

ORIGINAL

DOCKET FILE COPY ORIGINAL
Before the

FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In re Applications of)	MM Docket No. 99-153
)	
READING BROADCASTING, INC.)	File No. BRCT-940407KF
)	
For Renewal of License of Station)	
WTVE(TV), Channel 51,)	
Reading, Pennsylvania)	
)	
and)	
)	
ADAMS COMMUNICATIONS)	
CORPORATION)	File No. BPCT-940630KG
)	
For Construction Permit for a)	
New Television Station On)	
Channel 51, Reading, Pennsylvania)	

RECEIVED
DEC 10 1999
FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

TO: Administrative Law Judge Richard Sippel

OPPOSITION TO MOTION OF ADAMS COMMUNICATIONS CORPORATION FOR LEAVE TO FILE SUPPLEMENT TO CONSOLIDATED REPLY

1. Pursuant to Section 1.294 of the Commission's Rules, Reading Broadcasting, Inc. ("Reading"), by its attorneys, hereby submits its Opposition to the *Motion of Adams Communications Corporation for Leave to File Supplement to Consolidated Reply* ("Motion") filed by Adams Communications Corporation ("Adams") on December 6, 1999.

2. Adams, in its *Motion*, requests leave to submit a supplement to the *Consolidated Reply* which it filed on December 1, 1999. Adams claims it needs to supplement its *Consolidated Reply* with copies of pages from Reading's stock register, which, contrary to Adams' inferences otherwise,

No. of Copies rec'd
List ABCDE

Of 6

were timely produced to Adams, pursuant to the Presiding Officer's *Order*, FCC 99M-78 (released November 24, 1999), on December 2, 1999.

3. According to Adams, the pages from Reading's stock register allegedly prove with "certainty" that on October 15, 1991, Micheal Parker issued more than 360,000 shares of Reading stock, of which more than 50% went to individuals or entities not previously approved by the Commission on a long-form transfer of control application, and therefore, are relevant to the matters addressed in Adams' *Consolidated Reply*.¹ *Motion* at ¶4.

4. Adams' alleged need to supplement its *Consolidated Reply* with Reading's stock register is wholly contrived and utterly disingenuous. Contrary to Adams' claim, the pages from Reading's stock register do not provide any relevant new information, nor does it corroborate Adams' claims. As explained below, the specific information in Reading's stock records sought by Adams already has been disclosed to Adams, and in fact, is part of the public record. As further shown below, Adams' claims about a greater than

¹ Adams also states in its *Supplement of Adams Communications Corporation to Consolidated Reply* ("*Supplement*"), simultaneously filed with its *Motion*, that in Reading's *Reply to Preliminary Motion of Adams Communications Corporation* filed July 29, 1999, there was an incorrect statement made that Micheal Parker had no direct or indirect ownership interest in Reading before the conclusion of the company's reorganization in 1992. *Supplement* at ¶6. There have been two changes in Reading's counsel since the transfer of control was consummated in 1992. The aforementioned statement, which was a statement made by counsel for Reading and not by Reading itself, was based on a review of the ownership reports for the relevant period and not on a review of the underlying stock records. Notwithstanding this apparent oversight, in its *Opposition to Motion to Enlarge Issues (Unauthorized Transfer of Control and Misrepresentation/Lack of Candor)*, filed November 19, 1999, Reading previously acknowledged that stock was issued to Partel, Inc. on October 15, 1991.

50% transfer of control by Reading, immediately prior to Reading's long-form transfer of control application, are untrue.

5. First, Reading's Annual Ownership Reports for 1998 and 1999, which are on file with the Commission, in Reading's public file, and which also have been copied by Adams, each include, as an attachment, a listing of Reading's shareholders by share certificate number and number of shares owned. Likewise, the amendment, filed February 3, 1997, to Reading's application for renewal, relied on by Adams in its *Consolidated Reply*, also includes a listing of Reading's shareholders by share certificate number and number of shares owned. These disclosures by Reading go far beyond what is required under the Commission's Rules because they list all stockholders, not just 5% or greater stockholders. See Section 73.3615(a)(3) of the Commission's Rules.

6. The specific information which Adams claims it needs from Reading's stock register to supplement its *Consolidated Reply*, i.e., the ownership of certain Reading shares, is readily found in these documents which already exist as part of the record. The pages from Reading's stock register simply do not provide any relevant new information. Thus, Adams has utterly failed to demonstrate any need whatsoever for supplementing its *Consolidated Reply* with Reading's stock register. Therefore, the Presiding Officer must deny Adams' *Motion*.

7. More importantly, Adams' claim that an unauthorized transfer of control occurred is completely baseless. As shown on the summary attached hereto as Exhibit A, consistent with Reading's pleadings, there

actually was less than a 50% change in ownership in Reading prior to the Commission's approval in February, 1992 of Reading's long-form transfer of control application.

8. In order to malign Reading and its counsel with yet another unwarranted claim, Adams omitted the stock distribution made to STV Reading, Inc., an indirect stock interest of Dr. and Mrs. Henry Aurandt. Both Dr. and Mrs. Aurandt were previously approved by the Commission as stockholders of Reading. The stock issued to STV Reading, Inc. represented 4.8% of the total stock in Reading at the time. Under Commission rules, because STV Reading, Inc. was predominantly owned by the Aurandts, the stock issued to STV Reading, Inc. prior to the Commission's approval of the long-form transfer of control in February, 1992 is properly accounted for as stock owned by individuals previously approved by the Commission. *See* 47 C.F.R. § 73.3555 n.2.

9. Attached is a declaration from Jack Linton, a director of Reading, confirming that the Aurandts owned approximately 90% of the stock of STV Reading, Inc. *See* Ex. B. Therefore, pursuant to 47 C.F.R. § 73.3555 n.2, the Reading stock distributed to STV Reading, Inc. prior to the Commission's approval of the long-form transfer of control in February, 1992 is properly accounted for as stock owned by individuals previously approved by the Commission. As Reading has stated, there was less than a 50% change in ownership in Reading prior to the Commission's approval in February, 1992 of Reading's long-form transfer of control application. *See* Ex. A.

10. Reading anticipates that Adams, if given the opportunity, would attempt to defend its conduct by claiming that it was unaware that STV Reading, Inc. was principally owned by the Aurandts. However, as explained below, any such excuse would be unavailing.

11. First, Adams, in its November 8, 1999 deposition of Jack Linton, asked about the ownership composition of STV Reading, Inc. In that deposition, Jack Linton testified that with the exception of approximately 9.9% of the stock, STV Reading, Inc. was owned by Dr. Henry Aurandt, Reading's founder. *See Ex. C (Tr. at 60-61, 72-74).*

12. Second, Reading's 1998 Annual Ownership Report (a document in Reading's public file which was provided to Adams) disclosed, in the Proxy Coupled With An Interest attached thereto as Exhibit 1, that Dr. and Mrs. Aurandt controlled STV Reading, Inc., a Pennsylvania corporation holding share certificate no. 29A for 17,674 shares of Reading stock. *See Ex. D at 5.* Moreover, the Stock Ownership Master Database that was attached to Reading's 1998 Annual Ownership Report as Exhibit 3 showed the address for STV Reading, Inc. the same as Dr. Aurandt's. *Id.* at 10. Likewise, the February 3, 1997 amendment to Reading's renewal application, relied on by Adams in its *Consolidated Reply*, also showed the address for STV Reading, Inc. the same as Dr. Aurandt.

13. It is, therefore, irrefutable that Adams was informed about the Aurandts' ownership of STV Reading, Inc. Adams cannot reasonably claim that it was unaware that STV Reading, Inc. was principally owned by Dr. and Mrs. Aurandt. Yet Adams omitted STV Reading, Inc. from its listing of

stock owned by individuals previously approved by the Commission, thereby enabling Adams to accuse Reading of violating the Commission's Rules and then lying about it.

14. Adams' *Motion* represents yet one more instance where Adams has abused the Commission's processes by asserting patently false or unsupported claims. Adams' latest attempt to malign Reading and its counsel by intentionally misrepresenting factual information and then concocting a fanciful story of cover-ups and lies by Reading and its counsel is unconscionable. There is no possible explanation for Adams' most recent act other than Adams' manifest interest in and history of character assassination and harassment for the apparent purpose of gaining leverage against Reading and imposing unnecessary costs on Reading.

15. Long-standing Commission precedent holds that a single abuse of process in presenting false or unsupported allegations for purposes of delay or harassment is a disqualifying matter. *See Radio Carrollton*, 69 FCC 2d 1139 (1978), *clarified*, 69 FCC 2d 424 (1978), *recon. denied*, 72 FCC 2d 264 (1979), *aff'd sub nom. Faulkner Radio, Inc. v. FCC*, No. 79-1749 (D.C. Cir. 1980), *cert. denied*, 450 U.S. 1041 (1981). In this case, Adams repeatedly has asserted false or unsupported claims for abusive purposes. Adams' conduct has subverted the public interest in achieving an expeditious resolution of this case and imposed unnecessary costs on Reading and the Commission. If Adams' application is not dismissed outright, the abuse of process issue to be

designated against Adams should include the matter of Adams' false and
meritless claim against Reading and its counsel in this proceeding.

Respectfully submitted,

READING BROADCASTING, INC.

By Thomas J. Hutton
Thomas J. Hutton
Randall W. Sifers

Its Attorneys

Holland & Knight LLP
2100 Pennsylvania Avenue, N.W.
Suite 400
Washington, DC 20037-3202
(202) 955-3000

December 10, 1999

EXHIBIT A

**Ownership By Those Shareholders Previously
Approved By The Commission**

Name of Shareholder [previously approved by the Commission]	Shares Issued After Reading Emerged from Bankruptcy in 1991 and Before the Commission Approved the Transfer of Control in 1992	
	Cert. No.	Shares
Henry N. and Helen Aurandt	2A	17,537
Robert A. Denby	3A	19,922
Irvin Cohen	4A	12,067
Roger and L. Carole Longenecker	5A	15,413
Ralph Tietbohl	6A	12,874
Patricia Verbinski	7A	16,045
Robert and Fay Clymer	8A	5,943
Sergio and Penelope Proserpi	9A	10,194
Alison A. Rotenberg	10A	1,169
Larry A. Rotenberg	11A	1,169
Larry A. and Alison A. Rotenberg	12A	2,339
David and Barbara Mann	13A	9,977
Edward and Noni Fischer	14A	12,121
Bernard R. Gerber	15A	2,338
Jack and Nancy Linton	16A	2,338
Catherine Morrow	17A	5,333
Donald and Mary Lu Stoudt	18A	1,350
Joanne V. Van Roden	19A	3,507
Albert Boscov	20A	3,243
John and Jill Bower	21A	8,014
Henry Aurandt, Trustee	22A	6,331
Tietbohl Retirement Plan	23A	1,809
Proserpi Profit-sharing Plan	24A	1,809
Larry Rotenberg UGMA for D.A. Rotenberg	25A	362
Gerber Retirement Plan	26A	1,086
Linton Retirement Plan	27A	1,086
STV Reading, Inc.	29A	17,674
Subtotal of Shares Held by Shareholders previously approved by the Commission		193,050
Total No. Shares Held by Shareholders Issued (1A-50A)		368,226
% Ownership by Shareholders Previously Approved By the Commission		52.4%

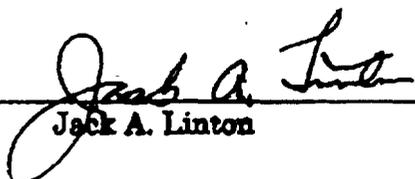
EXHIBIT B

Declaration of Jack A. Linton

Jack A. Linton hereby declares as follows:

1. I am in possession of the stock register for STV Reading, Inc., a Pennsylvania corporation.
2. I have reviewed the stock register for STV Reading, Inc. and declare under penalty of perjury that the stock register indicates that as of October 15, 1991, Henry N. Aurandt and Helen K. Aurandt held a 90.66% ownership interest in STV Reading, Inc.

December 10, 1999



Jack A. Linton

EXHIBIT C

1 Before The
2 FEDERAL COMMUNICATIONS COMMISSION
3 Washington, D.C. 20554

4 In re: Applications of : MM Docket No. 99-153
5 READING BROADCASTING, INC. :
6 For Renewal of License of : File No. BPCT-940407KF
7 Station WTVE (TV), Channel :
8 51, Reading, Pennsylvania : File No. BPCT-940630KG
9 and :
10 ADAMS COMMUNICATIONS :
11 CORPORATION :
12 For Construction Permit for :
13 a New Television Station :
14 to Operate on Channel 51, :
15 Reading, Pennsylvania :

16 DEPONENT: JACK A. LINTON, ESQUIRE

17 DATE AND TIME: Monday, November 8, 1999
18 at 10:15 a.m.

19 LOCATION: Comfort Inn
20 2200 Stacy Drive
21 Reading, Pennsylvania

22
23 Berks Court Reporting Service
24 By: Lori A. Dilks, RPR
25 12 Pacific Avenue
Sinking Spring, Pennsylvania
(610) 678-9984

COPY

1 where the individuals did any assertions unless there
2 was a Shareholders' meeting in, like, June, July or
3 August of 1991. And if there was, I don't remember it
4 specifically. I'd have to relook at the garnishment and
5 then try to use that as a benchmark.

6 Q. I would appreciate if you would do that.

7 A. I can certainly do that.

8 Q. Now, with regard to the proxies to Mr.
9 Parker from these four people referred to on Page 1 of
10 Exhibit 20, did either you or Mr. Schlegel examine the
11 proxies to determine how many shares were involved, how
12 many votes were involved, any such examination?

13 A. I did not. Mr. Schlegel or Mr. Distasio
14 may have.

15 Q. Now, STV of --

16 A. -- of Reading, Inc. Yes.

17 Q. Were you an investor in STV of Reading?

18 A. No.

19 Q. Were you counsel for the company?

20 A. I did legal work for the company. I don't
21 think I'd call myself counsel for the company.

22 Q. Who was President of the company?

23 A. When? I don't mean to be offensive.

24 Q. You're absolutely right. Who was President
25 of the company --

1 A. Initially?

2 Q. -- initially? Thank you.

3 A. To my knowledge, initially Dr. Aurandt was
4 everything. I didn't want to invest in it. He asked.
5 I didn't want to.

6 Q. This is the company that had the decoders
7 for the soft porn?

8 A. That's correct. The boxes that didn't
9 work. And that's -- my definition is soft porn. It may
10 have been harder porn than --

11 MR. BECHTEL: Off the record.

12 (Discussion was held off the record.)

13 BY MR. BECHTEL:

14 Q. Do you know the circumstances under which
15 Mr. Parker arrived at this meeting with the proxy of STV
16 Reading?

17 A. I'd have to look at something, but I
18 presume he got it from Massey, Harvey Massey, Pavloff
19 and Busby 'cause they had acquired, I think, like 9.9
20 percent of the stock of STV of Reading. But there was a
21 dispute whether that was 9.9 or all of it. And in my
22 judgment at that time, because I represented Dr. Aurandt
23 and his interest and my loyalties were to him, it was
24 9.9.

25 Whether the stock had actually been issued,

1 Q. Do you recall what went on at the meeting?

2 A. Probably we were talking about the vote is
3 going to go through, we better begin some legal action.
4 I think that was probably the gist of it because we knew
5 that Mike had obtained enough proxies with or without
6 the contested -- the ones that we would have contested
7 to carry the day because he outmaneuvered Rick as far as
8 saying who was better for the company, and that's really
9 what this was about, who was better for the company.
10 And each man thought they were. Taking apart the
11 emotion -- because there was a lot of emotion in this
12 stuff. I mean, Mrs. Aurandt, whew, she was angry.

13 MR. BECHTEL: I found another one. Page
14 14, two-thirds of the way down the page, Mike Parker
15 stated --

16 THE WITNESS: Okay.

17 MR. BECHTEL: -- Mike Parker stated that
18 there is also a digest of the Minutes of the Board of
19 Directors' meetings available, paren, please see
20 attached. We request a copy of that.

21 THE WITNESS: That may be both good and
22 bad, relevant and non-relevant.

23 BY MR. BECHTEL:

24 Q. You said Dr. Aurandt and the four gentlemen
25 that he played golf with down in South Carolina were

1 Stockholders of STV Reading?

2 A. Well, Dr. Aurandt was the stockholder of
3 STV of Reading. He had given other people, like, notes
4 to become Stockholders in STV of Reading, and it may
5 have been this group as part of their litigation. But,
6 to my knowledge -- and I may be wrong here -- but, to my
7 knowledge, Massey, et al., got their stock through the
8 garnishment because I don't remember any of those notes,
9 which were convertible to STV stock, have ever been
10 finalized. It may have been by their terms that they
11 should have gotten it but that -- I'd have to really go
12 back and check that.

13 Q. Other than those four and Dr. Aurandt, did
14 anyone else have actual stock ownership or rights to
15 stock ownership of the type you just described, to your
16 knowledge?

17 MR. HUTTON: In STV of Reading, Inc.?

18 BY MR. BECHTEL:

19 Q. In STV of Reading, Inc.

20 A. I don't know the answer. I know when Dr.
21 Aurandt formed STV of Reading, Inc. -- because I did
22 it, the legal work -- that he had offered people the
23 opportunity to invest in STV of Reading, Inc. And what
24 I can't remember is whether Harvey Massey or any of
25 those people did invest or anybody else invested through

1 some sort of note.

2 Because it's -- something sticks in my mind
3 that there was a note or something that would have given
4 them the right, but I don't want to say anything more
5 than that because I don't remember. To my knowledge, at
6 that time, no. But there I'm not over-tremendously
7 confident that I'm a hundred percent right; 99 but not a
8 hundred.

9 MR. BECHTEL: Page 18, the top of the page,
10 Marvin Mercer began his report, please see attached. We
11 request a copy of the attachment.

12 THE WITNESS: That's his memo regarding
13 stock.

14 BY MR. BECHTEL:

15 Q. Top of Page 19, the IRS filed a garnishment
16 against the bank for STV Reading. Do you know what that
17 was for?

18 A. No. No, I don't -- I vaguely remember
19 something, but I don't know what they would have
20 garnished. I don't know the answer to your question. A
21 garnishment against Meridian Bank for STV of Reading,
22 Inc. -- I'm talking to myself right now.

23 Q. Page 20. We're at the top. Mr. Schlegel,
24 according to Mr. Mercer, called him asking for the stock
25 book. At this point in time do you know where the stock

EXHIBIT D

FLEISCHMAN AND WALSH, L. I. P.

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION
1400 SIXTEENTH STREET, N. W.
WASHINGTON, D. C. 20036
TEL (202) 939-7900 FAX (202) 745-0916
INTERNET fw@fw-law.com

AARON I. FLEISCHMAN

FLEISCHMAN AND WALSH, P. C.
CHARLES S. WALSH
ARTHUR H. HARDING
STUART F. FELDSTEIN
RICHARD RUBIN
JEFFRY L. HARDIN
STEPHEN A. BOUCHARD
R. BRUCE BECKNER
HOWARD S. SHAPIRO
CHRISTOPHER G. WOOD
SETH A. DAVIDSON
MITCHELL F. BRECHER
JAMES F. MORIARTY
MATTHEW D. EMMER
HOWARD A. TOPEL

JILL KLEPPE McCLELLAND
REGINA FAMIGLIETTI PACE
RHETT D. WORKMAN
CRAIG A. GILLEY
MARK F. VILARDO
PETER J. BARRETT
KIMBERLY A. KELLY
ROBERT E. STUP, JR.
ANDREW M. FRIEDMAN
DEBRA A. McGUIRE
JOSHUA W. RESNIK
STEPHEN E. HOLSTEN
SUSAN A. MORT
ALEXANDER T. McCLAIN*
MARK D. PIHLSTROM**
BETH-SHERRI AKYEREKO

April 1, 1998

* UT BAR ONLY
** NY AND MA BARS ONLY

VIA US DELIVERY SYSTEMS COURIER

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
Mass Media Services
P.O. Box 358180
Pittsburgh, PA 15251-5180

26460

Re: Television Station WTVE(TV)
Reading, Pennsylvania
Annual Ownership Report

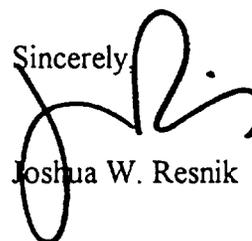
Dear Ms. Salas:

Enclosed on FCC Form 323 is the Annual Ownership Report for Television Station WTVE(TV), Reading, Pennsylvania, licensed to Reading Broadcasting, Inc.

Also enclosed is FCC Form 159, Remittance Advice Form, and a check payable to the FCC in the amount of \$45 for the required filing fee.

Please date-stamp the extra copy of the application that is enclosed and return it to the undersigned on the enclosed, self-addressed envelope.

Please communicate with the undersigned if there are any questions concerning this filing.
Thank you.

Sincerely,

Joshua W. Resnik

JWR/jt
Enclosures

cc: Television Station WTVE -- WTVE PUBLIC FILE

FOR
FCC
USE
ONLY

FCC 323

OWNERSHIP REPORT

SECTION I - FEE INFORMATION (For Annual Ownership Report Filers Only)

1. LICENSEE NAME Reading Broadcasting, Inc. n																									
MAILING ADDRESS (Line 1) (Maximum 35 characters) 1729 North 11th Street																									
MAILING ADDRESS (Line 2) (if required) (Maximum 35 characters)																									
CITY Reading		STATE OR COUNTRY (if foreign address) PA	ZIP CODE 19604																						
TELEPHONE NUMBER (include area code) (610) 921-9181		CALL LETTERS WTVE																							
FOR MAILING THIS REPORT, SEE GENERAL INSTRUCTION 2.																									
2. A. Is a fee submitted with this application?			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No																						
B. If No, explain: _____ ; and go to Section II.																									
C. If Yes, provide the following information:																									
Enter in Column (A) the correct Fee Type Code for the services covered by this report. Fee Type Codes may be found in the "Mass Media Services Fee Filing Guide." Enter in Column (B) the Fee Multiple, if applicable. 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																						
(1) <table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td colspan="3">FEE TYPE CODE</td></tr><tr><td>M</td><td>A</td><td>T</td></tr></table>	FEE TYPE CODE			M	A	T	<table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td colspan="4">FEE MULTIPLE (if required)</td></tr><tr><td> </td><td> </td><td> </td><td> </td></tr></table>	FEE MULTIPLE (if required)								<table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td colspan="2">FEE DUE FOR FEE TYPE CODE IN COLUMN (A)</td></tr><tr><td>\$</td><td>45.00</td></tr></table>	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)		\$	45.00	<table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td colspan="2">FOR FCC USE ONLY</td></tr><tr><td> </td><td> </td></tr></table>	FOR FCC USE ONLY			
FEE TYPE CODE																									
M	A	T																							
FEE MULTIPLE (if required)																									
FEE DUE FOR FEE TYPE CODE IN COLUMN (A)																									
\$	45.00																								
FOR FCC USE ONLY																									
(A)	(B)	(C)	FOR FCC USE ONLY																						
(2) <table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td></tr></table>				<table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td> </td></tr></table>					<table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td colspan="2">FEE DUE FOR FEE TYPE CODE IN COLUMN (A)</td></tr><tr><td>\$</td><td> </td></tr></table>	FEE DUE FOR FEE TYPE CODE IN COLUMN (A)		\$		<table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td colspan="2">FOR FCC USE ONLY</td></tr><tr><td> </td><td> </td></tr></table>	FOR FCC USE ONLY										
FEE DUE FOR FEE TYPE CODE IN COLUMN (A)																									
\$																									
FOR FCC USE ONLY																									
ADD ALL AMOUNTS SHOWN IN COLUMN C, LINES (1) THROUGH (2), AND ENTER THE TOTAL HERE. THIS AMOUNT SHOULD EQUAL YOUR ENCLOSED REMITTANCE. →		<table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td colspan="2">TOTAL AMOUNT REMITTED WITH THIS APPLICATION</td></tr><tr><td>\$</td><td>45.00</td></tr></table>	TOTAL AMOUNT REMITTED WITH THIS APPLICATION		\$	45.00	<table border="1" style="width:100%; text-align:center; border-collapse: collapse;"><tr><td colspan="2">FOR FCC USE ONLY</td></tr><tr><td> </td><td> </td></tr></table>	FOR FCC USE ONLY																	
TOTAL AMOUNT REMITTED WITH THIS APPLICATION																									
\$	45.00																								
FOR FCC USE ONLY																									

SECTION II - OWNERSHIP INFORMATION (for all filers)

1. All of the information furnished in this Report is accurate as of March 31, 1998
(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 or Assignment of License 1(c) Other

for the following stations:

Call Letters	Location	Class of service
WTVE	Reading, Pennsylvania	TV

SECTION II - Ownership Information (continued)

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

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

- | | |
|---|--|
| <ul style="list-style-type: none"> 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. 2. Citizenship. 3. Office or directorship held. 4. Number of shares or nature of partnership interest. 5. Number of votes. 6. Percentage of votes. | <ul style="list-style-type: none"> 7. Other existing attributable interests in any other broadcast station, 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, 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. |
|---|--|

1	(a)	(b)	(c)
	See Exhibit 3 (Stock ownership) See Exhibit 2 (Items 7 and 8 only)		
2			
3			
4			
5			
6			
7			
8			

Reading Broadcasting, Inc.
 FCC Form 323 -- March 31, 1998
 Contracts and Instruments
 Exhibit 1

Reading Broadcasting, Inc. ("RBI"), licensee of commercial television station WTVE, Reading, Pennsylvania, has the following contracts and other instruments to be filed with the Commission pursuant to §73.3613 of the Commission's rules:

<i>Instrument</i>	<i>Made With</i>	<i>Dates</i>
Articles of Incorporation	Commonwealth of Pennsylvania	Filed May 6, 1977
Bylaws of Reading Broadcasting, Inc.		Adopted in 1977
Management Agreement	Partel, Inc.	Executed September 1989; Expires December 31, 1999
Infomall Television Network Affiliation Agreement	Infomall Television Network, Inc.	Executed May 13, 1996; Expires May 31, 1998
Proxy Coupled with an Interest (copy attached hereto)	Henry N. Aurandt and Helen K. Aurandt (in various capacities listed therein); STV Reading, Inc.	Executed November 12, 1997

PROXY COUPLED WITH AN INTEREST

KNOW ALL PERSONS BY THESE PRESENTS that I or we, Henry N. Aurandt, M.D., and Helen K. Aurandt, stockholders holding interest jointly or severally in READING BROADCASTING, INC., or controlling entities holding such stock as follows:

Henry N. and Helen K. Aurandt, TEI	Certificate No. 2A	17,537 shares
Henry and Helen K. Aurandt, Pledgors	Certificate No. 52A	18,082 shares
Henry N. Aurandt, M.D., Trustee	Certificate No. 51A	4,477 shares
Henry N. Aurandt, M.D., Trustee for Employee Pension Plan	Certificate No. 22A	6,331 shares
Helen K. Aurandt, Attorney-in-Fact for Helen Kirkpatrick	Certificate No. 41A	1,362 shares
STV Reading, Inc, a Pennsylvania corporation, Henry N. Aurandt, M.D., President	Certificate No. 29A	17,674 shares

for an aggregate of 65,463 shares, or to the extent that we hold of record or beneficially any other share in the Corporation now or in the future with the right to vote said shares or exercise the right to vote said shares on behalf of another, do hereby make, constitute and appoint

Michael L. Parker

or his assigns, with full power of substitution, the true and lawful attorneys and proxies of the undersigned for and in my or our name, place and stead in respect to such stock or any other stock received by the attorney or attorneys, or his or their substitute or substitutes, in said Corporation, or any other corporation or corporations in respect hereof, for the following purposes: to represent and vote for the undersigned at all meetings, regular or special, of said Corporation, or all special or regular meetings; to consent to and enter into any transaction, contracts, reorganization, recapitalization, dissolution, changes of name, or other acts of whatsoever kind or nature requiring the consent of stockholders or for which the consent of the stockholders is required by the Corporation, and generally and without limitation because of the specific enumeration of authority hereby conferred, to do any and all acts and things that the undersigned might or could do in respect to such the stock in said Corporation, cash, securities or other consideration.

This Proxy is deemed coupled with an interest and remains irrevocable pursuant to 15 Pa. C. S. #1755) (1997) during and for the period ending at the satisfaction of all indebtedness to Partel, Inc., pursuant to a certain *Loan Agreement and Stock Pledge Agreement* of even date herewith is fully discharged (without regard to whether that period exceeds the period of time set out in 15 Pa. C. S. #1759(C))

And the undersigned hereby agree that, in consideration of the acceptance of the authority hereby conferred and of the undertaking of the attorney or his substitute or substitutes, to act uniformly on behalf of all the stock for which the attorney hold proxies or the right to vote, subject

Unique Identification Code: 29928-___

- Proxy, Page 1 of 2 Pages -

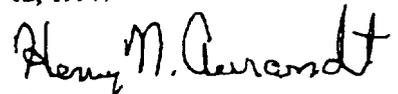
(S)

to their instructions designating persons to receive new stock, cash, securities or other consideration, this power of attorney is coupled with an interest and is irrevocable, and the undersigned hereby ratify and confirm all that said attorney and proxy or proxies, or their substitute, or substitutes, may lawfully do or cause to be done by virtue hereof.

The execution and delivery of this document is expressly conditioned upon the receipt of \$155,000 by wire transfer to Nations Bank NA - Artn: Hilton Head - ABA # 053904483 - to further credit account # 745068684 in name of Henry N. & Helen K. Aurandt.

Mile Parker and Partel, Inc., agree to exercise good faith and fair dealing in finalizing the aforementioned *Loan Agreement and Stock Pledge* and in accordance with the terms set forth in a facsimile transmission from Mike Parker to Henry N. Aurandt, M.D. dated November 10, 1997.

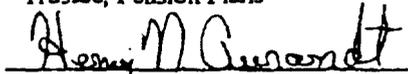
IN WITNESS, we have hereunto set my or our hand on November 12, 1997.



Henry N. Aurandt, M.D.
Individually



Henry N. Aurandt, M.D.
Trustee, Pension Plans



STV Reading Inc., by
Henry N. Aurandt, M.D., President



Helen K. Aurandt, Individually



Helen K. Aurandt, on behalf of
Helen Kirkpatrick, pursuant to
Power of Attorney

Henry N. Aurandt, M.D.
Helen K. Aurandt
9 Covington Court
Hilton Head, South Carolina 29928

Unique Identification Code: 29928-_____



Reading Broadcasting, Inc.
FCC File No. 323 — March 31, 1998
Other Broadcast Interests
Exhibit 2

Reading Broadcasting, Inc. ("RBI"), is licensee of commercial television station WTVE, Reading, Pennsylvania, and certain auxiliary transmission services pursuant to Part 74 of the FCC's rules and business radio licenses which relate to operation of that station.

None of the officers, directors or shareholders of RBI has any interest in any broadcast or radio common carrier licenses, except for Micheal L. Parker (an officer, director and record and beneficial owner of RBI stock).

Instruments Relating to Control: On November 13, 1997, an irrevocable proxy coupled with an interest was granted to Micheal L. Parker by the following shareholders:

Henry and Helen K. Aurandt, TEI	Certificate No. 2A	17,537 shares
Henry and Helen K. Aurandt, Pledgors	Certificate No. 52A	18,082 shares
Henry N. Aurandt, M.D., Trustee	Certificate No. 51A	4,477 shares
Henry N. Aurandt, M.D., Trustee for for Employee Pension Plan	Certificate No. 22A	6,331 shares
Helen K. Aurandt, Attorney-in-Fact for Helen Kirkpatrick	Certificate No. 41A	1,362 shares
STV Reading, Inc., a Pennsylvania corporation, Henry N. Aurandt, M.D., President	Certificate No. 29A	17,674 shares

for an aggregate of 65,463 shares.

License Interests of Micheal L. Parker: Mr. Parker and Partel, Inc., a corporation of which he is president, sole director and sole shareholder, have the following interests in broadcast licenses:

- (1) Partel, Inc., is owner of 213,620 shares (30.06%) of the issued and outstanding shares of RBI. Additionally, Mr. Parker is president, chief executive officer, and one of nine directors of Reading Broadcasting, Inc., and owns 21,376 shares 3.01% of the issued and outstanding shares of RBI in his own name.
- (2) Mr. Parker is president, sole director and sole shareholder of Two If By Sea Broadcasting Corporation, a Delaware corporation ("TIBS"). TIBS is licensee of International Broadcast Station KAIJ, Dallas, Texas, and is the proposed assignee of the licenses and assets of commercial television station WHCT, Hartford, Connecticut, from Martin W. Hoffman, Esq., trustee in bankruptcy (File No. BALCT-930922KE). On April 9, 1993, TIBS was granted a construction permit for a new FM translator station to operate on Channel 221, Upland California (File No. BPFT-

920603KG). As of March 31, 1998, TIBS is operating WHCT for the Trustee in Bankruptcy pursuant to a Local Marketing Agreement.

- (4) Mr. Parker is president, sole director and sole shareholder of Desert 31 Television, Inc., permittee of commercial television station KVMD, Twentynine Palms, California.
- (5) Mr. Parker has an application pending for a new low power television station to operate on Channel 68, Los Angeles, California (File No. BPTTL-891208ZI). The application was amended on April 1, 1993, to specify operation on Channel 26, Glendale, California.

**Reading Broadcasting, Inc.
FCC Form 323 — March 31, 1998
Ownership of Reading
Broadcasting, Inc., Stock
Exhibit 3**

The attached list of shareholders are all of the shareholders of record of Reading Broadcasting, Inc., as of March 31, 1998. All individuals listed are citizens of the United States of America. Partel, Inc., is a Washington corporation. Charles Schwab & Company is a Delaware corporation. All other corporations, trusts or business associations listed are organized under the laws of the Commonwealth of Pennsylvania:

READING BROADCASTING, INC., STOCK OWNERSHIP MASTER DATA BASE

March 31, 1998

Shareholder No.	Name	Address	City	State	Zip	Position	Certificate Number	No. Shares of Record	Pctg Ownership of Record
1	Partel, Inc.	22720 S.E. 410th Street	Enumclaw	WA	98022	None	01A	124402	17.5062%
2	Partel, Inc.	22720 S.E. 410th Street	Enumclaw	WA	98022	None	58A	86547	12.1792%
3	Clymer, Robert H., Estate Reduction Trust	582 Bayvillas Lane	Naples	FL	33963	None	77A	54509	7.6707%
4	Linton, Jack A.	57 Winchester Court	Reading	PA	19606	Director	73A	42752	6.0162%
5	The Cohen Group, L.P., Irwin Cohen, G.P.	1505 Lorraine Road	Reading	PA	19609	None	72A	42752	6.0162%
6	Parker, Michael L.	22720 S.E. 410th Street	Enumclaw	WA	98022	Director, President	75A	21376	3.00%
7	Denby, Robert A.	25 Stevens Avenue	West Lawn	PA	19609	None	03A	19922	2.8035%
8	Aurandt, Henry N. & Helen K., Pledgor	327 Fort Howell Drive	Hilton Head Island	SC	29926	None	52A	18082	2.5446%
9	STV Reading, Inc.	327 Fort Howell Drive	Hilton Head Island	SC	29926	None	29A	17674	2.4871%
10	Aurandt, Henry N. & Helen K., TEI	327 Fort Howell Drive	Hilton Head Island	SC	29926	None	02A	17537	2.4679%
11	Verbinski, Patricia	1414 Old Mill Road	Wyomissing	PA	19610	None	07A	16045	2.2579%
12	Longenecker, Roger N. & L. Carole, TEI	R.D.#1, Box 108	Leesport	PA	19533	None	05A	15413	2.1690%
13	Charles Schwab & Co., Custodian fbo Nelson Long IRA	333 Bush Street, 4th Floor	San Francisco	CA	94104	None	71A	15000	2.1108%
14	Tietbohl, Ralph H.	3051 Van Reed Road	Sinking Spring	PA	19608	None	06A	12874	1.8117%
15	Fischer, Edward C. and Noni J., TEI	11 Jeffrey Road	Reading	PA	19604	None	14A	12121	1.7057%
16	Cohen, Irvin	1505 Lorraine Road	Reading	PA	19609	None	04A	12067	1.6981%
17	Massey, Harvey L., Pledgor, Meridian Bank	1051 Winderley Place	Maitland	FL	32751	None	53A	11840	1.6662%
18	The Cohen Group, L.P.	1505 Lorraine Road	Reading	PA	19609	None	61A	11804	1.6611%
19	Proserpi, Sergio and Penelope P., TEI	R.D. #1, Box 90	Reading	PA	19607	None	09A	10194	1.4345%
20	Mann, David E., Sr., and Barbara W., TEI	1410 Independence Drive	West Lawn	PA	19609	None	13A	9977	1.4040%
21	Bower, John R. and Jill L.	124 Hawthorne Court	Reading	PA	19610	None	21A	8014	1.1278%
22	Pavloff, George	1033 Oakpointe Place	Atlanta	GA	30338	None	30A	6812	0.95%
23	Pavloff, Paul, Pledgor, Meridian Bank	6470 8th Avenue North	St. Petersburg	FL	33710	None	54A	6577	0.92%
24	Busby, Alfred W., Pledgor, Meridian Bank	505 Mt. Creek Trace	Atlanta	GA	30328	None	56A	6577	0.9255%
25	Bowers, Ben F.	420 Fruitfarm Road	Royersford	PA	19468	None	31A	6335	0.8915%
26	Aurandt, Henry N., T'ee fbo Emplpye Pens. Plan	327 Fort Howell Drive	Hilton Head Island	SC	29926	None	22A	6331	0.8909%
27	Longenecker, Roger N.	R.D.#1, Box 108	Leesport	PA	19533	None	76A	5504	0.7745%
28	Morrow, Catherine Z.	12 Maple Avenue	Shillington	PA	19607	None	17A	5333	0.7505%
29	Massey, Harvey L.	1051 Winderley Place	Maitland	FL	32751	None	32A	4905	0.6902%
30	Aurandt, Henry N., Trustee	327 Fort Howell Drive	Hilton Head Island	SC	29926	None	51A	4477	0.6300%
31	VanRoden, Joanne V.	1200 Old Mill Road	Wyomissing	PA	19610	None	19A	3507	0.4935%
32	Pavloff-Bull, Stella, Pledgor, Meridian Bank	23004 Calvert Street	Woodland Hills	CA	91367	None	55A	3289	0.4628%
33	Boscov, Albert R.	R.D. #3, Box 3720	Reading	PA	19606	None	20A	3243	0.4564%
34	Boscov, Albert R.	R.D. #3, Box 3720	Reading	PA	19606	None	59A	3172	0.4464%
35	Rotenberg, Jonathan Peter	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	66A	3162	0.4450%
36	Rotenberg, Leah Beth	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	68A	3162	0.4450%
37	Rotenberg, David A.	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	65A	3161	0.4448%

38	Longenecker, Roger N.	R.D.#1, Box 108	Leesport	PA	19533	None	78A	3118	0.4388%
39	Norris, Hugh	1728 Old Olympic Highway	Port Angeles	WA	98382	None	37A	2725	0.3835%
40	Busby, Alfred W.	505 Mt. Creek Trace	Atlanta	GA	30328	None	33A	2725	0.3835%
41	Muir, Mary Ethlyn	3 Crab Road	Sequim	WA	98382	None	36A	2725	0.3835%
42	Kasko-MacCallum, Carol Anne	23C Congressional Circle	Reading	PA	19607	None	35A	2725	0.3835%
43	Hollingsworth, Fred	Route 2, Box 98	St. John	WA	99171	None	34A	2725	0.3835%
44	Pavloff, Paul	6470 8th Avenue North	St. Petersburg	FL	33710	None	38A	2725	0.3835%
45	Partel, Inc.	22720 S.E. 410th Street	Enumclaw	WA	98022	None	70A	2679	0.37
47	Gerber, Bernard	4 Bobolink Drive	Wyomissing	PA	19610	Director	15A	2338	0.3290%
48	Linton, Jack A. and Nancy A. TEI	57 Winchester Court	Reading	PA	19606	None	16A	2338	0.3290%
49	Linton, Jack A. and Nancy A. TEI	57 Winchester Court	Reading	PA	19606	None	62A	2287	0.3218%
50	Hyman, David and Hyman-Brooks, Caroline	109 Forrester Avenue	Narberth	PA	19072	None	28A	2071	0.2914%
51	Bank of Pa., Tee fbo Tietbohl Ret. Plan	3051 Van Reed Road	Sinking Spring	PA	19608	None	23A	1809	0.2546%
52	Nt Bk Boyerstwn, Tee, Proserpi Prof. Shg Plan	R.D. #1, Box 90	Reading	PA	19607	None	24A	1809	0.2546%
53	Rodriguez, Adolpho E.	301 South 7th Avenue	West Reading	PA	19611	None	50A	1362	0.1917%
54	MacCallum, Barbara	1933 Gring Drive	Wyomissing	PA	19610	None	42A	1362	0.1917%
55	Pavloff-Bull, Stella	23004 Calvert Street	Woodland Hills	CA	91367	None	46A	1362	0.1917%
56	Palmer, Jr., Richard M.	9 Quail Ridge Drive	Wyomissing	PA	19610	None	45A	1362	0.1917%
57	Brueckman, Harry	126 Walnut Street	Jenkintown	PA	19046	None	39A	1362	0.1917%
58	Gallen, John H.	2950 Van Reed Road	Reading	PA	19609	None	40A	1362	0.1917%
59	Kirkpatrick, Helen	5 Williamsburg	Hershey	PA	17033	None	41A	1362	0.1917%
60	Wohlbruck, Martin	40 Wingert Road	Wyomissing	PA	19610	None	48A	1362	0.1917%
61	Muir, Mary Ethlyn	3 Crab Road	Sequim	WA	98382	None	79A	1362	0.1917%
62	Norris, Mark	1728 Old Olympic Highway	Port Angeles	WA	98382	None	44A	1362	0.1917%
63	Stoudt, Donald E. and Mary Lu, TEI	801 Sledge Avenue	West Lawn	PA	19609	None	18A	1350	0.1
64	Linton & Gerber, Tees, fbo Linton Ret. Plan	57 Winchester Court	Reading	PA	19606	None	27A	1086	0.1528%
65	Linton & Gerber, Tees, fbo Gerber Ret. Plan	4 Bobolink Drive	Wyomissing	PA	19610	None	26A	1086	0.1528%
66	Linton & Giannascoli, P.C. 401(k) Plan	P.O.Box 461	Reading	PA	19603	None	63A	1061	0.1493%
67	Gallen, Dolores	2950 Van Reed Road	Reading	PA	19609	None	49A	681	0.0958%
68	Rotenberg, Larry A., UGMA D.A. Rotenberg	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	25A	362	0.0509%
69	Rotenberg, Larry A., UGMA D.A.	1320 Van Steffy Avenue	Wyomissing	PA	19610	None	68A	121	0.0170%
--	McCracken, Frank D.	1716 North 3rd Street	Reading	PA	19601	Director, Vice President	--	0	0.0000%
--	Rose, Hon. C. Meyer	Ste. 1403, 1 East Penn Sq. Bldg.	Philadelphia	PA	19107	Director	--	0	0.0000%

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING
(1) LOCKBOX # 358180

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

APPROVED BY OMB 3060-0589

PAGE NO 1 OF 1

FCC/MELLON

SPECIAL USE 68035632287
FCC USE ONLY APR 01 1998

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Reading Broadcasting, Inc. (3) TOTAL AMOUNT PAID (dollars and cents)
\$ 45.00

(4) STREET ADDRESS LINE NO. 1
1729 North 11th Street

(5) STREET ADDRESS LINE NO. 2

(6) CITY Reading (7) STATE PA (8) ZIP CODE 19604

(9) DAYTIME TELEPHONE NUMBER (include area code) (610) 921-9181 (10) COUNTRY CODE (if not in U.S.A.)

ORIGINAL

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY (15) STATE (16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code) (18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(18A) FCC CALL SIGN/OTHER ID	(20A) PAYMENT TYPE CODE (PTC)	(21A) QUANTITY	(22A) FEE DUE FOR (PTC) IN BLOCK 20A	FCC USE ONLY
WTVE (TV)	M A T	1	\$ 45.00	
(23A) FCC CODE 1			(24A) FCC CODE 2	
(18B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B	FCC USE ONLY
(23B) FCC CODE 1			(24B) FCC CODE 2	
(18C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C	FCC USE ONLY
(23C) FCC CODE 1			(24C) FCC CODE 2	
(18D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D	FCC USE ONLY
(23D) FCC CODE 1			(24D) FCC CODE 2	

SECTION D - TAXPAYER INFORMATION (REQUIRED)



2 UNITED STATES POSTAL MONEY ORDER

68035632287 98 1331 396120 **45*00

SERIAL NUMBER PAY TO ADDRESS C.O.D. NO. OR USED FOR	YEAR, MONTH, DAY CHECK WRITER PAYMENT AREA FROM ADDRESS NEGOTIABLE ONLY IN THE U.S. AND POSSESSIONS	POST OFFICE U.S. DOLLARS AND CENTS 68035632287
Federal Communications Comm. Washington, DC 20554	Reading Broadcasting, Inc 1329 W. 11th STREET Reading, Pa. 19604	45.00

⑆000008002⑆

68035632287

⑆0000004500⑆

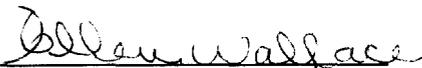
CERTIFICATE OF SERVICE

I, Ellen Wallace, a secretary in the law firm of Holland & Knight LLP do hereby certify that a copy of the foregoing OPPOSITION TO MOTION OF ADAMS COMMUNICATIONS CORPORATION FOR LEAVE TO FILE SUPPLEMENT TO CONSOLIDATED REPLY was served, this 10th day of December 1999, via hand delivery, to the following:

The Hon. Richard L. Sippel
Administrative Law Judge
Federal Communications Commission
445 12th Street, S.W. – Room 1-C864
Washington, D.C. 20554

James Shook, Esq.
Enforcement Division
Federal Communications Commission
445 12th Street, S.W. - Room 3-A463
Washington, D.C. 20554

Gene A. Bechtel, Esq.
Henry F. Cole, Esq.
Bechtel & Cole, Chartered
1901 L Street, N.W.
Suite 250
Washington, D.C. 20036
Counsel for Adams Communications Corporation


Ellen Wallace