SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 11, 1996

Saga Communications, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-11588	38-3042953
(Commission File Number)	(IRS Employer Identification No.)

73 Kercheval Avenue, Grosse Pointe Farms, Michigan	48236
(Address of Principal Executive Offices)	(Zip Code)

(313) 886-7070

(Registrant's Telephone Number, Including Area Code)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired

WNAX (a division of
Roy H. Park Broadcasting of the Midwest, Inc.):

Report of Independent Auditors

Balance Sheet at December 31, 1995

Statement of Operations for the year ended December 31, 1995

Statement of Division Control for the year ended December 31, 1995

Statement of Cash Flows for the year ended December 31, 1995

Notes to Financial Statements

Unaudited Condensed Balance Sheet at March 31, 1996

Unaudited Condensed Statement of Income for the three month periods ended March 31, 1996 and 1995

Unaudited Condensed Statement of Cash Flows for the three month periods ended March 31, 1996 and 1995

Notes to Unaudited Financial Statements

Ocean Coast Properties:

Report of Independent Auditors

Balance Sheets at December 31, 1995 and December 25, 1994

Statements of Earnings and Retained Earnings for the years ended December 31, 1995 and December 25, 1994

Statement of Cash Flows for the years ended December 31, 1995 and December 25, 1994

Notes to Financial Statements

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS (CONTINUED).

Unaudited Condensed Balance Sheet at March 31, 1996

Unaudited Condensed Statement of Income for the three month periods ended March 31, 1996 and 1995

Unaudited Condensed Statement of Cash Flows for the three month periods ended March 31, 1996 and 1995

Notes to Unaudited Financial Statements

(b) Pro Forma Financial Statements

Pro Forma Combined Condensed Financial Statements (Unaudited):

Unaudited Pro Forma Combined Condensed Balance Sheet at March 31, 1996

Unaudited Pro Forma Combined Condensed Statement of Operations For the year ended December 31, 1995 and the three month period ended March 31, 1996

Notes to Pro Forma Combined Condensed Financial Statements (Unaudited)

(c) Exhibits

See exhibit index annexed hereto.

Exhibit Index

Item 601 Exhibit Table Reference	Exhibit Title
(23)(a)	Consent of Ernst & Young LLP
(23)(b)	Consent of Baker Newman & Noyes LLC

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SAGA COMMUNICATIONS, INC.
Registrant

By:/s/ Norman L. McKee

Norman L. McKee
Senior Vice President, Chief Financial
Officer and Treasurer

Dated: August 13, 1996

Financial Statements

WNAX, A Division of Roy H.
Park Brodcasting of the Midwest,
Inc.

Period beginning January 1, 1995 and
ending May 10, 1995
and
Period beginning May 11, 1995 and
ending December 31, 1995
with Report of Independent Auditors

[LOGO] ERNST & YOUNG LLP

Report of Independent Auditors

The Board of Directors and Stockholders
Saga Communications, Inc.

We have audited the accompanying balance sheet of WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.) as of December 31, 1995, and the related statements of operations, division control, and cash flows for the period beginning May 11, 1995 and ending December 31, 1995 and for the period beginning January 1, 1995 and ending May 10, 1995 of WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc. (predecessor company)). These financial statements are the responsibility of WNAX's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.) at December 31, 1995, and the results of its operations and its cash flows for the period beginning May 11, 1995 and ending December 31, 1995 in conformity with generally accepted accounting principles and the results of operations and cash flows of WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc. (predecessor company)) for the period beginning January 1, 1995 and ending May 10, 1995 in conformity with generally accepted accounting principles.

Detroit, Michigan
June 7, 1996

/s/ Ernst & Young LLP

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Balance Sheet

December 31, 1995

ASSETS	
Current assets:	
Cash	$ 26,873
Accounts receivable, less allowance for doubtful accounts of $1,077	290,119
Prepaid expenses and other assets	28,584
Barter transactions	21,390
Income tax receivable	30,829
Total current assets	397,795
Property and equipment:	
Land	130,000
Buildings and land improvements	542,362
Broadcast equipment	425,339
Towers and antennae	326,100
Transmitters	61,200
Furniture and fixtures	197,648
Vehicles	69,100
Construction in progress	1,962
	1,753,711
Less accumulated depreciation	(103,484)
Net property and equipment	1,650,227
Intangible assets:	
Identifiable, principally broadcast licenses, net of accumulated amortization of $125,470	6,251,678
Excess of cost over fair value of assets acquired, net of accumulated amortization of $43,790	2,677,924
Net intangible assets	8,929,602
Total assets	$10,977,624

LIABILITIES AND DIVISION CONTROL

Current liabilities:	
Accounts payable	$ 8,798
Accrued expenses:	
Interest	387,632
Payroll and payroll related	20,345
Property taxes	21,600
Other	2,245
Intercompany payable, Park Broadcasting, Inc.	85,417
Barter transactions	319,275
Total current liabilities	845,312
Noncurrent liabilities:	
Debt allocated from Park Acquisition Company	8,527,629
Deferred income taxes	2,438,964
Total noncurrent liabilities	10,966,593
Division control	(834,281)
Total liabilities and division control	$10,977,624

See accompanying notes.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Statements of Operations

	JANUARY 1, 1995- MAY 10, 1995 (PREDECESSOR)	MAY 11, 1995 - DECEMBER 31, 1995	TWELVE MONTHS ENDED DECEMBER 31, 1995 (MEMORANDUM ONLY)
Net operating revenue	$1,070,280	$1,629,575	$2,699,855
Operating expenses:			
Programming and technical	281,228	559,407	840,635
Selling	116,836	232,338	349,174
General and administrative	200,370	392,288	592,658
Depreciation	49,415	103,484	152,899
Amortization	3,886	169,258	173,144
Total operating expenses	651,735	1,456,775	2,108,510
Operating profit	418,545	172,800	591,345
Other income and expenses:			
Interest expense	-	(807,866)	(807,866)
Other income	749	3,678	4,427
Loss on sale of assets	-	(1,620)	(1,620)
Loss before income tax	419,294	(633,008)	(213,714)
Income tax provision (benefit)	146,126	(207,524)	(61,398)
Net loss	$ 273,168	$ (425,484)	$ (152,316)

See accompanying notes.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Statements of Division Control

Balance, December 31, 1994	$ 2,851,242
Net income	273,168
Balance, May 10, 1995	3,124,410
Purchase of predecessor company	(3,124,410)
Net loss	(425,484)
Dividend to Park Broadcasting, Inc. (Note 1)	(408,797)
Balance, December 31, 1995	$ (834,281)

See accompanying notes.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Statements of Cash Flows

	JANUARY 1, 1995- MAY 10, 1995	MAY 11, 1995 - DECEMBER 31, 1995	TWELVE MONTHS ENDED DECEMBER 31, 1995 (MEMORANDUM ONLY)
	PREDECESSOR		
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	$ 273,168	$(425,484)	$(152,316)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation and amortization	53,301	272,742	326,043
Barter revenues, net of barter expenses		(110,902)	(110,902)
Loss on sale of assets		(1,620)	(1,620)
Increase (decrease) in deferred taxes	3,029	(2,719)	310
Changes in assets and liabilities:			
(Increase) decrease in receivables and prepaids	(88,373)	129,991	41,618
Increase (decrease) in accounts payable and accrued expenses	(28,382)	241,409	213,027
Total adjustments	(60,425)	528,901	468,476
Net cash provided by operating activities	212,743	103,417	316,160
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisition of property and equipment, net	(85,504)	(25,367)	(110,871)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net proceeds from parent company transfers	(176,703)	(78,264)	(254,967)
Net decrease in cash	(49,464)	(214)	(49,678)
Cash, beginning of period	76,551	27,087	76,551
Cash, end of period	$ 27,087	$ 26,873	$ 26,873

See accompanying notes.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Notes to Financial Statements

December 31, 1995

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF BUSINESS

WNAX is an AM and FM radio station which broadcasts from Yankton, South Dakota. The station serves the South Dakota, Nebraska, Iowa, Minnesota, and North Dakota markets.

OWNERSHIP AND BASIS OF PRESENTATION

WNAX is a division of Roy H. Park Broadcasting of the Midwest, Inc. which is a subsidiary of Park Broadcasting, Inc. (Park) and is not a separate legal entity. The intercompany account contains all activity with Park, and since May 11, 1995, bears interest at approximately 5-6%. Park Broadcasting, Inc. is a subsidiary of Park Communications, Inc.

On May 11, 1995, Park Communications, Inc., formerly a public company, was acquired by Park Acquisition Company through a 100% stock purchase, and became a private company. Park Broadcasting, Inc. maintained control of WNAX after the acquisition.

The acquisition by Park Acquisition Company resulted in a change in control of WNAX and Park Acquisition has elected to allocate the purchase price to the operations of the entities acquired, including WNAX. The accompanying financial statements include the operations of WNAX from the date of purchase (May 11, 1995) through December 31, 1995, as well as the predecessor's operations from January 1, 1995 through May 10, 1995. The combined operations and cash flows for the twelve month period ended December 31, 1995, are shown in the financial statements for presentation purposes only and are not intended to represent the results of operations or cash flows in accordance with generally accepted accounting principles.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Notes to Financial Statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The purchase accounting adjustment allocated to WNAX based on the estimated fair value of assets and liabilities was as follows:

Property and equipment	$ 459,389
Intangible assets	8,811,650
Intercompany account	(1,611,561)
Allocated debt	(8,527,629)
Deferred taxes	(2,256,259)
Retained earnings	3,124,410

The debt allocation was based on the net assets of WNAX with interest at 13.5%, 10.5% payable semiannually, with the remainder due when the debt was retired. The original term of the debt was 20 years with no principal due until the third year. The debt was secured by the net assets of WNAX and was eliminated in 1996 increasing the intercompany account payable.

In 1995, WNAX paid management fees of $132,000 to Park.

USE OF ESTIMATES

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

PROPERTY AND EQUIPMENT

Property and equipment are carried at cost. Depreciation is provided using the straight-line method over three to forty years.

INTANGIBLE ASSETS

Intangibles are being amortized over twenty-three to forty years on a straight-line basis.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Notes to Financial Statements

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

BARTER TRANSACTIONS

WNAX trades air time for goods and services used principally for promotional, sales and other business activities. An asset and a liability is recorded at the fair market value of goods or services received. Barter revenue is recorded when commercials are broadcast, and barter expense is recorded when goods or services are received or used. In 1995, Park transferred a barter liability to WNAX for which no goods or services were received by WNAX. The barter transfer has been recorded as a dividend to the parent company in the amount of $408,797. Barter revenue and expense for the year ended December 31, 1995 was as follows:

Barter revenue	$187,751
Barter expense	66,015

REVENUE RECOGNITION POLICY

Revenue is recognized as commercials are broadcast.

INCOME TAXES

WNAX is included in the consolidated tax returns of Park. Tax expense has been allocated to WNAX based on their own results of operations. These financial statements reflect a provision for income taxes on a stand-alone basis at statutory rates. The effective rate differs from the statutory rate primarily due to non-deductible amortization. The related current income tax liability is settled through the intercompany account and does not represent a cash transaction. The major component of the deferred tax liability is the financial reporting and tax basis differences for property and equipment and identifiable intangibles.

2. CONCENTRATION OF CREDIT RISK

WNAX sells advertising to local and national companies throughout the United States. WNAX performs ongoing credit evaluations of its customers and generally does not require collateral. WNAX maintains an allowance for doubtful accounts at a level which management believes is sufficient to cover potential credit losses.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Notes to Financial Statements

3. COMMITMENTS

WNAX leases certain land, buildings, and equipment under noncancellable operating leases. Rent expense for the year ended December 31, 1995 was $7,770. Minimum annual rental commitments under noncancellable operating leases consist of the following:

1996	$ 7,380
1997	1,200
1998	1,200
1999	1,200
2000	1,200
Thereafter	105,000
	$117,180

4. SUBSEQUENT EVENTS (UNAUDITED)

On June 11, 1996, the WNAX AM and FM broadcast licenses and property and equipment were sold for $7,000,000 cash to Saga Communications, Inc. The carrying value of assets sold amounted to $10,500,000 resulting in a $2,300,000 loss to Park net of Federal income tax benefit of $1,200,000.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Condensed Balance Sheet
March 31, 1996
(dollars in thousands)
Unaudited

ASSETS

Current assets:	
Cash and temporary investments	$ 26
Accounts receivable, net	480
Prepaid expenses	24
Other current assets	91
Total current assets	621
Property and equipment	1,846
Less accumulated depreciation	(153)
Net property and equipment	1,693
Intangible assets:	
Excess of cost over fair value of assets acquired, net	2,661
Identifiable, principally broadcast license, net	6,200
Net intangible assets:	8,861
Total assets	$11,175

See notes to unaudited condensed financial statements.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Condensed Balance Sheet
March 31, 1996
(dollars in thousands)
Unaudited

LIABILITIES AND DIVISION CONTROL

Current liabilities	
Accounts payable	$ 38
Accrued expenses:	
Interest	675
Other	62
Barter transactions	263
Total current liabilities	1,038
Non-current liabilities	
Deferred income taxes	2,439
Debt allocated from Park Acquisition Company	8,527
Division control	(829)
Total liabilities and division control	$11,175

See notes to unaudited condensed financial statements.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Condensed Statements of Income
(dollars in thousands)
Unaudited

	THREE MONTHS ENDED MARCH 31, 1996	1995
Net operating revenue	$911	$823
Operating expenses:		
Programming and technical	229	189
Selling	106	91
Station general and administrative	154	151
Depreciation and amortization	118	37
	607	468
Operating profit	304	355
Other expenses:		
Interest expense	288	-
Income before income tax	16	355
Income tax provision	11	122
Net income	$ 5	$233

See notes to unaudited condensed financial statements.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)

Condensed Statements of Cash Flows
(dollars in thousands)
Unaudited

	THREE MONTHS ENDED MARCH 31, 1996	1995
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 5	$ 233
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	118	37
Barter revenue, net of barter expense	(70)	(5)
Increase in deferred taxes	12	(211)
Change in assets and liabilities:		
Increase in receivables and prepaids	(186)	(144)
Increase in accounts payable and accrued expenses	334	370
Total adjustments	208	47
Net cash provided by operating activities	$ 213	$ 280
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	(92)	(78)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net payments to parent company	(122)	(251)
Net decrease in cash and temporary investments	(1)	(49)
Cash and temporary investments, beginning of period	27	77
Cash and temporary investments, end of period	$ 26	$ 28

See notes to unaudited condensed financial statements.

WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.)
Notes to Condensed Financial Statements
Unaudited

1. BASIS OF PRESENTATION

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 1996 are not necessarily indicative of the results that may be expected for the year ended December 31, 1996. For further information, refer to the audited financial statements and footnotes thereto of WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc. contained elsewhere herein.

2 SUBSEQUENT EVENT

On June 11, 1996, substantially all of the assets of WNAX AM/FM were acquired by Saga Communications, Inc. for approximately $7,000,000.

[LOGO]

BAKER NEWMAN & NOYES
LIMITED LIABILITY COMPANY

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders
Ocean Coast Properties

We have audited the accompanying balance sheets of Ocean Coast Properties as of December 31, 1995 and December 25, 1994, and the related statements of earnings and retained earnings and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly in all material respects, the financial position of Ocean Coast Properties at December 31, 1995 and December 25, 1994, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

/s/ Baker Newman & Noyes

February 1, 1996 Limited Liability Company

ONE HUNDRED MIDDLE STREET, P.O. BOX 507, PORTLAND, MAINE 04112
* 207-774-5871 * 207-774-1793

OCEAN COAST PROPERTIES

BALANCE SHEETS

December 31, 1995 and December 25, 1994

ASSETS

	1995	1994
Current assets:		
Cash	$ 33,295	$ 72,408
Accounts receivable, less allowance for doubtful accounts of $42,007 in 1995 and $35,279 in 1994 (note 5)	485,301	450,323
Prepaid expenses	13,099	13,725
Total current assets	531,695	536,456
Property and equipment:		
Building	410,370	410,370
Transmitting equipment	283,096	256,803
Studio and technical equipment	127,588	125,165
Other equipment	199,365	197,219
Leasehold improvements	4,128	4,128
Vehicles	63,990	50,748
	1,088,537	1,044,433
Less accumulated depreciation and amortization	690,357	681,913
Net property and equipment	398,180	362,520
Intangible assets	108,665	108,665
	$1,038,540	$1,007,641

See accompanying notes.

LIABILITIES AND STOCKHOLDERS' EQUITY

	1995	1994
Current liabilities:		
Accounts payable	$ 59,304	$ 31,482
Accrued payroll	34,706	21,375
Other accrued liabilities	13,633	19,023
Total current liabilities	107,643	71,880
Commitments (note 3)		
Stockholders' equity:		
Common stock, $100 par value. Authorized 2,000 shares; issued and outstanding 1,600 shares	160,000	160,000
Paid-in capital	50,000	50,000
Retained earnings	720,897	725,761
Total stockholders' equity	930,897	935,761
	$1,038,540	$1,007,641

See accompanying notes.

OCEAN COAST PROPERTIES

STATEMENTS OF EARNINGS AND RETAINED EARNINGS

Years Ended December 31, 1995 and December 25, 1994

	1995	1994
Operating revenue (note 5):		
Broadcasting, net of commissions (note 4)	$ 2,985,081	$ 2,911,345
Other	100,136	105,940
	3,085,217	3,017,285
Operating expenses:		
Technical	15,585	14,801
Programming	476,394	440,048
Selling	852,450	830,844
General and administrative	730,527	711,812
	2,074,956	1,997,505
Operating income	1,010,261	1,019,780
Other income (expense):		
Gain on sale of vehicle	7,650	-
Interest income	3,038	5,958
Interest expense	(113)	-
	10,575	5,958
Net earnings	1,020,836	1,025,738
Retained earnings, beginning of year	725,761	717,023
Dividends paid	(1,025,700)	(1,017,000)
Retained earnings, end of year	$ 720,897	$ 725,761
Earnings per common share	$ 638.02	$ 641.09

See accompanying notes.

OCEAN COAST PROPERTIES

STATEMENTS OF CASH FLOWS

Years Ended December 31, 1995 and December 25, 1994

	1995	1994
Cash flows from operating activities:		
Net earnings	$ 1,020,836	$ 1,025,738
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation	37,454	41,101
Gain on sale of vehicle	(7,650)	--
Provision for doubtful accounts	19,035	18,254
Changes in operating assets and liabilities:		
Increase in accounts receivable	(54,013)	(75,318)
Decrease in prepaid expenses	626	146
Increase in accounts payable and accrued expenses	35,763	89
Net cash provided by operating activities	1,052,051	1,010,010
Cash flows from investing activities:		
Proceeds from sale of vehicle	7,650	--
Purchase of property and equipment	(73,114)	(24,862)
Net cash used in investing activities	(65,464)	(24,862)
Cash flows from financing activities:		
Dividends paid	(1,025,700)	(1,017,000)
Net cash used by financing activities	(1,025,700)	(1,017,000)
Net decrease in cash	(39,113)	(31,852)
Cash at beginning of year	72,408	104,260
Cash at end of year	$ 33,295	$ 72,408

Supplemental Disclosure of Cash Flows

Cash paid for interest during the years ended December 31, 1995 and December 25, 1994 was $113 and $-0-, respectively.

See accompanying notes.

OCEAN COAST PROPERTIES

NOTES TO FINANCIAL STATEMENTS

December 31, 1995 and December 25, 1994

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Operations

The Company operates an AM and FM radio station in Portland, Maine. The Company operates on a 52/53 week year, ending on the last Sunday in December. 1995 had 53 weeks. Substantially all revenue is generated through sales of advertising time to customers in Southern Maine.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Advertising Costs

Advertising costs are expensed as incurred.

Property and Equipment

Property and equipment is stated at cost. Depreciation is provided over the estimated lives of the assets using the straight-line method. Repair and maintenance costs are expensed as incurred.

Intangible Assets

Intangible assets represent the excess of cost over the underlying value of the net operating assets of the radio station acquired by the Company prior to October 17, 1970, the effective date of Accounting Principles Board Opinion No. 17. These intangible assets are not being amortized since, in the opinion of management, there has been no reduction in their value.

Income Taxes

The Company has elected S-corporation status under the provisions of the Internal Revenue Code. As an S-corporation, the income or loss is included in the tax returns of the stockholders and, accordingly, the Company has not provided for federal or state income taxes.

Earnings Per Common Share

Earnings per common share is computed based on the weighted average number of common shares outstanding during the year.

OCEAN COAST PROPERTIES

NOTES TO FINANCIAL STATEMENTS

December 31, 1995 and December 25, 1994

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Statement of Cash Flow

For purposes of the statement of cash flows, cash includes cash in bank and money market accounts.

Fair Values of Financial Instruments

In 1995, the Company adopted Statement of Financial Accounting Standards No. 107 Disclosures About Fair Values of Financial Instruments which requires disclosures about the fair values of financial instruments whether or not these items are recognized on the balance sheet. The fair value is defined as the amount at which an instrument could be exchanged in a transaction between willing parties; financial instruments, in general, are items which can be converted into, or settled with, cash.

Due to the short-term nature of the Company's financial instruments, the carrying value of cash, accounts receivable, accounts payable, accrued payroll, and other accrued liabilities approximates their fair value.

2. NOTES PAYABLE

The Company maintains an unsecured line of credit agreement. The Company may borrow up to $400,000. The note, which bears interest at prime, is due on demand and expires April 30, 1996. The Company had no outstanding balance on December 31, 1995 or December 25, 1994.

3. COMMITMENTS

The Company rents space for transmitting facilities under a five year lease which expires in December 1997. The lease calls for future minimum rentals of $22,800 yearly for 1994 through 1997. The lease contains four additional renewal options of five years each.

Rental expense was approximately $22,800 for 1995 and 1994.

4. NONMONETARY TRANSACTIONS

The Company trades unsold advertising time in exchange for goods and services. For the most part, the amount of revenue recorded is based upon the fair market value of the goods or services received. Revenue is recognized when the advertising is aired and expenses are recorded when the goods or services are received. Differences are recorded as receivables or payables. During the years ended December 31, 1995 and December 25, 1994, earned revenue through trade sales was $77,798 and $83,208, respectively.

OCEAN COAST PROPERTIES

NOTES TO FINANCIAL STATEMENTS

December 31, 1995 and December 25, 1994

5. CONCENTRATIONS OF CREDIT RISK

Concentrations of credit risk for the Company pertains mainly to operating revenue and accounts receivable. At December 31, 1995 and December 25, 1994, the following industries comprise the major concentrations of revenue.

Industry	% of Operating Revenue 1995	% of Operating Revenue 1994
Auto dealers and rentals	16%	21%
Department stores	13%	10%

At December 31, 1995 and December 25, 1994, the following industries comprise the major concentration of accounts receivable:

Industry	% of Accounts Receivable 1995	% of Accounts Receivable 1994
Auto dealers and rentals	8.6%	12.6%
Department stores	19.3%	10.9%

Ocean Coast Properties

Condensed Balance Sheet
March 31, 1996
(dollars in thousands)
Unaudited

ASSETS

Current assets:	
Cash and temporary investments	$ 17
Accounts receivable, net	370
Prepaid expenses	22
Total current assets	409
Property and equipment	1,120
Less accumulated depreciation	(701)
Net property and equipment	419
Intangible assets	109
Total assets	$ 937

See notes to unaudited condensed financial statements.

Ocean Coast Properties

Condensed Balance Sheet
March 31, 1996
(dollars in thousands)
Unaudited

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities	
Accounts payable	$ 22
Accrued payroll	22
Other accrued expenses	47
Notes payable	40

Total current liabilities	131
Stockholders' equity:	
Common stock	160
Paid-in capital	50
Retained earnings	596

Total stockholders' equity	806

Total liabilities and stockholders' equity	$937
	====

See notes to unaudited condensed financial statements.

Ocean Coast Properties

Condensed Statements of Income
(dollars in thousands)
Unaudited

	THREE MONTHS ENDED MARCH 31,	
	1996	1995
Net operating revenue	$535	$494
Operating expenses:		
Programming and technical	120	117
Selling	113	106
Station general and administrative	135	133
Corporate general and administrative	36	36
Depreciation and amortization	10	10
	414	402
Operating profit	121	92
Other expenses:		
Interest expense	-	-
Net income	$121	$ 92

See notes to unaudited condensed financial statements.

Ocean Coast Properties

Condensed Statements of Cash Flows
(dollars in thousands)
Unaudited

	THREE MONTHS ENDED MARCH 31, 1996	1995
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 121	$ 92
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	10	10
Change in assets and liabilities:		
Decrease in receivables and prepaids	107	53
Increase (decrease) in accounts payable and accrued expenses	(17)	19
Total adjustments	100	82
Net cash provided by operating activities	$ 221	$ 174
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of property and equipment	(31)	(7)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds from bank borrowings	40	25
Dividends paid	(246)	(251)
Net cash used in financing activities	(206)	(226)
Net decrease in cash and temporary investments	(16)	(59)
Cash and temporary investments, beginning of period	33	72
Cash and temporary investments, end of period	$ 17	$ 13

See notes to unaudited condensed financial statements.

Ocean Coast Properties
Notes to Condensed Financial Statements
Unaudited

1. BASIS OF PRESENTATION

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 1996 are not necessarily indicative of the results that may be expected for the year ended December 31, 1996. For further information, refer to the audited financial statements and footnotes thereto of Ocean Coast Properties contained elsewhere herein.

2. INCOME TAXES

The Company has elected S-corporation status under the provisions of the Internal Revenue Code. As an S-corporation, the income or loss is included in the tax returns of the stockholders and, accordingly, the Company has not provided for federal or state income taxes.

3. SUBSEQUENT EVENT

On June 18, 1996, substantially all of the assets of Ocean Coast Properties were acquired by Saga Communications, Inc. for approximately $10,000,000.

Saga Communications, Inc., WNAX and WPOR

Pro Forma Combined Condensed Balance Sheet
March 31, 1996
(dollars in thousands)
Unaudited

	SAGA COMMUNICATIONS, INC.	WNAX	WPOR	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED
ASSETS					
Current assets:					
Cash and temporary investments	$ 2,468	$ 26	$ 17	$ (43) (1)	$ 2,468
Accounts receivable, net	7,550	480	370	(850) (1)	7,550
Prepaid expenses	833	24	22	(46) (1)	833
Other current assets	1,008	91	-	(67) (1)	1,032
Lease receivable	650	-	-		650
Total current assets	12,509	621	409	(1,006)	12,533
Property and equipment	57,000	1,846	1,120	1,537 (2)	61,503
Less accumulated depreciation	(30,914)	(153)	(701)	854 (2)	(30,914)
Net property and equipment	26,086	1,693	419	2,391	30,589
Other assets:					
Excess of cost over fair value of assets acquired, net	20,540	2,661	109	(2,770) (1)	20,540
Broadcast licenses, net	8,750	6,200	-	6,313 (2)	21,263
Other intangibles, net	4,852	-	-	283 (2)	5,135
Total other assets	34,142	8,861	109	3,826	46,938
	$ 72,737	$11,175	$ 937	$ 5,211	$ 90,060

See notes to unaudited pro forma combined condensed financial statements.

Saga Communications, Inc., WNAX and WPOR

Pro Forma Combined Condensed Balance Sheet
March 31, 1996
(dollars in thousands)
Unaudited

	SAGA COMMUNICATIONS, INC.	WNAX	WPOR	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities					
Accounts payable	$ 590	$ 38	$ 22	$ (60) (1)	$ 590
Other current liabilities	3,592	1,000	69	(746) (1)	3,915
Current portion of long-term debt	6,449	-	40	(40) (1)	6,449
Total current liabilities	10,631	1,038	131	(846)	10,954
Deferred income taxes	2,699	2,439	-	(2,439) (1)	2,699
Long-term debt	29,605	8,527	-	8,473 (3)	46,605
Broadcast program rights	624	-	-		624
STOCKHOLDERS' EQUITY:					
Common stock	80	-	160	(160) (1)	80
Additional paid-in capital	35,637	-	50	(50) (1)	35,637
Note receivable from principal stockholder	(756)	-	-		(756)
Accumulated deficit	(5,783)	(829)	596	233 (1)	(5,783)
Total stockholders' equity	29,178	(829	806	23	29,178
	$72,737	$11,175	$937	$ 5,211	$90,060

See notes to unaudited pro forma combined condensed financial statements.

Saga Communications, Inc., WNAX and WPOR

Pro Forma Combined Condensed Statement of Income
For The Three Months Ended March 31, 1996
(in thousands except per share data)
Unaudited

	SAGA COMMUNICATIONS, INC.	WNAX	WPOR	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED
Net operating revenue	$10,955	$911	$535		$12,401
Operating expenses:					
Programming and technical	2,872	229	120		3,221
Selling	3,094	106	113		3,313
Station general and administrative	1,897	154	135	$(34)(7)	2,152
Corporate general and administrative	748	-	36	(36)(7)	748
Depreciation and amortization	1,269	118	10	188 (4)	1,585
	9,880	607	414	118	11,019
Operating profit	1,075	304	121	(118)	1,382
Other expenses:					
Interest expense	733	288	-	20 (5)	1,041
Loss on the sale of assets	3	-	-		3
Income before income tax	339	16	121	(138)	338
Income tax provision	145	11	-	(11)(6)	145
Net income	$ 194	$ 5	$121	$(127)	$ 193
Net earnings per common and equivalent share (primary and fully diluted)	$ .02				$ .02
Shares used in computing earnings per share	8,153				8,153

See notes to unaudited pro forma combined condensed financial statements.

Saga Communications, Inc., WNAX and WPOR

Pro Forma Combined Condensed Statement of Income
For The Year Ended December 31, 1995
(in thousands except per share data)
Unaudited

	SAGA COMMUNICATIONS, INC.	WNAX	WPOR	PRO FORMA ADJUSTMENTS	PRO FORMA COMBINED
Net operating revenue	$49,699	$2,704	$3,085		$55,488
Operating expenses:					
Programming and technical	11,114	841	492	$ (13)(7)	12,434
Selling	14,255	349	852	(1)(7)	15,455
Station general and administrative	7,067	593	693	(299)(7)	8,054
Corporate general and administrative	2,816	-	-		2,816
Depreciation and amortization	6,551	326	37	898 (4)	7,812
	41,803	2,109	2,074	585	46,571
Operating profit	7,896	595	1,011	(585)	8,917
Other expenses:					
Interest expense	3,319	808	(3)	424 (5)	4,548
(Gain) loss on the sale of assets	(221)	1	(7)		(227)
Income before income tax	4,798	(214)	1,021	(1,009)	4,596
Income tax provision (benefit)	2,120	(61)	-	(28)(6)	2,031
Net income (loss)	$ 2,678	$ (153)	$1,021	$(981)	$ 2,565
Net earnings per common and equivalent share (primary and fully diluted)	$ .33				$ .32
Shares used in computing earnings per share	8,121				8,121

See notes to unaudited pro forma combined condensed financial statements.

Saga Communications, Inc.
Notes to Pro Forma Combined Condensed Financial Statements
Unaudited

1. BASIS OF PRESENTATION

The unaudited Pro Forma Combined Condensed Statement of Income for the year ended December 31, 1995 and the three months ended March 31, 1996 reflect the acquisitions of WNAX AM/FM and WPOR AM/FM by Saga Communications, Inc. (Saga) as if they had occurred at the beginning of the period presented. The unaudited Pro Forma Combined Condensed Balance Sheet at March 31, 1996 reflects the acquisitions of WNAX AM/FM and WPOR AM/FM by Saga as if they had occurred on that date.

2. PRO FORMA FINANCIAL STATEMENTS

The pro forma information for the year ended December 31, 1995 and the three months ended March 31, 1996 is based on historical financial statements of Saga, WNAX and WPOR after giving effect to the transactions and the adjustments described in Note 3. The pro forma financial statements may not be indicative of the results that actually would have occurred if the transactions had occurred on the dates assumed and do not project Saga's financial position or results of operations at any future date or period then ended. The pro forma financial statements should be read in conjunction with the financial statements and related notes of WNAX (a division of Roy H. Park Broadcasting of the Midwest, Inc.) and Ocean Coast Properties (WPOR) contained elsewhere herein and the financial statements and related notes of Saga included in Saga's Annual Report on Form 10-K for the year ended December 31, 1995.

3. PRO FORMA ADJUSTMENTS

The accompanying pro forma combined condensed financial statements include adjustments to increase or (decrease) the pro forma combined condensed balance sheet, as follows:

1. Elimination of excluded assets, liabilities, common stock, additional paid in capital and retained earnings (accumulated deficit) from historical WNAX and WPOR financial statements. Other current assets reflects a net addition due to reclassification of deferred barter to conform with Saga's presentation. Other current liabilities reflects a net addition due to the inclusion of legal and other start up fees.

2. Fair value adjustment of $17,299,000 to acquired property, equipment, broadcast license and other intangibles (primarily start up costs).

3. Proceeds from the draws on the term loan facility.

Saga Communications, Inc.
Notes to Pro Forma Combined Condensed Financial Statements
Unaudited

3. PRO FORMA ADJUSTMENTS (CONTINUED)

4. Additional depreciation and amortization to reflect the fair value of acquired property, equipment and intangible assets. Property and equipment is depreciated over periods ranging from 5 to 31 years; intangible assets are amortized over periods ranging from 5 to 40 years.

5. Incremental interest on the $17 million draw on the term loan facility at 7.25%.

6. Estimated Federal and State income tax effect of combined historical operations of WNAX, WPOR and pro forma adjustments.

7. Reclassification of depreciation to conform with Saga's presentation and elimination of directors fees and corporate management fee from historical WPOR and WNAX financial statements.

EXHIBIT (23)(a)

CONSENT OF ERNST & YOUNG LLP

We consent to the incorporation by reference in the Registration Statements (Form S-8) effective March 12, 1993 and May 25, 1994 pertaining to the Saga Communications, Inc. 1992 Stock Option Plan and in the related Prospectus of our report dated June 7, 1996, with respect to the financial statements of WNAX, (a division of Roy H. Park Broadcasting of the Midwest, Inc.) for the year ended December 31, 1995 included in this Current Report on Form 8-K/A.

Detroit, Michigan   /S/ Ernst & Young LLP
August 12, 1996

EXHIBIT (23)(b)

CONSENT OF BAKER NEWMAN & NOYES LLC

The Board of Directors and Stockholders
Ocean Coast Properties:

We consent to the inclusion of our report dated February 1, 1996, with respect to the balance sheets of Ocean Coast Properties as of December 31, 1995 and December 25, 1994, and the related statements of earnings and retained earnings, and cash flows for the years then ended, which report appears in the Form 8-K/A of Saga Communications, Inc. dated August 13, 1996. We also consent to the incorporation by reference in the Registration Statements (Form S-8) effective March 12, 1993 and May 25, 1994 pertaining to the Saga Communications, Inc. 1992 Stock Option Plan and in the related Prospectus of our report dated February 1, 1996, with respect to the balance sheets of Ocean Coast Properties as of December 31, 1995 and December 25, 1994, and the related statements of earnings and retained earnings, and cash flows for the years then ended.

Portland, Maine
August 12, 1996

/S/ Baker Newman & Noyes
Limited Liability Company