

Section 1 - GENERAL INFORMATION (Page 2)

(c) Check one of the following boxes:

- Application for New station
- MAJOR change in licensed facilities; call sign: _____
- MINOR change in licensed facilities; call sign: _____
- MAJOR modification of construction permit; call sign: _____
File No. of construction permit: _____
- MINOR modification of construction permit; call sign: _____
File No. of construction permit: _____
- AMENDMENT to pending application; Application file number: _____

NOTE: It is not necessary to use this form to amend a previously filed application. Should you do so, however, please submit only Section I and those other portions of the form that contain the amended information.

4. Is this application mutually exclusive with a renewal application? Yes No

If Yes, state:

Call letters WTVE	Community of License	
	City Reading	State PA

Section II - LEGAL QUALIFICATIONS

Name of Applicant

ADAMS COMMUNICATIONS CORPORATION

1. Applicant is (check one box below)

- Individual
- General partnership
- For-profit corporation
- Other
- Limited partnership
- 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 application.

Exhibit No.

Does Not Apply

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 each "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 November 23, 1993 Place Boston, Massachusetts

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, insulated limited partnership shares, nonvoting stock interests, beneficial stock ownership interests, options, rights of first refusal, 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.

Does Not Apply

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.

Yes No
See Exhibit 1

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 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
Does Not Apply

Section II - LEGAL QUALIFICATIONS (Page 2)

5 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	Adams Communications Corporation c/o Robert L. Haag Robert L. Haag & Company Suite 725 155 North Michigan Avenue Chicago, Illinois 60601	Robert L. Haag c/o Robert L. Haag & Company Suite 725 155 North Michigan Avenue Chicago, Illinois 60601	Howard N. Gilbert Holleb & Coff Suite 4100 55 East Monroe Street Chicago, Illinois 60603
b		U.S.	U.S.
c		President, Director	Vice President, Secretary, Director
d		160	100
e		160	100
f		18.5%	11.6%
g		None	None
h		None	None

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 officerhip 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 78.501, including the nature and size of such interests and the positions held.

a	Robert L. Haag 1994 Family Limited Partnership c/o Robert L. Haag Suite 725 155 North Michigan Avenue Chicago, Illinois 60601	Howard N. Gilbert 1994 Family Limited Partnership c/o Howard N. Gilbert Holleb & Coff Suite 4100 55 East Monroe Street Chicago, Illinois 60603	Wayne J. Fickinger 1244 Forest Glen Drive So. Winnetka, Illinois 60093
b	U.S.	U.S.	U.S.
c	--	--	Vice President, Director, Treasurer
d	200	50	100
e	200	50	100
f	23.1%	5.8%	11.6%
g	None	None	None
h	None	None	None

READING EXHIBIT 44
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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 73.9555 and 76.501, including the nature and size of such interests and the positions held.

a	Manfred Steinfeld Shelby Williams Industries, Inc. 1348 Merchandise Mart Chicago, Illinois 60654	A. R. Umans RHQ/Spacemaster Corporation 1400 North 25th Avenue Melrose Park, Illinois 60160	Calvin I. Leibovitz Illinois Footwear Company 1003 Commerce Court Buffalo Grove, Illinois 60089
b	U.S.	U.S.	U.S.
c	Director	Vice President, Director	--
d	75	75	15
e	75	75	15
f	8.7%	8.7%	1.7%
g	None	None	None
h	None	None	None

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 78.3555 and 78.501, including the nature and size of such interests and the positions held.

a.	Talmadge Hill 412 Randolph Street Oak Park, Illinois 60302	Elinor Woron One Longfellow Place #3410 Boston, Massachusetts 02114	Milton Podolsky Podolsky & Associates, Ltd. 1 Westbrook Corporate Center Westchester, Illinois 60153
b.	U.S.	U.S.	U.S.
c.	--	--	--
d.	30	10	50
e.	30	10	50
f.	3.4%	1.1%	5.8%
g.	None	None	None
h.	None	None	None

Section II - LEGAL QUALIFICATIONS (Page 3)

RADIO APPLICANTS ONLY NEED TO 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) a daily newspaper in the same market(s) as the station(s) being proposed?

Yes No
Does Not Apply
(TV applicant)

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
Does Not Apply
(TV applicant)

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.

Exhibit No.

Does Not Apply
(TV applicant)

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) of 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
Does Not Apply
(TV applicant)

(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
Does Not Apply
(TV applicant)

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
Does Not Apply
(TV applicant)

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

Exhibit No.

Does Not Apply
(TV applicant)

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 11 - LEGAL QUALIFICATIONS (Page 4)

2. Does the applicant, or any party to the application, have a petition to migrate to the expanded band (1605-1705 (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.

Does Not Apply

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.
2

- (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 76.507(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.
1

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.

Does Not Apply

Section 11 - LEGAL QUALIFICATIONS (Page 5)

OTHER MASS MEDIA INTERESTS

14. (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 C to Section 11.) 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 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) and/or (b) above is Yes, attach an Exhibit giving 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. Does Not Apply

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

15. (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 D to Section 11.) 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 an Exhibit giving full disclosure concerning this assistance. Does Not Apply

16. (a) Has an adverse finding been made or an adverse final action been taken by any court or administrative body as to the applicant, any party to this application, or any non-party equity owner in the applicant 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 of 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. Does Not Apply

SECTION III - FINANCIAL QUALIFICATIONS

NOTE: If this application is for a change in an operating facility do not fill out this section.

1. The applicant certifies that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without revenue.
2. State the total funds you estimate are necessary to construct and operate the requested facility for three months without revenue.
3. Identify each source of funds, including the name, address, and telephone number of the source (and a contact person if the source is an entity), the relationship (if any) of the source to the applicant, and the amount of funds to be supplied by each source.

Yes No

See Exhibit 3

Source of Funds (Name and Address)	Telephone Number	Relationship	Amount
See Exhibit 3			

Section IV-A - 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.
4

Section IV-B - INTEGRATION STATEMENT

Attach as an Exhibit the information required in 1 and 2 below.

Exhibit No.
5

1 List each principal of the applicant who, in the event of a grant of the application on a comparative basis, proposes to participate in the management of the proposed facility and, with respect to each such principal, state whether he or she will work full-time (minimum 40 hours per week) or part-time (minimum 20 hours per week) and briefly describe the proposed position and duties.

2 State with respect to each principal identified in response to Item 1 above, whether the applicant will claim qualitative credit for any of the following enhancement factors:

(a) Minority Status

(b) Past Local Residence

If Yes, specify whether in the community of license or service area and the corresponding dates.

(c) Female Status

(d) Broadcast Experience

If Yes, list each employer and position and corresponding dates.

(e) Daytime Preference

(f) Civic activities

If Yes, describe the activities, specify whether in the community of license or service area, and state the corresponding dates.

SECTION VI - EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

1. Does the applicant propose to employ five or more full-time employees?

Yes No

If Yes, the applicant must include an EEO program called for in the separate Broadcast Equal Employment Opportunity Program Report (FCC 396-A).

SECTION VII - CERTIFICATIONS

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

Yes No

2. Has the applicant reasonable assurance, in good faith, that the site or structure proposed in Section V of this form, as the location of its transmitting antenna, will be available to the applicant for the applicant's intended purpose?

Yes No

If No, attach as an Exhibit, a full explanation.

Exhibit No.

Does Not Apply

3. If reasonable assurance is not based on applicant's ownership of the proposed site or structure, applicant certifies that it has obtained such reasonable assurance by contacting the owner or person possessing control of the site or structure.

Name of Person Contacted Steve Lubas, Conestoga Telephone and Telegraph Co.

Telephone No. (include area code) 610-582-8711

Person contacted: (check one box below)

Owner Owner's Agent Other (specify)

4. 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 APPLICANT 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 APPLICANT acknowledges that all the statements made in this application and attached exhibits are considered material representations, and that all exhibits are a material part hereof and incorporated herein.

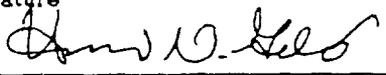
The APPLICANT represents that this application is not filed for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

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

SECTION VII - CERTIFICATION (Page 2)

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 statements in this application are true and correct to the best of my knowledge and belief, and are made in good faith.

Name of Applicant ADAMS COMMUNICATION CORPORATION	Signature 
Date June 30, 1994	Title Vice-President

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 the information provided in this form to determine whether grant of the 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.

Public reporting burden for this collection of information is estimated to vary from 72 hours 40 minutes to 347 hours 25 minutes with an average of 213 hours 32 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, can be sent to the Federal Communications Commission, Information Resources Branch, Room 416, Paperwork Reduction Project, Washington, D.C. 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0027), Washington, D.C. 20503.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552a(e)(3), AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

EXHIBIT 1

FCC Form 301, SII, 95

Certification Concerning Limited Partnerships

With the exception of two shareholders, all principals of Adams Communications Corporation ("Adams") are individuals. The two exceptions are the Robert L. Haag 1994 Family Limited Partnership ("Haag Family LP"), which holds 23.1% of Adams' stock, and the Howard N. Gilbert 1994 Family Limited Partnership ("Gilbert Family LP"), which holds 5.8% of Adams' stock.

The sole general partner of the Haag Family LP is Robert L. Haag, who is also an individual shareholder, officer and director of Adams. The limited partners are Mr. Haag's children, Phillip and Donna Jacquelin. As sole general partner of the Haag Family LP, Mr. Haag exercises that entity's voting rights in its Adams stock.

The sole general partner of the Gilbert Family LP is Howard N. Gilbert, who is also an individual shareholder, officer and director of Adams. The limited partners are Mr. Gilbert's grandchildren, Yachdav, Yibboneh, Eretz, Tohar and Shelev. As sole general partner of the Gilbert Family LP, Mr. Gilbert exercises that entity's voting rights in its Adams stock.

Adams hereby certifies that no limited partner of the Haag Family LP or the Gilbert Family LP will be involved in any material respect in the management or operation of the proposed station.

EXHIBIT 2

FCC Form 301, §II, ¶11

Past Broadcast Interests

Robert L. Haag, Howard N. Gilbert, Wayne J. Fickinger, A. R. Umans, Manfred Steinfeld, Milton Podolsky, Talmadge L. Hill and Calvin I. Leibovitz were all principals of Monroe Communications Corporation ("Monroe"), an applicant (File No. BPCT-821101KH) for a new television station in Chicago, Illinois. Monroe's application was granted by the Commission, see Video 44, 5 FCC Rcd 6383 (1990), recon. denied, 6 FCC Rcd 4948 (1991), but was ultimately dismissed pursuant to a settlement agreement, see Order released December 24, 1992 in MM Docket No. 83-575, Video 44, FCC 92I-097.

In addition, Messrs. Gilbert, Haag and Umans were previously principals of the licensees of Stations WGKY(AM), Charlotte, Michigan, WYGR(AM), Wyoming, Michigan, WKGN(AM), Knoxville, Tennessee, and WGLY(FM), Goulds, Florida. They have divested themselves of those interests.

EXHIBIT 3

FCC Form 301, §III, ¶¶1-3

Financial Qualifications

Adams Communications Corporation ("Adams") certifies that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without revenue.

Based on cost estimates provided by its consultants, together with the past business experience of its principals, Adams estimates that a total of \$4,500,000 will be necessary to construct and operate the requested facility for three months without revenue. That total includes the anticipated costs of preparation and prosecution of Adams' application, as well as a "cushion" of extra funds to meet presently unanticipated expenses.

To meet this requirement, Adams intends to rely on a loan commitment from the American National Bank and Trust Company of Chicago, 33 North LaSalle Street, Chicago, Illinois 60890 (John Q. McKinnen - 312-661-5907) in the amount of \$5,000,000 (Five Million Dollars). In addition, Adams' shareholders have committed to contribute funds as necessary during the prosecution of the application.

EXHIBIT 4

FCC Form 301, §IV-A

Program Service Statement

Adams Communications Corporation ("Adams") will provide regularly scheduled news, public affairs and other nonentertainment programming (including locally-produced and locally-oriented programming and public service announcements) responsive to the needs and interests of Reading and the rest of the station's service area. In addition, Adams will monitor local needs and interests on a continuing basis. Adams will comply with all applicable Rules, Regulations and policies of the Federal Communications Commission.

EXHIBIT 5

FCC Form 301, §IV-B

In Bechtel v. FCC, 10 F.3d 875 (D.C. Cir. 1993), the United States Court of Appeals for the District of Columbia Circuit held that the Commission's policy of granting comparative credit to applicants proposing that their owners will participate in the day-to-day management of the proposed station was unlawful. Neither the Commission nor any other party to that decision sought to rehearing or certiorari by the Supreme Court, and that decision has thus become final.

In light of the Court's ruling in Bechtel, it appears that "integration" information such as that sought by FCC Form 301, Section IV-B, need not be submitted. See FCC Freezes Comparative Proceedings, 9 FCC Rcd 1055 (1994). Accordingly, Adams Communications Corporation ("Adams") is not providing any response to that section of the form. Adams reserves the right to submit additional information concerning its qualifications at such time as the Commission announces appropriate standards, consistent with the Court's opinion in Bechtel, for such qualifications.

BROADCAST EQUAL EMPLOYMENT OPPORTUNITY
MODEL PROGRAM REPORT

1. APPLICANT

Name of Applicant ADAMS COMMUNICATIONS CORPORATION	Address c/o Robert L. Haag 155 North Michigan Avenue, Ste. 725 Chicago, Illinois 60601
Telephone Number (include area code) 312-819-0505	

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 or frequency) _____

(b) Community of License (city and state) _____

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

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 Alaskan 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 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 30th day of June, 1994

Signed [Signature]

Title Vice-President

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 603).

GUIDELINES TO THE MODEL EEO PROGRAM

The model EEO program adopted by the Commission for construction permit applicants, assignees and transferees contains five sections designed to assist the applicant in establishing an effective EEO program for its station. The specific elements which should be addressed are as follows:

I. GENERAL POLICY

The first section of the program should contain a statement by the applicant that it will afford equal employment opportunity in all personnel actions without regard to race, color, religion, national origin or sex, and that it has adopted an EEO program which is designed to fully utilize the skills of qualified minorities and women in the relevant available labor force.

II. RESPONSIBILITY FOR IMPLEMENTATION

This section calls for the name (if known) and title of the official who will be designated by the applicant to have responsibility for implementing the station's program.

III. POLICY DISSEMINATION

The purpose of this section is to disclose the manner in which the station's EEO policy will be communicated to employees and prospective employees. The applicant's program should indicate whether it: (a) intends to utilize an employment application form which contains a notice informing job applicants that discrimination is prohibited and that persons who believe that they have been discriminated against may notify appropriate governmental agencies; (b) will post a notice which informs job applicants and employees that the applicant is an equal opportunity employer and that they may notify appropriate governmental authorities if they believe that they have been discriminated against; and (c) will seek the cooperation of labor unions, if represented at the station, in the implementation of its EEO program and in the inclusion of nondiscrimination provisions in union contracts. The applicant should also set forth any other methods it proposes to utilize in conveying its EEO policy (e.g., orientation materials, on-air announcements, station newsletter) to employees and prospective employees.

IV. RECRUITMENT

The applicant should specify the recruitment sources and other techniques it proposes to use to attract qualified minority and female job applicants. Not all of the categories of recruitment sources need be utilized. The purpose of the listing is to assist the applicant in developing specialized referral sources to establish a pool of qualified minorities and women who can be contacted as job opportunities occur. Sources which subsequently prove to be nonproductive should not be relied on and new sources should be sought.

V. TRAINING

Training programs are not mandatory. Each applicant is expected to decide, depending upon its own individual situation, whether a training program is feasible and would assist in its effort to increase the available pool of qualified minority and female applicants. Additionally, the applicant may set forth any other assistance it proposes to give to students, schools or colleges which is designed to be of benefit to minorities and women interested in entering the broadcasting field. The beneficiary of such assistance should be listed, as well as the form of assistance, such as contributions to scholarships, participation in work study programs, and the like.

MODEL EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

I. GENERAL POLICY

It will be our policy to provide employment opportunity to all qualified individuals without regard to their race, color, religion, national origin or sex in all personnel actions including recruitment, evaluation, selection, promotion, compensation, training and termination.

It will also be our policy to promote the realization of equal employment opportunity through a positive, continuing program of specific practices designed to ensure the full realization of equal employment opportunity without regard to race, color, religion, national origin or sex.

To make this policy effective, and to ensure conformance with the Rules and Regulations of the Federal Communications Commission, we have adopted an Equal Employment Opportunity Program which includes the following elements:

II. RESPONSIBILITY FOR IMPLEMENTATION

(Name/Title) Robert L. Haag, President will be responsible for the administration and implementation of our Equal Employment Opportunity Program. It will also be the responsibility of all persons making employment decisions with respect to the recruitment, evaluation, selection, promotion, compensation, training and termination of employees to ensure that our policy and program is adhered to and that no person is discriminated against in employment because of race, color, religion, national origin or sex.

III. POLICY DISSEMINATION

To assure that all members of the staff are cognizant of our equal employment opportunity policy and their individual responsibilities in carrying out this policy, the following communication efforts will be made:

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III. POLICY DISSEMINATION

To assure that all members of the staff are cognizant of our equal employment opportunity policy and their individual responsibilities in carrying out this policy, the following communication efforts will be made:

- The station's employment application form will contain a notice informing prospective employees that discrimination because of race, color, religion, national origin or sex is prohibited and that they may notify the appropriate local, State or Federal agency if they believe they have been the victims of discrimination.
- Appropriate notices will be posted informing applicants and employees that the station is an Equal Opportunity Employer and of their right to notify an appropriate local, State or Federal agency if they believe they have been the victims of discrimination.
- We will seek the cooperation of unions, if represented at the station, to help implement our EEO program and all union contracts will contain a nondiscrimination clause.
- Other (specify)

IV. RECRUITMENT

To ensure nondiscrimination in relation to minorities and women, and to foster their full consideration whenever job vacancies occur, we propose to utilize the following recruitment procedures:

- We will contact a variety of minority and women's organizations to encourage the referral of qualified minority and women applicants whenever job vacancies occur. Examples of organizations we intend to contact are:

National Association for the Advancement of Colored People
Hispanic Center of Reading/Berks County
Pennsylvania Federation of Business and Professional Women's Clubs
Berks Community Action Program, Inc.

- In addition to the organizations noted above, which specialize in minority and women candidates, we will deal only with employment services, including State employment agencies, which refer job candidates without regard to their race, color, religion, national origin or sex. Examples of these employment referral services are:

Mack Employment Services
Kelly Temporaries
Gage Personnel

- When we recruit prospective employees from educational institutions such recruitment efforts will include area schools and colleges with minority and women enrollments. Educational institutions to be contacted for recruitment purposes are:

Reading Area Community College
Kutztown University
Pennsylvania State University (Reading campus)

- When we place employment advertisements with media some of such advertisements will be placed in media which have significant circulation or viewership or are of particular interest to minorities and women. Examples of media to be utilized are:

Reading Eagle/Times
Broadcasting & Cable

- We will encourage employees to refer qualified minority and women candidates for existing and future job openings.

V. TRAINING

- Station resources and/or needs will be such that we will be unable or do not choose to institute programs for upgrading the skills of employees.
- We will provide on-the-job training to upgrade the skills of employees.
- We will provide assistance to students, schools, or colleges in programs designed to enable qualified minorities and women to compete in the broadcast employment market on an equitable basis:

School or Other Beneficiary	Proposed Form of Assistance
_____	_____
_____	_____
_____	_____

Other (specify)

**FCC NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT
AND THE PAPERWORK REDUCTION ACT**

Paperwork Reduction Act. Public reporting burden for this collection of information is estimated to average 1 hour per response. This includes the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden, to the Federal Communications Commission, Information Resources Branch, Room 416, Paperwork Reduction Project, Washington, D.C. 20554, and to the Office of Management and Budget, Paperwork Reduction Project (3060-0120), Washington, D.C. 20503.

The solicitation of personal information requested in this application is authorized by the Communications Act of 1934, as amended. The principal purpose for which the information will be used is to determine if the application requested is consistent with the public interest. The staff, consisting variously of attorneys, analysts, engineers, and applications examiners, will use the information to determine whether the application should be granted, denied, dismissed, or designated for hearing. If all the information requested is not provided, the application may be returned without action having been taken upon it or its processing may be delayed while a request is made to provide the missing information. Accordingly, every effort should be made to provide all necessary information. Your response is required to obtain the requested authority.

THE FOREGOING NOTICE IS REQUIRED BY THE PRIVACY ACT OF 1974, P.L. 93-579, DECEMBER 31, 1974, 5 U.S.C. 552(a)(3) AND THE PAPERWORK REDUCTION ACT OF 1980, P.L. 96-511, DECEMBER 11, 1980, 44 U.S.C. 3507.

Engineering Exhibit

**APPLICATION FOR
CONSTRUCTION PERMIT**

prepared for
Adams Communications Corporation
Reading, Pennsylvania
Channel 51 5000 kW 153 m

Table of Contents

FCC Form	FCC Form 301, Section V-C
Figure 1	Antenna System Elevation Plan
Statement A	Proposed Antenna System
Figure 2 (A&B)	Elevation (Relative Field) Pattern
Table I	Elevation and Contour Data
Statement B	Allocation Considerations
Statement C	Interference Considerations
Figure 3	Proposed Transmitter Site
Figure 4	Predicted Coverage Contours
Statement D	Environmental Considerations
Statement E	Emergency Power

Section V-C - TV BROADCAST ENGINEERING DATA	FOR COMMISSION USE ONLY
	File No. _____
	ASE Referral Date _____
	Referred by _____

Name of Applicant Adams Communications Corporation	Call letters (if issued) N/A
---	-------------------------------------

Purpose of Application (check appropriate box):

- | | |
|--|---|
| <input checked="" type="checkbox"/> Construct a new (main) facility | <input type="checkbox"/> Construct a new auxiliary facility |
| <input type="checkbox"/> Modify existing construction permit for main facility | <input type="checkbox"/> Modify existing construction permit for auxiliary facility |
| <input type="checkbox"/> Modify licensed main facility | <input type="checkbox"/> Modify licensed auxiliary facility |

If purpose is to modify, indicate nature of change(s) by checking appropriate box(es), and specify the file number(s) of the authorization(s) affected:

- | | |
|---|--|
| <input type="checkbox"/> Antenna supporting-structure height | <input type="checkbox"/> Effective radiated power |
| <input type="checkbox"/> Antenna height above average terrain | <input type="checkbox"/> Frequency |
| <input type="checkbox"/> Antenna location | <input type="checkbox"/> Antenna system |
| <input type="checkbox"/> Main Studio location | <input type="checkbox"/> Other (Summarize briefly) |

File Number(s) _____

1. Allocation:

Channel No.	Offset <i>(check one)</i>	Principal community to be served:	Zone <i>(check one)</i>						
51	<input type="checkbox"/> Plus <input type="checkbox"/> Minus <input checked="" type="checkbox"/> Zero	<table style="width:100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black;">City</td> <td style="border: 1px solid black;">County</td> <td style="border: 1px solid black;">State</td> </tr> <tr> <td style="border: 1px solid black;">Reading</td> <td style="border: 1px solid black;">Berks</td> <td style="border: 1px solid black;">PA</td> </tr> </table>	City	County	State	Reading	Berks	PA	<input checked="" type="checkbox"/> I <input type="checkbox"/> II <input type="checkbox"/> III
City	County	State							
Reading	Berks	PA							

2. Exact location of antenna:

- (a) Specify address, town or city, county and state. If no address, specify distance and bearing to the nearest landmark. On Gibraltar Hill, approx. 1 km west of Seyfert, approx. 1.4 km SSE of Ridgewood, 1.34 k SSE of the Route 176-Route 724 intersection, Berks County, Pennsylvania
- (b) Geographical coordinates (to nearest second). If mounted on element of an AM array, specify coordinates of center of array. Otherwise, specify tower location. Specify South Latitude and East Longitude where applicable; otherwise North Latitude and West Longitude will be presumed.

Latitude	40 °	17 '	15 "	Longitude	75 °	53 '	45 "
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3. Is the supporting structure the same as that of another station(s) or proposed in another pending application(s)? Yes No

If Yes, give call letter(s) or file number(s) or both.

KUS-323, KGI-769, WNRH-704

If proposal involves a change in height of an existing structure, specify existing height above ground level, incl antenna, all other appurtenances, and lighting, if any.

No change in overall height proposed