

PLEDGED STOCK

[See Section 3.05(b) and (c)]

[NAME OF OBLIGOR]

<u>Issuer</u>	<u>Certificate Nos.</u>	<u>Registered Owner</u>	<u>Number of Shares</u>
WLWZ Operating Company, Inc.	1	HMW Holdings No. 2, Inc.	1,000 shares of common stock, par value \$0.01
WLWZ License Subsidiary, Inc.	1	WLWZ Operating Company, Inc.	1,000 shares of common stock, par value \$0.01
WRDU Operating Company, Inc.	1	HMW Holdings No. 2, Inc.	1,000 shares of common stock, par value \$0.01
WRDU License Subsidiary, Inc.	1	WRDU Operating Company, Inc.	1,000 shares of common stock, par value \$0.01

LIST OF LOCATIONS

[See Section 6.07]

[NAME OF OBLIGOR]

WLWZ Operating Company, Inc.
15 South Main Street
Suite 625
Greenville, SC 29601

WLWZ License Subsidiary, Inc.
15 South Main Street
Suite 625
Greenville, SC 29601

WRDU Operating Company, Inc.
4110 Wake Forest Road
Suite 300
Raleigh, NC 27609

WRDU License Subsidiary, Inc.
4110 Wake Forest Road
Suite 300
Raleigh, NC 27609

[Form of Addendum]

ADDENDUM

ADDENDUM, dated as of _____, 19____, delivered by the undersigned pursuant to Section 7.13 of the Guarantee and Security Agreement dated as of February 28, 1994 (as heretofore modified and supplemented and in effect on the date hereof, the "Guarantee and Security Agreement") between HMW Holdings No. 2, Inc., the Guarantors therein referred to and The Chase Manhattan Bank (National Association), as Agent. Terms defined in the Guarantee and Security Agreement are used herein as defined therein.

[Name of new Subsidiary], a corporation duly organized and validly existing under the laws of the State of Delaware (the "New Guarantor"), hereby agrees to become a "Guarantor", and thereby an "Obligor", under the Guarantee and Security Agreement. Without limiting the generality of the foregoing, the New Guarantor hereby agrees (i) together with the other Guarantors, that it jointly and severally guarantees the Guaranteed Obligations under the Guarantee and Security Agreement and (ii) all of its right, title and interest in Collateral constitute security for the Secured Obligations under the Guarantee and Security Agreement, in each case in the manner and to the extent provided in the Guarantee and Security Agreement. The New Guarantor hereby notifies (i) the Agent that Annex 2 to the Guarantee and Security Agreement shall be supplemented as indicated on the Attachment hereto and (ii) that the address indicated beneath its signature hereto shall constitute its "Address for Notices" for all purposes of the Guarantee and Security Agreement.

[NEW GUARANTOR]

By: _____
 Title:

Address for Notices:

Each of the undersigned hereby agrees that (i) the New Guarantor shall become an "Issuer" under the Guarantee and Security Agreement and (ii) the shares of [common/preferred] stock of the New Guarantor listed on the Attachment to this Addendum shall be and hereby are made a part of the Pledged Stock

securing the Secured Obligations, and that Annex 1 to the Guarantee and Security Agreement shall be supplemented as indicated on said Attachment.

[OBLIGOR(S)]

By: _____
Title:

Supplement to Annex 1:

<u>Issuer</u>	<u>Certificate Nos.</u>	<u>Registered Owner</u>	<u>Number of Shares</u>
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Supplement to Annex 2:

[Locations for New Guarantor]

NOV 910-118
ORIGINAL

LAW OFFICES

FISHER, WAYLAND, COOPER AND LEADER

2001 PENNSYLVANIA AVENUE, N.W.
SUITE 400

BEN S. FISHER
(1890-1954)

BEN C. FISHER
GROVER C. COOPER
MARTIN R. LEADER
RICHARD R. ZARAGOZA
CLIFFORD M. MARRINGTON
JOEL R. KASWELL
KATHRYN R. SCHMELTZER
DOUGLAS WOLOSHIN
DAVID D. OXENFORD
BARRY H. GOTTFRIED
ANN K. FORD
BRUCE D. JACOBS
ELIOT J. GREENWALD
CARROLL JOHN YUNG
JOHN JOSEPH MCVEIGH
GLENN S. RICHARDS
BARRIE D. BERMAN
BRUCE F. HOFFMEISTER
SCOTT R. FLICK
FRANCISCO R. MONTERO
GREGORY L. MASTERS*
ROBERT C. FISHER
LAUREN ANN LYNCH
JOHN M. BURGETT*
SHARON L. TASMAN*
THERESA A. SMYTH
JULIE ARTHUR GARCIA
LAUREN SCHAEFER DRAKE*
EDWARD C. GRIBOFF*

WASHINGTON, D. C. 20006-1851

TELEPHONE (202) 659-3494

TELECOPIER (202) 296-6518

WRITER'S DIRECT NUMBER

(202) 775-5665

February 16, 1994

CHARLES V. WAYLAND
(1910-1980)

OF COUNSEL
JOHN O. HEARNE

FEB 17 3 11 PM '94

RECEIVED

FEB 16 1994

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

*NOT ADMITTED IN D.C.

VIA HAND-DELIVERY:

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: WLWZ(AM), Easley, SC
FCC File No. BAL-931122GH

Dear Mr. Caton:

On February 4, 1994, we notified the Commission that the above-referenced application had been consummated. The purpose of this letter is to notify the Commission that the assignment of radio station WLWZ(AM) from Voyager Communications V, Inc. to HMW Communications, Inc. WAS NOT consummated.

Very truly yours,

Martin R. Leader
Martin R. Leader

check file

MRL/dm
3697-000.3

cc: Mark Prak, Esq.

Mar 4 10 43 AM '94

RECEIVED

FEB 18 1994

FM EXAMINERS

MM 96-112

239

FCC MAIL SECTION

FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

November 12, 1993

Nov 15 12 31 PM '93

DISPATCHED BY

IN REPLY REFER TO:
STOP CODE 180082
8910-WGB

Carl W. Davis
Voyager Communications, Inc.
3201 Glenwood Ave.
Raleigh, NC 27612

In re: WLWZ - Easley, SC
Petition to Migrate to the
Expanded Band

Dear Mr. Davis:

We have received your petition to migrate to the expanded band for Station WLWZ and we thank you for your interest. The Commission has calculated WLWZ's interference improvement factor to be zero (0.0). In footnote 50 of Report and Order, MM Docket No. 87-267, Review of the Technical Assignment Criteria for the AM Broadcast Service, 6 FCC Rcd 6273 (1991), ("R&O"), the Commission concluded that daytime-only stations that have improvement factors equal to zero will not be eligible to migrate to the expanded band. Therefore, we will not include station WLWZ in the allotment process.

Sincerely,

Signed James R. Burtle

James R. Burtle
Chief, AM Branch
Audio Services Division
Mass Media Bureau

MM 96 118
239

**FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**

IN REPLY REFER TO:
8910-MB

Voyager Communications V, Inc.
Radio Station WLWZ (AM)
3201 Glenwood Avenue #301
Raleigh, NC 27612

Ref. 8910-MB. Relet Atty 1/22/93. Temporary authority granted to operate with parameters at variance while maintaining monitor points within authorized limits while rearranging the two way and the other antennas on the AM tower structure. The station will file an application on FCC form 302 shortly. This authority expires 5/31/93.



James R. Burtle
Chief, AM Branch
Audio Services Division
Mass Media Bureau

May Bradfield
Comm. Analyst

EIC- Atlanta
ATTY- Tharrington, Smith et al

Approved by OMB
3060-0440
Expires 2/28/93

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM

FOR
FCC
USE
ONLY

~~FCC/...~~ ME
FCC/MELLON JAN 26 1993

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are requesting concurrent actions which require you to list more than one Fee Type Code, you must submit this form with a separate Fee Processing Form for each Fee Type Code. Only one Fee Processing Form may be submitted per applicant. All required blocks must be completed or application/filing will be returned to you. **01-27-93 8190331 002**

SECTION I

APPLICANT NAME (Last, first, middle initial)
Voyager Communications V, Inc.

MAILING ADDRESS (Line 1) (Maximum 35 characters - refer to Instruction (2) on reverse of form)
c/o Tharrington, Smith & Hargrove

MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)
Post Office Box 1151

CITY
Raleigh

STATE OR COUNTRY (if foreign address) N.C.	ZIP CODE 27602	CALL SIGN WLWZ (AM)	OTHER FCC IDENTIFIER
---	-------------------	------------------------	----------------------

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A) FEE TYPE CODE	(B) FEE MULTIPLE (if required)	(C) FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
(1) M G R	1	\$ 100.00	

SECTION II — To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A) FEE TYPE CODE	(B) FEE MULTIPLE (if required)	(C) FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY
2) [] [] []	[] [] [] []	\$ [] [] [] []	AN EX... JAN 23 3 03 PM '93
(3) [] [] []	[] [] [] []	\$ [] [] [] []	
(4) [] [] []	[] [] [] []	\$ [] [] [] []	
(5) [] [] []	[] [] [] []	\$ [] [] [] []	
ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.			
<p>—————→</p>			<p>TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING</p> <p>\$ 100.00</p>

INSTRUCTIONS FOR COMPLETING FEE PROCESSING FORM, FCC FORM 155, August 1991

- (1) **"Applicant Name"** - Enter the name (last, first, middle initial) of the applicant as it appears on the original application or filing being submitted with this Fee Processing Form. If company, enter name which is used commercially.
- (2) **"Mailing Address (Line 1)"** - Enter the street address or post office box number to which the applicant wishes correspondence sent.
- (3) **"Mailing Address (Line 2)"** - This line may be used for further identification of the address if additional space is required.
- (4) **"City"** - Enter the name of the city associated with the given street address.
- (5) **"State or Country"** - Enter the appropriate two-digit state abbreviation as prescribed by the U.S. Postal Service. If address is foreign, enter the appropriate country name here.
- (6) **"ZIP Code"** - Enter the appropriate five or nine-digit ZIP Code prescribed by the U.S. Postal Service.
- (7) **"Call Sign or Other FCC Identifier"** - Enter the applicable call or unique FCC identifier, if any, as shown on your attached application or filing. If applying for a service affecting more than one call sign, enter one call sign only.
- (8) **Column (A), "Fee Type Code"** - Enter correct Fee Type Code(s) from the appropriate Fee Filing Guide. Only one Fee Processing Form may be submitted per application or filing. Inaccurate or erroneous Fee Type Codes may result in your application or filing being returned to you without further processing.
- (9) **Column (B), "Fee Multiple"** - Certain applications and filings may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. This column is used only if a multiple, i.e., two or more, is being applied for. Examples of when this would be used are renewing more than one call sign, frequency, station, or the transfer of control of more than one station. Refer to the appropriate Fee Filing Guide for additional information.
- (10) **Column (C), "Fee Due for Fee Type Code in Column (A)"** - Enter in this block the amount of the fee associated with the Fee Type Code shown in Column (A) (times (X) the fee multiple, if required).
- (11) **"Total Amount Remitted With This Application or Filing"** - Enter the total of lines (1) through (5) of Column (C). This amount should equal the amount of your check or money order. We will not accept multiple checks.

HOW TO SUBMIT APPLICATIONS AND FILINGS

- o Each application or filing should be assembled with the Fee Processing Form, FCC Form 155, stapled to the top of the application with the check placed on top of the Fee Processing Form. **DO NOT STAPLE THE CHECK TO THE APPLICATION OR FEE PROCESSING FORM, FCC FORM 155.** Required copies of applications should be clearly identified as "duplicate copy" and placed behind the original package. **"Stamp and receipt copies should be placed on top of the original package and CLEARLY identified as return copies.** Extraneous material and extra copies should be avoided at all times. Failure to follow these instructions will delay the processing of your submission.
- o Completed applications or filings should be mailed to the proper address shown in the Fee Filing Guide for the particular service for which you are applying or making a filing. **All applications and filings must be properly addressed to the appropriate P.O. box number, even if hand delivered to the address listed below.** Applications received before midnight on a normal business day will receive that day's date as the receipt date. Deliveries made after midnight on Fridays will not be "officially" received until the next Monday. Applications received on weekends and government holidays are dated the next regular business day.
- o A single check, bank draft or money order made payable to the Federal Communications Commission and denominated in U.S. dollars and drawn upon a U.S. financial institution must be included with each application or filing requiring a fee. No postdated, altered or third-party checks will be accepted. Do not send cash.
- o Parties hand delivering applications or filings may receive dated receipt copies by presenting copies of the applications or filings to the acceptance clerk at the time of delivery. **Receipts will be provided for mail-in applications or filings if an extra copy of the application or filing is provided along with a self-addressed stamped envelope. Only one piece of paper per application or filing will be stamped for receipt purposes.**

REMEMBER

- o A separate completed Fee Processing Form is required with each application or filing except in certain circumstances. Please refer to the appropriate Fee Filing Guide for additional information.
- o A wrong Fee Type Code or incorrect remittance may result in your application or filing being returned without processing, or result in the dismissal of your application or filing. Please ensure that FEE TYPE CODES are correct and that your check or money order equals the amount shown in the TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING block before submitting your application or filing.
- o If you have any questions completing this form, please call the Fees Hotline, 202/632-FEES.

FCC NOTICE FOR INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

Part 1, Subpart G of the Commission's rules authorize the FCC to request the information on this form. The information requested is required in order to obtain a license or authorization from the Commission. The purpose of the information is to provide a means to link a fee payment to a specific invoice, application or filing. The information will be used by the Commission to maintain data concerning fees paid to the Commission, for internal financial control, audit, and reporting purposes. Information requested on this form will be available to the public. Your response is required to obtain a license or other authorization from the Commission.

Public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0440), Washington, DC 20503.

THIS ADDRESS IS FOR HAND CARRY OR COURIER DELIVERY ONLY:

Federal Communications Commission
c/o Mellon Bank
Three Mellon Bank Center
525 William Penn Way
27th Floor, Room 153-2713
Pittsburgh, Pennsylvania 15259-0001
(Attention: Wholesale Lockbox Shift Supervisor)

THARRINGTON, SMITH & HARGROVE
ATTORNEYS AT LAW
RALEIGH, NORTH CAROLINA

RT
JAN 20 3 55 PM '93
RALEIGH OFFICE
209 FAYETTEVILLE STREET MALL
P. O. BOX 1151
RALEIGH, N. C. 27602
TELEPHONE
(919) 821-4711
TELECOPIER
(919) 829-1583
WASHINGTON OFFICE
2000 L STREET, N. W., SUITE 200
WASHINGTON, D. C. 20036
TELEPHONE
(202) 452-9271

CARLISLE W. HIGGINS
(1887-1980)

J. HAROLD THARRINGTON
WADE M. SMITH
ROGER W. SMITH
WADE H. HARGROVE
GEORGE T. ROGISTER, JR.
CARLYN G. POOLE
JOHN R. EDWARDS
MARK J. PRAK
DOUGLAS E. KINGSBERRY
RANDALL M. RODEN
MICHAEL CROWELL
KIM CHURCH
ANN L. MAJESTIC
WILLIAM A. DAVIS, II

ALLISON BROWN SCHAFFER
C. MARK HOLT
MELISSA H. HILL
NANCY FOUNTAIN BLACK
DOUGLAS A. RULEY
DANIEL W. CLARK
JONATHAN A. BLUMBERG
DEBRA R. NICKELS
ALEXIS C. PEARCE
ED TURLINGTON
ROD MALONE
MARCUS W. TRATHEN
E. HARDY LEWIS
JAYE POWELL MEYER

January 22, 1993

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W.
Stop Code - 1170
Washington, D.C. 20554

Re: WLWZ(AM), Easley, South Carolina

Dear Ms. Searcy:

This is to request from the Commission, on behalf of Voyager Communications V, Inc., licensee of WLWZ(AM), Easley, South Carolina, authority to operate with parameters at variance.

The station's need to operate with parameters at variance is necessitated by the rearranging of some two-way and other antennas on the AM tower structure. The station will file an application on FCC Form 302 shortly.

Enclosed is an FCC Form 155 and a check in the amount of \$100.00 to cover the filing fee.

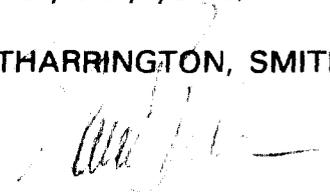
THARRINGTON, SMITH & HARGROVE

Ms. Donna R. Searcy
January 12, 1993
Page 2.

In the meantime, should any questions arise regarding this request, it is respectfully requested that you communicate with this office.

Very truly yours,

THARRINGTON, SMITH & HARGROVE



Mark J. Prak
Counsel to
Voyager Communications V, Inc.

MJP/mt

Enclosures

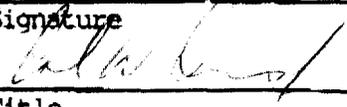
ANTI-DRUG ABUSE ACT CERTIFICATION

By checking yes,

The applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a, or, in the case of a non-individual applicant (e.g. corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b).

Yes

No

Name of Applicant	Signature
Voyager Communications V, Inc.	
Date	Title
1/22/93	Vice President of Engineering

FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

IN REPLY REFER TO:

AM BRANCH

FEB 11 1993

February 8, 1993

*2 entered
12/18/92
9 18*

Voyager Communications V, Inc.
3201 Glenwood Avenue, #301
Raleigh, North Carolina 27612

Re: WLWZ(FM) and WELP(AM)
Easley, SC (PN-198)

Dear Licensee:

This is in reference to your request for a new or modified call sign assignment filed on December 11, 1992. Review of the Commission's records indicated that the requested call sign is available for assignment. In view thereof, the call letters of FM broadcast station WLWZ(FM) and AM broadcast station WELP(AM) located in Easley, SC are hereby changed to WLWZ-FM and WLWZ, respectively, effective December 20, 1992. This letter is considered part of our station license or construction permit pending issuance of an authorization incorporating the new call sign.

Sincerely,

Alma L. Hughes
Alma L. Hughes
Chief, Call Sign Desk
Video Services Division
Mass Media Bureau

cc: Mark J. Prak, Esq.
FOB: Atlanta, GA
Emergency Broadcasting System, Rm 720
Records Section (2) , Rm 363
Data Management Staff , Rm 356
Ownership , Rm 234
Enforcement Division , Rm 8210
EEO Branch , Rm 7218
AM Branch *FM* , Rm 3447
Cable TV Branch , Rm 244
Call Sign Desk , Rm 701

Approved by OMB
3060-0440
Expires 2/28/93

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM

FOR
FCC
USE
ONLY

12-11-92 8165137 001

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I

APPLICANT NAME (Last, first, middle initial)

Voyager Communications V, Inc.

MAILING ADDRESS (Line 1) (Maximum 35 characters - refer to Instruction (2) on reverse of form)

c/o Tharrington, Smith & Hargrove

MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)

P. O. Box 1151

CITY

Raleigh

STATE OR COUNTRY (if foreign address)

N.C.

ZIP CODE

27602

CALL SIGN

WELP (AM)

OTHER FCC IDENTIFIER

AM BRANCH

FEB 11 1993

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A)	(B)	(C)	FOR FCC USE ONLY
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
(1) M B R		\$ 55.00	

SECTION II

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(A)	(B)	(C)	FOR FCC USE ONLY
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
(2)		\$	
(3)		\$	
(4)		\$	
(5)		\$	
ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.			FOR FCC USE ONLY
TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING			05
\$ 55.00			

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o A single check, bank draft or money order made payable to the Federal Communications Commission and denominated in U.S. dollars and drawn upon a U.S. financial institution must be included with each application or filing requiring a fee. No postdated, altered or third-party checks will be accepted. Do not send cash.

o Parties hand delivering applications or filings may receive dated receipt copies by presenting copies of the applications or filings to the acceptance clerk at the time of delivery. **Receipts will be provided for mail-in applications or filings if an extra copy of the application or filing is provided along with a self-addressed stamped envelope. Only one piece of paper per application or filing will be stamped for receipt purposes.**

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o If you have any questions completing this form, please call the Fees Hotline, 202/632-FEES.

FCC NOTICE FOR INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

Part 1, Subpart G of the Commission's rules authorize the FCC to request the information on this form. The information requested is required in order to obtain a license or authorization from the Commission. The purpose of the information is to provide a means to link a fee payment to a specific invoice, application or filing. The information will be used by the Commission to maintain data concerning fees paid to the Commission, for internal financial control, audit, and reporting purposes. Information requested on this form will be available to the public. Your response is required to obtain a license or other authorization from the Commission.

Public reporting burden for this collection of information is estimated to average 10 minutes per response, including the time for reviewing instructions, searching data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Federal Communications Commission, Office of Managing Director, Washington, DC 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0440), Washington, DC 20503.

THIS ADDRESS IS FOR HAND CARRY OR COURIER DELIVERY ONLY:

Federal Communications Commission
c/o Mellon Bank
Three Mellon Bank Center
525 William Penn Way
27th Floor, Room 153-2713
Pittsburgh, Pennsylvania 15259-0001
(Attention: Wholesale Lockbox Shift Supervisor)

THARRINGTON, SMITH & HARGROVE
ATTORNEYS AT LAW
RALEIGH, NORTH CAROLINA

CARLISLE W. HIGGINS
(1887-1980)

J. HAROLD THARRINGTON
WADE M. SMITH
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ALEXIS C. PEARCE
ED TURLINGTON
ROD MALONE
MARCUS W. TRATHEN
E. HARDY LEWIS
JAYE POWELL MEYER

AM BRANCH
FEB 11 1993

RALEIGH OFFICE
209 FAYETTEVILLE STREET MALL
P. O. BOX 1151
RALEIGH, N. C. 27602

TELEPHONE
(919) 821-4711
TELECOPIER
(919) 829-1583

WASHINGTON OFFICE
2000 L STREET, N. W., SUITE 200
WASHINGTON, D. C. 20036

TELEPHONE
(202) 452-9271

December 9, 1992

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W.
Stop Code - 1170
Washington, D.C. 20554

Dear Ms. Searcy:

On behalf of Voyager Communications V, Inc., licensee of Radio Stations WELP(AM) and WLWZ-FM, Easley, South Carolina, it is respectfully requested, pursuant to Section 73.3550 of the Rules, that the call sign of Radio Station WELP(AM) be changed to WLWZ(AM).

WLWZ (FM) → WLWZ-FM
WELP (AM) → WLWZ off: 12/20/92
verbally

This change should be made effective December 20, 1992.

Enclosed is an FCC Form 155 and a check in the amount of \$55.00 to cover the requisite filing fee.

Notification of the grant of this request should be made to:

Mark J. Prak
Counsel to
Voyager Communications V, Inc.
Post Office 1151
Raleigh, North Carolina 27602
Telephone: (919) 821-4711

3201 Glenwood Ave., #301
Raleigh, NC 27612

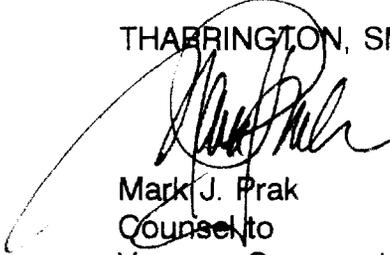
THARRINGTON, SMITH & HARGROVE

Ms. Donna R. Searcy
December 9, 1992
Page 2.

If any questions should arise during the course of your consideration of this matter, it is respectfully requested that you communicate with this office.

Very truly yours,

THARRINGTON, SMITH & HARGROVE



Mark J. Prak
Counsel to
Voyager Communications V, Inc.

MJP/mt

Enclosures

cc: Alma Hughes, FCC Call Sign Desk, Rm. 701

AM BRANCH

FEB 11 1993

ANTI-DRUG ABUSE ACT CERTIFICATION

By checking yes, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a, or, in the case of a non-individual applicant (e.g. corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. § 1.2002(b).

Yes

No

Name of Applicant	Signature
Voyager Communications V. Inc.	<i>[Handwritten Signature]</i>
Date	Title
12/8/92	Vice President of Engineering

DEC 11 1992

Approved by OMB
3060-0440
Expires 12/31/90

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM

FOR
FCC
USE
ONLY

FCC/MELLON SEP 19 1990

09-20-90 8165175 002

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I		AM BRANCH
APPLICANT NAME (Last, first, middle initial)		
Voyager Communications III, Inc.		FEB 11 1990
MAILING ADDRESS (Line 1) (Maximum 35 characters - refer to instruction (2) on reverse of form)		
c/o Tharrington, Smith & Hargrove		REC'D MASS MEDIA BUR
MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)		
P. O. Box 1151		SEP 24 1990
CITY		
Raleigh		CALL SIGN DESK
STATE OR COUNTRY (if foreign address)	ZIP CODE	CALL SIGN OR OTHER FCC IDENTIFIER (if applicable)
North Carolina	27602	WKDY (AM)

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A) FEE TYPE CODE	(B) FEE MULTIPLE (if required)	(C) FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY										
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M	B	R											
\$ 55.00													

SECTION II — To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A) FEE TYPE CODE	(B) FEE MULTIPLE (if required)	(C) FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	FOR FCC USE ONLY										
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ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.			<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING</td> </tr> <tr> <td>\$ 55.00</td> </tr> </table>	TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING	\$ 55.00	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>FOR FCC USE ONLY</td> </tr> <tr> <td>55.00</td> </tr> </table>	FOR FCC USE ONLY	55.00					
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\$ 55.00													
FOR FCC USE ONLY													
55.00													

INSTRUCTIONS FOR COMPLETING FEE PROCESSING FORM, FCC FORM 155, May 1990

- (1) "Applicant Name" - Enter the name (last, first, middle initial) of the applicant as it appears on the original application or filing being submitted on the Fee Processing Form. If company, enter name which is used commercially.
- (2) "Mailing Address (Line 1)" - Enter the street address or post office box number to which the applicant wishes correspondence sent.
- (3) "Mailing Address (Line 2)" - This line may be used for further identification of the address if additional space is required.
- (4) "City" - Enter the name of the city associated with the given street address.
- (5) "State or Country" - Enter the appropriate two-digit state abbreviation as prescribed by the U.S. Postal Service. If address is foreign, enter the appropriate country name here.
- (6) "ZIP Code" - Enter the appropriate five or nine-digit ZIP code prescribed by the U.S. Postal Service.
- (7) "Call Sign or Other FCC Identifier" - Enter an applicable call sign or unique FCC identifier, if any, as shown on your attached application or filing. If applying for a service affecting more than one call sign, enter one call sign only.
- (8) Column (A), "Fee Type Code" - Enter correct Fee Type Code(s) from the appropriate Fee Filing Guide. Only one Fee Processing Form may be submitted per application or filing. Inaccurate or erroneous Fee Type Codes may result in your application or filing being returned to you without further processing.
- (9) Column (B), "Fee Multiple" - Certain applications and filings may request action with respect to more than one station, license, frequency, or party and can be submitted together with one check if they meet specific conditions. This column is used only if a multiple, i.e., two or more, is being applied for. Examples of when this should be used are renewing more than one call sign, frequency, station, or the transfer of control of more than one station. Refer to the appropriate Fee Filing Guide for additional information.
- (10) Column (C), "Fee Due For Fee Type Code in Column (A)" - Enter in this block the amount of the fee associated with the Fee Type Code shown in Column (A) (times (x) the fee multiple, if required).
- (11) "Total Amount Remitted With This Application or Filing" - Enter the total of lines (1) through (5) of Column (C). This amount should equal the amount of your check or money order. We will not accept multiple checks.

HOW TO SUBMIT APPLICATIONS AND FILINGS

o Each application or filing should be assembled with the Fee Processing Form stapled to the top of the application with the check placed on top of the Fee Processing Form. DO NOT STAPLE THE CHECK TO THE APPLICATION OR FEE PROCESSING FORM. Required copies of applications should be clearly identified as "duplicate copy" and placed behind the original package. A copy of an application or filing submitted for receipt purposes only should be placed at the bottom of the submission. Extraneous material and extra copies should be avoided at all times. Failure to abide by these instructions will delay the processing of your submission.

o Completed applications or filings should be mailed to the proper address shown in the Fee Filing Guide for the particular service for which you are applying or making a filing. Applications and filings which are properly addressed to the appropriate P.O. box number may also be hand delivered to the following address. Applications received before midnight on a normal business day will receive that day's date as the receipt date. Deliveries made after midnight on Fridays will not be "officially" receipted until the next Monday. Applications received on weekends and government holidays are dated the next regular business day.

Federal Communications Commission
c/o Mellon Bank
Three Mellon Bank Center
525 William Penn Way
27th Floor, Rm. 153-2713
Pittsburgh, Pennsylvania
(Attention: Wholesale Lockbox Shift Supervisor)

o A single check, bank draft or money order made payable to the Federal Communications Commission and denominated in U.S. dollars and drawn upon a U.S. financial institution must be included with each application or filing requiring a fee. No postdated, altered or third-party checks will be accepted. Do not send cash.

o Parties hand delivering applications or filings may receive dated receipt copies by presenting copies of the applications or filings to the acceptance clerk at the time of delivery. Receipts will be provided for mail-in applications or filings if an extra copy of the application or filing is provided along with a self-addressed stamped envelope. Only one piece of paper per application or filing will be stamped for receipt purposes.

REMEMBER

o A separate completed Fee Processing Form is required with each application or filing except in certain circumstances. Please refer to the appropriate Fee Filing Guide for additional information.

o A wrong Fee Type Code or incorrect remittance may result in your application or filing being returned without processing, or result in the dismissal of your application or filing. Please ensure that FEE TYPE CODES are correct and that your check or money order equals the amount shown in the TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING block before submitting your application or filing.

o If you have any questions completing this form, please call the Fees Hotline, 202/632-FEES.

FCC NOTICE FOR INDIVIDUALS REQUIRED BY THE PRIVACY ACT AND THE PAPERWORK REDUCTION ACT

Part 1, Subpart G of the Commission's rules authorize the FCC to request the information on this form. The information requested is required in order to obtain a license or authorization from the Commission. The purpose of the information is to provide a means to link a fee payment to a specific invoice, application or filing. The information will be used by the Commission to maintain data concerning fees paid to the Commission for internal financial control, audit, and reporting purposes. Information requested on this form will be available to the public. Your response is required to obtain a license or other authorization from the Commission.

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FCC Form 155 - Instructions

May 1990

THARRINGTON, SMITH & HARGROVE
ATTORNEYS AT LAW
RALEIGH, NORTH CAROLINA

CARLISLE W. HIGGINS
(1887-1980)

J. HAROLD THARRINGTON
WADE M. SMITH
ROGER W. SMITH
WADE H. HARGROVE
GEORGE T. REGISTER, JR.
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RICHARD A. SCHWARTZ
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ELIZABETH F. KUNIHOLM
RANDALL M. RODEN
MICHAEL CROWELL
KIM CHURCH
ANN L. MAJESTIC

BURTON CRAIGE
J. DAVID FARREN
ALLISON BROWN SCHAFER
C. MARK HOLT
MELISSA H. HILL
NANCY DAIL FOUNTAIN
DOUGLAS A. RULEY
DANIEL W. CLARK
JONATHAN A. BLUMBERG
DEBRA R. NICKELS
ALEXIS C. PEARCE
HAROLD H. MARTIN
ED TURLINGTON
JAMES C. THORNTON
ROD MALONE

OF COUNSEL
WILLIAM A. DAVIS, II

AM BRANCH
FEB 11 1990

RALEIGH OFFICE
FAYETTEVILLE STREET MALL
P. O. BOX 1151
RALEIGH, N. C. 27602

TELEPHONE
(919) 821-4711
TELECOPIER
(919) 829-1583

WASHINGTON OFFICE
2000 L STREET, N.W., SUITE 200
WASHINGTON, D. C. 20036

TELEPHONE
(202) 452-9271

PN 144
requesting call letters

September 18, 1990 REC'D MASS MEDIA BUR

SEP 24 1990

Ms. Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

CALL SIGN DESK

Dear Ms. Searcy:

12/17/92
Dismissed per Attorney (Prak)
WELP (AM) → WLWZ instead.

On behalf of Voyager Communications, III, Inc., proposed assignee of Radio Station WKDY(AM), Spartanburg, South Carolina, and licensee of Radio Station WLWZ-FM, Greenville, South Carolina, it is respectfully requested that the call sign of Radio Station WKDY(AM) be changed to WLWZ-AM.

The change should be made effective with the closing of the grant of the assignment of license application assigning the station to Voyager Communications, III, Inc. from Charles P. Edwards, Esquire, substitute receiver, (File No. BAL-900821EA).

Radio Station WKDY(AM) is currently off-the-air and the proposed assignee desires, upon grant of the application and closing of the transaction, to get that station back on the air as soon as possible with the new call letters. Pursuant to Section 73.3550(i) of the Rules, Voyager Communications III, Inc. is entitled to request this call sign change because it is the licensee of Radio Station WLWZ-FM, Greenville, South Carolina.

BALH-881108 HE 8/1-6-89 cons. 1-26-89
WLWZ (FM) → WLWZ-FM Easley, SC

*~~WKDY~~ (AM) → WLWZ SPARTANBURG, SC

BAL-900821EA ~~off to 9/10-4-9~~
Voyager Communications, III, Inc.
6/4/91 - not cons.

THARRINGTON, SMITH & HARGROVE

Ms. Donna R. Searcy
September 18, 1990
Page 2.

Enclosed herewith is an FCC Form 155 and a check in the amount of \$55.00 to cover the requisite filing fee.

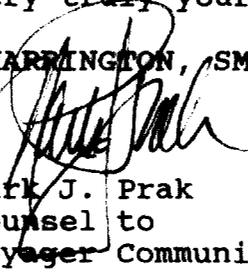
Notification of the grant of this request should be made to:

Mark J. Prak
Counsel to
Voyager Communications, III, Inc.
Post Office Box 1151
Raleigh, North Carolina 27602
Telephone: (919) 821-4711

If any questions should arise during the course of your consideration of this matter, it is respectfully requested that you communicate with this office.

Very truly yours,

THARRINGTON, SMITH & HARGROVE


Mark J. Prak
Counsel to
Voyager Communications III, Inc.

MJP/mt

Enclosures

44-96-118

40

FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

entered
BAPS
2-18-93

IN REPLY REFER TO:

February 8, 1993

AM BRANCH
FEB 11 1993

Voyager Communications V, Inc.
3201 Glenwood Avenue, #301
Raleigh, North Carolina 27612

Re: WLWZ(FM) and WELP(AM)
Easley, SC (PN-198)

Dear Licensee:

This is in reference to your request for a new or modified call sign assignment filed on December 11, 1992. Review of the Commission's records indicated that the requested call sign is available for assignment. In view thereof, the call letters of FM broadcast station WLWZ(FM) and AM broadcast station WELP(AM) located in Easley, SC are hereby changed to WLWZ-FM and WLWZ, respectively, effective December 20, 1992. This letter is considered part of our station license or construction permit pending issuance of an authorization incorporating the new callsign.

Sincerely,

Alma L. Hughes
Chief, Call Sign Desk
Video Services Division
Mass Media Bureau

- cc: Mark J. Prak, Esq.
- FOB: Atlanta, GA
- Emergency Broadcasting System, Rm 720
- Records Section (2) , Rm 363
- Data Management Staff , Rm 356
- Ownership , Rm 234
- Enforcement Division , Rm 8210
- EEO Branch , Rm 7218
- AM Branch FM BRANCH , Rm 344 345
- Cable TV Branch , Rm 244
- Call Sign Desk , Rm 701

Approved by OMB
3060-0440
Expires 2/28/93

FEDERAL COMMUNICATIONS COMMISSION
FEE PROCESSING FORM

FOR
FCC
USE
ONLY

12-11-92 8165337 001

Please read instructions on back of this form before completing it. Section I MUST be completed. If you are applying for concurrent actions which require you to list more than one Fee Type Code, you must also complete Section II. This form must accompany all payments. Only one Fee Processing Form may be submitted per application or filing. Please type or print legibly. All required blocks must be completed or application/filing will be returned without action.

SECTION I

APPLICANT NAME (Last, first, middle initial)
Voyager Communications V, Inc.

MAILING ADDRESS (Line 1) (Maximum 35 characters - refer to Instruction (2) on reverse of form)
c/o Tharrington, Smith & Hargrove

MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)
P. O. Box 1151

CITY
Raleigh

STATE OR COUNTRY (if foreign address) | ZIP CODE | CALL SIGN | OTHER FCC IDENTIFIER
N.C. | 27602 | WRLP (AM) |

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in FCC Fee Filing Guides. Enter in Column (B) the Fee Multiple, if applicable. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number entered in Column (B), if any.

(A)	(B)	(C)	FOR FCC USE ONLY
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
(1) M B R		\$ 55.00	

DEC 15 1992
AM BRANCH
FEB 11 1993

SECTION II — To be used only when you are requesting concurrent actions which result in a requirement to list more than one Fee Type Code.

(A)	(B)	(C)	FOR FCC USE ONLY
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
(2)		\$	
(3)		\$	
(4)		\$	
(5)		\$	

ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (5), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.

TOTAL AMOUNT REMITTED WITH THIS APPLICATION OR FILING	FOR FCC USE ONLY
\$ 55.00	55.00