1 DENNIS BAYLOR
              COMPLAINANT
2 2654 MOUNTAIN ROAD
   HAMBURG, PA. 19526
3 (610) 781 - 8746

4

5   THE FEDERAL ELECTION COMMISSION

6

7 DENNIS BAYLOR,   Case No.:

8   Complainant,   MUR # _5559_

9   v.

10 STEPHEN ADAMS, AOA HOLDING LLC,

11 ADAMS OUTDOOR ADVERTISING, LLP,

12 ADAMS OUTDOOR ADVERTISING Inc.

13 ET AL,

14   Respondent

15

16   **COMPLAINT**

17

18 1)   The complainant is an adult, natural individual citizen of the United States of

19   America, and at all times pertinent hereto, has resided in Berks County,

20   Commonwealth of Pennsylvania.

21 2)   Respondent Corporation and Limited Liability Partnership headquartered

22   at 1380 West Paces Ferry Road, N.W. , Suite 170, South Wing , Atlanta,

23   GA 30327; are registered and organized under the laws of the state of

24   Minnesota for the primary purpose of carrying on the business of outdoor

25   display advertising.

-1-

3) Stephen Adams has been Chairman of Adams Outdoor Advertising, Inc. since its founding in 1983. (ADAMS OUTDOOR ADVERTISING, Inc.'s S-4 REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 15, 1996, COMMISSION FILE NO. 333-3338, Page 45)

4) Stephen Adams holds 100% of the issued and outstanding shares of AOAI, is the managing general partner of the Company, and, accordingly, may control the affairs of the Issuers. *Ibid.* page 49

5) " Management. Adams Outdoor Advertising, Inc. has exclusive and complete discretion to manage the Company's business and operations except as otherwise specified in the Partnership Agreement. No person dealing with the Company or the managing general partner is required to determine the authority of the managing general partner to make any undertaking on behalf of the Company. " *Ibid* Page 50

6) "In May 1999, the Partnerships' majority partner contributed his direct and indirect interests in Adams Outdoor Advertising Limited Partnership ("AOALP") and AOAI to a newly formed Limited Liability Company, AOA Holding LLC ("AOA Holding".) Following the reorganization, AOA Holding and its 100% owned subsidiary AOA Capital Corp. issued $50 million of 10 3/8% Senior Notes due 2006. The net proceeds from the offering were used by AOA Holding to make a distribution to its sole member, to repay $13.5 million of indebtedness of AOALP, and to make a $2.5 million payment to the minority limited partner. "(ADAMS OUTDOOR ADVERTISING, Inc.'s 10-Q REPORT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION MARCH 31, 2001, COMMISSION FILE NO. 333-3338, Page 4)

7) On or about September 1, 2004 various branch offices of Adams Outdoor Advertising began a political advertising campaign, photographic examples of which are attached as EXHIBITS A and B, said billboards carrying the attribution "PERSONAL MESSAGE PAID FOR AND SPONSORED BY STEPHEN ADAMS."

8) Complainant estimates the fair market value of the aforementioned advertising, assuming said ads appear in the same proportion throughout the Adams Outdoor Advertising marketplace, to be roughly $118,850.00 per month.

9) Taking the aforementioned attribution at face value, said contribution exceeds Federal Election Campaign Act of 1971 individual limits.

10) Alternatively, should the aforementioned attribution be based on a sham transaction, the Adams Outdoor Advertising advertising program would be transformed into "coordinated corporate expenditures" and therefore impermissible corporate contributions under the Federal Election Campaign Act of 1971.

WHEREFORE, all premises considered, the complainant prays that the Commission determine that there is "probable cause to believe" the law has been violated, that said violation be corrected without delay, and that the complainant be awarded his reasonable costs to maintain this action.

Dated this 5th day of October, 2004

By:_____

2654 MOUNTAIN ROAD
HAMBURG, PA. 19526
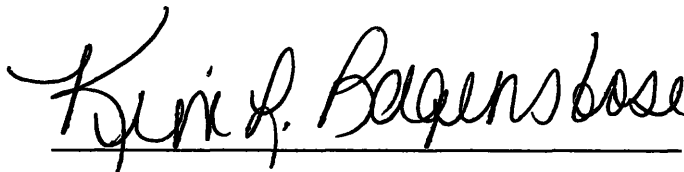(610) 781 - 8746
DENNIS BAYLOR
COMPLAINANT

VERIFICATION

 DENNIS BAYLOR, being first duly sworn, says that he is the complainant named in the foregoing complaint and that the statement of facts therein contained is true.

_____

 Signed and sworn to before me this 5th day of October, 2004

in the city of _Hamburg_____, _PA_____

[IMPRESS SEAL HERE]

_Kim L. Bagenstose_____

_Notary Public_____
TITLE

ONE NATION UNDER GOD.

BUSH CHENEY

EXHIBIT "B"