

ATTACHMENT 6

**DECLARATION OF
JON CADMAN**

1. I am the Station Manager at WOLF-TV, channel 56, Hazleton, PA, the Scranton-Wilkes Barre DMA Fox affiliate ultimately owned by Pegasus Broadcast Television, Inc. ("Pegasus"). I serve in a similar capacity at WSWB-TV, channel 38, Scranton, PA -- a station that Pegasus provides management and programming services to pursuant to a Time Brokerage Agreement ("TBA"). I have worked at what is now WOLF and WSWB in various capacities over the past 19 years.

2. Pegasus acquired both stations in 1993. At the time, the call sign for the station operating on channel 56 in Hazleton was WWLF-TV. The call sign for the station operating on channel 38 in Scranton was WOLF-TV. WOLF was the Fox affiliate in the Scranton DMA and WWLF was operated as a satellite of WOLF. Although WOLF was technically considered the main station at the time it was acquired by Pegasus in 1993, WOLF would have been unable to compete in the Scranton market without WWLF due to its poor over-the-air coverage in the southern portion of the market.

3. At the time Pegasus acquired these stations, WOLF on channel 38 transmitted from West Mountain in Lackawanna County. The WOLF channel 38 site was approximately 30 miles north of Penobscot Mountain, which is part of a mountain range that splits the Scranton DMA. Because Penobscot Mountain is one of the highest points in the market, the coverage of WOLF channel 38 was very poor to the south of Penobscot Mountain. This poor coverage created a significant competitive disadvantage for WOLF because the ABC, CBS and NBC

affiliates in the market all transmitted from Penobscot Mountain and thus had much better coverage in the southern part of the market.

4. For this reason, WWLF on channel 56 was operated as a satellite of WOLF. WWLF on channel 56 transmitted from Nescopeck Ridge which is approximately 15-20 miles southwest of Penobscot Mountain. WWLF provided a relatively good signal in the southern portion of the market.

5. In December 1995, Pegasus filed an application seeking to relocate the transmitter site of WWLF channel 56 to Penobscot Mountain. My understanding is that the application requested that the Federal Communications Commission waive its short-spacing rule that had previously prevented the proposed relocation. The Commission granted this application in early 1997 and a new transmitter facility was eventually constructed for WWLF on Penobscot Mountain in late 1998. Because the relocated WWLF on channel 56 now had far superior coverage to WOLF on channel 38, Pegasus decided to switch the WOLF call sign and the Fox affiliation to the channel 56 station (the new WOLF). Maps depicting the coverage of the new WOLF, the old WWLF and the old WOLF (now WSWB) are provided with this waiver exhibit as Figures 1, 2 and 3 respectively. Because the new WOLF on channel 56 had coverage that was competitive with the ABC, CBS and NBC affiliates on its own, the old WOLF operating on channel 38 was left to be separately-programmed. Pegasus sold the old WOLF on channel 38 to KB Prime Media in the summer of 1998 but continued to provide programming and management services to the station pursuant to the TBA. In late November 1998, the old WOLF on channel 38 began operating as WSWB, a new separately-programmed affiliate of the WB network.

6. When WSWB signed on the air as a separately-programmed station in late November 1998, it was carried on cable systems reaching only 100,000 subscribers in the market. By contrast, the total number of cable households in the market exceeded 460,000 at the time and WOLF's cable carriage reached approximately 460,000 subscribers.

7. One of the primary reasons for WSWB's limited cable coverage at the outset was its marginal and spotty signal south of Penobscot Mountain due to the mountainous terrain of northeastern Pennsylvania. Many cable systems were unable to receive an over-the-air signal from WSWB. Cable coverage was also complicated by the number of cable systems in the market. At the time, there were more than 40 different cable systems and over 70 headends in the market.

8. To address this coverage problem, WSWB installed so-called cut antennas at a number of cable headends in the southern part of the DMA. Unlike the typical broadband antenna used by cable systems to receive all local television stations, a cut antenna is tuned for a specific UHF frequency and can usually boost a received signal to an acceptable level for use by a cable system. The technology utilized in cut antennas had been greatly improved at or around the time WSWB commenced operations. In addition to the cut antennas, WSWB utilized microwave facilities to deliver an adequate signal to several southern headends.

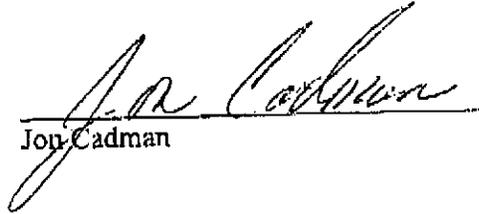
9. By August 1999, WSWB's cable carriage had increased to a total of 391,000 subscribers. Although this represented a 280,000 subscriber increase, WSWB was still at a significant competitive disadvantage because it was not available to approximately 70,000 cable subscribers in counties and communities that were part of the Nielsen Media Research sample universe. WSWB was also given very unfavorable channel position on many of these systems

that did carry it, including channels 38, 98 and 68. In addition to poor channel position, WSWB was impeded in its ability to compete because one of two out-of-market WB affiliates – WPIX(TV), New York, NY and/or WPHL(TV), Philadelphia, PA – were carried on most of the cable systems at the time. This out-of-market WB cable carriage problem continues to this day although WSWB has made some progress recently in reducing the number of cable systems carrying these stations.

10. Using the savings generated from the combined operation of WOLF and WSWB through the TBA, WSWB has been able to launch and continue to air its own local public affairs show called “For the Community.” This program has addressed a variety of issues of interest to the community, including childhood obesity, teen drug use, young adult voting and fitness. Absent the TBA efficiencies, WSWB would not have been able to afford to produce its own public affairs program. Most importantly, however, the TBA efficiencies have allowed an entirely new network affiliate to begin serving the Scranton market. If the duopoly waiver is granted, WSWB will air a new syndicated health show (“Your Life With Doctor Anna Marie”) that promotes health and fitness. In addition, WSWB will launch a new, quarterly public affairs program focusing on issues not covered by “For the Community,” such as the economy, farming and employment.

CERTIFICATION

I certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.


Jon Cadman

Date: May 4, 2004