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**VIA HAND DELIVERY**

**PUBLIC DISCLOSURE COPY**

April 30, 2001

Magalie Roman Salas  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

Re: Response to Second Application Amendment to Application for Assignment of Licenses from Subsidiaries of Chris-Craft Industries, Inc. to Fox Television Stations, Inc.  
File Nos. BALCT-20000918ABB-ABD; BALCT-20000918ABF-ABS; BALCT-20000918ABU-ABZ; BALCT-20000918ACA-ACE  
Filed Pursuant to Protective Order DA 01-528 (rel. Mar. 1, 2001), as supplemented in DA 01-579 (rel. Mar. 5, 2001) and DA 01-976 (rel. April 19, 2001)

Dear Ms. Salas:

The Office of Communication, Inc. of the United Church of Christ, Academy of Latino Leaders in Action, Black Citizens for a Fair Media, Center for Media Education, Consumer Federation of America, Consumers Union, New York Metropolitan Association of the United Church of Christ, Rainbow/PUSH Coalition and Valley Community Access Television ("Petitioners"), through undersigned counsel, hereby file their Response to the Second Application Amendment ("Response") in the aforementioned proceeding.

Pursuant to Protective Order DA 01-528, as supplemented by DA 01-579 and DA 01-976, relevant sections dealing with information disclosed in the Confidential Document have been redacted for placement in the Commission's public files.

An original and four (4) copies of this Response are enclosed. Should you have any questions concerning the Response, please do not hesitate to contact the undersigned.

Respectfully submitted,

Christopher R. Day  
Angela J. Campbell

BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

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APR 30 2001

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

In re Applications of )  
)  
UTV of San Francisco, Inc., KCOP Television, )  
Inc., UTV of San Antonio, Inc., Oregon )  
Television, Inc., UTV of Baltimore, Inc., )  
WWOR-TV, Inc., UTV of Orlando, Inc. )  
United Television, Inc. )  
(Assignors) )  
)  
and )  
)  
Fox Television Stations, Inc. )  
(Assignee) )  
)  
For Consent to Assignment of Licenses )  
for Stations KBHK-TV, San Francisco, CA; )  
KCOP-TV, Los Angeles, CA; KMOL-TV, )  
San Antonio, TX; KPTV-TV, Portland, OR; )  
WUTB-TV, Baltimore, MD; WWOR-TV, )  
Secaucus, NJ; WRBW-TV, Orlando, FL; )  
KMSP-TV, Minneapolis, MN; KTVX-TV, )  
Salt Lake City, UT; KUTP-TV, Phoenix, AZ )

File Nos. BALCT-20000918ABB,  
ABC, ABD, ABF, ABK, ABL,  
ABM, ABN, ABU, ABY, ABG,  
ABH, ABI, ABJ, ABO, ABP, ABQ,  
ABR, ABS, ABV, ABW, ABX,  
ABZ, ACA, ACB, ACC, ACD, ACE

RESPONSE TO SECOND APPLICATION AMENDMENT OF FOX AND CHRIS-CRAFT

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April 30, 2001

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## SUMMARY

Fox Television Stations, Inc. ("Fox") and The News Corporation Limited's ("News Corporation") responses to the Commission's second request for information regarding the *New York Post's* ("*Post*") financial situation is unresponsive, incomplete and does not create a record sufficient for the Commission to grant an unprecedented second waiver of the Newspaper/Broadcast Cross-Ownership Rule.

As a preliminary matter, it is important to note that a third-party has come forward and expressed interest in purchasing the *New York Post*. Therefore, compliance with the terms of the Newspaper/Broadcast Cross-Ownership Rule would not result in the failure of the *New York Post*, as News Corporation has alleged. Instead, it would allow the *New York Post* to continue to operate as an editorially independent newspaper, furthering the Commission's goal of media diversity.

The most recent batch of *New York Post* financial information is no more probative than News Corporation's prior submission. First, the new financial information does not respond to the Commission specific request for "independently audited certified financial statements." Instead, News Corporation merely provides unaudited financial statements prepared by company insiders. The skeletal financial information is not presented in the form of a balance sheet. Instead, News Corporation provides a "Statement of Operations." This does not reflect any *Post* assets, but appears to reflect all of the *Post's* liabilities. Furthermore, it appears that the liabilities for certain *Post* "assets," such as the new *Post* printing plant appear to be placed on the *Post's* books, while the actual assets are carried on the books of the News Corporation. Such apparently

creative accounting, along with the *Post's* opportunistically timed decision to slash the newsstand price of the *Post* in half, would appear to significantly increase short-term "losses."

In the absence of independently audited financial statements and a supplemental explanatory statement, as the Commission explicitly requested, it is impossible to determine the exact nature of the *Post's* finances. It is also impossible for the Commission to establish a record, based on the aforementioned financial statements, that justify a second waiver of the Newspaper/Broadcast Cross-Ownership Rule. Accordingly, the Commission should deny the application for assignment of the license of WWOR-TV to Fox or, in the alternative, designate this issue for hearing.

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554**

In re Applications of	)	
	)	
UTV of San Francisco, Inc., KCOP Television,	)	
Inc., UTV of San Antonio, Inc., Oregon	)	
Television, Inc., UTV of Baltimore, Inc.,	)	
WWOR-TV, Inc., UTV of Orlando, Inc.	)	
United Television, Inc.	)	
(Assignors)	)	
	)	File Nos. BALCT-20000918ABB,
and	)	ABC, ABD, ABF, ABK, ABL,
	)	ABM, ABN, ABU, ABY, ABG,
Fox Television Stations, Inc.	)	ABH, ABI, ABJ, ABO, ABP, ABQ,
(Assignee)	)	ABR, ABS, ABV, ABW, ABX,
	)	ABZ, ACA, ACB, ACC, ACD, ACE
For Consent to Assignment of Licenses	)	
for Stations KBHK-TV, San Francisco, CA;	)	
KCOP-TV, Los Angeles, CA; KMOL-TV,	)	
San Antonio, TX; KPTV-TV, Portland, OR;	)	
WUTB-TV, Baltimore, MD; WWOR-TV,	)	
Secaucus, NJ; WRBW-TV, Orlando, FL;	)	
KMSP-TV, Minneapolis, MN; KTVX-TV,	)	
Salt Lake City, UT; KUTP-TV, Phoenix, AZ	)	

To: The Commission

**RESPONSE TO SECOND APPLICATION AMENDMENT OF FOX AND CHRIS-CRAFT**

The Office of Communication, Inc. of the United Church of Christ, Academy of Latino Leaders in Action, Black Citizens for a Fair Media, Center for Media Education, Consumer Federation of America, Consumers Union, New York Metropolitan Association of the United Church of Christ, Rainbow/PUSH Coalition and Valley Community Access Television (collectively "Petitioners"), through undersigned counsel, hereby file their response to Fox

Television Stations, Inc. ("Fox") and The News Corporation Limited's ("News Corporation") submission of confidential information regarding the *New York Post* ("*Post*") in support of their application for assignment of WWOR-TV.<sup>1</sup>

As detailed below, the financial information that News Corporation has filed does not justify a waiver of the Newspaper/Broadcast Cross-Ownership Rule. The existence of another purchaser for the *New York Post* clearly shows that options exist for the *Post* that do not involve a second waiver of the Rule. Furthermore, even assuming that another purchaser did not exist, the financial information provided fails to demonstrate that the *Post* is in imminent danger of failure. The information is unresponsive, incomplete and fails to provide a clear picture as to the division of assets and liabilities between News Corporation and its subsidiary. Accordingly, the Commission should reject Fox's unprecedented request for a second waiver of the Newspaper/Broadcast Cross-Ownership Rule.

**I. The Existence of Another Purchaser for the New York Post Obviates the Need for a Second Waiver of the Newspaper/Broadcast Cross-Ownership Rule.**

Divestiture of the *Post* would obviate the need for a waiver of the cross-ownership rule and would further diversity of viewpoints. A major factor in all previous waiver cases has been the inability to sell the media entity to be acquired.<sup>2</sup> To the extent that the *Post*'s viability is at

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<sup>1</sup> On April 9, 2001, Fox and News Corporation (collectively "Applicants") filed their second set of financial information regarding the financial condition of the *New York Post*. See Letter to Secretary, Federal Communications Commission from Arthur M. Siskind, April 9, 2001 (rel. to Petitioners via letter to Angela J. Campbell from John C. Quale, April 20, 2001, pursuant to Protective Order DA 01-976) ("April 9th Filing"); see also Letter to Angela J. Campbell from John C. Quale, March 7, 2001, released pursuant to Protective Order DA 01-528 as amended by DA 01-579) ("March 7th Filing").

<sup>2</sup>See, e.g., *Kortes Communications*, 15 FCC Rcd 11846, ¶7 (2000); *Columbia Montour*, 13 FCC Rcd 13007, 13013 (1993); *Fox Television Stations, Inc.* 8 FCC Rcd 5341, 5346-47 (1993).

issue,<sup>3</sup> Fox has not alleged, nor could it allege, that sale of the *Post* is impossible. In fact, Mortimer Zuckerman has publicly stated that he and his associates would be interested in purchasing the *Post*.<sup>4</sup> While the Petitioners do not endorse Mr. Zuckerman's offer, they note that Mr. Zuckerman does not own any television stations, and would not, therefore, be subject to the Newspaper/Broadcast Cross-Ownership Rule. Moreover, should Mr. Zuckerman obtain control of the *Post*, he has stated that the newspaper would retain its editorial independence. In contrast, under Fox's proposal, the New York area would see the combination of two large VHF stations and a major daily newspaper, all under the same control. Accordingly, the Commission can, and should, deny Fox and News Corporation's request for a second waiver of the Newspaper/Broadcast Cross-Ownership Rule on this basis alone.

**II. The Latest *New York Post* Financial Information Does Not Provide Evidence of a Newspaper in Danger of Imminent Failure.**

Even if a willing and able purchaser had not come forward, News Corporation's financial showing would not justify waiver of the cross-ownership rule. In response to the Commission's April 3, 2001 request, Fox and News Corporation have provided two sets of financial information for the *Post*. First, Fox and News Corporation have provided an unaudited, uncertified "Statement of Operations," accompanied by a declaration by David Devoe, Senior Executive Vice President & Chief Financial Officer of News Corporation. Second, News Corporation has

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<sup>3</sup>In all previous waiver cases, the issue of viability rested on the media entity being acquired. See Further Response to Amended Application of Fox and Chris-Craft, at 3, 5, 6 & n.16 (filed Mar. 14, 2001).

<sup>4</sup>See Letter from Mortimer B. Zuckerman to Secretary, Federal Communications Commission, Apr. 25, 2001; Letter from Mortimer B. Zuckerman to Christopher R. Day & Angela J. Campbell, Apr. 12, 2001.



provided "(a) a list of capital improvement costs incurred since . . . 1993 [,] (b) a list of the costs being incurred . . . in connection with the construction of a new printing plant,"<sup>5</sup> accompanied by a declaration by Arthur M. Siskind, Senior Executive Vice President and Group General Counsel for News Corporation. These filings raise more questions than they answer. On careful review, it is impossible to conclude that the *Post* is in danger of imminent failure such that a waiver might be justified.

**A. The *New York Post*'s Statement of Operations Does Not Respond to the Commission's April 3, 2001 Letter**

The Commission specifically requested that Fox and News Corporation "provide any available, independently audited certified financial statements prepared in accordance with [GAAP], or similarly probative statements."<sup>6</sup> The "Unaudited Statement of Operations" provided by Fox is not independently audited and certified. Siskind explains the lack of independently audited statements by claiming that "

"7

However, neither declaration explains why News Corporation failed to audit the *Post*'s financial statements in light of the Commission's request, nor why the statement is uncertified.

Although "similarly probative statements" are acceptable, neither the documents, nor the declarations, demonstrate that the information is "similarly probative." The purpose of an

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<sup>5</sup>April 9th Filing, Unsealed Transmittal Letter.

<sup>6</sup>Letter to William S. Reyner, Jr., John C. Quale and Marvin J. Diamond from Chief, Video Services Division, Mass Media Bureau, April 3, 2001, at 2 ("April 3rd Letter")

<sup>7</sup>See April 9th Filing, Declaration of Arthur M. Siskind, ¶ 4.

independent audit is to give some assurance as to the reliability of the information. Here, however, the information is accompanied only by the statements of News Corporation executives who have an obvious self interest in portraying the facts in a way most favorable to achieving their goal.

The Commission also directed that *any* documents filed (whether audited or similarly probative) were to be "accompanied by an explanation and analysis of their contents made by a properly qualified expert with personal knowledge of the accuracy of the facts contained therein."<sup>8</sup> Neither declaration explains or analyzes the "Unaudited Statement of Operations." In fact, the Devoe Declaration states only that the Statement shows . . . ,"<sup>9</sup> and that the . . . .<sup>9</sup> Mr. Devoe is described in the filing as a Senior Executive Vice President and Chief Financial Officer of News Corporation, not NYP Holdings. There is no showing that Mr. Devoe is a "properly qualified expert."<sup>10</sup> Clearly he is not independent. Whatever his qualifications, Mr. Devoe makes no attempt to explain or analyze the profits and losses.

Similarly, Mr. Siskind, News Corporation's Senior Executive Vice President and General Counsel, makes no showing that he is a "properly qualified expert" and provides little explanation or analysis of the documents. Neither declaration explains the relationship of the

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<sup>8</sup>April 3rd Letter, at 2.

<sup>9</sup>April 9th Filing, Declaration of David F. Devoe, ¶ 2; *see also* April 9th Filing, Unsealed Transmittal Letter ("Statements of Operation . . . show[s] the actual results of operations" "prepared in accordance with . . . [GAAP]").

<sup>10</sup>April 3rd Letter, at 2.

various documents. Nor do they provide any contrast, for example, of profits and losses incurred by other similarly situated newspapers to help analyze the significance of the numbers. Without such explanation and analysis, it is difficult to assess the true financial condition of the *Post*.

**B. The Statement of Operations and Associated Information Does Not Provide A Complete Picture of the *New York Post*'s Financial Position**

On its face, the information provided in the Unaudited Statement of Operations is inconsistent with that provided to the Commission on March 7, 2001.<sup>11</sup> The losses shown in the Unaudited Statement are somewhat higher than those filed previously. It may be that the difference is due to the inclusion of "occupancy and rental costs."<sup>12</sup> The discrepancy, however, is nowhere explained or analyzed.

Not only is the new information inconsistent with that provided previously, but it still fails to give a complete picture of the *New York Post*'s financial position. When the Commission found in 1993 that the financial condition of the then bankrupt *Post* justified a waiver, Fox's showing included a balance sheet.<sup>13</sup> A balance sheet,<sup>14</sup> would show assets such as real estate (including land and buildings), cash on hand, and other properties such as printing presses and

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<sup>11</sup>See March 7th Filing.

<sup>12</sup>April 9th Filing, Unsealed Transmittal Letter.

<sup>13</sup>"Bankruptcy Judge Approves New York Post Motion to Enable Newspaper to Meet Outstanding Payroll," BNA BANKR. L. DAILY, Mar. 19, 1993.

<sup>14</sup>A balance sheet and income (or operating) statement are two very different things: Unlike the balance sheet, which shows a company's financial status at a particular point in time (such as on December 31), the income statement shows the results of a company's operations over a period of time (such as for the year ending December 31).

*Understanding Corporation Law*, Practising Law Institute, App. B.

other machinery. Here, however, the Unaudited Statement of Operations provided by News Corporation shows only 1 ..... Without access to the information that would ordinarily be contained in a balance sheet, the Commission cannot fully evaluate the financial condition of the *Post*.

Although News Corporation nowhere lists such assets, it is clear that the *Post* has some. For example, instead of listing the building at ..... as an asset, it has been listed on the page entitled "....." <sup>15</sup> Thus, it appears that sometime between October 1993 and the present, the *Post* purchased its current press building at ..... in lower Manhattan for ..... <sup>16</sup> News Corporation has, however, failed to provide the current value of the property which must be, given the price of real estate in Manhattan, worth far more than the purchase price. Moreover, a comparison of the "capital cost" of the purchase and the cost of the ..... " amounting to ..... made on ..... of an office building in midtown Manhattan raises questions. It seems highly unlikely that the redecoration of ..... of office space could cost more than an enormous building located on potentially prime real estate in lower Manhattan, yet the "experts" offer no analysis or explanation. In addition, it appears that the *New York Post* may have other valuable assets. Over the last seven years, the *Post* has spent nearly .....

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<sup>15</sup>See April 9th Filing, .....

<sup>16</sup>See April 9th Filing, .....

..<sup>17</sup> That \_\_\_\_\_ is an asset and should have been characterized as such. In short, the failure to provide a balance sheet leads to an incomplete financial picture.

**C. News Corporation's Investment in the *New York Post* and the Division of Assets Between the Two Entities Appears to Exacerbate the *New York Post's* Losses**

In the absence of an actual balance sheet for NYP Holdings, Inc., the huge infusion of capital funds for plant, \_\_\_\_\_ and \_\_\_\_\_ s strongly suggests that the Post's overall financial situation is not as dire as Fox and News Corporation suggest in the "Statement of Operations." In fact, a close examination of the "Statement of Operations" appears to infer that the Post is incurring numerous liabilities and costs from actual assets that appear to be allocated to its parent company, News Corporation.

For example, in their Joint Opposition, Fox and News Corporation state that "News Corp has spent over \$25 million on capital improvements for the newspaper."<sup>18</sup> In the document entitled \_\_\_\_\_, " however, these capital items, including the purchase of the \_\_\_\_\_ Building and \_\_\_\_\_ on the \_\_\_\_\_

Building, are listed as \_\_\_\_\_<sup>19</sup> Furthermore, the expenses related to these capital improvements appear to be listed on the "Statement of \_\_\_\_\_

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<sup>17</sup>April 9th Filing, \_\_\_\_\_

<sup>18</sup>Joint Opposition of FTS and Chris-Craft, at 31 n.70 (filed Nov. 9, 2000) (hereinafter "Opp.").

<sup>19</sup>April 9th Filing, \_\_\_\_\_

Operations" as " " and " ' expenses.<sup>20</sup>

The assets are nowhere attributed to the *Post*. To the extent that News Corporation has been availing itself of assets that were purchased as capital items on the *Post*'s book, and apportioning expenses for these assets to the *Post*, this would greatly inflate the *Post*'s losses, while at the same time increasing News Corporation's assets. Accordingly, due to the lack of explanation of items associated with the *Post*'s "Statement of Operations, " it is impossible to determine a true apportionment of expenses.

It also appears that News Corporation intends to attribute on-going liabilities for certain News Corporation assets to the *Post* on an on-going basis. The document entitled "

" lists the cost of "

<sup>21</sup> In its Joint Opposition, Fox and News Corporation stated that "News Corp has committed to building a new \$250 million, state-of-the-art plant for the newspaper in the South Bronx to replace the paper's existing obsolete equipment."<sup>22</sup> This statement strongly infers that the building, therefore, is to be owned by News Corporation. The Declaration of Arthur M. Siskind, however, states that "

" which would appear to include

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<sup>20</sup>April 9th Filing, NYP Holding, Inc., Unaudited Statement of Operations.

<sup>21</sup>April 9th Filing, }

<sup>22</sup>Opp. at 25.

... of " ' since that is listed on the *Post's* "Statement of Operations."<sup>23</sup> Accordingly, it appears that depreciation costs for a building that will be owned by News Corporation will actually be attributed to the *New York Post's* balance sheet.

**III. The Capital Improvements Are One of Many Indicators that the *New York Post* is a Steadily Improving and Viable Newspaper.**

Fox and News Corporations's suggestion that their investment in a new printing plant is a reason for granting a waiver is insupportable. Any capital improvements that have been made at the *Post* are irrelevant in determining whether or not the Rule should be waived. If capital improvements, either past or planned, were an important factor, then any media entity seeking to gain a waiver of the rule would be well advised to spend large amounts in the time leading up to the waiver request. Such is not, and never has been, the case.

If anything, investment in a new plant is evidence of the increasing viability of the newspaper. Until this year, the *Post* has shown continually revenues and losses.<sup>24</sup> There is no reason to assume that the projected losses of 2001 are anything but an anomaly. The *Post's* increase in circulation for 2000 was higher than the industry average for a newspaper of similar size,<sup>25</sup> and their advertising revenue increased substantially.<sup>26</sup> Indeed, most

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<sup>23</sup>April 9<sup>th</sup> Filing, Declaration of Arthur M. Siskind, ¶ 6.

<sup>24</sup>Both sets of financial data demonstrate this trend. See April 9th Filing; March 7th Filing.

<sup>25</sup>The *Post's* increase in circulation for 2000 was higher than the industry average for a newspaper of similar size. See "Newspapers are TV: As Audience Vanishes, Ad Spending Vanquishes Records, MEDIA INDUSTRY NEWSLETTER, Nov. 13, 2000 (one of the biggest "six-month gains came at the New York Post [+1.32%]"); see also Rebecca R. Albers, "Daily, Sunday Circulation Slips," PRESSTIME, Dec. 2000, at 18 (newspapers with a circulation between 250,000

of the projected losses can be accounted for by the *Post*'s decision to cut newsstand prices by 50 percent.<sup>27</sup> Available evidence suggests that absent this self-imposed slash in newsstand price, the trend of decreasing losses would have continued.<sup>28</sup>

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and 499,999 gained, on average, 0.43%).

<sup>26</sup>See April 9th Filing, Unaudited Statement of Operations. Revenues will actually be higher than for the last six calendar months of year 2000.

<sup>27</sup>See Paul D. Colford, Media Column, KNIGHT-RIDDER TRIBUNE BUSINESS NEWS, Jan. 16, 2001. Fox and News Corp have stated that the reason for the reduction in the newsstand price of the *Post* was to compete with the decision of the *New York Daily News* to offer free evening editions of the *Daily News*. See *id.* This choice reflects a business decision as to the best way to combat the *Daily News* and to the extent that it decreases circulation is a reflection only of that.

<sup>28</sup>Assuming *arguendo* that the *Post* had a circulation of 440,000, see "Newspapers Are TV" *supra*, pre-price cut (which would be close to the reported number), the revenues on any given day would be \$220,000 (at \$.50/paper). With an increase in circulation of 50,000 that resulted from the slashed price, the new circulation base would be 490,000. At \$.25/paper, the *Post* could expect revenues of \$122,500 on any given day. This is a decline in revenues of 44.3%. Therefore, absent any information to the contrary, and absent the price cut, the *Post* could have made as much as \_\_\_\_\_ more than forecast for the first six months of 2001. If the revenues that the *Post* could have expected during the last four months of 2000 (which may have been \_\_\_\_\_ more than they received due to the price cut) are included, the total difference in revenue could be as much as \_\_\_\_\_. This difference makes an enormous impact on the projected loss from operations, as it would have resulted in a loss of approximately \_\_\_\_\_ and not \_\_\_\_\_ as forecast in the Unaudited Statement. Absent information from the *Post* to the contrary, it is reasonable to assume that had they not slashed the price of the *Post*, the trend of ever decreasing losses would have continued this year.

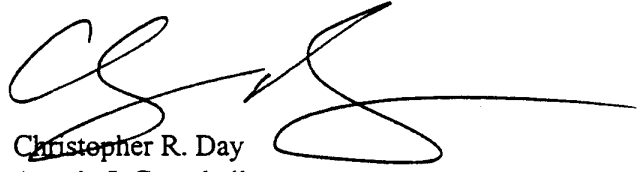


## CONCLUSION

News Corporation has once again attempted, and failed, to prove the necessity of maintaining ownership of the *Post*, WNYW and WWOR. To date, Fox and News Corporation have had four separate opportunities to present information that would justify a second waiver of the Newspaper/Broadcast Cross-Ownership Rule. The last two opportunities have been in response to direct requests from the Commission for specific financial information concerning the *Post*. The latest filing is fundamentally irrelevant, as the environment has shifted with the emergence of at least one serious prospective purchaser for the *Post*. News Corporation's sale of the *Post* to another entity will help maintain diversity in a rapidly consolidating market.

Even if no purchaser had come forward, the financial information that News Corporation has filed is not sufficient to justify waiver of the rule. Fox and News Corporation's April 9, 2001, filing is just the latest in a series of unresponsive filings that provide incomplete information and mere speculation in an attempt to present the *Post* as a failing newspaper with no alternatives. By all accounts, including their own, the *Post* is an improving newspaper, with an optimistic future. The financial information referenced herein, lacking as it does information on the *Post*'s assets, and an explanation of the division between News Corporation and the *Post* with respect to assets and liabilities is insufficient grounds for granting a waiver. Without contextual information regarding the newspaper industry as a whole, and without accurate and complete financial information on the *New York Post* in particular, no rationally based decision on a waiver of the rule can be made. For these reasons, the Commission should deny the application for assignment of the license of WWOR-TV to Fox, or in the alternative, designate the issue for hearing.

Respectfully submitted,



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April 30, 2001

Counsel for Petitioners

CERTIFICATE OF SERVICE

I, Jennifer L. Mercer, hereby certify that I have this 30th day of April, 2001, mailed by First Class mail, postage prepaid, a non-public disclosure copy of the "Response to Second Application Amendment of Fox and Chris-Craft" to the following:

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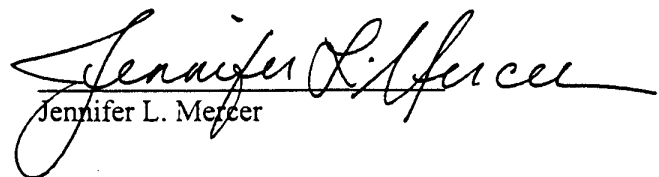
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