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March 18, 1999

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MAR 18 1999

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BY HAND DELIVERY

Magalie Roman Salas, Esquire
Secretary
Federal Communications Commission
Room TW-B204
445 12th Street, S.W.
Washington, DC 20554

Re: MM Docket No. 88-487
Goodlettsville, Tennessee FM Proceeding
File No. BPH-861215MI (Goodlettsville Broadcasting Company, Inc.)

Dear Ms. Salas:

Pursuant to Section 1.65 of the Commission's rules, Goodlettsville Broadcasting Company, Inc. hereby submits an amendment to Section II (Legal Qualifications) of its application for a construction permit for a new FM station on Channel 246C2 at Goodlettsville, Tennessee.

The accompanying amendment, which reflects the applicant corporation's purchase of the stock interests of three of its original five stockholders, is "minor" within the meaning of Section 73.3573(a)(1) of the Commission's rules because original parties to the application retained a 100% interest.

Since further evaluation of the subject application will be through an auction rather than hearing proceedings, no petition for leave to amend is being submitted.

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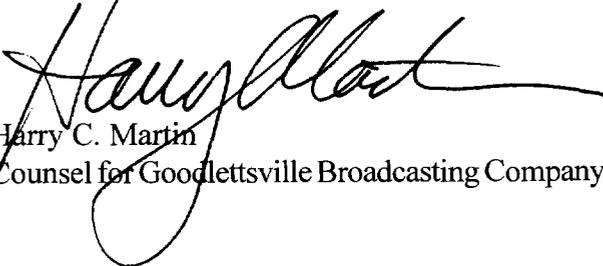
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FLETCHER, HEALD & HILDRETH, P.L.C.

Magalie Roman Salas, Esq.
March 18, 1999
Page 2

Should any question arise concerning this amendment, please communicate with the undersigned.

Very truly yours,



Harry C. Martin
Counsel for Goodlettsville Broadcasting Company, Inc.

HCM:mah
Enclosure

cc: Lauren A. Colby, Esq. (w/encl.)
Michael Norton, Esq. (w/encl.)
Timothy K. Brady, Esq. (w/encl.)
John I. Riffer, Esq. (w/encl.)

By Hand Delivery

ORIGINAL

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In Re Application of)
)
GOODLETTSVILLE BROADCASTING)
COMPANY, INC.)
Goodlettsville, Tennessee)
)
For Construction Permit for)
New FM Station, Channel 246C2)

File No. BPH-861215MI

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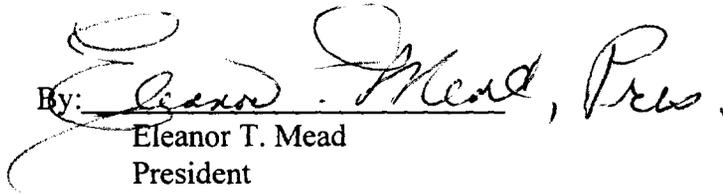
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

AMENDMENT

Section II (Legal Qualifications) of the captioned application is hereby amended by the substitution of the attached pages for the legal qualifications information on file.

Signed and dated this 17th day of March, 1999.

GOODLETTSVILLE BROADCASTING
COMPANY, INC.

By: 

Eleanor T. Mead
President

Section II - LEGAL QUALIFICATIONS

Name of Applicant

Goodlettsville Broadcasting Company, Inc.

1. Applicant is: (check one box below)

- Individual General partnership For-profit corporation
 Other Limited partnership Not-for-profit corporation

Exhibit No.
N/A

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.

NOTE: The terms "applicant," "parties to this application," and "non-party equity owners in the applicant" are defined in the instructions for Section II of this form. Complete information as to each "party to this application" and "non-party equity owner in the applicant" 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.

3. If the applicant is not an individual, provide the date and place of filing of the applicant's enabling charter (e.g., a limited partnership must identify its certificate of limited partnership and a corporation must identify its articles of incorporation by date and place of filing):

Date December 9, 1986 Place Nashville, Tennessee

In the event there is no requirement that the enabling charter be filed with the state, the applicant shall include the enabling charter in the applicant's public inspection file. If, in the case of a partnership, the enabling charter does not include the partnership agreement itself, the applicant shall include a copy of the agreement in the applicant's public inspection file.

4. Are there any documents, instruments, contracts or understandings (written or oral), other than instruments identified in response to Question 3, above, relating to future ownership interests in the applicant, including but not limited to, stock pledges or other forms of security, insulated limited partnership shares, nonvoting stock interests, beneficial stock ownership interests, options, rights of first refusal, warrants, or debentures?

Yes No

If Yes, submit as an Exhibit all such written documents, instruments, contracts, or understandings, and provide the particulars of any oral agreement.

Exhibit No.
N/A

5. 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. **Not Applicable**

Yes No

If No, applicant must complete Question 6 below with respect to all limited partners actively involved in the media activities of the partnership.

(b) Does any investment company (as defined in 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 interests exercises no influence or control over the applicant, directly or indirectly, and has no representatives among the officers and directors of the applicant. **Not Applicable**

Yes No

Section II - LEGAL QUALIFICATIONS (Page 2)

6. List the applicant, parties to the application and non-party equity owners in the applicant. 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 7, 8 and 9, 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.

a.	Goodlettsville Broadcasting Company, Inc. 231 N. Main Street Goodlettsville, TN 37072	Eleanor T. Mead 213 N. Main Street Goodlettsville, TN 37072	D. Whitson Adamson 553 Westport Drive Old Hickory, TN 37138
b.	Tennessee corporation	U.S.A.	U.S.A.
c.	---	President & Director	Secretary & Director
d.	1,000 authorized 400 outstanding	200	200
e.	400	200	200
f.	100%	50%	50%
g.	Not Applicable	Not Applicable	Not Applicable
h.	Not Applicable	Not Applicable	Not Applicable

Section II.- LEGAL QUALIFICATIONS (Page 3)

ONLY RADIO APPLICANTS NEED RESPOND TO QUESTIONS 7, 8 AND 9.

7. 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) in a daily newspaper in the same market(s) as the station(s) being proposed? Yes No

8. 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

Exhibit No.
N/A

If the answer to 7 or 8 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.

9. Does the principal community service contour (predicted or measured 5 mV/m groundwave contour for AM; predicted 3.16 mV/m contour for FM) or any AM or FM station being proposed 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

Not Applicable

Exhibit No.
N/A

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

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.

Section II - LEGAL QUALIFICATIONS (Page 4)

10. Does the applicant, or any party to the application, have a petition to migrate to the expanded band (1506 - 1705 (kHz)) or a permit or license either in the existing band or expanded band that is held in combination with the AM facility proposed to be modified herein?

Yes No

If Yes, provide particulars as an Exhibit.

Exhibit No.
N/A

11. Does the applicant, any party to the application or any non-party equity owner in the applicant have, or have they had, any interest in:

- (a) a broadcast station, or pending broadcast station application before the Commission? Yes No
- (b) a broadcast application which has been dismissed with prejudice by the Commission? Yes No
- (c) a broadcast application which has been denied by the Commission? Yes No
- (d) a broadcast station, the license of which has been revoked? Yes No
- (e) a broadcast application in any pending or concluded Commission proceeding which left unresolved character issues against the applicant? Yes No

If the answer to any of the questions in (a) - (e) above is Yes, state in an Exhibit the following information:

Exhibit No.
N/A

- (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.

12. (a) Are any of the parties to the application or non-party equity owners in the applicant related (as husband, wife, father, mother, brother, sister, son or daughter) to each other? 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 the application or non-party equity owner in the applicant have any interest in or connection with any other broadcast station, pending broadcast application or newspaper in the same area (see Section 73.3555(c)) or, in the case of a television station applicant only, a cable television system in the same area (see Section 76.501(a))? Yes No

If the answer to (a) or (b) above is Yes, attach an Exhibit giving 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.
N/A

13. State in an Exhibit any interest the applicant or any party to this application proposes to divest in the event of a grant of this application.

Exhibit No.
N/A

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Michael Norton, Esq. (w/encl.)
Timothy K. Brady, Esq. (w/encl.)
John I. Riffer, Esq. (w/encl.)

By Hand Delivery

bc: Eleanor T. Mead, Esq. (w/encl.)*

*Please place a copy of this amendment in the station's public file.

FILE: GOODLETTSVILLE BROADCASTING #3FM