

SBH Exh. 89

BAKER & HOSTETLER
WASHINGTON, D.C.

TELECOPIER COVER LETTER

PLEASE DELIVER THE FOLLOWING PAGE (S) TO:

NAME: Carter Bacon

FROM: Dale R. Harburg

TOTAL NUMBER OF PAGES INCLUDING COVER LETTER: 16

SIZE OF PAGES: 8-1/2 x 11, 8-1/2 x 14

WE ARE TRANSMITTING ON THE FOLLOWING SPEED: 3, 4, 6,

DATE: 7/31/87

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_____ : AFTER THE LAST PAGE IS TRANSMITTED.

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WE ARE TRANSMITTING FROM A CANON 910 202/466-2387
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Reviewed by CSB 7/31/87 / TC Dale H. - 7/31/87

Expressed concerns re including ownership
repts for WHCY deqmt & AstroCo because they
might be deemed admissions that these entities exercise
control over the company.

Approved by OMB
5010-107
Expires 04/30/88

CERTIFICATION

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

Ownership Report

NOTE: Before filling out this form, read attached instructions.

Section 310(d) 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/permit or transfer of control (except to report an assignment of license/permit or transfer of control made pursuant to prior Commission consent).

I certify that I am General Partner
(Official title, see Instruction 1)
of Astroline Communications Company
(Exact legal title or name of respondent) Limited Partnership
that I have examined this Report, that to the best of my knowledge and belief all statements in the Report are true, correct and complete.

(Date of certification must be within 60 days of the date shown in Item 1 in no event prior to Item 1 date).

_____, 19____
(Signature) (Date)

1. All of the information furnished in this Report is accurate as of _____, 19____
(Date must comply with Section 73.3615(a), i.e., information must be current within 60 days of the filing of this report, when 1(a) below is checked.)

Telephone No. of respondent (include area code):
(203) 547-1818

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

This report is filed pursuant to Instruction (check one)

Name and Post Office Address of respondent:
Astroline Communications Company
Partnership
18 Garden Street
Hartford, CT 06105

1 (a) Annual 1 (b) Transfer of Control, Assignment of License or Construction Permit

for the following stations:

Call Letters	Location	Class of service
WHCT	Hartford, CT	TV

4. Name of entity, if other than licensee or permittee, for which report is filed (see Instruction 3):

2. Give the name of any corporation or other entity for whom a separate Report is filed due to its interest in the subject licensee (See Instruction 3):

WHCT Management, Inc. (Exhibit 1)
Astroline Company (Exhibit 2)

5. Respondent is:
 Sole Proprietorship
 For-profit corporation
 Not-for-profit corporation
 General Partnership
 Limited Partnership
 Other: _____

3. Show the attributable interests in any other broadcast station of the respondent. Also, show any interest of the respondent, whether or not attributable, which is 5% or more of the ownership of any other broadcast station or any newspaper or CATV entity in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 78.501 of the Commission's Rules.

None

If a limited partnership, is certification statement included as in Instruction 1?

Yes No

6. List all contracts and other instruments required to be filed by Section 73.3613 of the Commission's Rules and Regulations. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

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
Amended Limited Partnership Agreement and Certificate	N/A	9-10-85	Continued in perpetuity unless amended
Letter Agreement	Thomas A. Hart and WHCT Management, Inc.	4-7-87	Perpetuity
See attachment			

7. Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Class of Stock (preferred, common or other)	Voting or Non voting	Authorized	Number of Shares		
			Issued and Outstanding	Treasury	Unissued
N/A	N/A	N/A	N/A	N/A	N/A

Remarks concerning family relationships, attribution exemptions and certifications: (See Instructions 4, 5 and 6)

6. List all contracts and other instructions required to be filed by Section 73.3613 of the Commission's Rules and Regulations. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration
Letter Agreement	Danielle Webb and WHCT Management, Inc.	3-13-87	Perpetuity
Agreement	WHCT Management, Inc. and Terry Planell	12-26-86	Perpetuity

7. Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Class of Stock (preferred, common or other)	Voting or Non voting	Authorized	Number of Shares		
			Issued and Outstanding	Treasury	Unissued

Remarks concerning family relationships, attribution exemptions and certifications: (See Instructions 4, 5 and 6)

3 List officers, directors, cognizable stockholders and partners. Use one column for each individual entity. Attach additional pages, if necessary. See instructions 4, 5 and 6.

Line Read carefully - The numbered items below refer to the numbers in the following table:

- | | |
|---|--|
| <p>1 Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List officers first, then directors and, thereafter, remaining stockholders and partners.</p> <p>2 Citizenship.</p> <p>3 Office or directorship held.</p> <p>4 Number of shares or nature of partnership interest.</p> <p>5 Number of votes.</p> | <p>6 Percentage of votes.</p> <p>7 Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest.</p> <p>8 All other ownership interests of 5% or more, whether or not attributable, as well as any corporate officership or directorship in broadcast, cable or newspaper entities in the same market or with overlapping signal the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interest and the position held.</p> |
|---|--|

1	(a)	(b)	(c)
	Richard P. Ramirez 19 Walker Lane West Hartford, CT 18065	WHCT Management, Inc.	Astroline Company
2	U.S.	N/A	N/A
3	General Partner	General Partner	Limited Partner
4	21% equity; 78% voting	6% equity; 22% voting	58% equity
5	N/A	N/A	N/A
6	78% voting interest	22% voting	0% voting
7	None	None	None
8	None	None	None

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

The solicitation of personal information requested in this Report is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to assess compliance with the Commission's multiple ownership restrictions. The staff, consisting variously of attorneys and examiners, will use the information to determine such compliance. If all the information requested is not provided, processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to retain your authorization.

9. List Officers, directors, cognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See instructions 4, 5, and 6.

Line: Read carefully. The numbered items below refer to line numbers in the following table:

- | | |
|--|---|
| 1. Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock); list officers first, then directors and, thereafter, remaining stockholders and partners. | 6. Percentage of votes. |
| 2. Citizenship | 7. Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest. |
| 3. Office of directorship held | 8. All other ownership interests of 5% or more, whether or not attributable as well as any corporate officership or directorship in broadcast, newspaper or newspaper entities in the same market or with overlapping signal the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interest and the position held. |
| 4. Number of shares or nature of partnership interest. | |
| 5. Number of votes | |

1	(a)	(b)	(c)
	Terry Planell 7 Deepwood Rd. Farmington, CT 06032	Thelma N. Gibbs 2275 South Ocean Blvd. Palm Beach, FL 33480	Martha & Robert Rose 18 Morgan Street Wenham, Massachusetts
2	U.S.	U.S.	U.S.
3	Limited Partner	Limited Partner	Limited Partner
4	3% equity	6% equity	6% equity
5	N/A	N/A	N/A
6	0%	0%	0%
7	None	None	None
8	None	None	None

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

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Exhibit 1

Ownership of WHCT Management, Inc.

CERTIFICATION

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

Ownership Report

NOTE: Before filling out this form, read attached instructions

Section 310(d) 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, permit or transfer of control (except to report an assignment of license, permit or transfer of control made pursuant to prior Commission consent).

1. All of the information furnished in this Report is accurate as of

19

(Date must comply with Section 73.3615(a), i.e., information must be current within 60 days of the filing of this report, when 1(a) below is checked.)

This report is filed pursuant to Instruction (check one)

1 (a) Annual 1 (b) Transfer of Control, Assignment of License or Construction Permit

for the following stations:

Call Letters	Location	Class of service
WHCT	Hartford, CT	TV

2. Give the name of any corporation or other entry for whom a separate Report is filed due to its interest in the subject license (See Instruction 3):

N/A

3. Show the attributable interests in any other broadcast station of the respondent. Also, show any interest of the respondent, whether or not attributable, which is 5% or more of the ownership of any other broadcast station or any newspaper or CATV entity in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 78.501 of the Commission's Rules.

N/A

I certify that I am _____
(Official title, see instruction 1)

of _____
(Exact legal title or name of respondent)

that I have examined this Report, that to the best of my knowledge and all statements in the Report are true, correct and complete.

(Date of certification must be within 60 days of the date shown in item 1 in no event prior to item 1 date):

(Signature) (Date) 19

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.

Name and Post Office Address of respondent:

4. Name of entity, if other than licensee or permittee, for which report is filed (see instruction 3):

WHCT Management, Inc.

5. Respondent is:

- Sole Proprietorship
- For-profit corporation
- Not-for-profit corporation
- General Partnership
- Limited Partnership
- Other: _____

If a limited partnership, is certification statement included as in Instruction 1:

Yes No

3. List officers, directors, cognizable stockholders, and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See instructions 4, 5, and 6.

Line (Read carefully) - The numbered items below refer to line numbers in the following table:

- | | |
|--|---|
| <p>1. Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List officers first, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interest.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules including nature and size of such interest.</p> <p>8. All other ownership interests of 5% or more, whether or not attributable as well as any corporate officership or directorship in broadcast, radio or newspaper entities in the same market or with overlapping signals, the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interest and the position held.</p> |
|--|---|

	(a)	(b)	(c)
1	Fred J. Boling, Jr. 24 Tophet Road Lynnfield, Mass.	William C. Lance 518 Chestnut Street Waban, Mass.	Herbert A. Sostek 1800 Via Visalia Palos Verdes Estates, C. 90274
2	U.S.	U.S.	U.S.
3	Pres./Treas./Chief Oper. Officer/Director	Clerk	Chairman of Board/Chief Exec. Officer/Director
4	200	None	200
5	200	0	200
6	20%	0%	20%
7	None	None	None
8	None	None	None

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this Report is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to assess compliance with the Commission's multiple ownership restrictions. The staff, consisting variously of attorneys and examiners will use the information to determine such compliance. If all the information requested is not provided, processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to retain your authorization.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3)
AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3607.

8 List officers, directors, significant stockholders and partners. Use one column for each individual entity. Attach additional pages, if necessary. See Instructions 4, 5, and 6.

Line Read Carefully: The numbered items below refer to line numbers in the following table:

- | | |
|---|--|
| <p>1 Name and residence of officer, director, significant stockholder or partner. If other than individual also show name, address and citizenship of natural person authorized to vote the stock. List officers first, then directors and thereafter remaining stockholders and partners.</p> <p>2 Citizenship.</p> <p>3 Office or directorship held.</p> <p>4 Number of shares or nature of partnership interest.</p> <p>5 Number of votes.</p> | <p>6 Percentage of votes.</p> <p>7 Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules including nature and size of such interest.</p> <p>8 All other ownership interests of 5% or more, whether or not attributable as well as any corporate officership or directorship in broadcast, cable or newspaper entities in the same market or with overlapping signal the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interest and the position held.</p> |
|---|--|

1	(a)	(b)	(c)
	Richard H. Gibbs 30 Little Point Swampscott, Mass.	Randall L. Gibbs 105 Bellevue Street Newton, Mass. 02158	Estate of Joel A. Gibbs c/o William D. Kerchick Peabody & Brown One Boston Place Boston, Mass. 02108
2	U.S.	U.S.	N/A
3	Vice President/Director	N/A	N/A
4	200	200	200
5	200	200	200
6	20%	20%	20%
7	None	None	None
8	None	None	None

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AND THE PAPERWORK REDUCTION ACT**

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Exhibit 2

Ownership of Astroline Company

CERTIFICATION

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

I certify that I am _____
(Official title, see Instruction 1)
of _____
(Exact legal title or name of respondent)

that I have examined this Report, that to the best of my knowledge and
all statements in the Report are true, correct and complete.

(Date of certification must be within 60 days of the date shown in Item 1
in no event prior to Item 1 date):

(Signature)

(Date)

Ownership Report

NOTE: Before filling out this form, read attached instructions

Section 310(a) 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/permit or transfer of control
(except to report an assignment of license/permit or transfer of control made
pursuant to prior Commission consent).

1. All of the information furnished in this Report is accurate as of

19

(Date must comply with Section 73.3615(a), i.e., information must be
current within 60 days of the filing of this report, when 1(a) below is
checked.)

Telephone No. of respondent (include area code):

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

This report is filed pursuant to instruction (check one)

1 (a) Annual 1 (b) Transfer of Control,
Assignment of License or
Construction Permit

for the following stations:

Call Letters	Location	Class of service
WHCT	Hartford, CT	TV

4. Name of entity, if other than licensee or permittee, for which report
(see Instruction 3):

Astroline Company

2. Give the name of any corporation or other entity for whom a separate
Report is filed due to its interest in the subject licensee (See Instruction 3):

N/A

5. Respondent is:

- Sole Proprietorship
- For-profit corporation
- Not-for-profit corporation
- General Partnership
- Limited Partnership
- Other: _____

3. Show the attributable interests in any other broadcast station of the
respondent. Also, show any interest of the respondent, whether or not
attributable, which is 5% or more of the ownership of any other
broadcast station or any newspaper or CATV entity in the same market
or with overlapping signals in the same broadcast service, as described
in Sections 73.3555 and 76.501 of the Commission's Rules.

None

If a limited partnership, is certification statement included as in Instruc

Yes No

N/A

6. List all contracts and other instructions required to be filed by Section 73.3613 of the Commission's Rules and Regulations. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration
Limited Partnership Agreement Amended Limited Partnership Agreement	N/A N/A	9-28-81 9-30-86	Perpetuity Perpetuity

7. Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Class of Stock (preferred, common or other)	Voting or Non-voting	Authorized	Number of Shares		
			Issued and Outstanding	Treasury	Unissued
N/A	N/A	N/A	N/A	N/A	N/A

Remarks concerning family relationships, attribution exemptions and certifications: (See Instructions 4, 5 and 6)

Richard Gibbs, Randall Gibbs and Joel Gibbs were brothers.

8 List officers, directors, cognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages if necessary. See items 4, 5, and 6.

Line Read carefully. The numbered items below refer to line numbers in the following table:

- 1 Name and residence of officer, director, cognizable stockholder or partner. (Other than individual also show name, address and citizenship of natural person authorized to vote the stock. List officers first, then directors and, thereafter, remaining stockholders and partners.)
- 2 Citizenship
- 3 Office or directorship held
- 4 Number of shares or nature of partnership interest
- 5 Number of votes
- 6 Percentage of votes
- 7 Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules including nature and size of such interest.
- 8 All other ownership interests of 5% or more, whether or not attributable as well as any corporate officership or directorship in broadcast or newspaper entities in the same market or with overlapping signals the same broadcast service, as described in Sections 73.3555 and 76 of the Commission's Rules, including the nature and size of such interest and the position held.

CONTINUED ON NEXT PAGE

1 (a)	(b)	(c)
Herbert ^(A) Sostek 1800 Via Visalia Palos Verdes Estates, CA 90274	Fred ^(J) Boling, Jr. 24 Trophet Road Lynnfield, Mass.	Richard H. Gibbs 30 Littles Point Swampscott, Mass.
2 U.S.	U.S.	U.S.
3 Gen. Part./Lim. Part.	Gen. Part./Lim. Part.	Gen. Part./Lim. Part.
4 1 1/2 % g.p. interest; 19 3/4 % i.p. interest	1 1/2 % g.p. interest; 19 3/4 % i.p. interest	1 1/2 % g.p. interest; 19 3/4 % i.p. interest
5 N/A	N/A	N/A
6 25 3/4 %	25 3/4 %	25 3/4 %
7 None	None	None
8 None	None	None

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3 List officers, directors, recognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See instructions 4, 5 and 6.

Line (Read carefully) The numbered items below refer to line numbers in the following table:

- 1 Name and residence of officer, director, recognizable stockholder or partner. If other than individual also show name, address and citizenship of natural person authorized to vote the stock. List officers first, then directors and, thereafter, remaining stockholders and partners.
- 2 Citizenship.
- 3 Office or directorship held.
- 4 Number of shares or nature of partnership interest.
- 5 Number of votes.
- 6 Percentage of votes.
- 7 Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest.
- 8 All other ownership interests of 5% or more, whether or not attributable as well as any corporate officership or directorship in broadcast or newspaper entities in the same market or with overlapping signal the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interest and the position held.

1	(a)	(b)	(c)
	Estate of Joel A. Gibbs c/o William D. Kerchick Peabody & Brown One Boston Place Boston, Mass. 02108	Randall L. Gibbs 105 Bellovue Street Newton, Mass. 02152	
2	N/A	U.S.	
3	Limited Partner	Gen. Part./Lim. Part.	
4	20% l.p. interest	1% g.p.; 19% l.p. int.	
5	N/A	N/A	
6	0%	25%	
7	None	None	
8	None	None	

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

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United States Court of Appeals

FOR THE DISTRICT OF COLUMBIA CIRCUIT

No. 84-1600

September Term, 19 86

Shurberg Broadcasting of Hartford, Inc.,

v.

Federal Communications Commission

Astroline Communications Company
Limited Partnership,

Intervenor.

United States Court of Appeals
For the District of Columbia Circuit

FILED JUN 25 1987

GEORGE A. FISHER
CLERK

BEFORE: WALD, Chief Judge; SILBERMAN, Circuit Judge, and MACKINNON,
Senior Circuit Judge

ORDER

Upon all the records, pleadings, and proceedings herein, it is hereby

ORDERED, by the Court, that the record in this case is remanded for further proceedings.

On remand, the FCC shall take whatever action is appropriate in this case in conformance with its resolution of the issues described in its Notice of Inquiry, MM Docket No. 86-484, 52 Fed. Reg. 596 (1987), provided however, that if the FCC has not made a final determination in the above cited proceeding before the date on which the license at issue in this case would ordinarily be due for renewal, the FCC shall call for and consider competing applications at the appropriate time, and promptly process such applications according to established FCC procedures. See especially 52 Fed. Reg. at 600. If the FCC should initiate a comparative renewal proceeding concerning this license prior to resolution of the matters on MM Docket No. 86-484, in light of the representations made to this Court at the time appellant sought a stay of the FCC's order, the FCC shall conduct such proceedings without according intervenor Astroline Communications Company Limited Partnership any competitive advantage that would ordinarily accompany incumbency.

Per Curiam
For the Court:

George A. Fisher
George A. Fisher,
Clerk

Dissenting Statement of Circuit Judge Silberman attached.

Shurberg Broadcasting of Hartford, Inc. v. FCC, No. 84-1600

SILBERMAN, Dissenting Statement: I respectfully dissent from the court's order because the FCC's current position, in my view, is indefensible. Last September, the FCC announced in a brief before an en banc panel in Steele v. FCC, No. 84-1176, that the Commission had grave doubts about the constitutionality of its policy of granting preferences in comparative hearings to minority and female applicants. In light of the position taken in the Steele brief, we asked the Commission whether it continued to stand behind the minority preference embodied in the distress sale policy at issue in this case. In response, the Commission requested that the case be remanded in light of its general reconsideration of racial and gender preferences. On January 23, 1987, we remanded the case for 90 days to permit the Commission to determine its position with respect to the license at issue in this case. The Commission has now reported to us that although the distress sale policy is even more constitutionally suspect in its view than comparative preferences, it does not wish to take a firm position as to its legality even as of the date of transfer to Astroline (as compared to any future policy). This kind of courageous fealty to the Constitution seems characteristic of the FCC. See Meredith Corp. v. FCC, 809 F.2d 863 (D.C. Cir. 1987). In order to avoid taking a position, the Commission asserts that whatever the constitutionality of the policy at the time of the transfer to Astroline, the Commission will permit Astroline to keep the license because Astroline has a legitimate reliance interest. But as the court's order notes, the Commission, in its opposition to appellant's motion for a stay, has already committed itself not to accord any weight to Astroline's investments in the station. The majority thus recognizes that the application of the distress sale policy in this case simply cannot be based on a reliance rationale but disregards the fact that the FCC offers no other justification for continuing to apply the policy to these litigants. The Commission contends, and the majority apparently agrees, that it does not matter for this case

whether the distress sale policy is unconstitutional or not. But having rejected the FCC's reliance argument, of course the legality of the policy matters. It is clearly arbitrary and capricious for an agency to apply an agency policy it believes is illegal or unwise. See id. at 874. So too is it arbitrary and capricious for the Commission to brush off a constitutional challenge by claiming that the legality of its policy is irrelevant.

Because the FCC refuses to provide a rational justification for the continued application of the distress sale policy to these litigants, I would vacate the award of the license to Astroline and order the Commission to proceed expeditiously without regard to the distress sale policy.



Approved by OMB
3060-0010
Expires 04/30/89

CERTIFICATION

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

I certify that I am General Partner
(Official title, see Instruction 1)

of Astroline Communications Company,
(Exact legal title or name of respondent) Limited

Partners
that I have examined this Report, that to the best of my knowledge and belief,
all statements in the Report are true, correct and complete.

(Date of certification must be within 60 days of the date shown in Item 1 and
in no event prior to Item 1 date):

Richard P. Rini July 31, 1987
(Signature) (Date)

Ownership Report

NOTE: Before filling out this form, read attached instructions

Section 310(d) 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/permit or transfer of control (except to report an assignment of license/permit or transfer of control made pursuant to prior Commission consent).

1. All of the information furnished in this Report is accurate as of

_____, 19____
(Date must comply with Section 73.3615(a), i.e., information must be current within 60 days of the filing of this report, when 1(a) below is checked.)

This report is filed pursuant to instruction (check one)

1 (a) Annual 1 (b) Transfer of Control,
Assignment of License or
Construction Permit

for the following stations:

Call Letters	Location	Class of service
WHCT	Hartford, CT	TV

2. Give the name of any corporation or other entity for whom a separate Report is filed due to its interest in the subject licensee (See Instruction 3):

WHCT Management, Inc. (Exhibit 1)
Astroline Company (Exhibit 2)

3. Show the attributable interests in any other broadcast station of the respondent. Also, show any interest of the respondent, whether or not attributable, which is 5% or more of the ownership of any other broadcast station or any newspaper or CATV entity in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules.

None

Telephone No. of respondent (include area code):

(203) 547-1818

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

Name and Post Office Address of respondent:

Astroline Communications Company, Ltd.
Partnership
18 Garden Street
Hartford, CT 06105

4. Name of entity, if other than licensee or permittee, for which report is filed (see Instruction 3):

5. Respondent is:

- Sole Proprietorship
- For-profit corporation
- Not-for-profit corporation
- General Partnership
- Limited Partnership
- Other: _____

If a limited partnership, is certification statement included as in Instruction 4?

Yes No

BH 0796

6. List all contracts and other instructions required to be filed by Section 73.3613 of the Commission's Rules and Regulations. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

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
Amended Limited Partnership Agreement and Certificate	N/A	9-10-85	Continued in perpetuity unless amended
Letter Agreement	Thomas A. Hart and WHCT Management, Inc.	4-7-87	Perpetuity
See attachment			

7. Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Class of Stock (preferred, common or other)	Voting or Non-voting	Number of Shares			
		Authorized	Issued and Outstanding	Treasury	Unissued
N/A	N/A	N/A	N/A	N/A	N/A

Remarks concerning family relationships, attribution exemptions and certifications: (See Instructions 4, 5 and 6)

6. List all contracts and other instructions required to be filed by Section 73.3613 of the Commission's Rules and Regulations. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration
Letter Agreement	Danielle Webb and WHCT Management, Inc.	3-13-87	Perpetuity
Agreement	WHCT Management, Inc. and Terry Planell	12-26-86	Perpetuity

BH 0797

7. Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Class of Stock (preferred, common or other)	Voting or Non-voting	Number of Shares			
		Authorized	Issued and Outstanding	Treasury	Unissued

Remarks concerning family relationships, attribution exemptions and certifications: (See Instructions 4, 5 and 6)

Date Reporter: 9-23-18 George Holmes	
Date: _____ TR: _____	Received rejected filed Shubert 91 16 Extr: _____ Communications Commission
Filed 2 X Roadcastry	

8. List officers, directors, cognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See Instructions 4, 5, and 6.

Line (Read carefully - The numbered items below refer to line numbers in the following table.)

- | | |
|--|---|
| <p>1. Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List officers first, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interest.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest.</p> <p>8. All other ownership interests of 5% or more, whether or not attributable, as well as any corporate officership or directorship in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interests and the position held.</p> |
|--|---|

1	(a)	(b)	(c)
	Terry Planell 7 Deepwood Rd. Farmington, CT 06032	Thelma N. Gibbs 2275 South Ocean Blvd. Palm Beach, FL 33480	Martha & Robert Rose 18 Morgan Street Wenham, Massachusetts
2	U.S.	U.S.	U.S.
3	Limited Partner	Limited Partner	Limited Partner
4	3% equity	6% equity	6% equity
5	N/A	N/A	N/A
6	0%	0%	0%
7	None	None	None
8	None	None	None

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this Report is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to assess compliance with the Commission's multiple ownership restrictions. The staff, consisting variously of attorneys and examiners will use the information to determine such compliance. If all the information requested is not provided, processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to retain your authorization.

BH 0798

8. List officers, directors, cognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See Instructions 4, 5, and 6.

Line (Read carefully - The numbered items below refer to line numbers in the following table.)

- | | |
|--|---|
| <p>1. Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List officers first, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interest.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest.</p> <p>8. All other ownership interests of 5% or more, whether or not attributable, as well as any corporate officership or directorship in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interests and the position held.</p> |
|--|---|

	(a)	(b)	(c)
1	Richard P. Ramirez 19 Walker Lane West Hartford, CT 18065	WHCT Management, Inc.	Astroline Company
2	U.S.	N/A	N/A
3	General Partner	General Partner	Limited Partner
4	21% equity; 78% voting	6% equity; 22% voting	58% equity
5	N/A	N/A	N/A
6	78% voting interest	22% voting	0% voting
7	None	None	None
8	None	None	None

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

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BH 0799

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(1)(5)
AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

Exhibit 1

Ownership of WHCT Management, Inc.

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

Ownership Report

NOTE: Before filling out this form, read attached instructions

Section 310(d) 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/permit or transfer of control (except to report an assignment of license/permit or transfer of control made pursuant to prior Commission consent).

1. All of the information furnished in this Report is accurate as of

_____, 19____

(Date must comply with Section 73.3615(a), i.e., information must be current within 60 days of the filing of this report, when 1(a) below is checked.)

This report is filed pursuant to Instruction (check one)

1 (a) Annual 1 (b) Transfer of Control,
Assignment of License or
Construction Permit

for the following stations:

Call Letters	Location	Class of service
WHCT	Hartford, CT	TV

2. Give the name of any corporation or other entity for whom a separate Report is filed due to its interest in the subject licensee (See Instruction 3):

N/A

3. Show the attributable interests in any other broadcast station of the respondent. Also, show any interest of the respondent, whether or not attributable, which is 5% or more of the ownership of any other broadcast station or any newspaper or CATV entity in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules.

N/A

CERTIFICATION

I certify that I am _____
(Official title, see Instruction 1)

of _____
(Exact legal title or name of respondent)

that I have examined this Report, that to the best of my knowledge and belief all statements in the Report are true, correct and complete.

(Date of certification must be within 60 days of the date shown in Item 1 and in no event prior to Item 1 date):

_____, 19____
(Signature) (Date)

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.

Name and Post Office Address of respondent:

4. Name of entity, if other than licensee or permittee, for which report is filed (see Instruction 3):

WHCT Management, Inc.

5. Respondent is:

- Sole Proprietorship
- For-profit corporation
- Not-for-profit corporation
- General Partnership
- Limited Partnership
- Other: _____

If a limited partnership, is certification statement included as in Instruction 4

Yes No

6. List all contracts and other instructions required to be filed by Section 73.3613 of the Commission's Rules and Regulations. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration
Articles of Incorporation Amended Articles of Incorporation By-Laws	N/A N/A N/A	5-29-84 3-21-86 5-29-84	Perpetual Perpetual Perpetual

7. Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Class of Stock (preferred, common or other)	Voting or Non-voting	Number of Shares			
		Authorized	Issued and Outstanding	Treasury	Unissued
Common	Voting	300,000	1,000	N/A	299,000

Remarks concerning family relationships, attribution exemptions and certifications: (See Instructions 4, 5 and 6)

Richard Gibbs, Randall Gibbs and Joel Gibbs were brothers.

8. List officers, directors, cognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See Instructions 4, 5, and 6.

Line (Read carefully - The numbered items below refer to line numbers in the following table.)

- | | |
|--|---|
| <p>1. Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List officers first, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interest.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest.</p> <p>8. All other ownership interests of 5% or more, whether or not attributable, as well as any corporate officership or directorship in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interests and the position held.</p> |
|--|---|

1	(a)	(b)	(c)
	Fred J. Boling 24 Tophet Road Lynnfield, Mass.	William C. Lance 518 Chestnut Street Waban, Mass.	Herbert A. Sostek 1800 Via Visalia Palos Verdes Estates, CA 90274
2	U.S.	U.S.	U.S.
3	Pres./Treas./Chief Oper. Officer/Director	Clerk	Chairman of Board/Chief Exec. Officer/Director
4	200	None	200
5	200	0	200
6	20%	0%	20%
7	None	None	None
8	None	None	None

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this Report is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to assess compliance with the Commission's multiple ownership restrictions. The staff, consisting variously of attorneys and examiners, will use the information to determine such compliance. If all the information requested is not provided, processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to retain your authorization.

BH 0802

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3)
AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

8. List officers, directors, cognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See Instructions 4, 5, and 6.

Line (Read carefully - The numbered items below refer to line numbers in the following table.)

- | | |
|--|---|
| <p>1. Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List officers first, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interest.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest.</p> <p>8. All other ownership interests of 5% or more, whether or not attributable, as well as any corporate officership or directorship in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interests and the position held.</p> |
|--|---|

1	(a)	(b)	(c)
	Richard H. Gibbs 30 Littles Point Swampscott, Mass.	Randall L. Gibbs 105 Bellevue Street Newton, Mass. 02158	Estate of Joel A. Gibbs c/o William D. Kerchick Peabody & Brown One Boston Place Boston, Mass. 02108
2	U.S.	U.S.	N/A
3	Vice President/Director	N/A	N/A
4	200	200	200
5	200	200	200
6	20%	20%	20%
7	None	None	None
8	None	None	None

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

The solicitation of personal information requested in this Report is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to assess compliance with the Commission's multiple ownership restrictions. The staff, consisting variously of attorneys and examiners, will use the information to determine such compliance. If all the information requested is not provided, processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to retain your authorization.

BH 0803

Exhibit 2

Ownership of Astroline Company

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

Ownership Report

NOTE: Before filling out this form, read attached instructions

Section 310(d) 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/permit or transfer of control (except to report an assignment of license/permit or transfer of control made pursuant to prior Commission consent).

1. All of the information furnished in this Report is accurate as of

_____, 19____

(Date must comply with Section 73.3615(a), i.e., information must be current within 60 days of the filing of this report, when 1(a) below is checked.)

This report is filed pursuant to Instruction (check one)

1 (a) Annual 1 (b) Transfer of Control,
Assignment of License or
Construction Permit

for the following stations:

Call Letters	Location	Class of service
WHCT	Hartford, CT	TV

2. Give the name of any corporation or other entity for whom a separate Report is filed due to its interest in the subject licensee (See Instruction 3):

N/A

3. Show the attributable interests in any other broadcast station of the respondent. Also, show any interest of the respondent, whether or not attributable, which is 5% or more of the ownership of any other broadcast station or any newspaper or CATV entity in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules.

None

CERTIFICATION

I certify that I am _____
(Official title, see Instruction 1)

of _____
(Exact legal title or name of respondent)

that I have examined this Report, that to the best of my knowledge and belief, all statements in the Report are true, correct and complete.

(Date of certification must be within 60 days of the date shown in Item 1 and in no event prior to Item 1 date):

_____, 19____
(Signature) (Date)

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.

Name and Post Office Address of respondent:

4. Name of entity, if other than licensee or permittee, for which report is filed (see Instruction 3):

Astroline Company

5. Respondent is:

- Sole Proprietorship
- For-profit corporation
- Not-for-profit corporation
- General Partnership
- Limited Partnership
- Other: _____

If a limited partnership, is certification statement included as in Instruction 4?

Yes No

See Exhibit 4

BH 0805

6. List all contracts and other instructions required to be filed by Section 73.3613 of the Commission's Rules and Regulations. (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Description of contract or instrument	Name of person or organization with whom contract is made	Date of Execution	Date of Expiration
Limited Partnership Agreement Amended Limited Partnership Agreement	N/A N/A	9-28-81 9-30-86	Perpetuity Perpetuity

7. Capitalization (Only licensees, permittees, or a reporting entity with a majority interest in or that otherwise exercises de facto control over the subject licensee or permittee shall respond.)

Class of Stock (preferred, common or other)	Voting or Non-voting	Number of Shares			
		Authorized	Issued and Outstanding	Treasury	Unissued
N/A	N/A	N/A	N/A	N/A	N/A

Remarks concerning family relationships, attribution exemptions and certifications: (See Instructions 4, 5 and 6)

Richard Gibbs and Joel Gibbs and Randall Gibbs were brothers.

8. List officers, directors, cognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See Instructions 4, 5, and 6.

Line (Read carefully - The numbered items below refer to line numbers in the following table.)

- | | |
|--|---|
| <p>1. Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List officers first, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interest.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest.</p> <p>8. All other ownership interests of 5% or more, whether or not attributable, as well as any corporate officership or directorship in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interests and the position held.</p> |
|--|---|

CONTINUED ON NEXT PAGE

1	(a)	(b)	(c)
	Herbert Sostek 1800 Via Visalia Palos Verdes Estates, CA 90274	Fred Boling 24 Trophet Road Lynnfield, Mass.	Richard H. Gibbs 30 Little Point Swampscott, Mass.
2	U.S.	U.S.	U.S.
3	Gen. Part./Lim. Part.	Gen. Part./Lim. Part.	Gen. Part./Lim. Part.
4	1% g.p. interest; 19% l.p. interest	1% g.p. interest; 19% l.p. interest	1% g.p. interest; 19% l.p. interest
5	N/A	N/A	N/A
6	25%	25%	25%
7	None	None	None
8	None	None	None

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

The solicitation of personal information requested in this Report is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to assess compliance with the Commission's multiple ownership restrictions. The staff, consisting of variously of attorneys and examiners, will use the information to determine such compliance. If all the information requested is not provided, processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to retain your authorization.

BH 0806

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 88 STAT. 1873, 5 U.S.C. 552(e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

EXHIBIT 4

CERTIFICATION

Astroline Company certifies that no limited partner who is not also a general partner will be actively involved in the media activities of Astroline Company.

7/29/87
Date

Herbert A. Sostek
Herbert A. Sostek
General Partner

8. List officers, directors, cognizable stockholders and partners. Use one column for each individual or entity. Attach additional pages, if necessary. See Instructions 4, 5, and 6.

Line (Read carefully - The numbered items below refer to line numbers in the following table.)

- | | |
|--|---|
| <p>1. Name and residence of officer, director, cognizable stockholder or partner (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List officers first, then directors and, thereafter, remaining stockholders and partners.</p> <p>2. Citizenship.</p> <p>3. Office or directorship held.</p> <p>4. Number of shares or nature of partnership interest.</p> <p>5. Number of votes.</p> | <p>6. Percentage of votes.</p> <p>7. Other existing attributable media interests subject to the multiple ownership restrictions of Sections 73.3555 and 76.501 of the Commission's Rules, including nature and size of such interest.</p> <p>8. All other ownership interests of 5% or more, whether or not attributable, as well as any corporate officership or directorship in broadcast, cable, or newspaper entities in the same market or with overlapping signals in the same broadcast service, as described in Sections 73.3555 and 76.501 of the Commission's Rules, including the nature and size of such interests and the position held.</p> |
|--|---|

Line	(a)	(b)	(c)
1	Estate of Joel A. Gibbs c/o William D. Kerchick Peabody & Brown One Boston Place Boston, Mass. 02108	Randall L. Gibbs 105 Bellevue Street Newton, Mass. 02152	
2	N/A	U.S.	
3	Limited Partner	Gen. Part./Lim. Part.	
4	20% l.p. interest	1% g.p.; 19% l.p. int.	
5	N/A	N/A	
6	0%	25%	
7	None	None	
8	None	None	

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

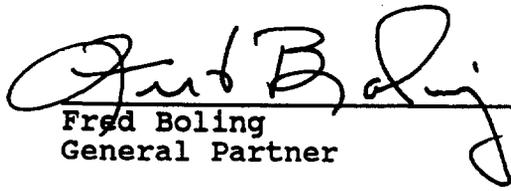
The solicitation of personal information requested in this Report is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to assess compliance with the Commission's multiple ownership restrictions. The staff, consisting variously of attorneys and examiners, will use the information to determine such compliance. If all the information requested is not provided, processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to retain your authorization.

BH 0807

EXHIBIT 3
CERTIFICATION

*all limited
partners
white cut
not - also
general partners*

Astroline Company certifies that no limited partner will be actively involved in the media activities of Astroline Company.


Fred Boling
General Partner

*Type in a date
line opposite
Boling's signature w/
the date 01/14/00, 1987*

*change 3 →
4 w/ white-cut*

File

SBH Exh. 92

PEABODY & BROWN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
ONE BOSTON PLACE
BOSTON, MASSACHUSETTS 02108
(617) 723-8700

TELEFAX: (617) 723-4624
CABLE: "PEABODYB"
TELEX: 951019

CARTER S. BACON, JR., P.C.

August 31, 1988

FEDERAL EXPRESS

Thomas A. Hart, Jr.
Baker & Hostetler
1050 Connecticut Ave., N.W.
Washington, D.C. 20036

Dear Tom:

Enclosed is a copy of the December 31, 1985, Astroline Communications Company Amended and Restated Limited Partnership Agreement. Also enclosed is a Schedule of Partners and Percentage Interests as of August 31, 1988.

Please give me a call if you need any further information in connection with the FCC ownership report which you are preparing.

Yours truly,
Carter
Carter S. Bacon, Jr.

CSB/aa
Enclosures

cc: Fred J. Boling, Jr.
Richard P. Ramirez
William C. Lance

Federal Communications Commission	
Exhibit	92
Shunberg	Broadcasting
Filed	X
Received	9-29-98
Rejected	
Reporter	George Holmes
Date	9-23-98

RC 008388

PB 003613

ASTROLINE COMMUNICATIONS COMPANY LIMITED PARTNERSHIP

Schedule of Partners and Percentage Interests

August 31, 1988

<u>General Partners</u>	<u>Percentage Interest</u>
Richard P. Ramirez c/o Astroline Communications Company Limited Partnership 18 Garden Street Hartford, CT 06105	21% -
WHCT Management, Inc. 95 Walkers Brook Drive Reading, MA 01867	6%
<u>Limited Partners</u>	
Astroline Company 95 Walkers Brook Drive Reading, MA 01867	58%
Martha Rose and Robert Rose as Joint Tenants 18 Morgan Street Wenham, MA 01984	6%
Thelma N. Gibbs 2275 South Ocean Blvd. Palm Beach, FL 33480	6%
Terry Planell c/o Astroline Communications Company Limited Partnership 18 Garden Street Hartford, CT 06105	3%

BAKER & HOSTETLER
ATTORNEYS AT LAW
1050 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C.
20036

ASTROLINE COMMUNICATIONS COMPANY
LIMITED PARTNERSHIP
ATTENTION: Rich Ramirez
18 Garden Street
Hartford, CT 06105

July 27, 1987

80920-85-001
80920-85-002

E. I. NO. 34-0082025

For professional services rendered on behalf of Astroline Communications Company Limited Partnership for the period June 1-30, 1987, including:

FCC Matters/General

Review of correspondence from Rich Ramirez; conference with Mr. Ramirez; review of financial material for prospective buyers; conference with Media Brokers regarding purchase of WHCT-TV; preparation, review, revision and filing of lobbying report for Astroline; intra-firm meetings regarding same; research regarding other company's registered as lobbyist for S. 1277; research rule regarding qualified stations and must carry law; preparation, review and revision of memorandum regarding carriage of WHCT-TV as a "new" stations; telephone conference with Rich Ramirez, Fred Boling and Herb Sostek; preparation of sample letter to cable operators requesting cable carriage of WHCT-TV as "new" station; telephone conference with copyright office regarding questions; research at FCC regarding cable signal carriage; preparation of memorandum regarding FCC's new EEO rules; preparation, review and revision of letter to John Jordan regarding cable carriage; intra-firm meeting regarding FCC Order; telephone conference with FCC regarding text of public notice; telephone conferences with Department of Justice regarding comments; conference regarding potential sale of WHCT-TV; review of ownership materials; conference with Communications Equity Associates regarding investment in WHCT-TV; conference with UNC Ventures regarding same; conference in Boston with UNC Ventures regarding financing or acquisition of WHCT-TV; preparation of letter and questionnaire for upcoming FCC ownership report.

RC 002830

JUL 31

C18 002113

Shurberg FCC Appeal and Distress Sales

Conference with Joan Dawson; telephone conference with Gina Keeney regarding Senate broadcast hearings; research position of FCC regarding comparative hearing preparation, review and revision of comments regarding Notice of Inquiry; conference with Rich Ramirez, Herb Sostek and Fred Boling regarding the same; meeting with Regan Henry regarding distress sales; review of UCC comments; meeting with David Honig and Andy Schwartzman; telephone conference with Court of Appeals; conference with Bruce Fein regarding status of Court of Appeals; conference with Mr. Ramirez regarding legal alternatives; telephone conferences with Tom Cohen regarding Astroline's testifying at hearings and broadcasting hearings; research regarding old ownership report; review of Court of Appeals order; research regarding petition for en banc review; conference with Powell Moore and Joan Dawson regarding legislative meeting; review of Department of Justice comments in Minority Preference Notice of Inquiry; and intra-firm meeting regarding court of appeals decision.

TOTAL LEGAL FEES.....
DISBURSEMENTS including meals of \$191.35.....
TOTAL DUE.....

\$ 5,515.50
643.32
\$ 6,158.82

PLEASE REMIT TO:
BAKER & HOSTETLER
P.O. BOX 37515
Washington, D.C. 20013

190
H80-607
[Signature]
MM/2

RC 002831

C18 002114



BAKER & HOSTETLER
ATTORNEYS AT LAW
1030 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C.
20036

ASTROLINE COMMUNICATIONS COMPANY
LIMITED PARTNERSHIP
ATTENTION: Rich Ramirez
18 Garden Street
Hartford, CT 06105

August 24, 1987

80920-85-001
80920-85-002

E. I. NO. 34-0082025

For professional services rendered on behalf of Astroline Communications Company Limited Partnership for the period July 1-31, 1987, including:

FCC Matters/General

Research revised must carry rules; preparation of memorandum regarding the same; telephone conference with Rich Ramirez, Fred Boling and Herb Sostek regarding possible sale of WHCT and restructuring of corporation; review and revision of Ownership Reports; review of letters and surveys regarding cable television matters; telephone conference with Bill Lance regarding Astroline Company and the Gibbs; conference with Kent Phillips regarding acquisition of WHCT-TV; review and revision of FCC Ownership Report; preparation for and attendance at legislative meeting; preparation, review and revision of memoranda regarding cable carriage; attention to Appellate brief regarding Arch Communications and Chase Broadcasting, Inc. (CBI); telephone conference with Buck Perry regarding engineering; conference with Rich Ramirez, Bruce Fein, Joan Dawson and Pamela Garvey regarding Ramirez testimony; review of drafts of testimony and questions; telephone conferences with Carter/Bacon; meetings with Terry Plennell and John Jordan regarding cable carriage problems; update recent FCC pending applications list; meeting with Mr. Fein regarding Ramirez testimony before the Senate; research CRT filing requirements; intra-firm meetings regarding structure of Astroline Company and ownership report; preparation of memorandum regarding licensee regarding public inspection requirements; research cable facts regarding preparation of must carry petition; review of fact statement for brief in Chase WTIC matter; preparation, review and revision of court of appeals brief regarding WTIC consolida-

tion; preparation of letter to Senators regarding S.1277; preparation of letter to Senator Fritz Hollings; research at FCC regarding FCC Forms 323 and 301 for TV and Petition to Deny in Chase; review of Issues/Programs List for WHCT-TV; review and revision of pleadings for possible errata; telephone conference with W. Adams of CRT regarding procedures; telephone conference and meetings with Joan Dawson regarding legislative initiative; research law regarding legislative initiative and Pillsbury doctrine problems; telephone conference with Messrs. Ramirez and Bacon regarding information on ownership report; preparation of letter to John Jordan regarding Must-Carry; telephone conferences with Mr. Bacon regarding amendment to limited partnership agreement; telephone conference with Herb Sostek regarding certification for ownership report; research regarding Congressional interference and retroactive rulemaking; and intra-firm meetings regarding legislative inquiry; review and revision of memorandum regarding cable carriage; research regarding syndicated exclusivity; attend Legislative Workshop regarding Lautenberg bill.

Shurberg FCC Appeal and Distress Sales

Research rules and procedure regarding en banc re-hearings; preparation of memorandum regarding the same; review and revision of minority ownership letters and surveys; coordinate distress sale task force luncheon; telephone conference and meeting with Mr. Ramirez regarding discussion with Harry Cole, attorney for Shurberg and possible meeting of all partners; telephone conference with Messrs. Ramirez, Boling and Sostek regarding meeting with Harry Cole of all parties regarding settlement; intra-firm meeting regarding broadcasting hearings; telephone conference with FCC regarding status of NOI; inter-firm meetings regarding Department of Justice Comments in NOI; telephone conference with Powell Moore; preparation, review and revision of Mr. Ramirez's testimony; telephone conference with Toni Cook and Susan MacDonald with Senate Commerce Committee; and review of Appropriations Committee legislation.

TOTAL LEGAL FEES.....
DISBURSEMENTS including meals of \$357.94.....
TOTAL DUE.....

\$14,102.20
2,890.34
\$16,992.54

PLEASE REMIT TO:

BAKER & HOSTETLER

P.O. BOX 37515

Washington, D.C. 20013

RC 002837

C18 002120



BAKER & HOSTETLER
ATTORNEYS AT LAW
1050 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C.
20036

ASTROLINE COMMUNICATIONS COMPANY
LIMITED PARTNERSHIP
ATTENTION: Rich Ramirez
18 Garden Street
Hartford, CT 06105

September 24, 1987

80920-85-001
80920-85-002

E. I. NO. 34-0082025

For professional services rendered on behalf of Astroline Communications Company Limited Partnership for the period August 1-31, 1987, including:

FCC Matters/General

Conferences with Clerk of Court regarding appellate brief concerning WHCT consolidation; conference with FCC staff regarding auxiliary licenses and grant of main station license; preparation, review and revision of joint appendix for WHCT-TV/AM/FM case; research regarding retroactive application of Administrative Agency actions; calculate EEO percentage figures for WHCT-TV to include in Richard Ramirez's testimony; review and revision of must carry petition; research regarding amendments to appropriations bill; preparation of memorandum regarding ex parte administrative agency procedure and congressional interference; inter-office conferences regarding status of must carry filing; telephone conference with John Jordan regarding WHCT-TV's petition for special relief for must carry; research regarding syndicate exclusivity and program duplication for Petition for Special Relief; preparation of memorandum regarding Congressional influence on agency procedures; review and revision of Petition for Special Relief; conferences regarding strategy for cable must carry; conferences regarding non-commercial status; review and revision of case pleadings; research history regarding first went on air; draft language regarding fundamental change in status; preparation of affidavits for Petition for Special Relief; review draft of reply comments; conferences regarding pleadings and must carry strategy; telephone conferences with John Jordan regarding same; travel to Boston to attend

RC 002834

C18 002117

meeting with Rich Ramirez, Fred Boling and Herb Sostek regarding status of WHCT-TV and Astroline Communication matters; review and revision of Petition for Special Relief; review of facts materials from John Jordan; research law regarding distant signals; conferences regarding significantly viewed status; preparation of memorandum regarding changes and information regarding duplication by distant signals; incorporation of revisions to Petition for Special Relief; review and revision of erratum to must carry decision; organization of materials and preparation of Connecticut cable TV and TV list; review of must carry files regarding commentators support for WHCT-TV; review of FCC brief; review and revision of FCC reply comments.

Shurberg FCC Appeal and Distress Sales

Preparation of correspondence to FCC regarding ownership; review WHCT-TV's ownership report; telephone call to Appropriations Committee regarding markup; review of Commerce questions; telephone conference with Joan Dawson; telephone conference with K. Meier of Senate Commerce Committee regarding appropriation; review of congressional research memorandum; telephone conference with Rich Ramirez; telephone conference with Joan Dawson regarding Senate Commerce Committee and questions concerning same; review of Department of Justice and other comments regarding FCC distress sale in Notice of Intent; attend meeting with Bruce Fein regarding reply comments; telephone conferences with Joan Dawson and Powell Moore regarding Commerce Committee questions and appropriations bill language; research materials for reply comments; telephone conference with Powell Moore regarding Appropriations Committee language; telephone conferences with Toni Cook, Esquire regarding same and commerce questions; telephone conference with Rich Ramirez regarding same; preparation of reply comments regarding Department of Justice attack on limited partnerships; review of distress sale docket; telephone conference with Mr. Fein regarding commerce questions; preparation of correspondence to Meridith Fauls of Senator Weicker; research Astroline's files regarding reply comments to FCC; prepare for and attend meeting with Bruce Fein regarding Astroline comments; review of memorandum regarding Pillsbury doctrine; prepare for and attend meeting with legislative group; preparation of correspondence to Tom Wok; telephone conference with Powell Moore re legislative effort; review of

correspondence from Weiker regarding appropriations rider stopping Notice of Intent; telephone conference with Mr. Ramierz regarding same; attend meeting with Mr. Moore regarding Senator Weicker letter and Commerce Committee responses; attend meeting with legislative group to review language for appropriations rider; telephone conference with Tom Cohen, Esquire regarding appropriations language.

TOTAL LEGAL FEES.....
DISBURSEMENTS including meals of \$10.00.....
TOTAL DUE.....

\$12,525.00
1,424.17
\$13,949.17

PLEASE REMIT TO:
BAKER & HOSTETLER
P.O. BOX 37515
Washington, D.C. 20013

H80-607
722
190
4992-
✓

BAKER & HOSTETLER

IN CLEVELAND, OHIO
3200 NATIONAL CITY CENTER
CLEVELAND, OHIO 44114
(216) 621-0200
TWX 610 421 8375

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

IN MARYLAND
5000 SUNNYSIDE AVE. SUITE 301
BELTSVILLE, MARYLAND 20705
(301) 937-4111

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

IN ORLANDO, FLORIDA
200 SOUTH ORANGE AVENUE
SUITE 2300
ORLANDO, FLORIDA 32801
(305) 841-1111

IN VIRGINIA
437 N. LEE STREET
ALEXANDRIA, VIRGINIA 22314
(703) 549-1294

September 7, 1988

WRITER'S DIRECT DIAL NO.:

(202) 861 - 1658

Mr. Richard P. Ramirez
c/o Astroline Communications
Company Limited Partnership
18 Garden Street
Hartford, CT 06105

Dear Richard:

This letter is to confirm our telephone conversation of September 6, 1988. As I indicated during our conversation, there are certain matters which must be addressed before we can prepare Astroline's ownership report for WHCT-TV, Hartford, Connecticut.

First, there is the matter of the dissolution of WHCT Management, Inc. Please be advised that if WHCT Management Inc., is not dissolved, a separate ownership report will have to be filed disclosing its corporate structure. I recommend that this entity be dissolved and its ownership interest be distributed among the limited partners.

Next, there is the matter of updating the partnership report. Recent Commission precedent has established specific "preferred" language which the Commission recognizes as evidence of the insulation of limited partners from the management or operation of the media-related activities of the partnership. It is imperative that we amend the partnership agreement so that it accords with recent case law.

Please feel free to call me if you have any questions regarding this matter.

Sincerely,

Thomas A. Hart, Jr.

cc: Fred J. Boling, Jr.
Carter S. Bacon, Jr. ✓
80920-85-001
1262:2667

BAKER & HOSTETTLER

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

IN COLUMBUS, OHIO
65 EAST STATE STREET
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IN MARYLAND
5000 SUNNYSIDE AVE. SUITE 301
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ATTORNEYS AT LAW
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IN DENVER, COLORADO
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(303) 861-0600

IN ORLANDO, FLORIDA
200 SOUTH ORANGE AVENUE
SUITE 2300
ORLANDO, FLORIDA 32801
(305) 841-1111

IN VIRGINIA
437 N. LEE STREET
ALEXANDRIA, VIRGINIA 22314
(703) 549-1294

September 8, 1988

WRITER'S DIRECT DIAL NO.:

(202) 861 - 1751

Mr. Richard P. Ramirez
c/o Astroline Communications
Company Limited Partnership
18 Garden Street
Hartford, CT 06105

Dear Rich:

I am sending the Form 316/Transfer of Control to you, in an attempt to save time. Please sign and date it, then forward it to Fred Boling for his signature. It is imperative that the form be returned as soon as possible with a \$70 check made out to the Federal Communications Commission.

I will not be in the office on Friday. If you have any questions please call Thomas Hart.

Sincerely,

Linda R. Bocchi
Linda R. Bocchi

Enclosure
80920-85-001
1262:2667

cc: Thomas A. Hart, Jr., Esq.

Federal Communications Commission

Shurbug Broadcasting

97

Received

Rejected

Reporter George Holmes

Date 9-23-1988

11. Attach as Exhibit No. N/A a statement showing the consideration or thing of value, if any, which is to be given for the stock or interest being assigned (or transferred). If the consideration is monetary, this statement should indicate exactly to whom it is being paid.
12. Attach as Exhibit No. N/A a statement showing other broadest interests of each new stockholder or partner.

13. Does the assignee (or transferee) propose to continue present program policies and schedules without substantial change? Yes No

If the answer is "No", attach as Exhibit No. N/A a full statement showing a percentage breakdown in terms of types of programs, a composite week breakdown, a specific statement as to the amount of time to be used for commercial programs and a narrative account of new or proposed program policies.

14. In the following table, in all cases, the interest held before and after transfer must be given in terms of percentages. In the case of corporations, the interest must be stated in terms of shares of stock held as well as the percentage equivalent thereof.

NAME AND RESIDENCE OF STOCKHOLDER, PARTNER, ETC. (CITY AND STATE ONLY)	CITIZENSHIP	INTEREST HELD				TOTAL SHARES OUTSTANDING IF A CORPORATION	
		Before Transfer or Assignment		After Transfer or Assignment		Before Transfer or Assignment	After Transfer or Assignment
		Shares	%	Shares	%		
S E E E X H I B I T 2							

15. If legal counsel were employed in the preparation or presentation of this application, give name and mailing address

For assignor (or transferor) Linda R. Bocchi, Esq.
Baker & Hostetler
1050 Connecticut Avenue, N. W. Suite 1100, Washington, D. C. 20036

For assignee (or transferee) Same

The applicants waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request consent to assignment of this license or transfer of control over the licensee corporation in accordance with this application. (See Section 304 of the Communications Act of 1934). The applicants represent that this application is not filed for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict. All the statements made in this application and attached exhibits are considered material representations, and all the exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The applicants, or the undersigned on the applicants' behalf, state that they endeavored to supply full and correct information as to all matters which are relevant to this application and that they have done so as to all matters within their own knowledge.

CERTIFICATION

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

WHCT Management, Inc.
Name of Assignor (or Transferor)
 By [Signature]
(Signature)
 Title President Date 9/12/88

Richard P. Ramirez
Name of Assignee (or Transferee)
 By [Signature]
(Signature)
 Title General Partner Date 9/7/88

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

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

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose(s) for which the information will be used is to determine if the benefit requested is consistent with the public interest. The staff, consisting variously of attorneys, accountants, engineers, and application examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Your response is required to obtain this authority. Accordingly, every effort should be made to provide all necessary information.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552 a (e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

EXHIBITS furnished as required by this form

EXHIBIT NO.	QUESTION NO. OF FORM	NAME OF OFFICER OR EMPLOYEE (1) BY WHOM OR (2) UNDER WHOSE DIRECTION EXHIBIT WAS PREPARED (SHOW WHICH)	OFFICIAL TITLE
1	9	Richard P. Ramirez (2)	General Partner
2	14	Richard P. Ramirez (2)	General Partner

EXHIBIT NO. 1

The current ownership structure of Astroline Communications Company, Limited Partnership, licensee of WHCT-TV, Hartford, Connecticut is as follows:

<u>Name</u>	<u>Partnership/ Interest</u>	<u>Equity Interest</u>	<u>Voting Interest</u>
Richard P. Ramirez	General Partner	21%	78%
WHCT Management, Inc.*	General Partner	6%	22%
Astroline Company**	Limited Partner	58%	0%
Thelma Gibbs	Limited Partner	6%	0%
Martha & Robert Rose	Limited Partner	6%	0%
Terry Planell	Limited Partner	3%	0%

* WHCT Management, Inc.

<u>Name</u>	<u>Officer or Directorship</u>	<u>No. of Shares</u>	<u>No. of Shares</u>
Herbert A. Sostek	Chairman of Bd./ C.E.O./Director	200	20%
Fred J. Boling, Jr.	Pres./Treas./ Chief Operating Officer/Director	200	20%
Richard H. Gibbs	V.P./Director	200	20%
Randall L. Gibbs	None	200	20%
Estate of Joel A. Gibbs	None	200	20%
William C. Lance	Clerk	None	None

** Astroline Company

<u>Name</u>	<u>Partnership/ Interest</u>	<u>Equity Interest</u>	<u>Voting Interest</u>
Herbert A. Sostek	Gen. Partner/ Lim. Partner	1% g.p./ 19% l.p.	25%
Fred J. Boling, Jr.	Gen. Partner/ Lim. Partner	1% g.p./ 19% l.p.	25%
Richard H. Gibbs	Gen. Partner/ Lim. Partner	1% g.p./ 19% l.p.	25%
Randall L. Gibbs	Gen. Partner/ Lim. Partner	1% g.p./ 19% l.p.	25%
Estate of Joel A. Gibbs	Lim. Partner	20% l.p.	0%

WHCT Management, Inc., is retiring as general partner and assuming the status of limited partner. It is assigning its 22% voting interest to Richard P. Ramirez.

EXHIBIT NO. 2

WHCT Management, Inc., general partner of Astroline Communications Company Limited Partnership ("Astroline") is retiring as general partner and assuming the status of limited partner. Its 22% voting interest will be assigned to Richard P. Ramirez. The proposed ownership structure of Astroline will be as follows:

<u>Name</u>	<u>Partnership/ Interest</u>	<u>Equity Interest</u>	<u>Voting Interest</u>
Richard P. Ramirez	General Partner	21%	100%
WHCT Management, Inc.	Limited Partner	6%	0%
Astroline Company	Limited Partner	58%	0%
Thelma Gibbs	Limited Partner	6%	0%
Martha & Robert Rose	Limited Partner	6%	0%
Terry Planell	Limited Partner	3%	0%