



KUSK-TELEVISION

Available For Purchase

Currently Operating

Full-Power Channel 7, Prescott

LPTV Channel 27, Phoenix

With FCC Permits and Approved Applications to Expand Coverage With

Channel 55, North Phoenix

Channel 23, Scottsdale

Channel 17, Mesa

Channel 43, Casa Grande

Channel 19, Yuma

KUSK, INC.

Phoenix Sales & Executive Offices: 1616 East Indian School Rd. / Phoenix, Arizona 85016

Telephone (602) 234-2727 / FAX (602) 265-6372

Prescott Studios & Offices: 3211 Tower Road / Prescott, Arizona 86301

Telephone (602) 778-6770 / FAX (602) 445-5210



November 8, 1988



Mr. John R. Powley
1536 Logan Avenue
Altoona, PA 16602

Dear Mr. Powley:

Enclosed is our bid kit, plus a wealth of information on
KUSK-TV.

I've also included a seven-minute video tape which gives a
good overview of our operation.

If you'd like more information, or would like to schedule a trip
to Phoenix/Prescott, please give me a call.

Sincerely,

KUSK, Inc.

A handwritten signature in blue ink, appearing to read "Bill Sauro".

WILLIAM H. SAURO
President

KUSK, Inc.

Prescott Offices/Studios
3211 Tower Road
Prescott, AZ 86301-8890
(602) 778-6770

Phoenix Offices
1616 E Indian School Rd.
Suite 445
Phoenix, AZ 85016-8604
(602) 234-2727

Official Bid Form For Purchase of KUSK-Television

Party Submitting Bid: _____

Legal Entity: ___ Corporation ___ Partnership ___ Sole Proprietorship

Address _____

City _____ State _____ Zip _____

Phone (____) _____

Principal _____

**TOTAL AMOUNT OFFERED IN LAWFUL MONEY
OF THE UNITED STATES OF AMERICA
FOR THE ASSETS OF KUSK, INC.:**

\$ _____

Written dollar amount:

CASH BIDS ONLY.
DOES NOT INCLUDE REAL ESTATE

SPECIFIC PERFORMANCE NOTICE: WITHIN 7 DAYS OF WRITTEN NOTIFICATION OF ACCEPTANCE OF THIS BID BY THE BOARD OF DIRECTORS OF KUSK, INC., PURCHASER MUST SUBMIT TO KUSK, INC., OR ITS ASSIGNED ESCROW AGENT, A CASHIER'S CHECK IN AN AMOUNT EQUAL TO FIVE PERCENT (5%) OF THE TOTAL AMOUNT BID, AS EARNEST MONEY.

Written Name of Purchaser or Principal _____

Signature _____ Date _____



1487 Ed. TV Factbook
8.71 kW 2817 ft ant.
115 ft ag.

Possible Power increase to 170 kW ERP

KUSK-TELEVISION

Available For Purchase
Via Sealed Bidding

With Bids To Be Opened at 11 a.m. MST, January 6, 1989

(Minimum Bid: \$3,000,000)

Currently Operating
Full-Power Channel 7, Prescott
LPTV Channel 27, Phoenix

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KUSK Television, Inc.
Assets to be Sold

• These Licenses and Permits:

<u>Channel</u>	<u>Type</u>	<u>Coverage Area</u>	<u>Status</u>
7	Full-Power	Prescott, Sedona, Cottonwood, metro-Flagstaff, Prescott Valley	Operating
27	Low-Power	Central Phoenix, Tempe, Scottsdale, Glendale	Operating
55	Low-Power	Moon Valley, Paradise Valley, Sun City, North Phoenix	Ready to be built
23	Low-Power	North Scottsdale, Carefree, Cave Creek, North Phoenix, Fountain Hills	Ready to be built
17	Low-Power	Mesa, Apache Junction, Gilbert, Chandler	Ready to be built
43	Low-Power	Casa Grande, Eloy, Coolidge, Florence	Ready to be built
19	Low-Power	Yuma	For future expansion

- All transmitter and studio equipment for both Channel 7 and 27 free of any liens.
- Public domain movie library of more than 400 titles.
- Going-concern value of properties in Phoenix and Northern Arizona.
- Programming relationships and contract renewal option positions for Oakland A's, San Diego Padres, University of Arizona athletics, etc.
- Furniture, computers, fixtures in Prescott and Phoenix.
- Studio building and 53,000 square foot lot in Prescott is also available for purchase from William H. Sauro for \$400,000 or may be leased with a purchase option.

Background:

KUSK-TV began broadcasting on Sept. 5, 1982 in Prescott on VHF Channel 7. It built up a loyal following in Northern Arizona by counter-programming the Phoenix and Flagstaff stations visible in the area. KUSK-TV offered a unique combination of sports, live national news, classic movies and variety programming unavailable on the other stations. Despite its rapid growth, the Northern Arizona market, by itself, did not have a sufficient advertising base to support the station.

At the same time, the listing of Channel 7's programming in Phoenix publications like *TV Guide*, as well as the reception of the KUSK-TV signal in parts of North Phoenix, stimulated interest and inquiries as to the availability of KUSK-TV's signal in metro-Phoenix.

In mid 1985, the Company purchased the license for Low-Power UHF Channel 27 in Phoenix. The Phoenix Channel 27 signal partially satisfied the existing demand for KUSK-TV's signal in the Valley. It also stimulated even more viewer interest.

During the past two years, the Company has systematically purchased or acquired from the FCC additional LPTV permits in Central Arizona to complete coverage of the entire metro-Phoenix area, plus additional transmitters in Casa Grande and Yuma. The intention has been to create a "synthetic" full-power television system.

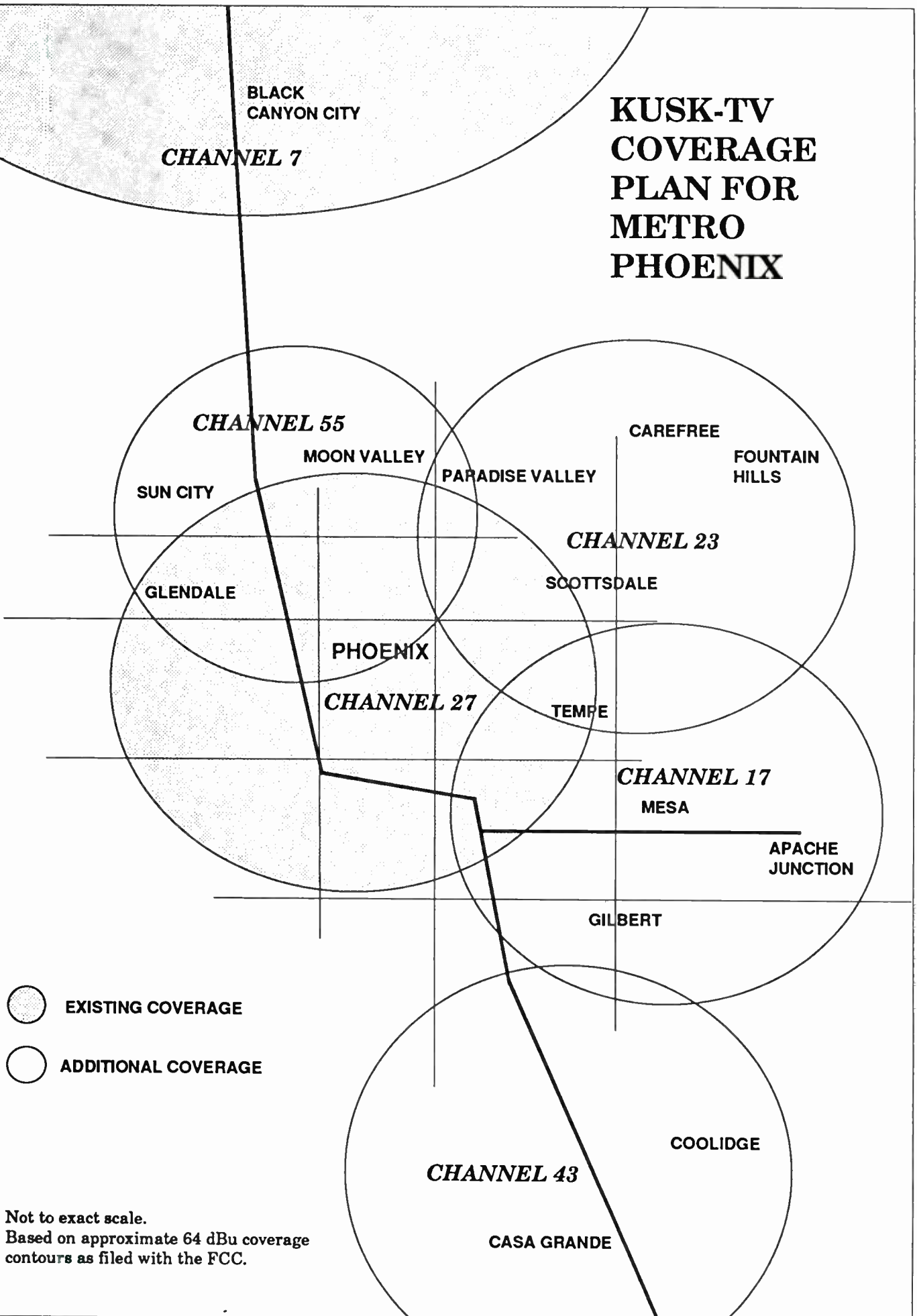
By using this innovative technology to cover the Phoenix metropolitan area through multiple TV transmitter locations, the delivery system can also offer advertisers "zones" of coverage, much like regional editions of a newspaper or magazine. This option is available to the new owners of KUSK.



Because of the station's low overhead, KUSK-TV's advertising time already is affordable, compared to other Phoenix stations. The addition of "zoned" advertising should make the same TV advertising time available to a larger number of advertisers at lower rates for each, but generate greater revenue to the Company for the advertising time involved. The plan will give advertisers the option to buy only that portion of the Phoenix metropolitan area they wish to reach at a price that even small retail businesses could afford. Individual commercial positions can then be sold two, three, four or five times and although the rates for the "zoned" commercials will be relatively low, the total revenue earned by the Company per commercial unit will be greater than could be charged for Maricopa County-wide coverage.

Programming:

KUSK-TV as in independent, specializes in live sporting events and programming not available on other Phoenix stations. Arbitron ratings report that our highest-rated programs are: Oakland A's and San Diego

KUSK-TV COVERAGE PLAN FOR METRO PHOENIX



-  EXISTING COVERAGE
-  ADDITIONAL COVERAGE

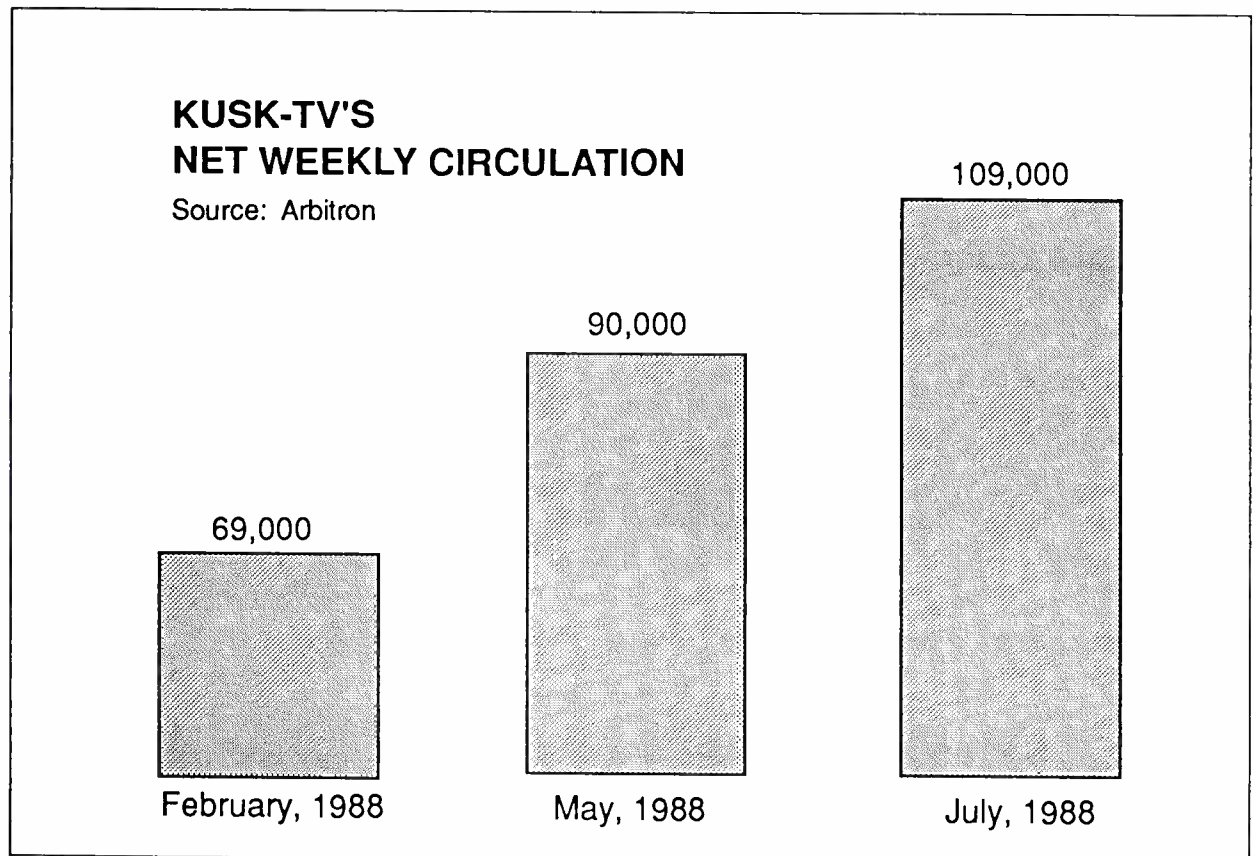
Not to exact scale.
Based on approximate 64 dBu coverage
contours as filed with the FCC.

Padres Major League Baseball Games; University of Arizona basketball games; University of Arizona football games; Professional boxing; CNN Headline News programs; the Independent Network News (INN) "USA Tonight" Program; and afternoon "Hit Video USA" music videos.

Cable Coverage: KUSK-TV is currently carried on more than 30 cable systems from Flagstaff to Sun Lakes. KUSK-TV's programming is on every cable system in the metro-Phoenix area except one: the large Dimension system. However, the Dimension system is planning to increase its channel capacity system wide to a minimum of 54 channels. If such increase occurs, management believes carriage will be more likely.

Cable Homes: Metro-Phoenix has one of the lowest cable penetrations in all of America. Arbitron reported in its July 1987 study that cable penetration in the Phoenix ADI was 34 percent. That means that 66 percent of the homes in the Phoenix market did not subscribe to cable television. For these homes, KUSK-TV is their over-the-air version of "ESPN," "CNN," "MTV," and classic movie channel.

Ratings: Arbitron, in its July 1988 local market ratings for the Phoenix area, reported that 109,000 different TV households watch KUSK-Television each week. By comparison, full-power religious station KPAZ-TV (Channel 21) and Spanish-language station KTVW (Channel 33) did not have *any* reportable ratings in the survey.



Additional Strategies:

The principal voting shareholder of KUSK, Inc., William H. Sauro, through a new limited partnership, has an application accepted at the FCC for Full-Power Channel 61, licensed to Phoenix. The application, held by *Channel 61 Partners, Ltd.*, is one of just five applications for the channel. Limited partnership positions in *Channel 61 Partners, Ltd.* are available for the buyer of KUSK.

Key Employees:

Richard Howe, has served as the general manager and general sales manager of the stations since May 1983. Mr. Howe graduated from Washington State University with a Bachelor of Arts in Communications in June, 1972. From November, 1982 through May, 1983, Mr. Howe was an account executive with KCRA-TV Sacramento.

Current Stockholders:

Allstate Insurance Co.	33.19%
William H. Sauro	29.46%
Phoenician Financial Corporation, a subsidiary of American Continental Corp	14.92%
Creative Advertising Co.....	12.00%
William Olson	4.97%
Steve Atwood	2.10%
Marshall Carpenter	1.12%
Lyle Mettler	1.12%
Harold Farrow	0.56%
Sol Schildhause	0.56%

Reason for Selling:

William H. Sauro, president and chief executive officer, wishes to pursue business development in other fields, including the advertising agency of which he is president, The Creative Advertising Co.

Costs to Build Additional Transmitter Locations:

Channel 55, North Phoenix	\$80,000
Channel 23, Scottsdale	\$100,000
Channel 17, Mesa	\$80,000
Channel 43, Casa Grande.....	\$60,000
Channel 19, Yuma*	\$80,000

* Would also require a microwave link from Phoenix to Yuma via common carrier.

Purchase Structures:

KUSK's assets can be purchased separately, or the entire corporation may be purchased to take advantage of a \$4 million loss carryforward.

**Bidding
Procedure:**

Sealed bids for the purchase of the assets of KUSK, Inc., or the entire corporation, may be sent on the official bid form anytime before bid-opening day to:

Mr. William H. Sauro
KUSK, Inc.
1616 E. Indian School Road
Phoenix, AZ 85016

The bids will be opened at a special meeting of the Board of Directors of KUSK, Inc. at:

11 a.m., Friday, January 6, 1989
in the Conference Room of Creative Advertising Co.
1616 E. Indian School Rd, 4th Floor
Phoenix, AZ 85016

The Board will review any and all bids submitted and determine the best in terms of total value returned to both debt-holders and stockholders of KUSK, Inc.

Minimum Bid: The minimum bid for a purchase of the assets of KUSK-TV or the entire KUSK, Inc. corporation is \$3,000,000. The high bid must then be accepted by both the Board of Directors of KUSK, Inc. and all stockholders.

Performance: Upon notification from the Board of Directors, the chosen bid purchaser will have 7 days to submit a Cashier's Check in an amount equal to 5% of the purchase price offer to KUSK, Inc. or designated escrow agent as earnest money.

Terms: Cash only.

Profitability: The station has always been highly leveraged. However, the master equipment lease is being paid off, and a monthly cash expense of \$18,000 a month has been eliminated. In addition, the station staff has been streamlined, and the entire operation can now be carried out for less than \$50,000 per month in cash expenses. Based on this current operating budget, the station would have been profitable in three of the last five months of operation.

EXCLUSIVE PROJECTIONS

TV station revenue to average 12% growth by 1992

Frazier Gross & Kadlec study tracks 150 markets; sees Los Angeles becoming number one market in spot and local ad revenue

Television station revenue from 1987 to 1992 should grow 12.5% on average, according to projections made by the consulting and appraisal firm of Frazier Gross & Kadlec, which last week completed a survey of all television markets with three or more stations (149) markets which was released exclusively to BROADCASTING. A pick-up in inflation and a rebound in oil prices should both help market revenue increase during the next five years, said Charles Kadlec, FG&K president of the Washington-based firm.

By 1992 Los Angeles should have surpassed New York as the number-one market for local and spot television revenue (what it calls nonnetwork) with \$1,524,300,000, according to FG&K. New York would weigh in at \$1,389,600,000, followed by Chicago with \$740 million. FG&K projects all markets will grow, with compound annual growth rates varying between 8.5% and 17%.

"The difficult thing to get a handle on in each market is competitive pricing," Kadlec said. "If stations are more interested in market share, prices may be driven down to the detriment of market revenue." He said FG&K is assuming that inventory will not be significantly changed, either by 15-second commercials becoming the "standard" at the local level or by the entry of new stations in the market.

In general the historical increase of television station revenue as a percentage of retail sales should continue, he added. The FG&K president said that trend would be encour-

aged by recent mergers and acquisitions which brought in new owners who would be "more aggressive in going after local sales." He cited as an example of this phenomenon Nashville, where television revenue as a percentage of retail sales increased "dramatically," between the late 1970's and the early 1980's. The range of the ratio goes from Los Angeles, where television revenue accounts for 0.86% of retail sales to Odessa-Midland, Tex., where the ratio is 0.25%. New York

has a ratio of 0.61%, and Chicago, 0.75%. By 1992, FG&K projects that two markets will have surpassed a ratio of 1%: Phoenix and Los Angeles, both with 1.04%.

Kadlec predicted that between 1987 and 1992 there will be two peak years—containing both the elections and the Olympics.

FG&K's estimates of market revenues and projected retail sales along with the ratio of nonnetwork revenue as a percent of those retail sales follow:

Net nonnetwork market revenue projections (Dollars in millions)

	1986	1987	% chg	1992	5-yr annual growth
Abilene-Sweetwater, Tex.	\$6.6	\$7.1	8.0%	\$12.2	\$11.5
Albany-Schenectady-Troy, N.Y.	38.0	40.7	7.0	67.0	10.5
Albuquerque	40.7	44.8	10.0	80.7	12.5
Amarillo, Tex.	10.0	10.6	6.0	17.9	11.0
Anchorage	14.8	16.7	12.5	31.4	13.5
Atlanta	169.7	190.9	12.5	367.5	14.0
Augusta, Ga.	15.0	16.5	10.0	31.1	13.5
Austin, Tex.	36.9	39.8	8.0	73.3	13.0
Bakersfield, Calif.	12.7	14.3	12.0	25.7	12.5
Baltimore	104.0	113.8	9.5	196.2	11.5
Bangor, Me.	8.3	9.1	10.0	16.8	13.0
Baton Rouge	25.5	27.1	6.0	45.6	11.0
Beaumont-Port Arthur, Tex.	12.1	12.7	5.0	20.4	10.0
Billings-Hardin, Mont.	5.5	5.8	7.0	9.0	9.0
Binghamton, N.Y.	9.6	10.5	9.0	17.3	10.5
Birmingham, Ala.	42.1	45.7	8.5	73.6	10.0
Boise, Idaho	11.2	12.0	7.0	20.2	11.0
Boston	253.0	275.7	9.0	519.4	13.5
Bristol, Va.-Kingsport, Tenn.	15.1	16.5	9.0	27.8	11.0
Buffalo	54.6	60.6	11.0	97.6	10.0
Burlington, Vt.-Plattsburgh, N.Y.	19.5	21.7	11.0	39.9	13.0
Cedar Rapids-Waterloo, Iowa	17.0	18.3	8.0	29.5	10.0
Charleston, S.C.	20.4	22.4	10.0	41.3	13.0
Charleston-Huntington, W.Va.	25.8	27.9	8.0	47.0	11.0
Charlotte, N.C.	63.3	70.9	12.0	130.7	13.0
Chattanooga	20.1	22.4	11.0	40.3	12.5
Chicago	380.0	419.9	10.5	740.0	12.0
Cincinnati	85.2	92.0	8.0	158.6	11.5
Cleveland	120.6	130.3	8.0	224.5	11.5
Colorado Springs-Pueblo	20.6	22.2	8.0	39.1	12.0

Market	1986	1987	% chg	1992	5-yr annual growth	1986	1987	% chg	1992	5-yr annual growth
Columbia, S.C.	21.8	23.9	10.0	43.1	12.5	14.4	15.1	5.0	23.8	9.5
Columbia-Jefferson City, Mo.	6.9	7.7	12.0	13.0	11.0	14.3	15.3	10.0	24.7	10.0
Columbus, Ga.	12.8	14.1	10.0	26.0	13.0	261.8	278.9	6.5	491.5	12.0
Columbus, Ohio	60.6	65.5	8.0	112.9	11.5	135.4	139.1	1.0	179.9	15.0
Corpus Christi, Tex.	15.9	17.1	8.0	29.6	11.5	109.0	116.7	7.0	196.6	11.0
Dallas-Fort Worth	261.5	274.6	5.0	505.8	13.0	82.8	90.2	9.0	166.3	13.0
Davenport-Rock Island, Ill.	21.0	22.7	8.0	37.3	10.5	21.6	24.0	11.0	43.2	12.5
Dayton, Ohio	40.9	44.6	9.0	73.5	10.5	38.9	41.8	7.5	72.1	11.5
Denver	138.7	149.8	8.0	275.9	13.0	47.1	51.3	9.0	90.4	12.0
Des Moines, Iowa	22.0	24.2	10.0	40.7	11.0	13.6	14.8	9.0	26.7	12.5
Detroit	181.9	196.5	8.0	338.6	11.5	34.9	38.8	11.0	71.5	13.0
Duluth, Minn.-Superior, Wis.	8.1	8.5	5.0	12.8	8.5	23.1	25.6	11.0	45.2	12.0
El Paso	18.3	19.8	8.0	34.8	12.0	34.0	37.2	9.5	59.9	10.0
Erie, Pa.	9.8	10.6	8.0	18.7	12.0	6.9	7.4	8.0	12.5	11.0
Eugene, Ore.	12.1	12.9	6.5	20.3	9.5	13.7	14.7	7.0	22.6	9.0
Evansville, Ind.	16.9	18.6	10.0	29.9	10.0	111.7	126.8	13.5	249.6	14.5
Fargo, N.D.	11.8	12.4	5.0	18.7	8.5	25.5	27.5	8.0	47.4	11.5
Flint-Saginaw-Bay City, Mich.	31.3	33.8	8.0	57.0	11.0	61.6	67.2	9.0	123.8	13.0
Fort Myers-Naples, Fla.	21.6	24.8	15.0	50.0	15.0	63.4	68.8	8.5	126.8	13.0
Fort Wayne, Ind.	18.0	19.6	9.0	30.8	9.5	75.4	86.7	15.0	174.3	15.0
Fresno-Visalia, Calif.	39.3	43.2	10.0	77.9	12.5	322.6	354.9	10.0	668.5	13.5
Fl. Smith, Ark.	9.0	9.6	7.0	16.6	11.5	83.8	88.0	5.0	132.4	8.5
Grand Rapids-Kalamazoo, Mich.	43.4	47.3	9.0	81.5	11.5	13.2	14.7	12.0	28.4	14.0
Green Bay, Wis.	26.0	28.4	9.0	43.7	9.0	8.8	9.4	6.0	12.2	8.5
Greensboro-Winston Salem, N.C.	38.9	43.6	12.0	82.1	13.5	135.4	147.6	9.0	26.5	13.0
Greenville-New Bern, N.C.	15.8	17.6	11.0	29.6	11.0	22.3	23.6	6.0	41.7	12.0
Greenville-Spartanburg, S.C.	43.1	47.0	9.0	84.6	12.5	7.6	8.1	6.5	12.2	8.5
Harrisburg-York-Lancaster, Pa.	35.2	39.1	11.0	68.9	12.0	13.8	15.2	10.0	26.8	12.0
Hartford-New Haven, Conn.	99.1	112.5	13.5	207.2	13.0	15.8	17.4	10.0	27.4	9.5
Honolulu	40.6	42.9	5.5	72.2	11.0	22.5	24.7	10.0	42.6	11.5
Houston	188.8	198.3	5.0	357.3	12.5	14.2	15.2	7.0	25.6	11.0
Huntsville, Ala.-Decatur, Ga.	14.3	15.4	8.0	26.6	11.5	19.4	20.6	6.0	32.4	9.5
Idaho Falls, Pocatello	4.9	5.2	5.0	8.8	11.0	113.5	124.9	10.0	210.5	11.0
Indianapolis	89.3	95.5	7.0	168.3	12.0	24.2	26.2	8.0	43.1	10.5
Jacksonville, Fla.	48.3	53.2	10.0	98.0	13.0	11.8	13.1	11.0	22.0	11.0
Jackson, Miss.	18.3	19.7	8.0	34.8	12.0	127.9	143.2	12.0	294.4	15.5
Johnston-Altoona, Pa.	12.0	12.7	6.0	19.9	9.5	9.6	10.1	6.0	16.3	10.0
Joplin, Mo.-Pittsburg, Kan.	8.9	9.7	10.0	15.7	10.0	27.9	29.9	7.0	49.2	10.5
Kansas City, Mo.	79.4	84.9	7.0	146.4	11.5	8.6	9.2	7.0	15.5	11.0
Knoxville, Tenn.	30.9	33.5	8.5	59.1	12.0	29.0	31.8	9.0	49.9	10.0
La Crosse-Eau Claire, Wis.	12.3	13.4	8.5	23.0	11.5	26.6	29.0	9.0	41.8	10.0
Lafayette, La.	14.0	14.7	5.0	22.6	9.0	37.7	40.7	8.0	70.1	11.5
Las Vegas	35.4	38.6	9.0	71.1	13.0	198.0	215.8	8.0	406.6	13.5
Lexington, Ky.	21.9	24.7	13.0	45.6	13.0	6.5	7.0	9.0	11.6	10.5
Lincoln-Hastings-Kearney, Neb.	16.1	17.4	8.0	29.4	11.0	41.3	45.2	9.5	83.3	13.0
Little Rock, Ark.	35.0	38.9	11.0	70.1	12.5	9.9	10.4	5.0	16.7	10.0
Los Angeles	716.2	809.3	13.0	1,524.3	13.5	31.7	34.3	8.0	56.5	10.5
Louisville, Ky.	43.1	46.5	8.0	76.7	10.5	24.0	26.4	10.0	46.5	12.0
Lubbock, Tex.	13.7	14.5	6.0	23.8	10.5	11.9	13.0	9.0	21.4	10.5
Macon, Ga.	11.0	12.2	10.5	31.8	12.5	10.5	11.2	7.0	18.5	10.5
Madison, Wis.	16.7	18.1	8.0	31.9	12.0	13.3	14.2	7.0	22.4	9.5
McAllen-Brownsville, Tex.	12.5	13.5	8.0	24.3	12.5					
Medford, Ore.	6.7	7.3	8.5	12.5	11.5					
Memphis	51.4	55.2	7.5	93.1	11.0					
Miami	180.1	205.3	14.0	386.7	13.5					
Milwaukee	74.9	80.9	8.0	136.2	11.0					
Minneapolis-St. Paul	135.1	148.0	9.5	272.6	13.0					
Mobile, Ala.-Pensacola, Fla.	30.2	33.6	11.0	59.1	12.0					
Monroe, La.-El Dorado, Ark.	9.4	10.0	6.0	15.4	9.0					
Montgomery, Ala.	14.4	15.1	5.0	25.5	11.0					
Nashville	56.2	61.8	10.0	119.0	14.0					
New Orleans	75.1	81.5	8.5	150.2	13.0					
New York	694.7	771.1	11.0	1,389.6	12.5					
Norfolk-Portsmouth-Newport News, Va.	49.2	53.4	8.5	94.1	12.0					
Odesa-Midland, Tex.	10.0	10.5	5.0	17.7	11.0					
Oklahoma City	60.1	63.1	5.0	111.3	12.0					
Omaha	29.7	31.4	6.0	50.6	10.0					
Orlando-Daytona Beach-Melbourne, Fla.	91.8	105.6	15.0	231.5	17.0					

Retail sales projections (Dollars in millions)

Market	1987	1992	% chng	1987	1992	Retail sales ratio
Abilene-Sweetwater, Tex.	\$2,369	\$3,554	8.44%	0.30	0.34	
Albany-Schenectady-Troy, N.Y.	8,946	13,127	7.97	0.45	0.51	
Albuquerque, N.M.	6,838	10,636	9.24	0.66	0.76	
Amarillo, Tex.	3,213	4,602	7.45	0.33	0.39	
Atlanta	25,321	40,258	9.72	0.75	0.91	
Augusta, Ga.	3,134	4,785	8.83	0.65	0.65	
Austin, Tex.	6,345	10,405	10.40	0.53	0.70	

	1987	1992	% chg	1987	1992	% chg	1987	1992	1987	1992	% chg
Bakersfield, Calif.	2,728	4,350	9.78	0.52	0.59	11.30	2,745	4,141	2,745	4,141	50.3
Baltimore	16,985	25,334	8.32	0.67	0.77	11.30	4,137	6,250	4,137	6,250	51.0
Bangor, Me.	2,215	3,344	8.59	0.41	0.50	11.30	3,678	5,761	3,678	5,761	57.0
Baton Rouge	4,667	7,160	8.94	0.58	0.64	11.30	2,052	3,047	2,052	3,047	49.0
Beaumont-Port Arthur, Tex.	3,084	4,389	7.31	0.41	0.46	11.30	10,286	15,286	10,286	15,286	48.0
Billings-Hardin, Mont.	1,750	2,633	8.51	0.33	0.34	11.30	26,197	41,008	26,197	41,008	56.0
Binghamton, N.Y.	2,430	3,509	7.62	0.43	0.49	11.30	11,491	16,455	11,491	16,455	43.0
Birmingham, Ala.	7,484	10,956	7.92	0.61	0.67	11.30	25,580	39,364	25,580	39,364	53.0
Boston	2,438	3,639	8.34	0.49	0.56	11.30	7,395	11,724	7,395	11,724	59.0
Boston	47,629	71,747	8.54	0.58	0.72	11.30	2,463	3,427	2,463	3,427	39.0
Bristol, Va.-Kingsport, Tenn.	4,302	6,516	8.66	0.38	0.43	11.30	2,896	4,194	2,896	4,194	45.0
Buffalo, N.Y.	9,138	12,558	6.57	0.66	0.78	11.30	11,130	17,211	11,130	17,211	56.0
Burlington, Vt.-Plattsburgh, N.Y.	5,060	7,682	8.71	0.43	0.52	11.30	11,802	17,735	11,802	17,735	50.0
Cedar Rapids-Waterloo, Iowa	4,742	6,662	7.03	0.39	0.44	11.30	126,454	187,981	126,454	187,981	49.0
Charleston, S.C.	3,607	5,540	8.96	0.62	0.74	11.30	9,963	15,438	9,963	15,438	53.0
Charleston-Huntington, W.Va.	7,605	11,077	7.81	0.37	0.42	11.30	4,282	7,080	4,282	7,080	65.0
Charlotte, N.C.	12,071	18,929	9.42	0.59	0.69	11.30	12,859	19,981	12,859	19,981	53.0
Chattanooga	4,918	7,312	8.25	0.45	0.55	11.30	6,290	9,566	6,290	9,566	52.0
Chicago	56,231	82,900	8.07	0.75	0.89	11.30	14,412	23,629	14,412	23,629	64.0
Cincinnati	12,435	18,700	8.50	0.74	0.85	11.30	4,843	7,082	4,843	7,082	46.0
Cleveland	25,907	37,365	7.60	0.50	0.60	11.30	3,410	4,928	3,410	4,928	44.0
Colorado Springs-Pueblo	3,855	6,001	9.26	0.58	0.65	11.30	50,942	76,401	50,942	76,401	50.0
Columbia, S.C.	4,485	7,083	9.57	0.53	0.61	11.30	16,495	26,918	16,495	26,918	63.0
Columbia-Jefferson City, Mo.	2,693	4,053	8.52	0.29	0.32	11.30	18,110	24,693	18,110	24,693	37.0
Columbus, Ga.	2,502	3,703	8.16	0.56	0.70	11.30	13,890	21,331	13,890	21,331	53.0
Columbus, Ohio	11,421	17,253	8.60	0.57	0.65	11.30	6,369	9,855	6,369	9,855	55.0
Corpus Christi, Tex.	3,605	5,329	8.13	0.48	0.55	11.30	11,267	16,969	11,267	16,969	50.0
Dallas-Fort Worth	32,662	51,022	9.33	0.84	0.99	11.30	11,078	17,529	11,078	17,529	58.0
Davenport-Rock Island, Ill.	4,927	6,853	6.82	0.46	0.54	11.30	3,810	6,160	3,810	6,160	62.0
Dayton, Ohio	8,421	12,365	7.99	0.53	0.59	11.30	7,822	11,856	7,822	11,856	52.0
Denver	20,994	33,349	9.70	0.71	0.83	11.30	5,429	7,935	5,429	7,935	46.0
Des Moines, Iowa	6,140	8,920	7.75	0.39	0.46	11.30	6,283	9,139	6,283	9,139	46.0
Detroit	32,651	47,754	7.90	0.60	0.71	11.30	3,207	4,681	3,207	4,681	46.0
Duluth, Minn.-Superior, Wis.	2,811	3,946	7.02	0.30	0.33	11.30	17,587	28,137	17,587	28,137	62.0
El Paso	3,701	5,631	8.75	0.53	0.62	11.30	3,783	5,982	3,783	5,982	58.0
Erie, Pa.	2,635	3,811	7.66	0.40	0.49	11.30	10,499	16,465	10,499	16,465	56.0
Eugene, Ore.	2,481	3,530	7.30	0.52	0.57	11.30	9,778	14,940	9,778	14,940	52.0
Evansville, Ind.	4,757	7,199	8.64	0.39	0.42	11.30	46,001	26,262	46,001	26,262	39.0
Fargo, N.D.	3,825	5,623	8.01	0.33	0.33	11.30	16,001	26,262	16,001	26,262	64.0
Flint-Saginaw-Bay City, Mich.	7,887	11,194	7.25	0.43	0.51	11.30	46,856	71,847	46,856	71,847	53.0
Fort Myers-Naples, Fla.	4,927	6,626	10.47	0.62	0.75	11.30	4,552	7,311	4,552	7,311	61.0
Fort Wayne, Ind.	3,725	5,532	8.23	0.53	0.56	11.30	3,663	5,666	3,663	5,666	55.0
Fresno-Visalia, Calif.	7,104	10,817	8.77	0.61	0.72	11.30	21,666	33,252	21,666	33,252	53.0
Grand Rapids-Kalamazoo, Mich.	10,353	16,144	8.40	0.47	0.54	11.30	6,086	8,878	6,086	8,878	46.0
Green Bay, Wis.	5,532	7,997	9.29	0.46	0.50	11.30	2,516	3,510	2,516	3,510	40.0
Greensboro-Winston Salem, N.C.	9,029	13,901	9.01	0.48	0.59	11.30	3,728	5,484	3,728	5,484	46.0
Greenville-New Bern, N.C.	3,568	5,431	8.76	0.49	0.55	11.30	5,065	7,679	5,065	7,679	51.0
Greenville-Spartanburg, S.C.	10,095	15,453	8.89	0.47	0.55	11.30	4,753	7,011	4,753	7,011	48.0
Harrisburg-York-Lancaster, Pa.	9,477	14,236	8.48	0.41	0.48	11.30	4,276	6,497	4,276	6,497	52.0
Hartford-New Haven, Conn.	17,356	25,886	8.32	0.65	0.80	11.30	5,385	7,737	5,385	7,737	44.0
Houston	29,773	44,526	8.38	0.67	0.80	11.30	20,339	29,867	20,339	29,867	48.0
Huntsville, Ala.-Decatur, Ga.	3,788	5,651	8.33	0.41	0.47	11.30	6,060	8,838	6,060	8,838	46.0
Indian Falls, Pocatello	1,809	2,707	8.40	0.29	0.32	11.30	2,636	4,044	2,636	4,044	53.0
Indianapolis	15,924	24,143	8.68	0.60	0.70	11.30	18,653	30,164	18,653	30,164	62.0
Jacksonville, Fla.	7,431	11,373	8.88	0.72	0.86	11.30	2,726	3,998	2,726	3,998	46.0
Jackson, Miss.	4,492	6,933	9.07	0.44	0.50	11.30	7,724	11,380	7,724	11,380	47.0
Johnstown-Altoona, Pa.	3,901	5,228	6.03	0.32	0.38	11.30	2,506	3,751	2,506	3,751	50.0
Joplin, Mo.-Pittsburg, Kan.	2,533	3,714	7.96	0.38	0.42	11.30	4,489	6,689	4,489	6,689	49.0
Kansas City, Mo.	14,141	21,215	8.45	0.60	0.69	11.30	7,167	10,160	7,167	10,160	42.0
Knoxville, Tenn.	7,404	11,443	9.10	0.45	0.52	11.30	33,841	52,621	33,841	52,621	55.0
La Crosse-Eau Claire, Wis.	2,686	3,958	8.47	0.51	0.58	11.30	2,523	3,790	2,523	3,790	51.0
Lafayette, La.	3,689	5,409	7.95	0.40	0.42	11.30	9,053	15,750	9,053	15,750	74.0
Las Vegas	5,090	8,609	11.08	0.76	0.83	11.30	2,863	4,106	2,863	4,106	43.0
Lexington, Ky.	5,158	7,909	8.92	0.48	0.58	11.30	7,812	11,591	7,812	11,591	49.0
Lincoln-Hastings-Kearney, Neb.	4,210	6,154	7.89	0.41	0.48	11.30	6,303	9,076	6,303	9,076	44.0
Little Rock, Ark.	7,079	10,485	8.17	0.55	0.67	11.30	2,230	3,459	2,230	3,459	55.0
Los Angeles	94,207	145,970	9.15	0.86	1.04	11.30	2,745	3,979	2,745	3,979	44.0
Louisville, Ky.	8,463	12,784	8.60	0.55	0.60	11.30	4,388	6,121	4,388	6,121	40.0
Lubbock, Tex.	2,449	3,361	6.54	0.59	0.71	11.30					
Macon, Ga.						11.30					
Madison, Wis.						11.30					
McAllen-Brownsville, Tex.						11.30					
Medford, Ore.						11.30					
Memphis						11.30					
Miami						11.30					
Milwaukee						11.30					
Minneapolis-St. Paul						11.30					
Mobile, Ala.-Pensacola, Fla.						11.30					
Monroe, La.-El Dorado, Ark.						11.30					
Montgomery, Ala.						11.30					
Nashville						11.30					
New Orleans						11.30					
New York						11.30					
Norfolk-Portsmouth-Newport News, Va.						11.30					
Odessa-Midland, Tex.						11.30					
Oklahoma City						11.30					
Oklahoma						11.30					
Orlando-Daytona Beach-Melbourne, Fla.						11.30					
Pdunch, Ky.-Cp Grardu, Mo.-Harrisbrg, Ill.						11.30					
Peoria, Ill.						11.30					
Philadelphia						11.30					
Phoenix						11.30					
Pittsburgh						11.30					
Portland, Ore.						11.30					
Portland-Poland Springs, Me.						11.30					
Providence, R.I.-New Bedford, Mass.						11.30					
Raleigh-Durham, N.C.						11.30					
Reno						11.30					
Richmond, Va.						11.30					
Roanoke-Lynchburg, Va.						11.30					
Rochester, N.Y.						11.30					
Rochester-Austin, Minn.-Mason City, Iowa						11.30					
Rockford, Ill.						11.30					
Sacramento-Stockton, Calif.						11.30					

INDEPENDENT TV STATION SALE COMPARISONS

STATION	MARKET	SALE DATE	CHANNEL	MARKET RANK AT TIME OF SALE	PURCHASE PRICE	HOUSEHOLDS IN MARKET AT TIME OF SALE	TELEVISION AD REVENUE IN MARKET AT TIME OF SALE
KNXV-TV	PHOENIX, AZ	1/9/85	15	24	\$27,100,000	790,000	\$120,000,000
KMSB-TV	TUCSON, AZ	11/11/84	11	95	\$13,000,000	210,000	\$20,000,000
WPTY-TV	MEMPHIS, TN	11/1/86	24	40	\$12,500,000	550,000	\$50,000,000
WXXA-TV	ALBANY, NY	10/4/86	23	55	\$10,100,000	480,000	\$36,000,000
KMEG-TV	SIOUX CITY, IA	8/9/86	14	128	\$4,000,000	160,000	\$7,000,000
WBSP-TV	OCALA, FL	9/2/86	51	165	\$7,010,000	85,000	\$4,000,000
KLTJ-TV	IRVING, TX	4/1/87	49	8	\$16,250,000	1,550,000	\$261,500,000
WTSG-TV	ALBANY, GA	4/13/87	31	151	\$2,250,000	135,000	\$4,800,000
KMSS-TV	SHREVEPORT, LA	5/5/87	33	64	\$7,000,000	395,000	\$6,050,000
WNYB-TV	BUFFALO, NY	5/2/87	49	36	\$4,800,000	610,000	\$54,000,000
KLAX-TV	ALEXANDRIA, LA	3/29/88	31	162	\$1,100,000	87,000	\$3,800,000
WZTV	NASHVILLE, TN	3/15/88	17	32	\$14,500,000	688,200	\$56,200,000

RADIO STATION SALES IN PHOENIX

KOOL	PHOENIX	2/10/87	AM/FM	21	\$15,000,000
KLZI	PHOENIX	2/30/87	FM	21	\$15,000,000

THIS OPPORTUNITY

STATION	MARKET	SALE DATE	CHANNEL	MARKET RANK AT TIME OF SALE	PURCHASE PRICE	HOUSEHOLDS IN MARKET AT TIME OF SALE	TELEVISION AD REVENUE IN MARKET AT TIME OF SALE
KUSK	PHOENIX, AZ	1/6/89	7/27+	21	???	950,300	\$150,000,000

KUSK-TV Program Schedule

Effective Fall, 1988

	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday	
6:00 am	CNN HEADLINE NEWS						BIBLE/YOU	
6:30 am	MORNING STRETCH					US FARM REPORT	BEST IS YET TO BE	
7:00 am	700 CLUB					WEEKEND GARDNER	JEWISH VOICE	
7:30 am						JIMMY HOUSTON	CHANGED LIVES	
8:00 am	JIMMY SWAGGART					FISHING THE WEST	JERRY FALWELL	
8:30 am	CNN HEADLINE NEWS					OUTDOORS W/BOYS		
9:00 am	VARIETY PROGRAMMING					WORLD WRESTLING	JIMMY SWAGGART	
9:30 am								
10:00 am	THERE IS A WAY						WORLD	
10:30 am								
11:00 am	THE MORNING MOVIE					VARIOUS SPORTS/ MOVIES	IT'S YOUR BUSINESS	
11:30 am								
12:00 N	CNN HEADLINE NEWS							
12:30 pm	AFTERNOON MATINEE							VARIOUS SPORTS/ MOVIES
1:00 pm								
1:30 pm	HIT VIDEO ARIZONA							RODEO
2:00 pm								
2:30 pm	LINGO							SUPERCHRG
3:00 pm								
3:30 pm	CROOK AND CHASE							GRANDSTAND
4:00 pm								
4:30 pm	CNN HEADLINE NEWS							
5:00 pm	SHOWTIME @ APOLLO					MOVIE SEVEN OR SPORTS		
5:30 pm						SOUL TRAIN		
6:00 pm	SW COMPUTER							
6:30 pm						OUTDOORS		
7:00 pm	DICK TOMEY							
7:30 pm						INN: USA TONIGHT		
8:00 pm	CNN HEADLINE NEWS							
8:30 pm						GORGEOUS LADIES OF WRESTLING		
9:00 pm	R & G SPORTS BYLINE							
9:30 pm						SUPER-CHARGERS		
10:00 pm	CAVALCADE OF BOXING							
10:30 pm						JIMMY HOUSTON		
11:00 pm	DALLAS COWBOYS WK							
11:30 pm						FISHING THE WEST		
1:00 am	TOM LANDRY SHOW							
6:00 am						AMERICA'S NETWORK HOME SHOPPING		



778-6770

SYNOPSIS OF KUSK PROGRAMMING

Effective August 1, 1988



234-2727

"CNN HEADLINE NEWS"

- ☆ Live up-to-the-minute national news from America's most respected services. CNN Headline News is broadcast five times a day at the most convenient hours.

"MORNING STRETCH"

- ☆ Viewers of all ages and gender enjoy keeping their hearts pumping and their bodies tone each morning with Joanie Greggins Morning Stretch!

"CLASSIC MOVIES"

Morning Movie ☆ Afternoon Matinee ☆ Movie Seven ☆ Special Weekend Movies

- ☆ Classic motion pictures from the 30's, 40's and 50's. The greatest stars...the greatest stories. These are the timeless films audiences enjoy seeing again and again. And we're the only station in the market to show our films completely un-edited.

"HIT VIDEO ARIZONA"

- ☆ A fabulous alternative to cartoons and game shows. Hit Videos and All Request Videos air from 3:30-6:00P, Monday-Friday. Similar to cable's VH-1, this program is making a strong impact in major markets across the country and is receiving great response from the 18-49 year olds in Phoenix.

"CROOK & CHASE"

- ☆ This is a magazine styled program hosted by Lorraine Crook and Charlie Chase of "This Week In Country Music". The program features show biz personalities, along with current movie and record reviews.

"WEATHER UPDATE"

- ☆ A live 2-5 minute program broadcast several times each evening. This report is popular during the winter ski season as it offers snow/road conditions for all of Northern Arizona. During the summer, the cool temperatures of Prescott and Flagstaff are always of interest to the Phoenix viewers.

"SHOWTIME AT THE APOLLO"

- ☆ Direct from one of New York's legendary show place, "Showtime" is a great variety program featuring a great line-up of stars each week and tributes to Apollo's legends.

"SOUL TRAIN"

- ☆ This dance and video program highlights popular "urban" dance tracks. Host Don Cornelius spins contemporary soul and pop sounds and welcomes a new guest star from the music world each week.

"THE COMPUTER SHOW"

- ☆ This very special program, seen live from the Silicon Valley covers the world of personal computers inside-out. Interviews with industry leaders, demonstrations of new products, and viewer interaction makes this an excellent program for this growing hi-tech market.

"USA TONIGHT - INDEPENDENT NETWORK NEWS"

- ☆ In depth national news coverage with network-quality anchor-people. This program is ideal for those viewers who find network national news broadcast at inconvenient early hours.

"BACKSTAGE PASS"

- ☆ A "happening" hot new television show featuring local professional entertainers along with many national acts. Arizona's only entertainment variety show, hosted weekly by Joel Samuels.

"THIS WEEK IN BASEBALL"

- ☆ This Week in Baseball is the number one syndicated sports series in America. Hosted by "the dean of baseball", Mel Allen, this show will either precede or follow major league baseball games on KUSK.

"WEEKEND WITH CROOK & CHASE"

- ☆ This magazine formatted show highlights "what's happening" in the world of country music. You will see the latest music videos and the most popular personalities.

"SERENDIPITY SINGERS"

- ☆ The Serendipity Singers host their own TV show into some 18 million US homes each week. Set against the backdrops of some of the world's most breathtaking scenery, this program combines the exciting ingredients of a travelogue with top-drawer variety.

"CHRISTIAN SCIENCE MONITOR REPORTS"

- ☆ Anchored by Pulitzer Prize-winning journalist, Robert C. Nelson, this news special gives the viewer an in-depth look at significant recent news events and world situations from The Christian Science Monitor correspondents around the world.

"FISHING THE WEST"

- ☆ Fishing The West is a very popular show among men; it's both educational and entertaining. Its viewers travel up and down the West Coast discovering what fish are jumping where and the best bait to catch them.

"JIMMY HOUSTONS OUTDOORS"

- ☆ Jimmy's show is packed with line-action, wholesome family entertainment, and helpful fishing instructions that even professionals can use. His show features fishing experiences from all over the country and appeal to audiences everywhere.

"RINGSIDE BOXING"

- ☆ Ringside Boxing is shown on the fourth Friday of every month. It features exclusive coverage of top-ranked contenders.

"THIS WEEK IN MOTOR SPORTS"

- ☆ From Nascar, Cart, IMSA, Can-Am, Formula 1, Camel 6T, to drags and motorcars. The latest news...who won last weekend...points standings...action moments and what to look for next week.

"WACKY WORLD OF SPORTS"

- ☆ Hosted by "Mr. Baseball" Bob Uecker is the craziest, zaniest and most off the wall half hour of sports. Plus a whole new line-up of all-star bloopers.

"THIS IS THE NFL"

- ☆ Regular features in the NFL that is designed to inform, to entertain, to interpret. It will help viewers sort through the weekly blitz of facts, headlines and flickering images...and to make sense of the game.

"JOURNEY TO ADVENTURE"

- ☆ An award-winning travel series - hosted by world traveler/journalist Gunther Tess. Journey to Adventure unfolds the splendors of the world's most colorful and intriguing lands.

"ITS YOUR BUSINESS"

- ☆ This program is designed to take a look at balanced business and economic issues confronting the nation today. Through this series we hope to inform, educate and advance the private enterprise system.

"SUPER CHARGERS"

- ☆ America's favorite motorsports television series. Super Chargers has become synonymous with high quality, fast action motorsports coverage! The Super Chargers provides the most comprehensive and creditable package of race events available today.

"RODEO SPORTS PAGE"

- ☆ This program is a comprehensive look at rodeo from Little Britches, High School, college, the men and women of the pro circuit. The show is hosted by nationally known television and rodeo announcer Bob Tallman.



Exclusive
College Football 1988

Effective 10/3/88

10/8	11A	Navy @ Air Force	125
	2:30P	Rutgers @ Syracuse*	150
	8:30P	Wisconsin @ Iowa*	100
10/15	11A	TCU @ BYU	125
	2:30P	North Carolina St. @ N. Carolina*	150
	6:30P	Washington St. @ Arizona	250
10/22	9A	Virginia @ Wake Forest	90
	6:30P	UCLA @ Arizona	250
	9:30P	BYU @ Hawaii (JIP-9P)	90
10/29	11A	New Mexico @ BYU	125
	2:30P	Maryland @ North Carolina*	150
	6:30P	California @ Arizona	250
	10P	Iowa @ Indiana*	90
11/5	10A	Air Force @ Army	125
	4P	Arizona @ Washington*	250
	9:30P	Northwestern @ Iowa*	90
1/12	10A	Clemson @ Maryland	100
	1:30P	Syracuse @ Boston College*	150
	6:30P	Oregon @ Arizona	250
	9:30P	Ohio State @ Iowa*	90
11/19	12N	Air Force @ UTEP	125
	6P	Iowa @ Minnesota	150
11/26	10A	Boston College @ Temple	100
	4:30P	Arizona State @ Arizona	300

Post Season Bowl Games

12/23	6P	Independence Bowl	TBA
12/29	7P	Freedom Bowl	TBA
12/31	11A	Peach Bowl	TBA
12/31	6P	Bluebonnet Bowl	TBA
1/21	11A	Senior Bowl	TBA

** Tape delayed.*

Phoenix → 234-2727

Prescott → 778-6770



Exclusive & All Games Live
College Basketball 1988-89



Effective 10/20/88

11/14	7:30PM	AUSTRALIA @ UA (EXHIBITION)
11/25	7:30PM	MARATHON OIL @ UA (EXHIBITION)
11/30	7:30PM	NEW MEXICO @ UA
12/18	4:00PM	WASHINGTON ST. @ UA
12/20	7:30PM	WASHINGTON @ UA
12/23	9:00PM	UA @ OREGON ST.
12/28	9:00PM	FIESTA BOWL TOURNAMENT UA VS NORTHWESTERN
12/30	9:00PM	FIESTA BOWL TOURNAMENT CHAMPIONSHIP GAME
1/5	9:00PM	UA @ STANFORD
1/7	3:00PM	BYU @ UTEP
1/12	9:00PM	OREGON ST. @ UA
1/14	3:00PM	NEW MEXICO @ WYOMING
1/19	8:30PM	UA @ USC
1/21	3:00PM	NEW MEXICO @ SAN DIEGO ST.
1/26	7:30PM	UA @ ARIZONA ST.
1/28	3:00PM	UTEP @ NEW MEXICO
2/2	7:30PM	CALIFORNIA @ UA
2/4	1:00PM	SAN DIEGO ST. @ AIR FORCE
2/4	3:00PM	WYOMING @ COLORADO ST.
2/9	8:30PM	UA @ OREGON
2/11	3:00PM	UTAH @ SAN DIEGO ST.
2/16	7:30PM	USC @ UA
2/18	1:00PM	HAWAII @ COLORADO ST.
2/18	3:00PM	UTEP @ UTAH
2/23	7:30PM	ARIZONA ST. @ UA
2/25	3:00PM	UTAH @ BYU
3/2	8:30M	UA @ WASHINGTON ST.
3/4	3:00PM	COLORADO ST. @ BYU
3/10	7:00PM	W.A.C. TOURNAMENT SEMI-FINAL
3/10	9:30PM	W.A.C. TOURNAMENT SEMI-FINAL
3/11	8:00PM	W.A.C. TOURNAMENT CHAMPIONSHIP

PACKAGES

SLAM DUNK PACKAGE / 31 GAMES:

17 UNIVERSITY OF ARIZONA WILDCAT GAMES
14 WESTERN ATHLETIC CONFERENCE GAMES

PLAN A: WILDCATS ONLY / 17 GAMES

3-30'S OPEN/CLOSE \$9,180

PLAN B: W.A.C. ONLY / 14 GAMES

3-30'S OPEN/CLOSE \$3,780

PLAN C: ALL 31 GAMES

3-30'S OPEN/CLOSE \$10,000

OTO PLANS:

UNIV. OF ARIZONA \$250/SPOT

WESTERN ATHLETIC CONF. \$125/SPOT



1988 4TH QUARTER AVAILS

KUSK-TV

<u>TYPE</u>	<u>DAY</u>	<u>TIME</u>	<u>PROGRAM</u>	<u>COST</u>	
GENERAL	MON-FRI	6-6:30A	CNN HEADLINE NEWS	20.	
	MON-FRI	6:30-7A	MORNING STRETCH	20.	
	MON-FRI	11-12:30P	MORNING MOVIE	30.	
	MON-FRI	12:30-1P	CNN HEADLINE NEWS	35.	
	MON-FRI	1-3P	AFTERNOON MATINEE	45.	
	MON-FRI	3-5:30P	HIT VIDEO ARIZONA	75.	
	MON-FRI	5:30-6P	LINGO	75.	
	MON-FRI	6-6:30P	CROOK & CHASE	80.	
	MON-FRI	6:30-7P	CNN HEADLINE NEWS	80.	
	MON-FRI	10-11P	VARIOUS SPORTS	60.	
	PRIME	MON	7-8P	SHOWTIME AT THE APOLLO	90.
			8-9P	SOUL TRAIN	90.
		TUE	7-8:30P	MOVIE 7	90.
		8:30-9P	SW COMPUTER REVIEW	125.	
WED		7-8:30P	MOVIE 7	90.	
		8:30-9P	OUTDOORS GOOD OL' BOYS	125.	
THUR		7-8:30P	MOVIE 7	90.	
		8:30P-9P	U of A DICK TOMEY	125.	
FRI		7-9P	VARIOUS SPORTS/BOXING	100.	
M-F		9-9:30P	INN:USA TONIGHT	80.	
M-F		9:30-10P	CNN HEADLINE NEWS	80.	
M-F		5:28-10P	WEATHER BREAKS	90.	
WEEKEND		SAT	6-6:30A	CNN HEADLINE NEWS	20.
	6:30-7A		U.S. FARM REPORT	20.	
	7-7:30A		WEEKEND GARDENER	30.	
	7:30-8A		JIMMY HOUSTON	60.	
	8-8:30A		FISHING THE WEST	60.	
	8:30-9A		OUTDOORS GOOD OL' BOYS	80.	
	9-10A		WORLDWIDE WRESTLING	60.	
	10A-6P		VARIOUS SPORTS/MOVIES	65.	
	6P-12M		COLLEGE FOOTBALL	VAR	
	SUN		11A-3P	VARIOUS SPORTS/MOVIES	50.
			3-3:30P	BOB VECKER SPORTS SHOW	65.
		3:30-4P	RODEO SPORTS PAGE	65.	
		4-4:30P	INTERNATIONAL KICKBOXING	65.	
		4:30-5P	SUPERCHARGERS	65.	
		5-5:30P	THIS WEEK ON PIT ROAD	70.	
		5:30-6P	VARIOUS SPORTS	70.	
		6-6:30P	GRANDSTAND	80.	
		6:30-7P	CNN HEADLINE NEWS	80.	
		7-9P	MOVIE 7	90.	
	9-9:30P	INN USA TONIGHT	80.		
		9:30-10p	CNN HEADLINE NEWS	80.	

OCTOBER SPECIALS

<u>DATE</u>	<u>DAY</u>	<u>TIME</u>	<u>PROGRAM</u>	<u>COST</u>
GENERAL				
10/9	SUN	7-9P	10TH ANNUAL RYTHUM & BLUES AWARDS	125.

SPORTS

10/2	SUN	3-3:30P	INT'L OUTBOARD GRND PRIX ST. LOUIS	70.
10/8	SAT	5:30-6P	WAR OF THE STARS	75.
10/9	SUN	5:30-6P	CELEBRITY AUTO CHALLENGE	75.
10/16	SUN	3-3:30P	AUTO RACING: ALL STAR	70.
10/16	SUN	4-4:30P	CELEBRITY AUTO CHALLENGE	70.
10/16	SUN	5:30-6P	VISIONS OF SPEED	70.
10/21	FRI	7-8P	BOXING: GILBERTO ROMAN vs. SUGAR BABY ROJAS (LIVE)	100.
10/22	SAT	1-2P	OFFSHORE POWER BOATS	60.
10/22	SAT	2-2:30P	INT'L OUTBOARD GRND PRIX WEST PALM BEACH	60.
10/29	SAT	10-11A	NASCAR: "COMMONWEALTH 200"	60.

NOVEMBER SPECIALS

GENERAL

11/26	SAT	8-9A	ALL AMERICAN COWBOY	90.
11/27	SUN	11:30A-12N	IMAGINE THAT	50.

SPORTS

11/5	SAT	3-3:30P	WAR OF THE STARS	65.
11/5	SAT	7:30-8P	CELEBRITY CHALLENGE	80.
11/6	SUN	12:30-1P	QUEST FOR SPEED	60.
11/11	FRI	7-8P	BOXING (LIVE)	100.
11/12	SAT	4:30-5:30P	NASCAR: "OAKWOOD HOMES 500"	75.

DECEMBER SPECIALS

GENERAL

<u>DATE</u>	<u>DAY</u>	<u>TIME</u>	<u>PROGRAM</u>	<u>COST</u>
12/3	SAT	10-10:30A	CANDY CLAUS	40.
12/3	SAT	10:30-11A	THE BEAR WHO SLEPT THROUGH CHRISTMAS	40.
12/3	SAT	11A-1P	WIZARD OF OZ (ANIMATED)	40.
12/17	SAT	5-6P	FRANKIE AVALON PRESENTS	75.

SPORTS

12/4	SUN	4-4:30P	CELEBRITY CHALLENGE	70.
12/10	SAT	12N-1P	NASCAR: "ALL PRO 300"	60.
1-1:30P	SAT	1-1:30P	ALL STAR WEEKEND	60.

Monday Evening

	5:00	5:30	6:00	6:30	7:00	7:30	Prime Time
(2)	Raincheck...	NBC News	News	M*A*S*H	ALF	7:30	
(3)	News	ABC News	NFL Football: 4 Bears at Bears	Cosby Show	M*A*S*H		Barney Miller
(5)	Webster	Three's Company	Newhart	MacNeil, Leahr	Horizon		Fanny Towers
(8)	Nightly Business	World of Ideas	Family Ties	Family Ties	Cheers		Coming of Age
(9)	CBS News	News	News	Wheel of Fortune	Wheel of Fortune		Coming of Age
(10)	News	CBS News	NFL Football: 4 Bears at Bears	USA Today	ALF		
(11)	ABC News	News	News	Wheel of Fortune	ALF		
(12)	News	NBC News	News	Family Ties	Cheers		
(13)	Jeopardy!	NBC News	News	Headline News	It's Showtime at the Apollo		
(14)	Double Date	Silver Spoons	Family Ties	Crook and Chase	Noticiero		
(15)	Double Date	Silver Spoons	Family Ties	Noticiero	Mi nombre es Gato		
(16)	Prize-A-Then Continues	Lingo	Headline News	Noticiero	Movie: Fanny		
(17)	HR Video U.S.A. (3:00)	Lingo	Headline News	Noticiero	Movie: Fanny		
(18)	Alba Marina	Lucky Luke	Noticiero	Noticiero	Movie: Fanny		
(19)	Lucky Luke	Lucky Luke	Noticiero	Noticiero	Movie: Fanny		

CABLE-TV CHANNELS	
(A1)	Lizzie: An Amazon Adventure
(A2)	Our Century
(A3)	Penn State Football
(A4)	On the Right Track
(A5)	College Football: Baylor at Texas Christian
(A6)	700 Club
(A7)	News
(A8)	Larry King Live
(A9)	Origins of Wild
(A10)	Animal World
(A11)	NFL Magazine
(A12)	NFL Match-up
(A13)	Generation (4:00)
(A14)	Cover Up
(A15)	Inspector Gadget
(A16)	Inspector Gadget
(A17)	Movie: The Last Dinosaur (5:05)
(A18)	Nashville Now
(A19)	Dance Party
(A20)	She-Ra: Princess
(A21)	Fat Albert
(A22)	Lucky Luke

PAY-TV CHANNELS	
(P1)	Kids Inc.
(P2)	Edison Twins
(P3)	Movie: The Legend of Sleepy Hollow
(P4)	Desperate Exit
(P5)	Movie: The Diary of Anne Frank
(P6)	Movie: My Fair Lady
(P7)	Little Miss Perfect
(P8)	Tin Soldier
(P9)	Movie: Annihilator
(P10)	Movie: The Reluctant Astronaut
(P11)	Movie: The Hit

hounded by agents for a sinister organization. Barbara Parkins, Maurice Ronet.

(A12) MOVIE—Drama (B): 90 min. ★★
 "Dinner at the Ritz." (British; 1937) A French banker's daughter (Annabella) tracks the swindlers who murdered her father. Paul Lukas, David Niven, Brodgar, Francis L. Sullivan, Jimmy, Romney Brent, Racine, Stewart Rome, Lady Raitton; Nora Swinburne. Slow.

(A13) DOBIE GILLIS—Comedy (B)
 (A14) NEWS—Wenge Show; 60 min.
 (A15) HANDS—Documentary
 (A16) TRUCK AND TRACTOR PULLING; 60 min.
 Competition taped in June at Phoenix.

Phoenix Edition

AFTERNOON

Noon

(2) DAYS OF OUR LIVES—Serial; 60 min.
 (3) ALL MY CHILDREN—Serial; 60 min.
 (4) DICK VAN DYKE—Comedy (B)
 (5) WPEOUT—Game
 (6) NEWS
 (7) MAGAZINE
 (8) PERRY MASON—Drama (B); 60 min.
 (9) TV MUIJER; 60 min.
 (10) MOVIE—Drama; 2 hrs. ★★
 "The Deadly Trap." (French; 1971) Suspense tale with Faye Dunaway and Frank Langella as a couple troubled by marital problems and

See listings for details.

	8:00	8:30	9:00	9:30	10:00	10:30
(2)	Movie: A Stomping in Fullham County	Cardinal Report	WKRP	News	News	Campaign...
(3)	NFL Football (Cont.)	Bob Newhart	News	M*A*S*H	News	Nightline
(5)	Simon & Simon	Campaign: The Choice				Benson
(8)	Smithsonian					World of Ideas (10:40)
(9)	Movie: Indiscreet					Hunter
(10)	Movie: Indiscreet					Enter Tonight
(11)	NFL Football (Cont.)	Enter Tonight				Nightline
(12)	Movie: A Stomping in Fullham County	Cosby Show				Campaign...
(13)	Movie: A Stomping in Fullham County					Campaign...
(14)	Movie: A Stomping in Fullham County					Campaign...
(15)	Movie: Zool Suit	Star Trek				Star Trek
(16)	Prize-A-Then Continues					
(17)	Soul Train	Headline News	INN News	Headline News	GLOW Women's Wrestling	
(18)	Primavera	Estrella Informa de Diana Salazar				Noticiero
(19)	Movie (Cont.)	Samford and Son				Wander Woman

CABLE-TV CHANNELS	
(A1)	At the Improv
(A2)	College Football (Cont.)
(A3)	Paper Chase
(A4)	Remington Steele
(A5)	Moneyline
(A6)	Sports
(A7)	Equinox
(A8)	Nature of Things
(A9)	NFL's Greatest Moments
(A10)	Surfer Magazine
(A11)	SportsCenter
(A12)	Conroy & Lacey
(A13)	Movie: Right of Way
(A14)	Mister Ed
(A15)	Patty Duke
(A16)	Movie: Cocogot's Bluff (8:05)
(A17)	You Can Be a Star
(A18)	American Mag.
(A19)	Murder, She Wrote
(A20)	Nashville Now
(A21)	Movie: Hammelt
(A22)	Tales Darkside
(A23)	Hill Street Blues
(A24)	Movie: The Black Knight

PAY-TV CHANNELS	
(P1)	Swiss Family...
(P2)	Movie: Peggy Sue Got Married
(P3)	Movie: Date with an Angel
(P4)	Movie: Top Gun
(P5)	Movie: Splash
(P6)	Movie: Topper Returns
(P7)	Movie: Topper Returns
(P8)	Movie: Topper Returns
(P9)	Movie: Topper Returns
(P10)	Movie: Topper Returns
(P11)	Movie: Topper Returns
(P12)	Movie: Topper Returns
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(P99)	Movie: Topper Returns
(P100)	Movie: Topper Returns

(9) BOLD AND THE BEAUTIFUL—Serial
 (10) SALE OF THE CENTURY—Game
 (11) HEADLINE NEWS
 (12) GREEN ACRES—Comedy
 (13) OZZIE AND HARRIET—Comedy (B)
 (14) JOURNEY INTO JAPAN—Documentary
 (15) WHAT EVERY BABY KNOWS—Parenting
 (16) CLUB MTV
 (17) AMERICAN MAGAZINE
 (18) PLAY THE PERCENTAGES—Game
 (19) GHOSTBUSTERS—Cartoon
 (20) FLINTSTONES—Cartoon
 (21) ANOTHER WORLD—Serial; 60 min.
 (22) ONE LIFE TO LIVE—Serial; 60 min.
 (23) I LOVE LUCY—Comedy (B)

TELEVISION

Prime time

	6:00 p.m.	6:30	7:00	7:30	8:00	8:30	9:00	9:30	10:00	10:30	11:00	11:30
3	News	Cardinal Report	NFL Football: Denver Broncos at Indianapolis Colts. Quarterback John Elway leads the defending AFC champion Broncos (4-4) into the Hoosier Dome to take on the Colts (3-5). Running back Eric Dickerson led Indianapolis to the AFC East title last season. (Live) (CC)	Barney Miller: (Part 2 of 2) Barney Miller: The staff relates eerie events.	Simon & Simon: The Simons realize they've interfered in an FBI operation.	Bob Newhart: Jerry fires Carol.	News	News	News	Nightline (CC)	Magnum, P.I.	
5	Newhart: A which may haunt the film.	Cosby: Vanessa has Halloween party.	Horizon: Former Sen. A. Gutfreid.	Fawley Towers: Basil is terrified.	Survival: it's a Frog's Life. The frog's permeable skin and low metabolism. (CC)	Bob Newhart: Jerry fires Carol.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	
8	MacNeil/Lehrer: Detailed coverage of the day's top stories.	NewsHour: Former Sen. A. Gutfreid.	News: Michael Gutfreid.	News: Michael Gutfreid.	Coming of Age (Part 2 of 2)	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	
10	News	Wheel of Fortune	News: Michael Gutfreid.	Coming of Age (Part 2 of 2)	Survival: it's a Frog's Life. The frog's permeable skin and low metabolism. (CC)	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	
12	News	USA Today: Safety of liquid diets.	News: Michael Gutfreid.	Coming of Age (Part 2 of 2)	Survival: it's a Frog's Life. The frog's permeable skin and low metabolism. (CC)	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	
15	Family Ties: Alex's friend decides to wed.	Cheers: Cliff meets a masked dream woman.	Stephen King's World of Horror III: Women of Horror. Documentary.	Favorite Son: Ross and Sally question an exiled Contra spokesman; then calls a news conference. (Part 2) (CC) (S)	Movie: Terror in the Aisties ('84) Donald Pleasence and Nancy Allen narrate a compilation of film clips from "The Shining," "Dressed to Kill," "The Exorcist" and other shockers.	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	
21	TBN Today	Laverne Tripp	Hal Lindsey	Primaavera.	Extrano Retorno de Diana Salazar.	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	
27 (7)	Cook & Chase: Willie Nelson (S)	CNN News	It's Showtime at the Apollo: Host: Simbad. Guests: Steadman Garrett, comedian Phil Needs.	Soul Train: Deniece Williams; Midnight Star; Kiara.	USA Tonight	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	
63 (52)	Noticiero: Ramos, Salinas.	Noticiero Univision: Ramos, Salinas.	Mi Nombre Es Coraje.	Primaavera.	Extrano Retorno de Diana Salazar.	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	
45	5:00 Movie: Old Dracula (74) David Niven, Teresa Graves. Niven clamps down.	Movie: The Wilby Conspiracy (75) Sidney Poitier, Michael Caine. A light adventure set in Africa, with Poitier a runaway radical and Caine his reluctant companion.	Movie: High Sierra (Colorized) (41) Humphrey Bogart, Ida Lupino.	Movie: The Golden Child (86) Eddie Murphy, Charles Dance. (CC) (S)	Movie: Beverly Hills Cop II (87) Eddie Murphy, Judge Reinhold. Hip Detroit detective Axel Foley returns. (S)	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	News	M*A*S*H: Klinger talks to a spirit.	Benson: Boarding school for Katie.	Hill Street Blues: Funtio discovers his father's shooting death was suicide.	

STATE CHANNELS

	6:00 p.m.	6:30	7:00	7:30	8:00	8:30	9:00	9:30	10:00	10:30	11:00	11:30
2	News	ALF (CC) (S)	Favorite Son (CC) (S)	ALF (CC) (S)	Favorite Son (CC) (S)	Political	Political	Political	News	The Tonight Show (S)	Late Night (S)	
4	News	Cosby	Favorite Son (CC) (S)	ALF (CC) (S)	Favorite Son (CC) (S)	Political	Political	Political	News	The Tonight Show (S)	Love Conn.	
6	Business Rpt.	Arizona III	MacNeil/Lehrer NewsHour	Survival (CC)	Campaign (CC)	Campaign (CC)	Campaign (CC)	Campaign (CC)	Contrary Warriors	Streamsides	Motor-Week	
9	Wheel	Jeopardy!	NFL Football: Denver Broncos at Indianapolis Colts (Live) (CC)	Survival (CC)	Campaign (CC)	Campaign (CC)	Campaign (CC)	Campaign (CC)	News	M*A*S*H	Barnes Miller	
11	Night Court	Entertain. (S)	Magnum, P.I.	Movie: High Sierra (Colorized) (41) Humphrey Bogart, Ida Lupino.	Movie: The Golden Child (86) Eddie Murphy, Charles Dance. (CC) (S)	Movie: Beverly Hills Cop II (87) Eddie Murphy, Judge Reinhold. Hip Detroit detective Axel Foley returns. (S)	Simon & Simon: The Simons realize they've interfered in an FBI operation.	Simon & Simon: The Simons realize they've interfered in an FBI operation.	Night Court	Simon & Simon	Police Story	
13	Newhart	Win, Lose	Newhart (CC)	Coming/Age	Daddah Is Death (CC)	Daddah Is Death (CC)	Simon & Simon: The Simons realize they've interfered in an FBI operation.	Simon & Simon: The Simons realize they've interfered in an FBI operation.	News	Cheers	USA Today	Current Affairs

CABLE

	6:00 p.m.	6:30	7:00	7:30	8:00	8:30	9:00	9:30	10:00	10:30	11:00	11:30
DISN	Movie: A Disney Halloween (83) ★★ Spooky cartoons include villains. (CC)	Dr. Seuss's Halloween	Encyclopedia (CC) (S)	Encyclopedia (CC) (S)	Encyclopedia (CC) (S)	Encyclopedia (CC) (S)	Encyclopedia (CC) (S)	Encyclopedia (CC) (S)	Mr. Boogedy: The Davises move into a haunted house.	Movie: The Ghost and Mrs. Muir (47) ★★ Gene Tierney, Rex Harrison. A young widow moves to the seashore.	Ozzie & Harriet	Movie: Topper Returns (Color)
HBO	Movie: Transylvania 6-5000 (85) ★★ Ed Begley Jr., Jeff Goldblum. (CC)	Movie: Transylvania 6-5000 (85) ★★ Ed Begley Jr., Jeff Goldblum. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)	Movie: Mysterious Island (61) ★★ Michael Craig, Joan Greenwood. Good special-effects. (CC)
MAX	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)	Movie: Seven Brides for Seven Brothers (54) ★★ Cary Elwes, Robin Wright. A Jane Powell. Brothers yearn for the married life. (S)
SHOW	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)
TMC	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)	Movie: The Princess Bride (87) ★★ Cary Elwes, Robin Wright. A stableboy turned pirate rescues his princess. (CC) (S)
A&E	Our Century	Shortstories	Shortstories	Shortstories	Shortstories	Shortstories	Shortstories	Shortstories	Our Century	Shortstories	Shortstories	Shortstories
ASPN	5:30 Pann St. On Vacation	Ed Randall	Golf Show	Golf Show	Golf Show	Golf Show	Golf Show	Golf Show	College Football: USC at Oregon State	College Football: USC at Oregon State	College Football: USC at Oregon State	College Football: USC at Oregon State
CNN	Larry King Live!	Evening News	Cheerleading	Cheerleading	Cheerleading	Cheerleading	Cheerleading	Cheerleading	Politics	NewsNight	NewsNight	Sports Latent
ESPN	Gymnastics: Konica Rhythmic Invitational (Tape)	Cheerleading	Cheerleading	Cheerleading	Cheerleading	Cheerleading	Cheerleading	Cheerleading	NFL Moments	NFL Moments	NFL Moments	SportsCenter
FAM	5:00 Movie: Thunderhead	The 700 Club	The 700 Club	The 700 Club	The 700 Club	The 700 Club	The 700 Club	The 700 Club	Jerry Falwell	Straight Talk	The 700 Club	The 700 Club

KASA (1540) Gospel, 6 a.m. Mel McMurdin; 10:30 a.m. Cathy Steli; 12:30 p.m. to in-dwain Dave Meek.
 KNIX (1580) Country, 5:30 a.m. W. Steven Martin; 9 a.m. Bill Kramer; noon R.J. Curtis; 7 p.m. Brian Kelly; 7 p.m. George King; midnight John Michaels.

M RADIO

KFLR (90.3) Christian, 6 a.m. Alan Cook; 10 a.m. Fred Morse; 11:30 a.m. Georgeanner; 2 p.m. Carl Jackson; 6:30 p.m. Jim Under; midnight Joyce East.
 KJZZ (91.5) Jazz/National Public Radio, 6 a.m. NPR's Morning Edition; 9 a.m. New age and light jazz with Nancy Weaver; 11 a.m. jazz with Bill Shedd; 3 p.m. Fresh Air with Terry Gross; 4 p.m. Monitorradio; 4:30 p.m. NPR's All Things Considered; 6 p.m. CBS Business Update; 6:30 p.m. jazz with Courtney Jones; 11 p.m. jazz with John Nelson.
 KKFR (92.3) Top 40; 5:30 a.m. Jim Sharpe and Kent Voss; 10 a.m. Jim Morales; 2 p.m. Morgan; 6 p.m. Mark Roman; 10 p.m. Shaun Holly; 2 a.m. James Rivas.
 KDKB (93.3) Album-oriented rock; 5:30 a.m. Cindy Wine and Shelly Dunn; 9 a.m. Barry Trujillo; noon Dennis McBroom; 4 p.m. David Lee; 8 p.m. Carol Springer; midnight Julie Webb.
 KOOL (94.5) Oldies; 5:30 a.m. B.J. Tunter; 9 a.m. Angela Allen; 2 p.m. Tom Baker; 7 p.m. Kaaren Hall; midnight Bob KeKevic.
 KOY (95.5) Top 40; 5:30 a.m. Glenn Beck, Tim Hattrick, Pat Powers and Jessica Hahn; 10 a.m. Jay Stevens; noon D. Ann; 3 p.m. Ron Barker; 7 p.m. B.J. "The D.J." Harris; midnight, Tracy Fox.
 KMEO (96.9) Easy listening; 6 a.m. R.T. Simpson; 10 a.m. Ken Chaffin; 2 p.m. Nancy Sherwood; 7 p.m. Keith Bell; midnight R.T. Simpson.
 KUPD (97.9) Album-oriented rock; 6 a.m. Dave Pratt; 10 a.m. Curtis Johnson; 3 p.m. J. David Holmes; 7 p.m. Mary McCann; midnight Rob Trygg.
 KKLZ (98.7) Contemporary; 5:30 a.m. Craig Henderson; 9 a.m. Jack McKay; 1 p.m. Roger Thomas; 5 p.m. Melody Brooks; 9 p.m. Kelly Vargas; 1 a.m. Tim McDonnell.
 KESZ (99.9) Contemporary; 5:30 a.m. Marty Manning and Beth McDonald; 10 a.m. Geoff Erb; 3 p.m. Dave Cooper; 7 p.m. Alan Ripley; midnight Hill Anthony.
 KGRX (100.3) New Age; 5 a.m. Larry Hayes; 10 a.m. Jackie Selby; noon Steve Trella; 4 p.m. Jeff Parets; 7 p.m. Wendy Navler; midnight Brian Simpson.
 KSLX (100.7) Classic rock; 5:30 a.m. David K. Jones and Bob Boze Bell; 10 a.m. Tony Evans; 2 p.m. John Giese; 6 p.m. Andy Olson; 10 p.m. Rob Flank.

Stats

Compiled by Phoenix Gazette's Greg Beihl

Standings

National Football League

NATIONAL CONFERENCE

East	W	L	T	Pct.	PF	PA
N.Y. Giants	5	3	0	.625	177	168
Washington	5	3	0	.625	199	171
PHOENIX	4	4	0	.500	198	186
Philadelphia	4	4	0	.500	179	160
Dallas	2	6	0	.250	138	166
Central	W	L	T	Pct.	PF	PA
Chicago	7	1	0	.875	157	83
Minnesota	5	3	0	.625	184	138
Detroit	2	6	0	.250	102	153
Green Bay	2	6	0	.250	160	159
Tampa Bay	2	6	0	.250	151	216
West	W	L	T	Pct.	PF	PA
New Orleans	7	1	0	.875	180	137
LA Rams	6	2	0	.750	230	140
San Francisco	5	3	0	.625	175	151
Atlanta	1	7	0	.125	142	220

AMERICAN CONFERENCE

East	W	L	T	Pct.	PF	PA
Buffalo	7	1	0	.875	171	139
N.Y. Jets	4	3	1	.563	182	164
Miami	4	4	0	.500	159	168
Indianapolis	3	5	0	.375	150	156
New England	3	5	0	.375	125	192
Central	W	L	T	Pct.	PF	PA
Cincinnati	7	1	0	.875	236	155
Cleveland	5	3	0	.625	130	116
Houston	5	3	0	.625	174	196
Pittsburgh	2	6	0	.250	169	213
West	W	L	T	Pct.	PF	PA
Denver	4	4	0	.500	167	140
Seattle	4	4	0	.500	141	160
LA Raiders	3	5	0	.375	174	206
San Diego	2	6	0	.250	102	169
Kansas City	1	6	1	.188	102	132

Line provided by Harrah's Reno Race & Sports Book Home team in CAPS

Sunday	Conference	All games
DALLAS 3 over PHOENIX	PHILADELPHIA 11 over Atlanta	
Chicago 5 over NEW ENGLAND	CLEVELAND 3 over Cincinnati	
BUFFALO 7 over Green Bay	NEW ORLEANS 2 over LA Rams	
Miami 3 1/2 over TAMPA BAY	N.Y. Giants 7 over DETROIT	
N.Y. JETS 5 over Pittsburgh	SEATTLE 8 over San Diego	
SAN FRANCISCO 4 over Minnesota	LARAIDERS 6 1/2 over Kansas City	
Washington 1 over HOUSTON, (n)		

Monday
INDIANAPOLIS 1 1/2 over Denver, (n)

Pacific-10 Conference

Conference	W	L	T	PF	PA	All games	W	L	T	PF	PA
UCLA	4	0	0	124	62	7	0	0	280	99	
Southern Cal	4	0	0	132	76	6	0	0	189	90	
Oregon	3	1	0	81	87	6	1	0	216	107	
ARIZONA	2	2	0	87	103	4	3	0	187	150	
Oregon St.	1	2	1	71	98	3	3	1	154	163	
Stanford	1	2	1	67	54	3	3	1	156	118	
ARIZONA ST.	1	2	0	34	62	4	3	0	123	155	
Washington	1	3	0	68	69	4	3	0	154	123	
Wash. St.	1	3	0	128	132	4	3	0	265	172	
California	0	3	0	50	99	4	3	0	184	155	

Line provided by Harrah's Reno Race & Sports Book Home team in CAPS

Saturday	Conference	All games
OREGON 11 over Arizona State	ARIZONA 10 over California	
Southern Cal 15 over OREGON STATE	WASHINGTON 7 over Stanford	
UCLA 19 over Washington State		

National Hockey League

What's up

On the air

Today

Golf
PGA Walt Disney World Classic, 11 a.m. (ESPN).
PGA Senior General Tire Classic, 1 p.m. (ESPN).

NHL

Kings at Jets, 6:30 p.m. (ESPN).

Horse racing

Turf Paradise reports, 2:30 p.m., 4:05 p.m., 6:05 p.m. (re-creation of last race) (KLFF 1360); afternoon reports (beginning at 2 p.m.) and wrap-up, 6:30 p.m. (KTAR 620); complete wrap-up, 5:45 p.m. (KCKY 1150).
Breeder's Crown, 8 p.m. (ESPN).

Saturday

College football

Preview, 8:30 a.m. (CNN). GameDay, 8:30 a.m. (ESPN).
Pac-10 Preview, 11:30 a.m. (3).
Arizona State at Oregon, 4 p.m. (tape delayed, (3)).
Preview, 11:30 a.m. (KTAR 620); noon (3). Larry Marmie Show, 10:30 p.m. (3). California at Arizona, 6 p.m. (KCKY 1150); 6:30 p.m. (KRDS 1190 and (2)).
Notre Dame at Navy, 9 a.m. ((3) and WGN); 2:55 p.m. (tape delayed, KCKY 1150). Central Michigan at Western Michigan, 9:30 a.m. (ESPN). Mississippi at Louisiana State, 9:30 a.m. (TBS). Missouri at Nebraska, 10:30 a.m. (KCKY 1150). New Mexico at Brigham Young, 11 a.m. (2).
Penn State at West Virginia, 11:30 a.m. (10).

Auburn at Florida, 1:30 p.m. (ESPN). Washington State at UCLA, 12:30 p.m. (3). Maryland at North Carolina, 2:30 p.m. (2). Southern Cal at Oregon State, 3:30 p.m. (tape delayed, ESPN). South Carolina at North Carolina State, 5 p.m. (ESPN). Iowa at Indiana, 10 p.m. (tape delayed, (2)). Long Beach State at Hawaii, 10 p.m. (ESPN).

NBA

Exhibition: Suns vs. Knicks, 6 p.m. (KTAR 620).

Hockey

Western Michigan at Bowling Green, 7 p.m. (tape delayed, ESPN).

Tennis

Paris Open Indoor Championships, 6 a.m. (ESPN).

Bowling

PBA Kodak Invitational, 11 a.m. (tape delayed, (2)).

Golf

PGA Senior General Tire Classic, 11 a.m. (ESPN).
PGA Walt Disney World Classic, 1 p.m. (2).

Boxing

Lightweights: Julio Cesar Chavez vs. Jose Luis Ramirez, 7 p.m. (HBO).

Horse racing

Turf Paradise reports, 2:30 p.m., 4:05 p.m., 6:05 p.m. (re-creation of last race) (KLFF 1360); afternoon reports (beginning at 2 p.m.) and wrap-up, 6:30 p.m. (KTAR 620); complete wrap-up, 5:45 p.m. (KCKY 1150).
Breeders' Cup Steeplechase, 12:30 p.m. (2).

Broadcast listings are supplied by stations. The Gazette cannot be responsible for changes.

Places to go

Today

College baseball

Brigham Young at Arizona State, Packard Stadium, 7 p.m.

Volleyball

Oregon at Arizona State, University Activity Center, 7:30 p.m.

Soccer

Southern Cal at Grand Canyon, Metro Tech, 7:30 p.m.

Arena polo

Milwaukee at Scottsdale, Horserworld, 8 p.m.

Auto racing

IMCA modifieds and street stock championships, Manzanita Speedway, 7:30 p.m.

Horse racing

Turf Paradise, 1 p.m.

Greyhound racing

Apache Greyhound Park, 2 p.m.

NBA

Celtics 128, Bucks 84

In Portland, Maine — 8,076
MILWAUKEE (84)
Breuer 3-9-2-5-8, Pressey 3-9-3-6-10, Humphries 2-6-2-2-6, Pierce 4-6-12-0-0-12, Grayer 0-2-3-4-3, Ho Mokeski 0-1-2-2-2, Roberts 4-10-7-0-0-0, Kongawoln 0-2-2-2-2, Brak Totals 28-77-28-40-84.
BOSTON (128)
McHale 6-11-6-12-18, Bird 11-12-2-3-4-13, Alinge 1-4-2-4, Shaw 3-7-0-0-1, Grandison 5-9-3-4-13, Lewis 4-8-4-7-1-39, Paddio 3-6-0-0-6, Paxson 6-2-32-4-6, Whatley 1-4-1-2-3 Totals 5

Milwaukee 23
Boston 32

Fouled out — Grayer, Rebounds (Sikma 6), Boston 68 (McHale 9), Milwaukee 21 (Pressey 7), Boston 37 (fouls — Milwaukee 33, Boston 30) Pierce, Milwaukee coach Harris.

Bulls 117, Pacers 111

In Cincinnati — 11,291
INDIANA (111)
Williams 7-14 0-0-14, Person 14-3-6 0-0-6, Fleming 0-2 0-0-0, Mil Anderson 1-2 0-0-2, Tisdale 11-22-2-2-8, Frederick 0-0-0-0-0, Long 1-2-5-0-0-4, Morton 0-0-0-0-0, Drelling 0-2-0-0-0. Totals 46-93 19-21 111.
CHICAGO (117)
Sellers 3-10 1-2-7, Grant 6-8-3-7 15-7-13 23, Vincent 7-12 4-5 18, Jordan Wood 1-3 2-2-4, Corzine 4-7 1-4 9, Haley 0-1 0-0-0, Nealy 0-1 1-2 1, P Totals 45-85 27-45 117.

Indiana 24
Chicago 33

Fouled out — Smits, Rebound (Smits 8), Chicago 45 (Carlwright) Indiana 24 (Skiles 8), Chicago 17 (fouls — Indiana 37, Chicago 24).

Spurs 115, Kings 96

In Corpus Christi, Texas — 3,085
SACRAMENTO (96)
McCrav 6-11 4-5 17, Thompson 3-3 0-0-6, K.Smith 7-14 0-0 14, D.Sr Pinckney 4-11 2-2 10, Wittman 4-9-0-1-0-0-0, Berry 3-5-2-2-8, Gillyer 0-1-31-2-3, Del Negro 2-2-0-0-4. Totals SAN ANTONIO (115)
Greenwood 2-4 4-4-8, W.Ander Gudmundsson 1-3 1-2 3, Roberts Dawkins 11-17 3-3 25, Comegys 8-erson 4-5 3-6 11, King 1-4 0-0-2, M Jones 2-2 1-2-5, Zebenberger 2-6 0-0-4. Totals 49-82 17-26 115.

Sacramento 2
San Antonio 2

Three-point goals — McCray, None, Rebounds — Sacramento: San Antonio 36 (Comegys 7, G. And — Sacramento 14 (K.Smith, D.Smit Negro 2), San Antonio 28 (Roberts Total fouls — Sacramento 21, San A

76ers 123, Rockets 1

In Nashville, Tenn. — 5,347
HOUSTON (118)
Johnson 3-4 2-2 8, Thorpe 4-9 8-8 15-1-17, Floyd 6-9 5-6 17, Woo Carroll 3-10-2-28, Chievous 3-8 1-2-8, Short 3-9 0-0-6, Grandholm 3-7 1-5-2-2, Leavell 3-6 0-0-6, Hayes 43-96 31-38 118.
PHILADELPHIA (123)
Robinson 7-15 2-2 16, Barkley Gminski 3-10 10-11 16, G.Hende Hawkins 8-12 2-2 18, Brooks 6-9 0-3-7 0-0-6, Thornton 4-5 0-0-8, Wli Coleman 6-10-0-12. Totals 47-94 29

Houston 3
Philadelphia 3

Three-point goals — Woodson None, Rebounds — Houston 37 (11 delphia 43 (Barkley 11), Coleman Houston 20 (Floyd 8), Philadelphia Brooks 7). Total fouls — Houston 24, Technicals — Leavell.

Jazz 107, Lakers 97

In Provo, Utah — 17,756
LALAKERS (97)
Worthy 5-16 5-6 15, Green 4-7 3-6-9 8, Scott 10-24 0-1 20, Johnson Woolridge 2-4 0-0 4, Thompson 2-0-2-2-2, Rivers 2-6-2-7. Totals 31-UTAH (107)
Malone 10-17 10-12 30, Bailey 10-3-6 3-4 9, Stockton 7-13 6-7 21, Gri Les 1-1 0-0-2, Javaroni 0-2 2-2 2, K Leckner 2-6 0-2 4, Roth 0-0-0-0-0, Sil Totals 38-80 28-35 107.

Los Angeles 20
Utah 26

Three-point goals — Griffith 2, R Fouled out — None, Rebounds — (Green 12), Utah 42 (Eaton 10), Angeles 21 (Johnson 10), Utah 23 (5 fouls — Los Angeles 27, Utah 26, T Angeles illegal defense, Malone.

Nuggets 137, Hawks

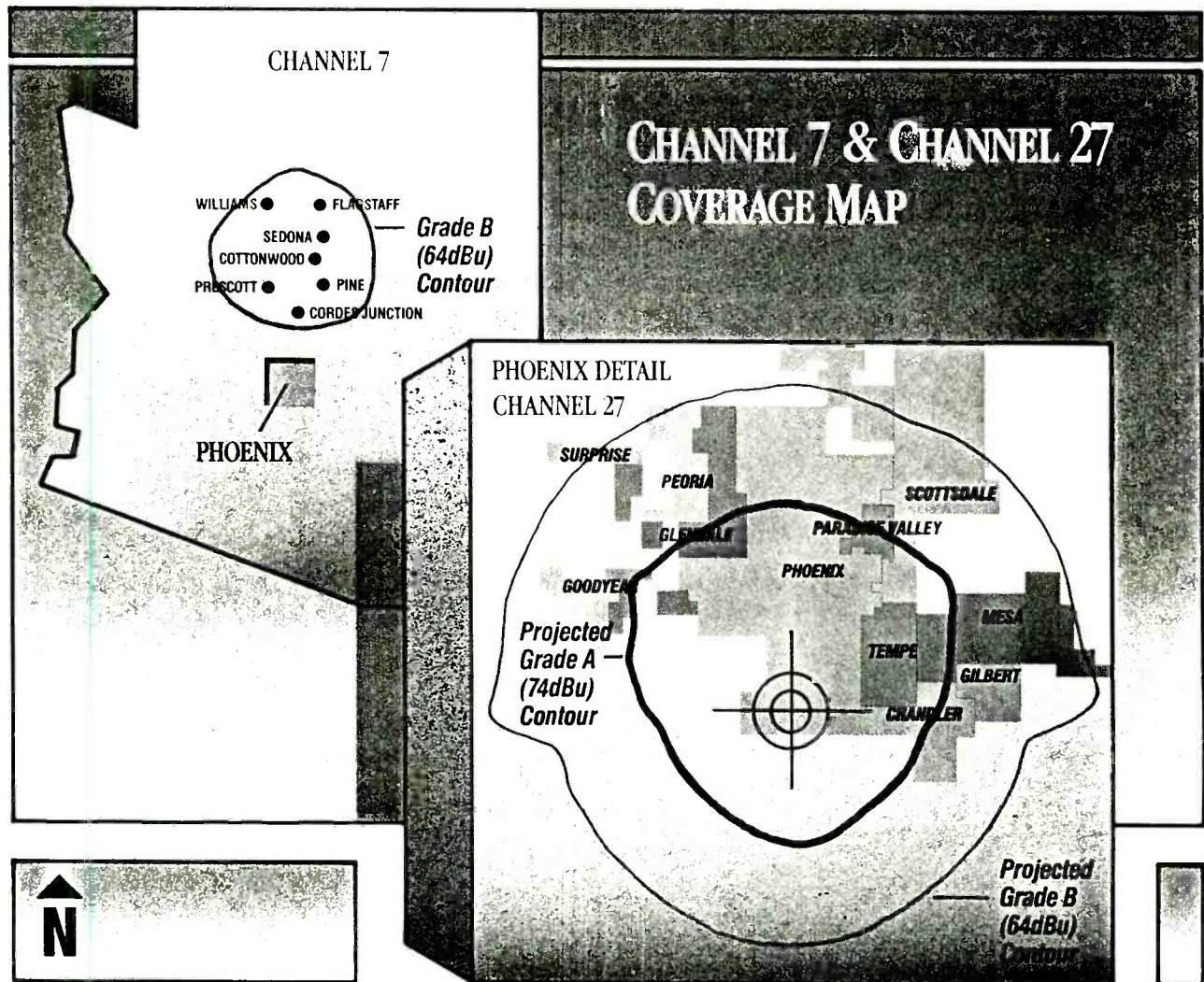
In Denver — 7,891
ATLANTA (119)

KUSK-TV Classic Movie Library (484 Titles)

Abilene Town	Cheers of the Crowd	Girl From Flanders	Little Princess, The
Abraham Lincoln	Christopher Columbus	Girl Next Door, The	Little Shop of Horrors
Admiral Was a Lady, The	Circus of Fear	Glorifying the American Girl	Little Tough Guys
Adventure Island	Clancey Boys, The	Go Chase Yours	Locket, The
Adventures of Gallant Bess	Clouded Yellow	Go Chase Yourself Black	Long Dark Hall, The
Aerial Gunner, The	Clouds Over Europe	Go For Broke	Long John Silver
After Mein Kampf	Colonel Effingham's Raid	Gold Rush, The	Lorna Doone
Against the Wind	Counterblast	Government Girl	Los Olvidados (foreign)
Alexander Nevsky	Country Gentlemen	Grand Illusion	Lost in the Stratosphere
Amazing Adventure	Cowboy and the Senorita	Great Dan Patch, The	Loud Speaker, The
American Empire	Cowboy Commandos	Great Guy	Love Laughs at Andy Hardy
Angel and the Bad Man	Crimson Romance	Green Glove, The	Lucky Texan
Angel On My Shoulder	Cyreno de Bergerac	Green Man, The	Lydia
Angel on Wheels	Dancing in the Dark	Guest in the House	Lying Lips
Angels Wash Their Faces, The	Dancing Pirate	Gulliver's Travels	M
Apeman, The	Danger Street	Gung Ho!	Mad Monster, The
Appointment With Crime	Daniel Boone	Hairy Ape, The	Made for Each Other
Arrowsmith	Danny Boy	Harvest Melody	Magician, The
Arson Squad	Dark Journey	He Walked By Night	Make a Wish
As You Like It	Dark Waters	Heartaches	Man About Town
At War With the Army	David & Lisa	Heartbeat	Man in the White Suit
Back Door To Heaven	Dead of Night	Hell Town	Man of the Frontier
Ballad of a Soldier	Decameron Nights	Hell's House	Man on the Run
Band of Outsiders	Delightfully Dangerous	Hidden Room, The	Man on the Eiffel Tower
Bandido	Dementia 13	High Voltage	Man Who Knew Too Much
Beachcomber, The	Demi-Paradise, The	Hiroshima Mon Amore	Man With the Golden Arm
Beat the Devil	Detour	His Girl Friday	Manhattan Merry-Go-Round
Becky Sharp	Devil's Party, The	Hollow Triumph	Margin For Error
Behave Yourself	Diabolique	Hoosier Schoolboy	Married Woman, The
Beneath the Brooklyn Bridge	Dick Tracy Meets Cueball	Horror Hotel	Masculine/Feminine
Beneath the Twelve Mile Reef	Dick Tracy Detective	Horse Soldiers, The	Meet John Doe
Berkleys of Broadway	Dick Tracy Meets Gruesome	I Cover the Waterfront	Meet the Mayor
Berlin Express	Dick Tracy's Dilemma	Identity Unknown	Melody for Three
Beware of Pity	Dillinger	If I Were Rich	Messalina Against the Son of
Beyond Tomorrow	Divided Heart, The	Immortal Battalion	Metropolis
Big Cat, The	Divorce of Lady X	Impact	Mickey
Big Chance, The	DOA	Importance of Being Earnest, The	Milky Way, The
Big Fix, The	Doctor in the House	Indiscreet	Million Dollar Kid
Big Lift, The	Doctor in Distress	Indiscretion of an American Wife	Million Dollar Baby
Big Trees, The	Doctor in Love	Inspector Calls, An	Mine Own Executioner
Big Wheel, The	Doll	Inspector General	Miss U From Moscow
Bigamist, The	Doll Face	Irene	Mohawk
Billy the Kid Returns	Doomed to Die	Isadora	Money Means Nothing
Bird of Paradise	Dr. Kildere's Strange Case	It	Monsoon
Bittersweet	Dr. Syn	It's a Wonderful Life	Monster Maker
Black Book, The	Dressed To Kill: Sherlock Holmes	It's Love Again	Moon and Sixpence, The
Black Lash, The	Drums in the Deep South	Jack and the Beanstalk	Moonlight Masquerade
Black Tide	DuBarry	Jack London	Movie Struck
Blackout	Dummy Trouble	Jackie Robinson Story	Mr. Ace
Blithe Spirit	Elizabeth of Ladymeade	Jivin in Be-Bop	Mr. Arkadin
Blonde Blackmailer	Elusive Pimpernel, The	Joe Louis Story, The	Mr. Moto's Last Warning
Blood On the Sun	Emperor Jones, The	Journey Together	Mr. Robinson Crusoe
Blue Angel, The	Eternally Yours	Judge Priest	Mr. Wise Guy
Bluebeard	Exile Express	Kansas City Confidential	Mule Train
Bondage of Fear	Fabulous Dorsey's, The	Killer Bats	Mutiny
Born To Kill	Facts of Love	Killer Dill	My Dear Secretary
Born To Be Wild	Fallen Idol, The	Killer Dill	My Favorite Brunette
Bowery Blitzkrieg	Fame is the Spur	King of the Turf	My Man Godfrey
Boy of the Streets	Fantastic Planet	King Solomon's Mines	My Pal Trigger
Bride of the Gorilla	Far Frontier, The	Kipps	My Seven Little Sins
Brief Encounter	Farewell to Arms	Knife in the Water	Mystery of the Hooded Horseman
Broth of a Boy	Fast and the Furious, The	Knight Without Armor	Napoleon
Brothers-in-Law	Father Steps Out	La Bete Humaine	Nearly 18
Browning Version, The	Father's Little Dividend	Lady Chatterley's Lover	Nicholas Nickleby
Call it Murder	Fighter, The	Lady of Burlesque	Night Has Eyes, The
Call of the Forest	Fireman's Ball, The	Lady Says No, The	Night Is My Future
Calling Paul Temple	First Legion	Lady Vanishes, The	Night of Living Dead
Captain Fury	Flying Deuces, The	Last Crooked Mile, The	No No Nanette
Captain Kidd	Follow Your Heart	Last Time I Saw Paris, The	Nocturne
Captive Heart, The	Frankenstein's Daughter	Last Year at Marienbod	Northwest Passage
Capture, The	Freckles Come Home	Laughter in Paradise	Number 17
Carnival Story	Frieda	Les Grandes Maneuveres	Of Human Bondage
Castles in the Air	Front Page	Letter of Introduction	Old Corral, The
Catherine the Great	Frontier Scout	Lights of Old Santa Fe	Oliver Twist
Cause for Alarm	General, The	Lil' Abner	On Approval
Chamber of Horrors	Geordie	Lion Has Wings, The	On the Old Spanish Trail
Chase, The	Gervaise (Foreign)	Little Lord Fauntleroy	One Heavenly Night
Cheers for Ms. Bishop	Ghost	Little Men	One of Our Aircraft is Missing

KUSK-TV Classic Movie Library (484 Titles)

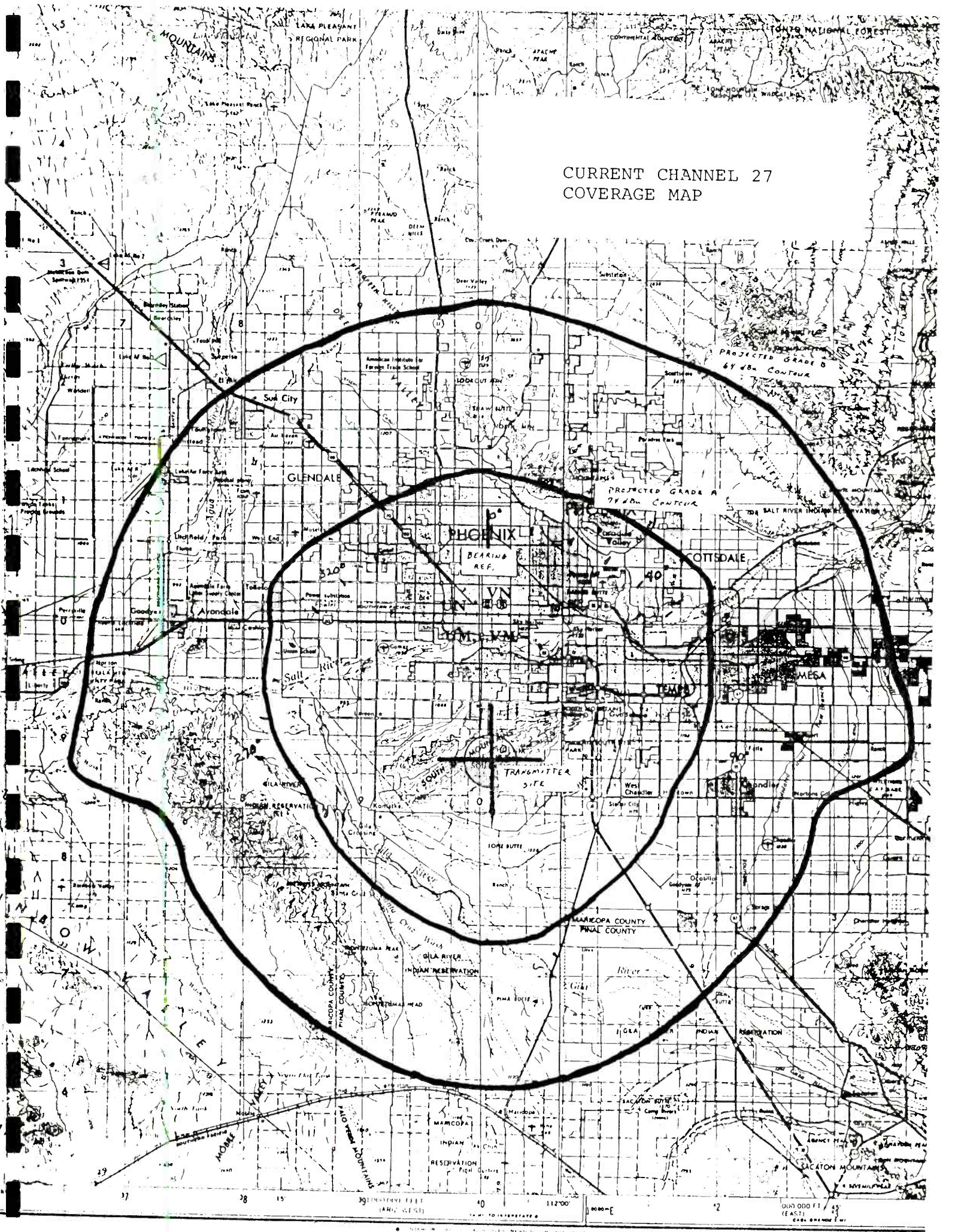
One Rainy Afternoon	Smart Alecks	Western Trails
Orpheus (foreign)	Smash Up: The Story of a Woman	When I Grow Up
Out of the Blue	Something to Sing About	Whistle Stop
Outlaw, The	Son of Monte Cristo	White Zombie
Outpost in Morocco	Song is Born, A	Whoopee
Overcoat, The	Song of Texas	Wildcat
Painted Desert, The	Song of Arizona	Window, The
Paisan	Southerner	Winslow Boy, The
Paradise Case, The	Spanish Main, The	Winterset
Paris Holiday	Special Agent	With Love and Kisses
Parole, Inc.	Spitfire	Woman in Green, The
Passionate Friends, The	St. Martin's Lane	World Owes Me A Living, The
Passport to Pimlico	Stage Door Canteen	Yanks
Pawnee	Star is Born, A	Yellow Canary
Penny Serenade	Star Packer, The	Yellowneck
Perils of Pauline	Stars Look Down, The	Young and Innocent
Persona	Stork Club, The	Young Bill Hickok
Pier 23	Storm in a Teacup	Young Wife's Tale
Place of One's Own, A	Strange Loves of Martha Ivers	Yukon Flight
Port of New York	Stranger, The	
Pot O' Gold	Streets of New York	
Private Buckaroo	Study in Scarlet, A	
Private Life of Henry VIII	Submarine Alert	
Promoter, The	Suddenly	
Prowler, The	Sundown	
Purple Plain, The	Svengali	
Queen of the Yukon	Sweetheart of the Navy	
Quicksand	Swing High, Swing Low	
Racing Blood	Swing Hostess	
Rage at Dawn	Tale of Two Cities	
Rage of Paris, The	Tale of Five Women, A	
Rain	Tarzan and the Trappers	
Reaching for the Moon	Terror By Night	
Red House, The	Terror in the Crypt	
Red Salute	Terror, The	
Rembrandt	Texas Terror	
Rififi	That Gang of Mine	
Ring, The	That Uncertain Feeling	
River, The	The Death Kiss	
Rogues Gallery	The Great Mike	
Romance in Manhattan	They Made Me a Criminal	
Room Service	They Meet Again	
Rotten to the Core	They Never Come Back	
Royal Scandal	Thirty- Nine Steps	
Royal Wedding	This is the Army	
Rules of the Game	Three Broadway Girls	
Run for Your Money, A	Three Came Home	
Sailing Along	Three Guys Named Mike	
Sanjuro	Three Husbands	
Santa Fe Trail	Threepenny Opera	
Sapphire	Thunder in the City	
Scared to Death	Time of Your Life, The	
Scarlet Pimpernel	Toast of New York, The	
Scarlet Street	Tom Brown's School Days	
Scott of the Antarctic	Topper Returns	
Sealed Cargo	Town Went Wild, The	
Secret Agent	Transatlantic Merry-Go-Round	
Senator Was Indiscreet, The	Trapped	
Seven Samurai, The	Treasure of Fear	
Seventh Seal	Trial, The	
Shame	Trouble in Texas	
She Couldn't Say No	Tulsa	
She Demons	Tunnel, The	
She Didn't Say No	Turnabout	
Sheep Has Five Legs	Twenty-One Days	
Sheriff of Fractured Jaw, The	Two Mugs From Brooklyn	
Sherlock Holmes and the Secret	Umberto D	
Shine on Harvest Moon	Underworld Scandal	
Shock	Upstairs & Downstairs	
Shoot the Piano Player	Utopia	
Shooting, The	Velvet Touch, The	
Shriek in the Night	Vengeance Valley	
Sin of Harold Diddlebock, The	Virgin Spring, The	
Sinners in Paradise	Wages of Fear	
Skull and Crown	Walk in the Sun, A	
Sleeping Tiger, The	Walk Into Hell	
Small Back Room	We Dive at Dawn	
Smallest Show on Earth		



KUSK / CABLE SYSTEM COVERAGE

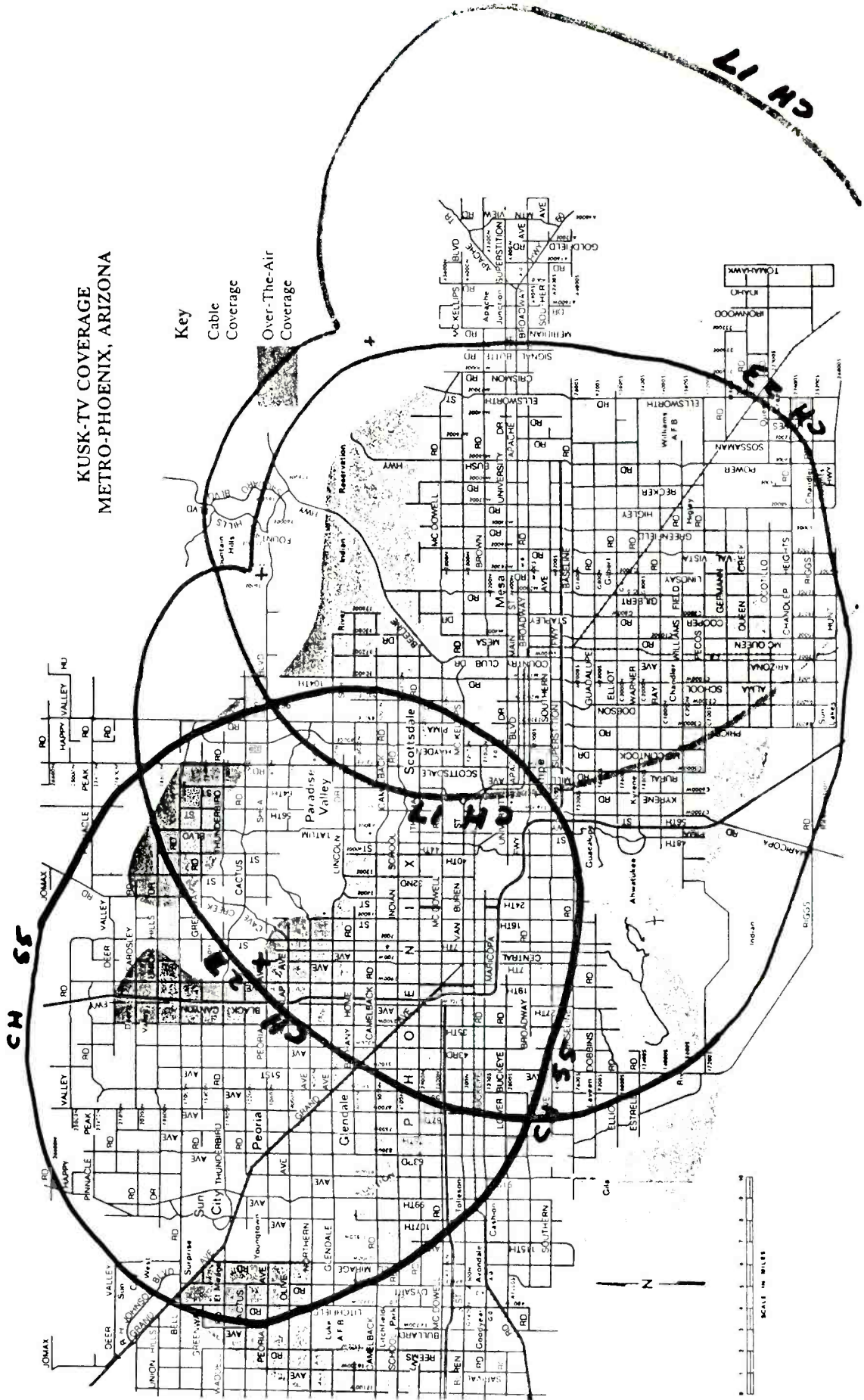
<u>System/Location</u>	<u>Channel</u>	<u>System/Location</u>	<u>Channel</u>
United/Scottsdale	27	DCA/Carefree	27
Warner Amex/Flagstaff	7	DCA/Sun City-Sunflower	13
Warner Amex/Sedona	7	Sun Lakes Cable/Sun Lakes	27
Cablecom/Cottonwood	11	Star Cable/Payson-Star Valley	7
Paragon/Prescott	7	Mogollon/Black Canyon City	7
Paragon/Chino-Prescott Valley	7	Star Cable/Strawberry-Pine	7
DCA/Camp Verde	7	Republic/Glendale	27
DCA/Dewey-Humboldt	7	Republic/Peoria-Sun City	27
DCA/Mayer	7	Cable Arizona/Luke AFB	27
DCA/Oak Creek Village	7	Cable Arizona/Williams AFB	27
DCA/Pinewood	7	Cable Arizona/Cashion-Tolleson	27
DCA/Kachina Village	7	Premier/Gilbert	27
DCA/Lake Montezuma	7	Premier/N.W. Phoenix	27
DCA/Mountainaire	7	Premier/Avondale	27
DCA/Verde Village	7	Sunflower/East Mesa	27
DCA/East Mesa	35		
DCA/North Scottsdale	27		

CURRENT CHANNEL 27
COVERAGE MAP



64 dBU Coverage of
Additional LPTV Stations
In Metro-Phoenix

KUSK-TV COVERAGE
METRO-PHOENIX, ARIZONA



Audience Estimates in the Arbitron Market of

Phoenix

Survey Period: JUL 06, 1988 - AUG 02, 1988

Survey Months:

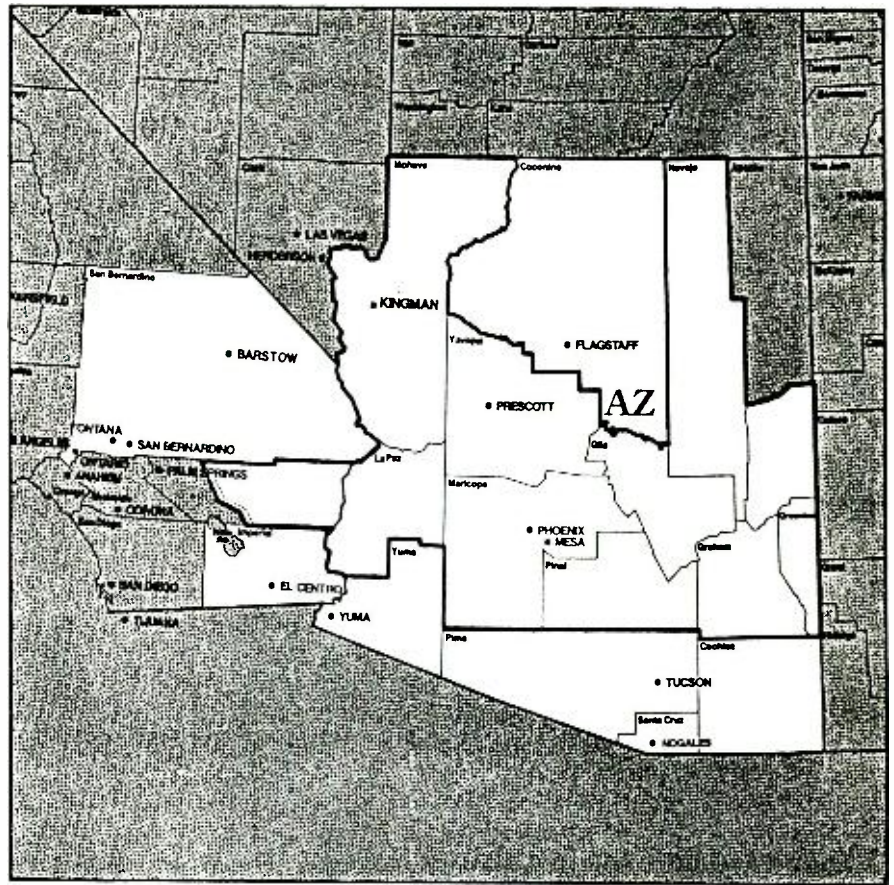
NOV FEB MAY JUL

This report is furnished for the exclusive use of network, advertiser, advertising agency, and firm company clients, plus these subscribing stations -

KTVK KPHO KTSP KPNX KNXV KUTP

Schedule of Survey Dates 1987-1988

October	September 23 - October 20, 1987
November	October 28 - November 24, 1987
January	January 6 - February 2, 1988
February	February 3 - March 1, 1988
March	March 2 - March 29, 1988
May	April 27 - May 24, 1988
July	July 6 - August 2, 1988



□ Metro □ ADI □ TSA

© Arbitron Ratings Company

Estimates of Households in Market

	TSA	Pct TVHH	ADI	Pct TVHH	Metro Rating Area	Pct TVHH
TOTAL HOUSEHOLDS	1,753,200		950,300		775,300	
TV HOUSEHOLDS	1,704,500	100	927,000	100	760,500	100
MULTI-SET TV HH	1,051,200	62	632,200	68	527,100	69
CABLE SUBSCRIBERS	812,800	48	384,500	41	293,000	39
VCR HOUSEHOLDS	1,212,600	71	670,400	72	559,700	74

Television Stations

Call Letters	Channel Number	Affiliation	Home Non-ADI Outside	City of Identification Authorized by FCC
KTVK	3	ABC	H	PHOENIX, AZ
KPHO-TV	5	IND	H	PHOENIX, AZ
KMOH-TV	6	IND	HN	KINGMAN, AZ
KUSK	7	IND	HN	PRESCOTT, AZ
KTSP-TV	10	CBS	H	PHOENIX, AZ
KPNX-TV	12	NBC	H	PHOENIX-MESA, AZ
KNXV-TV	15	IND	H	PHOENIX, AZ
KPAZ-TV	21	IND	H	PHOENIX, AZ
KTVW-TV	33	IND	H	PHOENIX, AZ
KB1	39	IND	H	PHOENIX, AZ (UNIVISION AFFILIATE)
KUTP	45	IND	H	PHOENIX, AZ (LOW POWER TV K39B1)
KAET	8	PTV	H	PHOENIX, AZ

Daypart Estimates

DAYPART AND STATION	TOTAL SURVEY AREA IN THOUSANDS																			CUMES IN THOUSANDS						
	TV HH	PERSONS					WOMEN					MEN					TNS	CHILD		TSA TV HH	WOM TOT	WOM 18-49	MEN TOT	ADI TV HH		
		2+	18+	12-34	18-34	18-49	18+	18-34	18-49	25-49	25-54	WKG WOM	18+	18-34	18-49	25-49		25-54	12-17						2-11	6-11
39	40	42	41	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	103	104	105	106	107		
SIGN/ON-SIGN/OFF																										
KTVK	49	70	60	23	18	31	36	11	19	15	17	10	24	7	12	10	11	5	5	3	810	743	460	652	777	
• KPHO	38	62	46	23	16	26	25	8	14	10	12	7	21	8	12	9	9	7	9	6	766	657	389	604	705	
• KUSK	2	3	2	1	1	1	1						1								109	68	30	91	106	
• KTSP	49	73	65	17	13	25	38	7	14	11	14	8	27	6	11	9	10	4	4	2	831	730	413	649	793	
• KPNX	48	73	63	23	18	32	37	10	18	13	15	10	26	8	14	11	13	5	5	3	785	711	412	631	771	
• KNXV	19	32	20	13	10	14	10	4	7	5	5	4	10	5	8	5	5	4	8	5	511	394	260	377	511	
• KUTP	11	17	13	4	3	7	6	2	3	3	3	2	6	2	3	3	4	1	3	2	363	260	160	253	361	
• KAET	13	17	13	3	2	5	8	1	3	2	3	2	5	1	2	2	2	1	4	1	517	365	177	308	491	
HUT/TOT	229	347	282	107	81	141	161	43	78	59	69	43	120	37	63	50	55	27	38	22	1667	1656	1047	1555	910	
ADJACENT ADI # 1 - EL CENTRO-YUMA ADJACENT ADI # 2 - FLAGSTAFF ADJACENT ADI # 3 - TUCSON																										

JULY 1968 Daypart Estimates

KUSK-TV MASTER EQUIPMENT LIST

VENDOR: SONY

Original Cost

2 Sony Model BVP-250 cameras with CCU-300s and BVF-5s; 7 Model 5850 3/4" VTRs; 2 Model BVU-800 3/4" VTRs; Model BUT-800 Time Base Corrector; Model BVX-30 Signal Processor; various connecting cables, maintenance kit, etc.

\$176,000

VENDOR: AUDIO-VIDEO RECORDERS

4 Sony PVM-8000 8" color monitors

\$2,620

VENDOR: TRI-TRONICS, INC.

2 JVC KY-1900 color camera with 65x1 F1.6 zoom lens; 1 ESE timers; 1 Sennheiser M80 short shotgun microphone with module and accessories; 1 Wheel-It ENG cart, 1 Quick-Set elevator column tripod with friction head; 1 Lee-Ray EFP card with tripod holder; 3 VAC cross pulse generators; 7 Clear-Com IC belt packs; 7 Clear-Com headsets; 1 Clear-Com interface; 3 Sony Type-V rack mount kits; switcher control cables; 1 Technics reel-to-reel tape recorder; 2 Smith-Victor lighting kits; 1 Channelmatic Power Supply module; 3 Channelmatic AFV Switch Modules; 6 Channelmatic Universal VTR control modules; 1 Channelmatic Rack Frame; 1 Channelmatic filler panel and cord extender; 1 Channelmatic Tone Generator; 1 Sigma Pulse Distribution Amp (1x6); 1 Sigma Video Distribution Amp (1x6); 1 rack frame; 1 3M 15x6 AFV Routing Switcher; 1 3M Cable; 2 Panasonic Triple 5" monitors;

1 Videotek Audio monitor; 1 Videotek 8" Color monitor; 1 Waveform Monitor; 6 Sony Rackmount kits; 6 remote cables; 1 Stantron Two Bay rack assemblies; 2 Stantron AC strips; 2 Stantron Vent Grills; 7 Stantron Blank panels; 1 Panasonic 12x1 Bridging Switcher; 1 Automatic Light Control; 2 Stop Motion Athena film projectors; 2 TTI projectors stands; 1 dual drum slide projector; 2 75mm lenses with filters and test slides; Remote control for slide projector; 1 tone generator; 1 remote control for ND disk; cables and manuals; 1 Lenco dual synch generator; 2 Lenco black burst generators; 16 Lenco video DAs; 1 Lenco Video DA with delay; 5 Lenco pulse DA's; 2 delays for PPA-343; 2 Lenco subcarrier DAs; 3 Lenco frames with power supply; 1 Lenco spare power supply; 1 American Data Production Switcher with RGB chromakeyer and downstream keyer; 1 film island; 1 Videotek case-less waveform monitor; 1 Videotek caseless vectorscope; 1 Videotek rack mount cabinet; 2 Videotek waveform monitors with cases; 1 Videotex vectorscope with case; 1 Leader test generator; 1 Yamaha M508 audio console; 1 Yamaha M512 audio console; 1 S10 Teac tape recorder; 1 SL-1700 Technics turntable with Stanton stylus and cartridge; 1 Russco pre-amp; 1 Spotmaster cart recorder; 1 Spotmaster cart player; 4 Sony tie-tac microphones; 2 E-V omnidirectional microphones; 1 Sennheiser MD421 microphone; 1 Sennheiser desk stand; 44 Trompeter video patches; 2 Trompeter insulated panels; 10 patch cords; 3 BNC cords; 2 ITE tripods; 2 ITE dollies; 2 ITE H7 heads; 1 VPS Q-TV 2-camera teleprompter system; 16 Panasonic 9" monitors; 6 Panasonic 9" dual monitors; 3 Panasonic 12X1 switchers; 1 3M 15X routing switcher with 12x12 remote control; 1 3M bridging switcher; 1 Matthey delay line; 2 ADC patch panels; 10 ADC patch cords; 1 Videotek Studio 12" monitor; 100 KC BNC connectors and accessories; 1 ITC230 Multi-Meida Color TV camera head with Camera Control Unit plus 1 vertical detail corrector; 1 Subcarrier phases-shifter; 1 5" monitor with swivel mount; 1 Laird 5300 Optical Multiplexer Assembly.

\$222,458

VENDOR: AMPEX CORPORATION

1 Model 1200 2" Quad
Tape machine with extra head \$21,500

VENDOR: TEKTRONIC

2 Tektronic 2215 Oscilloscopes \$2,800

VENDOR: RAMKO

6 Ramko DA 2x12
Audio Distribution
Amps \$1,812

VENDOR: CHYRON CORP.

1 Chyron RGU Character Generator \$30,290

VENDOR: HARRIS CORP.

1 Harris TV-10H 10KW Visual,
1.3 KW Aural Channel 7 transmitter
including tubes, crystals, connectors & misc
equipment; 1 Harris Hybrid Diplexer,
spare tubes, semiconductor kits, etc;
1 Harris Model TAB-2H Omnidirectional
Transmitting Antenna; 100 foot guyed
tower atop Mingus Mountain; Cablewave
1 5/8" transmission line and parts;
1 Farinon SS6000 Microwave Transmitter;
1 Farinon SS6000 Microwave Receiver with
connectors and equipment; Harris
Studio Control Unit and Remote Control
Unit for Transmitter; Tektronix transmitter
waveform monitor, studio monitors vectorscope,
limiters etc; Tektronic remote transmitter
vectorscope, waveform monitor; modulation
monitor, etc; 1 6.1-meter Harris satellite
dish including remote controls. \$457,604

VENDOR: RCA CORP.

4 RCA XL-100 25" color monitors \$2,316

VENDOR: RTI

Film editing, timing and cleaning package \$4,300

VENDOR: PACKAGE LIGHTING SYSTEM

1 Studio Lighting Rigging and Control package, including lights, mounts, dimmer panel, etc. \$19,894

RECENTLY PURCHASED ITEMS
(NOT A PART OF ORIGINAL MASTER EQUIPMENT LEASE)
VENDOR: VARIOUS

1 Spotmaster Audio Cart Player;
1 Spotmaster Audio Cart Recorder; 2 Eastman Model 285 16mm Film Projectors; 1 Grass Valley Video Processor; 1 Orban Audio Processor; 1 JVC Video Recorder; 1 4-input Video Switcher; 2 Telex Remote Broadcast Headsets; 1 Shure 4 Channel Audio Mixer; 4 Electronic Timers for VCRs; 2 Sony Betamax VCR; 1 JVC VHS VCR; 1 JVC SuperVHS VCR; 3 DataTek 13: Color Monitors; Leader Frequency Counter. \$19,700

4 Model VO5600 3/4" VCRs \$6,656

Backup Power Equipment
1 ea Onan SPS-1000, charger, batteries, Onan 10 kw Generator, Transfer swtich, building construciton \$7,200

Backup STL Systems
2 TTC XLI-U Transmitters;
Catel CTM-10 Modulator;
PR-450 Antenna and Feedline

155 Demodulator; Anntennacraft
Antenna and Feedline, MFC
Bandpass Filter \$19,940

TTC MODEL XLI-1000MU 1000-watt
Channel 27 transmitter; Bogner B16UB
16-Bay transmitting antenna; Andrews
Transmission line \$89,780

1 Marti Telemetry return package
for Transmitter to Studio \$3,950

TVRO SYSTEMS

1 MaComm RCA K2 system consisting of
Vertex 4.5 M Dish, 2 Macomm Receivers;
and associated interconnecting cables \$21,500

1 Excalibur 12' Paraclipse dish and
associated cables with Excalibur 900R
receiver \$2,000

1 12' Paraclipse dish and associated cables
and K and C band feeds. \$1,000

PHOENIX SALES OFFICE

1 NEC N965U VHS Video Recorder;
1 Hitachi 20" Color Monitor; 1 Olivetti
ET109 Electronic Typewriter; 1 Zenith
PC-XT with Color Monitor; 1 IBM-Compatible
PC Clone with Mono Monitor; Epson EX-1000
color printer; 2 adding machines; 11
wood-grain sales desks; 11 chairs; 6
side chairs; 5 file cabinets; 1 Olivetti
1050 copier; misc wastebaskets, desk
accessories, etc. 8,800

PRESCOTT OFFICE EQUIPMENT

SHOP

1 Steelcase desk; 1 Overbridge; 1
Sec'y cahir with arms; 1 high swivel
chair; 1 sec'y chair w/o arms;
1 folding table; 2 high swivel chairs;
7 unfinished shelf units; 2 padded

barrel chairs; 4 sec'y chairs armless;
1 sec' chair with arms

PROMOTION

1 Steel desk; 1 overbridge; 1 modular desk with overbridge; 3 metal util shelves; 1 steel desk w/ return; 3 modular divider panels; 1 2-drawer lateral file; 1 5-drawer lateral file; 3 sec'y chairs w/o arms; 1 vertical file

COMPUTER ROOM

1 computer desk w/ printer stand; and 90-degree connector panel; 1 sec'y desk; 1 util chair; 1 sec'y chair w/o arms.

HALL

2 folding tables and 15 folding chairs

LOUNGE

1 round table and 3 wooden folding chairs

LOBBY

4 padded chairs; 2 coffee tables; 1 bench; 1 sec'y desk (no return); 1 sec'y desk with return; 2 sec'y chairs w/o arms; 1 credenza; 1 coat tree.

GEN MGR

1 executive desk w/ return; 1 2-drawer lateral file; 2 client office chairs; 1 sleeper sofa; 1 wooden bookshelf; 1 end table; 1 table lamp; 1 executive chair

PROGRAM MGR

1 executive desk w/ return; 1 round table; 3 client office chairs; 1 bookshelf; 1 large credenza; 1 typewriter table; 1 executive chair

CH. ENGINEER

1 desk with return; 1 credenza; 1 large lateral file; 2 client chairs; 1 sec'y chair with arms.

TRAFFIC

1 desk with return; 1 desk w/o return;
1 2-drawer lateral file; 1 2-drawer vertical
file; 1 typewriter table; 1 sec'y chair with
arms; 1 sec'y chair w/o arms

COPY ROOM

1 folding table

SALES

3 modular workstations with overbridge;
2 sec'y chairs w/o arms; 1 2-drwr lateral file;
1 utl chair

ACCTING

1 sec'y desk w/o return; 1 workstation with
overbridge; 1 typewriter table;
1 2-drwr lateral file;
2 sec'y chairs w/o arms; 1 utl chair

OFFICE EQUIPMENT

6 Adler typewriters; 1 IBM-Compatible 8086
computer system; 1 IBM-Compatible AT286 system;
2 mono monitors; 1 Murata 7000 FAX machine;
1 Sidereal Micronet TWX machine w/ printer;
1 Epson LQ-2500 printer; 1 postage meter;
1 postage scale; 1 samll package scale;
1 Savin copier with sorter.

\$31,500

TOTAL ORIGINAL COST

\$1,153,620



the millar company u.s.a., inc.

MEDIA BROKER

LIC. REAL ESTATE & MORTGAGE BROKER

CORPORATE OFFICE

P.O. Box 700

Cullman, AL 35056

Phone: 205-734-4888

FAX: 205-734-8600

FLORIDA HOME OFFICE

1705 South 8th Street

Fort Pierce, FL 34950

Phone: 407-466-5086

FAX - 407-466-3025

REPLY TO: _____

EXECUTIVE SUMMARY

We are pleased to offer KUSK-TV, an exceptionally unique opportunity to become firmly entrenched in the Phoenix ADI.

KUSK-TV, Channel 7, is a full-power VHF station licensed to Prescott, Arizona, broadcasting at 8.79 kw visual/1.76 kw aural from a 2,814 foot tower. KUSK also broadcasts into the Phoenix market on LPTV Channel 27 and has FCC authorization to expand coverage with LPTV Channel 55 in North Phoenix, Channel 23 in Scottsdale, Channel 17 in Mesa, Channel 43 in Casa Grande and Channel 19 in Yuma. Original plans, once expansion is complete, call for marketing the inventory on each of the LPTVs separately to local advertisers and in combinations to regional/national advertisers. Such an option would allow a business in, say, Casa Grande, to make a buy on Channel 43 and leave the accompanying time on the other LPTVs for sale to other firms. This idea of providing zone coverage for local advertisers as well as the availability of broader combined coverage in the Phoenix market opens the door for dramatic increases in revenue generation.

KUSK-TV began broadcasting on September 5, 1982 as an independent, building a loyal following in Northern Arizona by counter-programming the Phoenix and Flagstaff stations visible in the Prescott area. In 1985, the license for Low-Power UHF Channel 27 in Phoenix was purchased. Once on the air, viewer response so overwhelming the owners began the systematic acquisition of additional LPTV permits in Central Arizona. With the additional transmitter sites, complete coverage of the entire Metro Phoenix area as well as Casa Grande and Yuma is now possible, creating a "synthetic" full-power television system.

Because of the station's low overhead, KUSK-TV already offers extremely attractive advertising rates when compared to other Phoenix stations. The addition of zoned advertising would make the same TV inventories available to a larger number of advertisers at lower rates for each but generate greater revenue to the new owners for the inventory involved. The plan will give advertisers the option of buying only that portion of the Phoenix metropolitan area they wish to reach at a price even small retailers could readily afford. Individual commercial positions can then be sold two, three, four or five times and, although the rates for the zoned commercials will be relatively low, the total revenue earned per commercial unit will be greater than could be charged for Maricopa County (Metro-wide) coverage. The current owners estimate the

total cost for the additional approved LPTV transmitters to be \$400,000 and Channel 19 in Yuma would also require a microwave link from Phoenix via common carrier.

As an independent, KUSK-TV specializes in live sporting events and programming not available on other Phoenix stations. Arbitron reports indicate coverage of the Oakland A's and San Diego Padres baseball games are among the highest-rated shows on the station. Also included in the "most-popular programs" category are University of Arizona football and basketball contests.

With the entire system in operation, the Phoenix Metro will receive an excellent signal, giving full service to an estimated population of 1,990,800 people. Listings indicate 959,700 HH in the ADI and 773,790 HH in the MSA.

Retail sales for the Phoenix MSA in 1987 were \$13 billion, a 126% growth from 1977. ADI retail sales for the same period were in excess of \$15 billion. Ranked as the 20th ADI, the population of the Phoenix area is growing one-and-one-half times faster than the national average. The local Chamber of Commerce expects the ADI to rank 15th by the year 2000 and with good reason. The local lifestyle is exciting and diverse. With nearly 200 major golf courses, 1,000 tennis courts and an impressive array of professional sports, recreational activities rank highly with residents. Phoenix's South Mountain Preserve is the largest municipal park in the world and there are more five-star resorts in the metro than in any other part of the nation. Coupled with the majestic scenery in which the market is situated, it's no wonder the growth rate is so phenomenal.

The cultural scene in Phoenix is in constant movement, thanks to, among others, the Phoenix Symphony, the Phoenix Museum of Fine Art, the Heard Museum and Arizona State University. There are 300 days of sunshine a year in the metro, abundant good weather to take in the zoo, the Pueblo Grande pre-historic ruins, Big Surf and the Desert Botanical Gardens.

Phoenix works as hard as it plays with the manufacture of high technology products, agriculture and tourism accounting for the major industries in the ADI. There are 13 institutions of higher learning in the metro, ranging from community colleges and trade schools to Arizona State University in Tempe and the American Graduate School of International Management located in Glendale.

In addition to Phoenix, KUSK-TV serves the Prescott area, located in Yavapai County in Northern Arizona. With 95,000 county residents, 55,000 people living in the metro and 27,000 residing in the city, this market is the base for Channel 7. Prescott is home to nine public schools, 17 private institutions, two four-year colleges, a community college and two technical schools. A growth-oriented community, Prescott is home to the world's oldest rodeo, the Prescott Frontier Days celebration. A city with 19 public parks and campsites, two golf courses open to the public and an

abundance of recreational and sporting activities.

The property is listed at \$6,000,000 cash and there is also the option of purchasing the studios for \$400,000 or leasing with a purchase option. The purchase of KUSK-TV will also allow the buyer the opportunity to further the station's coverage through the approved LPTV sites and to take advantage of recent years' loss carryforward.

The Millar Company
TV DATA SHEET

[X] O-R
[] ERS

08/22/89 11:15am

Market: <u>Phoenix, AZ</u>		Price: <u>\$6,000,000</u>		
Listing: <u>KUSK (TV)</u>		Down: <u>\$6,000,000</u>	Terms: <u>CASH</u>	
***** STATION DATA *****				
Call Letters: <u>KUSK (TV)</u>				
Licensed To: <u>Prescott, AZ</u>				
Location: <u>Ch. 7, Prescott; Ch. 27 (LP), Phoenix</u>				
Market: <u>Phoenix, AZ</u>		ADI Rank: <u>20</u>		
Class: <u>VHF</u>		Channel: <u>7</u>		
Power: <u>8.79kw-V / 1.76kw-A</u>				
Tower: <u>2814 ft</u>				
Network: <u>IND</u>				
Other:				
***** REAL ESTATE *****				
Real Estate Included: <u>N/A</u>				
Leased Real Estate: <u>Studio building & 32,000 sq. ft. lot in Prescott; Transmitter, tower & building located on U.S. Forest Service Land; Offices & tower in Phoenix.</u>				
Lease Terms: <u>Prescott - 5 yr. lease thru 1/92 @ \$6900/month;</u>				
<u>Phoenix - offices, month-to-month @ \$1500/month; tower, \$2670/month.</u>				
Real Estate Not included can be purchased for? <u>\$400,000 - Prescott</u>				
PERIOD	GROSS INCOME	PROFIT	CASH FLOW * CASH N/A NET N/A	FINANCIAL NOTES
1/1/89 - 1/31/89	\$127,613.29	<\$ 2,842.20>- <\$ 9,949.42>-		Net loss as of year ending 4/30/88 - <\$952,198>
5/1/88 - 1/31/89	\$1,116,485.70	<\$104,598.57>- <\$12,724.78>-		

* Cash Flow is calculated from Gross Income less expenses before debt service, depreciation, owner's expenses and income tax.

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***** MARKET INFO *****

Call Letters: KUSK (TV) Licensed To: Prescott, AZ (Yavapai County)
Market: Phoenix, AZ ADI Rank: 20 County: Maricopa MSA Rank: 20

	POPULATION	HOUSEHOLDS	RETAIL SALES
ADI..(Phoenix).....	3,452,500	959,700	\$20,526,408,000
MSA..(Phoenix Metro).....	2,023,100	773,790	\$12,743,200,000
HOME COUNTY.(Yavapai).....	93,900	38,230	\$ 540,149,000
HOME CITY...(Prescott).....	20,055	N/A	N/A

DEMOGRAPHICS FOR MSA

RACE	%	AGE	%	INCOME	%	EDUCATIONAL LEVELS	%
WHITE:	84.1	18-24	11.4	10-20k	21.2	NON HIGH SCHOOL GRAD	25.0
BLACK:	2.9	25-34	19.1	20-35k	27.8	HIGH SCHOOL GRAD	34.9
OTHER:	---	35-49	20.2	35-50k	18.4	COLLEGE 1-3 YEARS	21.8
HISPANIC:	13.0	50+	22.9	50k +	17.6	COLLEGE 4+ YEARS	18.3

MARKET MEDIA REVENUE for Phoenix

	1987	% RTL SALES
TELEVISION REVENUE:	\$ 167,000,000	.0116
NEWSPAPER REVENUE:	173,000,000	.0120
RADIO REVENUE:	68,500,000	.0047
OUTDOOR REVENUE:	11,800,000	.0008
	=====	=====
	\$ 420,300,000	.0291

DISTANCES - FROM CITY OF LICENSE

PRIMARY CITIES COVERED	ST	AIR MILES	COUNTY	HOUSEHOLDS IN COUNTY
Phoenix	AZ	70	Maricopa	773,790
Flagstaff	AZ	60	Coconino	27,700
Tempe	AZ	75	Maricopa	773,790
Scottsdale	AZ	65	Maricopa	773,790
Glendale	AZ	62	Maricopa	773,790
Mesa	AZ	75	Maricopa	773,790
Casa Grande	AZ	108	Pinal	36,310
Yuma	AZ	1	60	Yuma 31,550

OTHER: Authorization for additional low power installations in Phoenix, Scottsdale, Mesa, Casa Grande, and Yuma has been granted for KUSK. With its male-oriented sports programming and the ability to fully cover metro Phoenix, an excellent opportunity awaits to heavily penetrate Arizona's number one market.

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***** COMPETITIVE INFO *****

LISTING: KKUSK (TV)

COMMERCIAL TELEVISION

STATION	CITY	CHANNEL	POWER	TOWER	NETWORK	REP
KUSK	Prescott	7	8.79kw-V/1.76kw-A	2814 ft	IND	
KAET	Phoenix	8	316kw-V/47.4kw-A	1756 ft	PBS	
KNXV	Phoenix	15	631kw-V/63.1kw-A	1710 ft	FOX	Katz
KPAZ	Phoenix	21	646kw-V/247kw-A	2143 ft	IND	TBN, TBA
KPOH	Phoenix	5	100kw-V/10kw-A	1770 ft	IND	MMT
KPNX	Phoenix	12	316kw-V/46.8kw-A	1780 ft	NBC	Blair
KTSP	Phoenix	10	316kw-V/47kw-A	1700 ft	CBS	Harrington, Righter, Parsons
KTVK	Phoenix	3	100kw-V/15.1kw-A	1670 ft	ABC	Telerep
KTVW	Phoenix	33	2290kw-V/229kw-A	1710 ft	Univ.	Univision
KUTP	Phoenix	45	2750kw-V/275kw-A	1792 ft	IND	Petry

PRIMARY PRINT

PAPER	CITY	PUBLISHED	GROUP OWNER
Phoenix Republic	Phoenix	Daily, Mon.-Sun.	Central
Phoenix Gazette	Phoenix	Daily, Mon.-Sat.	Central

COMMERCIAL RADIO STATIONS

STATION	CITY	POWER	TOWER	FREQUENCY	FORMAT	REP	ARB SHARE
KNOT-AM	Prescott	1KW Full		1450 khz	Country		
KYCA-AM	Prescott	1KW/250W		1490 khz	News/Sports		
KAHM-FM	Prescott	3KW	590 ft	103.9 mhz	Easy Listening		
KNOT-FM	Prescott	3KW	180 ft	98.3 mhz	Adult Contemporary		
KAMJ-AM	Phoenix	1KW Full		1230 khz	Adult Contemporary	Durpetti	
KASA-AM	Phoenix	10KW Day		1540 khz	Religious		
KFYI-AM	Phoenix	5KW Full		910 khz	News/Talk	Republic	
KHEP-AM	Phoenix	1KW Day		1280 khz	Religious	UPI	
KJAA-AM	Mesa	10KW Day		1510 khz	Country		
KMEO-AM	Phoenix	1KW Day		740 khz	Easy Listening	Group W	
KNIX-AM	Tempe	50KW Full		1580 khz	Country	Katz	
KOOL-AM	Phoenix	5KW Full		960 khz	Oldies	Hillier, Newmark, Etc.	
KOY-AM	Phoenix	5KW/1KW		550 khz	Adult Contemporary	Eastman	
KPHX-AM	Phoenix	1KW/500W		1480 khz	Spanish	Caballero	
KRDS-AM	Tolleson	5KW/250W		1190 khz	Adult Contemp. Christian		
KSUN-AM	Phoenix	1KW Full		1400 khz	Spanish	Caballero	
KTAR-AM	Phoenix	5KW Full		620 khz	News/Talk	CBS Spot Sis	
KVVA-AM	Phoenix	1KW Full		860 khz	Spanish	Lotus	
KXEG-AM	Tolleson	1KW/250W		1010 khz	Christian		
KAMJ-FM	Phoenix	100KW	1740 ft	101.5 mhz	Adult Contemporary		
KDBK-FM	Mesa	100KW	1480 ft	93.3 mhz	Rock/AOR	Christal	
KEYX-FM	Globe	37.2KW	3344 ft	100.3 mhz	Progressive AOR	Torbet	
KKFR-FM	Glendale	100KW	1646 ft	92.3 mhz	CHR	Republic	
KKLT-FM	Phoenix	115KW	1680 ft	98.7 mhz	Adult Contemporary	CBS Spot Sales	
KLZI-FM	Phoenix	100KW	1670 ft	99.9 mhz	Adult Contemporary	Christal	
KMEO-FM	Phoenix	100KW	1560 ft	96.9 mhz	Easy Listening		
KMLE-FM	Chandler	100KW	1000 ft	107.9 mhz	Religious		
KNIX-FM	Phoenix	100KW	500 ft	102.5 mhz	Country	Katz	
KONC-FM	Sun City	3.5KW	400 ft	106.3 mhz	Classical		
KOOL-FM	Phoenix	100KW	1620 ft	94.5 mhz			
KOY-FM	Phoenix	96KW	1570 ft	95.5 mhz	Top 40		

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***** TV COMPARABLES *****

Listing: KUSK (TV) Channel: 7 Power: 8.79kw-V / 1.76kw-A Price: \$6,000,000

Market: Phoenix, AZ

RECENT TRANSFERS

<u>CITY</u>	<u>ST</u>	<u>CALLS</u>	<u>CHANNEL</u>	<u>POWER</u>	<u>NET</u>	<u>DATE</u>	<u>SALE PRICE</u>	<u>REMARKS</u>
Phoenix	AZ	KNXV	15	631kw-V/63.1kw-A	FOX	1/85	\$27,100,000	
Tucson	AZ	KMSB	11	316kw-V/15kw-A	IND	11/84	\$13,000,000	
Memphis	TN	WPTY	24	3003kw-V/600kw-A	IND	11/86	\$12,500,000	
Albany	NY	WXXA	23	3020kw-V/302kw-A	FOX	10/86	\$10,100,000	
Sioux City	IA	KMEG	14	280kw-V/75.9kw-A	CBS	8/86	\$ 4,000,000	
Ocala	FL	WBSP	51	2931kw-V/293.1kw-A	IND	9/86	\$ 7,010,000	
Irving	TX	KLTJ	49	5000kw-V/500kw-A	IND	4/87	\$16,250,000	
Albany	GA	WTSG	31	1580kw-V/150kw-A	FOX	4/87	\$ 2,250,000	
Shreveport	LA	KMSS	33	4570kw-V/457kw-A	FOX	5/87	\$ 7,000,000	
Buffalo	NY	WNYB	49	4932kw-V/414kw-A	IND	5/87	\$ 4,800,000	
Alexandria	LA	KLAX	31	1309kw-V/131kw-A	ABC	3/88	\$ 1,100,000	
Nashville	TN	WZTV	17	2340kw-V/234kw-A	IND	3/88	\$14,500,000	

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the millar company u.s.a., inc.
MEDIA BROKER

LIC. REAL ESTATE & MORTGAGE BROKER

BRETT MILLER
11608 Blossomwood Court
Moorpack, CA 93021
Phone: 805-523-7312
FAX: 805-523-8556

CORPORATE OFFICE
P.O. Box 700
Cullman, AL 35056-0700
Phone: 205-734-4888
FAX: 205-734-8600

REPLY TO: Moorpack, California (Los Angeles Area)

80N

August 15, 1989

Mr. John Powley
1536 Logan Ave.
Altoona, PA 16602

Dear Mr. Powley:

It was a pleasure speaking with you concerning Channel 15 in San Luis Obispo, CA.. I am taking the liberty of having information sent to you as it is developed for the following:

1. KUSK-TV, Prescott/Phoenix, AZ
2. TV15, San Luis Obispo, CA
3. KCKY-AM, Coolidge, AZ

I spoke with the President of KUSK-TV and came away very pleased with the potential. This was the first time I had spoken with him. I won't go into all the details, here, but here are the highlights:

1. Considerable price reduction!
2. Their senior debt stands at \$2.2M with Lincoln Savings which just filed bankruptcy. There could be a nice opportunity to settle for pennies on the dollar. A \$500,000 loan guarantee by Allstate is in place and could probably be transferred. Payments have not been made to Lincoln due to their bankruptcy.
3. KUSK-TV is a full power VHF in Prescott and can be affiliated with ABC and/or CBS if desired.
4. The station is carried on virtually every cable system except one in Phoenix and that can be forced via the City Council if there is some evidence of local coverage in the community. This is stipulated by franchise.
5. Cashflow is up: \$20,000 in July.

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6. There is the option of going Spanish language in one or both markets via Telemundo.

7. They are currently programming a lot of sports, movies, Home Shopping Network.

8. Capital required to blanket the Phoenix metro with additional LPTV's would be \$320,000 plus \$140,000 for a remote truck/studio for local coverage.

9. Net weekly circulation is +100,000 homes. High powered indies are getting 300,000; affiliates 500,000. KUSK-TV outstrips at least two local indies on a regular basis.

10. 80% of sales come from Phoenix area, 30% from Prescott.

11. When they went on the air in Prescott, they were listed in TV Guide in the Phoenix area and there was an immediate demand from viewers to have them put on cable and calls inquiring how to receive them.

They are currently talking to a Real Estate developer who is interested in putting up investment capital for equity. They would also consider this approach as well as a buyout.

My impression is \$1 to \$1.5 Million would do the deal. In a market where the last station transaction went for +\$20 Million, that may not be too bad.

I am sending you information on KCKY-AM simply because it is located in Coolidge, halfway between Phoenix and Tucson and, with its sports coverage, draws significant revenues from the Phoenix market. There may well be some interesting efficiencies of scale and media concentration by putting the AM together with the Phoenix stations.

Channel 15 in San Luis Obispo has just been signed, therefore, executive summary and package will follow in a couple of weeks. I have asked that a data sheet be sent to you ASAP.

I was very impressed by the growth and health of the Santa Maria/San Luis Obispo/Paso Robles market. If you come for a tour, I think you will be favorably impressed. The current owners have done a good job of "boot-strapping" but need more operations savvy and capital.

1. Strong, clear signal from the same site as local affiliates.

2. Good sports franchise with local State College--coverage always sells out.

3. Have been billing \$12 - \$15K per month even though there are no spot sales other than prime time and sports.

4. I believe there will be some flexibility on price/terms.
5. Excellent retail sales environment.
6. Top-rated radio station is billing \$1M per year. This station should be billing \$1.5 - \$2 Million in my opinion.
7. Ch. 7, LPTV in Santa Maria billed \$70,000 in July.
8. Population of 325,000 within coverage area.
9. Application pending before FCC to change antenna pattern which will result in higher output and increased coverage over population areas.

This one simply needs some organized, stable management and some operating capital. Sales force consists of 3 people--should be at least 6 people to adequately cover the area.

It was a pleasure talking with you, and I hope that I may be of service.

Very truly yours,



Brett E. Miller
Associate Broker
The Millar Company, USA

BEM/tbh

KUSK OPERATING BUDGET

(DOES NOT INCLUDE BARTER)

RENT - PRESCOTT	5,000
RENT - PHOENIX	1,500
RENT - PHX TOWER	2,635
MICROWAVE	1,700
CABLE LEASE	2,200
SALARIES-PRESCOTT	12,500
SALARIES-PHOENIX	1,000
PROGRAMMING	10,000
TAPE STOCK	100
UTILITIES - PRESCOTT	1,100
UTILITIES - MINGUS	1,200
UTILITIES - S MTN	120
TELEPHONE - PRESCOTT	1,500
TELEPHONE - PHOENIX	500
POSTAGE	400
REPAIRS/MAINT	1,000
FREIGHT	400
FICA TAXES	880
HEALTH INSUR	1,000
INSURANCE	1,000
MUSIC FEES	300
AUTO EXPENSE	200
MISCELLANEOUS	<u>2,000</u>
 TOTAL EXPENSES	 48,235

<u>MONTH</u>	<u>CASH DEPOSITS</u>	<u>AFTER 25% COMM</u>	<u>PROFIT (LOSS)</u>
AUGUST, 1988	50,743	38,057	(10,178)
JULY, 1988	50,922	38,192	(10,044)
JUNE, 1988	73,536	55,152	6,917
MAY, 1988	68,843	51,632	3,397
APRIL, 1988	85,351	64,013	15,778

09/30/88

BALANCE SHEET
KUSK, INC.

PAGE 001

PREPARED FROM BOOKS WITHOUT AUDIT
FOR PERIOD ENDING 09/30/88

ASSETS

*** CURRENT ASSETS ***

CASH - BANK OF PRESCOTT CHECKING	491.08
CASH - FIRST NATIONAL CHECKING	26,905.32-
CASH - BOND MARKET INTEREST ACCT	171.02

TOTAL CASH	26,243.22-
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ACCOUNTS RECEIVABLE--TRADE	119,418.59
ALLOW FOR DOUBTFUL ACCTS	7,000.00
TRADE OUTS RECEIVABLE	9,800.00
ACCURED INTEREST REC. CREAT	.00
BROADCAST RIGHTS	55,977.00

TOTAL CURRENT ASSETS	151,952.37
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*** FIXED ASSETS ***

EQUIPMENT UNDER CAPITAL LEASE	876,273.00
ACCUM DEPREC - EQUIP CAP LEASE	705,492.00
BUILDINGS	27,871.88
ACCUM. DEPREC.--BUILDINGS	10,841.55
FURNITURE, EQUIPMENT, FIXTURES	92,149.66
ACCUM. DEPREC.--EQUIP. & FURN.	71,642.49
LEASEHOLD IMPROVEMENTS	3,444.00
ACCUM. DEPREC.--LEASEHOLD IMPROV	1,337.20
AUTOMOBILES	11,220.00
ACCUM. DEPREC.--AUTOMOBILES	11,220.00
BROADCAST EQUIPMENT	184,218.25
ACCUM. DEPREC.--BROAD. EQUIP.	55,664.29
PROGRAM INVENTORY	29,244.94
VIDEOTAPE STOCK INVENTORY	7,823.66
ANTENNA INVENTORY	1,342.04

TOTAL FIXED ASSETS	377,389.90
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PREPAID INSURANCE	2,511.80-
PREPAID DEPOSITS	16,901.00
BOND ISSUE COSTS	173,805.61
ACCUM AMORT-BOND ISSUE COSTS	29,051.55-
DEFERRED INTEREST	.00
DEFERRED LEASE EXPENSE	16,900.73-
ACCUM. DEPREC.--DEFERRED LEASE	.00
BOND DISCOUNT	100,541.00
SUSPENSE	10,000.00
GOODWILL/FCC LICENSE	52,780.18

TOTAL OTHER ASSETS	305,563.71
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TOTAL ASSETS	834,905.98
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09/30/88

BALANCE SHEET
KUSK, INC.

PAGE 002

PREPARED FROM BOOKS WITHOUT AUDIT
FOR PERIOD ENDING 09/30/88

LIABILITIES & STOCKHOLDERS EQUITY

*** CURRENT LIABILITIES ***

ACCOUNTS PAYABLE	99,453.22
BROADCAST RIGHTS PAYABLE	145,320.00
ACCOUNTS PAYABLE - REL PARTIES	10,318.00
SALES TAX PAYABLE	3,301.61
RENT PAYABLE-PRESCOTT	41,000.00
RENT PAYABLE - PHOENIX	16,500.00
EQUIPMENT LEASE OBLIGATION	214,225.06
INTEREST PAYABLE-BOND MRKT. INT.	.00
ACCRUED INTEREST PAYABLE	232,660.00
TRADE OUTS PAYABLE	24,651.31
SALES COMMISSION PAYABLE	.00

ACCRUED PAYROLL TAXES

FEDERAL AND FICA TAXES WITHHELD	205.08
STATE TAXES WITHHELD	1,536.89
FFD & ST UNEMPLOY TAXES PAYABLE	4,955.76
CREDIT UNION DEDUCTIONS	35.00
DISABILITY DEDUCTIONS	50.56
ACCRUED VACATION PAY PAYABLE	6,671.00

TOTAL CURRENT LIABILITIES

741,568.23

*** LONG-TERM LIABILITIES ***

BONDS PAYABLE - AMER. CONTNENTAL	2,000,000.00
NOTES PAYABLE - ALLSTATE	245,000.00
LOAN PAYABLE-STEVE ATWOOD	50,000.00
LOAN PAYABLE - WM SAURO	50,000.00

TOTAL LONG-TERM LIABILITIES

2,345,000.00

*** STOCKHOLDERS' EQUITY ***

CAPITAL STOCK	1,242.45
CLASS 'B' COMMON STOCK	1,405.36
ADDITIONAL PAID IN CAPITAL	2,078,339.03
RETAINED EARNINGS	4,285,473.14
PROFIT YEAR-TO-DATE	47,175.95

TOTAL STOCKHOLDERS EQUITY

2,251,662.25

TOTAL LIABILITIES & EQUITY

834,905.98

PREPARED FROM BOOKS WITHOUT AUDIT
FOR PERIOD ENDING 09/30/88

	CURRENT MONTH	%	YEAR TO DATE	%
*** INCOME ***				
LOCAL AIR TIME SALES	6,725.00	5.80	37,282.22	4.05
STATE AIR TIME SALES	15,868.74	13.69	119,476.97	19.40
NATIONAL AIR TIME SALES	13,820.00	11.92	55,958.40	9.09
RELIGIOUS PROGRAM SALES	7,336.30	6.33	40,784.60	6.62
P I INCOME	1,565.89	1.35	8,005.47	1.30
PRODUCTION SALES	0.00	.00	0.00	.00
BARTER PROGRAM SALES	70,000.00	60.28	350,000.00	56.81
MISCELLANEOUS SALES INCOME	510.64	.44	1,706.89	.28
INTEREST INCOME	0.71	.00	169.74	.03
RENTAL INCOME	100.00	.09	500.00	.08
ANTENNA SALES INCOME	0.00	.00	1,856.80	.30
BAD DEBTS RECOVERED	0.00	.00	0.00	.00
TOTAL INCOME	115,927.28	100.00	615,741.09	100.00
*** COST OF SALES ***				
LOCAL SALES COMMISSIONS	0.00	.00	6,620.28	1.08
NATIONAL SALES COMMISSION	0.00	.00	1,801.46	.29
ANTENNA COSTS	0.00	.00	0.00	.00
TOTAL COST OF SALES	0.00	.00	8,421.74	1.37
GROSS PROFIT	115,927.28	100.00	607,319.35	98.63
*** EXPENSES ***				
RENT - PRESCOTT OFFICE	5,000.00	4.31	25,000.00	4.06
RENT - PHOENIX OFFICE	1,500.00	1.29	7,500.00	1.22
RENT - PHOENIX TOWER	2,670.00	2.30	15,916.15	2.58
MICROWAVE SERVICE	1,700.00	1.47	8,500.00	1.38
CABLE LEASE	2,200.00	1.90	11,000.00	1.79
SALARIES & SALES COMM	28,589.81	24.66	152,693.53	24.80
PROGRAMMING COSTS - BARTER	70,000.00	60.38	350,000.00	56.84
PROGRAMMING COSTS - CASH	5,314.48	4.58	15,448.05	2.51
FILM/TAPE STOCK COSTS	74.02	.06	550.74	.09
PRODUCTION COSTS	1,228.28	1.06	1,196.31	.19
NEWS COSTS	0.00	.00	0.00	.00
SALES COSTS	590.38	.51	1,509.64	.25
AUTO EXPENSE	77.13	.07	999.80	.16
UTILITIES - PRESCOTT	2,213.76	1.91	7,473.30	1.21
UTILITIES - PHOENIX	2,132.17	1.84	3,864.59	.63
TELEPHONE - PRESCOTT	2,592.16	2.24	8,971.56	1.46
TELEPHONE - PHOENIX	670.99	.58	2,566.82	.42
EQUIPMENT RENT & LEASE PAYMENTS	72,376.76	62.43	0.00	.00
OFFICE SUPPLIES	150.98	.13	894.59	.15
ADVERTISING	5,755.54	4.96	14,923.67	2.42
LEGAL AND ACCOUNTING	0.00	.00	300.00	.05
TECHNICAL SUPPLIES	39.59	.03	3,439.90	.56
CONTRACT LABOR	1,696.23	1.46	12,699.76	2.06
OUTSIDE CONSULTANT	0.00	.00	0.00	.00
TRAVEL AND ENTERTAINMENT	1,354.82	1.17	4,694.13	.76
POSTAGE AND POST OFFICE BOX RENT	463.40	.40	2,090.20	.34
OPERATING SUPPLIES	590.80	.51	780.91	.13

PREPARED FROM BOOKS WITHOUT AUDIT
FOR PERIOD ENDING 09/30/88

	CURRENT MONTH	%	YEAR TO DATE	%
REPAIRS AND MAINTENANCE PROMOTION	365.43	.32	3,636.96	.19
TELE-MARKETING EXPENSE	126.80	.11	141.51	.07
JANITORIAL EXPENSE	0.00	.00	0.00	.00
DUES AND SUBSCRIPTIONS	0.00	.00	70.62	.01
RATINGS & SURVEYS	0.00	.00	111.50	.02
CONVENTION EXPENSE	0.00	.00	0.00	.00
FREIGHT AND CARTAGE	0.00	.00	0.00	.00
MISCELLANEOUS EXPENSE	1,262.08	1.09	3,094.88	.56
	78.69	.07	2,532.20	.41
PAYROLL TAXES				
F.I.C.A. TAXES	2,147.07	1.85	12,234.32	1.99
FEDERAL UNEMPLOYMENT TAXES	0.00	.00	546.70	.09
STATE UNEMPLOYMENT TAXES	0.00	.00	1,585.43	.26
OTHER TAXES				
LICENSES AND PERMITS	848.90	.73	5,171.70	.84
PERSONAL PROPERTY TAXES	0.00	.00	2,865.96	.47
AUTO LICENSES	0.00	.00	0.00	.00
INSURANCE				
FIRE AND LIABILITY INSURANCE	3,286.30	2.83	7,508.83	1.22
STATE COMP. INSURANCE	286.00	.25	885.20	.14
MEDICAL INSURANCE	0.00	.00	6,445.52	1.05
KEY MAN LIFE INSURANCE	0.00	.00	2,350.00	.38
MUSIC LICENSE FEES	250.00	.22	365.00	.06
INTEREST	0.00	.00	0.00	.00
DEPRECIATION EXP	0.00	.00	0.00	.00
AMORTIZATION EXPENSE	0.00	.00	0.00	.00
COMPUTER SUPPLIES	37.59	.03	37.59	.01
COMPUTER REPAIRS AND MAINT.	0.00	.00	0.00	.00
PRIOR MO. BILLING ADJUST.	0.00	.00	0.00	.00
BAD DEBTS	0.00	.00	0.00	.00
TOTAL CASH EXPENSES	72,916.64	62.90	702,597.60	114.11
NET CASH PROFIT/LOSS	43,010.64	37.10	95,278.28-	15.47-
TRADE OUT SALES	15,602.72	13.46	118,036.03	19.17
TRADE OUT ADVERTISING	0.00	.00	45,537.42	7.40
TRADE OUT AUTO EXPENSE	228.23	.20	1,884.89	.31
TRADE OUT TRAVEL & ENTERTAINMENT	774.05	.67	4,529.00	.74
TRADE OUT OFFICE SUPPLIES	1,708.46	1.47	4,826.06	.78
TRADE OUT SALES DISCOUNTS	0.00	.00	0.00	.00
TRADE OUT MISC.	1,632.00	1.41	3,608.33	.59
DEPRECIATION EXPENSE	1,448.00	1.25	9,548.00	1.55
NET PROFIT OR (LOSS)	52,822.62	45.57	47,175.95-	7.66-

Price Waterhouse



July 14, 1988

To the Board of Directors and
Shareholders of KUSK, Inc.

We have examined the balance sheet of KUSK, Inc. as of April 30, 1988 and the related statements of operations, of shareholders' equity (deficit) and of cash flows for the year then ended. Our examination was made in accordance with generally accepted auditing standards and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances.

As discussed in Note 3, during the year ended April 30, 1988 KUSK, Inc. incurred a loss of \$952,198 and at April 30, 1988 had an accumulated deficit of \$4,260,073 and an excess of current liabilities over current assets of \$727,276. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset and liability amounts that might be necessary should KUSK, Inc. be unable to obtain additional funding in order to continue operations in its present form at current and anticipated levels.

In our opinion, subject to the effects on the fiscal year 1988 financial statements of such adjustments, if any, as might have been required had the outcome of the uncertainty referred to in the preceding paragraph been known, the financial statements examined by us present fairly the financial position of KUSK, Inc. at April 30, 1988 and the results of its operations and its cash flows for the year, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Price Waterhouse

KUSK, INC.

BALANCE SHEET
APRIL 30, 1988

ASSETS

CURRENT ASSETS:

Cash	\$ 52,127
Accounts receivable, less allowance for doubtful accounts of \$7,000 -	
Trade	144,595
Barter	9,800
Program broadcast rights	55,977
Prepays and other current assets	10,427
	272,926

BUILDING AND EQUIPMENT

343,421

OTHER ASSETS:

Program broadcast rights, less accumulated amortization of \$3,250	29,245
Debt issuance costs, less accumulated amortization of \$29,052	144,754
FCC licenses, less accumulated amortization of \$3,916	62,780
	\$ 853,126

LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)

CURRENT LIABILITIES:

Notes payable to shareholder	\$ 245,000
Accounts payable -	
Trade	120,769
Barter	35,064
Related parties	40,564
Accrued interest payable	221,779
Other accrued expenses	10,923
Program broadcast rights payable	145,320
Current portion of obligations under capital leases	180,783
	1,000,202

LONG-TERM DEBT, less discount of \$100,541

1,960,340

OBLIGATIONS UNDER CAPITAL LEASES, net of current portion

71,670

PREFERRED STOCK, AUTHORIZED 1,000 SHARES,
NONE ISSUED AND OUTSTANDING

SHAREHOLDERS' EQUITY (DEFICIT):

Common stock, voting, no par value, stated value \$.055 per share, 1,000,000 shares authorized, 22,590 shares issued and outstanding	1,243
Class B common stock, nonvoting, no par value, stated value \$.055 per share, 500,000 shares authorized, 25,552 shares issued and outstanding	1,405
Paid-in capital	2,078,339
Accumulated deficit	(4,260,073)
	(2,179,086)
	\$ 853,126

The accompanying notes are an integral part of these financial statements.

KUSK, INC.

STATEMENT OF OPERATIONS

FOR THE YEAR ENDED APRIL 30, 1988

SALES AND OTHER REVENUES:

Broadcasting revenue, less commissions of \$96,656	\$ 818,224
Barter revenue	990,502
Interest income	29,849
Other	<u>15,726</u>
	<u>1,854,301</u>

COST AND EXPENSES:

Programming and technical costs	1,251,844
Selling, general and administrative -	
Salaries and related benefits	486,812
Rent	85,195
Advertising	130,683
Utilities	56,361
Bad debt expense	60,151
Travel and entertainment	26,100
Other	218,676
Depreciation and amortization	198,925
Interest expense	<u>291,752</u>
	<u>2,806,499</u>

NET LOSS

(\$ 952,198)

The accompanying notes are an integral part of these financial statements.

KUSK, INC.

STATEMENT OF SHAREHOLDERS' EQUITY (DEFICIT)

	<u>Common stock</u>	<u>Class B Common stock</u>	<u>Preferred stock</u>	<u>Paid-in-capital</u>	<u>Accumulated deficit</u>	<u>Total</u>
Balance, April 30, 1987	1,243	1,405	-0-	\$2,078,339	(\$3,307,875)	(\$1,226,888)
Net loss					(952,198)	(952,198)
Balance, April 30, 1988	<u>1,243</u>	<u>1,405</u>	<u>-0-</u>	<u>\$2,078,339</u>	<u>(\$4,260,073)</u>	<u>(\$2,179,086)</u>

The accompanying notes are an integral part of these financial statements.

KUSK, INC.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED APRIL 30, 1988

CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	(\$ 952,198)
Adjustments for items not generating cash -	
Barter revenue	(990,502)
Decrease in accounts receivable	34,189
Decrease in program broadcast rights	18,897
Decrease in prepaids and other current assets	21,770
Adjustment for items not requiring use of cash -	
Barter expenses	981,657
Increase in allowance for doubtful accounts	7,000
Depreciation expense and amortization	198,925
Amortization of bond discount	19,459
Decrease in related parties and trade accounts payable	(1,479)
Increase in accrued interest payable	148,997
Decrease in other accrued expenses	(19,594)
Increase in program broadcast rights payable	53,200
Cash used in operations	<u>(479,679)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Loans to related parties	(190,000)
Payments on loans to related parties	190,000
Purchases of building and equipment	(56,673)
Net cash used in investing activities	<u>(56,673)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Payments on notes payable to shareholders	(200,500)
Principal payments on capital lease obligations	(156,012)
Capitalization of accrued interest payable	10,881
Net cash used in financing activities	<u>(345,631)</u>
NET DECREASE IN CASH	(881,983)
CASH, beginning of year	<u>934,110</u>
CASH, end of year	<u>\$ 52,127</u>

The accompanying notes are an integral
part of these financial statements.

KUSK, INC.

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF THE BUSINESS:

KUSK, Inc. (KUSK), an Arizona corporation, owns and operates two commercial television stations in Arizona currently broadcasting simultaneously a mix of programs which consists primarily of professional and amateur sports events, classic movies, syndicated television shows, live national news, hobby and variety shows, religious programming and home shopping productions. Channel 7, which began broadcasting in September 1982, is an independent VHF full-power television station located in Prescott, Arizona, serving northern Arizona. Channel 27, which began broadcasting in April 1986, is an independent UHF low-power television station located in Phoenix, Arizona, serving portions of the Phoenix metropolitan area.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:

Program broadcast rights

Program broadcast rights provide KUSK the right to televise syndicated and other programs over the contract period. Costs of program broadcast rights are recorded in the amount of the total contract payments due over the contract period and are amortized over the contract period based on accelerated or straight-line methods, depending upon the type of program. The amortization period for program broadcast rights ranges from nine months to ten years.

Building and equipment

The building and equipment are recorded at cost. Depreciation is calculated using the straight-line method over estimated useful lives ranging from three to fifteen years. Expenditures for major renewals and betterments are capitalized, while repairs and maintenance are charged to expense. The cost and related accumulated depreciation of assets retired or disposed of are removed from the asset and accumulated depreciation accounts, and any gain or loss is recognized in the period.

Debt issuance costs

Certain costs associated with obtaining financing are being amortized using the effective interest method.

FCC licenses

FCC licenses consist of costs associated with obtaining initial construction/operating licenses from the Federal Communication Commission. The costs are being amortized on the straight-line method over forty years.

Barter transactions

KUSK engages in barter transactions in which air-time is exchanged for advertising, program broadcast rights and other merchandise or services. The fair value of merchandise and services received is included in barter revenue and the appropriate expense category, except for the fair market value of equipment received which is capitalized.

Income taxes

In December 1987 the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 96 - Accounting for Income Taxes. SFAS 96 mandates the liability method for computing deferred income taxes. One of the principal differences from the deferred method is that changes in tax rates and laws will be reflected in income from continuing operations in the period such changes are enacted; under the deferred method, such changes were reflected over time, if at all.

Adoption of SFAS 96 is required no later than 1989, although earlier adoption is permitted. Upon adoption, the principles of the Statement may be applied retroactively through restatement of previously issued financial statements, or on a prospective basis.

KUSK did not adopt SFAS 96 during fiscal year 1988. The effect of not adopting the Statement is not material to the financial statements.

Statement of cash flows

During the year ended April 30, 1988, KUSK adopted Statement of Financial Accounting Standards No. 95 - Statement of Cash Flows.

NOTE 3 - ADDITIONAL FUNDING REQUIRED:

During the year ended April 30, 1988, KUSK incurred a loss of \$952,198 and at April 30, 1988 had an accumulated deficit of \$4,260,073 and an excess of current liabilities over current assets of \$727,276. To date, losses have been funded primarily from issuance of debt or equity securities. KUSK is currently planning a private placement offering to raise additional funds to expand its market penetration in the Phoenix, Arizona area and to provide working capital. Management believes that obtaining funding from the proposed private placement offering will enable KUSK to continue operations in its present form at current and anticipated levels.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset and liability amounts that might be necessary should KUSK be unable to obtain sufficient additional funds to allow KUSK to continue in its present form and achieve profitable operations.

NOTE 4 - BUILDING AND EQUIPMENT:

Building and equipment at April 30, 1988 comprise the following:

Building	\$ 27,872
Leasehold improvements	3,444
Broadcast equipment and transmitter tower	162,211
Furniture, fixtures and equipment	92,150
Automobiles	11,220
Assets under capital leases	<u>894,830</u>
	1,191,727
Less: Accumulated depreciation	(141,158)
Accumulated amortization on capital leases	<u>(707,148)</u>
	<u>\$ 343,421</u>

The transmitter tower and building are located on land leased from the U.S. Forest Service for a nominal amount paid annually.

During the year ended April 30, 1988, \$43,391 was charged to depreciation expense and \$126,100 was charged to amortization of capital leases.

NOTE 5 - NOTES PAYABLE TO SHAREHOLDER:

KUSK issued two notes for \$200,000 and \$45,000 to a 62.5% Class B Common Stock shareholder. The notes are payable upon demand and accrue interest at prime and prime plus 1% per annum, respectively. Accrued interest on the notes at April 30, 1988 was \$59,059 and interest expense for fiscal year 1988 was \$20,356. The applicable prime rate at April 30, 1988 was 8.5%.

NOTE 6 - LONG-TERM DEBT:

KUSK borrowed \$50,000 from a 4.4% Common Stock shareholder. The note was payable upon demand and accrued interest at 10% per annum. Accrued interest on the note at April 30, 1988 was \$10,881. On July 6, 1988 the note along with the accrued interest to date was exchanged for 823 shares of Common Stock at a value of \$75 per share. Accordingly, the note and related accrued interest has been classified as long-term debt at April 30, 1988.

On March 13, 1987 KUSK issued \$2,000,000 of 9.5% Convertible Subordinated Debentures (the Debentures) to a 28.1% Class B Common Stock shareholder for \$1,880,000. The discount of \$120,000 is being amortized using the effective interest method. At least \$1,000,000 of the debentures must be redeemed by December 31, 1992 with the remaining principal balance due January 1, 1994. In accordance with a

Modification Agreement dated April 21, 1988, as amended June 16, 1988 and July 7, 1988, interest at 9.5% per annum for the fourteen month period ended September 1, 1988 is payable on that date and monthly thereafter. The Debentures are redeemable, at the option of KUSK, at percentages ranging from 104.5% of the original principal balance at January 1, 1990 to 100% of the original principal balance at January 1, 1992 and thereafter. The Debentures are unsecured and subordinated to all debt except for shareholder debt.

The Debentures are subject to certain covenants including requiring the issuance of additional common stock and incurrence of additional indebtedness to be approved by the debentureholders. In addition, effective January 1, 1989 KUSK must maintain specified cash flows.

In accordance with an amendment to the Modification Agreement effective June 16, 1988, the Debentures are convertible into shares of Class B Common Stock of KUSK at a conversion price of \$75 per share during the fiscal year ending April 30, 1989 if 75% or more of the outstanding Debentures are converted, at a conversion price of \$85 per share during the fiscal year ending April 30, 1990 if 25% or more of the outstanding Debentures are converted and at a conversion price of \$95 per share thereafter or with respect to conversions of fewer than the number of Debentures provided for above. Prior to the amendment, the Debentures were convertible into Class B Common Stock at a rate of \$100 per share. Exercise of conversion rights for holders of Debentures who are foreign nationals or entities is subject to compliance with the Communications Act.

Accrued interest on the Debentures at April 30, 1988 was \$158,333 and interest expense for fiscal year 1988 was \$190,000.

In connection with the issuance of the Debentures, the debentureholder received warrants to purchase 2,000 shares of Class B Common Stock at \$100 per share. The warrants expire on March 13, 1992. As of April 30, 1988 the warrants have not been exercised.

Future annual minimum principal maturities of long-term debt are as follows:

For the year ended	
<u>April 30,</u>	
1989	\$ -0-
1990	-0-
1991	-0-
1992	-0-
1993	1,000,000
thereafter	<u>1,000,000</u>
	<u>\$2,000,000</u>

The above table excludes the note payable exchanged for Common Stock on July 6, 1988.

NOTE 7 - LEASES:

KUSK has entered into both capital and operating leases. The capital leases are for broadcast and telephone equipment and have been capitalized in accordance with generally accepted accounting principles. Certain covenants within the leases provide for acceleration of the payments in the event of default as defined by the agreement.

The operating leases are for land, equipment and office space and have remaining lease terms of one to four years. Rent expense on operating leases was \$153,943 for the year ended April 30, 1988.

Minimum rental payments due under the leases described above are as follows:

	Year ending <u>April 30,</u>	<u>Capital</u> <u>leases</u>	<u>Operating</u> <u>leases</u>
	1989	\$218,237	\$159,276
	1990	73,994	114,396
	1991	453	103,864
	1992	-	<u>75,900</u>
Total minimum lease payments		292,684	<u>\$453,436</u>
Less: Executory costs		<u>(14,112)</u>	
Net minimum lease payments		278,572	
Less: Amount representing interest		<u>(26,119)</u>	
Present value of net minimum lease payments		252,453	
Less current portion		<u>(180,783)</u>	
		<u>\$ 71,670</u>	

The operating lease amounts noted in the table above exclude a month-to-month lease for office space at \$1,500 per month with a related party (see Note 9).

NOTE 8 - INCOME TAXES:

No provision for income taxes is necessary for the year ended April 30, 1988 due to the net loss which is available only as a carryforward at April 30, 1988. The following net operating loss carryforwards are available to offset future taxable income and income taxes:

<u>Year ending</u> <u>April 30,</u>	<u>Financial</u>	<u>Tax</u>
1997	\$ 80,863	\$ 54,196
1998	653,029	626,354
1999	585,681	559,006
2000	660,664	633,989
2001	591,865	579,744
2002	735,773	722,505
2003	952,198	939,328
	<u>\$4,260,073</u>	<u>\$4,115,122</u>

The differences between the net operating loss amounts are primarily attributable to the differences in recognition of income and expense for financial and tax reporting purposes.

NOTE 9 - RELATED PARTY TRANSACTIONS:

None of the executive officers or directors of KUSK accrued or were paid compensation in any capacity for the year ended April 30, 1988. The President, however, does receive the use of an automobile through barter transactions. Approximately \$10,000 in barter revenue and expense was recorded for the auto use during fiscal year 1988.

KUSK subleases its Phoenix, Arizona offices, shares personnel and contracts advertising and travel services from companies controlled by an officer and shareholder. The sublease is a month-to-month agreement and may be cancelled by either party with 30 days' notice. The monthly rate is \$1,500.

KUSK also leases its Prescott, Arizona facilities from an officer and shareholder. The lease is a five-year agreement expiring January 1992 and provides a monthly rental of \$6,900, which includes taxes, insurance, utilities and maintenance. If the aforementioned expenses exceed \$1,900 per month, KUSK is required to pay the excess.

Accounts payable to related parties associated with these agreements at April 30, 1988 were \$40,564 and expenses recorded under these agreements during fiscal year 1988 were \$122,303. Future minimum rental payments for the Prescott office are included in the operating lease column in Note 7.

During the year ended April 30, 1988, KUSK loaned and received full payment on a \$190,000 loan at 10% interest to a company controlled by a shareholder and officer. Interest income recorded on this loan for the year ended April 30, 1988 was \$8,976.

NOTE 10 - EMPLOYEE INCENTIVE STOCK OPTION PLAN:

In 1986 KUSK adopted an Employee Incentive Stock Option Plan (the Plan) to provide for the issuance of options qualifying as "incentive stock options" as that term is defined in the Internal Revenue Code. KUSK has reserved 1,872 shares of Class B Common Stock for issuance upon exercise of the options which may be granted pursuant to the Plan. Eligible employees include KUSK's general manager, program director, sales manager and chief engineer. Options will be granted with an exercise price no less than 100% of the fair market value of the stock or in the case of an employee holding more than 10% of the voting power of all classes of stock of KUSK at an exercise price of 110% of such fair market value. Issuance of the options and the terms thereof will be at the discretion of the Board of Directors. No option will be exercisable for a period in excess of ten years from the date of its grant. As of April 30, 1988 no options have been granted under the Plan.

NOTE 11 - COMMON STOCK:

The Class B Common Stock shareholders have the right to convert their shares into voting stock of KUSK; the voting rights provided by the Articles of Incorporation would be subject to the provisions of the Communications Act, as amended, and the rules and regulations of the FCC. The exercise of the conversion or voting rights provided in the Articles may be conditioned upon obtaining the prior approval of the FCC.

All shareholders have entered into a Restrictive Agreement (the Agreement), which provides that any shareholder desiring to sell, transfer, encumber or otherwise dispose of all or any portion of his shares, first must offer to sell the shares to KUSK; or in the event KUSK does not accept the offer, to the other shareholders. The Agreement requires that any person, firm or entity not a party to the Agreement who acquires shares of KUSK's stock first must execute and deliver to KUSK an agreement to be bound by all the terms and conditions of the Restrictive Agreement. Failure to do so will preclude such person, firm or entity from becoming a shareholder of KUSK. The Agreement further provides for mandatory redemption following the death of any individual shareholder, at the then current agreed value per share as shown on a valuation statement or an appraised value per share. The redemption price will be payable in four equal annual installments together with annual payments of interest on the unpaid balance at the rate of 10% per annum, unless any portion of the redemption price is derived from insurance proceeds

REAL ESTATE OPTION

The studios and Prescott offices of KUSK-TV are housed in a 5,857 square foot building at 3211 Tower Road in Prescott.

The land and building are owned by William H. and Ronna L. Sauro. The Sauros lease the facility to KUSK, Inc. for a net of \$5,000 per month.

The facility was built from the ground up as a television studio, including 22' high ceilings in the main studio area.

The improvements are on a 53,000 square foot lot in a master-planned community in the Northern part of Prescott known as Sandretto Hills.

The station facility cost approximately \$510,000 to build.

The property was appraised in 1984 as follows:

Value as an office or industrial building: \$370,000

Value as a TV studio: \$475,000 to \$525,000.

The Sauros would be willing to sell the property to the buyer of the assets of KUSK, Inc. for \$400,000 or lease with an option to purchase.

This transaction would be separate from the bidding for KUSK-TV.

ARIZONA VALUATION SERVICES

REAL ESTATE APPRAISING AND CONSULTING

JAMES H. RIDDLE, SRPA

107 NORTH CORTEZ SUITE 103

PRESCOTT, ARIZONA 86301

AREA (602) 445-5021

Commercial
Residential

Investment
Estate

November 12, 1984

Mr. Bill Sauro, President
Creative Advertising
P. O. Box 391
Phoenix, AZ 85001

Re: Real estate located at 3207 Tower Dr., Prescott, Arizona

Dear Mr. Sauro,

In accordance with your request of September 26, 1984 I have made an inspection and appraisal of the referenced property for the purpose of estimating its market value as of November 1, 1984.

As a result of the appraisal, I estimate the value to be:

THREE HUNDRED SEVENTY THOUSAND DOLLARS

(\$370,000.00)

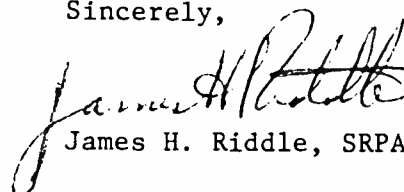
Value reported is market value as defined within the report, in fee simple and assuming a good and marketable title. The valuation is for cash or its equivalent.

The descriptions, data, calculations, etc., on which the conclusion is based, are outlined in the following thirty three pages.

I have not performed an appraisal to determine the property's value as a television broadcasting studio. Assuming that such a use is a good use of the property, and assuming further that there would be no functional or locational obsolescence, it is my belief that if an appraisal were made, the final value estimate would probably be in the range of approximately \$475,000 to \$525,000. It should be clearly understood that the foregoing range of value approximated is subject to adjustment upon completion of an appraisal for TV studio purposes.

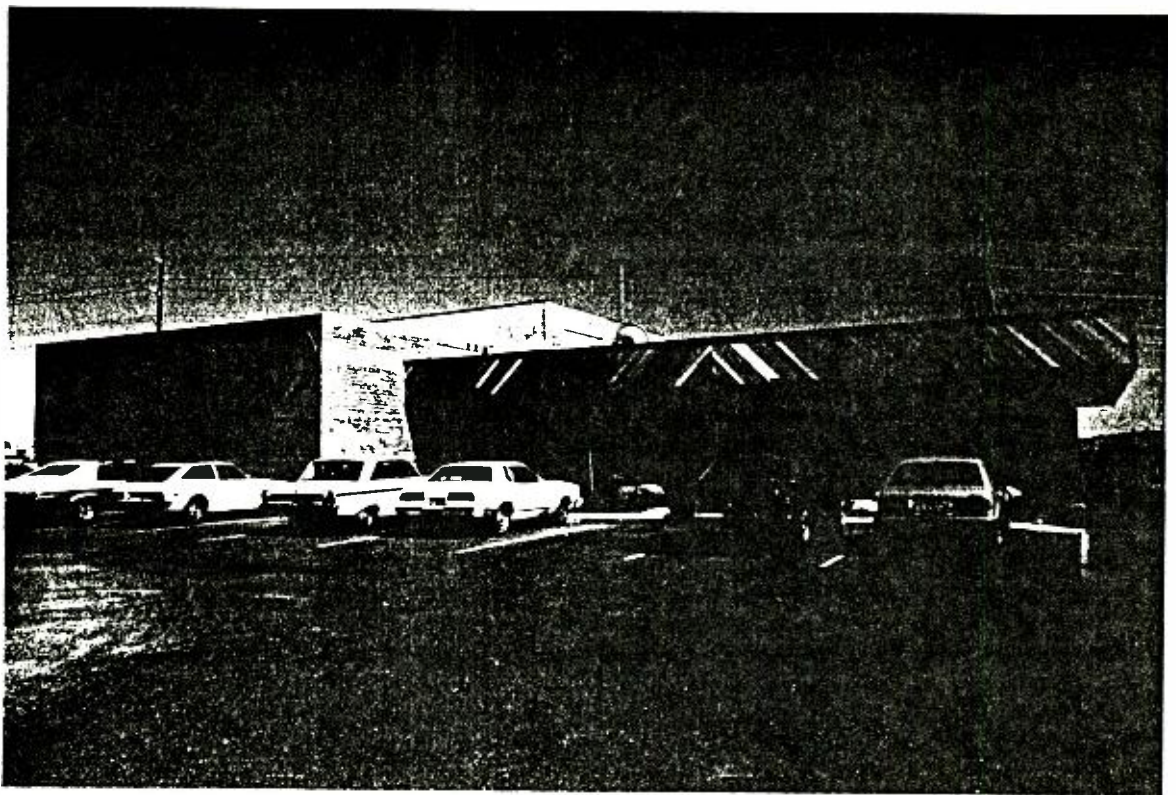
Thank you for the opportunity to be of service.

Sincerely,



James H. Riddle, SRPA

PHOTOGRAPH OF SUBJECT PROPERTY



Front View of Building (looking northeasterly)

NOTE: The above photograph and all other photographs within were taken November 1, 1984 by the appraiser.

JAMES H. RIDDLE, SRPA

received by KUSK, in which event proceeds are to be paid as soon as possible after receipt by KUSK. If a new valuation statement has not been adopted within one year prior to the date of the shareholder's death, then the redemption price for the deceased shareholder's share will be the appraised value per share. These provisions are not applicable to the shares to be issued upon conversion of the Debentures and the shareholders subsequently have agreed to a termination of these provisions upon the conversion of 5% or more of the outstanding principal amount of the Debentures or upon exercise of 5% or more of the Warrants. See Note 6 for further discussion of the Debentures and Warrants.

NOTE 12 - SUBSEQUENT EVENTS:

During June 1988 KUSK borrowed from its President \$50,000 at a 10% per annum interest rate, payable on or before June 10, 1989 or upon any sale of KUSK or its television station licenses, whichever may occur first. The note is unsecured and subordinated to the Debentures.

See Note 6 for discussion of transactions subsequent to April 30, 1988 affecting long-term debt.

PURPOSE

The purpose of this appraisal is to form an opinion of the fair market value of the subject property on an all cash basis as of November 1, 1984 the appraisal date.

The real estate interest appraised is of that of ownership in fee simple, and the property is appraised as if free and clear, without liens and encumbrances.

The Supreme Court of the State of Arizona interprets the definition of fair market value to be the highest price estimated in terms of money which the land would bring if exposed for sale in the open market, with reasonable time allowed in which to find a purchaser, buying with knowledge of all the uses and purposes to which it was adapted and for which it is capable. (Mandl v. City of Phoenix, 41 Ariz. 351, 18 P.2d 271).

Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

1. buyer and seller are typically motivated.
2. both parties are well informed or well advised, and each acting in what he considers his own best interest.
3. a reasonable time is allowed for exposure in the open market.
4. payment is made in cash or its equivalent.
5. financing, if any, is on terms generally available in the community at the specified date and typical for the property type in its locale.
6. the price represents a normal consideration for the property sold unaffected by special financing amounts and/or terms, services, fees, costs, or credits incurred in the transaction. (Source: Real Estate Appraisal Terminology, Byrl N. Boyce, 1982)

PROPERTY IDENTIFICATION

Type of Property: Commercial

Location: 3207 Tower Drive, Prescott, AZ 86301

Assessor's Parcel No: 106-08-15

Legal Description: Lot 7 SANDRETTO HILLS PHASE ONE

SITE ANALYSIS

The subject site is indicated on the map on the opposite page. It is described as follows:

Frontage: 74.52' + 63.56' = 138.08' on the east side of Tower Road

Depth: 262.34' on the north side of the property (maximum depth = 285' approximately)

Size: 53,000 sq. ft. approximate

Shape: Irregular (see map)

Street Improvements: Tower Road is asphalt paved and includes concrete curbs, and gutters.

Utilities: All available including city water and sewer, electric by Arizona Public Service, natural gas by Southern Union Gas Co., and telephone by Mountain Bell.

Topography: Building site and parking areas have been leveled; balance of property slopes to benched boundaries as necessary

Access: Satisfactory (from Tower Road only, no alleys)

Encroachments: None apparent.

Hazards: None apparent; the property is not located in a 100 year floodplain as designated on "Flood Boundary and Floodplain Map - FP16".

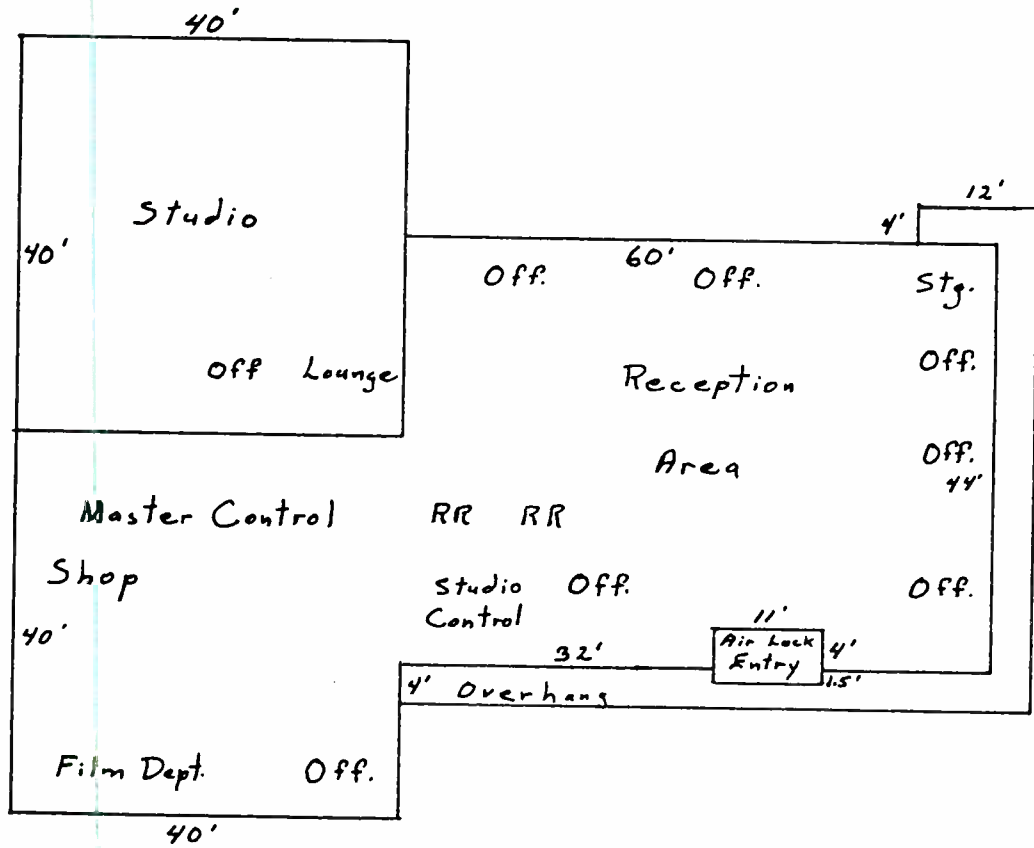
Other Detriments: None apparent.

Zoning: Industrial Buffer District (IBD) and Industrial A District by the City of Prescott. IBD zoning prevails due to its being the majority portion of the property (See Highest and Best Use).

Deed Restrictions: Includes provisions for maintenance of common landscaped areas, re-platting, architectural plan review, building heights, loading dock location and screening, screening roof-mounted air conditioning and heating units, materials (appears to exclude frame and metal exteriors), construction start up and completion times, setback requirements, use of open areas, screening storage areas, parking, paving of parking areas, maintenance of improvements, weeds, waste control, signs, and lighting.

— JAMES H. RIODLE, SRPA —

SKETCH OF IMPROVEMENTS



1" = 20'

IMPROVEMENTS ANALYSIS

The sketch to the left was prepared by by the appraiser after physically taking exterior measurements of the building on Nov. 1, 1984.

The construction and materials are outlined as follows:

Age: Construction began in November, 1981 and was completed in February, 1982 (three months).

Building Area: 5,857 sq. ft. including the front entry. The building is approximately 12' high except for the 1,600 sq. ft. studio area which is about 22' high.

Foundation: Concrete block stem walls.

Exterior Walls: 8" concrete block; upper 8' section of studio is stuccoed.

Interior Walls: Drywall on furring strips; either textured or wallpapered.

Roof: Flat roof design with built up roofing.

Insulation: Fiberglass batts in walls and ceilings.

Floors: Concrete with carpeting in office areas, vinyl in Master Control areas, and painted concrete in studio.

Partitions: Drywall, mostly textured, some wallpaper.

Ceilings: Drywalled and textured except for studio which has exposed fiberglass batts (for sound control).

Trim: Good in office areas

Doors: Good quality wood and glass front entrance doors; stock hollow core interior doors; one 10'x10' roll-up steel overhead door to studio.

Windows: 64 sq. ft. skylight in reception area; metal sashed double glazed fixed front windows.

Heating & Cooling: Gas fired forced warm air central heating; air conditioning throughout.

Wiring: 110/220 volt in conduit.

Lighting: Fluorescent fixtures recessed in ceilings.