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Before the
Federal Communications Commission
Washington, D.C. 20554

MAY 28 1999

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In re Applications of)	MM Docket No. 88-487
)	
GOODLETTSVILLE BROADCASTING)	File No. BPH-861215MI
COMPANY, INC.)	
)	
BLEDSON COMMUNICATIONS, LTD.)	File No. BPH-861216MD
)	
HEIDELBERG-STONE BROADCASTING)	File No. BPH-861217MA
COMPANY)	
)	
WILLIAM E. BENNS, III)	File No. BPH-861217MQ
)	
For Construction Permit for a)	
New FM Station, Channel 246C2,)	
Goodlettsville, Tennessee)	
)	
)	
TO: The Full Commission)	

CONTINGENT PETITION FOR LEAVE TO AMEND

Pursuant to Section 73.3522 of the Commission's Rules and Regulations, 47 C.F.R. §73.3522, and contingent upon the approval of the settlement agreement in this proceeding, William E. Benns, III ("Benns"), by his attorney, hereby respectfully requests the full Commission to accept the attached amendment to his application, substituting Mid-TN Broadcasters, LLC for himself as an applicant in this proceeding. In support thereof, it is alleged:

1. There is pending before the Commission a "Joint Request for Approval of Settlement Agreement" filed by Benns, Goodlettsville Broadcasting Company, Inc., and Bledsoe

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Communications, Ltd. That agreement contemplates that these three applicants will merge and bid for the Goodlettsville construction permit at the forthcoming auction, through a new entity, Mid-TN Broadcasters, LLC, which is owned by the three merging applicants or principals of those merging applicants. The agreement of settlement provides that Bennis will amend his application to substitute Mid-TN Broadcasters, LLC for himself as the applicant in this proceeding.

2. Attached hereto is an amendment, substituting Mid-TN Broadcasters, LLC for Bennis. In the event that the FCC approves the settlement agreement, acceptance of the amendment is also required in order to implement the terms of the settlement agreement. In their original Joint Request and in supplements to such Request, the merging applicants have shown that approval of the agreement is consistent with current Commission Rules and Regulations; requires no waiver of any rule; and serves the public interest. Therefore, the agreement should be approved and the amendment accepted. If, however, for any reason the Commission declines to approve the agreement, the amendment should not have been accepted and Bennis specifically requests that, in such event, his application and those of the remaining applicants remain in *status quo*.

Respectfully submitted,

WILLIAM E. BENNIS, III



By: _____
Lauren A. Colby
His Attorney

May 27, 1999

Law Office of
LAUREN A. COLBY
10 E. Fourth Street
P.O. Box 113
Frederick, MD 21705-0113

File No. BPH-861217MQ
MM Docket No. 88-487
Channel 246C
Goodlettsville, Tennessee

**AMENDMENT TO APPLICATION FOR A CONSTRUCTION PERMIT
FOR A NEW FM BROADCAST STATION**

TO: The Federal Communications Commission

The above application is hereby amended to substitute Mid-TN Broadcasters, LLC, for William E. Bennis, III, as the applicant in this matter. The members of Mid-TN Broadcasters, LLC, their addresses, and their equity percentages are as follows:

William E. Bennis, III 1403 Hickman Road Virginia Beach, VA 23452	<u>33-1/3%</u>
Eleanor T. Mead 354 Hogan Branch Road Goodlettsville, TN 37072	<u>16-2/3%</u>
D. Whit Adamson 553 Westport Drive Old Hickory, TN 37138	<u>16-2/3%</u>
Ronald T. Bledsoe 223 Van Buren Place Sarasota, FL 34236	<u>25.00%</u>
Charles W. Bone 1500 Nashville City Nashville, TN 37219	<u>4.17%</u>
C. Michael Norton 1500 Nashville City Center Nashville, TN 37219	<u>4.17%</u>

-2-

Each member is an applicant or a principal of an applicant for the construction permit for a new FM broadcast station at Goodlettsville, Tennessee.

WILLIAM E. BENNS, III

Dated: 5/18/99

By: William E. Benns III

ANTI-DRUG ABUSE ACT CERTIFICATION

By checking Yes, the Permittee/Licensee certifies that in the case of an individual requester, 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. 862, or in the case of a non-individual requester (e.g. corporation, partnership, or other unincorporated association), no party to the Permittee/Licensee is subject to denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 CFR Section 1.2002(b).

Yes X No

Signature: William E. Bennis, III

Date: 5/18/99

William E. Bennis, III

CERTIFICATE OF SERVICE

I, Traci Maust, a secretary in the law office of Lauren A. Colby, do hereby certify that copies of the foregoing have been sent via first class, U.S. mail, postage prepaid, this 27th day of May, 1999, to the offices of the following:

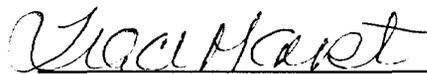
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