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

DEC 28 1992

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In re Applications of)	MM DOCKET NO. 92-111
DEAS COMMUNICATIONS, INC.)	File No. BPH-910208MB
HEALDSBURG BROADCASTING, INC.)	File No. BPH-910211MB
HEALDSBURG EMPIRE CORPORATION)	File No. BPH-910212MM
For Construction Permit for a)	
New FM Station on Channel 240A)	
in Healdsburg, California)	

To: Administrative Law Judge
Edward J. Kuhlmann

PETITION FOR LEAVE TO AMEND

Deas Communications, Inc. ("Deas"), by its attorneys and pursuant to Sections 1.65 and 73.3522(b)(1) of the Commission's Rules, hereby seeks leave to amend its application with the information contained in the annexed Amendment signed by its President, Mario Edgar Deas.

In support whereof, the following is shown.

The Amendment reports a proposed change in Deas' nonvoting stock ownership as the result of a Settlement and Merger Agreement (the "Agreement") executed by Deas and Healdsburg Broadcasting Corporation ("HBI") on December 22, 1992. A Joint Request for Approval of Agreement, Dismissal of Application and Merger of Applicants is being filed simultaneously, along with a Petition to Reopen the Record and

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a Motion to Defer the filing of findings. Also submitted is a revised hearing exhibit, Deas Ex. 1, and a recertified Deas Ex. 2. Those companion documents and the pleadings and their attachments fully explain the circumstances occasioning the filing of this Petition.

Upon grant of the Joint Request and acceptance of the Agreement, HBI will merge into Deas' surviving application as owner of 10,000 preferred, nonvoting shares of Deas' stock. These shares constitute 50% of the total equity of Deas. The ownership interests and equity percentages of Deas' present nonvoting stockholders, Deas family members, will be reduced.

The Agreement mandates and Mario Edgar Deas certifies in a Declaration annexed to the Joint Request that neither HBI, its principals or shareholders, will be involved in any decision making, management or operational capacities for either the applicant or the station if Deas' application is granted. By recertifying Deas' Ex. 2, the applicant's integration commitment, Mr. Deas renews his pledge that he will be the full-time General Manager of the proposed station and that he will be responsible for all day-to-day decision making.

The annexed Amendment serves to update the ownership portion of Deas' application to report (a) the proposed reduction of nonvoting stock ownership interests for Mr. Deas' children and spouses, and (b) the proposed nonvoting stock

ownership interest of HBI. There is no change in the ownership of Deas' common, voting stock: Mario Edgar Deas retains his ownership of all 4000 issued and outstanding shares; his 20% total equity share in the corporation is unaltered.

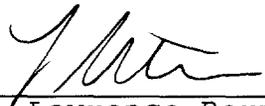
There is good cause for grant of this Petition and acceptance of the Amendment. It is mandated by Section 1.65. And it meets the postdesignation amendment criteria set forth in Section 73.3522(b)(1) and Erwin O'Conner Broadcasting Co., 22 FCC 2d 140, 143 (Rev. Bd. 1970). The Amendment is diligently filed, being proffered within the five-day time limit of Rule 73.3525(a). It is not disruptive, will not require modification of issues, is not prejudicial to other parties and confers no comparative advantage upon Deas, since it causes no change in voting ownership or control, or of Deas' previously made and unchallenged integration pledge.¹ The Agreement pertains strictly to Deas' nonvoting stock.

¹ While the Amendment is the result of Deas' and HBI's voluntary actions in agreeing to merge, and does cause a modification (diminution) of parties, these criteria are inapplicable given the public interest benefit attendant to settlement agreements which remove or limit applicant conflicts. Section 73.3525; Amendment of Section 73.3525 of the Commission's Rules Regarding Settlement Agreements Among Applicants for Construction Permits, 6 FCC Rcd 85 (1990), clarified, 6 FCC Rcd 2901 (1991).

WHEREFORE, for these reasons, this Petition should be granted, the annexed Amendment accepted and Deas' application amended accordingly.

Respectfully submitted,

DEAS COMMUNICATIONS, INC.

By: 
Lawrence Bernstein

Its Attorney

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Attachment

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AMENDMENT

To: Federal Communications Commission

Please amend the pending application of Deas Communications, Inc. (MM Docket No. 92-111; File No. BPH-910208MB) to reflect the following change of ownership in the applicant, following a Settlement and Merger Agreement dated December 22, 1992, and subject to prior Commission approval:

Mario Edgar Deas	4000 shares, common, voting stock (20% of total equity, 100% voting control) <u>No change</u>
Steven E. Deas and Jane Rosenberg Deas (community property)	1500 shares, preferred, nonvoting stock (7.5% of total equity)
Bruce D. Deas and Susel Bosada-Deas (community property)	1500 shares, preferred, nonvoting stock (7.5% of total equity)
Paul A. Deas and Pamela Sue Deas (community property)	1500 shares, preferred nonvoting stock (7.5% of total equity)
Michael L. Deas	1500 shares, preferred nonvoting stock (7.5% of total equity)
Healdsburg Broadcasting, Inc.	10,000 shares, preferred nonvoting stock (50% of total equity)

Respectfully submitted,


 Mario Edgar Deas
 President

December 28, 1992

CERTIFICATE OF SERVICE

I hereby certify that I have, this 28th day of December, 1992, served copies of the foregoing "Petition for Leave to Amend" upon the following persons by first class United States Mail, postage prepaid:

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