

April 30, 2021

Via LMS

Marlene H. Dortch, Secretary
Federal Communications Commission
45 L Street NE
Washington, DC 20554

*Re: In re Application of Alabama Heritage Communications, LLC
Renewal of License of Class A Television Station WEAC-CD, Jacksonville,
Alabama (FIN: 64338)
LMS File No. 0000129035*

Dear Ms. Dortch,

Transmitted herewith, on behalf of Alabama Heritage Communications, LLC, please find its Opposition to Petition to Deny or Informal Objection in the above-referenced matter.

Thank you for your attention to this matter. If you have any questions or require additional information, kindly contact the undersigned.

Respectfully submitted,



Christine McLaughlin

Counsel to Alabama Heritage Communications, LLC

cc: Service List

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In re Application of)	
)	
ALABAMA HERITAGE)	
COMMUNICATIONS, LLC)	Facility ID No. 64338
)	
For the Renewal of License of Class A)	LMS File No. 0000129035
Television Station WEAC-CD,)	
Jacksonville, Alabama)	

To: Secretary, Federal Communications Commission
Attn: Chief, Video Division, Media Bureau, Federal Communications Commission

**OPPOSITION TO PETITION TO DENY
OR INFORMAL OBJECTION**

Alabama Heritage Communications, LLC (“Alabama Heritage,” “Licensee” or “Company”), by its attorneys and pursuant to Sections 73.3584(b) and 73.3587 of the Commission’s rules, 47 CFR §§ 73.3584(b), 73.3587, hereby submits this Opposition to the “Petition to Deny, or in the Alternative, Informal Objection”¹ filed on March 31, 2021² by Ronda McMichael (“Ms. McMichael” or “Objector”), requesting the dismissal or denial of Alabama Heritage’s above-referenced application for renewal of the license for Station WEAC-CD (the “Station”). In support hereof, the following is respectfully shown:

¹ The Objection acknowledges that it was not filed by the deadline for petitions to deny against the subject renewal application. Therefore, that filing should not be treated as a petition to deny, but only as an informal objection.

² Pursuant to 47 CFR § 73.3584(b), oppositions to petitions to deny broadcast renewal applications may be filed “within 30 days after the Petition to Deny is filed[.]” The specifications and time periods of 47 CFR § 1.45 do not apply in the case of informal objections. 47 CFR § 73.3587. This Opposition, filed within thirty days of the filing of the Objection, is therefore timely.

I. Control of the Station has not Changed.

Contrary to the allegations in the Objection, Alabama Heritage respectfully submits that the case before the Commission does not involve a transfer of control of either the Company or the Station. Rather, this matter involves an internal dispute between a (possible) minority interest holder and the members collectively owning a majority of the Company³, and is before the Commission precisely because of the majority interest holders' unwillingness to cede control over the Company and the Station.

Alabama Heritage respectfully submits that there has been no transfer of control of the Company, or of the Station. Section 73.3541(a) of the Commission's Rules requires the filing of an application for involuntary assignment or transfer upon the death or disability of "an individual permittee or licensee, a member of a partnership, or a person directly or indirectly in control of a corporation which is a permittee or licensee." 47 CFR § 73.3541(a).⁴ Alabama Heritage respectfully submits that the late Mr. McMichael's role was akin to that of a minority shareholder in a corporation; he exercised neither direct nor indirect control over the company. As stated in the Objection, the late Forney McMichael held a 48.8% interest in Alabama Heritage. The remaining owners – Todd Davis, Mickey Shadrix, and Greg Morrow –

³ These persons – Todd Davis, Mickey Shadrix and Greg Morrow – will generally be referred to herein collectively as the "majority interest holders" or "majority owners." For the avoidance of doubt, no individual – including Objector – holds 50% or more of Alabama Heritage. No person, whether or not a present interest holder, will obtain or acquire an interest of 50% or more of the Licensee without prior Commission approval.

⁴ If the Commission finds that Alabama Heritage is mistaken in this interpretation, it will gladly submit a belated application for involuntary transfer of control. Alabama Heritage will also amend its Ownership Report or any application that the Commission so requests. However, in order to ensure the accuracy of any corrective filings, Alabama Heritage respectfully requests that Ms. McMichael be required to provide all orders of the probate court regarding her husband's estate, and documentation of any purported transactions between herself, her son or any other person regarding the disputed ownership interest.

collectively hold 51.2% of the equity in Alabama Heritage. The majority owners of the Station have remained in control at all times. *See* Declaration of Todd Davis, attached hereto as Exhibit One (“Davis Decl.”).⁵

The Objection’s claims that there has been an unauthorized transfer of control in the majority interest holders’ exclusion of Ms. McMichael are particularly ill-founded. There is no basis in the Communications Act or the Commission’s rules and precedents to treat the exercise of control by the owners of 51% or more of a licensee’s equity as “unauthorized.” As discussed in greater detail below, Messrs. Davis, Shadrix and Morrow have done nothing more than take actions to ensure that those who collectively hold *de jure* control of the Licensee remain in *de facto* control of the Station and its business.

II. Alabama Heritage’s Statements Regarding Objector’s Interest Were Made in Good Faith Reliance on Objector.

The Objection accuses Alabama Heritage not only of unauthorized transfers of control, but also of providing the Commission with erroneous information in connection with its Biennial Ownership Report filing, and failing to disclose those errors in its renewal application. The Objection fails to acknowledge that Ms. McMichael was the party in possession of knowledge surrounding her husband’s estate and her interest (or lack thereof). Alabama Heritage still cannot speak with certainty to what interests Ms. McMichael or her son may or may not have. Ms. McMichael did not provide the majority owners of Alabama Heritage with documentation from her husband’s estate. *See* Davis Decl. She has at various times represented herself to the

⁵ The parties also dispute whether the minority interest of the late Mr. McMichael is “dissociated” under the LCC Agreement and therefore whether it remains a voting interest, although that interest would still continue to represent 48.8% equity in the Company. To date, that issue has not been litigated. To the extent that any subsequent action by a court or any of the interest holders may result in or require a change in the respective interests held that would constitute a change in control, Alabama Heritage will file an appropriate application.

majority owners as either executrix of her husband's estate or owner of his interest. *Id.*

Whatever the facts surrounding her interest or her son's, those were matters within Ms.

McMichael's knowledge and control, and she did not provide the majority owners of Alabama

Heritage with any information other than her word, which was not consistent at all times. *Id.*

The majority owners of Alabama Heritage initially took Ms. McMichael at her word as to her interest in her late husband's holdings and extended to Ms. McMichael the courtesies of a co-owner, including access to the Station. *Id.* All filings of Alabama Heritage were made in good faith and consistent with its then-current understanding. *Id.*

It should be noted that Alabama Heritage made a number of disclosures in its renewal application, regarding late Children's Programming submissions and public file errors. While Alabama Heritage has always endeavored to comply with Commission rules, it has not attempted to deny that it has sometimes fallen short. Alabama Heritage is a small company that has suffered a number of financial hardships in recent years, in particular during 2020. *See Davis Decl.* It nonetheless remains committed to complying with the Commission's rules, and reiterates its willingness to make corrective filings.

III. This Matter is an Intracompany Dispute Not Cognizable Before the Commission.

As indicated in both the Objection and above, when Ms. McMichael first represented to Alabama Heritage's majority interest holders and Station staff that she had acquired her late husband's minority interest, she was taken at her word and treated with the courtesies due a minority co-owner. *See Davis Decl.* However, Ms. McMichael soon became a destructive force at the Station. *Id.* She represented herself to Station staff and to third parties – including Station advertisers – as the “owner” of WEAC. *Id.* She demanded a level of access to and control over Station operations to which the majority owners did not agree. *Id.* Moreover, to the best of

Licensee's information and belief, Ms. McMichael made false statements regarding the Station's operational status that endangered its position with advertisers. *Id.* The relations between the majority owners and Ms. McMichael deteriorated, and by the end of the summer of 2020, Alabama Heritage had engaged local counsel. *Id.* Local counsel obtained information from the probate court indicating that Mr. McMichael's will left all of his assets to his and Ms. McMichael's son, and that, as of that time, the administration of the estate was still pending. *Id.* Ms. McMichael has stated that she acquired the interest from her son, and so states in the Objection; however, Alabama Heritage can neither confirm nor deny any such transaction. *Id.*

In light of these disputes, the majority owners of Alabama Heritage requested that local counsel demand that Ms. McMichael cease and desist from making false statements about the Station, its operations and ownership to the community. *Id.* In order to eliminate interference in the operations of the Station, the majority owners also took action to keep Ms. McMichael from the Station premises. *Id.* The majority owners further voted to take action to repurchase the late Mr. McMichael's shares, and instructed local counsel to extend an offer or demand for such repurchase to Ms. McMichael's son. *Id.* To the best of the Company's knowledge, no response to that offer has been received. *Id.*

In short, the crux of this matter is a dispute as to the ownership of the late Mr. McMichael's shares and the relevance of those shares. In no event, however, would the disputed shares amount to a controlling interest in the Company. The owners of the majority of the Company's ownership interests believed that a possible minority interest holder was attempting to act contrary to the Company's interests, and retained local corporate counsel to investigate and pursue their rights, and those of the Company, under Alabama law. Whether the parties will be able to reach some settlement, or will be required to litigate the nature and ownership of the late

Mr. McMichael's shares before the Alabama courts, remains to be seen. It is the Commission's long-standing policy not to intervene in "disputes over corporate authority" or other commercial disputes.⁶ The Commission should decline the Objector's invitation to depart from that policy in this case. In particular, the Commission's processes should not be used as leverage by a possible minority owner to gain control over the Company as against the combined holders of more than 51% of the Company's equity. The late Mr. McMichael's interest remains a minority interest, and absent any contrary order of the Commission or a court of competent jurisdiction, those who collectively hold, and have held, majority ownership of the Company and the Station remain in control.

⁶ See, e.g., *Caribbean SMR, Inc.*, DA 01-1923, at ¶ 4 (rel. Aug. 20, 2001); *Northwest Broadcasting, Inc. and Radio Broadcasting, Inc.*, FCC 97-37, at ¶ 10 (1997).

Conclusion.

For all the foregoing reasons, Alabama Heritage respectfully submits that there has been no unauthorized transfer of control of the Station, and that the Objection raises no material issue of fact as to Alabama Heritage's qualifications to remain a Commission licensee or as to whether a grant of the Station's renewal application will serve the public interest. Alabama Heritage therefore respectfully requests that the Objection be dismissed or denied, and the renewal application for Station WEAC-CD be expeditiously granted.

Respectfully submitted,

ALABAMA HERITAGE COMMUNICATIONS, LLC

A handwritten signature in dark ink, appearing to read "Christine McLaughlin", written in a cursive style.

By: _____
Christine McLaughlin

Its Attorney

MARASHLIAN & DONAHUE, PLLC
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April 30, 2021

EXHIBIT ONE

DECLARATION OF TODD DAVIS

I, Todd Davis, hereby declare as follows:

1. I am a member and officer of Alabama Heritage Communications, LLC ("Alabama Heritage" or the "Company"). I am over the age of eighteen years and competent to be a witness.
2. I hold a 20.8% ownership interest in the Company. Member Greg Morrow owns 17.34% and member Mickey Shadrix owns 13.1%.
3. Forney McMichael held a 48.8% ownership interest in the Company. Mr. McMichael passed away in or around February 2017.
4. Sometime after Mr. McMichael's passing, his widow, Ronda McMichael, began to appear at the facilities of Station WEAC-CD (the "Station"). To the best of my recollection, Ms. McMichael initially represented herself as the representative of her husband's estate, and later as owner of his interest in the Company.
5. I knew that Ms. McMichael had indeed been Mr. McMichael's wife and did not initially question her statements of interest. To my knowledge and belief, Mr. Shadrix and Mr. Morrow likewise took her statements at face value. We therefore treated Ms. McMichael as a co-owner. We allowed her access to the Station's premises, as well as its books and records. To the best of my knowledge, Station staff treated her as they treated Mr. Shadrix, Mr. Morrow and myself. Ms. McMichael did not provide me with any orders or documentation from the probate court, nor to the best of my knowledge was such information provided to my co-owners.
6. In the time since Mr. McMichael's passing, Ms. McMichael has attempted to exercise control over the Station to the exclusion of Mr. Shadrix, Mr. Morrow and myself. Station employees indicated that Ms. McMichael had told them that she was the "owner" of the Station. Ms. McMichael's demands to review Station records was becoming disruptive to daily operations.
7. It also came to my attention that Ms. McMichael had told various Station advertisers that she now "owned" the Station. It is my understanding that, at some point in 2020, Ms. McMichael either started or repeated a rumor that the Station had gone dark (it had not). I believe that these statements created a negative impression of the Station with advertisers and others.
8. The Station has suffered economically over the past few years, and 2020 was especially difficult due to the COVID pandemic. We were forced to lay off most employees. Advertisers last year were already severely curtailing their ad buys,

and we could not afford to have anyone misstating Station ownership or operations in the community in a way that might further discourage advertising on the Station.

9. Mr. Shadrix, Mr. Morrow and I represent 51.2% of the ownership of the Company, and we never agreed that Ms. McMichael "owned" the Station or was otherwise in control of operations. We continued to determine Station policies and operations, and rejected what we felt were Ms. McMichael's attempts to squeeze us out. We began instructing staff to turn her away from the Station and to stop giving in to her demands for information.
10. Eventually, toward the late summer of 2020, the Company retained local corporate counsel. Counsel determined our understandings of Ms. McMichael's interest in her husband's estate were not necessarily accurate. Based upon information obtained, it appears that Mr. and Ms. McMichael's son is the beneficiary of his father's will, but that at least as of last fall probate of the estate was still pending. Ms. McMichael has at some points indicated that her husband's interest was passed to her son, and he conveyed it to her, but I have no knowledge as to whether and how that transaction was accomplished. I cannot say with any degree of certainty who owns the late Mr. McMichael's minority interest in the Company. We had previously relied in good faith on Ms. McMichael's descriptions of her interest in her husband's shares, and any filings that we made stating her interest were made in that good faith reliance. I would be happy to file any corrections, as long as I can obtain correct information.
11. Local counsel also determined that Mr. McMichael's shares should be "dissociated" under the LLC Agreement and Alabama law, and should therefore not be entitled to voting rights. Mr. Morrow, Mr. Shadrix and I voted to have the Company re-acquire the shares of the late Mr. McMichael, and local counsel sent an offer/demand letter to Ms. McMichael's son for the repurchase of the shares by the Company. To the best of my knowledge, no response has been received and no change in interests has occurred.
12. Very few matters have been voted on by the membership in the recent past, and in those cases Mr. Morrow, Mr. Shadrix and I have voted our combined 51.2% in the same way. Therefore, Company and Station policies remain those established by a majority of the membership interests.

13. I have reviewed the Opposition and this Declaration, and I declare under penalty of perjury that all statements of fact therein and herein, except for those of which the Commission can take official notice, are true and correct to the best of my knowledge, information and belief.

DATE: 4-29-21

Todd Davis
Todd Davis

CERTIFICATE OF SERVICE

I, Christine McLaughlin, an attorney in the law firm of Marshlian & Donahue, PLLC, do hereby certify that copies of the foregoing Opposition to Petition to Deny or Informal Objection were sent to the following on April 30, 2021:

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