

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

In re Applications of	)	MM Docket No. 93-107
	)	
DAVID A. RINGER	)	File No. BPH-911230MA
	)	
ASF BROADCASTING CORPORATION	)	File No. BPH-911230MB
	)	
WILBURN INDUSTRIES, INC.	)	File No. BPH-911230MC
	)	
SHELLEE F. DAVIS	)	File No. BPH-911231MA
	)	
OHIO RADIO ASSOCIATES, INC.	)	File No. BPH-911231MC
	)	

For Construction Permit  
For New FM Radio Station at  
Westerville, Ohio

DIRECT CASE EXHIBITS OF WILBURN INDUSTRIES, INC.

Submitted by:

WILBURN INDUSTRIES, INC.

Eric S. Kravetz

Brown, Nietert & Kaufman, Chartered  
1920 N Street, N.W.  
Suite 660  
Washington, D.C. 20036  
(202) 887-0600

August 12, 1993



The Applicant

Wilburn Industries, Inc. is a corporation organized under the laws of the state of Ohio. The corporation is authorized to issue 375 shares of voting stock and 375 shares of non-voting stock. All shares authorized have been issued: Charles W. Wilburn has been issued 375 shares of voting stock; Bernard P. Wilburn has been issued 375 shares of nonvoting stock. Charles W. Wilburn is President, Secretary, Treasurer and the sole Director of the applicant. Bernard P. Wilburn is neither an officer nor a director of the company. Charles W. Wilburn and Bernard P. Wilburn also have executed an Agreement of Shareholders, a copy of which is attached.

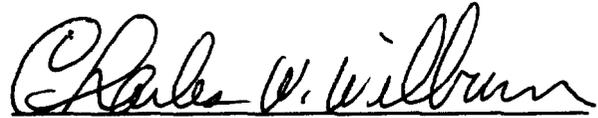
Wilburn Industries, Inc. and its two shareholders have no interest in or connection with any radio or television broadcast station or any other medium of mass communications.

<u>Federal Communications Commission</u> ✓	
Docket No. <u>93-107</u>	Exhibit No. <u>1</u>
Presented by <u>WILBURN</u>	
Disposition	Identified <u>8/20</u>
	Received <u>8/20</u>
	Rejected _____
Reporter <u>BARBARA LORD</u>	
Date <u>8/20/93</u>	

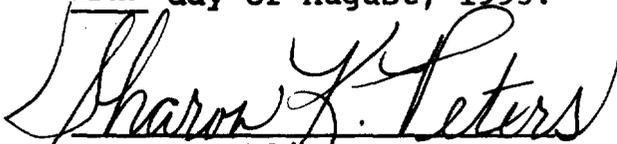
Affidavit

Charles W. Wilburn, being first duly sworn, hereby states as follows:

I am President and Director of Wilburn Industries, Inc., applicant for a permit to construct a new FM broadcast station at Westerville, Ohio. I hereby affirm that the attached Wilburn Exhibit 1 is true and correct.

  
Charles W. Wilburn

Executed before me this  
11th day of August, 1993.

  
Notary Public - State of Ohio  
Sharon K. Peters

My commission expires: 5/06/96

AGREEMENT OF SHAREHOLDERS

This AGREEMENT OF SHAREHOLDERS is entered into this 28<sup>th</sup> day of January, 1992 for the purpose of setting forth understandings between Charles W. Wilburn and Bernard P. Wilburn, the sole shareholders in WILBURN INDUSTRIES, INC., an Ohio Corporation, regarding present and future contributions of capital and loans by the shareholders to the corporation.

WHEREAS the parties hereto have formed the said corporation for the purpose of engaging in any lawful activity including the application to the Federal Communications Commission for license to operate an FM radio station located in Westerville, Ohio known as WBBY.

IN CONSIDERATION of the mutual promises and forbearances made by Charles W. Wilburn and Bernard P. Wilburn and contained herein,

IT IS HEREBY AGREED:

1. Capitalization The parties acknowledge that Charles W. Wilburn and Bernard P. Wilburn have each paid the following amounts for the purchase of their shares in Wilburn Industries, Inc.:

Charles W. Wilburn	375 Voting common @ \$5.00/share	\$1875.00
Bernard P. Wilburn	375 Non-Voting common @ \$5.00/share	\$1875.00

No other shares of stock are authorized, issued or outstanding.

2. Governing Law Wilburn Industries, Inc. and this agreement shall be governed by and subject to Ohio Revised Code Section 1701.59 as a close corporation. To the extent this agreement may be inconsistent with the corporation's articles of incorporation, this agreement shall prevail during its term.

3. Voting Shareholder Management All corporation business and affairs shall be managed and controlled by the voting shareholder, and the corporation shall have no board of directors. The voting shareholder shall be deemed the corporation's board of directors for the purpose of any statute or rule of law pertaining to corporations.

Bernard P. Wilburn agrees that as the owner of 375 non-voting shares of stock in the corporation he shall have no right to, and shall not vote on, manage, direct or otherwise directly or indirectly control, manage, operate or participate in any of the corporation's business. Bernard P. Wilburn further agrees that he shall not transact any business of or in the name of the corporation, nor bind or obligate the corporation; that he shall not serve as employee, independent contractor nor agent of the corporation; that he shall provide no service to the corporation

except to make loans to or act as surety for the corporation; that he shall not communicate with the voting shareholder on matters pertaining to the day to day operations of corporate business.

Bernard P. Wilburn further agrees that he shall not act to remove the voting shareholder or to limit the voting shareholder's control of the corporation and its business, and will not act to admit a new voting shareholder to the corporation without the prior written consent of the voting shareholder.

4. Integration/Modifications This instrument contains the entire agreement of the parties regarding this agreement of shareholders. This Agreement of Shareholders may be modified, changed or amended only by written agreement signed by all shareholders.

5. Severability Each and every promise and agreement contained in this instrument shall be deemed a separate and independent covenant or agreement. In the event that any of the covenants and terms of this agreement should be found invalid or unenforceable, such invalidity or unenforceability shall not affect nor invalidate any other provision of this agreement.

6. Assignment This agreement shall be binding upon and shall inure to the benefit of the parties hereto, their heirs and assigns.

7. Endorsement The parties hereto agree that any stock certificates issued or to be issued representing their ownership in the corporation shall bear appropriate endorsements setting forth that such ownership interests are confined to and subject to this Agreement of Shareholders.

8. Attorney Fees Should enforcement of any provision herein require an action at law or in equity, the prevailing party shall be entitled to reasonable attorney fees, set by a court and included in any judgment recovered.

IN WITNESS WHEREOF the parties hereto have set their hands to this agreement on this 28<sup>th</sup> day of January, 1992.

Charles W. Wilburn  
Charles W. Wilburn

APPROVED:  
WILBURN INDUSTRIES, INC.

By: Charles W. Wilburn  
Charles W. Wilburn

Bernard P. Wilburn  
Bernard P. Wilburn

Title: President



Direct Written Testimony of  
Charles W. Wilburn

Charles W. Wilburn hereby states as follows:

I am the sole officer (President, Secretary, Treasurer), the sole Director and the sole voting shareholder of Wilburn Industries, Inc., an applicant for a permit to construct a new FM broadcast station in Westerville, Ohio.

If the application of Wilburn Industries, Inc. is granted, I will be employed at its radio station on a full-time basis, at least 40 hours per week, as its General Manager. As General Manager, I will oversee the day-to-day operations of the station, supervising its programming (including public service programming), sales, promotional and internal administrative activities. I will be responsible for the hiring, promoting and termination of employees, and will oversee the implementation of the station's EEO program.

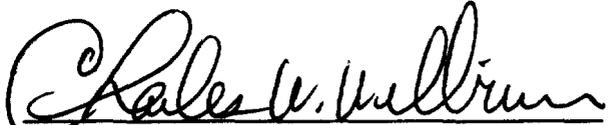
I presently reside in Upper Arlington, Ohio. If the Wilburn Industries, Inc. application is granted, I will move my residence to Westerville, Ohio, which lies approximately nine miles from my current residence. If the application is granted, I also will

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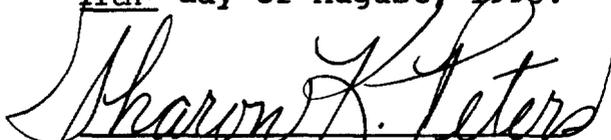
<u>Federal Communications Commission</u>	
Docket No. <u>93-107</u>	Exhibit No. <u>2</u> ✓
Presented by <u>WILBURN</u>	
Disposition	Identified <u>8/20</u>
	Received <u>8/20</u>
	Rejected _____
Preparer <u>BARBARA LORO</u>	
Date <u>8/20/93</u>	

terminate my current practice of law in Circleville, Ohio and will limit any other business activities which could conflict with my commitment to the station.

The above Direct Written Testimony is true and correct.

  
Charles W. Wilburn

Executed before me this  
11th day of August, 1993.

  
Notary Public - State of Ohio

Sharon K. Peters

My commission expires: 5/06/96

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