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

In the Matter of )

Application for Consent to Assignment of the )  
Broadcast Station Licenses of )

File No. BAL-20140212AEG

WELM (AM), Elmira, NY (Facility ID 52120); )  
WLKY (FM), Elmira, NY (Facility ID 52122); )  
WOKN (FM), Southport, NY (Facility ID 47322); )  
WEHH (AM), Elmira Hts-Horsehds, NY )  
(Facility ID 55271); and )  
W273AC, W230BB, W229AS, and W229AR )

Accepted/Filed

APR 14 2014

FCC Office of the Secretary

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To: Secretary  
Attn: Chief, Audio Division, Media Bureau

**REPLY TO OPPOSITION TO  
JOINT PETITION TO DENY**

Reid Media Group, LLC ("RMG") and Community Broadcasters LLC ("Community", and, together with RMG, the "Petitioners"), by their attorneys , hereby jointly reply<sup>1</sup> to the Opposition to Petition to Deny (the "Opposition") submitted by Great Radio, LLC ("Great Radio" or "Applicant"), on April 2, 2014, in response to their Joint Petition to Deny dated March 21, 2014 (the "Petition"). In the above-captioned Application and in the Opposition, Applicant and its cohorts have displayed a regrettable disregard for the truth and have willfully misled the Commission in an effort to achieve what is clearly an impermissible concentration of ownership. As it is plainly not in the public interest to grant the proposed assignment, the Application must be DENIED.

<sup>1</sup> This Reply is timely filed pursuant to Sections 1.45(c) and 1.4 of the Commission's Rules.

### Summary

In their Petition, Petitioners demonstrated that Applicant's controlling principal, William "Bill" Christian, effectively holds an attributable, undisclosed interest in Sound Communications, Inc. ("Sound"), the licensee of six full-power radio stations in the Elmira-Corning, NY, market. In its Opposition, Applicant aggressively denies that Mr. Christian has any significant involvement in Sound's operations. As it turns out, though, Mr. Christian *has* had precisely such involvement, as demonstrated by the accompanying declarations of two separate former employees of Mr. Christian. As demonstrated in the prior Petition and herein, there is common influence and control over the supposedly independent media interests of Mr. Christian and his wife, Paige Christian, sufficient to rebut the presumption against spousal attribution to prove that Mr. Christian and his company, and Mrs. Christian and her company, are currently in violation of the multiple ownership rules. Together with these extant violations, the Application *undeniably* violates the Commission's radio multiple ownership and television-radio cross-ownership rules.

Moreover, it is now demonstrably unambiguous that the Applicant and its principal, Bill Christian, as well as Paige Christian (an officer of a Commission licensee) and their employee James Evans, misrepresented facts and lacked candor in statements to the Commission regarding attribution, station control and common influence. As demonstrated herein, there is more than sufficient evidence to lead ineluctably to the conclusion that the Application is inconsistent with the Commission's restrictions on multiple ownership and licensee character qualifications, and contrary to the public interest. The Application, therefore, must be DENIED.

## Facts

### **1. Bill Christian is the *de Facto* Manager and Operator of Sound Communications.**

The attached sworn declarations of former employees of Vision Communications, LLC (“Vision”) provides the Commission with a first-hand account of the true inner workings of Vision — owned and operated by Mr. Christian — and Sound Communications, LLC (“Sound”), which is purportedly independently managed and operated by Mr. Christian’s wife, Paige. Contrary to Mr. and Mrs. Christian’s statements in the Opposition, after Sound purchased the six-station Elmira-Corning, NY, cluster in 2010, Mr. Christian, not Mrs. Christian, exercised daily managerial and operational control over the Sound radio stations, operating them as a joint venture with Vision’s television stations. Mr. Christian encouraged the sales staffs of the two entities to share information and to pitch the availability of advertising time on the other entity’s “sister stations”. Mr. Christian traveled with salespersons from Vision and Sound as a unit to client meetings in the region, and Mr. Christian represented the two entities as a joint venture at such meetings and in requests for proposal. Joint meetings of the staffs of Vision and Sound were held in Mr. Christian’s office, conveniently located not in the Vision studio and office but *between* the Vision and Sound studios. Mr. Christian even sought the assistance of Sound and Vision’s staffs in identifying potential office space to be used as a combined studio for the two licensees. Mr. Christian regularly chided Vision salespersons for not achieving targets met by Sound salespersons, and threatened to reassign clients from Vision to Sound staff. Finally, when Mr. Christian announced to the Pembroke Pines Elmira staff of the stations’ pending sale to Great Radio earlier this year, he specifically promoted the opportunities that would be afforded by the combining of the assets of Pembroke Pines Elmira, Vision *and* Sound. The evidence is

overwhelming that Bill Christian is the operational manager and “face” of Sound. *See Declarations of Alisa “Shelly” Rich and Jeffrey DiNardo*, attached.

## **2. Vision and Sound Share Information and Operations.**

It is also patently obvious that Vision and Sound staff routinely share proprietary information, particularly about current and proposed advertising rates, sales packages, and promotions. Despite the Applicant’s remonstrations to the contrary, the personal experiences of Ms. Rich and Mr. DiNardo demonstrate that the exchange of such information was routine and ordinary, and was encouraged and facilitated by Bill Christian. Mr. Christian was observed making programming decisions for Sound stations, as well directing Sound’s sales and marketing. Sound and Vision shared at least one management-level employee (Mr. Evans) and a staff-level employee, and many of Sound’s on-air talent provided voice work and news programming for Vision. Great Radio’s WCBA was operated from the Sound studio, not from the Vision main studio on E. Market Street as claimed in the Opposition and in the statements thereto. In short, while the operations of the two entities appear distinct by nature of their separate storefront studios and the claimed separate staffs, the real operations of the two entities are intermingled and presided over by Bill Christian. *Declarations of Alisa “Shelly” Rich and Jeffrey DiNardo*.

## **3. Paige Christian does not exercise control of Sound’s broadcast stations.**

Contrary to Mrs. Christian’s sworn statement that she is “involved in the day-to-day aspects associated with Sound’s broadcasting business”, the personal observations and experiences of Ms. Rich and Mr. DiNardo confirm that Paige Christian has little, if any, involvement with the daily operations of the Sound stations. If Mrs. Christian could be said to have involvement with *any* broadcast stations, it would be those licensed to Vision, as it is in the

Vision office where she has been observed working outside of her home. In fact, Mrs. Christian promotes herself on LinkedIn, a widely-used networking platform, as “Owner” and “V/P” of “Big Fox TV”. **Exhibit A**. “Big Fox TV” is the trade name of Vision television station WYDC. *See, e.g.,* <http://wydc-tv.com/programming.html>. Curiously, Mrs. Christian’s LinkedIn page makes no mention of any relationship to Sound or any of the Sound stations. Even if we accept some level of involvement, at best Mrs. Christian’s participation in the Sound stations is limited to some, but not all, of the financial aspects of the operations, as she handles the bookkeeping for both Vision and Sound – which duties do not include payroll. Mrs. Christian does not appear to exercise any authority over the day-to-day activities of the Sound broadcast stations with regard to programming, sales and marketing, or personnel.

In addition to her lack of actual daily management of the Sound stations, Paige Christian was not involved in the bidding process for the Olean stations. The Opposition acknowledges that Mr. Christian “assist[ed] in the negotiations for the acquisition and in the making of the financial arrangements” of the transaction described in File No. BAL-20140212AEC. Opposition, at 4. If that is not enough on its face to suggest the Mr. Christian has operational influence over Sound, his actions as an agent for Sound in the proposed acquisition certainly undermine the presumption against spousal attribution. More telling, however, is the fact that, throughout the due diligence and bidding process for stations at issue, Mrs. Christian was never included in the email correspondences from Richard Foreman or his agents to the potential bidders. As can be seen in copies of multiple emails, attached at **Exhibit B**,<sup>2</sup> regarding due diligence, terms, draft purchase documents, bid requirements and deadlines, Paige Christian was *never* an addressee; Bill Christian was. Paige Christian was not present at any of due diligence site tours; Bill

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<sup>2</sup> Certain details and attachments to these emails have been redacted as they contain confidential and/or proprietary information subject to non-disclosure agreements.

Christian, on the other hand, was there for them all. *See Declarations of James Leven and Bruce Mittman*, attached. If Mrs. Christian were the chief decision-maker and negotiator on behalf of Sound in the acquisition of the Olean stations, one would expect her to have participated in due diligence. At the bare minimum, one would expect she would have been engaged in the pertinent email exchanges regarding the bid process with the seller/broker.

Petitioners did not raise the prospect of Mrs. Christian's lack of participation in the Olean acquisition in the original Petition as they felt it was not directly related to the Elmira Application. However, as Applicant has – unprompted – declared that Mrs. Christian was leading the charge on the Olean acquisition, with Mr. Christian only serving as an “assistant”, it is only appropriate that Petitioners present the Commission with the full picture. It is suspect, to say the least, that neither of the Petitioners nor, to their knowledge, any of the other potential bidders were offered the option of purchasing the Elmira stations separately from the Olean station group. The fact that the final “bid” resulted in two bids – one for the Elmira group to one spouse, and the other for the Olean group to another spouse – suggests at the very least that the two spouses actively collaborated to create a smoke and mirrors arrangement that would appear, at least at first blush, to satisfy the Commission's multiple ownership rules.

#### **4. James Evans Misrepresented his Involvement with Vision Stations.**

As further demonstrated in the attached declarations of Ms. Rich and Mr. DiNardo, Mr. Evans misrepresented his involvement with Vision. He is known to have been, at least for a period of time, a manager of at least one of the Vision-licensed television stations while also serving as the general manager for the Sound radio stations. He was witnessed over a long period of time to have participated in meetings held by and for Vision personnel and to have spent a considerable amount of time regularly meeting and interacting with Bill Christian during the

business day. It is clear that Mr. Evans reported to Mr. Christian on matters relating to both Sound and to Vision, and that Paige Christian was not Mr. Evans' supervisor. This evidence of common station management is just further confirmation of the intermingling of the broadcast interests of Mr. and Mrs. Christian.

#### **5. Portrayal of Petitioners is a Disingenuous Attempt to Distract from the Truth.**

The Opposition is correct that an affiliated entity of RMG – Titan Radio LLC – previously provided programming to the stations subject to the Application under a time brokerage agreement, and also previously had entered into a purchase agreement to acquire those stations. Titan (RMG) and Community also acknowledge that they were bidders on the Elmira and Olean station groups being sold by Richard Foreman in his capacity as receiver. Both parties further accept that they were not the highest bidder on the stations and therefore were not selected as the proposed assignee.<sup>3</sup> Being unsuccessful in a bid for a station, however, does not preclude a party from making the Commission aware of facts regarding rule violations and licensure disqualifications of the winning bidder.

#### **Argument**

Effective regulation depends on the information licensees provide to the Commission. *See, e.g., Leflore Broadcasting Co., v. FCC*, 636 F.2d 454, 461 (D.C. Cir. 1980). Making false or fraudulent statements to the federal government in any forum is a criminal offense, 18 U.S.C. § 1001, so it is no surprise that “misrepresentation and lack of candor in an applicant’s dealings with the Commission [are treated] as serious breaches of trust.” *Policy Regarding Character Qualifications in Broadcast Licensing*, 102 F.C.C.2d 1179, 1211 (1986). Moreover, “it is well

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<sup>3</sup> Contrary to the claim in the Opposition, however, Mr. Foreman did not afford Community an opportunity to increase its bid between January 27 and January 29, 2014. *See Declarations of James L. Leven and Bruce Mittman*.

recognized that the Commission may disqualify an applicant who deliberately makes misrepresentations or lacks candor in dealing with the agency.” *Schoenbohm v. FCC*, 204 F.3d 243, 247 (D.C. Cir. 2000). Even material omissions of information in representations to the Commission can result in disqualification. *Swan Creek Communications v. FCC*, 39 F.3d 1217, 1222 (D.C. Cir. 1994).

The Commission defines misrepresentation as “an intentional misrepresentation of fact intended to deceive.” *Id.* Intent can be inferred when the surrounding circumstances clearly show the existence of intent to deceive. *M&M Broadcasters, Ltd.*, 25 FCC Rcd 4942, 4946 (2010). Lack of candor has been deemed to include not only providing false information but also “concealment, evasion or other failure to be fully informative accompanied by an intent to deceive.” *Kay v. FCC*, 396 F.3d 1184, 1189 (D.C. Cir. 2005) (quoting *Trinity Broad. of Fla., Inc.*, 10 FCC Rcd. 12020, 12063 (1995)). Lack of candor is also found when an applicant breaches its duty to be fully forthcoming as to all facts and information relevant to a matter before the FCC. *Swan Creek Communications v. FCC*, 39 F.3d 1217, 1222 (D.C. Cir. 1994); *Silver Star Communications-Albany, Inc.*, 3 FCC Rcd. 6342, 6349 (Rev. Bd. 1988).

Applicant certainly had motivation to conceal the true nature of Mr. Christian’s influence and control over Sound’s radio stations because, where the media interests of spouses are subject to common influence or control, their media interests will be attributed to one another. *Clarification of Commission Policies Regarding Spousal Attribution*, 7 FCC Rcd 1920, 1923 (1992). It is indisputable that the unvarnished truth would have required attribution to Mr. Christian of a cognizable interest in the six full-power radio stations licensed to Sound. Even accounting for the proposed divestiture of WCBA, the Sound attributable interests alone would disqualify Mr. Christian from acquiring additional radio interests in the market, as Section



73.3555(a)(1)(iii) of the Commission's Rules restrict a single person or entity's cognizable interests in licenses of not more than 6 commercial radio stations in total in a radio market the size of Elmira-Corning, NY (15-29 full-power stations).

Applicant had even greater incentive to disclaim attribution of the Sound stations to Mr. Christian, as such disclosure would fundamentally call into question Great Radio, LLC's qualifications to be the current licensee of WCBA(AM). Combined with his interests in Sound, WCBA is Mr. Christian's *seventh* radio station interest in the market, a flagrant violation of the Commission's multiple ownership rules. Worse still, Mr. Christian's attributable interests in these seven stations and one full-power television station in the same market is a gross violation of the Commission's radio-television cross-ownership rules, which, according to the Applicant's own analysis of the market, would limit Mr. Christian to cognizable interests in not more than one TV and *four* radio stations in the market. *See* Application at Exhibit 17; *see also* 47 U.S.C § 73.3555(c)(2)(B)(ii).

By going out of its way in the exhibits to the Application to distance Mr. Christian from Sound's operations and disclaim any spousal attribution via Mrs. Christian's non-disclosed but clearly attributable interests in Sound, the Applicant displayed a willful intent to deceive the Commission in order to achieve a prohibited concentration of ownership. Mr. and Mrs. Christian, with support from Mr. Evans (no doubt at the direction of Mr. Christian), compounded this fraud on the Commission in factually inaccurate sworn statements attached to the Opposition. In doing so, Applicant, a current Commission licensee and regulatee, violated Section 1.17 of the Commission's rules proscribing standards for truthfulness in statements of fact made to the Commission. 47 C.F.R. § 1.17.

### Conclusion

The Application fails to disclose the full nature and extent of the attributable media interests of the principal of the proposed assignee and his wife. The Application therefore fails to rebut the spousal attribution presumption and violates the Commission rules on local radio ownership and radio-television cross-ownership. As demonstrated herein and in the prior Petition, there is more than sufficient evidence to make a *prima facie* showing that grant of the Application is inconsistent with the Commission's restrictions on multiple and cross-ownership. Moreover, the personal experiences and observations of former employees, in addition to the personal observations and experiences of James Leven and Randy Reid, substantiate that Applicant has engaged in brazen deception and willful misrepresentation. Such callous disregard for the truth and the integrity of the Commission's rules prove that Applicant and Mr. and Mrs. Christian individually do not possess the character qualifications to be broadcast licensees. In light of the foregoing, grant of the Application is plainly contrary to the public interest. The Petition should therefore be GRANTED and the Application DENIED.

April 14, 2014

Respectfully submitted,

**REID MEDIA GROUP LLC**

and

**COMMUNITY BROADCASTERS LLC**

By: 

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## CERTIFICATE OF SERVICE

I, Kimberly Aliotte, a secretary with the law firm of Fletcher, Heald & Hildreth, PLC, hereby state that a true copy of the REPLY TO OPPOSITION TO JOINT PETITION TO DENY was served by first class mail, postage prepaid, unless indicated otherwise, this 14<sup>th</sup> day of April, 2014, to the following:

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\_\_\_\_\_  
Kimberly Aliotte

\*By Hand Delivery

## DECLARATION OF ALISA "SHELLY" RICH

I, Alisa "Shelly" Rich, do hereby declare under penalty of perjury, that:

1. I am a sales account executive and have been employed in broadcast advertising sales in the Elmira-Corning, NY market for more than a decade.
2. I was employed by Vision Communications, LLC, from approximately October 2009 to March 2011 as an account executive in advertising sales. My place of employment was the WYDC-TV main studio and office located at 33 E. Market Street, Corning, NY. Bill Christian was the owner and my ultimate superior. I left my employment here voluntarily upon determining that I was better suited for radio sales, which I had done previously.
3. I was employed by Pembroke Pines Elmira, Ltd. from March 2011 to March 2014 as an account executive in advertising sales for the Elmira radio station group located at 1705 Lake Street, Elmira, NY. I left my employment here voluntarily.
4. I am currently an account executive employed by Community Broadcasters LLC, doing sales for radio stations in the Elmira-Corning market.
5. I have reviewed the application submitted by Great Radio and Mr. Christian to acquire the four radio stations currently licensed to Pembroke Pines Elmira, Ltd. and I believe, based on my own personal experiences and observations, that Mr. Christian's representations regarding his involvement with the Sound stations are inaccurate.
6. I am providing this statement of my own free will and have not been given or promised compensation in exchange for my statement.
7. During my tenure as an account executive at Vision Communications, I was responsible for selling advertising time on WYDC-TV. I attended weekly meetings of the sales staff of Vision. In 2010, a company named Sound Communications, LLC, purchased six radio stations in the Elmira-Corning market. Those six stations were WENY(AM), WENY-FM, WENI(AM), WENI-FM, WGGM and WCBA. At the time of that transaction, despite the fact that Mr. Christian supposedly had no direct interest in Sound Communications, Mr. Christian convened a meeting of the Vision staff at which he advised me and other members of the Vision staff that "we" had acquired the radio stations in what I understood to be a joint venture between Sound and Vision. Sound's studio and business offices were located at 21 E. Market Street in Corning, three doors down (and in the same general building complex) as Vision's offices.
8. Following the closing on Sound's purchase of the six radio stations, I and other members of Vision's sales staff were personally encouraged by Mr. Christian to let clients know about the availability of advertising opportunities on the Sound radio stations and to share information about our clients with either Mr. Christian or with the Sound sale staff directly. Mr. Christian instructed Vision sales staff at first to refer to the Sound radio stations as WYDC's "sister" stations. Later, he told us to call them "cousin" stations when talking with agencies and clients, rather than "sister" stations.

9. During the seven and a half months of my employment with Vision after the Sound acquisition, I personally observed the sales staffs of Vision and Sound routinely exchanging information about potential clients, requests for proposals, and avails, all at the direction and with the encouragement of Mr. Christian.

10. Mr. Christian would also attend meetings at agencies accompanied by both a Sound salesperson and a Vision salesperson. While I never attended one of these meetings, I often witnessed the group leave and return together, and I was present when oral reports of the results of these meetings were made to the rest of the staff afterward. It was made clear to me that Sound and Vision were presented as a joint venture in these meetings. During the course of my employment with Vision I also observed on multiple occasions that Mr. Christian was in charge of final approval of RFPs and rates and avails from agencies in which the two entities participated as a joint venture.

11. Although the front entrances for the Vision and Sound studios are separated by two storefront businesses on E. Market Street, the staffs of Vision and Sound typically walked back and forth between the two studios from the back doors of the building throughout the day. Mr. Christian's office was, and I believe still is, located along the rear of the building between the two studios. After Sound acquired the radio stations, joint meetings of Sound and Vision staff were sometimes convened by Mr. Christian and held in his office. I attended a number of such meetings, during which strategic sales and promotional planning for Sound and Vision stations were discussed. During these meetings, Mr. Christian issued directives to the sales staffs of both Sound and Vision with respect to the sales activities of both Sound and Vision.

12. I am aware of at least one staff person who was shared by Sound and Vision during the time I was there.

13. Not long after Sound's acquisition of the stations, Mr. Christian asked Vision and Sound staff to let him know if they became aware of any larger space for rent or purchase that might serve as a joint main studio for the radio and television operations. He made statements about how one set of utility bills rather than two would save "us" money.

14. Contrary to Mr. Evan's statement that he has no involvement with any of the Vision operations, Jamie Evans was the operations manager of Class A television station WBGT in Rochester, NY, licensed to and owned by Vision. After the acquisition and becoming the general manager of the Sound stations, Mr. Evans also continued his role with WBGT and continued to be at the Vision offices on a regular basis. Mr. Evans was sometimes present both at Vision meetings and at meetings that were jointly held for Vision and Sound staffs. It was my understanding that Mr. Evans reported to Mr. Christian with regard to work for both Vision and Sound.

15. Based on my interactions with and observations of Sound's operations, Paige Christian was not a manager of the Sound radio stations. Mr. Christian was the head of day-to-day operations of Sound's stations and the decision-maker for personnel. All of Sound's orders for ad time that were not approved by Jamie Evans were approved by Mr. Christian, not Mrs. Christian. It is my belief that Paige Christian has no understanding of, involvement in, or management of the sales or programming aspects of Sound's operations. Mrs. Christian did the bookkeeping for Vision, working primarily from her home and coming to the Vision office only occasionally, usually for special events. Mr. Christian often joked in the office that, despite the fact that she did all of the bookkeeping for Vision, Mrs. Christian was not paid for her work for Vision.

16. I was present at the Pembroke Pines Elmira main studio earlier this year when Bill Christian and Richard Foreman (the court-appointed receiver for the Pembroke Pines Elmira stations) jointly announced to the Pembroke Pines staff the sale of the Pembroke Pines Elmira radio stations to Mr. Christian's Great Radio. Mr. Christian expressed to the Pembroke Pines Elmira staff that one of the exciting things about this deal would be the combination of the shared assets of Vision and Sound with Pembroke to create something of a one-stop-shop for radio and TV advertising sales in the Elmira-Corning market.

Executed on this \_\_\_\_ day of April, 2014.

  
Alisa "Shelly" Rich

## DECLARATION OF JEFFREY DINARDO

I, Jeffrey DiNardo, do hereby declare under penalty of perjury, that:

1. I was employed by Vision Communications, LLC ("Vision"), as an account executive from September 2003 to November 2011. In that role, I handled national, regional and local accounts for WYDC-TV. My place of employment was the WYDC-TV main studio and office located at 33 E. Market Street, Corning, NY. William "Bill" Christian was the owner and my ultimate superior. I left my employment with Vision voluntarily and have not worked in the broadcast industry since 2011.

2. I have reviewed the sworn declarations of Bill Christian, Paige Christian, and James "Jamie" Evans submitted to the FCC in conjunction with an "Opposition to Joint Petition to Deny" by Great Radio LLC dated April 2, 2014. I believe, based on my own personal experiences and observations, that certain representations by these individuals are inaccurate.

3. I am providing this statement of my own free will and have not been given or promised compensation in exchange for my statement.

4. In 2010, a company named Sound Communications, LLC ("Sound"), purchased six radio stations in the Elmira-Corning market. Those six stations were WENY(AM), WENY-FM, WENI(AM), WENI-FM, WGGM and WCBA. It was my understanding, based on comments made at the time by Mr. Christian about terms of the deal, including the purchase price, that Mr. Christian was actively involved in, if not leading, the negotiation for the acquisition. Upon Sound's signing of the purchase agreement for the stations, Mr. Christian convened a meeting of the Vision staff at which he, along with Paige Christian, advised me and other members of the Vision staff that "we" had acquired the radio stations in what I understood to be a joint venture between Sound and Vision. Immediately after this announcement, the Vision staff joined the Sound staff at the Sound stations' studio for a party to celebrate the acquisition. Sound's studio and business offices were located at 21 E. Market Street in Corning, three doors down (and in the same general building complex) from Vision's studio.

5. Although the front entrances for the Vision and Sound studios are separated by two storefront businesses on East Market Street, Mr. Christian's office was, and I believe still is, located along the rear of the building between the two studios. I personally observed both Sound and Vision staff entering and exiting Mr. Christian's office on a regular basis.

6. Contrary to Mr. Evans' statement that he has no involvement with any of the Vision operations, Jamie Evans was the operations manager of Class A television station WBGT in Rochester, NY, licensed to and owned by Vision. Mr. Evans traveled to the Rochester main studio at least once per week during, at least, the last 8 months of my employment at Vision. I have knowledge that Mr. Evans has held this position through at least March 2014. Mr. Evans set the advertising rates, created or approved advertising packages for WBGT, and set goals for the sales staff of the station, among his other duties. I do not know if Mr. Evans was paid a salary by Vision for his management of WBGT, but I know he received a percentage of the monthly sales revenue from that station.

7. Beginning at least at the point of the acquisition of the six radio stations, Jamie Evans was also the general manager of the Sound stations. While I believe he primarily worked out of the Sound offices, Mr. Evans was present at the Vision offices on a regular basis, particularly in the immediate timeframe after the Sound stations acquisition. I also observed Mr. Evans entering and exiting Mr. Christian's offices on a regular basis. It was my understanding that Mr. Evans reported to Mr. Christian with regard to work for both Vision and Sound.

8. Throughout my tenure at Vision, I regularly attended sales meetings and other meetings of Vision staff which were presided over by Bill Christian in Mr. Christian's office. Jamie Evans, in his capacity as both the general manager of Sound as well as the manager of WBGT-CA, was present at these meetings from time to time. At times, Sound sales staff, such as Bob Quick and Scott Benjamin, also attended these meetings. Scott Benjamin is the Sales Manager of Sound. Joint meetings of Sound and Vision staff were sometimes convened by Mr. Christian and held in his office. I attended a number of such meetings, in all of which Mr. Christian issued directives to the sales staffs of both Sound and Vision with respect to the sales activities of both Sound and Vision. At these meetings, Mr. Christian regularly referred to Vision and Sound in the collective, using the words "we" and "our" to refer to the operations of the two entities.

9. I can recall at least one specific example of a meeting in which Sound and Vision staff were present and the resources of one team were used to assist the other. In the planning for Sound's Crystal City Brewfest promotional event, a joint meeting of Vision and Sound sales staff was held. With Sound staff and Bill Christian present, I made a call to a WYDC client, Seneca Beverage, with whom I had a business relationship. I was asked to make this call to assist the Sound salesman who had not been successful in getting a meeting with the client.

10. Following the closing on Sound's purchase of the six radio stations, I and other members of Vision's sales staff were personally encouraged by Mr. Christian to tell our customers that we could service all of their needs – TV and radio. Mr. Christian instructed Vision sales staff at first to refer to the Sound radio stations as WYDC's "sister" stations. Later, he told us to call them "cousin" stations when talking with agencies and clients, rather than "sister" stations.

11. During the more than one year period of my employment with Vision after the Sound acquisition, I personally observed the sales staffs of Vision and Sound routinely exchanging information about current and potential clients, requests for proposals, and avails, all at the direction of and with the encouragement of Mr. Christian. For example, if an agency called to place a buy with WYDC, the Vision sales rep (myself included) or Mr. Christian himself would then tell the sales staff at Sound so they could contact the same agency. Sometimes I would learn of Vision account information being shared with Sound by Bill Christian after the fact because the Sound rep would call me as a follow-up to get information about the client.



12. When it came to collections and billing, Mr. Christian, pretty much on a daily basis, compared the sales staff of Sound and Vision. For example, when a Vision client was behind, not paying enough, or not paying at all, and Sound got a payment or a bigger payment than WYDC from that client, Mr. Christian would be angry at the Vision sales rep and say maybe he should let the rep for Sound handle it for both. This would be the same for billing as well. Mr. Christian routinely asked Vision sales staff why Sound sales people were achieving greater collection and account realization rates, and Mr. Christian routinely suggested that perhaps he should take some of these duties away from Vision staff and reassign them to the Sound staff because they seemed better at the task.

13. Mr. Christian would also attend meetings at agencies accompanied by both a Sound salesperson and a Vision salesperson. While I never attended one of these meetings, I often witnessed the group leave and return together, and I was present when oral reports of the results of these meetings were made by Mr. Christian and/or the staff members to the rest of the staff afterward. It was made clear to me that Sound and Vision were presented as a joint venture in these meetings. During the course of my employment with Vision I also observed on multiple occasions that Mr. Christian was in charge of final approval of RFPs and rates and avails from agencies in which the two entities participated as a joint venture.

14. When Sound acquired radio station WKPQ in 2011, Mr. Christian announced the acquisition at a Vision staff meeting, boasting that "we" now reached all the way to Hornell. I understood this to mean that WKPQ was being absorbed into the joint venture of Vision and Sound, although it was to be licensed to Sound. It was also my understanding that, although WCBA(AM) was supposedly spun off from Sound to Great Radio LLC to allow WKPQ to be acquired by Sound, there was no fundamental change in the operation of WCBA, which continued to be operated out of the Sound studio, not the Vision studio, as claimed by Mr. Christian in his statement.

15. Many area events and promotions were jointly sponsored by WYDC-TV and one or more of the Sound stations. For example, the Crystal City Brewfest was a Sound promotional event but also promoted WYDC as a "sister" station. Despite it being a Sound event, Mr. Christian personally oversaw the creation of the event logo and the production of promotional materials. I recall this because Mr. Christian was very vocal about being extremely proud of his work on this and the fact that he had found a cheap overseas vendor, which he later hired to do other promotional materials for Vision and Sound.

16. Around the time of the acquisition of the Sound stations, Mr. Christian also specifically discussed with me and others his desire to change WYDC's radio partners for "Twin Tiers Idol" event to the Sound stations. Twin Tiers Idol is a promotion I created and oversaw at Vision until it left the Arnot Mall. Twin Tiers Idol was a massively successful local spin-off of American Idol that has a local talent competition segment as well as concerts by past American Idol stars. Mr. Christian discussed this matter with me in what I perceived to be him acting as a representative of both Sound and Vision.

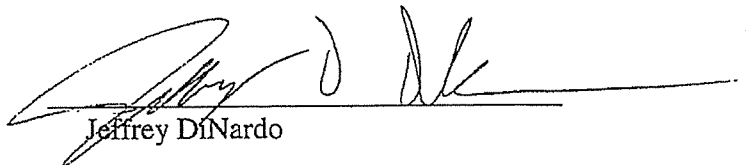
17. I am aware of at least one staff person who was shared by the Sound and Vision stations during the time I was there. This person, whose name I recall as Shila, did the traffic for both entities but spent most of her time in the Vision studio while being paid by Sound. Also, Sound on-air talent did much of the voice-over work for Vision commercials and promos, and even did the WYDC news at times. All of these people took orders from Bill Christian.

18. Around the time of the Sound acquisition, Mr. Christian began talking about constructing a new building to house Vision's television and Sound's radio stations under one roof. He also asked Vision staff to let him know if they became aware of any larger space for sale that might serve as a joint main studio for the radio and television operations. Mr. Christian also discussed possibly moving the WYDC operations into the Sound studios to consolidate operations.

19. For the last year or so of my employment with Vision, I and many of my colleagues worried about our job security, as we perceived most of Mr. Christian's time being devoted to the Sound stations rather than the Vision television operations. It was our impression that many of Vision's financial resources were also being diverted to the Sound operations. My colleagues and I often would discuss these perceptions, as we were worried Mr. Christian might sell the television station to focus on radio.

20. Based on my interactions with and observations of Sound's operations, Paige Christian was not a manager of the stations. Mrs. Christian primarily handled accounts receivable bookkeeping from her home and would come to the office only occasionally. When she did, she would spend her time in the Vision offices, not Sound's. Based on my personal observations, Mr. Christian was the head of day-to-day operations of Sound's stations and the decision-maker for personnel. I personally observed Mr. Christian, not Mrs. Christian, consulting with Mr. Evans about Sound operational matters such as the setting of advertising rates and programming decisions. It was my understanding that Mr. Christian had the final say on decisions for the Sound stations. It is my belief that Paige Christian has no understanding of, involvement in, or management of the sales or programming aspects of Sound's operations.

Executed on this \_\_\_\_ day of April, 2014.

  
Jeffrey DiNardo

## DECLARATION OF JAMES L. LEVEN

I, James L. Leven, do hereby declare under penalty of perjury, that:

1. I am President and Chief Executive Officer of Community Broadcasters LLC ("Community").

2. In January 2014, I and my partner, Bruce Mittman, participated on behalf of Community in due diligence events, meetings, and phone and email communications with Richard Foreman (or his agent and local station manager, Ray Ross), in advance of the submission of a bid to purchase certain of the radio stations licensed to Pembroke Pines Elmira, Ltd. and Pembroke Pines, Inc.

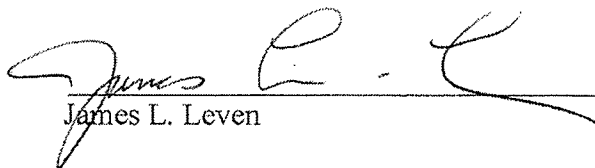
3. I understood that all potential bidders of the stations were included in the "addressee" line on the emails sent to me providing information regarding due diligence and instructions for bidding. Paige Christian was not included on any of the emails I received regarding this matter. Bill Christian, however, was included on all of these emails. The emails provided in conjunction with the attached "Reply to Opposition to Petition to Deny" are representative of the emails I received. I am the "Jim" listed in the "To:" lines.

4. I do not recall and have no record of Paige Christian ever having participated in any of the events, phone calls or meetings regarding the stations up for bid. Bill Christian was present at most, if not all, of these events, meetings and phone calls.

5. On January 24, 2014, I and other potential bidders attended a due diligence tour of the Salamanca and Olean stations' facilities led by Ray Ross on behalf of Richard Foreman. We were invited to participate in this event by Richard Foreman. Bill Christian was present for this site tour; neither Paige Christian nor any person identified as an agent of Sound Communications was present.

6. Contrary to the statement made by Mr. Foreman, Community was not offered by Mr. Foreman an opportunity to raise its bid after it submitted its final bid on the deadline, January 27, 2014.

Executed on this 16<sup>th</sup> day of April, 2014.

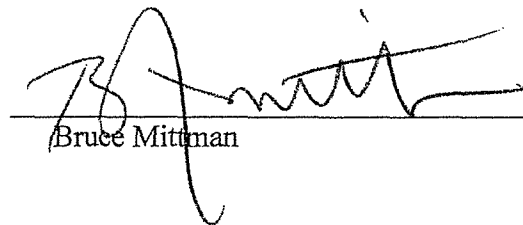
  
James L. Leven

## DECLARATION OF BRUCE MITTMAN

I, Bruce Mittman, do hereby declare under penalty of perjury, that:

1. I am Chief Operating Officer of Community Broadcasters LLC ("Community").
2. In January 2014, I and my partner, Jim Leven, participated on behalf of Community in due diligence events, meetings, and phone and email communications with Richard Foreman (or his agent and local station manager, Ray Ross), in advance of the submission of a bid to purchase certain of the radio stations licensed to Pembroke Pines Elmira, Ltd. and Pembroke Pines, Inc.
3. I understood that all potential bidders of the stations were included in the "addressee" line on the emails sent to me providing information regarding due diligence and instructions for bidding. Paige Christian was not included on any of the emails I received regarding this matter. Bill Christian, however, was included on all of these emails. The emails provided in conjunction with the attached "Reply to Opposition to Petition to Deny" are representative of the emails I received.
4. I do not recall and have no record of Paige Christian ever having participated in any of the events, phone calls or meetings regarding the stations up for bid. Bill Christian was present at most, if not all, of these events, meetings and phone calls.
5. On January 24, 2014, I and other potential bidders attended a due diligence tour of the Salamanca and Olean stations' facilities led by Ray Ross on behalf of Richard Foreman. We were invited to participate in this event by Richard Foreman. Bill Christian was present for this site tour; neither Paige Christian nor any person identified as an agent of Sound Communications was present.
6. Contrary to the statement made by Mr. Foreman, Community was not offered by Mr. Foreman an opportunity to raise its bid after it submitted its final bid on the deadline, January 27, 2014.

Executed on this 11 day of April, 2014.

  
Bruce Mittman

## **EXHIBIT A**

Letter from Bar Counsel? - Don't face the Maryland Attorney Grievance Commission alone. We will help. | [Read More »](#)

## Paige Christian

Owner, Big Fox TV  
Elmira, New York Area | Broadcast Media  
Current Big Fox TV

Connect

Send Paige InMail

31  
connections

[www.linkedin.com/pub/paige-christian/2b/1a1/335](http://www.linkedin.com/pub/paige-christian/2b/1a1/335)

### Background

### Experience

#### V/P

Big Fox TV

#### Owner

Big Fox TV

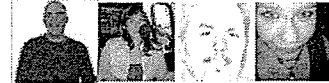
### Connections

Shared (1)



Mark Denbo 1st  
Of Counsel at Smithwick & Belendiuk, P.C

### People Similar to Paige



Ken Brophy 3rd  
Creative Energy Multimedia - PTR Tennis Pro  
Connect

### Ads You May Be Interested In



RichDad Edu Washington DC  
Free Rich Dad Financial  
Workshops. Coming 4/22-4/26.  
Sign Up Today!



Professional Women Only  
Apply Now to the National  
Association of Professional  
Women. Register Free



Virginia Attorney Needed  
We need Virginia attorneys to  
help our legal clients. View  
cases today.

### People Also Viewed



Joe Willig  
Manager at Dresser-Rand



Jeffrey Tarkett  
Electrician at IBEW 139



Marta Canfield  
Family Medicine Resident at Family  
Medicine



Nicholas Dorland  
Intern at Fellowship Reformed Church



Joe Willig  
Sr. Project Dev. Engr. at Dresser-Rand  
Company

Lindsey Porter  
Management Intern at Wegmans Food  
Markets

Anne Uncapher  
Professor at SUNY Broome

William Hunter  
Biology Teacher at Fillmore Central  
School District

Amy Harrington  
Independent Education Management  
Professional

Linda Brooks  
Administrative Assistant at Corning  
Incorporated

▼ Search for people, jobs, companies, and more...



How You're Connected<sup>5</sup>

1



Home

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Interests

You

Business Services

Upgrade

Mark Denbo

Paige Christian  
Get introduced ▶

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## **EXHIBIT B**



## Davina S. Sashkin

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**From:** Jim Leven [jim\_leven@commbroadcasters.com]  
**Sent:** Thursday, April 10, 2014 3:10 PM  
**To:** Davina S. Sashkin  
**Subject:** FW: PPE/PPI SALE TRANSACTION Version 1.0  
**Attachments:** PP ELM Customer Billing History 2012 & 2013 (2).xls; PP ELM Customer Billing History Report\_CASH only\_2012 (4).xls; PP ELM Customer Billing History Report\_CASH only\_2013 (5).xls



Community Broadcasters, LLC

James L. Leven  
President and Chief Executive Officer  
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[www.commbroadcasters.com](http://www.commbroadcasters.com)

**From:** Dick Foreman [mailto:raf@rafamedia.com]  
**Sent:** Sunday, January 19, 2014 12:56 PM  
**To:** Jim Leven; Bruce Mittman; Paul Homer; Randy Reid; [tfreeman@stny.rr.com](mailto:tfreeman@stny.rr.com); Kevin Lilly; Bill Christian  
**Cc:** Ray Ross  
**Subject:** PPE/PPI SALE TRANSACTION Version 1.0

The initial package of due diligence materials is contained in the following link:

[https://www.dropbox.com/\[REDACTED\].pdf](https://www.dropbox.com/[REDACTED].pdf)

Each day, as other materials are added, you will be updated with a refreshed link containing the latest added documents, which will be highlighted in the version update summary.

Supplementing the enclosed link appended to this email is a detailing of Elmira billing, by advertiser and monthly billing for 2012 and 2013, as well as a detailing of the Elmira billing by month, by client for 2013.

It's anticipated that no later than this Tue, 1/21, the Asset Purchase Agreement and LMA will be provided. It is perceived these documents will be signed by the purchaser with little or no change.

This Thursday (1/24) the tech due diligence review will be conducted by my associate Ray Ross (607 759-2978 - [rayross@yahoo.com](mailto:rayross@yahoo.com)). The tour will commence from the Elmira studio/office location (1705 Lake Street, 14901) at 930a and will broadly reference the following timetable:

930-11a - Elmira

11a-1p - drive to Olean

130p - Olean tour (til completion)

At present we are not planning to visit the Salamanca tower locations; if anyone is desirous of reviewing those towers sites---that can be arranged.

For logistical and confirmation purposes, by return email, please provide Mr. Ross and myself with the name and cell phone of those wishing to attend the tech due diligence review this Thursday.

Please contact me directly with any questions or further needs.

Thx & Regards,

Richard A. Foreman  
PPE/PPI, Receiver

Richard A. Foreman  
President  
RICHARD A. FOREMAN ASSOCIATES, INC.  
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EMail: [RAF@rafamedia.com](mailto:RAF@rafamedia.com)

Telephone: 203 327-2800  
Facsimile: 203 967-9393  
Cell/Text: 914 261-5005  
SatPhone: 011 8816-315-61777

**Davina S. Sashkin**

---

**From:** Randy Reid [reidmediagroup@gmail.com]  
**Sent:** Friday, April 04, 2014 10:09 AM  
**To:** Davina S. Sashkin  
**Subject:** FW: PPE/PPI SALE TRANSACTION - Ver 1.1  
**Attachments:** Pembroke Tower Information.pdf; Salamanca Studio Inventory.pdf; Salamanca Transmitter Inventory.pdf; Elmira Staffing.pdf; Olean Staffing.pdf

**From:** Dick Foreman [mailto:raf@rafamedia.com]  
**Sent:** Tuesday, January 21, 2014 2:48 PM  
**To:** jim leven; Bruce Mittman; Paul Homer; Randy Reid; [tfreeman@stny.rr.com](mailto:tfreeman@stny.rr.com); Kevin Lilly; Bill Christian; Alex Berkett  
**Cc:** Ray Ross  
**Subject:** PPE/PPI SALE TRANSACTION - Ver 1.1

Below is the link updated with the attached materials:

<https://www.dropbox.com/████████████████████.1pdf>

- 1) Tower information
- 2) Salamanca studio/transmitter equipment
- 3) Elmira personnel description
- 4) Olean personnel description

Pls call with any questions or further needs.

Thx & Rgds,  
d

Richard A. Foreman  
President  
RICHARD A. FOREMAN ASSOCIATES, INC.  
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Stamford, CT 06902-2210  
[www.rafamedia.com](http://www.rafamedia.com)  
EMail: [RAF@rafamedia.com](mailto:RAF@rafamedia.com)

Telephone: 203 327-2800  
Facsimile: 203 967-9393  
Cell/Text: 914 261-5005  
SatPhone: 011 8816-315-61777

## Davina S. Sashkin

---

**From:** Jim Leven [jim\_leven@commbroadcasters.com]  
**Sent:** Thursday, April 10, 2014 3:07 PM  
**To:** Davina S. Sashkin  
**Subject:** FW: UPDATE/Tour--Update Version 1.2  
**Attachments:** ELMIRA\_dd\_.doc



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[www.commbroadcasters.com](http://www.commbroadcasters.com)

---

**From:** [JLeven1672@aol.com](mailto:JLeven1672@aol.com) [mailto:[JLeven1672@aol.com](mailto:JLeven1672@aol.com)]  
**Sent:** Tuesday, January 21, 2014 4:13 PM  
**To:** [jim\\_leven@commbroadcasters.com](mailto:jim_leven@commbroadcasters.com)  
**Subject:** Fwd: UPDATE/Tour--Update Version 1.2

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From: [raf@rafamedia.com](mailto:raf@rafamedia.com)  
To: [jleaven1672@aol.com](mailto:jleaven1672@aol.com), [bmittman@mittcom.com](mailto:bmittman@mittcom.com), [PHomer@northwoodventures.com](mailto:PHomer@northwoodventures.com),  
[reidmediagroup@gmail.com](mailto:reidmediagroup@gmail.com), [tfreeman@stny.rr.com](mailto:tfreeman@stny.rr.com), [kevin@lillytv.com](mailto:kevin@lillytv.com), [bchristian@wydctv.com](mailto:bchristian@wydctv.com)  
CC: [rayross@yahoo.com](mailto:rayross@yahoo.com)  
Sent: 1/21/2014 3:09:08 P.M. Eastern Standard Time  
Subj: UPDATE/Tour--Update Version 1.2

The attached information provides additional information on the technical ddil tour for this Friday.

The latest update of the due diligence data (version 1.2) is also available using the following link:

<https://www.dropbox.com/...f.pdf>

Pls contact me with any questions or needs.

Thx!

Rgds,

d

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SatPhone: 011 8816-315-61777

**ELMIRA/OLEAN DUE DILIGENCE TOUR – Friday, January 24th**

We will be walking through the studio building in Elmira, and allowing a visual inspection of the various pieces of equipment there.

My responses will be limited to physical equipment only.

I will be answering questions, and deferring questions on the transaction to Richard Foreman.

We will be visiting the Crane Road Tower site in Horseheads, and the transmitters and tower currently in use on behalf of WOKN-FM and WLKY-FM.

We will repeat the process in Olean that afternoon.

**Davina S. Sashkin**

---

**From:** Jim Leven [jim\_leven@commbroadcasters.com]  
**Sent:** Thursday, April 10, 2014 3:10 PM  
**To:** Davina S. Sashkin  
**Subject:** FW: Pembroke Pines  
**Attachments:** Asset Purchase Agreement - Elmira 1.2.DOCX; LMA - PPE -- Programmer v1.2.docx



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[www.commbroadcasters.com](http://www.commbroadcasters.com)

**From:** F Browne [mailto:fjbrownelaw@gmail.com]  
**Sent:** Thursday, January 23, 2014 3:49 PM  
**To:** Jim Leven; Bruce Mittman; Paul Homer; Randy Reid; [tfreeman@stny.rr.com](mailto:tfreeman@stny.rr.com); Kevin Lilly; Bill Christian; Cc: Ray Ross  
**Cc:** Dick Foreman; Tang, David M.; Farrar, Jillian K.; Julie Tumia ([JTumia@Midwest-FAC.com](mailto:JTumia@Midwest-FAC.com)); Zaragoza, Richard R.  
**Subject:** Pembroke Pines

Gentlemen,

Enclosed for your review please find a draft form of Asset Purchase Agreement together with a draft form of Local Marketing Agreement regarding the Pembroke Pines Elmira, Limited stations. I will prepare essentially mirror image documents for the Pembroke Pines Inc. stations the caveat, that with regard to Salamanca, only the licenses are being sold.

In preparing these documents we have tried to anticipate and to address potential comments from the buyer's perspective. In light of this, we would anticipate few, if any, changes. In order to expedite review I am sending these documents to you, as well as to Mr. Foreman as Receiver, and his FCC counsel, simultaneously, so I must reserve the right to make corrections based on their comments.

As time is of the essence in this transaction, we are targeting a January 31 execution of both agreements, with the purchaser taking over operation of the Stations under the Local marketing Agreement as of February 1, 2014.

Should you have any questions, please contact Dick Foreman or me.

Frank Browne

*Francis J. Browne, Esq., P.C.*

*1700 Bedford Street, Suite 204*

*Stamford, CT 06905*

*p:(203) 967-9995*

*f:(203) 359-9331*

*ffbrownelaw@gmail.com*



**Davina S. Sashkin**

---

**From:** Randy Reid [reidmediagroup@gmail.com]  
**Sent:** Friday, April 04, 2014 10:11 AM  
**To:** Davina S. Sashkin  
**Subject:** FW: PPE-PPI RADIO STATION TRANSACTION  
**Attachments:** PP\_bid.doc

**From:** Dick Foreman [mailto:raf@rafamedia.com]  
**Sent:** Friday, January 24, 2014 8:33 PM  
**To:** [tfreeman@stny.rr.com](mailto:tfreeman@stny.rr.com); Bill Christian; Bruce Mittman; Jim; Paul R. Homer; Randy Reid  
**Cc:** Alex Wang; David M. Tang; F Browne; Jillian K. Farrar; [jtumia@midwest-fac.com](mailto:jtumia@midwest-fac.com); Ray Ross  
**Subject:** PPE-PPI RADIO STATION TRANSACTION

Now that the technical due diligence review has been conducted, I will look forward to receiving your best all cash offer for the stations, followed by execution of the APA, LMA and related documents.

While each bidder will be guided by their own understanding and knowledge, in terms of valuation, my experience tells me that an all-cash offer of \$[REDACTED]m or about 1X suppressed net cash revenue for 2013, would present appropriate pricing for the station package.

An all-cash offer of \$[REDACTED]m (or slightly above 1X 2012 net cash revenue) would be considered pre-emptive and we would immediately begin exclusive negotiations with that party to execute the documents and begin operating the stations on Saturday, February 1, 2014.

Attached is a bid document which should be executed and submitted to me as soon as possible, but in any event no later than 5pm, Monday, January 27, 2014.

Thank you for your interest and I look forward to hearing from you.

Kindest regards,

Richard A. Foreman

PPE/PPI, Receiver

Richard A. Foreman  
President  
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Telephone: [203 327-2800](tel:2033272800)  
Facsimile: [203 967-9393](tel:2039679393)  
Cell/Text: [914 261-5005](tel:9142615005)  
SatPhone: [011 8816-315-61777](tel:011881631561777)

January \_\_\_\_\_, 2014

Richard A. Foreman  
PPE, PPI Receiver

Dear Mr. Foreman:

On behalf of \_\_\_\_\_, we hereby place a cash bid of \$\_\_\_\_\_ to purchase the assets of Pembroke Pines Elmira, Limited and Pembroke Pines, Inc. [excluding WZKZ(FM), Wellsville, NY].

We have reviewed the proposed Asset Purchase Agreement (APA) and the Local Marketing Agreement (LMA), and have found their terms acceptable, including, but not limited to the following:

- 10% Escrow Deposit securing APA, upon execution.
- 15% Guarantee in place securing the LMA, upon execution.
- LMA enacted on terms detailed no later than 2/1/14.
- Accounts receivable excluded.
- Lease qualifications as detailed in APA:
  - monthly rate of \$750. or less/per Xmtr site
  - OR subject to buyer approval

I understand that our bid is subject to the complete execution of both the APA and associated documents and the LMA and posting of the securing deposits.

Sincerely yours,

---