



000001

WHCT-TV18

MINORITY PROGRAMMING

8/87 - 4/88

BLACK PROGRAMMING

<u>DATE/TIME</u>	<u>NAME OF PROGRAM</u>	<u>DESCRIPTION</u>
9/12/87 2:30PM	"ESSENCE"	
9/20-10/18 11:30AM		
10/25-1/3/88 11:00AM		
1/9-4/30 11:00AM		
<hr/>		
7/12-8/30 11:30PM	"EBONY/JET SHOWCASE"	
9/6 12:00N		
9/13 11:30AM		
9/27-10/18 11:00AM		
11/1 11:30AM		
11/14-11/21 11:00AM		
11/29 11:30AM		
12/5-4/30/88 11:00AM		
<hr/>		
9/12-4/30/88 3:00PM	"SOUL TRAIN"	
<hr/>		

HISPANIC PROGRAMMING

DATE/TIME

NAME OF PROGRAM

DESCRIPTION

7/25-8/29 6:30AM

"QUE PASA, U.S.A.?"

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BLACK SPECIALS

<u>DATE/TIME</u>		<u>NAME OF PROGRAM</u>	<u>DESCRIPTION</u>
1/12/88	10:00PM	"KING: THE MAKING OF A HOLIDAY"	A celebration of Martin Luther King, Jr.'s birthday with Stevie Wonder, Marla Gibbs, LeVar Burton, and many of America's leaders paying tribute to Martin Luther King, Jr. with music and clips of historical moments in King's life. (60 min.)
1/17/88	8:00PM	"KING, PART I"	
1/18/88	8:00PM	"KING, PART II"	
1/26/88	11:00PM	"TRIBUTE TO EDDIE ROBINSON"	Robert Hooks talks with football greats and others who were influenced by the winningest coach in America, Eddie Robinson, the legendary coach of Grambling University. (60 min.)
2/1/88	8:00PM	"THE STORY OF A PEOPLE"	A "60 MINUTES" type presentation revealing much neglected perspectives held by Black Americans on "WHO IS THIS BLACK MAN ANYHOW?" (Part I) and "THE GOSPEL ACCORDING TO..." (Part II). (2 hours)

BLACK SPECIALS (cont.)

3/30/88	8:00PM	"THE 2ND ANNUAL SOUL TRAIN MUSIC AWARDS"	Dionne Warwick and Luther Vandross host the event from the Universal Amphitheatre in Los Angeles. Guests include Stevie Wonder, Gladys Knight & The Pips, Patti LaBelle, LL Cool J, Smokey Robinson. (Live and repeat)
4/10	9:00PM		
<hr/>			
4/18/88	8:00PM	"LOU RAWLS PRESENTS BLACK GOLD HITS"	A variety special presenting the greatest black music of yesterday and today. Performers include the Temptations, Natalie Cole, Stephanie Mills, The Whispers, Earth, Wind, & Fire. (2 hours)
<hr/>			

HISPANIC SPECIALS

<u>DATE/TIME</u>		<u>NAME OF PROGRAM</u>	<u>DESCRIPTION</u>
8/30	9:00PM	"THE 17TH ANNUAL GOLDEN EAGLE AWARDS"	Ricardo Montalban hosts this special recognizing the outstanding achievements and contributions of Hispanics to the entertainment industry.
12/23	6:30AM	"CHRISTMAS IS..."	Animated children's Christmas special narrated in Spanish. (30 min.)
12/24	6:30AM	"THE CITY THAT FORGOT ABOUT CHRISTMAS"	Animated children's Christmas special narrated in Spanish. (30 min.)



### CHILDREN'S PROGRAMMING

"Romper Room" - Educational  
 "Polka Dot Door" - Educational  
 "Professor Kitzel" - Educational  
 "Dr. Doolittle"  
 "Hardy Boys"  
 "Top Cat"  
 "Fun World Of Hanna Barbera"  
 "Josie And The Pussycats"  
 "Lancelot Link"  
 "Rocky & Friends"  
 "Tennessee Tuxedo"

### CHILDREN'S ANIMATED MOVIES

"Flame Over India"  
 "Hans Christian Anderson"  
 "Gregory's Girl"  
 "Aladdin And His Wonderful Lamp"  
 "The Golden Seal"  
 "Wonder Man"  
 "Treasure Train"  
 "Thief Of Bagdad"  
 "Slip Slide Adventures"  
 "Island Of Adventure"  
 "Crossbar"  
 "The Glacier Fox"  
 "The Adventures Of Curly And His Gang"  
 "Swan Lake"  
 "Tarka The Otter"  
 "Elephant Boy"

Since WHCT-TV18 signed on September 30, 1985, we have made a commitment to children's programming far different to commitments made by typical independent television stations airing such programs as "G.I. Joe", "He-Man", "Transformers", "Gobots", "Voltron", etc. The management at WHCT-TV18 has taken a stand to air educational programs for children and more "wholesome cartoons". We have been in touch with Action for Children's Television (ACT) on many occasions for guidance in this effort. The only bona fide syndicated program that we have purchased has been "Brady Bunch", a perfect example of a typical American family and the problems and joys of raising six children.



-2-

We have made a commitment to air "Kidsworld", effective 10/6/86, which not only portrays children in a very positive light as scholars, but teaches them responsibility and discipline. WHCT-TV18's purchase of "The Children's Cinema Classics", which are scheduled during family viewing hours on Sunday, brings to parents the opportunity not only to let their children watch educational television, but also to watch television with their kids as a family. Every program has an important message.

"Zoobilee Zoo" with Ben Vereen is another example of our commitment to enhance the quality of children's programming to our viewers, every day leaving our youngsters with an important message not only through words but also through music.

#### MINORITY PROGRAMS

°"Julia" - the story of a single black mother and her son experiencing the hardships of growing up .

°"Soul Train" - A weekly music program focusing on the latest from the "Soul" charts.

°"Essence, The Television Program" - a weekly half-hour magazine-format program with hosts Susan Taylor and Jose Luciano featuring interviews with major Black celebrities.

°"Carrascolendas" -A program aimed toward Hispanic children to affirm their cultural values. This all takes place in the magical town called "Carrascolendas".

°"Sonrisas" - A program for all ages. The show deals with everyday problems experienced by children and adolescents of various hispanic cultures.

°"Villa Alegre" -Uses a magazine format that blends live characters, film and animation to present a wide-ranging and challenging curriculum to youngsters of all social backgrounds.

°"Que Pasa, U.S.A." -A program about a three-generation Cuban-American family trying to bridge the generation gap.

°Reverend Price Religious Service - A weekly service broadcast on Sunday morning.



-3-

Not only has WHCT-TV18 made a commitment to minority programming airing the only regularly scheduled bilingual programs in the state of Connecticut, but during the month of January 1986 WHCT-TV18 aired a six-part special entitled "Martin Luther King". WHCT-TV18 has also aired such specials as:

- °"Best Of The Superfest" - A kick-off of a series of concerts benefiting the United Negro College Fund. Hosted by Lou Rawls.
- °"Essence: Television Superstars"
- °"Essence: Music's Black Superstars"

During the month of February 1986, as a celebration of "Black History Month", WHCT-TV18 undertook a project to feature famous black artists and aired 60-second spots for the entire month, as a tribute to these fine leaders. As a tribute to black entertainers, for the entire month of February WHCT-TV18 aired movies featuring such stars as Harry Belafonte, Ruby Kieler, Ozzie Davis, Flip Wilson, Sammy Davis, Jr., Sidney Poitier, Lena Horne, James Brown, Cab Calloway, Ben Vereen, Julius Erving, Meadowlark Lemon. Not only does WHCT-TV18 have a strong commitment to minority programming now and for years to come, but it also includes a commitment to the airing of Public Service Announcements in Spanish as well. WHCT-TV18 is the only television in the state of Connecticut that has made a significant contribution to the Hispanic community.

#### LOCALLY PRODUCED

In the short year that WHCT-TV18 has been on the air, we have made great progress in the production of locally produced programs such as:

°The Hartford Whalers - The only professional sports franchise in the state of Connecticut. Twenty-four games produced by WHCT-TV18 for the 1986-1987 season.

°University of Hartford Hawks - Eleven basketball games being produced by WHCT-TV18 for the 1986-1987 season.

°Pepsi Duckpin Challenge - A weekly hour of exciting bowling action sponsored by the Connecticut Bowlers Association.

°One Goal Away - a half-hour special featuring the Hartford Whalers.

WHCT-TV18 airs more local sports than any other television station in the state of Connecticut.

Not only does WHCT-TV18 produce local sports, but also, in conjunction with the Archdiocese of Hartford, produces a live mass, every day, Monday through Friday 9:00AM-9:30AM for our own television studios. I believe that this is the only mass being aired "live" in the country.



**MISCELLANEOUS PROGRAMS**

Not only has WHCT-TV18 made a commitment to children's programming, minority programs, and local programs, and local programming, but in order to keep our viewing audience informed on the latest news around the world during the past year, we have acquired the rights to such programs as:

- °Independent Network News - daily news service
- °CNN Headline News - 24-hour news service
- °AGDAY - daily agricultural news service
- °Ask Washington - a daily call-in dialogue between today's leaders and TV viewers nationwide, covering topics ranging from money matters and medical care to the latest in business and political trends.
- °Wall Street Journal Report - A weekly half-hour program featuring reports on people, technology, financial matters, and a look at changing America.

## Spanish Programming

Sunday

11/3/85 7:00-7:30A Carrascolendas  
 7:30-8:00A Sonrisas  
 12:30-1:00P Que Pasa, U.S.A.?

3/2/86 Sunday

7:30A-8:00 Sonrisas - TAKEN OFF SCHEDULE

3/17/86

M-W-F 7:00-7:30A Carrascolendas  
 T-TH 7:00-7:30A Sonrisas

(still airing Carrascolendas & QUE PASA on Sunday)

Saturday 5/3/86

8:30AM-9:00AM QUE PASA, U.S.A.  
 (still running Sunday also)

Saturday 6/28

8:30A-9:00A "Que Pasa" Taken off Saturday schedule

8/4/86

M-W-F	7:00A-7:30A	Carascolendas
T-Th	7:00A-7:30A	<u>Villa Alegre</u>

8/10/86 Sunday

Que Pasa taken off schedule

8/24/86 Sunday7:00A-7:30AM "Que Pasa, U.S.A." on schedule  
(replacing "Carascolendas")effective 9/29/86M-F <sup>7:00AM</sup> Spanish Programming deleted from  
Schedule

M-F 8:30A-9:00AM "QUE PASA, U.S.A." insert



UNITED STATES OF AMERICA  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D. C. 20554

File No. (s): BALCT-840629KS

Class of station(s): TV & AUX.

<input checked="" type="checkbox"/> CONSENT TO ASSIGNMENT: <input type="checkbox"/> CONSENT TO TRANSFER CONTROL: <input type="checkbox"/> CONSENT TO TRANSFER STOCK:  Whereby  of  Control by  is effected.	FROM  FAITH CENTER, INC.
	TO  ASTROLINE COMMUNICATIONS COMPANY LIMITED PARTNERSHIP
Licensee/Permittee: (for transfer only)	

<u>CALL SIGN(s)</u>	<u>STATION LOCATION(s)</u>	<u>AUXILIARY STATION(s) (for assignment only)</u>
WHCT-TV	HARTFORD, CONNECTICUT	KCE-21 WRN-75

The grant of this application is subject to the following CONDITION:

That the assignment of licenses of WHCT-TV, from Faith Center, Inc. to Astroline Communications Company Limited Partnership be consummated within sixty(60) days of the grant of the application

Under authority of the Communications Act of 1934, as amended, the consent of the Federal Communications Commission is hereby granted to the transaction indicated above.

The Commission's consent to the above is based on the representations made by the applicants that the statements contained in, or made in connection with, the application are true and that the undertakings of the parties upon which this transaction is authorized will be carried out in good faith.

The actual consummation of voluntary transactions shall be completed within 60 days from the date hereof, and notice in letter form thereof shall promptly be furnished the Commission by the buyer showing the date the acts necessary to effect the transaction were completed. Upon furnishing the Commission with such written notice, this transaction will be considered completed for all purposes related to the above described station(s).

FCC Form 323 (Ownership Report), must be filed within 30 days after consummation, by the licensee/permittee or assignee.

ADDITIONAL REQUIREMENTS FOR ASSIGNMENTS ONLY.

Upon consummation the assignor must deliver the permit/license, including any modifications thereof to the assignee. It is hereby directed that, upon consummation, a copy of this consent be posted with the station authorization(s) as required by the Commission's Rules and Regulations.

The assignee is not authorized to construct nor operate said station(s) unless and until notification of consummation in letter form has been forwarded to the Commission.

FCC Form 324 (Annual Financial Report) must be filed, within 60 days after consummation, by the assignor, for his period of operation.

Dated: DECEMBER 10, 1984  
gmt

FEDERAL  
COMMUNICATIONS  
COMMISSION



FCC Form 732  
July 1978

0000603

RC 009480

RC 009480

DEC 14 1984  
 FEDERAL COMMUNICATIONS COMMISSION  
 WASHINGTON, D.C. 2054

IN REPLY REFER TO:

8700

ASTROLINE COMMUNICATIONS COMPANY  
 LIMITED PARTNERSHIP  
 855 R BROADWAY  
 SAUGAS, MAINE 01906

Call Letters: WHCT-TV  
 Date Granted: DECEMBER 10, 1984  
 File Number(s): BALCT-840629KS

NOTICE TO ASSIGNEE

Enclosed is FCC Form 732 notifying you of Commission consent to the assignment of the construction permit and/or license of the station (s) therein described. Voluntary assignments are required to be completed within sixty (60) days of the date granted.

In addition to the filing of the below mentioned FCC Form 323, you are required to immediately notify this office (8700), by letter, as to the exact date of the consummation; that is, the date on which the acts necessary to affect the assignment were completed.

Within thirty (30) days after the consummation of the assignment it will be necessary for you to submit an Ownership Report (FCC Form 323) reporting all changes as required by Section 1.615 of the Rules. Where applicable, a separate Ownership Report should also be completed and submitted for any holding company (25% or greater ownership interest) of the licensee/permittee. Contractual information required by Section 1.613 should be reported for the assignee in Item 6, page one of the Ownership Report and copies of each instrument should be submitted with the report. If this is an involuntary assignment that was the result of a death or court action, an Ownership Report must be filed to determine that all requirements of the Rules have been met and reported.

In the event the assignee is the licensee/permittee of another station and has a current Ownership Report on file, you may complete and file only page one of FCC Form 323 to reflect the acquisition of the station(s) listed above. FCC Form 323 is enclosed for your convenience in filing. Instructions for completing the report are on the reverse side.

It is of the utmost importance that all Commission correspondence come to the immediate attention of the permittee or licensee. Only one mailing address can be maintained for each station. Unless we hear from you to the contrary, the above address will be used as your permanent mailing address.

If the assignor has any applications pending before the Commission, these applications must be amended to reflect the name of the assignee. Upon consummation of the assignment, amendments to each application must be filed by the assignee, in triplicate, signed by the proper party (Section 1.513 of the Rules). Further processing of these applications will be withheld pending receipt of the amendment.

Enclosures  
 CC: Ownership

RC 009481

0000604

PBS 000847

Collier, Shannon, Rill & Scott  
Attorneys-at-Law

1055 Thomas Jefferson Street, N. W.  
Washington, D. C. 20007

Telephone (202) 342-8400  
Telex 440665 CSRS UI  
Writer's Direct Dial Number

(202) 342-8470

February 22, 1985

Ralph A. Mittelberger  
Thomas J. Hamilton  
Jeffrey L. Lenter  
Robert L. Mcuser  
Thomas A. Hart, Jr.  
Michael R. Kershaw  
Jeffrey S. Beckington  
David P. Hackett  
Judith L. Oldham  
Jeanne M. Forch  
Laurence J. Lasoff  
Christopher J. MacAve  
Donald J. Patterson, J.  
Kathleen T. Weaver  
Patrick J. Coyne  
Randall J. Brammer  
Kevin F. Hartley  
T. Michael Jankowski  
K. Michael O'Connell  
B. Michael Hodge  
Kurt J. Olson

Robert A. Collier (1917-1984)  
Thomas F. Shannon  
James F. Rill  
William W. Scott  
David A. Hartquist  
James M. Nicholson  
Richard E. Schwartz  
Richard S. Silverman  
R. Timothy Columbus  
Lauren R. Howard  
Paul D. Cullen  
Kathleen E. McDermott  
R. Sarah Compton  
Steven Schaars  
Mark L. Austrian  
Jeffrey W. King  
John B. Williams  
Paul C. Rosenthal

William F. Fox, Jr.  
Of Counsel

RECEIVED

FEB 22 1985

FCC  
Office of the Secretary

BY HAND

Mr. William J. Tricarico  
Secretary  
Federal Communications Commission  
1919 M Street, N.W.  
Room 222  
Washington, D.C. 20554

Re: WHCT-TV; Hartford, Connecticut (Channel 18)

Dear Mr. Tricarico:

Astroline Communications Company Limited Partnership, through counsel, hereby files its Ownership Report (FCC Form 323) for its construction permit for a television station to operate on Channel 18 in Hartford, Connecticut. I have appended a copy of the following documents:

1. Limited Partnership Agreement and Certificate of Astroline Communications Company Limited Partnership;
2. By-Laws of WHCT Management, Inc.; and
3. Articles of Organization of WHCT Management, Inc.

If you have any questions regarding the enclosed documents, please contact the undersigned.

Sincerely,



Thomas A. Hart, Jr.

Enclosures

TAH/tdh

United States of America  
Federal Communications Commission  
Washington, D.C. 20554

**Ownership Report**

NOTE: Before filling out this form, read Instructions printed on Page 4.

Section 310(b) of the Communications Act of 1934 requires that consent of the Commission must be obtained prior to the assignment or transfer of control of a station license or construction permit. This form may not be used to report or request an assignment of license or transfer of control (except to report an assignment of license or transfer of control made pursuant to prior Commission consent).

I certify that I am General Partner  
*(Official title, see Instruction 9)*  
of Astroline Communications Company Limited  
*(Exact legal title or name of licensee or permittee)* Partner  
that I have examined this report; that to the best of my knowledge, information, and belief, all statements of fact contained in said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth herein.  
*(Date of certification must be within 30 days of date shown in Item 1 when box 1(a) is checked and in no event prior to Item 1 date.)*

*Richard P. Ramirez* February 22, 1985  
*(Signature of respondent)*

1. All of the information furnished in Items 1-8 is reported as of  
February 22, 19 85. *(Date must comply with Section 73.3615(a) when box 1(a) below is checked.)*  
This report is filed pursuant to Instruction (check one)

1(a)  Renewal      1(b)  T.C., A.L. or C.P.      1(c)  Change of prior report  
for the following stations:

Call letters	Location	Class of service
WHCT	Hartford, CT	TV

Telephone No. of respondent (include area code)  
Any person who willfully makes false statements on this report can be punished by fine or imprisonment. U.S. Code, Title 18, Section 1001 (formerly Section 80).

Name and post office address of licensee or permittee  
**Astroline Communications Company Ltd. Partner**  
185 Asylum Street  
City Place/31st Floor  
Hartford, CT 06103

2. Give the name of any corporation or other entity having a direct or indirect ownership interest in the licensee or permittee (see Instruction 4).  
**WHCT Management, Inc. (See Exhibit 1)**

4. Name of corporation, if other than licensee or permittee, for which report is filed (see Instruction 4).  
**N/A**

3. Show the interests in any other broadcast station of the licensee or permittee, or any of its officers, directors, stockholders, or partners. (Corporations having more than 50 stockholders need answer this only with respect to officers and directors, or stockholders having 1% or more of voting stock.)  
**None**

5. If permittee or licensee is a partnership, state the extent of interest of each partner.  
**See Exhibit 2**

6. List all contracts and other instruments set forth in Section 73.3613 of the Commission's Rules and Regulations

Description of contract or instrument	Name of person or organization with whom contract is made	Date of execution	Date of expiration
Limited Partnership Agreement and Certificate	N/A	5/29/84	Continued in perpetuity unless amended

RC 008321

S/S 1013

B. List transactions concerning the ownership of stock. (If transaction includes more than one class of stock, the following should be answered with respect to each class.)

Note (Read carefully) The numbered items below refer to line numbers in the following table. Lines 1 thru 17 should be filled out completely when this form is filed to report stock transactions pursuant to Instruction 1(c). Lines 1 thru 8, inclusive, should be filled out when the form is used to report ownership after receipt of original construction permit, or consummation, pursuant to Commission consent, of a transfer of control, or assignment of license, pursuant to Instruction 1(b). Lines 1 thru 6, inclusive, should be filled out when the form is used to report pursuant to Instruction 1(a). Use one column per stockholder. (Attach additional pages if necessary.)

- |   |   |
|---|---|
| <p>Line 1 - Name and residence of transferee, purchaser, or stockholder (If other than an individual also show name, address, and citizenship of natural person authorized to vote the stock acquired.)</p> <p>2 - Citizenship</p> <p>3 - Number of shares</p> <p>4 - Number of votes</p> <p>5 - Class of stock (Common CM; Preferred PF; Other)</p> <p>6 - Par or stated value</p> <p>7 - Total consideration paid (If other than cash, describe fully.)</p> <p>8 - Date of acquisition</p> <p>9 - Number of shares of stock held by purchaser or transferee prior to this transaction</p> <p>10 - Percentage of issued stock in corporation held by purchaser or transferee prior to this transaction</p> | <p>Line 11 - Total number of shares of stock held by purchaser or transferee subsequent to this transaction</p> <p>12 - Percentage of issued stock in corporation held by purchaser or transferee subsequent to this transaction</p> <p>13 - From whom stock acquired</p> <p>14 - Number of shares of stock held by seller or transferor prior to this transaction</p> <p>15 - Percentage of issued stock held by seller or transferor prior to this transaction</p> <p>16 - Number of shares of stock held by seller or transferor subsequent to this transaction</p> <p>17 - Percentage of issued stock held by seller or transferor subsequent to this transaction</p> |
|---|---|

1	(a)	(b)	(c)
	N/A	N/A	N/A
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15	RC 008322		
16			
17			

Remarks: (See Instructions 3, 7 and 8.)

N/A

561014

Note: The purpose of the above computation is to assist the licensee or permittee in determining whether the transaction in question involves a transfer of control. If such is the case, the transaction cannot be authorized until prior Commission consent has been obtained.

**EXHIBIT 1**  
**FCC FORM 323**  
**FOR**  
**WHCT MANAGEMENT, INC.**

RC 008323

565 1015

Approved by OMB  
3060-0010  
Expires 4/30/86

CERTIFICATE

United States of America  
Federal Communications Commission  
Washington, D.C. 20554

Ownership Report

NOTE: Before filling out this form, read instructions printed on Page 4.

Section 310(b) of the Communications Act of 1934 requires that consent of the Commission must be obtained prior to the assignment or transfer of control of a station license or construction permit. This form may not be used to report or request an assignment of license or transfer of control (except to report an assignment of license or transfer of control made pursuant to prior Commission consent).

I certify that I am \_\_\_\_\_  
(Official title, see Instruction 9)

of \_\_\_\_\_  
(Exact legal title or name of licensee or permittee)

that I have examined this report; that to the best of my knowledge, information, and belief, all statements of fact contained in said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth herein.

(Date of certification must be within 30 days of date shown in Item 1 when box 1(a) is checked and in no event prior to Item 1 date.)

\_\_\_\_\_, 19\_\_\_\_\_  
(Signature of respondent)

1. All of the information furnished in Items 1-8 is reported as of \_\_\_\_\_, 19\_\_\_\_\_. (Date must comply with Section 73.3615(a) when box 1(a) below is checked.)  
This report is filed pursuant to Instruction (check one)

1(a)  Renewal      1(b)  T.C., A.L. or C.P.      1(c)  Change of prior report  
for the following stations

Call letters	Location	Class of service
WHCT	Hartford, CT	TV

Telephone No. of respondent (include area code)

Any person who willfully makes false statements on this report can be punished by fine or imprisonment. U.S. Code, Title 18, Section 1001 (formerly Section 80).

Name and post office address of licensee or permittee

2. Give the name of any corporation or other entity having a direct or indirect ownership interest in the licensee or permittee (see Instruction 4).

N/A

4. Name of corporation, if other than licensee or permittee, for which report is filed (see Instruction 4).

WHCT Management, Inc.

3. Show the interests in any other broadcast station of the licensee or permittee, or any of its officers, directors, stockholders, or partners. (Corporations having more than 50 stockholders need answer this only with respect to officers and directors, or stockholders having 1% or more of voting stock.)

N/A

5. If permittee or licensee is a partnership, state the extent of interest of each partner.

N/A

6. List all contracts and other instruments set forth in Section 73.3613 of the Commission's Rules and Regulations

Description of contract or instrument	Name of person or organization with whom contract is made	Date of execution	Date of expiration
Articles of Incorporation	N/A	5/29/84	Perpetual
By-Laws	N/A	5/29/84	Perpetual
RC 008324			5/10/86

8. Reporting transactions concerning the ownership of stock. (If transaction includes more than one class of stock, the following should be answered with respect to each class.)

Note: (Read carefully) The numbered items below refer to line numbers in the following table. Lines 1 thru 17 should be filled out completely when this form is filed to report stock transactions pursuant to Instruction 1(c). Lines 1 thru 8, inclusive, should be filled out when the form is used to report ownership after receipt of original construction permit, or consummation, pursuant to Commission consent, of a transfer of control, or assignment of license, pursuant to Instruction 1(b). Lines 1 thru 6, inclusive, should be filled out when the form is used to report pursuant to Instruction 1(a). Use one column per stockholder. (Attach additional pages if necessary.)

- |   |   |
|---|---|
| <p>Line 1 - Name and residence of transferee, purchaser, or stockholder (If other than an individual also show name, address, and citizenship of natural person authorized to vote the stock acquired.)</p> <p>2 - Citizenship</p> <p>3 - Number of shares</p> <p>4 - Number of votes</p> <p>5 - Class of stock (Common CM; Preferred PF; Other)</p> <p>6 - Par or stated value</p> <p>7 - Total consideration paid (If other than cash, describe fully.)</p> <p>8 - Date of acquisition</p> <p>9 - Number of shares of stock held by purchaser or transferee prior to this transaction</p> <p>10 - Percentage of issued stock in corporation held by purchaser or transferee prior to this transaction</p> | <p>Line 11 - Total number of shares of stock held by purchaser or transferee subsequent to this transaction</p> <p>12 - Percentage of issued stock in corporation held by purchaser or transferee subsequent to this transaction</p> <p>13 - From whom stock acquired</p> <p>14 - Number of shares of stock held by seller or transferor prior to this transaction</p> <p>15 - Percentage of issued stock held by seller or transferor prior to this transaction</p> <p>16 - Number of shares of stock held by seller or transferor subsequent to this transaction</p> <p>17 - Percentage of issued stock held by seller or transferor subsequent to this transaction</p> |
|---|---|

Line	(a)	(b)	(c)
1	Astroline Company (a limited partnership)  [See Remarks Below]		-
2	U.S.		
3	1,000		
4	1,000		
5	CM		
6	\$.01		
7	N/A		
8	5/29/84		
9	N/A		
10			
11			
12			
13			
14			
15			
16		RC 008325	
17			SAS 1000

Remarks: (See Instructions 3, 7 and 8.)

Herbert A. Sostek and Fred J. Boling, Jr. are General Partners in Astroline Company. They are authorized to vote the stock of WHCT Management, Inc. and are both U.S. citizens.

Note: The purpose of the above computation is to assist the licensee or permittee in determining whether the transaction in question involves a transfer of control. If such is the case, the transaction cannot be authorized until prior Commission consent has been obtained.

**SUPPLEMENT TO  
FCC FORM 323  
FOR  
WHCT MANAGEMENT, INC.**

7(b). Officers, directors and stock held by each:

Richard H. Gibbs 60 Puritan Lane Swampscott, MA 01907	U.S.	Vice President	Yes	-0-	-0-	-0-	-0-	N/A	N/A
---	------	----------------	-----	-----	-----	-----	-----	-----	-----

William C. Lance 518 Chestnut Street Waban, MA 02168	U.S.	Clerk	Yes	-0-	-0-	-0-	-0-	N/A	N/A
--	------	-------	-----	-----	-----	-----	-----	-----	-----

**EXHIBIT 2**

Astroline Communications Company Limited Partnership ("ACC") is a limited partnership. The General Partners in ACC are Richard P. Ramirez and WHCT Management, Inc. The Limited Partner in ACC is Astroline Company. The respective equity interests and voting interests of the partners in ACC are as follows:

<u>GENERAL PARTNERS</u>	<u>EQUITY INTEREST</u>	<u>VOTING INTEREST</u>
Richard P. Ramirez	21%	70%
WHCT Management, Inc.	9%	30%
 <u>LIMITED PARTNER</u>		
Astroline Company	70%	None

A separate Ownership Report (FCC Form 323) is being submitted for WHCT Management, Inc. as Exhibit 1.

ACC certifies that its Limited Partnership Agreement and Certificate conforms in all significant respects to the Uniform Limited Partnership Act.

**ATTACHMENT 1**  
**LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE**  
**OF**  
**ASTROLINE COMMUNICATIONS COMPANY LIMITED PARTNERSHIP**

RC 008328

SAS 1030

ATTACHMENT 2  
BY-LAWS  
OF  
WHCT MANAGEMENT, INC.

RC 008329

5+5!021

"B"

BY - LAWS  
OF  
WHCT MANAGEMENT, INC.

ARTICLE I  
STOCKHOLDERS

Section 1. Annual Meeting. The annual meeting of the stockholders of this corporation shall be held on the third Wednesday of October in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, at 10:00 o'clock a.m. unless a different hour is fixed by the Board of Directors or the President and stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization (herein used to refer to the Articles of Organization as amended from time to time) or by these By-Laws (herein used to refer to these By-Laws as amended from time to time), may be specified by the directors or the President. In the event an annual meeting is not held on the date herein provided, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Such special meeting shall be called in the manner and as provided for special stockholders' meetings.

Section 2. Special Meetings. Special meetings of the stockholders may be called by the President or a majority of the Board of Directors then in office, and shall be called by the

Clerk or, in the case of his death, absence, incapacity or refusal, by any other officer, upon written application of one or more stockholders who are entitled to vote and who hold at least one-tenth part in interest of the capital stock entitled to vote at the meeting. Such application shall state the purposes of the meeting and the President or the Clerk shall fix the time and place thereof.

Section 3. Place of Stockholders' Meetings. All meetings of the stockholders shall be held at the principal office of the corporation in the Commonwealth, unless some other place within the Commonwealth or, if permitted by the Articles of Organization, without the Commonwealth, is stated in the notice.

Section 4. Notice of Stockholders' Meetings. A written notice of all meetings of stockholders stating the place, date and hour thereof and the purposes for which the meeting is to be held shall be given by the Clerk, or in case of his death, absence incapacity or refusal, by any other person designated by the Board of Directors, at least seven days before the meeting to each stockholder entitled to vote thereat and to each stockholder who under the Articles of Organization or these By-Laws is entitled to such notice, by leaving such notice with him or at his residence or usual place of business or by mailing it, postage prepaid and addressed, to such stockholder at his address as it appears on the books of the corporation.

Section 5. Waiver of Notice. Notice of the time, place or purposes of any annual or special meeting of the stockholders

need not be given to any stockholder entitled to notice thereof, if such stockholder, or his attorney thereunto authorized, waives such notice by a writing executed before or after the meeting which is filed with the records of the meeting.

Section 6. Quorum. At any meeting of the stockholders, the presence in person or by proxy of the holders-of record of a majority in interest of the capital stock at that time issued, outstanding and entitled to vote on any matter and, if any capital stock is entitled under the Articles of Organization or by law to vote separately as a class, the presence in person or by proxy of the holders of a majority in interest of the capital stock of each such class at that time issued, outstanding and entitled to vote on any matter, shall constitute a quorum for the transaction of business. In the absence of a quorum, the holders of record of a majority in interest of the capital stock of the corporation at that time issued, outstanding and entitled to vote who are present in person or by proxy or, if no such holder is present in person or by proxy, any officer entitled to preside or act as Clerk of such meeting may adjourn the meeting to a future date from time to time. In the event of such adjournment, the meeting may be held as adjourned without further notice if a quorum is then present.

Section 7. Voting and Proxies. Except as otherwise expressly provided by the Articles of Organization, every holder of record of capital stock of the corporation shall be entitled to one vote for each share of capital stock held by him, and at a meeting at

which a quorum is present a majority of the votes cast, which shall be counted by classes of capital stock if so required by the Articles of Organization, shall decide all questions, unless the matter is one upon which by express provision of law or of the Articles of Organization or these By-Laws a different vote is required, in which case such express provision shall govern. The corporation shall not directly or indirectly vote any share of its stock. Stockholders of record may vote at any meeting either in person or by proxy in writing, which shall be filed by the Clerk of the meeting before being voted. No proxy which is dated more than six months before the meeting named therein shall be accepted and no such proxy shall be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 8. Action Without Meeting. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE IIBOARD OF DIRECTORS

Section 1. Number of Directors and Qualifications. A Board of directors (divided into classes if required by the Articles of Organization or these By-Laws) shall be elected at the annual meeting of the stockholders or at any meeting held in place thereof as hereinbefore provided. The stockholders shall at such meeting determine the number of directors to be elected, but such number shall be not less than three, except that whenever there shall be only two stockholders the number of directors shall be not less than two and whenever there shall be only one stockholder or prior to the issuance of any stock the number of directors shall be not less than one. In the absence of affirmative determination by the stockholders, the number of directors to be elected shall be the same as the number last previously determined by the stockholders or the directors. The stockholders may at a special meeting held for the purpose during any year increase or decrease the number of directors. The directors may, by a vote of a majority then in office, increase the number of directors. Subject to the provisions of Sections 6 and 7 of Article II hereof, each director shall serve until the next annual meeting and until his successor is duly chosen and qualified. Directors may, but need not, be stockholders in the corporation.

Section 2. Powers of Directors. The business of the corporation shall be managed by the Board of Directors. In the management and control of the property, business, and affairs of

the corporation, the Board of Directors may exercise all the powers of the corporation except such as are conferred by law or these By-Laws or the Articles of Organization upon the stockholder

Section 3. Executive and Other Committees. The Board of Directors may elect an Executive Committee of such number of Directors as the Board of Directors shall determine. The members of the Executive Committee shall serve during the pleasure of the Board of Directors. In case any member of the Executive Committee shall cease to be a director of the corporation for any reason, he shall forthwith cease to be a member of the Executive Committee. To the full extent permitted by law, the Executive Committee shall, during the intervals between meetings of the Board of Directors, possess and may exercise, subject to such specific directions or limitations, if any, as may be given or imposed by the Board of Directors, all the powers of the Board of Directors, including, without limitation, the management of the current and ordinary business of the corporation, the authorization of the execution on behalf of the corporation of contracts, deeds and other legal instruments with or without the corporate seal, and all the powers of the Board of Directors stated in these By-Laws, excepting those powers expressly forbidden by law and the power to alter or repeal these By-Laws. All action taken by the Executive Committee shall be subject to revision or alteration by the Board of Directors; provided that no rights or acts of third parties shall be affected by any such revision or alteration. The Executive Committee shall fix its own rules of procedure,

shall meet as provided by such rules or by resolution of the Board of Directors, and shall keep records of its actions and proceedings, which records shall be made available for examination by the Board of Directors. A majority of the members of the Committee shall constitute a quorum and in every case the affirmative vote of a majority of the members of the Committee present at any meeting shall be necessary to its adoption of any resolution:

The Board of Directors from time to time may elect, from their own number or otherwise, other committees, the number composing such committees and the powers of each to be determined by the Board of Directors.

Section 4. Directors' Meetings. Regular meetings of the Board of Directors may be held in such places and at such times as the Board may by vote from time to time determine and fix, and if so determined and fixed, no notice thereof need be given. A regular meeting of the Board of Directors shall be held without notice immediately after the adjournment of the annual meeting of the stockholders or any meeting held in place thereof as hereinbefore provided, and at the same place.

Special meetings of the Board of Directors may be held at any time or place whenever called by the President or a director. Notice of the place, date, hour, and purposes of such special meetings shall be given by the Clerk or the President or the directors calling the meeting to each director, by orally communicating such notice to him or by sending a telegram or by mailing postage prepaid and addressed, a writing containing such notice

to his residence or usual place of business, at least 48 hours before such meeting. Special meetings may be held at any time without such notice if all the directors are present or if those not present execute a written waiver of notice before or after the meeting which is filed with the records of the meeting.

Any action required or permitted to be taken at any meeting of the directors or any committee elected or appointed by the directors may be taken without a meeting if all the directors or all the members of any such committee consent to the action in writing and the written consents are filed with the records of the meetings of directors or of any such committee. Such consents shall be treated for all purposes as a vote at a meeting.

If all the directors or all the members of any committee elected or appointed by the directors participate in a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, then participation by such means shall constitute presence in person at a meeting.

Section 5. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business. Less than a quorum of the directors, however, may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice if a quorum is then present. Except as otherwise required by law, the Articles of Organization or these By-Laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Removal. Any director, including a director elected by directors to fill a vacancy in the Board of Directors, may be removed from office with or without cause by the vote of the holders of a majority of the shares entitled to vote in the election of directors, provided that the directors of a class elected by a particular class of stockholders may be removed only by the vote of the holders of a majority of the shares of such class. Any director, including a director elected by directors to fill a vacancy in the Board of Directors, may be removed from office at any time for cause by a vote of the majority of the Board of Directors then in office. A director may be removed for cause only after being afforded reasonable notice and an opportunity to be heard before the body proposing to remove him.

Section 7. Resignation. Any director of the corporation may resign by delivering or causing to be delivered to the President or the Clerk a written resignation which shall take effect on being so delivered or at such other time as may be therein specified.

Section 8. Vacancies. Vacancies in the Board of Directors, however occurring, including a vacancy resulting from the enlargement of the board, may be filled by a majority of the directors then in office, provided that holders of a particular class of capital stock may, at a special meeting, by majority vote of such class of capital stock, elect a successor to a director elected by holders of capital stock of the same class whose office is vacant or has been filled by the directors as hereinbefore provided.

and any person so elected shall displace any successor chosen by the directors.

Section 9. Compensation The compensation of all directors shall be fixed by the Board of Directors.

### ARTICLE III

#### OFFICERS

Section 1. Principal Officers - Election Thereof - Eligibility  
The officers of the corporation shall be a President, a Treasurer, a Clerk and such other officers as the Board of Directors may elect or appoint. The President, Treasurer and Clerk shall be elected by the directors at their first regular meeting following the annual meeting of the stockholders or any meeting held in place thereof as hereinbefore provided. Subject to the provisions of Sections 3 and 4 of this Article III, the President, the Treasurer, and the Clerk shall each hold office until the first regular meeting of the Board of Directors following the next annual meeting of the stockholders or any meeting held in place thereof as hereinbefore provided and until their respective successors are elected and qualified. The President may, but need not, be a director of the corporation. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. The same person may occupy two or more offices in the corporation.

Section 2. Additional Officers and Agents. The Board of Directors in its discretion may appoint a Chairman of the Board of Directors and one or more additional officers or agents of the

corporation, all as from time to time or at any time it may deem advisable, and may prescribe their duties and the terms of their offices. Unless a different period shall have been specified by the terms of his appointment, the Chairman of the Board of Directors or any additional officer or agent of the corporation appointed by the directors pursuant hereto shall, subject to Sections 3 and 4 of Article III, hold office until the first regular meeting of the Board of Directors following the next annual meeting of stockholders or any meeting held in place thereof as hereinbefore provided and until his successor is appointed and qualified.

Section 3. Removal. Officers elected or appointed by the Board of Directors may be removed from their respective offices with or without cause by vote of a majority of the directors then in office.

Section 4. Resignation. Any officer may resign by delivering or causing to be delivered to the President or the Clerk a written resignation which shall take effect on being so delivered or at such other time as may be therein specified.

Section 5. Vacancies. Vacancies in any office, however occurring, may be filled by the Board of Directors.

Section 6. Compensation. The compensation of all officers shall be fixed by the Board of Directors.

Section 7. Delegation of Authority of Officers. The Board of Directors may at any time delegate the powers and duties, or any of them, of any officer to any other officer or to a committee of officers.

ARTICLE IVINDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall to the extent legally permissible indemnify each of its directors and officers and each person who shall serve or shall have served at its request as a director or officer of another corporation (and the heirs, executors and administrators of such director, officer or other person) against all expenses and liabilities which he has reasonably incurred in connection with or arising out of any actual or threatened action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of the corporation or by reason of his serving or having served at its request as a director or officer of another corporation (whether or not he continues to be a director or officer at the time of incurring such expenses or liabilities), such expenses and liabilities to include, but not be limited to, judgments, court costs, attorneys' fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such director or officer shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors shall have been furnished with an opinion of counsel for the corporation to the effect that such settlement or compromise is in the best interests of the

corporation and that such director or officer does not appear not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation, and if the Board of Directors shall have adopted a resolution approving such settlement or compromise.

The corporation may pay expenses incurred by such director, officer or other person in defending a civil or criminal action, suit or proceeding; provided, however, that the corporation has first received an undertaking from such director, officer or other person, in form and content satisfactory to the Board of Directors, to repay to the corporation all such advance payments if upon final disposition of such action, suit or proceedings, he shall not be entitled to indemnification under this Article.

The foregoing right of indemnification shall not be exclusive of other rights to which any director, officer or other corporate personnel may be entitled as a matter of law.

#### ARTICLE V

#### PRESIDENT

Unless the Chairman of the Board or another officer of the corporation is so designated by the Board of Directors, the President shall be the chief executive officer of the corporation. Subject to the direction of the Board of Directors, the chief executive officer shall be in general and active charge, control and supervision over the management and direction of the business property and affairs of the corporation. He shall preside at all meetings of the stockholders and of the Board of Directors at which he may be present.

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In the absence or disability of the President, or in case of an unfilled vacancy in that office, the Board of Directors may designate a Vice-President or other officer of the corporation to perform the duties and exercise the powers of the President.

ARTICLE VI

TREASURER

The Treasurer shall have responsibility for the care and custody of the money, funds, valuable papers and documents of the corporation and shall have and exercise all the powers and duties commonly incident to his office. He may endorse for deposit or collection all checks, notes, drafts and instruments for the payment of money, payable to the corporation or to its order. He shall cause to be kept accurate books of account of all monies received and paid by him on account of the corporation.

If required by the Board of Directors, he shall give the corporation a bond, in such sum and with such surety or sureties as shall be satisfactory to the Board, for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

ARTICLE VII

CLERK

The Clerk shall keep accurate minutes of all meetings of the stockholders and shall perform all the duties commonly incident

to his office and shall perform such other duties and have such other powers as the Board of Directors shall from time to time designate or as may be otherwise provided for in these By-Laws. The Clerk shall act as Secretary to the Board of Directors and keep accurate minutes of all its meetings.

In the absence of the Clerk, a Clerk Pro-Tempore may be elected or appointed by the directors to perform his duties.

#### ARTICLE VIII

##### CAPITAL STOCK

The Board of Directors shall have authority, without first offering the same or any part of the same to any present or future stockholders for subscription, to issue the whole or any part of any unissued capital stock from time to time authorized under the Articles of Organization of this corporation to such persons, firms, corporations or other organizations, in such manner and amounts and for such consideration or considerations and upon such terms and conditions as the directors may in their discretion from time to time determine. No stockholders shall have any pre-emptive rights to acquire stock of the corporation.

#### ARTICLE IX

##### SEAL

The seal of this corporation shall consist of a flat-faced circular die with the name of the corporation, the year of incorporation, and the word "Massachusetts" cut or engraved thereon.

ARTICLE X

AMENDMENTS

These By-Laws may be altered, amended, or repealed at any annual or special meeting of the stockholders or, if permitted by the Articles of Organization, at any regular or special meeting of the Board of Directors, if notice of such alteration, amendment, or repeal be contained in the notice or waiver of notice of such meeting; provided, however, that any By-Laws adopted by the Board of Directors may be amended or repealed by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, altering, amending or repealing by the directors of any By-Law, notice stating the substance thereof shall be given to all stockholders entitled to vote on amending these By-Laws.

ATTEST:

\_\_\_\_\_  
William C. Lance, Clerk

RC 008346

SPECIMEN "A"



WHCT MANAGEMENT, INC.

\$ .01 Par Value

**This Certifies That**

Name of Holder

is the owner of ZERO (0) -----

Shares of the Capital Stock of

WHCT MANAGEMENT, INC.

*transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this certificate properly endorsed.*

*IN WITNESS WHEREOF, the said Corporation has caused this certificate to be signed by its duly authorized officers and its corporate seal to be hereunto affixed*

this DAY day of MONTH 19 YR.

451038

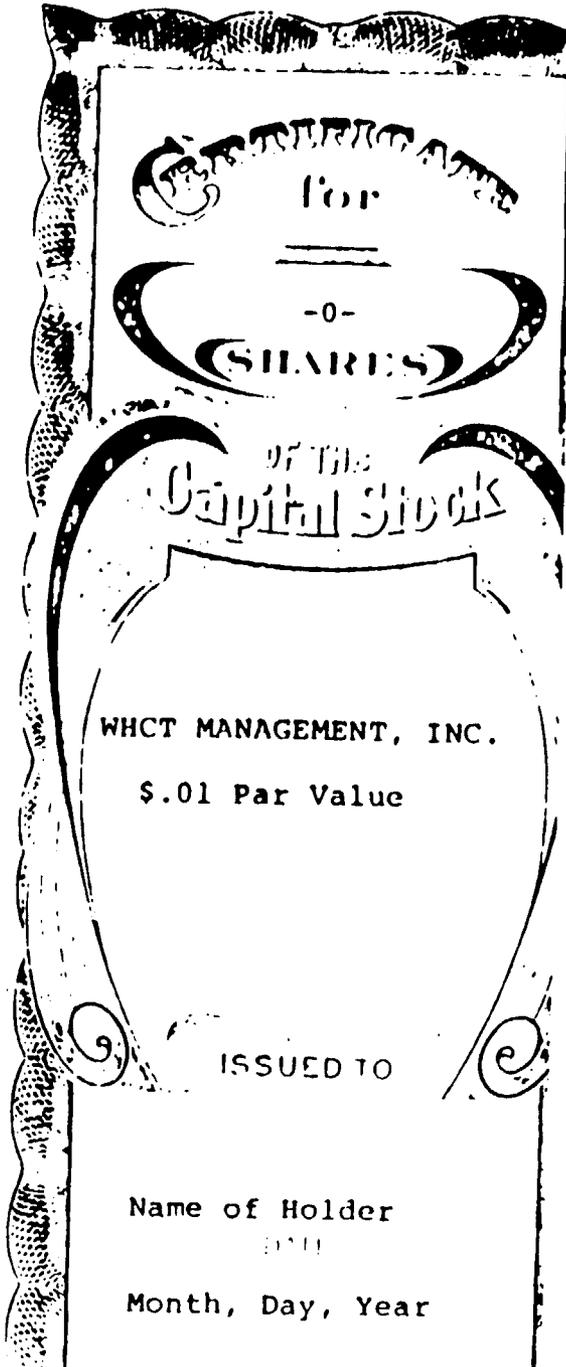
President

Treasurer

000029

NOTICE: THE SIGNATURE OF THE ASSIGNED  
TRANSFEROR MUST BE ON THE REVERSE OF THIS CERTIFICATE UNDER THE  
TITLE OF THE CERTIFICATE IN THE PRESENCE OF THE  
ALTERATION OR CANCELLATION OF ANY THEREON.

*Not valid. Received. Money withdrawn and transfer  
made.*  
*Shares of the Capital Stock represented by the within copy  
note, and do hereby irrevocably constitute and appoint  
to transfer the said Stock in the books of the within named  
corporation with full power of substitution in the premises  
Dated \_\_\_\_\_ 19\_\_\_\_  
By Assignor \_\_\_\_\_  
S451039*



For  
-0-  
SHARES

OF THE  
Capital Stock

WHCT MANAGEMENT, INC.  
\$.01 Par Value

ISSUED TO

Name of Holder  
Month, Day, Year

WHCT MANAGEMENT, INC.  
\$.01 Par Value

**CERTIFICATE**

*18*  
-0-  
For zero *Shares*  
Issued to  
Name of Holder

*Dated* Month, Day 19 Yr.  
FROM WHOM TRANSFERRED

*Dated* 19  
No. ORIGINAL No. ORIGINAL No. OF SHARES  
CERTIFICATE SHARES TRANSFERRED

*Received* CERTIFICATE No. -0-  
For zero *Shares*  
*this* day of 19  
Signature of Holder  
Name of Holder

NO M 113

## WHCT MANAGEMENT, INC.

CONSENT OF BOARD OF DIRECTORS  
TO ACTION WITHOUT MEETING

The undersigned, being all the Directors of WHCT Management, Inc. hereby consent to the adoption as of May 29, 1984 of the following votes as and for the action of the Board of Directors of the corporation without meeting, pursuant to Massachusetts General Laws, Chapter 156B, Section 59, and agree that this Consent shall be filed with the records of the meetings of the Directors and that such votes may be certified by the Clerk or any officer as being in all respects duly adopted:

VOTED: That, whereas the corporation was duly organized effective May 29, 1984, the corporation commence doing business in accordance with the purposes for which it has been organized and acquire by purchase or otherwise such assets as may be necessary or desirable in order to engage effectively in and carry on such business.

FURTHER VOTED: That the form of stock certificate attached hereto and marked "A" representing shares of the Common Stock, par value \$.01 per share, of the corporation be and hereby is adopted and approved.

FURTHER VOTED: That, whereas it is deemed advisable that the corporation offer for sale and issue 1,000 shares of Common Stock, par value \$.01 per share, authorized by its Articles of Organization, the corporation, upon the receipt of payment in full therefor at \$1.00 per share, issue out of its authorized capital stock and sell to Astroline Company, 1,000 shares of Common Stock, par value \$.01 per share.

FURTHER VOTED: That the President and Treasurer of the corporation is hereby authorized, upon receipt in full by the corporation of said payment, to execute, seal with its corporate seal and deliver to said Astroline Company a certificate representing the shares so purchased.

**FURTHER  
VOTED:**

1. That a checking account be established in the name and on behalf of the corporation with the First National Bank of Boston and that the Chairman of the Board and President of the corporation be and they hereby are authorized, signing singly to draw upon the funds deposited from time to time in such account;
2. That the Chairman of the Board and the President of the corporation be and they hereby are authorized from time to time, acting singly to borrow money and obtain credit on behalf of the corporation from said bank;
3. That in furtherance of the foregoing votes, the standard banking resolutions prescribed by said bank in the form attached hereto and marked "B", be and the same hereby are approved and adopted by the corporation.

**FURTHER  
VOTED:**

That the Corporation enter into a limited partnership agreement with Richard P. Ramirez and Astroline Company providing for the organization of a Massachusetts limited partnership having the Corporation and Richard P. Ramirez as General Partners and Astroline Company as Limited Partner for the purpose of forming a limited partnership to acquire, own and operate Channel 18, a television station operating in the greater Hartford, Connecticut, area having the call letters "WHCT."

**FURTHER  
VOTED:**

That, in furtherance of the foregoing vote, the Chairman of the Board and President of the Corporation are each hereby authorized to execute and deliver on behalf of the Corporation a Limited Partnership Agreement and Certificate in such form and having such terms and provisions as either of them shall approve, and to take such other actions and to execute and deliver such other agreements and instruments as either of them shall deem necessary or appropriate.

\_\_\_\_\_  
Herbert A. Sostek

\_\_\_\_\_  
Fred J. Boling, Jr.

\_\_\_\_\_  
Richard H. Gibbs

\_\_\_\_\_  
Joel A. Gibbs

**ATTACHMENT 3**  
**ARTICLES OF ORGANIZATION**  
**OF**  
**WHCT MANAGEMENT, INC.**

RC 008350

~~S4~~1042

REGISTRATION DIVISION

# The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE

MICHAEL JOSEPH CONNOLLY, Secretary

ONE ASHBURTON PLACE, BOSTON, MASS. 02108

## ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons. In case of a corporation give state of incorporation

Carter S. Bacon, Jr.

Peabody & Brown  
One Boston Place  
Boston, MA 02108

The above named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is

WHCT MANAGEMENT, INC.

2. The purpose for which the corporation is formed is as follows:

To acquire, own and operate television and radio stations; to engage in any other aspect of the telecommunications business; to engage in any other activities incidental to the foregoing; and to be a general or limited partner of any partnership engaged in any of the foregoing.

(SEE PAGES 2A AND 2B ANNEXED)

RC 008351

SAS1043

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as such additions do not exceed a three inch margin on the right.

- 3 The total number of shares and the par value, if any, of each class of stock within the corporation is authorized as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$
Common		300,000	.01	3,000

- 4 If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

N/A

- 5 The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

N/A

- 6 Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

RC 008352

(SEE PAGE 6A ANNEXED)

SS 1014

WHCT MANAGEMENT, INC.  
Articles Of Organization

2A

To carry on a general mercantile business in any state or territory of the United States and any foreign country.

To act for others as agent, broker, factor, manager or in any other lawful manner and to join with others in any enterprise.

To buy, lease or otherwise acquire, hold, improve, maintain, supervise, operate, exchange, sell, lease, pledge, mortgage, or otherwise dispose of real estate or interests therein, in any state or territory of the United States and any foreign country.

To subscribe for, buy, acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, and to deal in, stocks, bonds, notes, obligations and securities of any corporations, joint stock companies, trusts, associations, firms or persons and the bonds and securities of the United States, and of any state thereof, and of any county, district or municipality and of any agency of any of the foregoing and of any foreign government or agency, and as owner thereof to exercise all rights, powers and privileges of ownership, including, without limitation, the right to vote.

To acquire the good will and property of any corporations, joint stock companies, trusts, associations, firms or persons, and to undertake, guarantee, endorse or assume the whole or any part of the obligations or liabilities thereof, including, without limitation, leases and contracts.

To borrow money and to make and issue bonds, debentures, notes and evidences of indebtedness of the corporation and to secure the same by the mortgage, pledge, or other transfer of all or any part of its properties.

To lend money or credit to, to guarantee the performance of any contract or obligations, and to aid in any other manner, corporations, joint stock companies, trusts, associations, firms and persons, any obligation of which or any interest in which is held by the corporation, or in the affairs of prosperity of which this corporation has an interest; and to secure any such undertaking made by it by the mortgage, pledge or other transfer of all or any part of its properties.

To acquire, hold, use, sell, assign, grant licenses in respect of, mortgage or otherwise dispose of, any and all trade marks, trade names, formulae, secret processes, franchises, and any and all inventions, improvements, letters, patents, or copyrights of the United States or of any other country.

WHCT MANAGEMENT, INC.  
Articles Of Organization

28

To purchase or otherwise acquire, and to hold, sell, assign transfer, mortgage, pledge, or otherwise dispose of and deal in, the stock of the corporation.

To be a general or a limited partner in any partnership or a joint venturer in any joint venture provided that the business of such partnership or of such joint venture is a business in which this corporation has the power to engage.

To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world as principals, agents, or otherwise, and either alone or with others, and to do every act and thing necessary, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to any of the powers herein stated, provided the same be not inconsistent with the laws of the Commonwealth of Massachusetts applicable to business corporations.

The foregoing clauses shall be construed both as objects and powers, and it is expressly intended that no specific enumeration shall restrict in any way any general language, that none of the purposes set forth in any of the above clauses shall be limited or restricted in any way by the terms of any other clause, that each purpose may be pursued independently of any other purpose from time to time and wherever deemed desirable, and that the corporation shall have and possess all the rights, privileges and powers now or hereafter conferred by the laws of the Commonwealth of Massachusetts upon business corporations organized under such laws.