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REDACTED VERSION

September 23, 2005

VIA ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 22054

**Re: MB Docket No. 03-15
HMW, Inc.
WPME-TV, Lewiston, ME (Fac. No. 48408)
File No. BPCDT-19980831KE
Supplement to Request for Extension of
Deadline to Construct DTV "Checklist" Facility**

Dear Ms. Dortch:

HMW, Inc. ("HMW"), licensee of commercial television station WPME(TV), Lewiston, Maine ("WPME"),¹ by its attorneys, hereby supplements its August 4, 2005 request for extension (the "Extension Request") of the deadline to construct and operate a digital television ("DTV") "checklist" facility for WPME.² As explained in the Extension Request, an extension of WPME's construction deadline is warranted because HMW, and certain of its parent companies, recently emerged from a lengthy and contested Chapter 11 bankruptcy. As a result, HMW was under financial distress during the one-year period preceding the August 4, 2005 deadline

¹ WPME's license recently was assigned from KB Prime Media LLC ("KB Prime") to Pegasus Satellite Communications, Inc. ("PSC"). See FCC File No. BALCT-20040227AAA (granted Feb. 10, 2005; consummated July 25, 2005). Following consummation of the license assignment from KB Prime, PSC assigned the license to its wholly owned subsidiary HMW, Inc. See FCC File No. BALCT-20050819ACZ (granted Aug. 30, 2005; consummated Sept. 1, 2005).

² See Request for Extension to Construct DTV "Checklist" Facility, filed by Pegasus Satellite Communications, Inc., MB Docket No. 03-15 (filed Aug. 4, 2005). Because PSC was still the licensee of WPME as of August 4, 2005, the Extension Request was filed by PSC.

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established for the construction of DTV “checklist” facilities by applicants like HMW whose DTV construction permit applications remain pending.³

In further support of the Extension Request, HMW is submitting an income statement for WPME simultaneously with this supplement, under a request for confidential treatment. The income statement demonstrates that WPME has been financially distressed during a significant period of time. Specifically, as reflected in the income statement, WPME had negative net operating income in 2003 and 2004 of [] and [], respectively (before deducting for depreciation). Moreover, WPME had negative net operating income in 2003 and 2004 of [] and [], respectively, after depreciation is taken into account. Finally, WPME had a negative cash flow in 2003 of [] and a nominal positive cash flow of [] in 2004 before deductions for significant local marketing agreement and related fees and depreciation. As demonstrated in its Extension Request, it would cost WPME nearly \$200,000 to construct a DTV checklist facility. As a result of the station’s financial distress in 2003 and 2004, WPME was unable to build a DTV checklist facility within the timeframe established by the Commission.

HMW has begun the process of ordering the equipment necessary to construct a DTV “checklist” facility for WPME on the station’s allotted DTV channel 28. HMW has obtained price quotes for such equipment and anticipates placing orders in the upcoming weeks. At this time, barring any unforeseen delays, HMW expects that completion of construction of WPME’s “checklist” facility on channel 28 will occur in April or May 2006.

³ See *Second Periodic Review of the Commission’s Rules and Policies Affecting the Conversion to Digital Television*, Report and Order, 19 FCC Rcd 18279, ¶111 (2004) (requiring applicants with pending DTV construction permit applications to construct DTV “checklist” facilities within one year from the adoption of the Report and Order). As a result of its Chapter 11 bankruptcy, HMW operated as a debtor-in-possession from June 2, 2004 until May 5, 2005, and presently is under the control of a liquidating trustee who makes all operating decisions and is charged with preserving HMW’s estate and finding a buyer for the broadcast assets of HMW, including WPME’s license, subject to the oversight of the supervising bankruptcy court. See FCC File Nos. BALCT-20040702ADJ et al. (*pro forma* assignment to debtor-in-possession entities) and BTCCT-20050411AAR (*pro forma* transfer of control HMW and related entities to liquidating trustee).

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Please direct any questions or inquiries regarding this matter to the undersigned.

Respectfully submitted,


Tom W. Davidson, Esq.

Enclosure: WPME Financial Statement (filed under a request for confidential treatment)

cc: Shaun Maher, Esq. (via e-mail)