

WHCT MANAGEMENT, INC.

6A

(a) The directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the stockholders.

(b) Meetings of the stockholders may be held anywhere in the United States.

(c) The corporation may be a partner, either general or limited, in any business enterprise it would have the power to conduct by itself.

(d) The directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director, officer or stockholder of the corporation individually, or any concern in which any such director, officer or stockholder has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and

- (1) Such contract, transaction or act shall not be in any way invalidated or otherwise affected by that fact;
- (2) No such director, officer or stockholder shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and
- (3) Any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same.

For the purposes of this paragraph (d), the term "interest" shall mean personal interest and interest as a director, officer, stockholder, shareholder, employee, trustee, member or beneficiary of any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

RC 008355

SAS 1047

- 7. By laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.
- 8. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth; if later date is desired, specify date (not more than 30 days after the date of filing.)
- 9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation:
 - a. The post office address of the initial principal office of the corporation of Massachusetts is
855R Broadway, Saugus, MA 01906
 - b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President	Fred J. Boling, Jr.	24 Tophet Road Lynnfield, MA	855R Broadway Saugus, MA 01906
Treasurer	Fred J. Boling, Jr.	See above	See above
Clerk	William C. Lance	518 Chestnut St. Waban, MA 02160	One Boston Place Boston, MA 02108
Directors	Herbert A. Sostek	65 East India Row Boston, MA	855R Broadway Saugus, MA 01906
	Fred J. Boling, Jr.	See above	See above
	Richard H. Gibbs	30 Little Point Swampscott, MA	See above
	Joel A. Gibbs	3 Hilltop Drive Wenham, MA	See above

- c. The date initially adopted in which the corporation's fiscal year ends is
June 30
- d. The date initially fixed in the by laws for the annual meeting of stockholders of the corporation is
Third Wednesday in October
- e. The name and business address of the resident agent, if any, of the corporation is

IN WITNESS WHEREOF and under the penalties of perjury the INCORPORATOR(S) sign(s) these Articles of Organization this 29th day of May, 1984

Carter S. Bacon, Jr.
 Carter S. Bacon, Jr., Incorporator

RC 008356

541048

The signature of each incorporator which is not a natural person must be an individual who shall show the capacity in which he and his signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within written articles of organization duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles, and the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 19 _____

File date

MICHAEL JOSEPH CONNOLLY

Secretary of State

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT TO BE FILLED IN BY CORPORATION

TO Lois E. O'Connor
Peabody & Brown

One Boston Place

Boston, MA 02108

Telephone (617) 723-8700

RC 008357

FILING FEE 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$1.00 General Laws, Chapter 156B. Shares of stock with a par value less than one dollar shall be deemed to have par value of one dollar per share.

451019

BAKER & HOSTETLER

ATTORNEYS AT LAW

WASHINGTON SQUARE, SUITE 1100

1050 CONNECTICUT AVE., N.W.

WASHINGTON, D. C. 20036

(202) 861-1500

TELECOPIER (202) 466-2387

TELEX 650-235-7276

IN CLEVELAND, OHIO
3200 NATIONAL CITY CENTER
CLEVELAND, OHIO 44114
(216) 621-0200
TWX 810 421 8375

IN COLUMBUS, OHIO
65 EAST STATE STREET
COLUMBUS, OHIO 43215
(614) 228-1541

IN DENVER, COLORADO
SUITE 1100, 303 EAST 17TH AVENUE
DENVER, COLORADO 80203
(303) 861-0800

IN ORLANDO, FLORIDA
13TH FLOOR BARNETT PLAZA
ORLANDO, FLORIDA 32801
(305) 841-1111

May 16, 1985

WRITER'S DIRECT DIAL NO.:

(202) 861- 1658

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

RECEIVED

MAY 16 1985

FCC

Office of the Secretary

Re: Supplemental Ownership Report
of Astroline Communications Company
Limited Partnership
for WHCT-TV (Channel 18),
Hartford, Connecticut

Dear Mr. Tricarico:

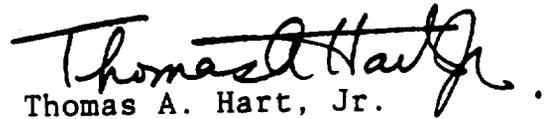
On February 22, 1985, an ownership report was filed by Astroline Communications Company Limited Partnership ("ACC") on behalf of its station WHCT-TV, Hartford, Connecticut. In order to clarify the information supplied in that report, the licensee of the station, ACC, hereby submits a supplement to that report.

All of the information provided in the instant supplement is also contained in the original report. However, after reviewing that report, ACC found that the ownership composition and structure of the licensee could be set forth more clearly. For this reason, this supplement is being provided.

Mr. William Tricarico
May 16, 1985
Page 2

If there are any questions, please contact the under-
signed.

Sincerely,



Thomas A. Hart, Jr.
Counsel to Astroline
Communications
Company Limited
Partnership

TAH:ksf

Enclosure

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, Ltd.
(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.)

(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.

Astroline Communications Company Ltd.
Partners
185 Asylum Street
City Place/31st Floor
Hartford, Connecticut 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)
Astroline Company (See Exhibit 2)

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.

	Equity	Vot
Richard P. Ramirez General Partner	21%	70
WHCT Management, Inc. General Partner	9%	30
Astroline Company Limited Partner	70%	--

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

BH 0003

000044

BH 0004

Class of stock (preferred, common or other)	Voting or non-voting	If par. show par value	If no par show stated value or value assigned	Number of shares				Number of Stockholders
				Authorized	Issued and outstanding	Treasury	Unissued	
N/A								More than 50 Holders of Voting Stock No Yes <input type="checkbox"/> <input type="checkbox"/> More than 50 Holders of Non-Voting Stock No Yes <input type="checkbox"/> <input type="checkbox"/>

(b). Officers, directors and stock held by each: (See Instructions 3, 4, 5, 6, 7 and 8)

Name of residence and officers and directors	Citizenship	Office of Directorship		Number of class of stock		Other	Number of Votes	Percentage of voting stock held	Name of person replaced, if any
		Office held and date elected	Director- date elected	Common	Preferred				
N/A									

Remarks concerning family relationship, qualifying shares, etc.: (See Instructions 5 and 6)

N/A

8. List transactions concerning the ownership of stock in the corporation with respect to each class.

Note: (Read carefully) The numbered lines 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
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Remarks: (See Instructions 3, 7 and 8.)

N/A

BH 0005

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

Structure of Ownership and Management

WHCT Management, Inc.

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(e) 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).

Astroline Company
Limited Partnership
(See Exhibit 2)

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

BH 0007

7(a). Capitalization

Class of stock (preferred, common or other)	Voting or non voting	If par, show par value	If no par show stated value or value assigned	Number of shares				Number of Stockholders
				Authorized	Issued and outstanding	Treasury	Unissued	
Common	Voting	.01	---	300,000	1,000	---	299,000	More than 50 Holders of Voting Stock No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> More than 50 Holders of Non-Voting Stock No <input checked="" type="checkbox"/> Yes <input type="checkbox"/>

7(b). Officers, directors and stock held by each: (See Instructions 3, 4, 5, 6, 7 and 8)

Name of residence and officers and directors	Citizenship	Office of Directorship		Number of class of stock		Other	Number of Votes	Percentage of voting stock held	Name of person replaced, if any
		Office held and date elected	Director- date elected	Common	Preferred				
Fred J. Boling, Jr. 24 Tophet Road Lynnfield, Massachusetts	U.S.	President Treasurer 5-29-84	5-29-84	---	---		---	---	N/A
William C. Lance 518 Chestnut Street Waban, Massachusetts 02168	U.S.	Clerk 5-29-84		---	---		---	---	N/A
Herbert A. Sostek 65 East India Row Boston, Massachusetts	U.S.	---	5-29-84	---	---		---	---	N/A
Richard H. Gibbs 30 Little Point Swampscott, Massachusetts	U.S.	---	5-29-84	---	---		---	---	N/A
Joel A. Gibbs 3 Hilltop Drive Weymouth, Massachusetts	U.S.	---	5-29-84	---	---		---	---	N/A

Remarks concerning family relationship, qualifying shares, etc.: (See Instructions 5 and 6)

Richard H. Gibbs and Joel A. Gibbs are brothers.

respect to each class.)

Note: (Read carefully) The numbers below refer to line numbers in the following: Lines 1 thru 17 should be filled out completely when this form is filed to report 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</p> <p>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</p> <p>11 - Total number of shares of stock held by purchase 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 transferee prior to this transaction</p> <p>15 - Percentage of issued stock held by seller or transferee prior to this transaction</p> <p>16 - Number of shares of stock held by seller or transferee subsequent to this transaction</p> <p>17 - Percentage of issued stock held by seller or transferee subsequent to this transaction</p> |
|---|---|

1	(a)	(b)	(c)	
	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	/			
10				
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12		N/A		
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Remarks: (See Instructions 3, 7 and B.)

BH 0009

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

Exhibit 2

Ownership Structure

Astroline Company

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.)

(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).

None

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

Astroline Company

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.

	Equity	Voting
Herbert Sostek, General Partner	20%	25%
Fred Boling, Jr., General Partner	20%	25%
Joel Gibbs, General Partner	20%	25%
Richard H. Gibbs, General Partner	20%	25%
Randall L. Gibbs, Limited Partner	20%	---

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

BH 0011

7(a). Capitalization

Class of stock (preferred, common or other)	Voting or non-voting	If par. show par value	If no par show stated value or value assigned	Number of shares				Number of Stockholders
				Authorized	Issued and outstanding	Treasury	Unissued	
N/A								More than 50 Holders of Voting Stock No Yes <input type="checkbox"/> <input type="checkbox"/> More than 50 Holders of Non-Voting Stock No Yes <input type="checkbox"/> <input type="checkbox"/>

7(b). Officers, directors and stock held by each: (See Instructions 3, 4, 5, 6, 7 and 8)

Name of residence and officers and directors	Citizenship	Office of Directorship		Number of class of stock		Other	Number of Votes	Percentage of voting stock held	Name of person replaced, if any
		Office held and date elected	Director - date elected	Common	Preferred				
N/A									

Remarks concerning family relationship, qualifying shares, etc.: (See Instructions 5 and 6)

BH 0012

N/A

00005

8. List transactions concerning the ownership of stock. (If transaction includes more than one class of stock, the following should be filled out with respect to each class.) 000052

Note: (Read carefully) The numbered items below refer to line numbers in the following tab. 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</p> <ul style="list-style-type: none"> 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.) 2 - Citizenship 3 - Number of shares 4 - Number of votes 5 - Class of stock (Common CM; Preferred PF; Other) 6 - Par or stated value 7 - Total consideration paid (If other than cash, describe fully.) 8 - Date of acquisition 9 - Number of shares of stock held by purchaser or transferee prior to this transaction 10 - Percentage of issued stock in corporation held by purchaser or transferee prior to this transaction | <p>Line</p> <ul style="list-style-type: none"> 11 - Total number of shares of stock held by purchaser or transferee subsequent to this transaction 12 - Percentage of issued stock in corporation held by purchaser or transferee subsequent to this transaction 13 - From whom stock acquired 14 - Number of shares of stock held by seller or transferee prior to this transaction 15 - Percentage of issued stock held by seller or transferee prior to this transaction 16 - Number of shares of stock held by seller or transferee subsequent to this transaction 17 - Percentage of issued stock held by seller or transferee subsequent to this transaction |
|--|--|

1	(a)	(b)	(c)
	N/A		
2			
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Remarks: (See Instructions 3, 7 and 8.)

BH 0013

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

RECEIVED

BAKER & HOSTETLER

ATTORNEYS AT LAW

WASHINGTON SQUARE, SUITE 1100

1080 CONNECTICUT AVE., N.W.

WASHINGTON, D. C. 20036

(202) 681-1800

TELECOPIER (202) 466-8087

TELEX 660-835-7876

IN CLEVELAND, OHIO
3200 NATIONAL CITY CENTER
CLEVELAND, OHIO 44114
(216) 621-0200
TWX 610 421 8378

IN COLUMBUS, OHIO
65 EAST STATE STREET
COLUMBUS, OHIO 43215
(614) 828-1841

SEP 16 1 03 PM '85
AUDIO SERVICES
DIVISION

SEP 13 1985

FCC
Office of the Secretary
IN DENVER, COLORADO
SUITE 1100, 303 EAST 17TH AVENUE
DENVER, COLORADO 80203
(303) 661-0800

IN ORLANDO, FLORIDA
13TH FLOOR BARNETT PLAZA
ORLANDO, FLORIDA 32801
(305) 641-1111

September 13, 1985

WRITER'S DIRECT DIAL NO.:
(202) 661- 1576

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

Re: Revised Ownership Report for
Station WHCT-TV, Hartford, Connecticut

Dear Mr. Tricarico:

Enclosed is a revised ownership report for Astraline
Communications Company Limited Partnership, licensee of
Station WHCT-TV, Hartford, Connecticut.

Please contact the undersigned if there are any ques-
tions.

Sincerely,

Jack Whitley
Jack Whitley

JW:ksf

Enclosure

cc: WHCT Public Inspection File

Laura L. Smith
Exhibit No. 57 For I.D.
 Ptl. Deft.
Witness: Ramirez
Date: 2-1-94

Ex. 33
12/20/88 RG

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

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

RECEIVED

Ownership Report

SEP 13 1985

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

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).

Office of the Secretary

CERTIFICATE

I certify that I am General Partner
(Official title, see Instruction 9)
Astroline Communications Company
of Limited Partnership
(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.)

Richard P. Romney 9-12-1985
(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:
Astroline Communications Company
Limited Partnership
18 Garden Street
Hartford, Connecticut 06105
SEP 13 1 03 PM '85
RECEIVED
AUG 10 1985
DIVISION SERVICES

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.
Astroline Company
(The officers, directors and shareholders or partners of the above companies and their ownership interests have remained the same)

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 One

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
None		atly check with Clay Henderson 9-17-85	

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

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.

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 General Partner
(Official title, see Instruction 9)
Astroline Communications Company
of Limited Partnership
(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.)

Richard P. Ramirez 5/29, 1985
(Signature of respondent)

1. All of the information furnished in Items 1-8 is reported as of May 23, 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) F.C., A.L. or C.P. 1(c) Change of prior report
for the following stations:

Call letters	Location	Class of service
WHCT-TV	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
Limited Partnership
18 Garden Street
Hartford, CT 06105

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)
Astroline Company (See Exhibit 2)

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.

	Equity	Voting
Richard P. Ramirez General Partner	21%	70%
WHCT Management, Inc. General Partner	9%	30%
Astroline Company General Partner	70%	-0-

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

15 H L C T - S Y C C 2 1 1 5 5

8. 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.)

Notes: (Read carefully) The numbers 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</p> <ul style="list-style-type: none"> 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.) 2 - Citizenship 3 - Number of shares 4 - Number of votes 5 - Class of stock (Common CM; Preferred PF; Other) 6 - Per or stated value 7 - Total consideration paid (If other than cash, describe fully.) 8 - Date of acquisition 9 - Number of shares of stock held by purchaser or transferee prior to this transaction 10 - Percentage of issued stock in corporation held by purchaser or transferee prior to this transaction | <p>Line</p> <ul style="list-style-type: none"> 11 - Total number of shares of stock held by purchaser or transferee subsequent to this transaction 12 - Percentage of issued stock in corporation held by purchaser or transferee subsequent to this transaction 13 - From whom stock acquired 14 - Number of shares of stock held by seller or transferor prior to this transaction 15 - Percentage of issued stock held by seller or transferor prior to this transaction 16 - Number of shares of stock held by seller or transferor subsequent to this transaction 17 - Percentage of issued stock held by seller or transferor subsequent to this transaction |
|--|--|

	(a)	(b)	(c)
1	N/A	N/A	N/A
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3			
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Remarks: (See Instructions 3, 7 and 8.)

N/A

Notes: 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

Structure of Ownership and Management
WHCT Management, Inc.

Exhibit One

Two of the partners of Astroline Communications Company Limited Partnership (hereinafter "ACC" have transferred a portion of their partnership interest in the licensee to other parties. Astroline Company has transferred 12% of its limited partnership interest and WHCT Management, Inc. has transferred 4% of its interest. Three of the new principals are members of racial minority groups. The specific nature and dates of the transfers are provided below.

<u>Date</u>	<u>Transferor & Capacity</u>	<u>Transferee, Capacity & Address</u>	<u>% Interest Transferred</u>
8-14-85	Astroline Company Limited Partner	Martha Rose Limited Partner 18 Morgan Street Wenham, MA 01984	6%
8-16-85	Astroline Company Limited Partner	Thelma N. Gibbs Limited Partner 2275 S. Ocean Blvd. Palm Beach, FL 33480	6%
9-6-85	WHCT Management, Inc. General Partner	Don O'Brien Limited Partner 590 Huckleberry Hill Road Avon, CN 06001	1%
9-6-85	WHCT Management, Inc. General Partner	Terry Planell Limited Partner 10 Woodbury Lane West Hartford, CN 06001	1%
9-6-85	WHCT Management, Inc. General Partner	Danielle Webb Limited Partner 18 Garden Street Hartford, CN 06105	1%
9-10-85	WHCT Management, Inc. General Partner	Thomas A. Hart, Jr. General Partner 1862 Ingleside Terrace, N.W. Washington, D.C. 20010	1%

Exhibit One
Page 2

The ownership and voting interests in ACC, after the above transfers, are as follows:

<u>Name and Interest</u>	<u>Percentage Interests</u>	
	<u>Voting</u>	<u>Equity</u>
Richard P. Ramirez General Partner	77.8%	21%
WHCT Management, Inc. General Partner	18.5%	5%
Astroline Company Limited Partner	---	58%
Martha Rose Limited Partner	--	6%
Thelma Gibbs Limited Partner	--	6%
Don O'Brien Limited Partner	--	1%
Terry Planell Limited Partner	--	1%
Danielle Webb Limited Partner	--	1%
Thomas A. Hart, Jr. General Partner	3.8%	1%

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.)

[Handwritten Signature]
(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:

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:

Call letters	Location	Class of service
WHCT	Hartford, Ct.	TV

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).

Astroline Company
Limited Partnership
(See Exhibit 2)

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

8. 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)	
	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	/			
10				
11				
12		N/A		
13				
14				
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16				
17				

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

Fred J. Boling, Jr. votes stock.

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.

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

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).

CERTIFICATE

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(e) is checked and in no event prior to Item 1 date.):

[Handwritten Signature]
(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)

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).

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

Name and post office address of licensee or permittee: _____

Call letters	Location	Class of service
WHCT	Hartford, Ct.	TV

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

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

None

Astroline Company

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.)

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

N/A

	Equity	Voting
Herbert Sostek, General Partner	20%	25%
Fred Boling, Jr., General Partner	20%	25%
Joel Gibbs, General Partner	20%	25%
Richard H. Gibbs, General Partner	20%	25%
Randall L. Gibbs, Limited Partner	20%	---

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

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

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

RECEIVED

Ownership Report

FEB 22 1985

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

FCC

Office of the Secretary

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. Rawins 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

FEB 25 4 46 PM '85
RECEIVED
DIVISION

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

[Handwritten signature]

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.

... transactions concerning the ownership ... (If transaction includes more than one class ... 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</p> <p>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</p> <p>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)
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Remarks: (See Instructions 3, 7 and 8.)

N/A

Note: The purpose of the above computation is to enter the ...

BAKER & HOSTETLER

ATTORNEYS AT LAW

WASHINGTON SQUARE, SUITE 1100

1050 CONNECTICUT AVE., N.W.

WASHINGTON, D. C. 20036

(202) 861-1500

TELECOPIER (202) 466-2387

TELEX 650-235-7276

000068

IN CLEVELAND, OHIO
3200 NATIONAL CITY CENTER
CLEVELAND, OHIO 44114
(216) 621-0200
TWX 810 421 8375

IN COLUMBUS, OHIO
65 EAST STATE STREET
COLUMBUS, OHIO 43215
(614) 228-1841

IN DENVER, COLORADO
SUITE 1100, 303 EAST 17TH AVENUE
DENVER, COLORADO 80203
(303) 861-0600

IN ORLANDO, FLORIDA
13TH FLOOR BARNETT PLAZA
ORLANDO, FLORIDA 32801
(305) 841-1111

October 31, 1985

WRITER'S DIRECT DIAL NO.:

(202) 861 - 1658

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

RECEIVED

OCT 31 1985

FCC
Office of the Secretary

Re: Ownership Report Supplement for
Station WHCT-TV, Hartford, Connecticut

Dear Mr. Tricarico:

Enclosed is a supplemental Ownership Report for Station WHCT-TV, Hartford, Connecticut. The report contains agreements relating to ownership interests in the licensee. It does not contemplate any change in ownership that has not already been reported.

Please contact the undersigned if there are any questions.

Sincerely,


Thomas A. Hart, Jr.

Counsel to
Astroline Communications
Company
Limited Partner

TAH:ksf

Enclosures

cc: Carter S. Bacon, Jr.
Richard P. Ramirez
WHCT Public Inspection File

BH 0682

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

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).

CERTIFICATE

I certify that I am General Partner
(Official title, see Instruction 9)
Astroline Communications
of Company, Limited
(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.):

X Richard P. Manning 10-31-1985
(Signature of respondent)

1. All of the information furnished in Items 1-8 is reported as of October 31, 1985. *(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
Limited Partners
185 Asylum Street
City Place/31st Floor
Hartford, Connecticut 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).

No change from prior report

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.

No change from prior report

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
Assignment, Assumption, Repurchase & Security Agreement	WHCT Management, Inc. a General Partner of the Licensee & Don O'Brien, Terry Planell & Danielle A. Webb	9-6-85	Perpetual
Assignment & Assumption Agreement	WHCT Management, Inc. & Thomas A. Hart, Jr.	9-10-85	Perpetual
Assignment & Assumption Agreements	Astroline Company & Martha Rose, Robert Rose & Thelma N. Gibbs	8-14-85 & 8-16-85	Perpetual

BH 0683

(a). Capitalization

Class of stock (preferred, common or other)	Voting or non-voting	If par, show par value	If no par show stated value or value assigned	Number of shares				Number of Stockholders
				Authorized	Issued and outstanding	Treasury	Unissued	
N/A								More than 50 Holders of Voting Stock No Yes <input type="checkbox"/> <input type="checkbox"/> More than 50 Holders of Non-Voting Stock No Yes <input type="checkbox"/> <input type="checkbox"/>

(b). Officers, directors and stock held by each: (See Instructions 3, 4, 5, 6, 7 and 8)

Name of residence and officers and directors	Citizenship	Office of Directorship		Number of class of stock		Other	Number of Votes	Percentage of voting stock held	Name of person replaced, if any
		Office held and date elected	Director- date elected	Common	Preferred				
N/A									

Remarks concerning family relationship, qualifying shares, etc.: (See Instructions 5 and 6)

BH 0684

2000

J. 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			
16			
17			

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

BH 0685

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.

Instructions Ownership Report, FCC Form 323

1. This report is to be filed by AM, FM, International or Television broadcast stations as follows (See §73.3615) :
 - (a.) By licensees with the application for renewal of station license.
 - (b.) By licensees or permittees within 30 days after the consummation, pursuant to Commission consent, of a transfer of control, or an assignment of license or the grant of an original construction permit.
 - (c.) By licensees or permittees within 30 days after any changes in the information called for by this form.
 - (d.) File one copy with the Federal Communications Commission, Washington, D.C. 20554. If information submitted is equally applicable to each station above listed, one report may be filed for all such stations; otherwise a separate report shall be filed for each station.
 - (e.) Partnerships and individuals are to fill out Paragraphs 1, 2, 3, 5 and 6. Corporations and associations are to fill out Paragraphs 1, 2, 3, 4, 6, 7 and 8.
 - (f.) This form is to be filled out completely when filed pursuant to (a) and (b) above. When filled out pursuant to (c), changes only need be noted.
2. Any contract or modification of contract relating to the ownership, control, or management of the licensee or permittee or its stock must be filed with the Commission, as required by Section 73.3613 of the Rules. Attention is directed to the fact that Section 73.3613 requires the filing of all contracts of the types specified and is not limited to executed contracts but includes options, pledges, and other executory agreements and contracts relating to ownership, control, or management.
3. This form should be used to report all types of transactions concerning stock, agreements, voting control, trusts, etc., including an acquisition or sale by a corporation of its stock:
 - (a) Where a corporation sells its own stock an explanation of the character of the shares sold (such as authorized but unissued, treasury stock, etc.) should be given under "Remarks", Paragraph 8, Page 3.
 - (b) Where a corporation acquires its own stock an explanation of the disposition made or proposed (such as cancelled, held as treasury stock, etc.) should be given under "Remarks", Paragraph 8, Page 3.
4. If the licensee or permittee is directly or indirectly controlled by another corporation, or, if another corporation has a 25% or greater ownership interest, direct or indirect, in such licensee or permittee (whether or not such interest constitutes control of the licensee or permittee), a separate Form 323 should be submitted to report changes in the officers, directors, or stockholders of such corporation or corporations.
5. Whether report is required as to stock interest, it should include beneficial as well as legal interests. In reporting the beneficial interests of a person not a stockholder of record or who has any other direct or indirect interest in the licensee or permittee, use the space provided for "Remarks" Paragraph 7, Page 2, or separate sheets to give full explanation.
6. Under "Remarks", Paragraph 7, Page 2, give a full information as to any family relationship (e.g. father-son, man-wife, brothers, sisters, uncle-nephew, cousins, etc.) or as to any business association (e.g. partners in other business enterprises, etc.) between one or more officers, directors, or stockholders of the licensee or permittee and any other officer, director, or stockholder who is the subject of this report.
7. Where information is required with respect to stockholders in corporations having more than 50 stockholders, such information need be filed only with respect to stockholders who are officers and directors or who have 1% or more of the stock of the corporation.
8. THIS FORM IS NOT TO BE USED TO REPORT OR REQUEST A TRANSFER OF CONTROL OR ASSIGNMENT OF LICENSE OR CONSTRUCTION PERMIT (except to report a transfer of control or assignment of license made pursuant to prior Commission consent). The appropriate forms for use in connection with such transfers or assignments are FCC Forms 314, 315 and 316. It is the prime responsibility of the licensee or permittee to determine whether a given transaction constitutes a transfer of control or an assignment. However, for purposes of example only, and for the convenience of interested persons, there are listed below some of the more common types of transfers concerning which doubt exists in the minds of broadcasters.

A transfer of control takes place when:

 - 1) An individual stockholder gains or loses affirmative or negative (50%) control. (Affirmative control consists of control of more than 50% of voting stock; negative control consists of control of exactly 50% of voting stock.)
 - 2) Any family group or any individual in a family group gains or loses affirmative or negative (50%) control. (See also Instruction 6.)
 - 3) Any group in privity gains or loses affirmative or negative (50%) control.

The following are examples of transfers of control or assignments of licenses requiring prior Commission consent:

 - 1) A, who owns 51% of the licensee's or permittee's stock, sells 1% or more thereof to B. A transfer has been effected.
 - 2) X corporation, wholly owned by Y family, reduced outstanding stock by purchase of treasury stock which results in family member A's individual holdings being increased to 50% or more. A transfer has been effected.
 - 3) A and B, man and wife, each own 50% of the licensee's or permittee's stock. A sells any of his stock to B. A transfer has been effected.
 - 4) A is a partner in the licensee. A sells any part of his interest to newcomer B or existing partner C. An assignment has been effected.
 - 5) X partnership incorporates. An assignment has been effected.
 - 6) Minority stockholders form a voting trust to vote their 50% or more combined stockholdings. A transfer has been effected.
 - 7) A, B, C, D and E each own 20% of the stock of X corporation. A, B and C sell their stock to F, G and H at different times. A transfer is effected at such time as C sells 10% or more of his stock. In other words, a transfer is effectuated at such time as 50% or more of the stock passes out of the hands of the stockholders who held stock at the time the original authorization for the licensee or permittee corporation was issued.
9. The official title of the respondent must be the individual licensee or permittee, a partner in the licensee or permittee partnership, or an officer in the licensee or permittee corporation.

BH 0686

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS AGREEMENT, made as of August 14, 1985, by and between the undersigned ASTROLINE COMPANY (the "Assignor"), a Massachusetts limited partnership, and MARTHA ROSE and ROBERT ROSE (the "Assignees"),

WITNESSETH THAT:

WHEREAS, the Assignor is a Limited Partner of Astroline Communications Company Limited Partnership, a Massachusetts limited partnership (the "Partnership"), owning prior to the execution and delivery hereof a 70% Limited Partnership Interest therein;

WHEREAS, the Assignor desires to transfer on this date a Six Percent (6%) Limited Partnership Interest in the Partnership to the Assignees as joint tenants; and

WHEREAS, the terms of the Partnership are governed by the Astroline Communications Company Limited Partnership Agreement and Certificate of Limited Partnership dated as of May 29, 1984 (the "Partnership Agreement");

NOW, THEREFORE, the Assignor and the Assignees hereby agree as follows:

1. For consideration of Thirty Thousand Dollars (\$30,000) paid to the Assignor, the Assignor hereby assigns and transfers to the Assignees as joint tenants a Six Per Cent (6%) Limited Partnership Interest in the Partnership.
2. The Assignees hereby accept the assignment of such Limited Partnership Interest in the Partnership and, as provided in Section 7.2.B of the Partnership Agreement, the Assignees hereby agree to be bound, to the same extent as all other Limited Partners, by all the terms and provisions of the Partnership Agreement, including, without limitation, the provisions of Section 7.2.C. granting a power of attorney to the General Partners of the Partnership for the purpose of executing and filing amendments to the Certificate of Limited Partnership of the Partnership and the other purposes stated therein.
3. The capitalized terms used herein, to the extent not herein defined, shall have the meanings given in the Partnership Agreement.

4. The parties hereto hereby agree that this Assignment and Assumption Agreement shall be construed and enforced according to the laws of the Commonwealth of Massachusetts.

Executed under seal as of the date first set forth above.

ASTROLINE COMPANY

By: Herbert A. Sostek
Herbert A. Sostek,
General Partner

Martha Rose
Martha Rose

Robert Rose
Robert Rose

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Agreement, made as of September 10, 1985, by and between the undersigned, WHCT MANAGEMENT, INC. (the "Assignor"), a Massachusetts corporation, and THOMAS A. HART, JR. (the "Assignee")

WITNESSETH THAT:

WHEREAS, the Assignor is a General Partner of Astroline Communications Company Limited Partnership, a Massachusetts limited partnership (the "Partnership");

WHEREAS, the Assignor desires to transfer on this date a One Percent (1%) general partnership interest in the Partnership to the Assignee; and

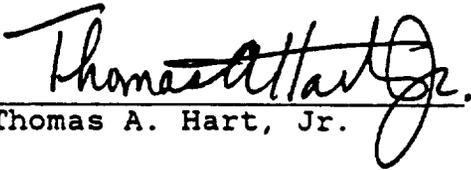
WHEREAS, the terms of the Partnership are governed by the Astroline Communications Company Limited Partnership Agreement and Certificate of Limited Partnership dated as of May 29, 1984 (the "Partnership Agreement");

NOW, THEREFORE, the Assignor and the Assignee hereby agree as follows:

1. For consideration of Five Thousand Dollars (\$5,000) paid to the Assignor, the Assignor hereby assigns and transfers to the Assignee a One Percent (1%) general partnership interest in the Partnership.
2. The Assignee hereby accepts the assignment of such general partnership interest in the Partnership and the Assignee hereby agrees to be bound by all the terms and provisions of the Partnership Agreement.
3. The parties hereto hereby agree that this Assignment and Assumption Agreement shall be construed and enforced according to the laws of the Commonwealth of Massachusetts.

Executed under seal as of the date first set forth above.

WHCT MANAGEMENT, INC.


Thomas A. Hart, Jr.

By 
Fred J. Boling, Jr., President

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS AGREEMENT, made as of August 16, 1985, by and between the undersigned ASTROLINE COMPANY (the "Assignor"), a Massachusetts limited partnership, and THELMA N. GIBBS (the "Assignee"),

WITNESSETH THAT:

WHEREAS, the Assignor is a Limited Partner of Astroline Communications Company Limited Partnership, a Massachusetts limited partnership (the "Partnership");

WHEREAS, the Assignor desires to transfer on this date a Six Percent (6%) limited partnership interest in the Partnership to the Assignee; and

WHEREAS, the terms of the Partnership are governed by the Astroline Communications Company Limited Partnership Agreement and Certificate of Limited Partnership dated as of May 29, 1984 (the "Partnership Agreement");

NOW, THEREFORE, the Assignor and the Assignees hereby agree as follows:

1. For consideration of Thirty Thousand Dollars (\$30,000) paid to the Assignor, the Assignor hereby assigns and transfers to the Assignee a Six Per Cent (6%) Limited Partnership Interest in the Partnership.

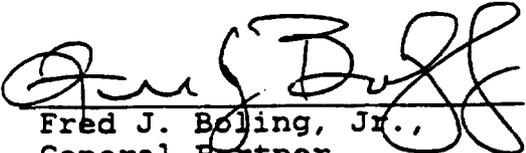
2. The Assignee hereby accepts the assignment of such Limited Partnership Interest in the Partnership and, as provided in Section 7.2.B of the Partnership Agreement, the Assignee hereby agrees to be bound, to the same extent as all other Limited Partners, by all the terms and provisions of the Partnership Agreement, including, without limitation, the provisions of Section 7.2.C. granting a power of attorney to the General Partners of the Partnership for the purpose of executing and filing amendments to the Certificate of Limited Partnership of the Partnership and the other purposes stated therein.

3. The capitalized terms used herein, to the extent not herein defined, shall have the meanings given in the Partnership Agreement.

4. The parties hereto hereby agree that this Assignment and Assumption Agreement shall be construed and enforced according to the laws of the Commonwealth of Massachusetts.

Executed under seal as of the date first set forth above.

ASTROLINE COMPANY

By: 
Fred J. Boling, Jr.,
General Partner


Thelma N. Gibbs

ASSIGNMENT, ASSUMPTION, REPURCHASE
AND SECURITY AGREEMENT

This Agreement made as of September 6th, 1985, by and between
WHCT Management, Inc. ("WHCT Management"), a Massachusetts corpora-
tion, and Don O'Brien ("Employee"),

W I T N E S S E T H:

WHEREAS, WHCT Management is a General Partner of Astroline
Communications Company Limited Partnership (the "Partnership"), a
Massachusetts limited partnership which is the owner and operator
of WHCT-TV, Channel 18 in Hartford, Connecticut (the "Station");

WHEREAS, the Partnership was organized pursuant to a Limited
Partnership Agreement and Certificate (the "Partnership Agreement")
dated May 29, 1984, a copy of which has been delivered by WHCT
Management to the Employee;

WHEREAS, the Employee and the Partnership have entered into
an Employment Agreement (the "Employment Agreement"), dated as of
July 22nd, 1985 (the "Employment Date") providing for the
employment of the Employee by the Partnership; and

WHEREAS, in order to provide the Employee with additional
incentive, WHCT Management has agreed to transfer to the Employee
a one percent (1%) partnership interest in the Partnership for the
purchase price provided for herein and subject to the Partnership's
right to repurchase such partnership interest under certain circum-
stances upon the terms and conditions provided for herein;

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged by the parties, the parties hereto agree as follows:

1. Purchase and Sale of Partnership Interest. WHCT Management hereby sells, assigns and transfers to the Employee and the Employee hereby purchases from the Partnership a one-percent partnership interest in the Partnership (the "Partnership Interest") for a purchase price of \$70,000 (the "Initial Purchase Price") which has been paid by the Employee to WHCT Management by delivery of the Employee's Promissory Note (the "Purchase Note") of even date herewith in such amount, the receipt of which is hereby acknowledged by WHCT Management. The Partnership Interest has been held by WHCT Management as a General Partner of the Partnership and will be held by the Employee as a Limited Partner of the Partnership.

2. Assumption of Limited Partnership Agreement. As provided in Section 7.2.B of the Partnership Agreement, the Employee hereby agrees to be bound, to the same extent as all other Limited Partners of the Partnership, by all the terms and provisions of the Partnership Agreement including without limitation the provisions of Section 7.2.C granting a power of attorney to the General Partners of the Partnership for the purposes of executing and filing amendments to the Certificate of Limited Partnership of the Partnership and the other purposes stated therein.

3. Right of WHCT Management to Repurchase Partnership

Interest Upon Termination of Employment. In the event the Employee shall cease for any reason, including death, resignation, disability or termination, with or without cause, to be an Employee of the Partnership, WHCT shall have the right to purchase the Partnership Interest from the Employee upon the terms and conditions set forth in this Section.

(a) Determination of Purchase Price.

(i) Upon Death. In the event the employment of the Employee is terminated as a result of the Employee's death, the purchase price payable by WHCT Management for the Partnership Interest shall be equal to the fair market value of the Partnership Interest on the date of the Employee's death determined in accordance with paragraph (b) of this Section.

(ii) Termination for Cause. In the event the employment of the Employee is terminated for cause as defined in Section 4.1 of the Employment Agreement, the purchase price payable by WHCT Management for the Partnership Interest shall be equal to the Initial Purchase Price.

(iii) Disability. In the event the employment of the Employee is terminated as the result of the total disability of the Employee as determined in accordance with Section 2.3 of the Employment Agreement, the purchase price payable by WHCT Management for the Partnership Interest shall be determined as follows:

(A) If the date of termination is prior to the first anniversary of the Employment Date, the purchase price shall equal

85% of the Initial Purchase Price plus 15% of the fair market value of the Partnership Interest on the date of termination determined in accordance with paragraph (b) of this Section.

(B) If the date of termination is prior to the second anniversary of the Employment Date and on or after the first anniversary of the Employment Date, the purchase price shall equal 65% of the Initial Purchase Price plus 35% of the fair market value of the Partnership Interest on the date of termination determined in accordance with paragraph (b) of this Section.

(C) If the date of termination is prior to the third anniversary of the Employment Date and on or after the second anniversary of the Employment Date, the purchase price shall equal 40% of the Initial Purchase Price plus 60% of the fair market value of the Partnership Interest on the date of termination determined in accordance with paragraph (b) of this Section.

(D) If the date of termination is on or after the third anniversary of the Employment Date, the purchase price shall equal 100% of the fair market value of the Partnership Interest on the date of termination determined in accordance with paragraph (b) of this Section.

(iv) Termination of Employment, Generally. In the event the employment of the Employee terminates for any reason other than those referred to in subparagraphs (i), (ii) and (iii) of this paragraph (a) then the purchase price payable by WHCT Management for the Partnership interest shall be determined as follows:

(A) If the date of termination is prior to the first anniversary of the Employment Date, the purchase price shall equal the Initial Purchase Price.

(B) If the date of termination is prior to the second anniversary of the Employment Date and on or after the first anniversary of the Employment Date, the purchase price shall equal 85% of the Initial Purchase Price plus 15% of the fair market value of the Partnership Interest on the date of termination determined in accordance with paragraph (b) of this Section.

(C) If the date of termination is prior to the third anniversary of the Employment Date and on or after the second anniversary of the Employment Date, the purchase price shall equal 65% of the Initial Purchase Price plus 35% of the fair market value of the Partnership Interest on the date of termination determined in accordance with paragraph (b) of this Section.

(D) If the date of termination is prior to the fourth anniversary of the Employment Date and on or after the third anniversary of the Employment Date, the purchase price shall equal 40% of the Initial Purchase price plus 60% of the fair market value of the Partnership Interest on the date of termination determined in accordance with paragraph (b) of this Section.

(E) If the date of termination is on or after the fourth anniversary of the Employment Date, the purchase price shall equal 100% of the fair market value of the Partnership Interest on the date of termination as determined in accordance with paragraph (b) of this Section.

(b) Fair Market Value. As used herein, fair market value of the Partnership Interest shall mean 1% of (i) the fair market value of the Partnership's assets taken as a whole on the date upon which the Employee's employment by the Partnership terminates, assuming an arm's length purchase and sale in which neither the buyer nor the seller was under undue pressure to complete the transaction, reduced by (ii) the liabilities of the Partnership on such date as shown on a statement prepared by the accountants for the Partnership in accordance with generally accepted accounting principles and (iii) an amount equal to all contributions made by the Limited Partners of the Partnership to the capital of the Partnership in excess of \$500,000 plus interest on all such contributions to accrue from and after the date or dates thereof at the rate designated by The First National Bank of Boston from time to time as its Base Rate and usually charged by said Bank on new 90 day unsecured loans to substantial and responsible commercial borrowers, such interest to be compounded quarterly on the last day of March, June, September and December of each year.

(c) Exercise By WHCT Management of Right to Purchase Partnership Interest. WHCT Management shall exercise its right to purchase the Partnership Interest from the Employee upon written notice (the "Exercise Notice") from WHCT Management to the Employee given within 180 days following the date upon which the employment of Employee by the Partnership was terminated. Such notice shall set forth the time, date and place of a closing at which WHCT Management shall purchase the Partnership Interest from the

Employee (the "Closing"). In the event the purchase price payable by WHCT Management is based in whole or in part upon the fair market value of the Partnership Interest and the Employee and WHCT Management do not agree, prior to the date specified in the Election Notice for the Closing, upon the value of the assets of the Partnership to be used in calculating the fair market value of the Partnership Interest, as defined in paragraph (b) of this Section, then the value of such assets shall be determined by appraisers as follows: WHCT Management and the Employee shall each appoint a reputable appraiser, experienced in valuing broadcast properties, each of whom shall provide an estimate of the fair market value of the assets of the Partnership. If the two estimates differ by an amount less than or equal to 10% of the lower estimate, the fair market value of such assets shall be deemed to be the average of the two estimates. In the event the two estimates differ by an amount in excess of 10% of the lower estimate, the two appraisers shall appoint a third similarly qualified appraiser who shall provide an estimate of the fair market value of the Partnership's assets, which estimate shall be within the range established by the two previous estimates and shall be binding on the parties. One half the fees and expenses of the appraisers so appointed shall be paid by each of WCHT Management and the Employee. The parties acknowledge that the appraisal process will require the postponement of the Closing as provided in the Election Notice and agree to use their best efforts to cause the first two appraisals to be completed within 120 days following the date of the Election

Notice and to cause the third appraisal, if required, to be completed within 90 days following the completion of the first two appraisals. The parties further agree to cause the Closing to take place immediately following the final determination of the fair market value of the Partnership's assets. Notwithstanding the foregoing, WHCT Management shall have the right, by providing written notice to the Employee at any time prior to the Closing to elect not to purchase the Partnership Interest, in which event no transfer of the Partnership Interest pursuant to the terms of this Agreement shall occur. At the Closing:

(i) The Employee shall deliver to WHCT Management an instrument of transfer in a form acceptable to WHCT duly executed by the Employee transferring the Partnership Interest to WHCT Management; and

(ii) WHCT Management shall pay to the Employee the purchase price for the partnership interest determined in accordance with paragraph (b) of this Section which shall be payable by WHCT Management either wholly in cash, wholly by delivery of its Promissory Note, or partly in cash and partly by delivery of its Promissory Note, as WHCT Management shall elect, provided that, in the event WHCT Management elects to pay all or part of such purchase price by delivering its Promissory Note, such note shall be in the form of Exhibit A hereto, shall be payable in equal annual installments during a period, determined by WHCT Management of no more than five (5) years following the date of the Closing, shall bear interest at the rate designated from time to time by

The First National Bank of Boston as its Base Rate and shall provide for the payment of interest in arrears at the time of each principal payment.

(d) Termination of Repurchase Right Upon Sale of Station. In the event of (i) a sale by the Partnership of substantially all of the assets of the Station (including the license to operate the Station issued by the Federal Communications Commission) to a purchaser not affiliated with the Partnership, or (ii) a transfer by General and/or Limited Partners of more than two-thirds of the equity interests in the Partnership to a purchaser not affiliated with the Partnership, the right of WHCT Management, Inc. to purchase the Partnership Interest from the Employee shall terminate.

(e) Right to Assign Purchase Rights. The Employee acknowledges that WHCT Management is acting hereunder on behalf of all of the General and Limited Partners of the Partnership and agrees that WHCT Management shall have the right to assign its right to purchase the Partnership Interest and to delegate its obligation to pay the purchase price therefore to such Partners or to a party designated by them.

4. Grant of Security Interest. As security for (i) the performance by the Employee of the Employee's obligations under the Purchase Note, and (ii) the right of WHCT Management to purchase the Partnership Interest pursuant to Section 3 of this Agreement, the Employee hereby grants to WHCT Management a security interest in the Partnership Interest and agrees that WHCT Management

shall have all of the rights of a secured party under the applicable provisions of the Uniform Commercial Code.

5. Restrictions on Transfer. The Employee acknowledges that the General and Limited Partners of the Partnership intend to amend the Partnership Agreement so as to grant the Partners a right of first refusal in the event of any proposed transfer of a partnership interest in the Partnership and agrees to execute and deliver an agreement adopting such an amendment. In addition, the Employee will at all times keep the Partnership Interest free of all liens, encumbrances and restrictions other than those imposed by this Agreement and the Partnership Agreement.

6. Entire Agreement. This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof and supersedes any prior written or oral understandings including without limitation the provisions of a certain letter agreement dated July 22nd, 1985, between the Employee and WHCT Management, granting the Employee the right to acquire an interest in the Partnership.

7. Arbitration. Any controversy arising from, or related to, this Agreement shall be determined by arbitration in the City of Hartford, Connecticut, in accordance with the Rules of the American Arbitration Association, such determination to be made by three arbitrators, one chosen by the Employee, the second chosen by WHCT Management and the third to be chosen by the two arbitrators previously chosen, and judgement upon any such determination or award may be entered in any court having jurisdiction.