

IN WITNESS WHEREOF, the Parties have affixed there signatures to this Settlement Agreement on the dates set forth below, contemplating the effective date hereof to be the date last set forth below.

MARTHA J. HUBER

By: Martha J. Huber
Individually

Address: 1927 Plum Hill Way
Flaysda Kusals, Indiana
47119

Signed and dated this 17 day of November, 1993.

**MIDAMERICA ELECTRONICS
SERVICE, INC.**

By: Paul J. Boyer
President

Address: 410 MT. TABER ROAD
New Albany INDIANA 47150

Signed and dated this 17 day of November, 1993.

DECLARATION OF MARTHA J. HUBER

Martha J. Huber, under penalty of the laws of perjury, hereby declares as follows:

1. I am an individual applicant for construction permit for a new FM broadcast station at New Albany, Indiana (File No. BPH-911114ME), consolidated in hearing (MM Docket 93-51) with the mutually-exclusive applications of Rita Reyna Brent (Brent), Mid-America Electronics Service, Inc. (Mid-America), and Staton Communications, Inc. (Staton)

2. I am entering into a merger agreement with Mid-America, wherein I own one-half of the stock in the merged entity (New Albany Broadcasting Co., Inc.), and the sole stockholder in Mid-America, Peter Boyce, would own the remaining one-half. The merger is bona fide in that Mr. Boyce and I will each be providing one-half of the needed funds.

3. I am also entering in settlement agreements with the other two applicants, i.e. (1) Staton is to be reimbursed for expenses in the amount of \$25,000 or such lesser sum as may be approved, and (2) Brent is to be reimbursed for expenses in the amount of \$51,000 or such lesser sum as may be approved. I am to provide one-half of the approved payments to Staton and Brent, and Mr. Boyce is to provide the remaining one-half of such payments. No other consideration of any kind, direct, or indirect, has been paid or promised to Staton or Brent.

4. The merger and settlement will serve the public interest in that it will permit the conclusion of this proceeding, and the more expeditious commencement of service on the new station, which would be the first local transmission outlet in New Albany.

5. My application was not filed for the purpose of reaching or carrying out any of these agreements.


Martha J. Huber

Date: November 15, 1993

DECLARATION OF PETER C. L. BOYCE

Peter C. L. Boyce, under penalty of the laws of perjury, hereby declares as follows:

1. I am the president, and sole stockholder, of MIDAMERICA Electronics Service, Inc., applicant for construction permit for a new FM broadcast station at New Albany, Indiana (File No. BPH-911115ML), consolidated in hearing (MM Docket 93-51) with the mutually-exclusive applications of Rita Reyna Brent (Brent), Martha J. Huber (Huber) and Staton Communications, Inc. (Staton).

2. I am entering into a merger agreement with Huber, wherein I own one-half of the stock in the merged entity (New Albany Broadcasting Co., Inc.), and Martha J. Huber would own the remaining one-half. The merger is bona fide in that Mrs. Huber and I will each be providing one-half of the needed funds.

3. I am also entering in settlement agreements with the other applicants, i.e. (1) Staton is to be reimbursed for expenses in the amount of \$25,000 or such lesser sum as may be approved, and (2) Brent is to be reimbursed for expenses in the amount of \$51,000 or such lesser sum as may be approved. I am to provide one-half of the approved payments to Staton and Brent, and Mrs. Huber is to provide the remaining one-half of such payments. No other consideration of any kind, direct, or indirect, has been paid or promised to Staton or Brent.

4. The merger and settlement will serve the public interest in that it will permit the conclusion of this proceeding, and the more expeditious commencement of service on the new station, which would be the first local FM transmission outlet in New Albany.

5. My application was not filed for the purpose of reaching or carrying out any of these agreements.



Peter C. L. Boyce

Date: November 17, 1993

DECLARATION

I, Mildred Staton, hereby declare, under penalty of perjury, the following:

I am President of Staton Communications, Inc. ("Staton"), an applicant for a permit to construct a new FM radio station to operate at New Albany, Indiana. Staton has entered into a Settlement Agreement with the three other mutually-exclusive applicants, Martha J. Huber, Rita Reyna Brent and MidAmerica Electronics Service, Inc. The Settlement Agreement provides for the dismissal of Staton's application with prejudice, the merger of the three remaining applicants into a new corporation, to which the construction permit will be granted, and reimbursement of a portion of Staton's expenses by the merging parties. I believe that the Settlement Agreement is in the public interest because it will eliminate the need for further litigation and so conserve the resources of the Commission and parties while permitting the initiation of a new broadcast service sooner than would otherwise be possible. Staton did not file its application for the purpose of reaching or carrying out a settlement agreement. The Settlement Agreement contains all of the terms of Staton's agreement with the remaining applicants, and Staton has not been paid or been promised payment of any additional money or other consideration in connection with the settlement of this proceeding. The sum to be paid to Staton by the merging parties will not exceed the legitimate and prudent expenses incurred by Staton for the preparation and prosecution of its application.

Date: 9/30/93

Mildred J. Staton
Mildred J. Staton

DECLARATION OF DONALD J. EVANS, ESQUIRE

I, Donald J. Evans, a partner in the law firm of McFadden, Evans & Sill, do hereby declare:

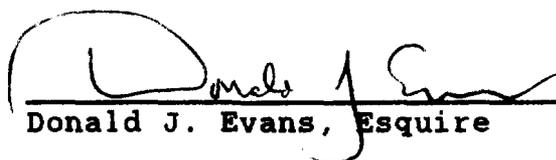
1. The law firm of McFadden, Evans & Sill, 1627 Eye Street, N.W., Suite 810, Washington, D.C. 20006, is the firm which assisted Staton Communications, Inc. in prosecuting and settling its application for a new FM station on Channel 234A in New Albany, Indiana.

2. In pursuit of said permit, Staton Communications, Inc. incurred a total obligation to this firm in excess of the \$25,000.00 settlement payment which the parties have agreed upon. The legal services performed in connection with this obligation are set forth in the attachment to this Declaration.

3. The legal expenses referenced herein were legitimately and prudently incurred by Staton Communications, Inc. in prosecuting and settling its application.

I hereby declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge, information and belief and that this affidavit is given in good faith.

Date: 10/18/93



Donald J. Evans, Esquire

Services Performed

Prepare and file publication affidavits

Attend pre-hearing conferences

Prepare and file standard integration statement and standard document production; review competing statements and document production

Prepare and file Reply to Opposition to Motion to Dismiss applications of competitors

Prepare, file and respond to discovery motions

Prepare subpoenas for depositions and prepare and file notices of intent to take depositions

Prepare and file Consent Motion to Modify Procedural Dates

Client correspondence and conferences

Prepare clients for and attend depositions

Prepare and file Opposition to Petition to Enlarge Issues

Prepare and file Motion to Enlarge Issues against competitor

Prepare and file status reports

Monitor and participate in settlement discussions

Engage in settlement negotiations and settlement document preparation

DECLARATION OF RITA REYNA BRENT

Rita Reyna Brent declares as follows:

1. I am an individual applicant (File No. BPH-911115MC) for a construction permit for a new FM broadcast station on Channel 234A, New Albany, Indiana. I have entered into a settlement agreement with mutually exclusive applicants Martha J. Huber ("Huber") and Midamerica Electronics Service, Inc. ("Midamerica"). Huber and Midamerica have agreed to reimburse me -- up to a maximum of fifty one thousand dollars -- for the costs I incurred in the preparation, filing and prosecution of my application. In consideration of such monetary payment I have agreed to dismiss my application with prejudice.

2. My application was filed in good faith. It was not filed for the purpose of reaching or carrying out the abovementioned settlement agreement. Further, I have not received, nor will I receive, any money or other consideration in excess of my legitimate and prudent expenses. They are documented on the attached sheet and in a Declaration being prepared by my attorney, Henry A. Solomon.

3. I believe that the proposed settlement is in the public interest because it will terminate the litigation in Docket No. 93-51 and will hasten the early institution of new FM service to New Albany, Indiana on Channel 234A.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 7 day of November, 1993. By: Rita Reyna Brent (Rita Reyna Brent).

**Attachment to Declaration of Rita Reyna
Brent**

EXPENSES INCURRED DIRECTLY BY RITA REYNA BRENT

Payment to Electronic Laboratories, Inc. for preparation of application in November, 1991	\$1,486.00
Food & Lodging for Counsel (Depositions in N. Albany)	301.00
Court Reporters for depositions in New Albany & Washington, D.C.	500.00
Court Reporter for service of subpoena in Georgia	75.00
Site Option	50.00
Local Travel	420.00
Accounting Fees (Edwards & Associates)	1,200.00
Overnight Mail (Airborne)	82.00
Newspaper Publication	38.00
Total	<u>\$4,152.00</u>

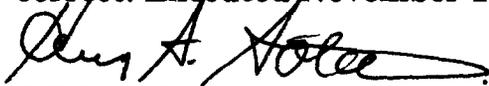
DECLARATION OF HENRY A. SOLOMON

Henry A. Solomon declares as follows:

1. I am an attorney licensed by the District of Columbia and the Commonwealth of Virginia, and a partner in the law firm of Haley, Bader & Potts ("HBP"), 4350 North Fairfax Drive, Arlington, Virginia 22203-1633. HBP acts as communications counsel to Rita Reyna Brent ("Brent"), an applicant for a construction permit (File No. BPH-911115MC) for a new FM station on Channel 234A, New Albany, Indiana. Brent's application was filed on November 15, 1991.
2. HBP represented Brent in the preparation, filing and advocacy of her application and represents her in the four-way consolidated comparative hearing before the FCC in MM Docket No. 93-51.
3. The work performed by HBP for Brent's benefit has been performed at hourly rates at a rate charged to all other clients of this office, ranging from \$120.00 to Declarant's rate of \$225.00. Declarant serves as Brent's primary counsel. Among the services HBP provided were the following: assistance in preparation of application and drafting and filing of initial and post-designation publication notices; attendance at prehearing conference; preparation and filing of integration statement and standard document production; participation in all other aspects of discovery, including preparation of motions and oppositions and participation in depositions at New Albany, Indiana and Washington, D.C., and participation in teleconference regarding document production; preparation and filing of motion to enlarge issues, reply to opposition, and oppositions to motions to enlarge issues/request for leave to appeal; drafted direct testimony on comparative and basic qualifying issues; and consultations regarding continued prosecution of application, including terms for settlement related activities.
4. Declarant certifies that the charges described in this Declaration represent fees and expenses legitimately and prudently incurred by Brent in connection with the preparation, filing and prosecution of her FM application. The total amount of Brent's legal expenses through the date hereof is \$38,844.00. Brent also incurred FCC filing and hearing fees of \$8,780, bringing the grand total for legal

expenses to \$47,624.00. Costs incurred by Brent, are included within the legal expense figure, and reflect duplication, long-distance telephone, overnight mail, telecopier, Declarant's air travel, and like items. Other costs incurred directly by Brent, and detailed in her separate Declaration, total \$4,152.00. Brent's total application costs (\$47,624.00 plus \$4,152.00) were \$51,776.00.

I declare under penalty of perjury that the foregoing is true and correct. Executed November 19, 1993.

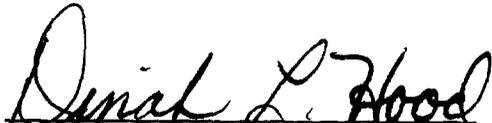


CERTIFICATE OF SERVICE

I, Dinah L. Hood, a secretary in the law firm of Haley, Bader & Potts, hereby certify that a copy of the foregoing "**Joint Request For Approval of Agreement**" was **hand delivered** this 23rd day of November, 1993 to the following:

The Honorable Richard L. Sippel
Administrative Law Judge
Federal Communications
Commission
2000 L Street, N.W., Suite 214
Washington, D.C. 20554

James Shook, Esquire
Hearing Branch, Enforcement
Division
Mass Media Bureau
Federal Communications
Commission
2025 M Street, N.W., Suite 7212
Washington, D.C. 20036


Dinah L. Hood