

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1998-07-22**
SEC Accession No. **0001004597-98-000014**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

NOSTALGIA NETWORK INC

CIK: **747178** | IRS No.: **840923659** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-36493** | Film No.: **98669480**
SIC: **4833** Television broadcasting stations

Business Address
4217 WHEELER AVE
ALEXANDRIA VA 22304
7032129000

FILED BY

CONCEPT COMMUNICATIONS INC

CIK: **1006146** | IRS No.: **840923659** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address	Business Address
650 MASSACHUSETTS AVE NW WASHINGTON DC 20001	650 MASSACHUSETTS AVE NW WASHINGTON DC 20001 2024080900

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 52)

THE NOSTALGIA NETWORK, INC.
(Name of Issuer)

Common Stock, \$.04 par value
(Title of Class of Securities)

669 752107
(CUSIP Number)

Dong Moon Joo, President
Concept Communications, Inc.
650 Massachusetts Avenue, N.W.
Washington, D.C. 20001
(202) 789-2124

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

with a copy to:

Arthur E. Cirulnick
Tucker, Flyer & Lewis
a professional corporation
1615 L Street, N.W., Suite 400
Washington, D.C. 20036-5612
(202) 452-8600

June 18, 1998
(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G
to report the acquisition which is the subject of this Schedule 13D, and is
filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box
[].

(Continued on following pages)

(Page 1 of 7 Pages)

CUSIP No. 669 752107

13D

Page 2 of 7 Pages

1. Names of Reporting Persons
Identification No. of Above Persons (Entities only)

Concept Communications, Inc.

2. Check the appropriate box if a member of a group

(a) [X]
(b) []

3. SEC USE ONLY

4. Source of Funds

AF (Crown Communications Corporation)

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization

Delaware

NUMBER OF SHARES 7. Sole Voting Power
BENEFICIALLY 13,430,427 shares
OWNED BY

EACH REPORTING PERSON WITH

8. Shared Voting Power
0 shares

9. Sole Dispositive Power
13,430,427 shares

10. Shared Dispositive Power
0 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person
14,430,427 shares

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
[]

13. Percent of Class Represented by Amount in Row (11)
70.3%

14. Type of Reporting Person
CO

CUSIP No. 669 752107

13D

Page 3 of 7 Pages

1. Names of Reporting Persons
Identification No. of Above Persons (Entities only)
Crown Communications Corporation

2. Check the appropriate box if a member of a group
(a) [X]
(b) []

3. SEC USE ONLY

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) []

6. Citizenship or Place of Organization
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. Sole Voting Power
1,000,000 shares

8. Shared Voting Power
13,430,427 shares

9. Sole Dispositive Power
1,000,000 shares

10. Shared Dispositive Power
13,430,427 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person
14,430,427 shares

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
[]

13. Percent of Class Represented by Amount in Row (11)
70.3%

14. Type of Reporting Person
CO

CUSIP No. 669 752107

Page 4 of 7 Pages

1. Names of Reporting Persons
Identification No. of Above Persons (Entities only)

Crown Capital Corporation
2. Check the appropriate box if a member of a group

(a)
(b)
3. SEC USE ONLY
4. Source of Funds

AF (Crown Communications Corporation)
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) []
6. Citizenship or Place of Organization

Delaware
- | | | |
|---|-----|---|
| NUMBER OF SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. | Sole Voting Power
0 shares |
| | 8. | Shared Voting Power
14,430,427 shares |
| | 9. | Sole Dispositive Power
0 shares |
| | 10. | Shared Dispositive Power
14,430,427 shares |
11. Aggregate Amount Beneficially Owned by Each Reporting Person

14,430,427 shares
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
[]
13. Percent of Class Represented by Amount in Row (11)

70.3%
14. Type of Reporting Person

CO

This Amendment No. 52 amends and supplements the statement on Schedule 13D (the "Schedule 13D") filed by Concept Communications, Inc., a Delaware corporation ("Concept"), Crown Communications Corporation, a Delaware corporation ("Communications"), and Crown Capital Corporation, a Delaware corporation ("Capital"), relating to the Common Stock, par value \$.04 per share (the "Common Stock"), of The Nostalgia Network, Inc., a Delaware corporation (the "Issuer"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and supplemented by adding the following thereto:

The funds for the \$1,000,000 Communications loaned to the Issuer on June 18, 1998 and the \$1,000,000 Communications loaned to the Issuer on July 10, 1998 (as further discussed in Item 4 below) were obtained by Communications from Atlantic Video.

The Reporting Persons understand from Atlantic Video that all or substantially all of the amounts loaned by Atlantic Video to Communications have been obtained by Atlantic Video as proceeds from a loan from One-Up, which received these funds as proceeds of a loan from UCI.

Item 4. Proceeds of the Transaction.

Item 4 is hereby amended and supplemented by appending to the material under the caption "Certain Loans to the Issuer" the following:

On June 18, 1998, pursuant to the Communications March 1998 Seidman Letter and subject to the terms and conditions of the April 1, 1998 Promissory

Note, Communications loaned to the Issuer \$1,000,000.

On July 10, 1998, pursuant to the Communications March 1998 Seidman Letter and subject to the terms and conditions of the April 1, 1998 Promissory Note, Communications loaned to the Issuer \$1,000,000.

Item 5. Interests in Securities of the Issuer

Item 5 is hereby amended and supplemented by deleting the information set forth therein in its entirety and substituting in lieu thereof the following:

(a), (b) The following table sets forth information with respect to the shares of the Common Stock beneficially owned by the Reporting Persons as of the close of business on July 17, 1998:

<TABLE>
<CAPTION>

Name	Aggregate Number of Shares Beneficially Owned	Percentage of Class (1)	Sole Power to Vote or Direct Vote	Shared Power to Vote or Direct Vote	Sole Power to Dispose or Direct Disposition	Shared Power to Dispose or Direct Disposition
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Concept	14,430,427	70.3%	13,430,427	- 0 -	13,430,427	- 0 -
Communications	14,430,427	70.3%	1,000,000	13,430,427	1,000,000	13,430,427
Capital	14,430,427	70.3%	- 0 -	14,430,427	- 0 -	14,430,427

<FN>
(1) Computed on the basis of 20,524,371 shares of Common Stock outstanding (20,274,427 shares of Common Stock reported to be outstanding in the Issuer's Form 10-Q for the quarter ended March 31, 1998 and assuming the conversion of the Preferred Stock owned by Concept).

</FN>

<FN>
(2) Includes 14,180,427 shares of the Common Stock and 2,500 shares of the Preferred Stock (each convertible into 100 shares of the Common Stock) owned by Concept and Communications.

</FN>

</TABLE>

None of Ms. Spurgin and Msrs. Joo, Hugel, Gogan, Seubert, Cooperrider, Morton, Salonen, Ward, Guerra and McDevit beneficially owns shares of the Common Stock or the Preferred Stock.

(c), (d), (e) Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is hereby amended and supplemented by incorporating herein the information set forth under Item 4 in this Amendment No. 52.

Item 7. Items to be Filed as Exhibits

Exhibit Description

None

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned hereby certifies that the information set forth in this amendment is true, complete and correct.

Dated: July 22, 1998

CONCEPT COMMUNICATIONS, INC.

/s/ Nicholas Chiaia
By: Nicholas Chiaia, Secretary

CROWN COMMUNICATIONS CORPORATION

/s/ Nicholas Chiaia
By: Nicholas Chiaia, Secretary

CROWN CAPITAL CORPORATION

/s/ Nicholas Chiaia
By: Nicholas Chiaia, Secretary