broadcast station application before the Commission?  Yes  No
- (b) a broadcast application which has been dismissed with prejudice by the Commission?  Yes  No
- (c) a broadcast application which has been denied by the Commission?  Yes  No
- (d) a broadcast station, the license of which has been revoked?  Yes  No
- (e) a broadcast application in any pending or concluded Commission proceeding which left unresolved character issues against the applicant?  Yes  No

If the answer to any of the questions in (a)-(e) above is Yes, state in an Exhibit the following information:

Exhibit No.  
A

- (1) Name of party having interest;
- (2) Nature of interest or connection, giving dates;
- (3) Call letters of stations or file number of application or docket; and
- (4) Location.

- 8. (a) Are any of the parties to the application or non-party equity owners in the applicant related (as husband, wife, father, mother, brother, sister, son or daughter) to each other?  Yes  No
- (b) Does any member of the immediate family (i.e. husband, wife, father, mother, brother, sister, son or daughter) of any party to the application or non-party equity owner in the applicant have any interest in or connection with any other broadcast station, pending broadcast application or newspaper in the same area (see Section 73.3555(c)) or, in the case of a television station applicant only, a cable television system in the same area (see Section 76.501(a))?  Yes  No

If the answer to (a) or (b) above is Yes, attach an Exhibit giving full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

Exhibit No.  
A

9. State in an Exhibit any interest the applicant or any party to this application proposes to divest in the event of a grant of this application.

Exhibit No.  
N/A

OTHER MASS MEDIA INTERESTS

- 10. (a) Do individuals or entities holding nonattributable interests of 5% or more in the applicant have an attributable ownership interest or corporate officership or directorship in a broadcast station, newspaper or CATV system in the same area? (See Instruction 8 to Section 11.)  Yes  No
- (b) Does any member of the immediate family (i.e. husband, wife, father, mother, brother, sister, son or daughter) of an individual holding a nonattributable interest of 5% or more in the applicant have any interest in or connection with any other broadcast station, pending broadcast application, newspaper in the same area (see Section 73.3555(c)), or, in the case of a television station applicant only, a cable television system in the same area (see Section 76.501(a))?  Yes  No

If the answer to (a) and/or (b) above is Yes, attach an Exhibit giving a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

Exhibit No.  
N/A

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

11. (a) Is the applicant in violation of the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments? (See Instruction C to Section 11.)  Yes  No

(b) Will any funds, credits or other financial assistance for the construction, purchase or operation of the station(s) be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?  Yes  No

If the answer to (b) above is Yes, attach an Exhibit giving full disclosure concerning this assistance.

Exhibit No.  
N/A

12. (a) Has an adverse finding been made or an adverse final action been taken by any court or administrative body as to the applicant, any party to this application, or any non-party equity owner in the applicant in a civil or criminal proceeding brought under the provisions of any law related to the following:

Any felony; broadcast related antitrust or unfair competition; criminal fraud or fraud before another governmental unit; or discrimination?

Yes  No

(b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in (a) above?  Yes  No

If the answer to (a) and/or (b) above is Yes, attach an Exhibit giving full disclosure concerning persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), a statement of the facts upon which the proceeding is or was based or the nature of the offense alleged or committed, and a description of the current status or disposition of the matter.

Exhibit No.  
N/A

**SECTION III - FINANCIAL QUALIFICATIONS**

NOTE: If this application is for a change in an operating facility do not fill out this section.

1. The applicant certifies that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without revenue.  Yes  No
2. State the total funds you estimate are necessary to construct and operate the requested facility for three months without revenue. \$ 300,000
3. Identify each source of funds, including the name, address, and telephone number of the source (and a contact person if the source is an entity), the relationship (if any) of the source to the applicant, and the amount of funds to be supplied by each source.

Source of Funds (Name and Address)	Telephone Number	Relationship	Amount
Empire Broadcasting Corp. PO Box 995 San Jose, CA 95108 (Attn: Robert S. Kieve)	(408) 293-8030	Majority Stockholder	\$400,000.00

**Section IV-A - PROGRAM SERVICE STATEMENT**

Attach as an Exhibit, a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

Exhibit No.  
B

**Section IV-B - INTEGRATION STATEMENT**

Attach as an Exhibit the information required in 1. and 2. below.

Exhibit No.  
C

1. List each principal of the applicant who, in the event of a grant of the application on a comparative basis proposes to participate in the management of the proposed facility and, with respect to each such principal, state whether he or she will work full-time (minimum 40 hours per week) or part-time (minimum 20 hours per week) and briefly describe the proposed position and duties.
2. State with respect to each principal identified in response to Item 1. above, whether the applicant will claim qualitative credit for any of the following enhancement factors:
  - (a) Minority Status
  - (b) Past Local Residence  
If Yes, specify whether in the community of license or service area and the corresponding dates.
  - (c) Female Status
  - (d) Broadcast Experience  
If Yes, list each employer and position and corresponding dates.
  - (e) Daytime Preference

SECTION VI - EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

1. Does the applicant propose to employ five or more full-time employees?

Yes  No

If Yes, the applicant must include an EEO program called for in the separate Broadcast Equal Employment Opportunity Program Report (FCC 908-A).

Applicant adopts and incorporates by reference the Equal Employment Opportunity Program Report, filed by its majority stockholder, Empire Broadcasting Corporation.

SECTION VII - CERTIFICATIONS

1. Has or will the applicant comply with the public notice requirement of 47 C.F.R. Section 73.3560?

Yes  No

2. Has the applicant reasonable assurance, in good faith, that the site or structure proposed in Section V of this form, as the location of its transmitting antenna, will be available to the applicant for the applicant's intended purpose?

Yes  No

Exhibit No.  
N/A

If No, attach as an Exhibit, a full explanation.

3. If reasonable assurance is not based on applicant's ownership of the proposed site or structure, applicant certifies that it has obtained such reasonable assurance by contacting the owner or person possessing control of the site or structure.

Name of Person Contacted

Greg Daly

Telephone No. (include area code)

(202) 333-1985

Person contacted: (check one box below)

Owner

Owner's Agent

Other (specify)

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

The APPLICANT 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. Section 1.65, the APPLICANT has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.  
U.S. CODE, TITLE 18, SECTION 1001.**

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

Name of Applicant Healdsburg Empire Corporation	Signature 
Date May 1, 1991	Title President

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT  
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, analysts, engineers and applications examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information 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. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

Public reporting burden for this collection of information is estimated to vary from 71 hours 45 minutes to 301 hours 30 minutes with an average of 118 hours 28 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. Comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, can be sent to the Federal Communications Commission, Office of Managing Director, Washington, D.C. 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0027), Washington, D.C. 20503.

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 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

HEALDSBURG EMPIRE CORPORATION

Exhibit A  
(May 1991)  
(Page 1)

OTHER BROADCAST INTERESTS OF PARTIES TO APPLICATION

Empire Broadcasting Corporation is licensee of Station KLIV, San Jose, California, and Station KARA(FM), Santa Clara, California. Its officers and directors are:

Robert S. Kieve  
2359 Mt. Davidson  
San Jose, CA 95124  
President/Director

Vincent A. Lopopolo  
6545 Fall River Drive  
San Jose, CA 95120  
Executive Vice-President/Director

John McLeod  
14930 Dark Star Court  
Morgan Hill, CA 95037  
Vice-President-Programming

Joseph Zukin, Jr.  
39675 Cedar Blvd.  
Newark, CA 94560  
Director

Rodney J. Diridon  
870 Camino Drive  
Santa Clara, CA 95050  
Director

John A. Palvino  
1630 Edgemere Drive  
Rochester, NY 14612  
Director

Myron S. Lewis  
47 Harwood Lane  
Rochester, NY 14445  
Director

HEALDSBURG EMPIRE CORPORATION

Exhibit A  
(May 1991)  
(Page 2)

The only Empire stockholders who have an attributable interest in Applicant, by virtue of their ownership of at least 9.8 percent of Empire's stock are Messrs. Kieve and Lopopolo.<sup>1</sup>

In addition:

John A. Palvino is a 28% shareholder, officer and director of the Lincoln Group, Ltd., licensee of Stations WVOR-FM and WHAM-AM, Rochester, New York, and of WBUF-FM in Buffalo.

Joseph Zukin, Jr., through a variety of vehicles, owns more than 50% of Meadow Pacific Corporation, which owns all of the issued and outstanding stock of Kern Broadcasting, Inc., licensee of Stations KGEO(AM) and KGFM(FM) in Bakersfield, California.

The family of Myron S. Lewis owns a total of 7,452 shares, or 7.25% of the voting stock of Empire. The other shareholding members of the Lewis family are:

Katherine Lewis (Myron's wife)  
also of Rochester, N.Y.  
U.S. Citizen  
holder of 4,584 shares  
4.46% of voting stock  
no other broadcasting or other interests

Bonnie Lewis Pfoutz (Myron's daughter)  
of Arlington, VA  
U.S. Citizen  
holder of 813 shares  
.79% of voting stock  
no other broadcasting interests

The Sibley family holds a total of 6,624 shares, or 6.43% of the voting shares of Empire. The shareholding members of this family are:

---

<sup>1</sup> See Form 301 Instructions, Page 3: (Ownership In Corporate Stockholder) x (Corporate Stockholder's Interest in Applicant) = Attributable Ownership Interest In Applicant. (.098) x (.51) = .05

HEALDSBURG EMPIRE CORPORATION

Exhibit A  
(May 1991)  
(Page 3)

Montgomery Blair Sibley of Miami, FL  
U.S. Citizen  
holder of 1,104 shares  
1.07% of voting stock  
no other known broadcasting interests

Barbara Sturmer Sibley  
(Montgomery Blair's wife)  
also of Miami, FL  
U.S. Citizen  
holder of 1,104 shares  
1.07% of voting stock  
no other known broadcasting interests

John Durbin Sibley  
(Montgomery Blair's brother)  
also of Miami, FL  
U.S. Citizen  
holder of 2,208 shares  
2.15% of voting stock  
no other known broadcasting interests

Elizabeth S. Hillard  
(Montgomery Blair's sister)  
of Pleasant Hill, CA  
U.S. Citizen  
holder of 1,104 shares  
1.07% of voting stock  
no other known broadcasting interests

Russell Hillard  
(Elizabeth's husband)  
of Pleasant Hill, CA  
U.S. Citizen  
holder of 1,104 shares  
1.07% of voting shares  
no other known broadcasting interests

Rodney and Mary Ann Diridon are husband and wife.  
They own their stock in Empire jointly.

John A. Palvino, a director of Applicant and a  
director and 2.9% shareholder of Empire is the  
brother of Lawrence Palvino, who owns 774 shares  
(.75% of vote) of Empire.

HEALDSBURG EMPIRE CORPORATION

Exhibit B  
§ IV-A  
(May 1991)

PROGRAM SERVICE

Applicant plans to address issues of public concern, as they arise. Such issues will be addressed through regular news programming, and otherwise, depending upon the circumstances. In addressing issues, applicant will strive for a balanced treatment to reflect differing views on matters as to which there is local controversy.

Applicant will meet its obligations under Sections 315 and 312(a)(7) of the Communications Act of 1934, as amended. Applicant otherwise will strive to serve the needs of its coverage area.

INTEGRATION OF OWNERSHIP

Joanne Kilmartin proposes to participate in the management of the proposed Station on a full-time (at least 40 hours per weekly basis as General Manager. Ms. Kilmartin will curtail or abandon any other incursions on her time in order to effectuate her proposal. Ms. Kilmartin will spread her time at the Station over at least a Monday-Friday workweek. As General Manager, Ms. Kilmartin will exercise general supervision and hold ultimate authority over all aspects of Station management and operation. She will oversee construction and regulatory compliance, hire and supervise the staff (including department heads), and deal with advertisers and their representatives. Ms. Kilmartin will develop the Station's format and implement it through programming, which will be responsive to Healdsburg's needs and interests. She will fix operating budgets and administer the day-to-day Station operation, including its technical operation.

Ms. Kilmartin is a female who was born in Healdsburg in 1949. From 1949 to 1971, and from 1972 to 1973, Ms. Kilmartin lived in Cloverdale, California, which is within Applicant's service area. She attended Washington Grammar School in Cloverdale and Cloverdale High School. From 1971 to 1972, she

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lived in Santa Rosa, California, which also is within Applicant's service area. If the instant application is granted, Ms. Kilmartin will relocate to Healdsburg.

From approximately 1958 to approximately 1962, Ms. Kilmartin was a member of the Cloverdale Camp Fire Girl Troop. She was a parishioner and a student of St. Peter's Catholic Church in Cloverdale, during her years of residence there.

For 15 years, Ms. Kilmartin has been employed by Empire Broadcasting Corporation, licensee of Stations KLIV, San Jose, California and KARA(FM), Santa Clara, California. From 1975 to 1982, she was a salesperson there; since 1983, she has been Local Sales Manager of Station KARA(FM). Ms. Kilmartin holds a degree in communications from San Jose State University.