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LAW OFFICES OF
MILLER, CANFIELD, PADDOCK AND STONE

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

444 WEST MICHIGAN AVENUE
KALAMAZOO, MICHIGAN 49007-3752

DNEY T. MILLER (1964-1940)
GEORGE L. CANFIELD (1966-1923)
LEWIS H. PADDOCK (1966-1936)
FERRIS D. STONE (1982-1946)

ANN ARBOR, MICHIGAN
BLOOMFIELD HILLS, MICHIGAN
DETROIT, MICHIGAN
GRAND RAPIDS, MICHIGAN
KALAMAZOO, MICHIGAN
LANSING, MICHIGAN
MONROE, MICHIGAN

ERIC V. BROWN, JR.
(616) 383-5813

TELEPHONE (616) 381-7030
TWX 810-221-5007 MILLCNPLD DET
TELECOPIER (616) 383-5858

BOCA RATON, FLORIDA
GULF BREEZE, FLORIDA
WASHINGTON, D.C.

GDANSK, POLAND
WARSAW, POLAND

November 5, 1993

PERSONAL AND CONFIDENTIAL

Mr. David L. Hicks
Crystal Radio Group, Inc.
4154 Jennings Drive
Kalamazoo, Michigan 49001

TO BE PICKED UP BY CLIENT

Re: **WRBR (FM), South Bend, Indiana**

Dear Dave:

Enclosed are the revised Asset Purchase Agreement, Bill of Sale, Assignment and Assumption Agreement, Noncompetition Agreement, and Escrow Agreement which were sent to me yesterday, via facsimile. I have not had an opportunity to review the changes.

Thank you.

Sincerely,

Eric V. Brown Jr.
Eric V. Brown, Jr.

EVB, JR/marie
Enclosures

cc: Mr. John F. Dille, III (with enclosures)

KZFS1190860.1-040363-00002

HICKS 243

HICKS 000734

Federal Communications Commission

Docket No. MM-98-66 Exhibit No. 29

Presented by

MMB

Disposition

Identified
Received
Rejected

Reporter

Date 10-6-98

10/22/98
10/22/98



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WRBR TRANSMITTING FACILITIES
Totally owned by Booth American Company

FACILITIES

103.9 Mhz., Chan 280, Class A, 3.0 KW (V & H), 100M (328') Height
Above Average Terrain.

SITE

Four (4) acres on Day road near the intersection of Fir road,
Mishawaka, Indiana. Coordinates = 41 41' 53" 86 09' 20"

BUILDING

12' by 18' cement block.

TOWER

Pi-Rod 12H/30 Guyed 30 inch face, 365 Ft. above ground (Encl.
lighting)
Top 30 ft. consists of pole mounted three bay Harris
FM Antenna. Antenna center of radiation is 351 ft. above ground
and equals 100 meters (328') above average terrain.

TRANSMITTERS

Harris FM 5K (1989)
Harris FM 2.5H (1976)

1985 C-2000LET VAD -

Federal Communications Commission	
Docket No. <u>MM-98-66</u>	Exhibit No. <u>30</u>
Presented by <u>MMB</u>	
Disposition	Identified <input checked="" type="checkbox"/>
	Received <u>Oct 22, 1998</u>
	Rejected _____
Reporter <u>JK</u>	
Date <u>10-6-98</u>	

TECHNICAL INVENTORY

WRBR

	<u>LOCATION</u>	<u>SERIAL NO.</u>	<u>DATE ACQUIRED</u>
CONTROL ROOM			
1	ABG Custom Air Furniture system 2 Triple pedestals. corner turret		01-92
1	Auditronics 210- 18 Console	MF-061	12-91
1	Yamaha P2075 Monitor Amplifier	HX01127.25	12-91
1	Belar FMM-2 Modulation Monitor	161752	12-91
1	Belar FMS-2 Stereo Mod. "	171701	12-91
1	Belar RFA-1 FM RF Amplifier	403564	12-91
2	Otari B-III Reel to Reel Tape		01-92
3	Denon DN950FA		01-92
1	Technics SL-1200 Turntable. w/arm, cart. ATI pre-amp.		01-92
4	ITC Delta Cart. Playback		01-92
1	Valley 400 Microphone Processor		01-92
1	Gentner SPH-3A Phone Interface		01-92
3	Electro-Voice RE-20 Mic. /w shock mount		01-92
3	Luxo Mic Arm KM-1 w/ 500050W Bracket		01-92
1	Marti MRTSC10 SCA Demodulator		08-91

PATH01320

TECHNICAL INVENTORY
WRBR

<u>LOCATION</u>	<u>SERIAL NO.</u>	<u>DATE ACQUIRED</u>
PRODUCTION ROOM		
1. ABG Design IV Furniture System w/ 1 dual. 1 single pedestal		01-92
2. Ramsa WR8616 Production Console		08-91
1. ITC 99B Cart. Recorder		08-91
2 ITC Series I Cart Player		01-92
1 ITC ESL-V Eraser/Splice Locator		01-92
1 Otari MX 5050 BQ-III 4 Trk Recorder w/floor stand		09-91
1 Otari B-III Reel to Reel 2 Trk		
1 Yamaha SPX900 Special Effects Processor		01-92
1 Yamaha Monitor Amp. P 2075	HX0112725	02-91
1 Technics SL P1300 CD player		02-92
1 Technics SL 1200 Turntable w/pre-amp		01-92
2 EV-RE-20 Mic. W/shock mount		01-92
2 Luxo KM-1 Arm w/500050W Bracket		01-92

(3)

3

PATH01321

TECHNICAL INVENTORY

WRBR

LOCATION

SERIAL NO.

DATE ACQUIRED

NEWS ROOM

1.	ABG Design IV Furniture system W/ 1 single. 1 double pedestal. turret	01-92
2	Arrakis A1500SCT 8S Audio Console	08-91
1	Otari B-III Reel to Reel Tape	01-92
2	ITC Series I Cart. Play	01-92
1	ITC Series I Cart Record/play	01-92
2	EV RE-20 Mic. /w shock mount	01-92
2	Luxo KM-1 Arm w/500050w Bracket	01-92
1	Marantz Cassette Recorder PMD-201 10U790290	01-92
1	Gentner SPH-3A Phone interface	01-92

4
PATH01322

TECHNICAL INVENTORY

WRBR

<u>LOCATION</u>	<u>SERIAL NO.</u>	<u>DATE ACQUIRED</u>
TERMINAL ROOM		
1	Soundliar 70 Inch Rack	01-92
2	Gentner Audio Prism Processor	01-88
1	Optimod 8100 Processor	01-85
1	MTS EBS System 1000	04-91
1	Mosley 606 STL	

(4)

5

PATH01323

WRBR
INVENTORY**ROOM A**
Continuity Office

4 drawer - large, legal file
EM 605 Brother Typewriter
Pedestal desk with sec. island
2 side chairs
1 - 2 drawer file

ROOM B
Promotional Manager's Office

4 drawer - large legal file
Pedestal desk with sec. island

ROOM C
Disc Jockey Office

4 secretary chairs
4 pedestal desks (double)
(These desks were salvaged)
1 - 4 drawer file
(salvage)
1 small Brother Typewriter (Black)

RECEPTION AREA

1 postage meter
1 EM 605 Brother Typewriter
1 DTK computer & printer (80 Mega Byte)
1 Desk chair
1 double pedestal desk
1 xerox machine
1 facsimile machine
1 large metal cabinet (In closet)
1 fire safe file cabinet (8 drawer)

ROOM D
P. D. Office

1 DTK computer & printer
1 large chair
1 four drawer - large legal file
1 pedestal desk, sec. island & credenza
2 side chairs

6
PATH01324

ROOM E

- 1 pedestal desk, island & credenza at WLTA offices - also cube table
- 1 - 3 drawer file cabinet (in closet)

ROOM F**Conference Room**

- 1 large conference table
- 10 side chairs (to match)
- 4 side chair for Room E
- 1 four drawer file cabinet

ROOM G**Office Manager**

- 1 pedestal desk & island
- 1 EM 605 Brother Typewriter
- 1 - 3 drawer file
- 1 - 3 drawer fire-safe file cabinet

TRAFFIC DEPARTMENT

- 4 - 3 drawer, large leaf file cabinet
- 1 large desk, pedestal with pedestal island

SALES DEPARTMENT

- 1 DTK Computer & color printer at WLTA Radio

NEWSROOM

- 1 large 8 drawer, legal file cabinet
- 2 office chairs
- 1 EM 605 Brother Typewriter

GENERAL MANAGER'S OFFICE

- 1 large pedestal desk with sec. island, credenza and hutch
- 1 large desk chair
- 1 - 2 seat couch
- 1 oval pedestal table
- 4 chairs

ENG. ROOM

- 1 double pedestal desk (salvage)
- 1 desk chair
- 1 - 4 drawer file cabinet

PRIZE CLOSET

- 1 - 4 drawer fire safe cabinet (old salvaged)
- 2 metal shelves & cabinets

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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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LEWIS H. PADDOCK (1869-1936)
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DETROIT, MICHIGAN
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MONROE, MICHIGAN

BOCA RATON, FLORIDA
GULF BREEZE, FLORIDA
WASHINGTON, D.C.

GDAŃSK, POLAND
WARSAW, POLAND

ERIC V. BROWN, JR.
(616) 383-5813

TELEPHONE (616) 381-7030
TWX 810-221-5007 MILLCNFD DET
TELECOPIER (616) 383-5858

November 8, 1993

PERSONAL AND CONFIDENTIAL

Mr. David L. Hicks
Crystal Radio Group, Inc.
4154 Jennings Drive
Kalamazoo, Michigan 49001

TO BE PICKED UP BY CLIENT

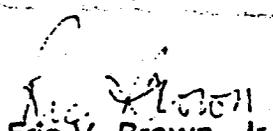
Re: WRBR (FM), South Bend, Indiana

Dear Dave:

Enclosed are drafts of Schedules, redrafted Security Agreement, and redrafted Pledge Agreement in the above-mentioned matter, for your review.

Thank you.

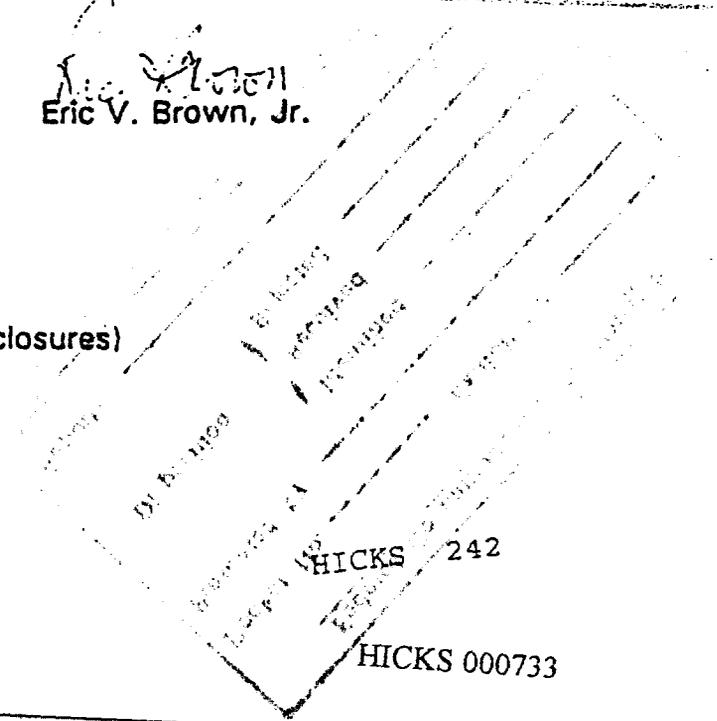
Sincerely,


Eric V. Brown, Jr.

EVB, JR/marie
Enclosures

cc: Mr. John F. Dille, III (with enclosures)

KZFS1\91039.1-040363-00002



Federal Communications Commission

Docket No. MM-98-46 Exhibit No. 51

Presented by MMB

Di position

Reporter [Signature]

Date 11-6-98

Identified

Received

Rejected

11-4-98

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Filbert

IRWIN, CAMPBELL & CROWE
1320 EIGHTEENTH STREET, N.W.
SUITE 400
WASHINGTON DC 20036
PHONE (202)728-0400

Invoice submitted to:
Federated Media
P.O. Box 2500
Elkhart IN 46515-2500
Mr. Robert Watson

Invoice #11345

December 6, 1993

In reference to: WLTA-FM, Elkhart, IN - #30406

For Legal Services Rendered From November 1 to November 30, 1993

	<u>Hrs/Rate</u>	<u>Amount</u>
Total Hours and Amount		
11/17/93 ACC Call re WRBR escrow agreement	0.20 180.00/hr	36.00
Previous balance	0.20	\$36.00
11/29/93-Payment - thank you		\$286.66 (\$286.66)
Balance due		\$36.00

OK

594.95

PATH01864

Federal Communications Commission

Docket No. MM-98-66 Exhibit No. 32

Presented by NMB

Di. position

Reporter

Date 10-6-98

Identified

Received

Rejected

K
Oct 22 1998

79410

Federated Media

-Telephone

Amount

12.66

Total costs

\$15.66

Total amount of this bill

\$286.66

Balance due

\$286.66

26604
11-24-93

594.95 = 192.66
364.83.1 = 94.00

o/c
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11/24

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Crystal Radio Group, Inc.

WKFR-FM 103.3 • WRKR-FM 107.7 • WKMI-AM 1360

FAX COVER SHEET

ATTENTION: Rick Brown

COMPANY: MILLER CANFIELD

FAX NUMBER: 382-0244

FROM: DAVE HICKS

DATE: 11/23 TIME: _____

NUMBER OF PAGES (Including Cover Sheet): 1

NOTES: _____

RICK - THE WASHINGTON ATTORNEY
FOR (HBSI) HICKS BROADCASTING
OF INDIANAPOLIS

ALAN CAMPBELL
ERWIN CAMPBELL AND BOWE
1320 18TH ST. NW
SUITE # 400
WASHINGTON, D.C. 20036
202/728-0003

IF THE DOCUMENTS THAT FOLLOW DO NOT PRINT CLEARLY OR IN THEIR ENTIRETY, PLEASE CALL (616) 344-0111 FOR RE-TRANSMISSION AS SOON AS POSSIBLE.

Federal Communications Commission

Docket No. MMB-96 Exhibit No. 33

Presented by MMB

Di position _____

Reporter [Signature]

Date 10-6-98

Identified _____

Received _____

Rejected _____

11-4-98

Robert A. Watson
Secretary - Treasurer

November 26, 1993

COPY

Pathfinder Communications Corp.
WCKY/WIMJ, Cincinnati
WTRC/WLTA, Elkhart/South B
WOHK-AM/FM, Fort Wayne
WMEE, Fort Wayne
WCUZ-AM/FM, Grand Rapids
WQWO, Muskegon
BANNER GRAPHIC, Greencast
Truth Publishing Company, Inc.
THE ELKHART TRUTH
KOLL-AM/FM, Tulsa

P.O. Box 2500
Elkhart, Indiana 46515
Telephone (219) 294-1661
FAX (219) 294-4014

Federated Media



Eric V. Brown, Jr.
Miller, Canfield, Paddock and Stone
444 West Michigan Avenue
Kalamazoo, Michigan 49007-3752

Dear Ric:

Attached are three (3) checks totaling the amount of the Minority Shareholders' Escrow Deposit (\$24,500).

If you have any questions, please call me.

Sincerely,

Robert A. Watson
Secretary-Treasurer

RAW/md

Attachments

Federal Communications Commission	
Docket No. <u>MM-98-66</u>	Exhibit No. <u>34</u>
Presented by <u>MMB</u>	
Disposition	Identified <input checked="" type="checkbox"/>
	Received <u>Oct 22, 1998</u>
	Rejected _____
Reporter <u>[Signature]</u>	
Date <u>10-6-98</u>	

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LAW OFFICES OF
MILLER, CANFIELD, PADDOCK AND STONE

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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KALAMAZOO, MICHIGAN 49007-3752

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GRAND RAPIDS, MICHIGAN
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(616) 383-5813

TELEPHONE (616) 381-7030
TWX 810-221-5007 MILLCNFLD DET
TELECOPIER (616) 383-5858

BOCA RATON, FLORIDA
GULF BREEZE, FLORIDA
WASHINGTON, D.C.

GDANSK, POLAND
WARSAW, POLAND

December 2, 1993

Kimberly K. Hudolin, Esq.
Honigman, Miller, Schwartz & Cohn
2290 First National Building
Detroit, Michigan 48226

VIA FACSIMILE

Re: WRBR-FM, South Bend

Dear Kim:

The purpose of this letter is to confirm our discussion of last evening that I have authorized you to deliver the executed documents in the above-mentioned matter to your clients.

A signed set of the documents should be sent to me and to:

Mr. David L. Hicks
Crystal Radio Group, Inc.
4154 Jennings Drive
Kalamazoo, Michigan 49001
(Send Personal and Confidential)

A complete copy of the signed documents should be sent to:

Mr. Robert A. Watson
Pathfinder Communications Corporation
421 South Second Street
Elkhart, Indiana 46515

Alan C. Campbell, Esq.
Dow, Lohnes & Albertson
1255 23rd Street, N.W.
Washington, D.C. 20037

HICKS 205

HICKS 000725

Federal Communications Commission

Docket No. MM-98-66 Exhibit No. 35

Prepared by MMB

Disposition

Reporter RLK

Date 10-6-98

Identified

Received Oct 22, 1998

Rejected

MILLER, CANFIELD, PADDOCK AND STONE

Kimberly K. Hudolin, Esq.

-2-

December 2, 1993

Mr. John F. Dille, III
Pathfinder Communications Corporation
421 South Second Street
Elkhart, Indiana 46515

I look forward to continuing to work with you as we attempt to close the transaction.

Very truly yours,


Eric V. Brown, Jr.

EVB, JR/marie
Enclosures

cc: Mr. David L. Hicks
Mr. Robert A. Watson
Alan C. Campbell, Esq.
Mr. John F. Dille, III

KZFS1\93108.1-040363-00002

2

HICKS 206

HICKS 000726

STEVE T. MILLER (1988-1989)
 MARSHALL L. LAWRENCE (1988-1989)
 H. PATRICK (1988-1989)
 G. STONE (1988-1989)

LAW OFFICES OF
MILL A. CANFIELD, PADDOCK AND JONES
 A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
 444 WEST MICHIGAN AVENUE
 KALAMAZOO, MICHIGAN 49007-3752

TELEPHONE (616) 381-7030
 FAX (616) 383-5858

ANN ARBOR, MICHIGAN
 BLOOMFIELD HILLS, MICHIGAN
 BOWEN, MICHIGAN
 CANTON, MICHIGAN
 GRAND RAPIDS, MICHIGAN
 KALAMAZOO, MICHIGAN
 LANSING, MICHIGAN
 MICHIGAN
 WARREN, MICHIGAN
 WASHINGTON, D.C.

FAX COVER SHEET

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PLEASE DELIVER TO:	FAX TELEPHONE NO.
Kim Hudolin	(313) 962-0176

FROM:	Eric V. Brown, Jr.	USER NO	0298
C/M NO.	040383-00002	DATE	December 2, 1993

COMMENTS:

HARD COPY TO FOLLOW? YES NO

Total Number of Pages 3 (including this cover sheet)
 IF YOU DO NOT RECEIVE ALL PAGES, PLEASE NOTIFY MARIE SMALLDON AT
 (616) 381-7030, EXT. 3814, AS SOON AS POSSIBLE.

Time: _____
 KZLUP99K14275.1199999-09-TU000

TRANSMISSION REPORT

THIS DOCUMENT WAS CONFIRMED
 (REDUCED SAMPLE ABOVE - SEE DETAILS BELOW)

**** COUNT ****

TOTAL PAGES SCANNED : 3
 TOTAL PAGES CONFIRMED : 3

*** SEND ***

No.	REMOTE STATION	START TIME	DURATION	#PAGES	MODE	RESULTS
1	313 962 0176	12- 2-93 4:30PM	1'14"	3/ 3	EC	COMPLETED 9600
TOTAL		0:01'14"	3			

NOTE:
 No. : OPERATION NUMBER 48 : 4800BPS SELECTED EC : ERROR CORRECT G2 : G2 COMMUNICATION
 PD : POLLED BY REMOTE SF : STORE & FORWARD RI : RELAY INITIATE RS : RELAY STATION
 MB : SEND TO MAILBOX PG : POLLING A REMOTE MP : MULTI-POLLING RM : RECEIVE TO MEMORY

3

HICKS 000727
 HICKS 207

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Crystal Radio Group, Inc.

WKFR-FM 103.3 • WRKR-FM 107.7 • WKMI-AM 1360 } all

Becke Creek

Postage

Kallege 35%

FAX COVER SHEET

Cherim:

ATTENTION: ALAN CAMPBELL

COMPANY: IRWIN, CAMPBELL - CROWE

FAX NUMBER: 202-726-0354

FROM: DAVE HICKS

DATE: 12/17/93 TIME: _____

NUMBER OF PAGES (Including Cover Sheet): 11

NOTES: _____

Alan -

The Rough Draft is Attached

WE DON'T PLAN TO HIRE OVER
5 EMPLOYEES, SO NO EEO
WOULD BE REQUIRED.

* I NOTICED THERE WAS A DISCRIMINATION SUIT FILED
IN JUNE OF '88 - WE NEED TO SEE A DISCHARGE
OR WHAT DETERMINATION RESULTED.

Dave Hicks

IF THE DOCUMENTS THAT FOLLOW DO NOT PRINT CLEARLY OR IN THEIR ENTIRETY, PLEASE CALL
(616) 344-0111 FOR RE-TRANSMISSION AS SOON AS POSSIBLE.

Federal Communications Commission

Docket No. MM-98-66 Exhibit No. 37

Presented by LMB

Disposition

Reporter [Signature]

Date 10-6-98

Identified

Received 11-2-98

Rejected

Approved by OMB
3060-0031
Expires 06/30/95

FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

FCC 314

APPLICATION FOR CONSENT TO
ASSIGNMENT OF BROADCAST STATION
CONSTRUCTION PERMIT OR LICENSE

(Please read instructions before completing this form)

FOR
FCC
USE
ONLY

FOR MASS MEDIA BUREAU USE ONLY

FILE NO.

Section 1 - GENERAL INFORMATION

1. APPLICANT NAME

~~Hicks Broadcasting Co. Indiana~~

MAILING ADDRESS (Line 1) (Maximum 35 characters)

7443 Cottage Oak Drive

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

CITY Portage	STATE OR COUNTRY (if foreign address) MI	ZIP CODE 49002
TELEPHONE NUMBER (include area code) 616-392-7057	CALL LETTERS WTRR-FM	OTHER FCC IDENTIFIER (IF APPLICABLE)

FOR MAILING THIS APPLICATION, SEE INSTRUCTIONS FOR SECTION 1

2. A. Is a fee submitted with this application?

Yes No

B. If No, select the appropriate box to indicate reason for fee exemption (see 47 C.F.R. Section 1.1112) or reason a fee is not applicable and go to Question 3.

Governmental Entity Noncommercial educational licensee Other (Please explain):

C. If item 2.A. is Yes, provide the following information:

Enter in Column (A) the correct Fee Type Code for the service you are applying for. Fee Type Codes may be found in the "Mass Media Services Fee Filing Guide." Column (B) lists the Fee Multiple applicable for this application. Enter in Column (C) the result obtained from multiplying the value of the Fee Type Code in Column (A) by the number listed in Column (B).

(A)	(B)	(C)	FOR FCC USE ONLY
FEE TYPE CODE	FEE MULTIPLE (if required)	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)	
(1) [] [] []	[] [] [] []	\$ 545 ⁰⁰	

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

(A)	(B)	(C)	FOR FCC USE ONLY
(2) [] [] []	[] [] [] []	\$ [] [] [] []	

ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (2), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE.

TOTAL AMOUNT REMITTED WITH THIS APPLICATION
\$ 545 ⁰⁰

FOR FCC USE ONLY

HICKS000433

2

*For
Joan*

SECTION I (Page 2)

PART I - Assignor

1. Name of Assignor	Street Address		
	City	State	ZIP Code
	Telephone Number (include area code)		

2. Authorization which is proposed to be transferred

(a) Call letters _____ Location _____

(b) Has the station commenced its initial program tests within the past twelve months? Yes No

If Yes, was the initial construction permit granted after comparative hearing? Yes No

If Yes, attach as an Exhibit the showing required by 47 C.F.R. Section 73.3597.

(c) Has the license for the station been acquired through the Commission's Minority Ownership Policy? Yes No

If Yes, has the station been operated on-air for less than the past twelve months? Yes No

If Yes, attach as an Exhibit the showing required by 47 C.F.R. Section 73.3597.

3. Call letters of any SCA, FM or TV booster station, or associated auxiliary service stations (e.g., remote pickup, STL, inter-city relay) which are to be assigned:

4. Attach as an Exhibit a copy of the contract or agreement to assign the property and facilities of the station. If there is only an oral agreement, reduce the terms to writing and attach.

5. If this application is for assignment of a construction permit for an unbuilt station, submit as an Exhibit the detailed showings and declarations of the applicants required by 47 C.F.R. Section 73.3597 regarding the assignor's legitimate and prudent out-of-pocket expenditures and the retention, if any, of any interest in the station.

6. State in an Exhibit whether the assignor, or any party to the assignor:

(a) has any interest in or connection with an AM, FM or television broadcast station; or a broadcast application pending before the FCC; or

(b) has had any interest in or connection with any application denied and/or dismissed with prejudice; or any FCC license which has been revoked.

The Exhibit should include the following information:

- (1) name of party with such interest;
- (2) nature of interest or connection, giving dates;
- (3) call letters or file number of application; or docket number; and
- (4) location.

7. Since the filing of the assignor's last renewal application for the authorization being assigned or other application, has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the applicant or parties to this application in a civil or criminal proceeding, brought under the provisions of any law related to the following: any felony; mass media related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination? Yes No

If Yes, attach as an Exhibit a full description of the persons and matter involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers) and the disposition of the litigation.

3

SECTION I - GENERAL INFORMATION

Part II - Assignee

1. Name of Assignee <i>HICKS BROADCASTING of INDIANA LLC</i>	Street Address <i>7743 Cottage Oak Dr.</i>		
	City <i>Porter</i>	State <i>IN</i>	Zip Code <i>49002</i>
	Telephone No. (include area code) <i>616-392-7057</i>		

2. Does the contract submitted in response to Question 4, Part I of Section I embody the full and complete agreement between the assignor and assignee?

Yes No

If No, explain in an Exhibit.

Exhibit No.

SECTION II - ASSIGNEE'S LEGAL QUALIFICATIONS

1. Assignee is:

- an individual
- a general partnership
- a for-profit corporation
- other
- a limited partnership
- a not-for-profit corporation

2. If the applicant is an unincorporated association or a legal entity other than an individual, partnership or corporation, describe in an Exhibit the nature of the applicant.

Exhibit No.

3. Complete if applicable, the following certifications:

(a) Applicant certifies that no limited partner will be involved in any material respect in the management or operation of the proposed station.

Yes No

If No, applicant must complete Question 4 below with respect to all limited partners actively involved in the media activities of the partnership.

(b) Does any investment company (as defined by 15 U.S.C. Section 80 a-3), insurance company, or trust department of any bank have an aggregated holding of greater than 5% but less than 10% of the outstanding votes of the applicant?

Yes No

If Yes, applicant certifies that the entity holding such interest exercises no influence or control over the applicant, directly or indirectly, and has no representatives among the officers and directors of the applicant.

Yes No

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SECTION II - ASSIGNEE'S LEGAL QUALIFICATIONS (Page 2)

NOTE: The terms "applicant and "parties to this application" are defined in the instructions for Section II of this form. Complete information as to each "party to this application" is required. If the applicant considers that to furnish complete information would pose an unreasonable burden, it may request that the Commission waive the strict terms of this requirement with appropriate justification.

4. List the applicant, and, if other than a natural person, its officers, directors, stockholders and partners with attributable interests. Use one column for each individual or entity. Attach additional pages if necessary.

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

a. Name and residence of the applicant and, if applicable, its officers, directors, stockholders, or partners (if other than individual also show name, address and citizenship of natural person authorized to vote the stock). List the applicant first, officers next, then directors and, thereafter, remaining stockholders and partners.

b. Citizenship.

c. Office or directorship held.

d. Number of shares or nature of partnership interests.

e. Number of votes.

f. Percentage of votes.

NOTE: Radio Applicants ONLY: Radio applicants need not respond to subparts g. and h. of the table. Instead, proceed and respond to Questions 5, 6 and 7, Section II below.

g. Other existing attributable interests in any broadcast station, including the nature and size of such interests.

h. 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 47 C.F.R. Section 73.3555 and 76.501, including the nature and size of such interests and the positions held.

	DAVID L. HICKS 7443 Cottage Oak DR. PORTAGE, MI 49002		
b.	USA		
c.	President, CEO		
d.			
e.			
f.	51%		
g.			
h.			

WE
HAVE
NOT
ISSUED
SHARES OF
STOCK
QUESTION 7

5

SECTION 11 - ASSIGNEE'S LEGAL QUALIFICATIONS (Page 3)

RADIO APPLICANTS ONLY NEED TO RESPOND TO QUESTIONS 5, 6 AND 7.

5. Does the applicant, or any party to the application, own, or have an attributable interest in: (a) any AM, FM or TV station; or (b) a daily newspaper in the same market(s) as the station(s) being acquired?

Yes No

6. Does the applicant, or any party to the application, broker more than 15 percent of the broadcast hours per week of any AM or FM station in a market in which the applicant, or party to the application, has an attributable interest in any AM or FM station? See 47 C.F.R. Section 73.3555(a) for definition of "radio market."

Yes No

If the answer to 5 or 6 is Yes, set forth in an Exhibit, name of party having interest; nature of the interest; call letters and location of stations involved; and identification of newspaper, where applicable.

Exhibit No.

7. Does the principal community service contour (predicted or measured 5 mv/m groundwave contour for AM; predicted 3.18 mv/m contour for FM) of any AM or FM station being acquired overlap the principal community service contour of:

(a) an AM or FM station which is directly or indirectly owned, operated or controlled by the applicant or any party to the application; or

Yes No

(b) an AM or FM station at which more than 15 percent of the broadcast time per week is brokered by the applicant or any party to the application?

Yes No

If the answer to (a) or (b) is Yes, do you certify that the ownership interests which will result from grant of the application(s) comply with 47 C.F.R. Section 73.3555(a), or that appropriate waivers of that section are herein sought?

Yes No

If Yes, attach a separate Exhibit containing the market and audience information necessary to demonstrate compliance.

Exhibit No.

Note: With reference to the Radio Contour Overlap Rule of 47 C.F.R. Section 73.3555(a), the applicant's Exhibit must include: (i) a map that clearly identifies, by relevant contours, the location and geographic coverage of the market or markets involved; (ii) the number of commercial AM and FM stations counted as being in the market or markets, including a map that shows the principal community contours of the stations that define the market or markets and the principal community contours of all commercial stations intersecting with the principal community contours of these stations; (iii) for markets with 15 or more commercial radio stations, a combined audience share figure, the basis and/or source material for this figure, and the results and qualification of any commissioned audience survey or alternative showing used; and (iv) the call letters and locations of all stations in the market or markets that are, or are proposed to be, commonly owned, operated or controlled, including any AM or FM station in the market for which the applicant or any party to the application brokers more than 15 percent of that station's broadcast time per week.

NEED TO CHECK ORIGINAL TO DILLI

8. Does the applicant, or any party to the application, have:

(a) a petition pending to migrate to the expanded band (1605-1705 kHz)?

Yes No

(b) a permit or license in either the existing band (535-1605 kHz) or expanded band (1605-1705 kHz) that is held in combination with the station(s) proposed to be sold?

Yes No

If Yes, provide particulars as an Exhibit.

Exhibit No.

4

SECTION II - ASSIGNEE'S LEGAL QUALIFICATIONS (Page 4)

9. Does the applicant or any party to this application have any interest in or connection with a broadcast application pending before the FCC?

Yes No

10. Has the applicant or any party to this application had any interest in or connection with the following:

(a) an application which has been dismissed with prejudice by the Commission?

Yes No

(b) an application which has been denied by the Commission?

Yes No

(c) a broadcast station, the license of which has been revoked?

Yes No

(d) an application in any Commission proceeding which left unresolved character issues against the applicant?

Yes No

If the answer to any of the questions in 9 or 10 is Yes, state in an Exhibit the following information:

Exhibit No.

- (1) Name of party having interest;
- (2) Nature of interest or connection, giving dates;
- (3) Call letters of stations or file number of application or docket; and
- (4) Location.

11. (a) Are any of the parties to this application related (as husband, wife, father, mother, brother, sister, son or daughter) either to each other or to individuals holding nonattributable interests of 5% or more in the applicant?

Yes No

(b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of any party to this application have any interest in or connection with any other broadcast station, pending broadcast application, newspaper in the same area (see 47 C.F.R. Section 73.3555(c)) or, in the case of a television station applicant only, a cable television system in the same area (see 47 C.F.R. Section 76.501(a))?

Yes No

If the answer to (a) or (b) above is Yes, attach as an Exhibit a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

Exhibit No.

12. (a) Do individuals or entities holding nonattributable interests of 5% or more in the applicant have an attributable ownership interest or corporate officership or directorship in a broadcast station, newspaper or CATV system in the same area? (See Instruction B to Section II.)

Yes No

(b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of an individual holding a nonattributable interest of 5% or more in the applicant have any interest in or connection with any other broadcast station, pending broadcast application, newspaper in the same area (see 47 C.F.R. Section 73.3555(c)) or, in the case of a television station applicant only, a cable television system in the same area (see 47 C.F.R. Section 76.501(a))?

Yes No

If the answer to (a) and/or (b) above is Yes, attach as an Exhibit a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

Exhibit No.

*2-11-1
Swiss*

7

SECTION II - ASSIGNEE'S LEGAL QUALIFICATIONS (Page 5)

13. (a) Is the applicant in violation of the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments? (See Instruction C to Section II.)

Yes No

(b) Will any funds, credits or other financial assistance for the construction, purchase or operation of the station(s) be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?

Yes No

If the answer to (b) above is Yes, attach as an Exhibit a full disclosure concerning this assistance.

Exhibit No.

14. (a) Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the applicant or parties to this application in a civil or criminal proceeding, brought under the provisions of any law related to the following: any felony; mass media related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination?

Yes No

(b) Is there now pending in any court or administrative body any proceeding involving any of the matters referred to in (a) above?

Yes No

If the answer to (a) and/or (b) above is Yes, attach as an Exhibit a full disclosure concerning the persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), a statement of the facts upon which the proceeding is or was based or the nature of the offense alleged or committed, and a description of the current status or disposition of the matter.

Exhibit No.

15. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights, (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

Yes No

If Yes, provide particulars in an Exhibit.

Exhibit No.

16. Do documents, instruments, agreements or understandings for the pledge of stock of a corporate applicant, as security for loans or contractual performance, provide that (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of stockholder rights by the purchaser at such sale, the prior consent of the Commission (pursuant to 47 U.S.C. Section 310(d)) will be obtained?

Yes No
 Does Not Apply

If No, attach as an Exhibit a full explanation.

Exhibit No.

8

SECTION III - ASSIGNEE'S FINANCIAL QUALIFICATIONS

The applicant certifies that sufficient net liquid assets are on hand or are available from committed resources to consummate the transaction and operate the facilities for three months.

Yes No

SECTION IV - ASSIGNEE'S PROGRAM SERVICE STATEMENT

Attach as an Exhibit a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

Exhibit No.

SECTION V - ASSIGNEE'S EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

Does the applicant propose to employ five or more fulltime employees?

Yes No

If the answer is Yes, the applicant must include an EEO program called for in the separate Model EEO Program Report (FCC Form 396-A).

SECTION VI - CERTIFICATION

Part I - Assignor

1. Has or will the assignor comply with the public notice requirement of 47 C.F.R. Section 73.3580?

Yes No

2. By checking Yes, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. Section 1.2002(b).

Yes No

The ASSIGNOR acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all of its exhibits are a material part hereof and are incorporated herein.

The ASSIGNOR represents that this application is not filed by it for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.65, the ASSIGNOR has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

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

Name of Assignor <i>Hicks Broadcasting of Iowa</i> <i>David L. Hicks</i>	Signature
<i>President/CEO</i>	Date

SECTION VI - CERTIFICATION (Page 2)

Part II - Assignee

By checking Yes, the applicant certifies that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. Section 1.2002(b).

Yes No

The ASSIGNEE hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

The ASSIGNEE acknowledges that all its statements made in this application and attached exhibits are considered material representations, and that all its exhibits are a material part hereof and are incorporated herein.

The ASSIGNEE represents that this application is not filed by it for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.85, the ASSIGNEE has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in the information furnished.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OF CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

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

Name of Assignee Hicks Broadcasting Co. Inc. David L. Hicks	Signature
Title President / CEO	Date

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 Commission will use this information to determine whether grant of this application is in the public interest. In reaching that determination, or for law enforcement purposes, it may become necessary to refer personal information contained in this form to another government agency. In addition, all information provided in this form will be available for public inspection. If information requested on the form is not provided, processing of the application may be delayed or the application may be returned without action pursuant to the Commission's rules. Your response is required to obtain the requested authority.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-502, DECEMBER 31, 1974, 5 U.S.C. 552(e)(3) AND THE PAPERWORK REDUCTION ACT, P.L. 96-341, DECEMBER 11, 1980, 44 U.S.C. 3507.

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Federal Communications Commission
Washington, D.C. 20554

Approved by One
2000-0100
Expires 02/09/94

BROADCAST EQUAL EMPLOYMENT OPPORTUNITY

MODEL PROGRAM REPORT

1. APPLICANT

Name of Applicant HICKS BROADCASTING OF INDIANA	Address 7463 COTTAGE OAK DR. PORTAGE, IN 49002
Telephone Number (include area code) 616-392-7057	

2. This form is being submitted in conjunction with:

Application for Construction Permit for New Station

Application for Assignment of License

Application for Transfer of Control

(a) Call letters (or channel number of frequency) WRBQ-FM 103.9

(b) Community of License (city and state) PORTAGE, INDIANA

(c) Service: AM FM TV Other (Specify) MISHAWAKA

INSTRUCTIONS

Applicants seeking authority to construct a new commercial, noncommercial or international broadcast station, applicants seeking authority to obtain assignment of the construction permit or license of such a station, and applicants seeking authority to acquire control of an entity holding such construction permit or license are required to afford equal employment opportunity to all qualified persons and to refrain from discrimination in employment and related benefits on the basis of race, color, religion, national origin or sex. See Section 73.2080 of the Commission's Rules. Pursuant to these requirements, an applicant who proposes to employ five or more full-time employees must establish a program designed to assure equal employment opportunity for women and minority groups (that is, Blacks not of Hispanic origin, Asians or Pacific Islanders, American Indians or Alaska Natives and Hispanics). This is submitted to the Commission as the Model EEO Program. If minority group representation in the available labor force is less than five percent (in the aggregate), a program for minority group members is not required. In such cases, a statement so indicating must be set forth in the EEO model program. However, a program must be filed for women since they comprise a significant percentage of virtually all area labor forces. If an applicant proposes to employ fewer than five full-time employees, no EEO program for women or minorities need be filed.

Guidelines for a Model EEO Program and a Model EEO Program are attached.

NOTE: Check appropriate box, sign the certification below and return to FCC:

Station will employ fewer than 5 full-time employees; therefore no written program is being submitted.

Station will employ 5 or more full-time employees. Our Model EEO Program is attached. (You must complete all sections of this form)

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

Signed and dated this _____ day of _____, 19__

Signed _____
Title President / CEO

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

HICKS000442

IRWIN, CAMPBELL & CROWE

ATTORNEYS AT LAW
1320 EIGHTEENTH STREET, N.W.
SUITE 400
WASHINGTON, D.C. 20036
(202) 728-0400
FAX (202) 728-0354

ALAN C. CAMPBELL
(202) 728-0003

December 16, 1993

Via Facsimile

Mr. Robert A. Watson
421 South Second Street
Elkhart, Indiana 46516

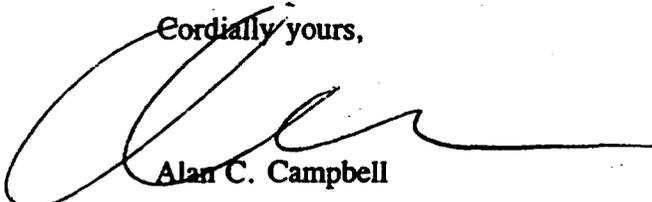
Re: WRBR

Dear Bob:

I received Dave Hicks' penned-in portion of the WRBR assignment application. In order to complete it, I need the home addresses and full names of John's three children. Could you also spell out their exact interests, if any, in Truth and Pathfinder.

Please excuse the delay in returning your call; I may have missed the first one. Liz' mother died yesterday. She had been in a nursing home for over 8 years and had experienced rapid deterioration recently, so it was not unexpected. Nevertheless, it has disrupted my schedule somewhat. However, I should be in the office tomorrow until late afternoon.

Cordially yours,



Alan C. Campbell

Federal Communications Commission	
Docket No. <u>MM-98-66</u>	Exhibit No. <u>38</u>
Presented by <u>MMB</u>	
Disposition	Identified <input checked="" type="checkbox"/>
	Received <u>Oct 22, 1994</u>
	Rejected _____
Reporter <u>[Signature]</u>	
Date <u>10-6-98</u>	

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IRWIN, CAMPBELL & CROWE, P.C.
1320 EIGHTEENTH STREET, N.W.
SUITE 400
WASHINGTON DC 20036
PHONE (202)728-0400

Invoice submitted to:
David Hicks
4154 Jennings Drive
Kalamazoo MI 49001

Invoice #11567

January 10, 1994

In reference to: General Legal Work - #36900

For Legal Services Rendered From December 1 to December 31, 1993

	<u>Hrs/Rate</u>	<u>Amount</u>
Total Hours and Amount		
12/14/93 ACC Work of WRBR assignment application and prepare for filing	3.00 180.00/hr	540.00
12/16/93 ACC Calls re filing of assignment application	0.30 180.00/hr	54.00
	<hr/>	<hr/>
	3.30	\$594.00
Additional charges:		
-Facsimile		5.00
-Facsimile		10.50
-Copying		29.10
		<hr/>
Total costs		\$44.60

HICKS000518

Federal Communications Commission

Docket No. MM-98-66 Exhibit No. 39

Presented by MMB

Di-position _____

Reporter (Signature)

Date 10-6-98

Identified _____

Received (Signature)

Rejected _____

Oct 29, 1998

David Hicks

Page

Amount

Total amount of this bill

\$638.6

12/30/93-Advance Payment

(\$500.00)

Balance due

\$138.60

2

HICKS000519

IRWIN, CAMPBELL & CROWE, P.C.
1320 EIGHTEENTH STREET, N.W.
SUITE 400
WASHINGTON DC 20036
PHONE (202)728-0400

Invoice submitted to:
David Hicks
4154 Jennings Drive
Kalamazoo MI 49001

Invoice #11567

January 10, 1994

In reference to: General Legal Work - #36900

For Legal Services Rendered From December 1 to December 31, 1993

	<u>Hrs/Rate</u>	<u>Amount</u>
Total Hours and Amount		
12/14/93 ACC Work of WRBR assignment application and prepare for filing	3.00 180.00/hr	540.00
12/16/93 ACC Calls re filing of assignment application	0.30 180.00/hr	54.00
	<hr/>	<hr/>
	3.30	\$594.00
Additional charges:		
-Facsimile		5.00
-Facsimile		10.50
-Copying		29.10
		<hr/>
Total costs		\$44.60

3

PATH01862

17410

David Hicks

Page 2

Total amount of this bill

Amount

12/30/93-Advance Payment

\$638.60

(\$500.00)

Balance due

\$138.60

29703
5-18-94

N

3.7653

4

PATH01863

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IRWIN, CAMPBELL & CROWE

ATTORNEYS AT LAW
1320 EIGHTEENTH STREET, N.W.
SUITE 400
WASHINGTON, D.C. 20036
(202) 728-0400
FAX (202) 728-0354

ALAN C. CAMPBELL
(202) 728-0003

December 17, 1993

Agreed
12/21/93
David L. Hicks

Via Federal Express

Mr. David L. Hicks
4154 Jennings Drive
P.O. Box 50911
Kalamazoo, MI 49005-0911

Re: Representation of Hicks Broadcasting

Dear Dave:

I am pleased to outline the terms on which we would offer our services for the representation of Hicks Broadcasting of Indiana, LLC in connection with the acquisition of WRBR and subsequent matters as they arise. It is necessary to do this in order to comply with the requirements of the D.C. Bar Association that an engagement letter be completed for new clients and/or new projects. We agree with this requirement and feel that it is important that clients clearly understand the scope of our representation and the terms under which legal services will be provided.

Our fees are based on hourly rates that vary according to the experience and expertise of the professional performing the service. I would be in charge of the account. My hourly rate is \$180, and will be increased to \$190 in January. If requested, we will consider completing a particular project for a fixed fee, plus expenses. If a fixed fee arrangement is agreed to, we require that the entire fee, or at least a substantial portion, be paid up-front or at defined points during the project. If you are interested in discussing a fixed fee arrangement, please let me know.

As a smaller firm, particularly coming from a large firm environment, we are sensitive to the need to provide cost-effective service. For example, we log our time in 1/10th of an hour increments which more accurately accounts for billable time spent on a project; all invoices are individually reviewed by the partner in charge before they are finalized to ensure that the time recorded is appropriate for the project involved. We also rely upon younger associates and legal assistants as appropriate in order to control legal costs. At present, our associates are billed at \$100 per hour; our senior legal assistant at \$80 per hour; our junior legal assistant at \$35 per

HICKS000427

36400.01
Hicks AC

Federal Communications Commission

Docket No. MM-98-66 Exhibit No. 40

Presented by MMB

Di position

Reporter [Signature]

Date 11-2-98

Identified [initials]

Received

Rejected

Mr. David L. Hicks
December 17, 1993
Page 2

hour; and law clerks at \$70 per hour.

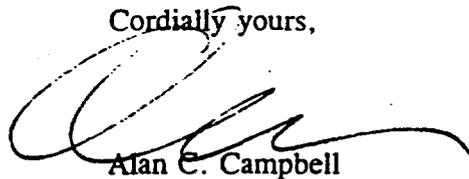
We also pass through costs incurred on a client's behalf, such as telephone, facsimile, copying, messenger, computer-assisted research, secretarial overtime, etc. We add a modest mark-up on copying and facsimile, but most expenses, like long-distance telephone charges, computer-assisted research and postage, are passed through at cost with no mark-up over our costs.

Invoices are forwarded at the beginning of each month for services rendered during the prior month. Invoices are payable within 30 days and accounts more than 60 days past due may be assessed interest at the rate of 1.5% per month. We also reserve the right to terminate any engagement that is not kept current.

Our normal policy is to require an advance fee for new clients, the amount depending upon the services that are contemplated. As we discussed, the initial project would be the filing and processing of an application to acquire WRBR. Given the anticipated work, an advance of \$500 seems appropriate. Fees and expenses will be charged against this advance until it is used. Any unused portion of the advance would, of course, be returned to you.

If you have any questions or would like additional information, please let me know. We would be pleased to represent Hicks Broadcasting and appreciate the opportunity to offer our services. Under separate cover, I am enclosing the assignment application for your review.

Cordially yours,



Alan E. Campbell

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HICKS000428