ATTACHMENT 2

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March 30, 1993

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

WOLF-TV WWLF-TV

Re: File No. BALCT-921203KW and BALCT-921203KX

Dear Ms. Searcy:

On behalf of Pegasus Broadcast Television, L.P., proposed assignee of Television Stations WOLF, Scranton, Pennsylvania, and WWLF, Hazelton, Pennsylvania, there is transmitted herewith in triplicate a **Request for Satellite Status**, seeking consent to the continued operation of Station WWLF as a satellite of WOLF.

Should additional information be necessary in connection with this matter, please communicate with this office.

Very truly yours,

James A. Koerner
Counsel for
PEGASUS BROADCAST TELEVISION, L.P.

Enclosures

cc: Laura Johnson, FCC
David Bennett, FCC
James L. Oyster, Esq.

JAK:jeb\26018.03\MAR30'93.FCC

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

In re Application of Scranton TV Partners, Ltd., (Assignor) and Pegasus Broadcast Television, L.P., (Assignee) For Consent to Assignment of the Licenses of WOLF, Scranton, Pennsylvania and WWLF, Hazelton Pennsylvania	)	File Nos. BALCT-921203KW BALCT-921203KX

REQUEST FOR SATELLITE STATUS

Pegasus Broadcast Television, L. P. ("Pegasus"), by its attorneys, hereby requests that the Commission grant its approval for Station WWLF, Hazelton, Pennsylvania, to continue operation as a 100% satellite of Station WOLF, Scranton, Pennsylvania, and grant the above-referenced applications for assignment of license. In support, the following is shown:

In Satellite Television Stations, 6 FCC Rcd. 4212 (1991), the Commission codified the requirements for satellite operation, and set them forth in Note 5 to Section 73.3555(a)(3) of the Commission's Rules. In that document, the Commission established that an application for television satellite status would be entitled to a presumption that such operation is in the public interest if (1) there is no city grade contour overlap between the parent and the satellite; (2) a proposed satellite

would provide service to an underserved area; and (3) no alternative operator is ready and able to construct or to purchase and operate the satellite as a full service station. If all three criteria cannot be met, each application is evaluated on an individual basis. As demonstrated herein, all three criteria are satisfied. Although there is no provision permitting the sale of a parent and satellite to a single buyer, the Commission cannot ignore the existing status of stations.

Station WWLF was placed on the air as a satellite of WOLF in order to allow WOLF to provide coverage comparable to the other stations in the Scranton-Wilkes Barre area. Attachment 1 hereto is a Engineering Exhibit prepared by Craig L. Fox. Mr. Fox is one of the founders of Stations WOLF and WWLF. As such, he is intimately familiar with the reasons why neither station can locate favorably in order to provide coverage similar to that of other stations in the market. This is explained in detail in the Engineering Exhibit. It was for the reasons enunciated therein that the Commission authorized the parent-satellite status.

Also included in the Engineering Exhibit is a demonstration that, utilizing a program supplied by the National Telecommunications and Information Administration (NTIA), utilizing terrain roughness as permitted by Section 73.684 of the Rules, there is no overlap of city grade contours of these stations.

Also attached, as Attachment 2 is an Engineering Statement prepared by Neil M. Smith. This further demonstrates that even if there should be some theoretical overlap of city grade contours, because of the lack of line of sight, any such overlap would occur over unpopulated areas, and that no area of population could receive city grade service from both WOLF and WWLF.

In Television Satellite Stations, the Commission defined an underserved area as one in which there are two or fewer stations licensed to the satellite's community of license, or one in which twenty-five percent or more of the area within the satellite's Grade B contour, but outside the parent station's Grade B contour, received four or fewer television services. Not only is WWLF the only station licensed to Hazelton, but its operating frequency, Channel 56, is the only channel allotted to Hazelton in Section 73.606 of the Rules. Thus, the definition of underserved area is easily met in this instance.

Finally, there is attached hereto a statement of Ted Hepburn, a well recognized media broker and appraiser, outlining the reasons why WWLF has never been, and could not be, operated as a stand alone full service station. Mr. Hepburn further opines that it is unlikely WOLF itself, the parent station, without WWLF as a satellite, would likely be attractive to potential purchasers.

As noted above, Station WWLF has never had any independent existence. Accordingly, it has no track record of revenues. Further, it has no studio equipment, no independent staff, nor any other features of a full service station, save transmitter and antenna. Since the beginning, it has simply been an extension of WOLF in order to compensate for that station's coverage deficiencies.

In view of the foregoing, it is respectfully submitted that, in this instance, Pegasus is entitled to the presumption that continued operation of WWLF as a satellite of WOLF is in the public interest, and that the above-captioned applications for assignment of licenses should be granted.

Respectfully submitted,

PEGASUS BROADCAST TELEVISION, L.P.

By _____
James A. Koerner
Its Attorney

BARAFF, KOERNER, OLENDER
& HOCHBERG, P. C.
5335 Wisconsin Avenue, N.W.
Suite 300
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(202) 686-3200

March 30, 1993

Attachment 1

ENGINEERING EXHIBIT

TELEVISION STATIONS
WOLF-TV, Scranton, PA
WWLF-TV, Hazleton, PA

March, 1993

ENGINEERING DISCUSSION IN SUPPORT OF CONTINUED SATELLITE OPERATION OF WWLF-TV, HAZLETON, PA

CERTIFICATION

I, Craig L. Fox, certify that I am a general partner of WOLF TV Associates, L.P., the sole general partner of Scranton TV Partners, Ltd., that my qualifications as an engineering consultant are a matter of record with the Federal Communications Commission and that I have been requested by Scranton TV Partners, Ltd., licensee of WOLF-TV, Scranton, PA and WWLF-TV, Hazleton, PA, to prepare this statement.

I further state that the information and exhibits contained herein were prepared by me personally or under my direction, and that all facts contained therein are true to my knowledge except where stated to be on information or belief, and as to those facts, I believe them to be true.

Craig L. Fox

Craig L. Fox
4853 Manor Hill Dr.
Syracuse, NY 13215-1336
315-468-0908

Dated: 3/24/93

ENGINEERING DISCUSSION IN SUPPORT OF CONTINUED SATELLITE OPERATION OF WWLF-TV, HAZLETON, PA

Scranton TV Partners, Ltd. ("STV"), licensee of WOLF-TV, Channel 38, Scranton, PA, and satellite station WWLF-TV, Channel 56, Hazleton, PA, has applications on file with the Commission for the Assignment of Licenses for both stations to Pegasus Broadcast Television, L.P. ("PBT"). In support of the proposed continued operation of WWLF-TV as a satellite, STV has prepared this technical report.

Backround

The Wilkes Barre-Scranton area in northeastern Pennsylvania is part of the Pocono mountain range, and is one of the most difficult areas for reliable television coverage, especially for UHF stations. As a result, this region, as well as the Catskill region in upstate New York, became the the birthplaces of cable TV.

STV, from its inception, had proposed the use of WOLF-TV, Channel 38, Scranton, and WWLF-TV, Channel 56, Hazleton, as a satellite for several reasons. The most obvious is the terrain. The second, and the primary reason for the need of both facilities was due to minimum distance restrictions.

Four other television stations in the Wilkes Barre-Scranton market (WNEP, WYOU, WBRE, & WVIA) use Penobscot Mountain which is located in the center of the market near Wilkes Barre. This site cannot be used by WOLF-TV because of the minimum spacing requirement for first adjacent station, WLVT, Channel 39,

Allentown, PA. Hence, WOLF-TV's site is approximately 20 miles north of Penobscot Mountain. Penobscot, being the highest central location, effectively blocks WOLF-TV to Hazleton and the southern regions of the market. WWLF-TV, Channel 56, located approximately 20 miles WSW from Penobscot Mt., provides coverage in the southern area where WOLF-TV cannot reach. In addition, WWLF-TV cannot move to Penobscot due to the minimum spacing requirement with respect to Channel 56 in Syracuse, NY. Thus, the only way to provide adequate market coverage is through the continued use of both WOLF-TV and WWLF-TV.

Alternative Methods for Prediction of Coverage

In 1987, STV utilized several computer programs offered by the National Telecommunications and Information Administration ("NTIA"). The programs were used both in the past and at present to better determine more accurately the actual service areas of WOLF-TV and WWLF-TV. The first program "Coverage" was available with terrain roughness and employed the use of the Commission's prediction curves and the formula in 73.684(l):

$$\Delta F = C - 0.03(\Delta h)(1+f/300)$$

where:
ΔF = terrain roughness correction in dB
C = 4.8 (channels 14-69)
Δh = terrain roughness factor in meters
f = frequency (MHz)

From information in the 1987 study, Figures 1 - 4 show the results of the 64 dBu (Grade B), 74 dBu (Grade A), and the

80 dBu (City Grade) contours. The contours were computed using 24 evenly spaced radials (every 15°) and it can be seen in Figures 3 and 4 that the City Grade contours of WOLF-TV and WWLF-TV do not overlap.

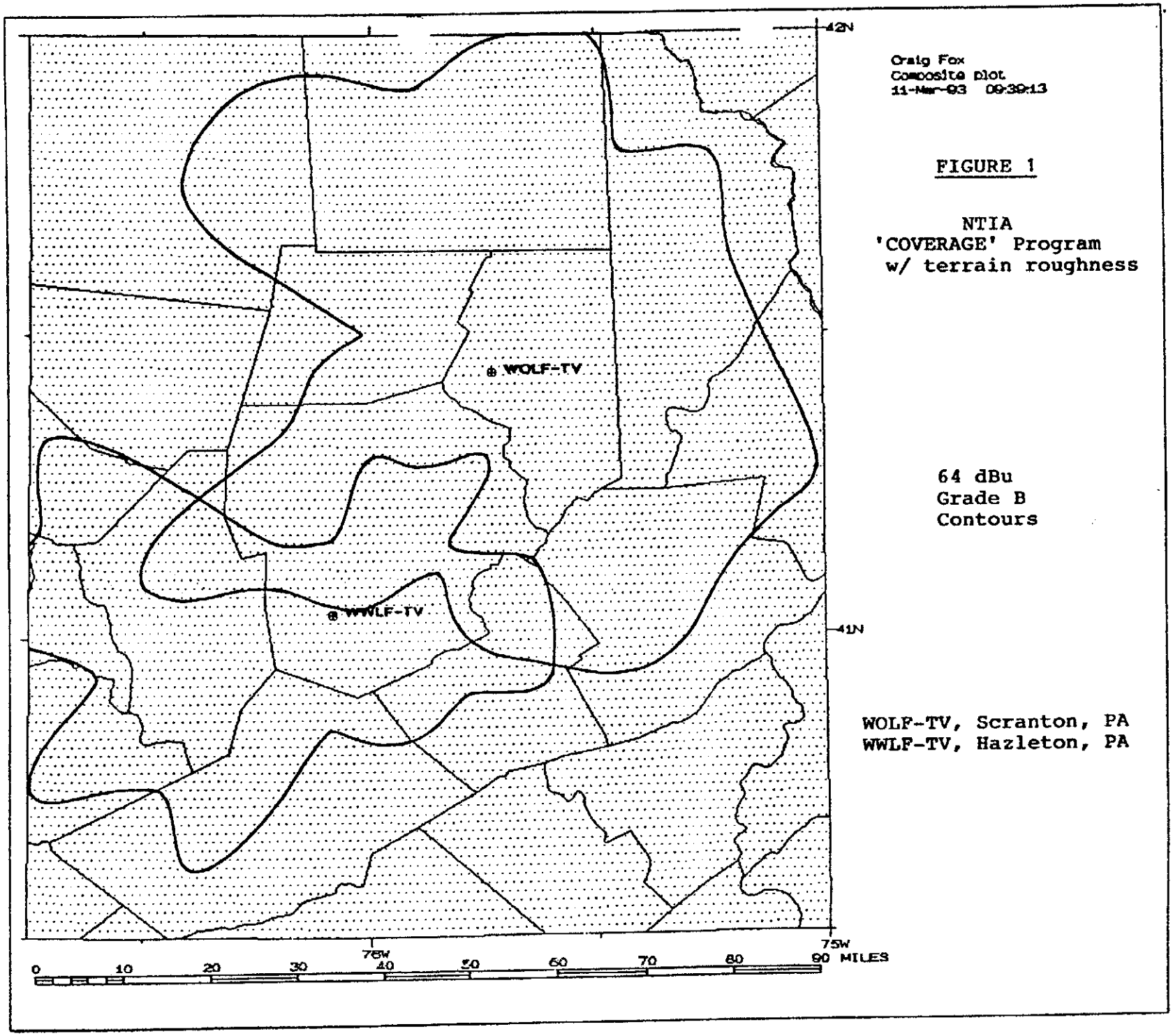
Today, the NTIA's similar program is based on an Area Prediction Mode of an Irregular Terrain Model with formulas including terrain roughness. The program analyses any and all points of topographic data contained in the NGDC data base for retrieval of terrain elevation. It effectively computes and plots contours along an unlimited number of radials based upon the terrain it encounters and in combination with the power and antenna height. The results of this recently run program are contained in Figures 5 - 13. In Figures 5 - 10, the individual contours are plotted for each station at each of the 3 signal levels (64, 74 & 80 dBu) and then in composite form for both stations at each signal level in Figures 11 - 13. Both of these studies used the licensed operating parameters of each station including Effective Radiated Power, antenna height and pattern directivity.

Conclusion

While actual coverage of a station's service area has and continues to be the subject of great technical debate, the two well established alternative methods contained herein clearly show an absence of overlap of the City Grade contours

of WOLF-TV and WWLF-TV.

Based on the foregoing, it is respectfully concluded that, with respect to each other, WOLF-TV and WWLF-TV are in compliance with the Commission's current policy adopted in MM Docket No. 87-8 regarding satellite operation and that continued operation of WWLF-TV, Hazleton, PA, as a satellite of WOLF-TV, Scranton, PA is in the public interest.


42N
41N
75W
WOLF-TV
WWLF-TV
0 10 20 30 40 50 60 70 80 90 MILES
Craig Fox
Composite Plot
11-Mar-93 09:39:13
FIGURE 1
NTIA
'COVERAGE' Program
w/ terrain roughness
64 dBu
Grade B
Contours
WOLF-TV, Scranton, PA
WWLF-TV, Hazleton, PA

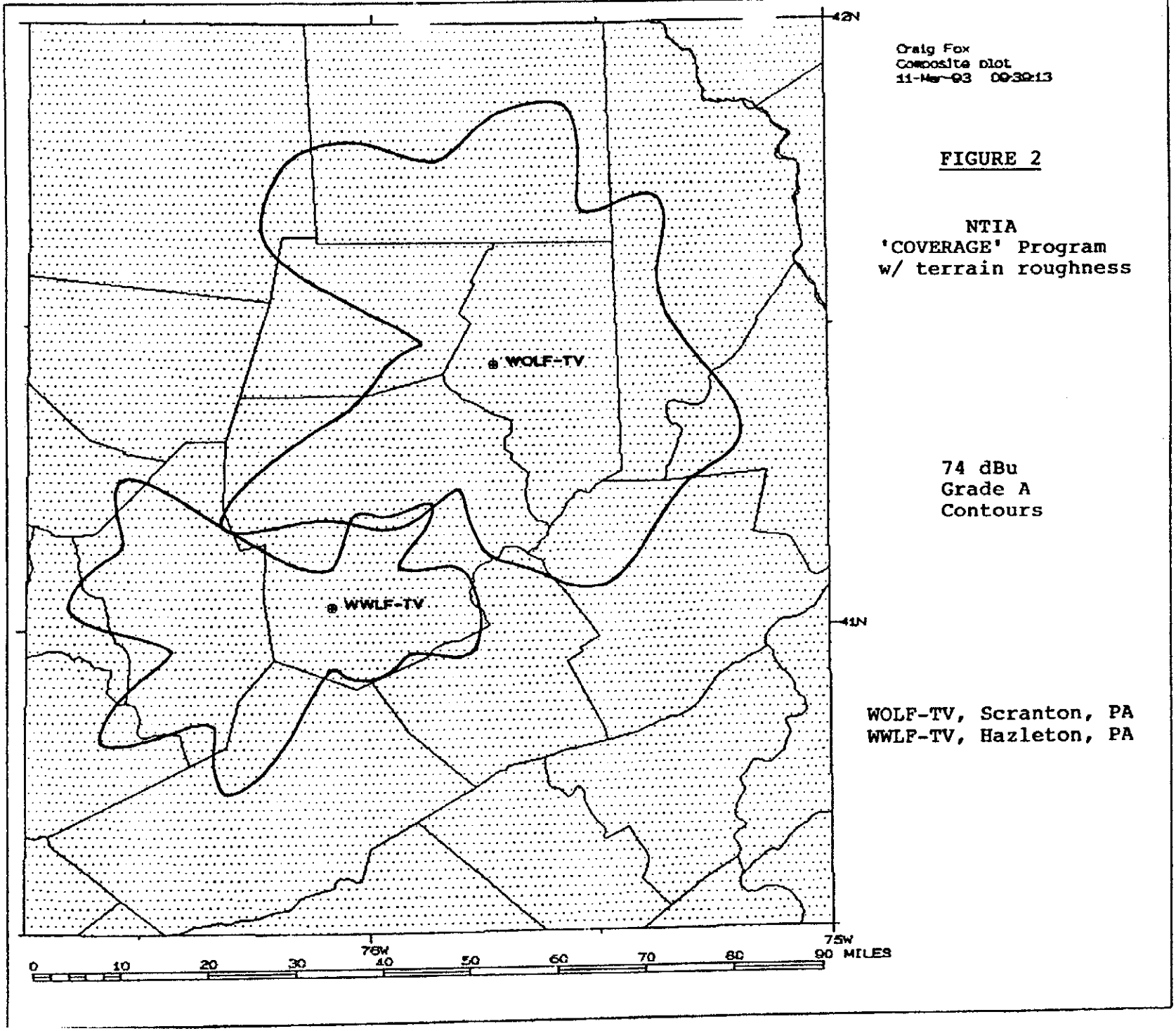
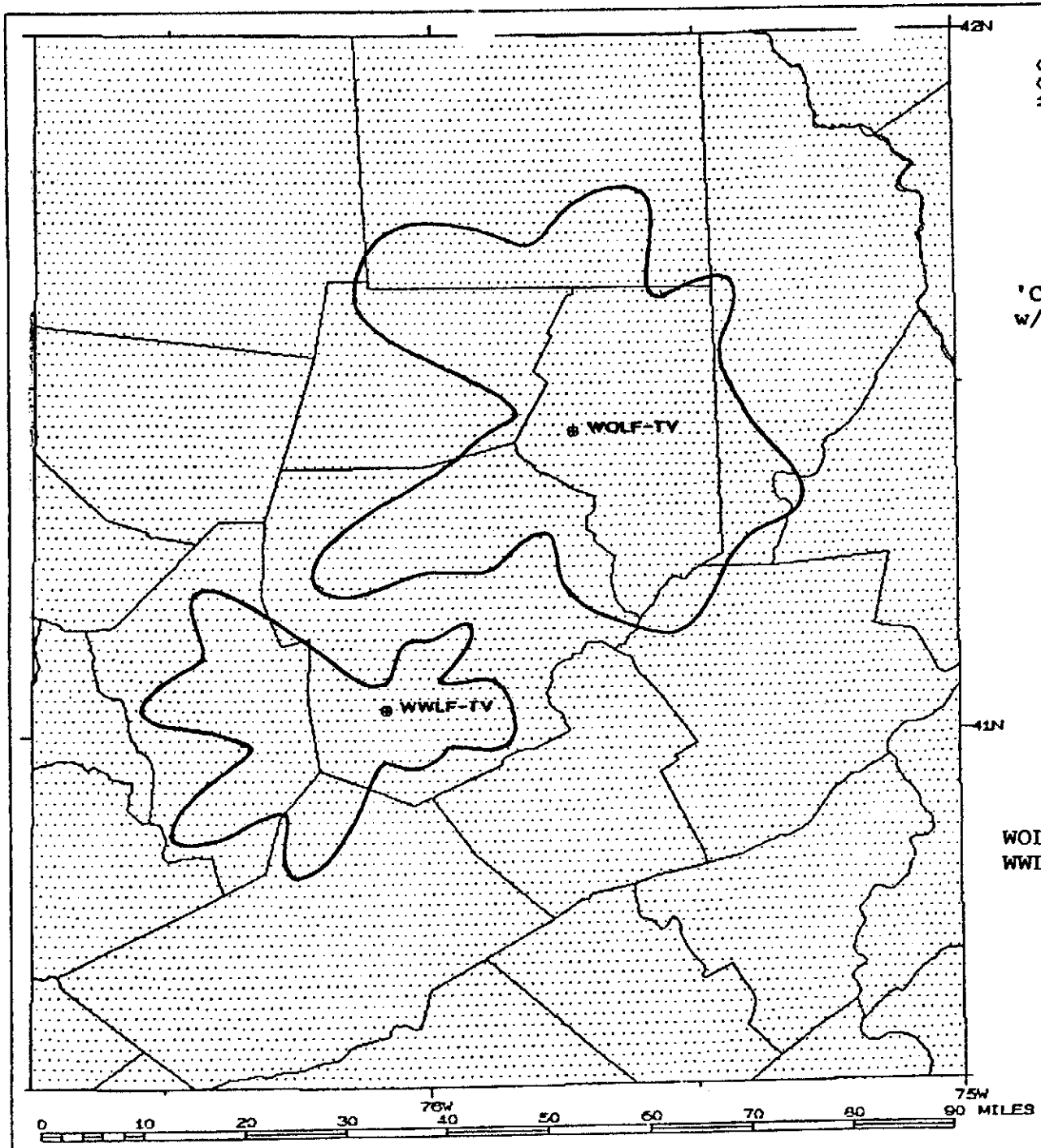


FIGURE 2

NTIA
'COVERAGE' Program
w/ terrain roughness

74 dBu
Grade A
Contours

WOLF-TV, Scranton, PA
WWLF-TV, Hazleton, PA



Craig Fox
Composite plot
11-Mar-03 09:39:13

FIGURE 3

NTIA
'COVERAGE' Program
w/ terrain roughness

80 dBu
City Grade
Contours

WOLF-TV, Scranton, PA
WWLF-TV, Hazleton, PA

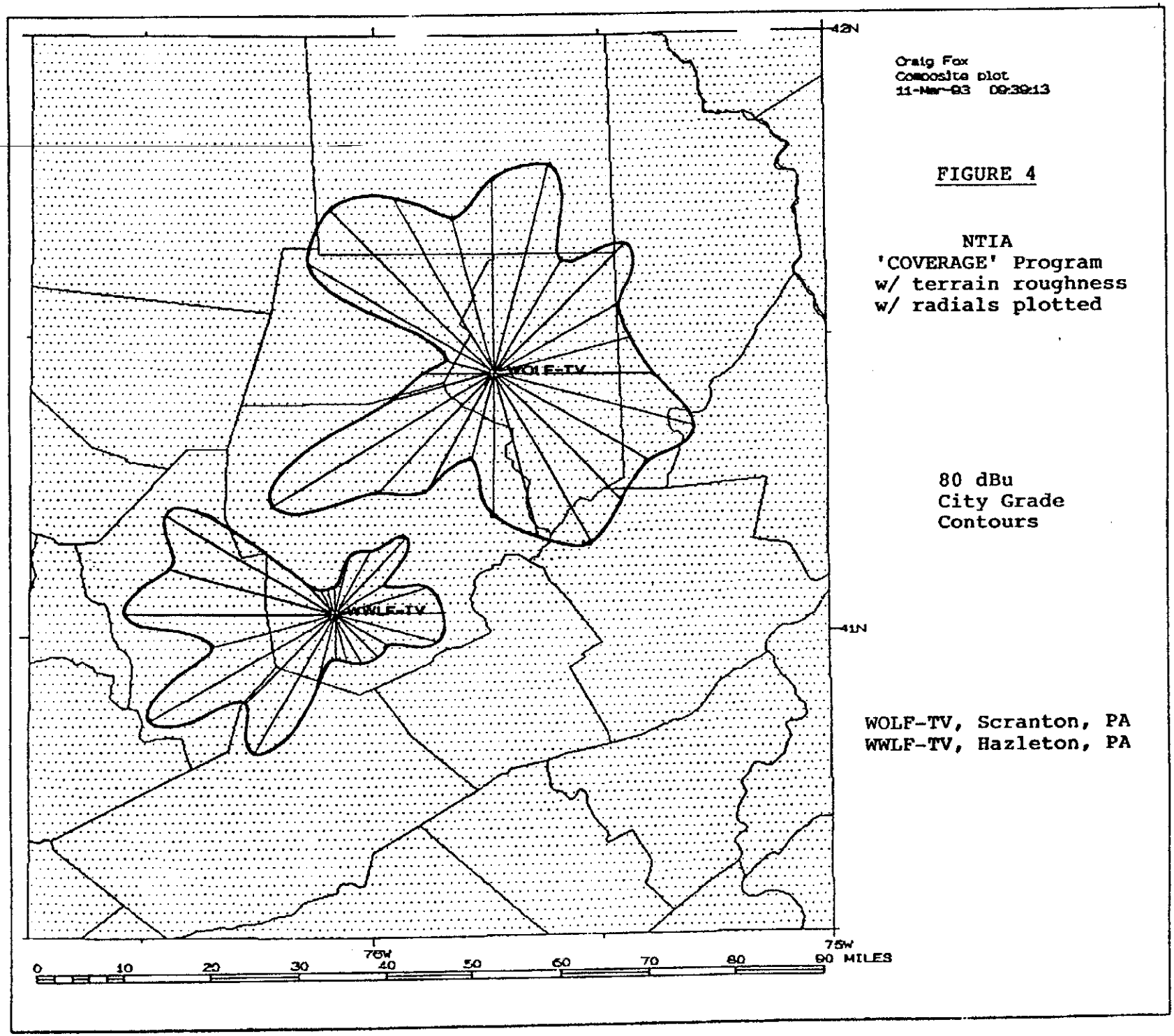
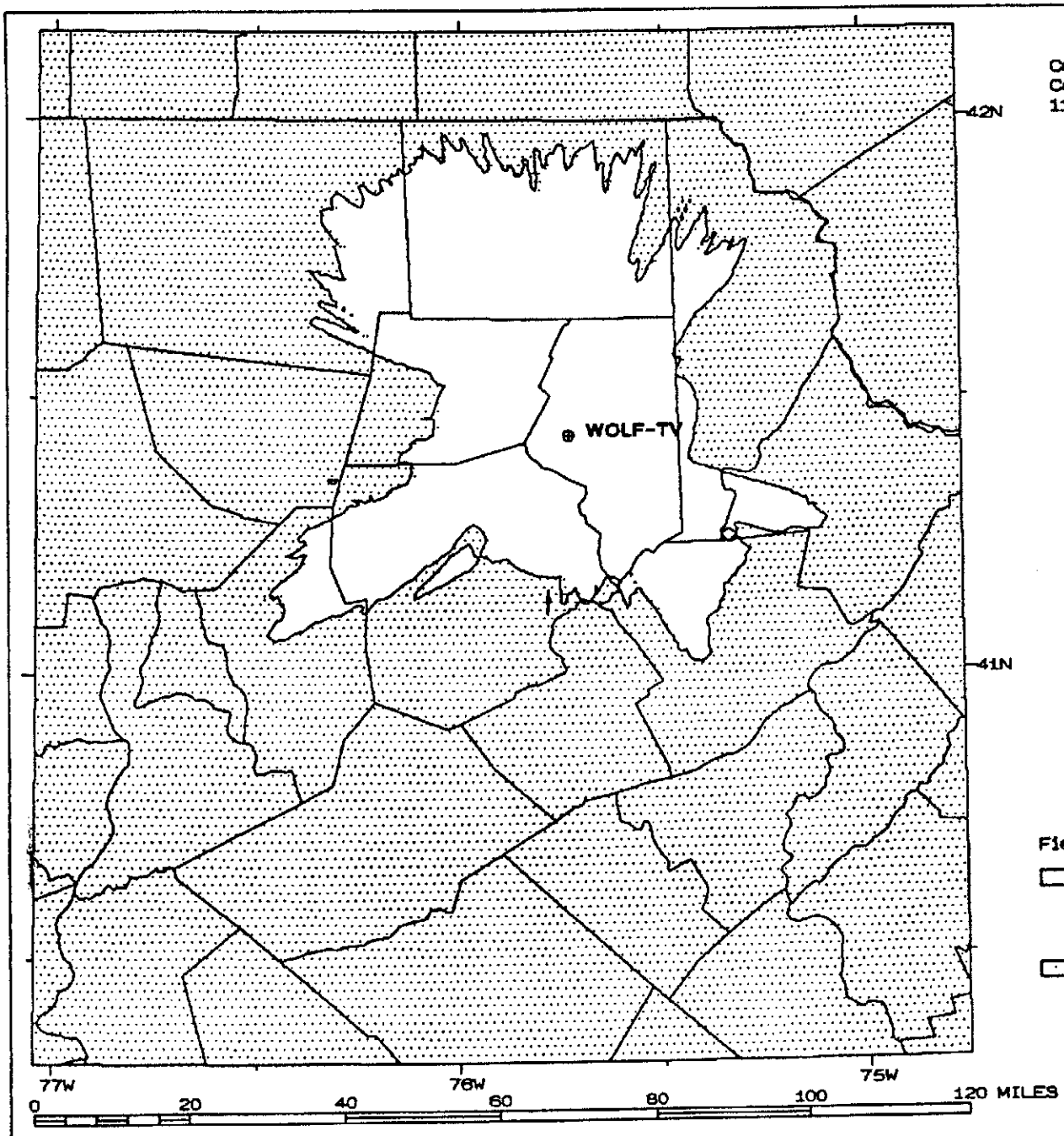


FIGURE 4

NTIA
'COVERAGE' Program
w/ terrain roughness
w/ radials plotted

80 dBu
City Grade
Contours

WOLF-TV, Scranton, PA
WWLF-TV, Hazleton, PA



Craig Fox
Composite plot
11-Mar-93 09:37:33

FIGURE 5

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

64 dBu
Grade B

WOLF-TV, Scranton, PA

Field Intensity(dBuV/m)

Greater than 64.0
Area: 2450. sq mi
Population: 447000.
Households: 171000.

Less than 64.0
Area: 12680. sq mi
Population: 2409000.
Households: 905000.

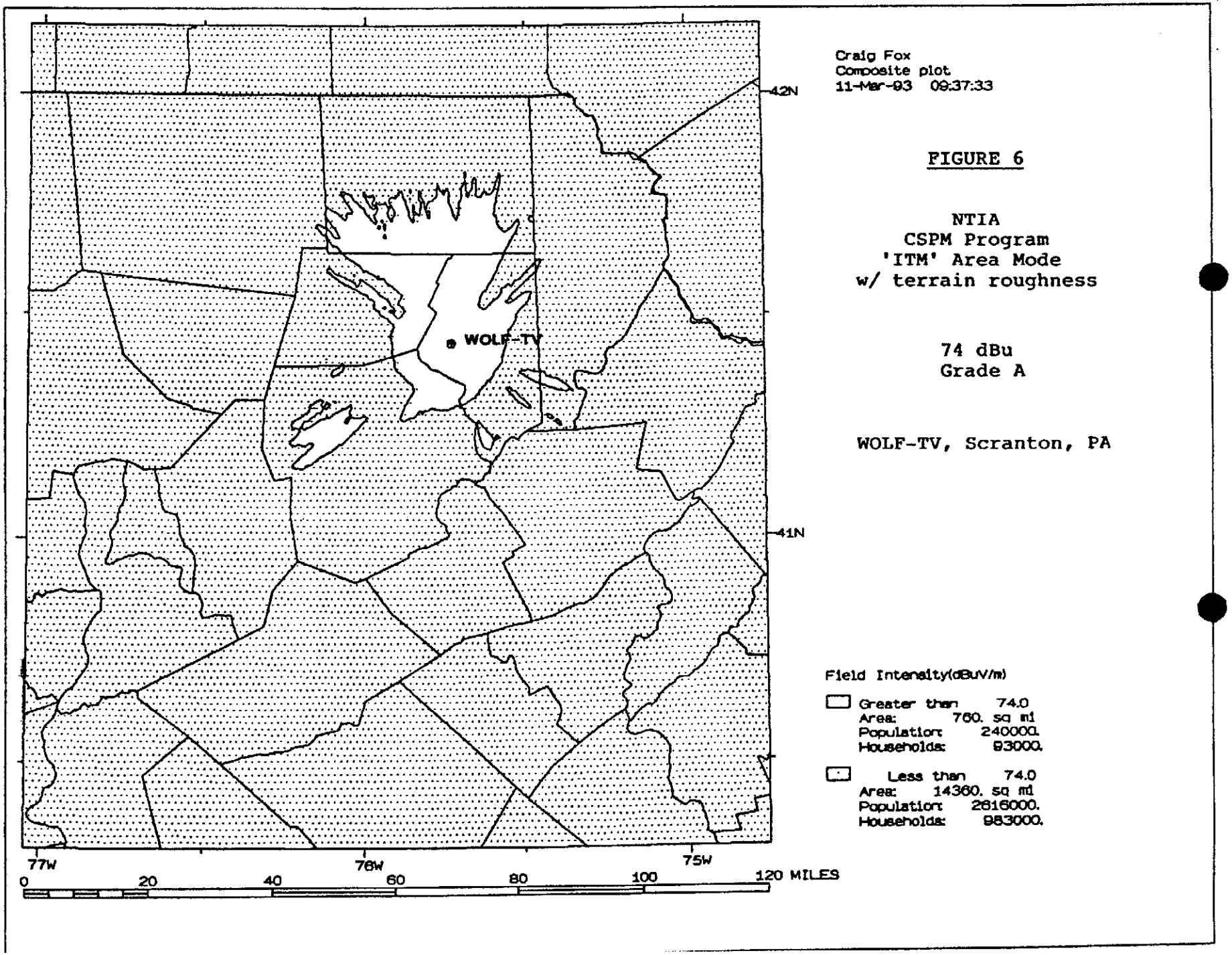
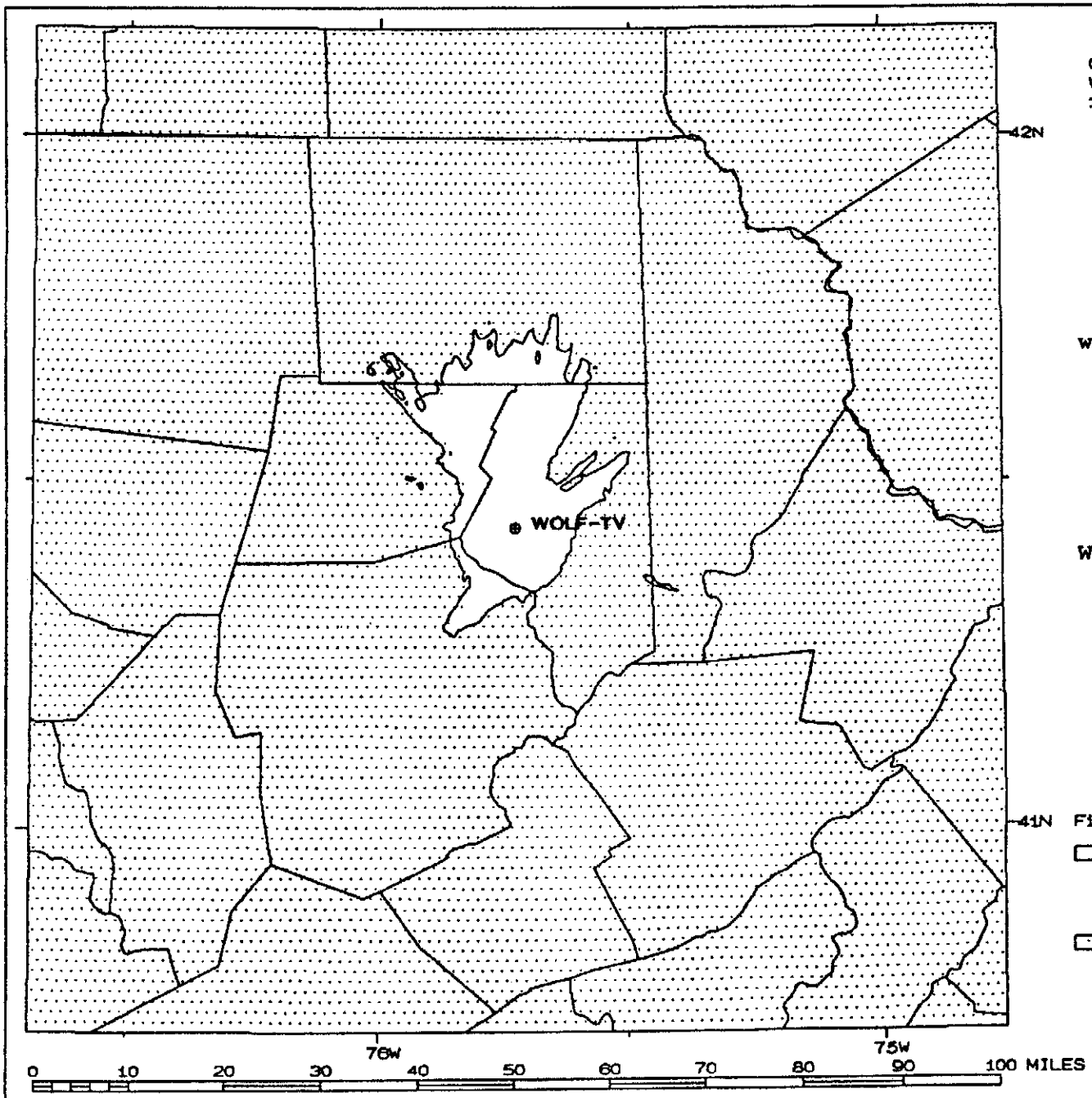


FIGURE 6

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

74 dBu
Grade A

WOLF-TV, Scranton, PA



Craig Fox
WOLF-TV
11-Mar-93 09:37:33

FIGURE 7

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

80 dBu
City Grade

WOLF-TV, Scranton, PA

Field Intensity(dBuV/m)

Greater than 80.00
Area: 360. sq mi
Population: 152000.
Households: 58000.

Less than 80.0000
Area: 9650. sq mi
Population: 1255000.
Households: 475000.

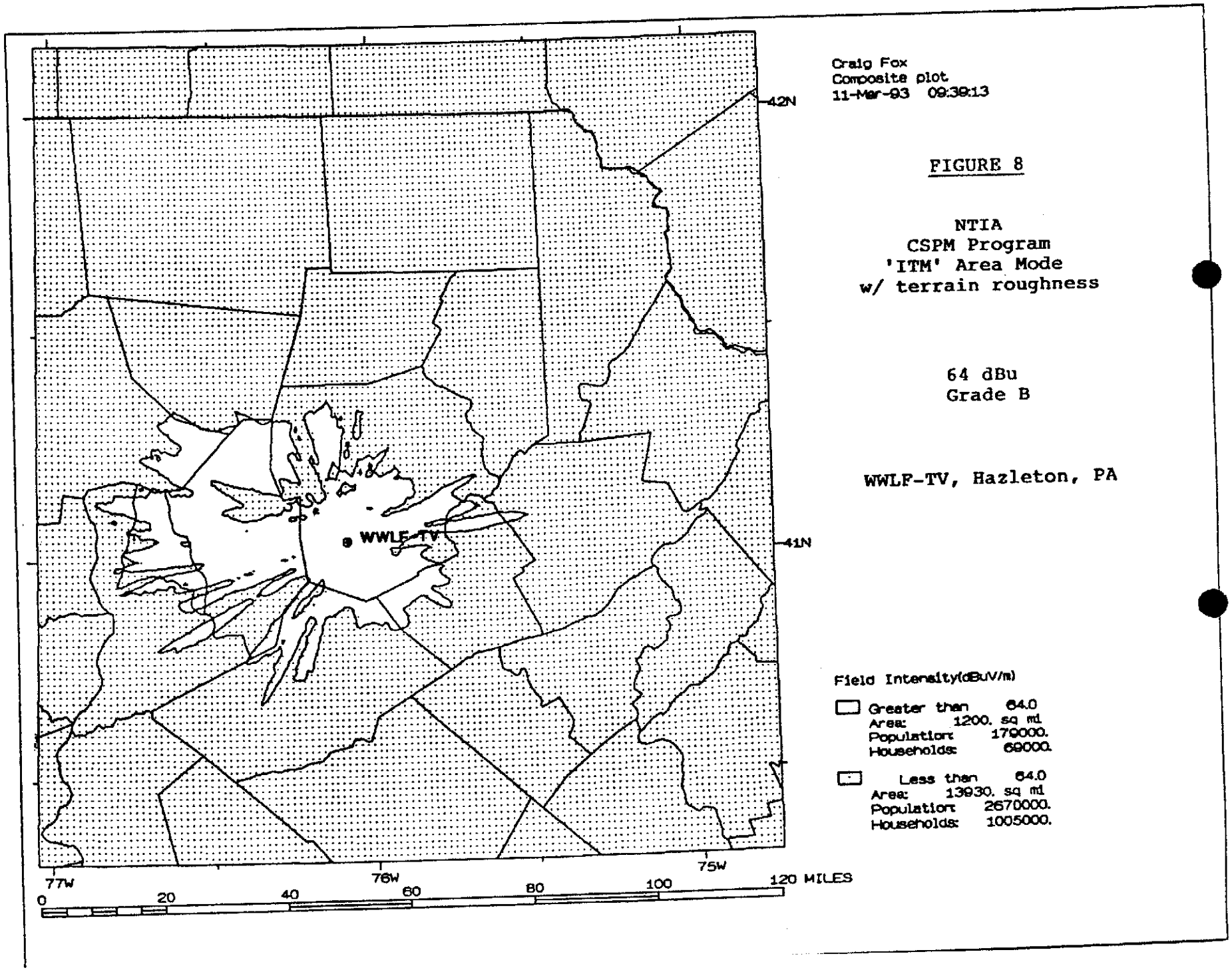
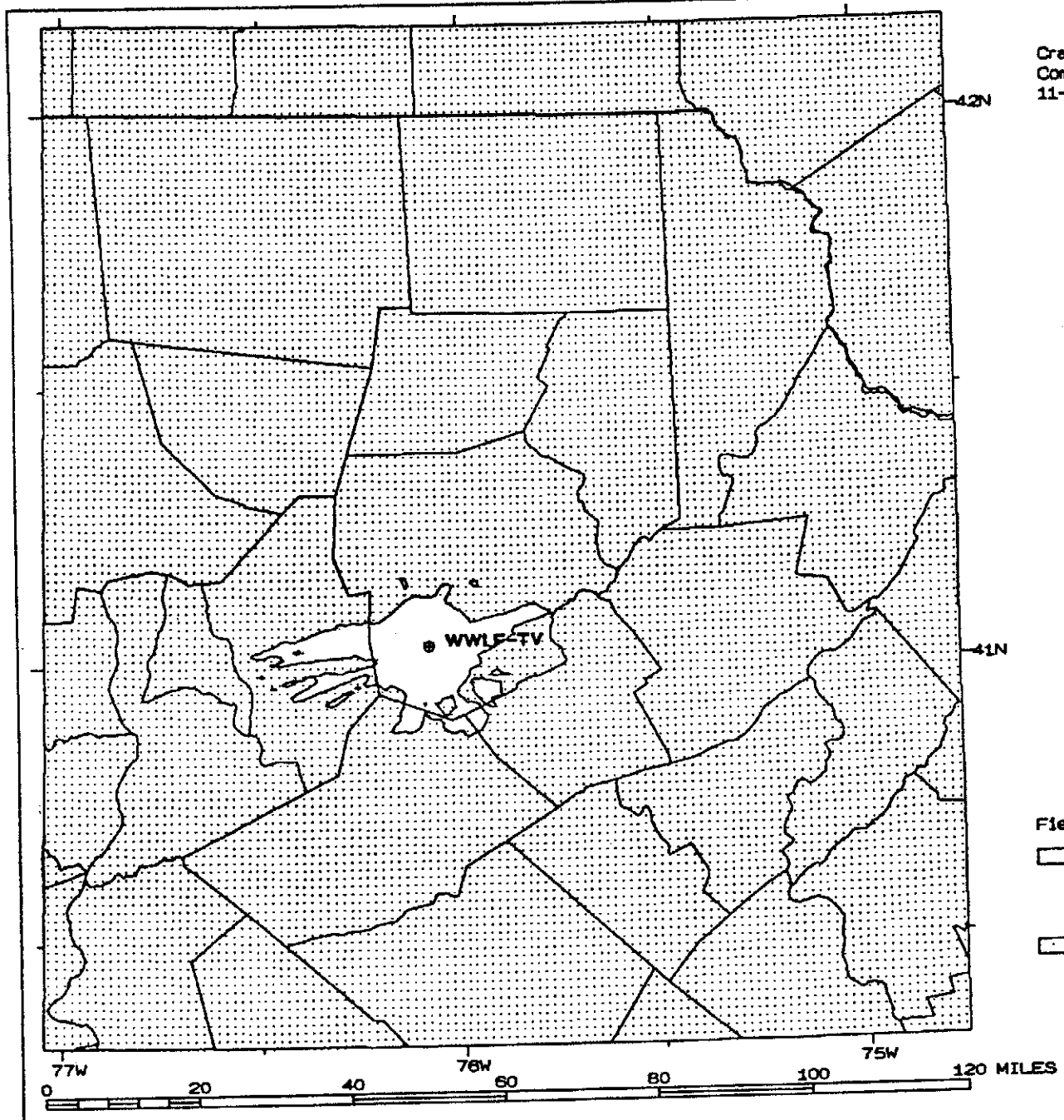


FIGURE 8

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

64 dBu
Grade B

WWLF-TV, Hazleton, PA



Craig Fox
Composite plot
11-Mar-93 09:39:13

FIGURE 9

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

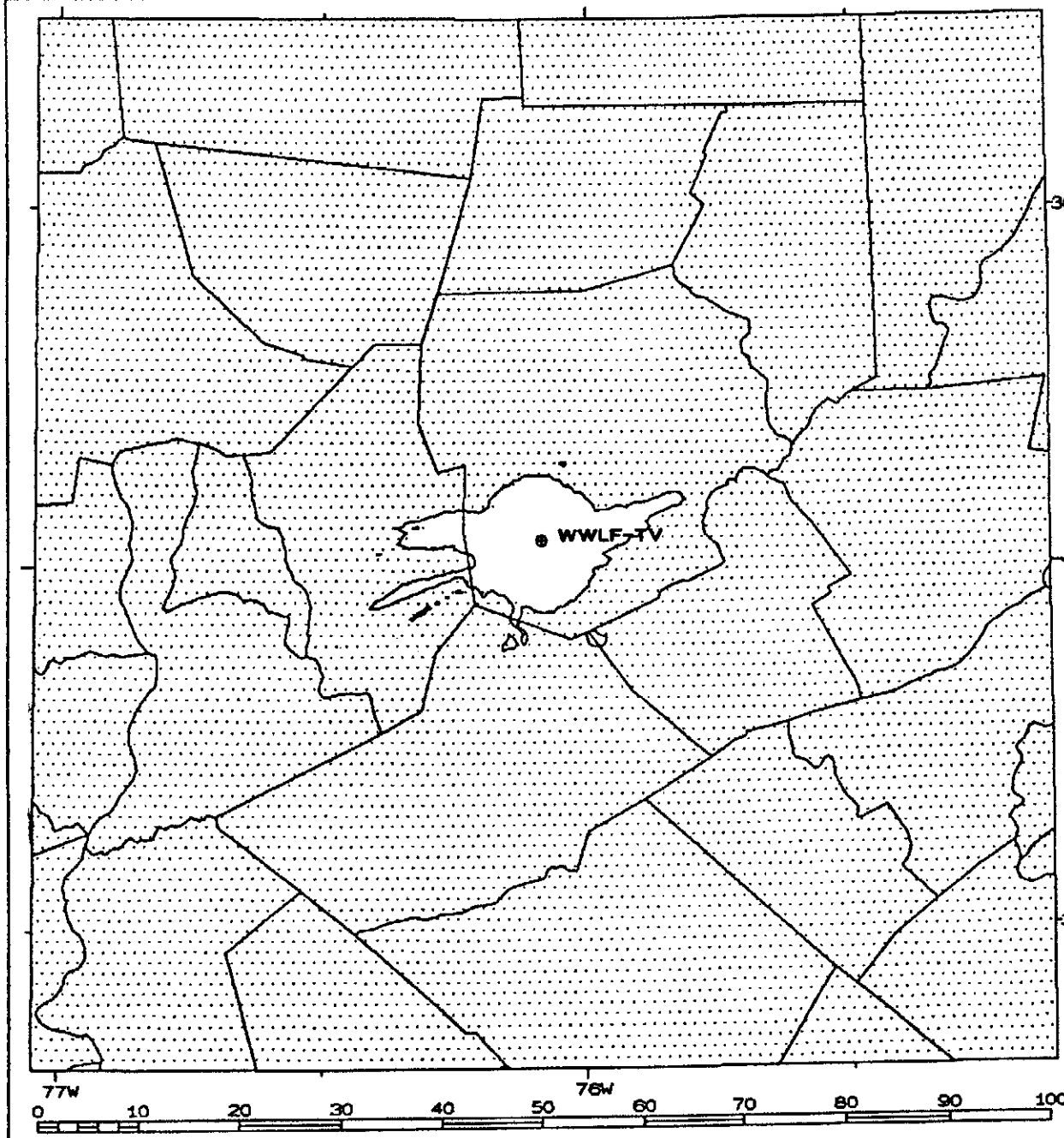
74 dBu
Grade A

WWLF-TV, Hazleton, PA

Field Intensity(dBuV/m)

Greater than 74.0
Area: 290. sq mi
Population: 69000.
Households: 27000.

Less than 74.0
Area: 14830. sq mi
Population: 2780000.
Households: 1046000.



Craig Fox
WWLF-TV
11-Mar-93 09:39:13

FIGURE 10

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

80 dBu
City Grade

WWLF-TV, Hazleton, PA

Field Intensity(dBuV/m)

Greater than 80.00
Area: 190. sq mi
Population: 47000.
Households: 18000.

Less than 80.0000
Area: 9820. sq mi
Population: 2187000.
Households: 828000.

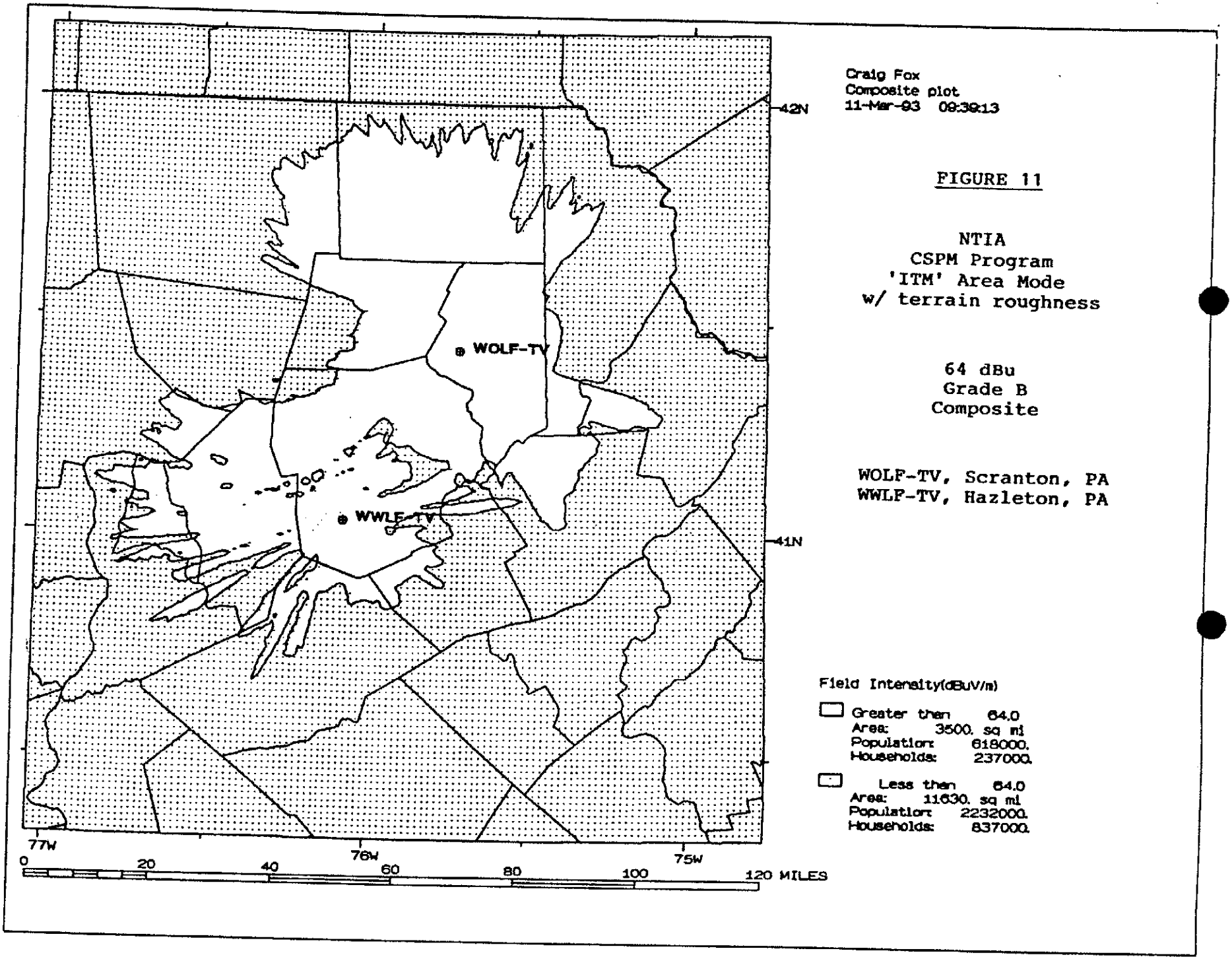
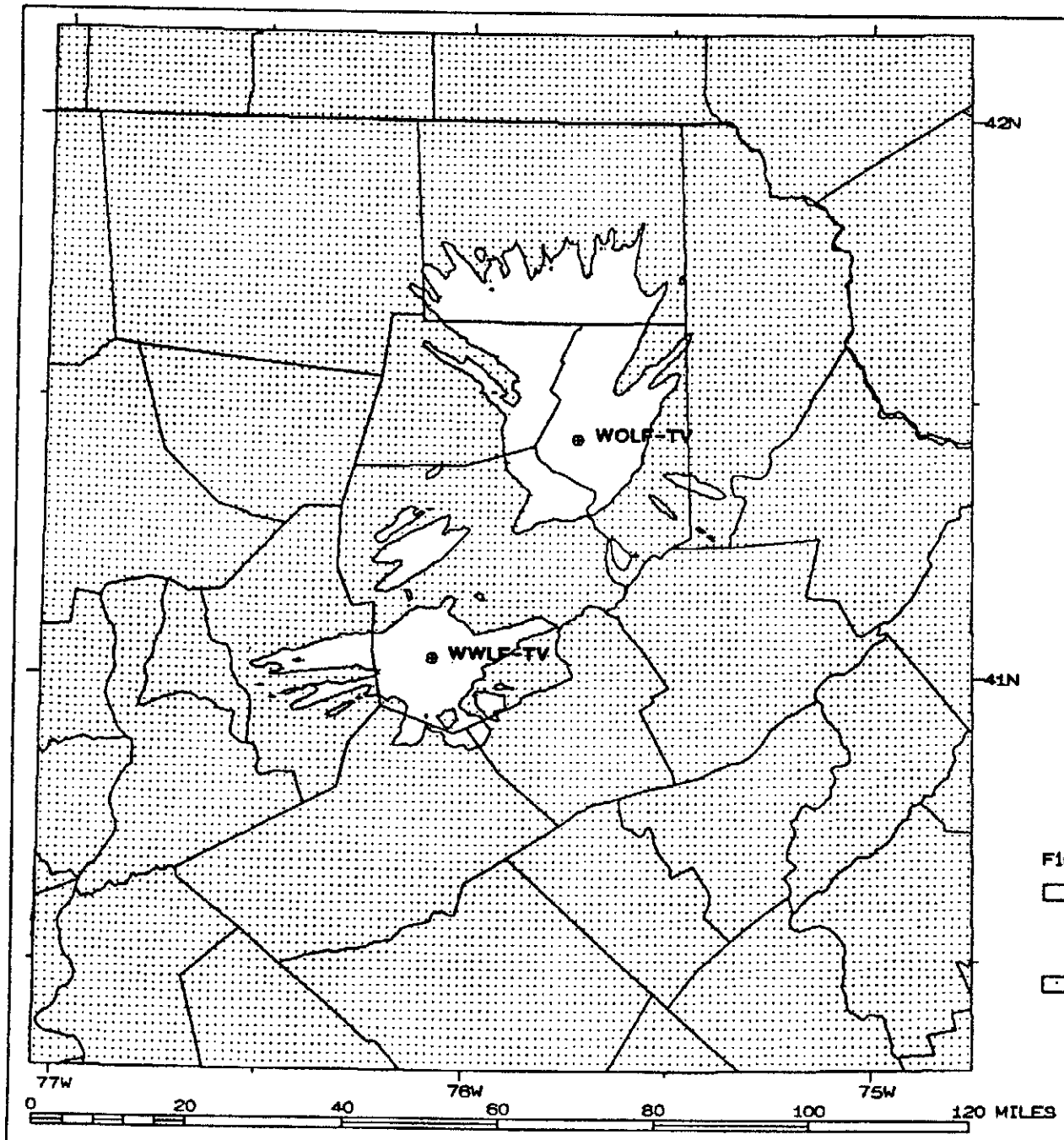


FIGURE 11

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

64 dBu
Grade B
Composite

WOLF-TV, Scranton, PA
WWLF-TV, Hazleton, PA



Craig Fox
Composite plot
11-Mar-93 09:39:13

FIGURE 12

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

74 dBu
Grade A
Composite

WOLF-TV, Scranton, PA
WWLF-TV, Hazleton, PA

Field Intensity(dBuV/m)

Greater than 74.0
Area: 1050. sq mi
Population: 308000.
Households: 119000.

Less than 74.0
Area: 14080. sq mi
Population: 2541000.
Households: 954000.

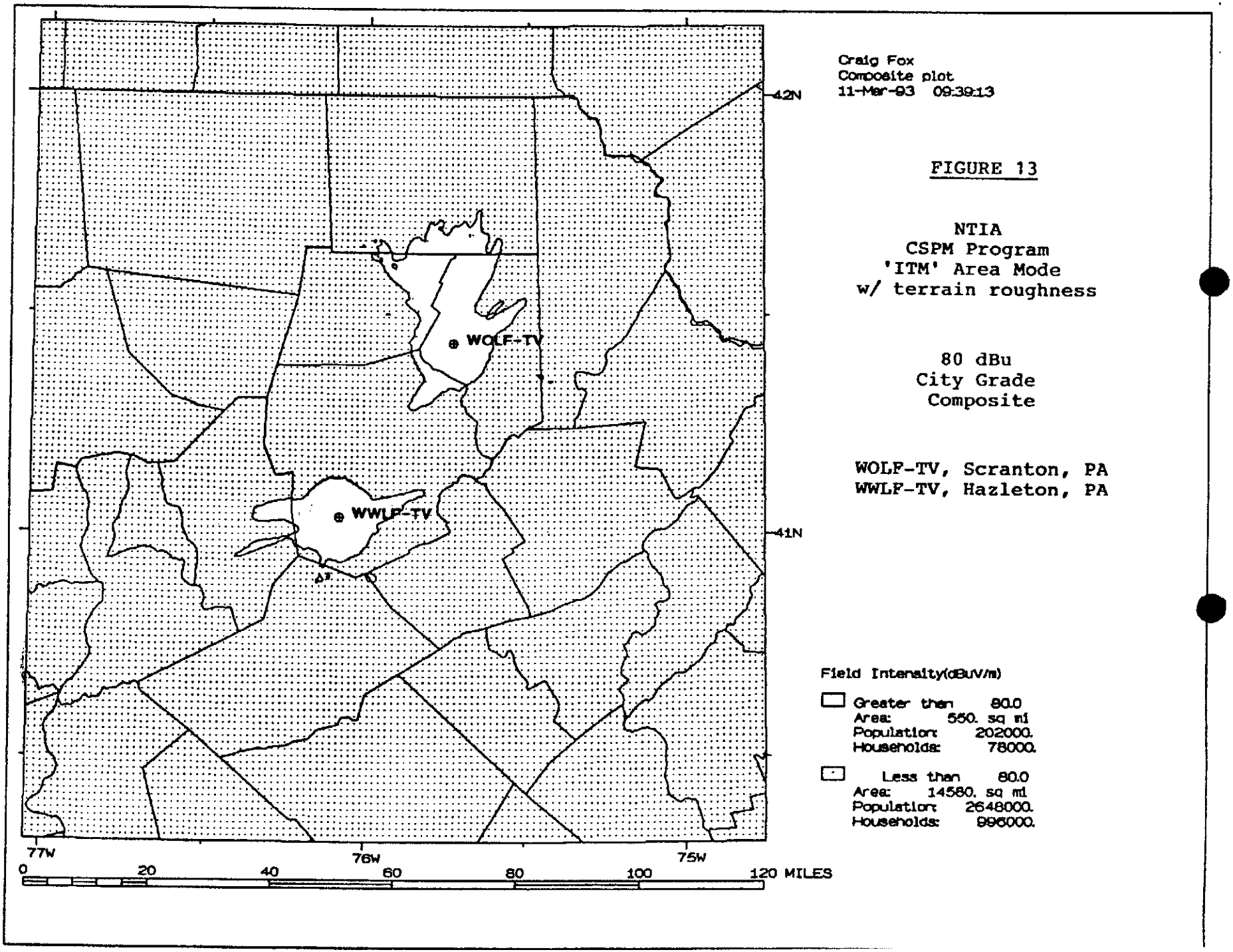


FIGURE 13

NTIA
CSPM Program
'ITM' Area Mode
w/ terrain roughness

80 dBu
City Grade
Composite

WOLF-TV, Scranton, PA
WWLF-TV, Hazleton, PA

Communications System Performance Model
Input Summary
11-Mar-93 09:37:33

Process Filename: CS000Mar1193B.ques

1)	Model:	FCC 50,50 Curves With Terrain Roughness
2)	Output option:	Field intensity
3)	Length units:	English (mi and ft)
4)	Service Application:	Broadcast
5)	Results option:	Mail only
	FAX number:	000-000-0000
6)	Location variability:	50.00 %
7)	Time availability:	50.00 %
8)	Situation variability:	50.00 %
10)	Frequency:	615.260 MHz
11)	Polarization:	Horizontal
12)	Conductivity:	.005 S/m
13	Dielectric constant:	15.0
14)	Climate zone:	Continental temperate
20)	Transmitter name:	WOLF-TV
21)	Transmitter location:	

Latitude Deg N		Longitude Deg W	
41.4358	41,26, 8.9	75.7292	75,43,45.1

22)	Xmtr site elevation:	609.0 m 1998.2 ft
23)	Xmtr ant ht AMSL:	735.18 m 2412.00 ft
23)	Xmtr ant ht AGL:	126.14 m 413.83 ft
24)	Transmitter radiation option:	ERP
24)	Effective Radiated Power:	1294196.0 W
	Effective Isotropic Radiated Power:	2123244.8 W
30)	Transmitter ant horiz pattern:	Omnidirectional
32)	Transmitter ant vert pattern:	Omnidirectional
40)	Rcvr ant ht above ground:	9.14 m 30.00 ft
50)	Man-made noise environment:	Quiet rural
5	Corporate name:	
57)	Color option:	B & W
58)	Scale option:	No Scale
59)	Quality option:	B & W
60)	Plot name:	WOLF-TV
62)	Plot center:	

Latitude Deg N		Longitude Deg W	
41.4358	41,26, 8.9	75.7292	75,43,45.1

63)	Plot size:	160.93 km 100.00 mi
64)	Plot Roads option:	No Roads
66)	Field intensity contour levels:	1) 80.00 dBuV/m
66)	Contour Legend label:	Field Intensity(dBuV/m)
66)	Contour labels and colors:	

	Contour levels	Labels	Colors
1	Less than 80.00	Less than 80.0000	N/A(B & W)
2	Greater than 80.00	Greater than 80.00	Red

67)	Political boundaries:	County and State
68)	Landmarks:	None

Communications System Performance Model
Input Summary
11-Mar-93 09:39:13

Process Filename: CS000Mar1193C.ques

1)	Model:	FCC 50,50 Curves With Terrain Roughness
2)	Output option:	Field intensity
3)	Length units:	English (mi and ft)
4)	Service Application:	Broadcast
5)	Results option:	Mail only
	FAX number:	000-000-0000
6)	Location variability:	50.00 %
7)	Time availability:	50.00 %
8)	Situation variability:	50.00 %
10)	Frequency:	723.250 MHz
11)	Polarization:	Horizontal
12)	Conductivity:	.005 S/m
13)	Dielectric constant:	15.0
14)	Climate zone:	Continental temperate
20)	Transmitter name:	WWLF-TV
21)	Transmitter location:	

Latitude Deg N		Longitude Deg W	
41.0369	41, 2,12.8	76.0853	76, 5, 7.1

22)	Xmtr site elevation:	525.9 m 1725.4 ft
23)	Xmtr ant ht AMSL:	671.00 m 2201.44 ft
23)	Xmtr ant ht AGL:	145.11 m 476.09 ft
24)	Transmitter radiation option:	ERP
24)	Effective Radiated Power:	1000000.0 W
	Effective Isotropic Radiated Power:	1640589.8 W
30)	Transmitter ant horiz pattern:	Directional
31)	Directional ant reference azimuth:	.0 deg E of N

Horizontal directional pattern data

No.	Azimuth (True N) (deg)	Azimuth (ref) (deg)	Gain relative to pattern maximum (dB)
1	.00	.00	-13.15
2	15.00	15.00	-12.77
3	30.00	30.00	-12.04
4	45.00	45.00	-13.15
5	60.00	60.00	-11.06
6	75.00	75.00	-6.94
7	90.00	90.00	-3.35
8	105.00	105.00	-1.21
9	120.00	120.00	-.18
10	135.00	135.00	.00
11	150.00	150.00	-.26
12	165.00	165.00	-.63
13	180.00	180.00	-.35
14	195.00	195.00	-.09
15	210.00	210.00	.00
16	225.00	225.00	-.26

17	240.00	240.00	-.63
18	255.00	255.00	-.63
19	270.00	270.00	-.18
20	285.00	285.00	-.09
21	300.00	300.00	-.63
22	315.00	315.00	-3.10
23	330.00	330.00	-5.04
24	345.00	345.00	-9.12

32) Transmitter ant vert pattern: Omnidirectional
40) Rcvr ant ht above ground: 9.14 m 30.00 ft
50) Man-made noise environment: Quiet rural
56) Corporate name:
57) Color option: B & W
58) Scale option: No Scale
59) Quality option: B & W
60 Plot name: WWLF-TV
62) Plot center:

Latitude Deg N		Longitude Deg W	
41.0369	41, 2,12.8	76.0853	76, 5, 7.1

63) Plot size: 160.93 km 100.00 mi
64) Plot Roads option: No Roads
66) Field intensity contour levels:
1) 80.00 dBuV/m
66) Contour Legend label: Field Intensity(dBuV/m)
66) Contour labels and colors:

	Contour levels	Labels	Colors
1	Less than 80.00	Less than 80.0000	N/A(B & W)
2	Greater than 80.00	Greater than 80.00	Red

67) Political boundaries: County and State
6[illegible] Landmarks: None

Attachment 2

ENGINEERING STATEMENT

The engineering data contained herein have been prepared on behalf of PEGASUS BROADCAST TELEVISION, L. P., prospective assignee of WOLF-TV, Scranton, Pennsylvania, and WWLF-TV, Hazleton, Pennsylvania.

WWLF-TV, under present ownership, operates as a satellite of WOLF-TV, and such operation is intended to continue under the new ownership. However, there is substantial predicted overlap of the 80 dbμ (City Grade) contours of the two stations, which violates the current Rules for satellite authorizations. It is the intent herein to demonstrate that no substantive overlap of the service areas of these two stations actually exists.

Attached as Figure 1 is a Sectional Aeronautical Chart on which have been plotted pertinent portions of the two 80 dbμ contours. As shown, there appears to be a large area of overlap, but this appearance is deceiving. Although this map is a black-and-white reproduction of the original, one may still see the elevation shadings. The lightest shadings in this reproduction clearly define the lowest and the highest elevations. There is a large, lightly shaded area in the northwestern part of the overlap area, South Mountain, which is virtually uninhabited. Similarly, the Pocono Mountain area, famous for its ski resorts but with few full-time residents, begins in the southeast. Essentially, the greatest concentration of population is in the lightly shaded area on either side of the Lackawana/Susquehanna River Valley. This reflects the normal tendency of

people in mountainous regions to locate in the valleys, since the highland fishing lakes and ski trails are too isolated for year-around residence. Thus, overlap in uninhabited areas may be disregarded in this situation, as it is in so many other contexts, and, practically speaking, one need consider only the valley portions of the 80 dbμ overlap areas.

The situation is shown another way in Figure 2, where the predicted overlap area has been transferred to a U. S. Census Minor Civil Division map, on which we show the Scranton/Wilkes-Barre Urbanized Area. This, too, shows that the populated areas lie in the central river valley, and that there are few communities northwest and southeast of this valley.

Returning to Figure 1, the location of the Penobscot Mountain range has been shown, as well as the transmitter sites of the of the other operating television stations in the Wilkes-Barre/Scranton market. WOLF-TV cannot locate with its competitors because of spacing constraints; it is obviously well separated from them.

Figure 3 helps to explain the situation. This is a terrain profile graph from the WOLF-TV transmitter site through the WWLF-TV transmitter site. The unusual feature of this profile is the presence of Penobscot Mountain between the two facilities. As shown, the WOLF-TV transmissions are shadowed at locations south of Penobscot Mountain, while the WWLF-TV transmissions are shadowed at locations north of this mountain. Quite clearly, the Penobscot Mountain range splits the market, with the northern portion served only by WOLF-TV and the southern portion served only by WWLF-TV. Since both stations operate in the UHF band, it is

realistic to presume that where line of sight does not exist, service does not exist.

Interestingly, the other stations in the market are able to serve both portions of the market, because they are located atop Penobscot Mountain and thus have line of sight into both areas. The shadowing of the other stations occurs in the smaller communities north of Wilkes-Barre, which are beyond Bald Mountain, from which WOLF-TV operates. For this reason, all other stations in the market operate translators on Bald Mountain to serve the communities of Clarks Summit, Dalton, Dickson City, and Waverly. These communities are well within the predicted service areas of those stations but do not receive direct service, due to the same terrain problems that require WOLF-TV to operate a satellite station if it is to service its entire market.

On this basis, while there is predicted overlap of the WOLF-TV and WWLF-TV 80 dbμ contours, there is no duplication of service in populated areas. The vast majority of television viewers in this market may receive Fox Network programing either from WOLF-TV or WWLF-TV, but not from both.

I declare under penalty of perjury that the foregoing statements and the attached exhibits are true and correct to the best of my knowledge and belief.

NEIL M. SMITH

March 26, 1993

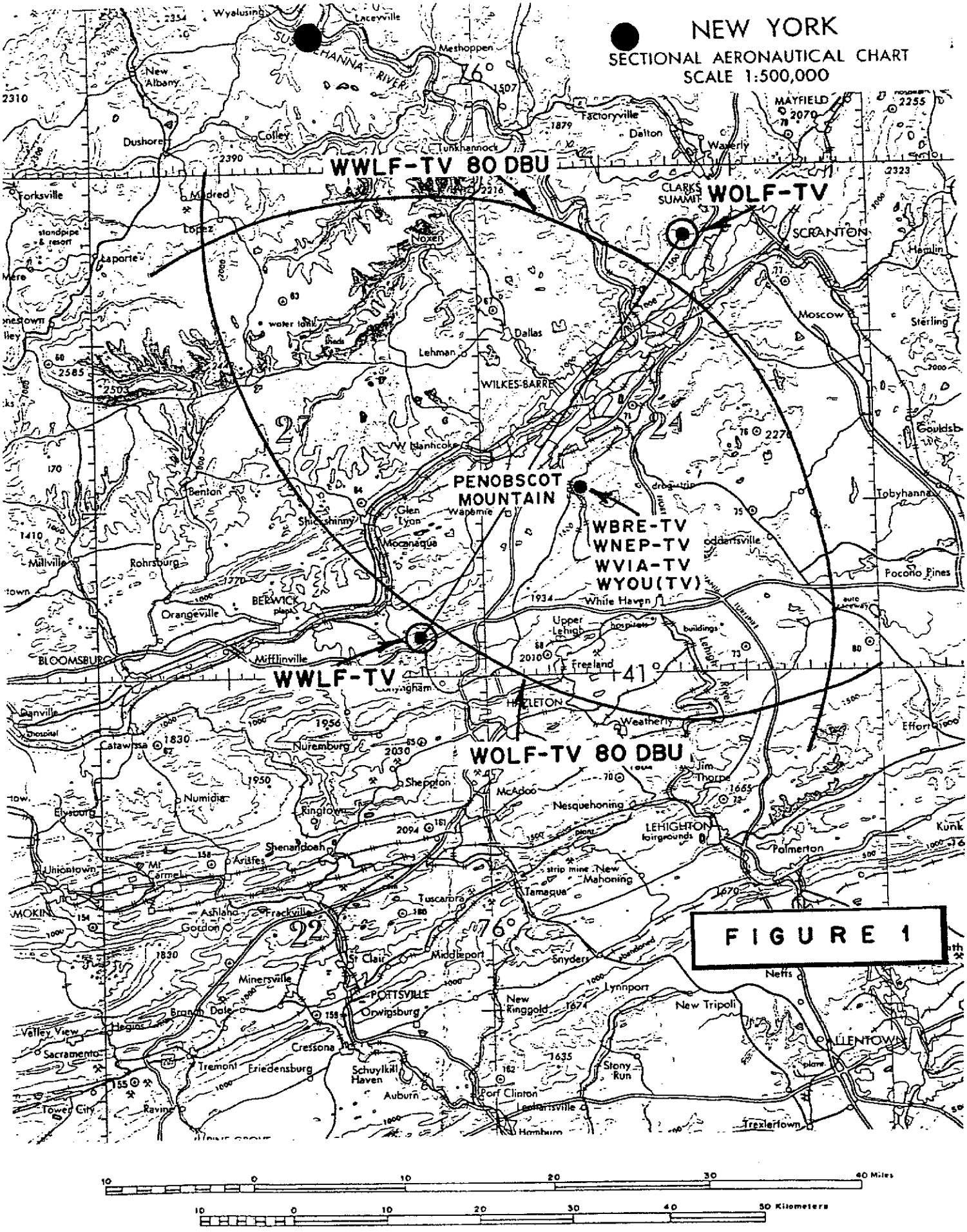

NEW YORK
SECTIONAL AERONAUTICAL CHART
SCALE 1:500,000
WWLF-TV 80 DBU
WOLF-TV
PENOBSCOT MOUNTAIN
WBRE-TV
WNEP-TV
WVIA-TV
WYOU(TV)
WWLF-TV
WOLF-TV 80 DBU
SCRANTON
WILKES-BARRE
BERWICK
BLOOMSBURG
HAZLETON
LEHIGHTON
PALLENTOWN
POTTSVILLE
SUSQUEHANNA RIVER
10 0 10 20 30 40 Miles
10 0 10 20 30 40 50 Kilometers

FIGURE 1

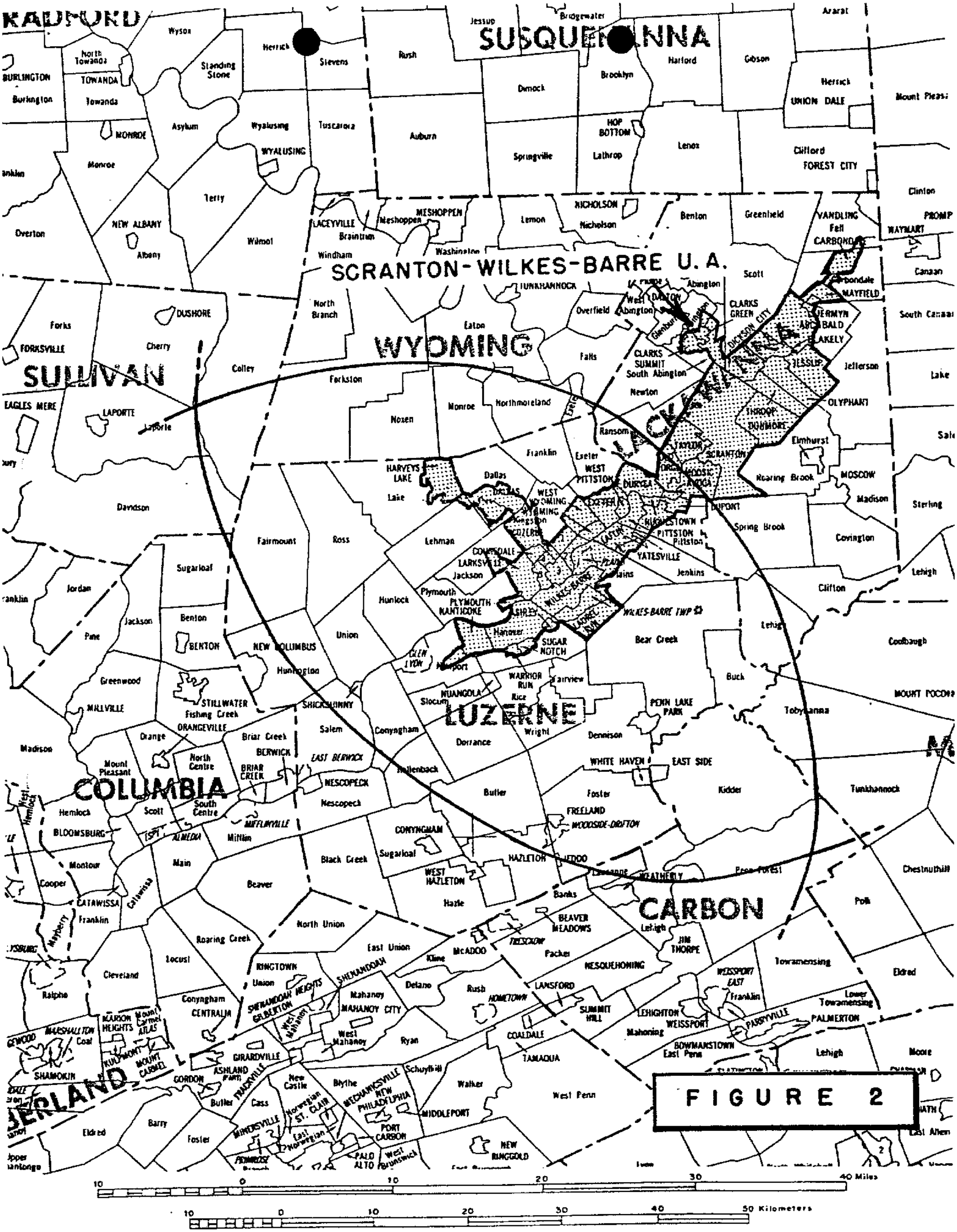
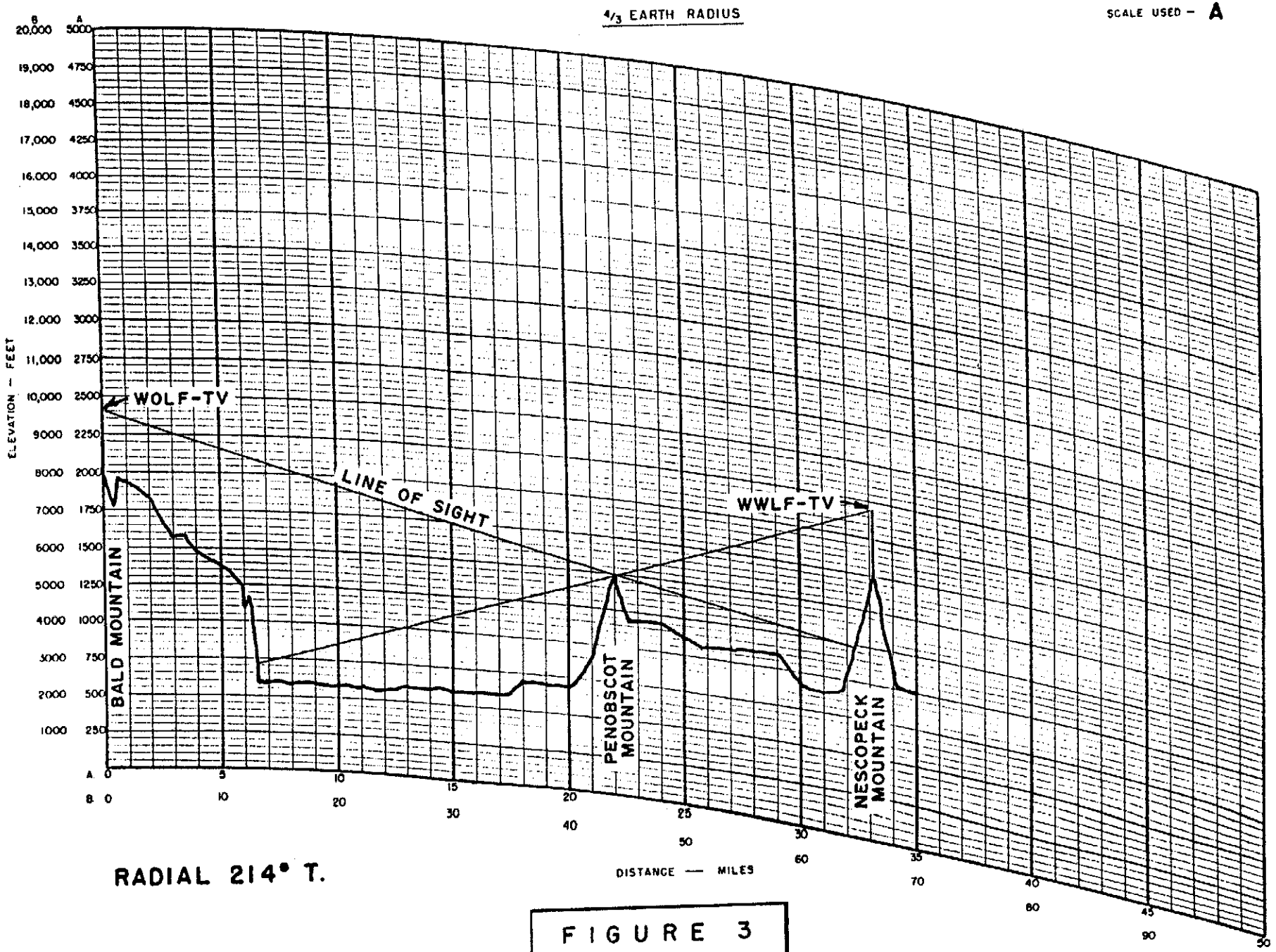

SUSQUEHANNA
SCRANTON-WILKES-BARRE U.A.
WYOMING
SULLIVAN
LUZERNE
COLUMBIA
CARBON
Wysox
Herrick
Stevens
Rush
Jessup
Bridgewater
Harford
Gibson
Ararat
North Towanda
BURLINGTON
TOWANDA
Burlington
Towanda
Standing Stone
Dimock
Brooklyn
UNION DALE
Asylum
Wyalusing
Tuscarora
Auburn
HOP BOTTOM
Springville
Lathrop
Lenox
Clifford
FOREST CITY
WYALUSING
Monroe
Terry
NEW ALBANY
Albany
Wilmot
Overton
LACEYVILLE
Meshoppen
MESHOPPEN
Braintrim
Windham
Washington
Lemon
NICHOLSON
Nicholson
Benton
Greenfield
VANDLING
Fell
CARBONDALE
Carbondale
MAYFIELD
TUNKHANNOCK
Abington
CLARKS GREEN
DICKSON CITY
JERMYN
ARCHBALD
BLAKELY
JESSUP
OLYPHANT
THROOP
DUNMORE
SCRANTON
TAYLOR
Scott
Overfield
Eaton
Falls
CLARKS SUMMIT
South Abington
Newton
Ransom
North Branch
Forks
FORKSVILLE
DUSHORE
Cherry
Colley
Forkston
Noxen
Monroe
Northmoreland
EAGLES MERE
LAPORTE
Laporte
Davidson
HARVEYS LAKE
Lake
Dallas
DALLAS
Franklin
Exeter
WEST PITTSTON
WEST WYOMING
WYOMING
Kingston
DUPONT
PITTSTON
Pittston
YATESVILLE
Jenkins
Spring Brook
Roaring Brook
MOSCOW
Madison
Elmhurst
Jefferson
Covington
Sterling
Fairmount
Ross
Lehman
Sugarloaf
Jordan
LARKSVILLE
Jackson
Plymouth
PLYMOUTH
NANTICOKE
Hunlock
Union
Hanover
SUGAR NOTCH
WILKES-BARRE TWP
Bear Creek
Clifton
Lehigh
Coolbaugh
Jackson
Benton
BENTON
Pine
NEW COLUMBUS
Huntington
GLEN LYON
Newport
Greenwood
MILLVILLE
STILLWATER
Fishing Creek
ORANGEVILLE
Orange
SHICKSHINNY
Salem
Conyngham
NUANGOLA
Slocum
WARRIOR RUN
Rice
Fairview
Wright
Dorrance
Dennison
PENN LAKE PARK
Buck
Tobyhanna
MOUNT POCONO
Madison
Mount Pleasant
North Centre
Briar Creek
BERWICK
BRIAR CREEK
EAST BERWICK
NESCOPECK
Nescopeck
Hollenback
Butler
WHITE HAVEN
EAST SIDE
Foster
Kidder
Tunkhannock
FREELAND
WOODSIDE-DRIFTON
Hemlock
West Hemlock
BLOOMSBURG
Scott
South Centre
MIFFLINVILLE
ALMEDIA
Mifflin
Main
Montour
Cooper
CATAWISSA
Catawissa
Franklin
Beaver
Black Creek
CONYNGHAM
Sugarloaf
WEST HAZLETON
HAZLETON
JEDDO
WEATHERLY
Chestnuthill
Hazle
Banks
BEAVER MEADOWS
Lehigh
JIM THORPE
Polk
North Union
Roaring Creek
Locust
Cleveland
RINGTOWN
Union
East Union
SHENANDOAH
SHENANDOAH HEIGHTS
GILBERTON
McADOO
Kline
Packer
NESQUEHONING
Towamensing
Eldred
Ralpho
Conyngham
CENTRALIA
MARION HEIGHTS
Mount Carmel
ATLAS
KULPMONT
MOUNT CARMEL
MARSHALLTON
Coal
SHAMOKIN
Mahanoy
MAHANOY CITY
Delano
Rush
HOMETOWN
LANSFORD
SUMMIT HILL
Franklin
WEISSPORT
EAST
LEHIGHTON
Mahoning
WEISSPORT
PARRYVILLE
Lower Towamensing
PALMERTON
West Mahanoy
Ryan
COALDALE
TAMAQUA
BOWMANSTOWN
East Penn
Lehigh
Moore
GIRARDVILLE
ASHLAND
GORDON
FRACKVILLE
New Castle
Blythe
Schuylkill
Walker
West Penn
Butler
Cass
Norwegian
ST. CLAIR
MECHANICSVILLE
NEW PHILADELPHIA
MIDDLEPORT
PORT CARBON
East Norwegian
MINERSVILLE
PALO ALTO
West Brunswick
NEW RINGGOLD
Eldred
Barry
Foster
East Allen
10
0
10
20
30
40 Miles
10
0
10
20
30
40
50 Kilometers

FIGURE 2



RADIAL 214° T.

FIGURE 3

ATTACHMENT 3

THE TED HEPBURN COMPANY

February 9, 1993

Mr. Marshall Pagon
Pegasus Broadcast Television L.P.
5 Radnor Corporate Center
Suite 454
Radnor, PA 19087

Dear Mr. Pagon:

This will confirm our conversation in which I shared with you my impressions what WWLF Channel 56 in Hazelton might have as a free standing television station. WWLF TV, presently operates as a fulltime satellite of WOLF TV in Scranton. If this station were forced to operate on its own, I do not believe it could survive. Hazelton is in Luzerne County which is the largest county in the Wilkes Barre/Scranton ADI. Because of the mountainous terrain there is a line of mountains between Hazelton and Wilkes Barre which essentially prevents the Channel 56 signal from covering the main portion of the market. To think that Hazelton could support a television station by itself would be foolish.

One of the big difficulties in attempting to support a TV station in Hazelton would be the lack of ability to affiliate with any of the networks including Fox. Since Hazelton is in the Wilkes Barre/Scranton ADI, the network affiliates in the principal cities would block any attempt by the network to affiliate with another station within the same ADI. This would leave WWLF with the unhappy prospect of trying to operate without a network and generate enough advertising revenue to survive. They would be up against the additional problem of having to pay Wilkes Barre/Scranton prices for any programming since they would be competing with TV stations in the same marketing area which further limits the amount of programming available to the station. We have a station without a network affiliation and unable to purchase quality programming and with a market so small it can't support even a network affiliate trying to survive. It would be impossible.

I have been active in the field of TV station brokerage since 1969, for almost twenty five years. I can say unequivocally that WWLF TV cannot survive on its own.

325 Garden Road, Palm Beach, Florida 33480 (407) 863-8990
P. O. Box 42401, Cincinnati, Ohio 45242 (513) 791-8730

THE
TED HEPBURN
COMPANY

I would also like to point out that WOLF TV, without WILF TV as a satellite, would be far less attractive to a potential buyer. The reason for this is the limitation on the WOLF signal as a result of its transmitter location in Lackawanna County. The three traditional network affiliates are all located on Penobscot Mountain south of Wilkes Barre. That particular location is the highest point in the combined area and offers coverage not only of Wilkes Barre but it has exceptional coverage up the valley into Scranton and on to Carbondale. In addition, it has the unique ability to cover Hazelton as well because of the Penobscot Mountain location which is the mountain range that separates Wilkes Barre and Hazelton. Since WOLF TV is not authorized to relocate to that location, it is not able to put an over the air signal into Hazelton giving it a significant disadvantage. It is essential that they have a satellite survive in the Hazelton area to be competitive with the other three television stations.

I hope this is adequate clarification for the conversation we had but if I can expand upon this in any way please let me know.

Best Regards,

[illegible]

Nov. 27, 1978

A.V.C. Corporation
has completed the sale of the assets of its subsidiary
WPHL-TV
Philadelphia, PA.
to a subsidiary of
Providence Journal Company

The undersigned initiated the transaction and represented the seller in the negotiations

THE TED HEPBURN COMPANY Cincinnati, Ohio

August 20, 1982

WFFT-TV, Inc.
has completed the sale of the assets of its television station
WFFT-TV
Ft. Wayne, IN
to
Great Trails Broadcasting Corporation

The undersigned initiated this transaction and represented the seller in the negotiations

THE TED HEPBURN COMPANY Cincinnati, Ohio

July 6, 1978

Teleco Indiana, Inc.
has acquired the assets of television station
WTTV-TV
Bloomington-Indianapolis, Ind.
from
SARKES TARZIAN, INC.

The undersigned initiated this transaction and represented the seller in the negotiations

THE TED HEPBURN COMPANY Cincinnati, Ohio

August, 1979

Taft Broadcasting Co.
has completed the purchase of the assets of
WDCA-TV
Washington, D.C.
from
SUPERIOR TUBE CO.

The undersigned initiated this transaction and acted as advisor for the buyer

THE TED HEPBURN COMPANY Cincinnati

December 31, 1984

Mountain States Broadcasting
(a joint venture of Providence Journal Broadcasting and Southland Communications, Inc.)
has completed the acquisition of the assets of
KZAZ-TV
Nogales-Tucson, AZ.
from
Roadrunner TV Ltd. Partnership

The undersigned initiated this transaction and represented the buyer in the negotiations.

THE TED HEPBURN COMPANY Cincinnati

December 31, 1984

Mountain States Broadcasting
(a joint venture of Providence Journal Broadcasting and Southland Communications, Inc.)
has completed the acquisition of the assets of
KGSW-TV
Albuquerque, N.M.
from
Galaxy-Southwest Television

The undersigned initiated and closed this transaction and represented the buyer in the negotiations

THE TED HEPBURN COMPANY Cincinnati

From Philly to Ft. Wayne; Indy to D.C.; Tucson to Albuquerque; completed sales confirm we understand independent TV.

THE TED HEPBURN COMPANY

Ted Hepburn, President Todd Hepburn, Vice-President
P.O. Box 42401, Cincinnati, Ohio 45242 (513) 791-8730

Profile

Hepburn of Hepburn: brokering to the top

On his 45th birthday, Oct. 11, 1976—after seven and a half years as a broadcast station broker with R.C. Crisler & Co.—Ted Hepburn opened his own station brokerage firm, The Ted Hepburn Co. Not unexpectedly, Hepburn had no closings in 1976. In 1977 he had one—WHLQ(FM) Canton, Ohio, which sold for $465,000. Since that time he has brokered 28 broadcast station sales totaling $215,178,000. Not a bad track record for little more than three years' work.

Hepburn's formula for success: "Basically one thing—I work my head off. If you work hard at each deal you do, you'll learn something from it. It's continual on-the-job training."

Hepburn has been involved in broadcasting all of his working life with duties ranging from traffic and copy manager to vice president and general manager.

In the late 1930's, when Hepburn was a boy in Montclair, N.J., his grandfather and great uncle sold off parcels of their farm in neighboring Clifton to a group of businessmen who built a radio station. It was to become one of the first beautiful music success stories: WPAT(AM) Paterson.

Recalls Hepburn: "I was about 8 years old, and I'd sit out in the pasture with a crystal set—there were still cows there—and listen to the station. From that time on, I thought that I'd like to get into that business [and] be one of those announcers who talk over the radio. My father always thought I would outgrow the business."

Hepburn's first job in broadcasting was traffic and copy manager at WFAR(AM) Farrell, Pa. By that time, Hepburn knew himself well enough to realize that announcing was not where his true talents lay: "I sounded like a 14-year-old with his head in a bucket."

In June of 1958, Hepburn went to work on the sales force of WHGB(AM) Harrisburg, Pa., briefly, before signing on with Susquehanna Broadcasting's WHLO(AM) Akron, Ohio, as sales manager. In 1962, Susquehanna transferred him to WARM(AM) Wilkes-Barre-Scranton, Pa., as vice president and general manager.

In the fall of 1966, Hepburn was approached by representatives of WMCA(AM) New York as a candidate for the general managership of that station. At that time, he thought that was simply "the end of the world, my dream." Three months later, however, the position was awarded to someone else.

Disappointed, Hepburn came to the conclusion that "I didn't make it because they thought the jump from Wilkes-Barre to New York was too big a hurdle."

George Theodore Hepburn Jr.—president, The Ted Hepburn Co., Cincinnati; b. Oct. 11, 1931, Montclair, N.J.; U.S. Air Force, 1951; BS in economics, Marietta College, Marietta, Ohio, 1954; traffic and copy manager WFAR(AM) Farrell, Pa., 1954; sales representative, Mercury Records, Pittsburgh, 1955; announcer, salesman and commercial manager, WKVA(AM) Lewistown, Pa., 1955-1957; sales representative, WHGB(AM) (now WFEC) Harrisburg, Pa., 1958-59; sales manager, WHLO(AM) Akron, Ohio, 1959-62; vice president and general manager, WARM(AM) Wilkes-Barre-Scranton, Pa., 1962-67; general manager, WSAI(AM) Cincinnati, 1967-68; broadcast station broker, R.C. Crisler & Co., Cincinnati, 1969-76; present position since Oct. 11, 1976; m. Carole Zook, 1956; children—Todd, 23, Heidi, 19.

Within weeks of that decision, Hepburn was interviewed for the position of general manager of WSAI(AM) Cincinnati and in April of 1967 the job was his.

Soon after that he sought out Cincinnati broadcast station broker Dick Crisler and attempted to put together a group of investors to buy a Roanoke, Va., radio station. When that effort failed, he approached Crisler about joining his brokerage firm on a straight commission basis, suggesting to Crisler: "Look, you've got office space that you're not using and I know a lot of radio people and I'm a salesman by nature, and I don't need a draw, not at least for a year. Why don't I come in and use your offices?"

And thus began a relationship that was to last seven and a half years, from the spring of 1969 until he opened his own doors in October of 1976.

Hepburn wasn't sure at first that working with Crisler was "going to be a long-term thing because I figured I should manage radio stations." His wife, Carole, was of the same opinion. In fact, Hepburn says she was "beside herself. She thought I was crazy because I was getting out of the mainstream of the business and [thought] that I'd never be able to get a good managing job after I fooled around as a broker."

But at age 38, Hepburn found the perfect niche: "The longer I was in it, the more I realized that this was a better line of work than managing radio stations because you don't have any people problems and I was in a business that I really felt comfortable dealing in."

In 1978 alone—his second full year on his own—Hepburn had more closings in terms of dollar volume than in all the years he spent with Crisler. In that year he closed on the sale of WTTV(TV) Bloomington-Indianapolis for $26.5 million, the highest price then paid for an independent television station. The following year he brokered the sale of WHEC(TV) Rochester, N.Y.—the first major-market, network-affiliated television station to be minority-owned (purchased by Ragan Henry's Broadcast Enterprises National Inc.)—for $27 million. Also in 1979, he brokered the sale of WDCA(TV) Washington for $15.5 million, then the highest price ever paid for a UHF independent television station.

He explains his sudden proliferation of business this way: "A lot of the deals I've done as the Ted Hepburn Co. I could not have done with Crisler. When I was with Crisler there were certain clients that were his and there were clients that were mine. If I were to do a deal with one his clients I was obligated to work with him, and it was an awkward situation ... it didn't work very well. So, when I was on my own, suddenly I had the shackles lifted ... I had been capped like an oil well and when I went on my own I took off the cap and it just kind of spurted out."

Station brokering is "a very personal business," says Hepburn. "It's not a good business to have a highly structured relationship. It's not like a radio station where you have several salesmen with account lists and then a station manager who coordinates the operation. The bigger clients work with particular people ... They feel comfortable with those people."

The Ted Hepburn Co. was the exclusive broker for Storer Broadcasting when that company sold off its radio stations and used the proceeds to expand its cable operations. Odds are that the two companies will continue to do business with each other in the future. Hepburn's son, Todd, joined the firm last summer to specialize in cable, something his father has been too busy to concentrate on so far.

What about the station of Hepburn's dreams? To that, he replies, "A shoemaker should stick to his last. In other words, do what you do and do it well but don't try to spread yourself too thin."