

FILE COPY

DOW, LOHNES & ALBERTSON, PLLC

ATTORNEYS AT LAW

TELEPHONE 202-776-2000

WASHINGTON, D.C.

FACSIMILE 202-776-2222

1200 NEW HAMPSHIRE AVENUE, N.W. • SUITE 800 • WASHINGTON, D.C. 20036-6802

FAX TRANSMITTAL COVER SHEET

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TOTAL NUMBER OF PAGES 1, INCLUDING THIS COVER PAGE**

TO: Ms. Ann Gaulke

COMPANY: Telemundo Group, Inc.

FROM: M. Anne Swanson

DIRECT DIAL: (202) 776-2534

DATE: September 15, 1999

MESSAGE:

Ann --

The address for Howard N. Gilbert of Adams Communications Corporation is:

c/o Holleb & Cuff
55 E. Monroe Street
Suite 4100
Chicago, IL 61603-5896



** If you do not receive all of the pages, please call the Fax Center at (202) 776-2820 or Deborah Buhner at extension 2737 as soon as possible.

Client/Matter Number: 01055.0001

Fax Number: (212) 492-5606

Verbal Confirmation Required? Yes No

Confirmation Telephone Number: (212) 492-5507

Reading Exhibit 68 **TD00401**
Page 1

Federal Communications Commission

Docket No. AW-99-123 Exhibit No. ks

Presented by Reading

Disposition Identified Received Rejected

Reporter John Del Pino

Date 6-19-00

MESSAGE CONFIRMATION

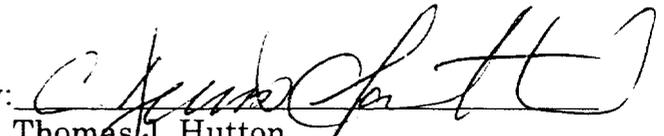
09/15/99 16:28
ID=DOW LOHNES & ALBERT.

DATE	S.P-TIME	DISTANT STATION ID	MODE	PAGES	RESULT
09-15	00'36"	212 492 5606		01	OK 0000

No Exhibit offered.

Reading Broadcasting, Inc.

By:



Thomas J. Hutton
C. Dennis Southard IV
HOLLAND & KNIGHT LLP
2100 Pennsylvania Ave., NW
Suite 400
Washington, DC 20037

Its Attorneys

No Exhibit offered.

Reading Broadcasting, Inc.

By:



Thomas J. Hutton

C. Dennis Southard IV

HOLLAND & KNIGHT LLP

2100 Pennsylvania Ave., NW

Suite 400

Washington, DC 20037

Its Attorneys



August 15, 1994

Mr. Robert L. Haag, President
Adams Communications Corporation
155 North Michigan Avenue, Suite 725
Chicago, Illinois 60601

Re: Letter of Intent - Gibraltar Hill Property

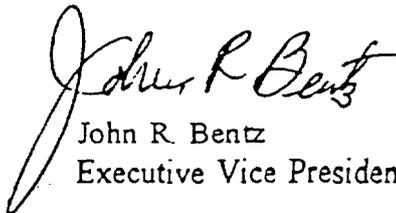
Dear Mr. Haag:

Pursuant to your conversations with Steve Lubas and your Letter of Intent dated June 29, 1994, Conestoga will accept your three (3) year option for the sum of \$3,000.00 with one (1) additional three (3) year renewal option at the same price. As you are aware from your conversations with Mr. Lubas, while sufficient tower space is available for your use, the amount of building space per your Letter of Intent does not exist at this time.

Our ability to enter into an actual lease will be contingent upon our ability to obtain the proper zoning and construction permits in order to add an additional building or to construct an addition to the existing building. Naturally, such a lease would also contain standard provisions to protect existing stations at this location from any harmful interference which may be caused by your station.

Should you have any additional questions, please feel free to contact Mr. Lubas at (610)582-8711.

Very truly yours,



John R. Bentz
Executive Vice President

Enclosure

cc: Holleb & Coff, Steve Lubas

G:\COMP SHARE\ADAMS

Federal Communications Commission

Docket No. MM-99-153 Exhibit No. 70

Presented by Reading

Disposition
Identified
Received
Rejected

Reporter John Del Pino
Date 6-28-00

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL JAMES CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLE OF ORGANIZATION (Under G.S. Ch. 156B)

ARTICLE I

The name of the corporation is:

Adams Communications Corporation

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

- (i) The business of broadcast communications, to acquire, own, lease, rent and operate television and radio broadcasting stations, with any and all types of transmission facilities; to apply for, receive and hold all licenses that may be necessary or required from any licensing agency, national, state or foreign; to do any and all things necessary or incident to the operation of such broadcasting stations, including but not limited to contracting for transmission of programs and entering into such other contracts and arrangements as the board of directors of the corporation may, from time to time, deem proper and expedient.
- (ii) To acquire, own, use, convey and otherwise dispose of, and deal in real property, or personal property, tangible or intangible, of any kind or description, or any interest therein.
- (iii) Any other business activity permitted a corporation organized under Chapter 156B of the Massachusetts General Laws.

93-827001

C
P
M
R.A.

7

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper, attached to this form, and numbered in order. Additions to more than one article may be combined on a single sheet on long lines, provided each such addition is clearly indicated.

Federal Communications Commission

Docket No. MM-9153 Exhibit No. 71

Presented by Reading

Disposition { Identified ✓
Received ✓
Rejected ✓

Reporter John Del Pino

Date 6-21-50

ARTICLE III

The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS	
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES
COMMON:	100,000	COMMON:	
PREFERRED:		PREFERRED:	

ARTICLE IV

If more than one type, class or series is authorized, a description of each with, if any, the preferences, voting powers, qualifications, special rights and privileges as to each type and class thereof and any terms now established.

N/A

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

None; however, shares of stock of the corporation may be subjected to restrictions on the transfer thereof under duly adopted by-law provision and/or under any agreement to which the corporation shall be a party.

ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, extending or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (If there are no provisions such as these)

See Article VI attached hereto and incorporated herein by reference.

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by E.L.g. appropriate Article of Amendment.

ARTICLES OF ORGANIZATION

Continuation Page

ARTICLE VI

The other lawful provisions for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or any class of stockholders, are set forth in this Article VI.

a. By-Laws. The By-laws may provide that the directors may make, amend or repeal the By-laws in whole or in part, except with respect to any provision thereof which by law or the By-laws requires action by the stockholders.

b. Meetings. Meetings of the stockholders of the corporation may be held anywhere in the United States.

c. Acting as Partner. The corporation may be a general or limited partner in any business enterprise it would have power to conduct by itself.

d. Indemnification. The corporation may provide, either in the corporation's By-laws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if applicable law is hereafter modified to permit indemnification in situations where it was not theretofore permitted, then such indemnification may be permitted to the full extent permitted by such law as amended.

e. Transactions with Interested Persons. The By-laws may contain provisions providing that no contract or transaction of the corporation shall be void or voidable by reason of the fact that any officer, director or stockholder of the corporation may have held an interest therein.

f. Repurchases by Corporation. The corporation may from time to time offer to purchase and purchase shares from any stockholder of the corporation upon fair and reasonable terms and at a fair and reasonable price, whether or not the stockholder owns a controlling interest in the corporation, without offering to any other stockholder an equal opportunity to sell a ratable number, or any, of his shares of stock in the corporation to the corporation upon comparable terms or at a comparable price, or to make any offer to purchase whatsoever to other stockholders of the corporation.

g. Elimination of Directors' Personal Liability. No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section sixty-one or sixty-two of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the date of such amendment or repeal.

h. Preemptive Rights. Each holder of any of the shares of the capital stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any rights to purchase stock of any class, whether said unissued stock shall be issued for cash, property, or any other lawful consideration. Without limitation of the foregoing, each such holder shall have such a preemptive right with respect to any shares or other securities of the corporation (a) that were originally authorized in its Articles of Organization in excess of those that were originally or are now issued, or (b) that may at any time be issued or offered by option to effect a merger, consolidation, share exchange or other acquisition, or issued or offered by option, in any other manner for a consideration other than cash.

ANNEX A TO ARTICLES OF ORGANIZATION

DIRECTORS

Name:

Residence:

Wayne J. Pickinger

1244 Forest Glen Drive South
Winnetka, Illinois 60093

Robert L. Haag

155 North Michigan Avenue
Suite 725
Chicago, Illinois 60601

Howard N. Gilbert

55 East Monroe Street
Suite 410
Chicago, Illinois 60603

Philip R. Haag

1550 North Northwest Highway
Suite 209
Park Ridge, Illinois 60068

A.R. Umans

1400 North 25th Avenue
Melrose Park, Illinois 60160

Manfred Steinfeld

1348 Merchandise Mart
Chicago, Illinois 60654

3009344.01
11/22/93 12:01pm

ARTICLE VI

The date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by completing appropriate form provided therefor.

ARTICLE VII

a. The street address of the corporation IN MASSACHUSETTS (if post office boxes are not acceptable)

84 State Street, Boston, Massachusetts 02109

b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: Robert L. Haag	155 North Michigan Avenue Suite 725	Chicago, Illinois 60601
Treasurer: Wayne J. Fickinger	1244 Forest Glen Drive South Winnetka, Illinois 60093	
Clerk: Howard N. Gilbert	55 East Monroe Street Suite 4100	Chicago, Illinois 60603
Directors:		

See Exhibit A attached hereto and incorporated herein by reference.

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:

The Prentice-Hall Corporation System, Inc.
84 State Street, Boston, Massachusetts 02109

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the formation of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization to incorporate(s) this 22nd day of November 19 93

Marge A. Bajzek

 Marge A. Bajzek
 55 East Monroe Street, Suite 4100
 Chicago, Illinois 60603

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it is incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such person is acting.

STATE
DIVISION

447143

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relating to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200.00 having been paid, and articles are deemed to have been filed with me this 23rd day of NOVEMBER 1993

Effective date *Michael Joseph Connolly*
MICHAEL JOSEPH CONNOLLY
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 5/5/00 CLERK *[Signature]*

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

MARGE BATZEK
Holleb & Coff
55 E. Monroe, Suite 4100
Chicago, IL 60603
Telephone: (312) 807-4682





William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

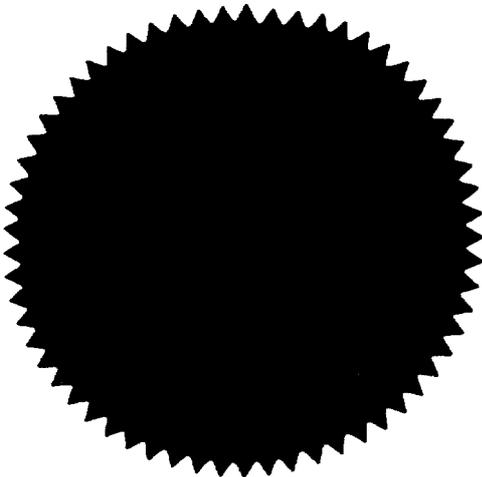
State House, Boston, Massachusetts 02133

June 2, 2000

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records in this office, **ADAMS COMMUNICATIONS CORPORATION** was incorporated under the General Laws of this Commonwealth on **November 23, 1993**.

I also certify that said corporation was dissolved on **August 31, 1998** under the provisions of Chapter 156B section 101.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Federal Communications Commission

Case No. MM-88-53 Exhibit No. 72

Presented by Reading

Disposition John Del Rio

Identified Received Rejected

Reporter John Del Rio

Date 6-21-00

BECHEL & COLE
CHARTERED
ATTORNEYS AT LAW
SUITE 250
1901 L STREET, N.W.
WASHINGTON, D.C. 20038
TELEPHONE (202) 833-4190

HARRY F COLE

TELECOPY TRANSMITTAL FORM

TELECOPIER
(202) 833-3084

TO: Howard N. Gilbert, Esquire - 312-807-3900
FROM: Harry F. Cole
DATE: October 15, 1993
RE: FCC Notice of Inquiry

This transmission consists of a total of 8 pages, including this transmittal page. If you encounter any problem in the receipt of any or all of the pages, please call Harry F. Cole at (202) 833-4190.

Howard --

Here is a Notice of Inquiry issued by the Commission last week relating to commercial time on television stations. This overlaps the whole home shopping issue which we have discussed, and arguably reopens that question (although the inquiry is couched more in prospective than in retrospective terms). Let me know if you have any thoughts on this, and if you feel inclined to lob any comments in on behalf of Monroe.

H.F.C.

Federal Communications Commission

Docket No. MM-99-153 Exhibit No. 73

Presented by Reading

Disposition Identified K

Received K

Rejected None

Reporter John Del Pino

Date 6-21-00





CONESTOGA TELEPHONE
AND TELEGRAPH COMPANY

202 EAST FIRST STREET, BIRDSBORO, PA 19508-0448 AREA CODE (610) 582-8711

August 8, 1996

Mr. Howard N. Gilbert
Holleb & Coff
55 East Monroe Street, Suite 4100
Chicago, Illinois 60603-5896

Re: Option Agreement - Gibraltar Hill

Dear Mr. Gilbert:

Enclosed is a copy of a Letter of Intent signed by Mr. Robert L Haag and our acceptance letter signed by Mr. John R. Bentz. We had sent to you a revised Option Agreement and License / Lease Agreement which are enclosed once again. As emphasized in Mr. Bentz's letter is the following:

Our ability to enter into an actual lease will be contingent upon our ability to obtain the proper zoning and construction permits in order to add an additional building or to construct an addition to the existing building. Naturally, such a lease would also contain standard provisions to protect existing stations at this location from any harmful interference which may be caused by your station.

The License / Lease Agreement is the basic form we would agree to once your plans have been finalized. In the past, I had been barraged with a series of questions, such as, "Can we add 100 to 150 feet on the tower?," and was then asked to give you additional monthly rental information. Until your plans are firm, there is no way for us to provide you with this information. Again, we are looking for a 15% return on any additional building construction, if possible, and a reasonable fee for attachment to our tower. At this point, we have no agreement whatsoever regarding this site.

Please review the enclosed information. I will contact you shortly to review this matter once again.

Very truly yours,

Stephen J. Lubas
Mobile Services Manager

/SJL

CC: John R. Bentz
WPD0CLESSEADAMS1

Federal Communications Commission

Docket No. MM-99-153 Exhibit No. 74

Presented by Reading

Disposition

Identified	<input checked="" type="checkbox"/>
Received	<input type="checkbox"/>
Rejected	<input type="checkbox"/>

Reporter John Del Pino

Date 6-21-00

HOLLEB & COFF
ATTORNEYS AT LAW

55 EAST MONROE STREET
SUITE 4100
CHICAGO, ILLINOIS 60603-5896
(312) 807-4600
TELECOPIER (312) 807-3900

RECEIVED
AUG 27 10 05

HOWARD N. GILBERT

WRITER'S DIRECT DIAL
(312) _____

August 21, 1996

Mr. Stephen J. Lubas
Mobile Services Manager
Conestoga Telephone and
Telegraph Company
202 East First Street
Birdsboro, PA 19508-0448

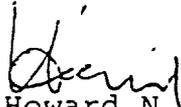
Re: Restated Option Agreement - Gibraltar Hill

Dear Steve:

Enclosed herewith please find Restated Option Agreement and License/Lease Agreement. The only changes is that the word "Restated" was added to the Option Agreement and an August 23, 1996 date has been added to both documents.

I am totally aware of the obligations stated in your letter of August 8, 1996. Based on the fact that we have had an excellent relationship over the years, I know we will be able to work those out. Please forward me an executed copy of the Restated Option Agreement and License/Lease Agreement with the appropriate check and we can finally be on our way after all these many, many years.

Cordially yours,


Howard N. Gilbert

HNG:ms
Enclosures

Federal Communications Commission

Docket No. MM-99-153 Exhibit No. 75

Presented by Reading

Di. position

Identified

Received

Rejected

Reporter JAM

Date 6-21-00

Del. Pnc

ADAMS COMMUNICATION CO.
35 E. MONROE ST., STE. 4100
CHICAGO, IL 60603

1080

May 17 18 2000

2-77/710

PAY TO THE ORDER OF Conestoga Telephone and Telegraph Company \$3,000.00

Three Thousand and no/100 ***** DOLLARS


American National Bank
and Trust Company of Chicago • Chicago, Illinois 60690

Handwritten signature: Hans J. Giles

FOR _____

⑈001080⑈ ⑆071000770⑆ 04282485⑈

Federal Communications Commission

Docket No. MM-95-152

Exhibit No. 76

Presented by Reading

Disposition

Identified

Received

Rejected

Reporter John DePina

Date 6-21-96

ORIGINAL

RECEIVED

SEP - 6 1991

Federal Communications Commission
Office of the Secretary

LAW OFFICES
BROWN FINN & NIETERT, CHARTERED
SUITE 660
1920 N STREET, N.W.
WASHINGTON, D.C. 20036
TEL (202) 887-0600
FAX (202) 457-0126
September 6, 1991

SEP 5 2 33 PM '91
LCS

SEP 1 1991

Donna R. Searcy
Secretary
Federal Communications Commission
1919 M Street, N.W., Room 222
Washington, D.C. 20554

Re: WHRC-TV
Norwell, Massachusetts

Dear Ms. Searcy:

On behalf of Two If By Sea Broadcasting Corporation, proposed transferee of Massachusetts Channel 46 Corporation, licensee of station WHRC-TV, Norwell, Massachusetts, there are submitted, in triplicate, two amendments to its application. The first amendment identifies the persons who will be officers and directors of the licensee upon consummation of the contemplated transfer; the second amendment generally describes the nature of the transaction and affirms that the transferor will have no reversionary interest in the licensee or its business after the transfer is consummated.

Please direct any inquiry concerning this submission to the undersigned.

Very truly yours,



Eric S. Kravetz

DJK\SEARCY\jf
Enclosure

cc (w/encl.) Patricia Hamilton (FCC)

Reading Ex. 77
p. 1

Federal Communications Commission

Docket No. MM 99-13 Exhibit No. 17

Presented by Rebecka

Disposition } Identified _____

Reporter John } Received _____

Date 12-23-01 } Rejected Del PM

RECEIVED

SEP - 6 1991

Federal Communications Commission
Office of the Secretary

Re: Massachusetts Channel 46 Corporation

Please amend the application of Two If By Sea Broadcasting Corporation to acquire control of Massachusetts Channel 46 Corporation to indicate that it is anticipated that the following persons will be elected as officers and directors of the licensee after grant of the application by the Commission and consummation of the transfer by the parties:

Micheal L. Parker
Linda L. Hendrickson

President, Director
Secretary, Treasurer

Dated: _____

9/4/91

by 
Linda L. Hendrickson
Secretary
Two If By Sea Broadcasting
Corporation

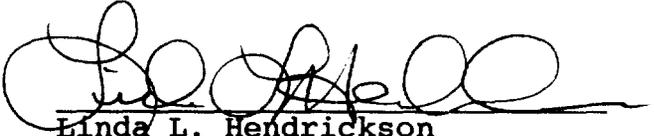
Nature of Transactions

The Assignment Agreement executed by the parties contemplates that the proposed transferee will acquire from transferor 51% of the common voting stock of the licensee corporation. All legal rights and remedies currently held by the transferor, including any that may pertain to non-majority shareholders, will be held by the transferee. Similarly, any obligations and liabilities to which the transferor may be subject will be assumed by the transferee. The contract further provides that the transferee may pay additional consideration to the transferor out of the profits (if any) which may later be earned through station operations or by virtue of a subsequent sale of the licensee or its assets to a third party. In this connection, the Assignment Agreement provides detailed guidance as to what payments may be made in a variety of circumstances and how the existence and extent of any profit may be determined.

The transferor will retain no right of reversion of the license, no right to reassignment of the license in the future and does not reserve the right to use the facilities of the station for any period whatsoever.

Date: _____

9/5/91


Linda L. Hendrickson
Secretary
Two If By Sea Broadcasting
Corporation