

EXHIBIT 10
Section III, Item 5(a)

CHANGES IN INTERESTS RESULTING FROM
PRO FORMA ASSIGNMENT AND PARTIES TO THE APPLICATION

I. DESCRIPTION OF *PRO FORMA* TRANSACTION

The Walt Disney Company (“TWDC”) is undertaking an internal reorganization (“Reorganization”) pursuant to which control of certain of its subsidiaries holding radio broadcast licenses (“TWDC Licensees”) issued by the Federal Communications Commission (“FCC”) will be transferred to other existing wholly-owned subsidiaries of TWDC (“Pro Forma Transfer of Control”). TWDC also will cause certain of the TWDC Licensees to assign such licenses to newly created wholly-owned subsidiaries of TWDC (“Pro Forma Assignment”). The instant application (“Application”) is one of several simultaneously filed applications in connection with the Reorganization seeking the consent of the FCC to the Pro Forma Transfer of Control and/or the Pro Forma Assignment. The TWDC Licensees presently are controlled through various directly and indirectly wholly-owned subsidiaries of TWDC. TWDC is a publicly traded company.

This Application seeks FCC consent to the *pro forma* assignment of certain TWDC Licenses from WLS, Inc. (“WLS”) to Radio License Holding XI, LLC (“Radio License XI”). The commercial radio station licensed to WLS which is the subject of this Application is listed in Attachment 1 to this Exhibit (“WLS License”). As depicted in Attachment 2 to this Exhibit, at present, WLS is a direct wholly-owned subsidiary of WLS-AM Holding Company, Inc., which in turn is a direct wholly-owned subsidiary of ABC Holding Company, Inc. ABC Holding Company, Inc. is a direct wholly-owned subsidiary of ABC, Inc., which is a direct wholly-owned subsidiary of ABC Enterprises, Inc. ABC Enterprises, Inc. is a direct wholly-owned subsidiary of Disney Enterprises, Inc., which is a direct wholly-owned subsidiary of TWDC.

Pursuant to the Reorganization, WLS intends to assign the WLS License from WLS to Radio License XI, a newly formed indirect wholly-owned subsidiary of TWDC. As depicted in Attachment 3 to this Exhibit, Radio License XI will be a direct wholly-owned subsidiary of Chicago Radio Assets, LLC. Chicago Radio Assets, LLC will be a direct wholly-owned subsidiary of Chicago Radio, LLC, which, in turn, will be a direct wholly-owned subsidiary of Chicago Radio Holding, LLC. Chicago Radio Holding, LLC will be a direct wholly-owned subsidiary of ABC Chicago FM Radio, Inc., which, in turn, will be a direct wholly-owned subsidiary of TWDC. Because TWDC is the indirect 100% owner of both WLS and Radio License XI, the Reorganization will not result in any change in ultimate ownership or control of the WLS License. Accordingly, the transaction for which FCC approval is sought herein constitutes a *pro forma* assignment.

The current ownership structure of WLS, the current licensee of the WLS License, is depicted in Attachment 2 and the ownership structure of Radio License XI, the proposed licensee of the WLS License following consummation of the Reorganization, is depicted in Attachment 3.

II. PARTIES TO THE APPLICATION

A. PROPOSED ASSIGNOR

Information on the (1) name and address, (2) citizenship, (3) positional interest, (4) percentage of votes, and (5) percentage of equity of WLS, the proposed assignor, and all parties holding an attributable interest in WLS, is set forth in the below tables.

WLS, Inc. is a Delaware corporation and the proposed assignor. The shareholders, officers and directors of WLS, Inc. are as follows:

| | | | |
|----|---|--|---|
| 1. | WLS-AM Holding Company, Inc. 190 North State Street Chicago, IL 60601 | Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521 | Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Shareholder | Director | Treasurer |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | David Converse 500 South Buena Vista Street Burbank, CA 91521 | Mitchell J. Dolan 2 Penn Plaza 17 th Floor New York, NY 10121 | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President | President | Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|--|
| 1. | James D. Hanford 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Assistant Treasurer | Secretary | Director, Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|---|
| 1. | Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023 | Scott T. Fain 500 South Buena Vista Street Burbank, CA 91521 | John Hare 13725 Montfort Drive Dallas, TX 75240 |
| 2. | USA | USA | USA |
| 3. | Vice President | Vice President | Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | |
|----|---|
| 1. | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA |
| 3. | Assistant Secretary |
| 4. | 0% |
| 5. | 0% |

WLS-AM Holding Company, Inc. is a Delaware corporation and the sole shareholder of WLS, Inc. The shareholders, officers and directors of WLS-AM Holding Company, Inc. are as follows:

| | | | |
|----|--|--|---|
| 1. | ABC Holding Company, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023 | Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521 | Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Shareholder | Director | Treasurer |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | David Converse 500 South Buena Vista Street Burbank, CA 91521 | Mitchell J. Dolan 2 Penn Plaza 17 th Floor New York, NY 10121 | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President | President | Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|---|--|
| 1. | James D. Hanford 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Assistant Treasurer | Secretary | Director, Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | |
|----|---|
| 1. | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA |
| 3. | Assistant Secretary |
| 4. | 0% |
| 5. | 0% |

ABC Holding Company, Inc. is a Delaware corporation and the sole shareholder of WLS-AM Holding Company, Inc. The shareholders, officers and directors of ABC Holding Company, Inc. are as follows:

| | | | |
|----|--|--|---|
| 1. | ABC, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023 | Anthony J. Basalari 500 South Buena Vista Street Burbank, CA 91521 | Lynn H. Beckemeyer 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Shareholder | Vice President | Vice President |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521 | Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521 | David Converse 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Director, Senior Vice President | Treasurer | Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | T. Scott Fain 500 South Buena Vista Street Burbank, CA 91521 | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 | James D. Hanford 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President | Vice President | Assistant Treasurer |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|--|---|
| 1. | Arnold J. Kleiner 500 Circle Seven Drive Glendale, CA 91201 | Walter C. Liss, Jr. 500 South Buena Vista Street Burbank, CA 91521 | James E. O'Grady 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President | Director | Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|---|--|
| 1. | Andrew Pucher 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA | USA | USA |
| 3. | Vice President | Secretary | Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 | Derek Yeoman 500 South Buena Vista Street Burbank, CA 91521 | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA | USA | USA |
| 3. | Director, Vice President | President | Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

ABC, Inc. is a Delaware corporation and the sole shareholder of ABC Holding Company Inc. The shareholders, officers and directors of ABC, Inc. are as follows:

| | | | |
|----|---|--|--|
| 1. | ABC Enterprises, Inc. 500 South Buena Vista Street Burbank, CA 91521 | Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521 | David Converse 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Shareholder | Executive Vice President, General Counsel | Vice President, Director of Engineering Owned TV Station Group |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | T. Scott Fain 500 South Buena Vista Street Burbank, CA 91521 | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 | James D. Hanford 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Counsel | Senior Vice President— Corporate Legal Affairs | Assistant Treasurer |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Tanya L. Menton 77 West 66 th Street 16 th Floor New York, NY 10023 | John Hare 13725 Montfort Drive Dallas, TX 75240 | Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President—Counsel | Vice President, President— Radio Division—Broadcast Group | Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|---|--|
| 1. | Henry Hoberman 77 West 66 th Street 16 th Floor New York, NY 10023 | George Bodenheimer ESPN Plaza Bristol, CT 06010 | Walter C. Liss, Jr. 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Counsel | Executive Vice President | Vice President, Chairman of Owned TV Group |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Mitchell Polon 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | Jeffrey S. Rosen 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President | Secretary, Director | Senior Vice President— Human Resources |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|--|---|
| 1. | Jeffrey Ruthizer 77 West 66 th Street 16 th Floor New York, NY 10023 | Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521 | Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Labor Relations | Vice President, Assistant Secretary | Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|--|
| 1. | Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023 | Derek Yeoman 500 South Buena Vista Street Burbank, CA 91521 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President | Senior Vice President— Planning and Control | Vice President, Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Richard Wertsching 500 South Buena Vista Street Burbank, CA 91521 | David Westin 500 South Buena Vista Street Burbank, CA 91521 | Laurie Younger 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President—Sourcing & Procurement, Media Networks | Senior Vice President, President—ABC News | Vice President and President—Buena Vista Worldwide TV |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521 | Lori R. Harris 77 West 66 th Street 16 th Floor New York, NY 10023 | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA | USA | USA |
| 3. | Treasurer | Vice President, Counsel | Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | |
|----|--|
| 1. | Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA |
| 3. | President, Director |
| 4. | 0% |
| 5. | 0% |

ABC Enterprises, Inc. is a Delaware corporation and the sole shareholder of ABC, Inc.
The shareholders, officers and directors of ABC Enterprises, Inc. are as follows:

| | | | |
|----|--|--|---|
| 1. | Disney Enterprises, Inc. 500 South Buena Vista Street Burbank, CA 91521 | Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521 | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Shareholder | Executive Vice President | Senior Vice President |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|--|--|---|
| 1. | James D. Hanford 500 South Buena Vista Street Burbank, CA 91521 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Assistant Treasurer | Director, Senior Vice President | Secretary, Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | |
|----|--|
| 1. | Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA |
| 3. | Treasurer |
| 4. | 0% |
| 5. | 0% |

Disney Enterprises, Inc. is a Delaware corporation and the sole shareholder of ABC Enterprises, Inc. The shareholders, officers and directors of Disney Enterprises, Inc. are as follows:

| | | | |
|----|--|--|---|
| 1. | The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Vicki Applegate 500 South Buena Vista Street Burbank, CA 91521 | Anthony Basalari 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Shareholder | Vice President—Counsel | Senior Vice President— Counsel |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|--|--|--|
| 1. | Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521 | Cathy E. De Roy 500 South Buena Vista Street Burbank, CA 91521 | Tod A. Devine 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Corporate Tax | Senior Vice President— Counsel | Vice President—Counsel |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Mary Fossier 500 South Buena Vista Street Burbank, CA 91521 | James D. Hanford 500 South Buena Vista Street Burbank, CA 91521 | Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President—Counsel | Assistant Treasurer | Vice President—Finance |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|--|
| 1. | Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521 | Michelle C. Kane 500 South Buena Vista Street Burbank, CA 91521 | James M. Kapanstein 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | President, Director | Senior Vice President— Counsel | Vice President—Counsel |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|--|
| 1. | Suet Lai 500 South Buena Vista Street Burbank, CA 91521 | Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521 | Kenneth E. Newman 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA | USA | USA |
| 3. | Vice President—Counsel | Executive Vice President, Treasurer | Senior Vice President— Eastern Regional Counsel, Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|---|
| 1. | Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521 | Mitchell K. Polon 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Assistant General Counsel, Assistant Secretary | Vice President—Financial Risk Management, Corporate Treasury | Vice President, Assistant Secretary, Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | Claire Robinson 500 South Buena Vista Street Burbank, CA 91521 | Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521 | Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Intellectual Property Counsel | Senior Vice President— Assistant General Counsel, Assistant Secretary | Senior Executive Vice President, Chief Financial Officer |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|---|
| 1. | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 | Jacob M. Yellin 500 South Buena Vista Street Burbank, CA 91521 | Steve Ackerman 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Assistant General Counsel, Secretary, Director | Senior Vice President— Counsel | Vice President—Counsel, Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | |
|----|--|
| 1. | Brent Woodford 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA |
| 3. | Senior Vice President, Controller |
| 4. | 0% |
| 5. | 0% |

The Walt Disney Company is a Delaware corporation and the sole shareholder of Disney Enterprises, Inc. The officers and directors of The Walt Disney Company are as follows:¹

| | | | |
|----|---|---|--|
| 1. | Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521 | Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521 | Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | President, Chief Executive Officer, Director | Senior Executive Vice President, Chief Financial Officer | Senior Executive Vice President, General Counsel, Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|---|
| 1. | Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521 | Kevin A. Mayer 500 South Buena Vista Street Burbank, CA 91521 | Brent Woodford 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Executive Vice President—Corporate Finance and Real Estate, Treasurer | Executive Vice President—Corporate Strategy, Business Development and Technology | Senior Vice President—Planning and Control |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

¹ TWDC is a publicly traded company. TWDC is unaware of any holders of 5% or more of the outstanding shares of TWDC's common stock.

| | | | |
|----|--|---|--|
| 1. | Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521 | Roger J. Patterson 500 South Buena Vista Street Burbank, CA 91521 | Jeffrey N. Paule 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President, Deputy General Counsel, Assistant Secretary | Vice President—Counsel, Assistant Secretary | Senior Vice President— General Counsel—Walt Disney International |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521 | Terri A. Southwick 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President— Governance Admin. and Assistant Secretary | Senior Vice President— Assistant General Counsel, Assistant Secretary | Senior Vice President— Deputy General Counsel – Intellectual Property, Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|--|---|
| 1. | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 | Kenneth E. Newman 77 West 66 th Street 16 th Floor New York, NY 10023 | George J. Mitchell c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Deputy General Counsel, Corporate Secretary | Senior Vice President— Eastern Regional Counsel, Assistant Secretary | Director, Chairman of the Board |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | John E. Bryson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | John S. Chen c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Judith L. Estrin c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Director | Director | Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|---|
| 1. | Fred H. Langhammer c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Aylwin B. Lewis c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Monica C. Lozano c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | Germany | USA | USA |
| 3. | Director | Director | Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | Robert W. Matschullat c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Leo J. O'Donovan, S.J. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Gary L. Wilson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Director | Director | Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | |
|----|---|---|
| 1. | John E. Pepper, Jr. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Orin C. Smith c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA |
| 3. | Director | Director |
| 4. | 0% | 0% |
| 5. | 0% | 0% |

B. PROPOSED ASSIGNEE

Information on the (1) name and address, (2) citizenship, (3) positional interest, (4) percentage of votes, and (5) percentage of equity of Radio License XI, the proposed assignee, and all parties holding an attributable interest in Radio License XI, following consummation of the Reorganization is set forth in the below tables.

Radio License Holding XI, LLC is a Delaware limited liability company and the proposed assignee. The members, officers and directors of Radio License Holding XI, LLC are as follows:

| | | | |
|----|--|---|--|
| 1. | Chicago Radio Assets, LLC 77 West 66 th Street 16 th Floor New York, NY 10023 | John Hare 13725 Montfort Drive Dallas, TX 75240 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Member | President | Vice President |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA | USA | USA |
| 3. | Vice President | Secretary | Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

Chicago Radio Assets, LLC is a Delaware limited liability company and the sole member of Radio License Holding XI, LLC. The members, officers and directors of Chicago Radio Assets, LLC are as follows:

| | | | |
|----|---|---|--|
| 1. | Chicago Radio, LLC 77 West 66 th Street 16 th Floor New York, NY 10023 | John Hare 13725 Montfort Drive Dallas, TX 75240 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Member | President | Vice President |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA | USA | USA |
| 3. | Vice President | Secretary | Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

Chicago Radio, LLC is a Delaware limited liability company and the sole member of Chicago Radio Assets, LLC. The members, officers and directors of Chicago Radio, LLC are as follows:

| | | | |
|----|---|---|--|
| 1. | Chicago Radio Holding, LLC 77 West 66 th Street 16 th Floor New York, NY 10023 | John Hare 13725 Montfort Drive Dallas, TX 75240 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Member | President | Vice President |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA | USA | USA |
| 3. | Vice President | Secretary | Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

Chicago Radio Holding, LLC is a Delaware limited liability company and the sole member of Chicago Radio, LLC. The members, officers and directors of Chicago Radio Holding, LLC are as follows:

| | | | |
|----|---|---|--|
| 1. | ABC Chicago FM Radio, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023 | John Hare 13725 Montfort Drive Dallas, TX 75240 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Member | President | Vice President |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|---|---|---|
| 1. | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA | USA | USA |
| 3. | Vice President | Secretary | Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

ABC Chicago FM Radio, Inc. is a Delaware corporation and the sole member of Chicago Radio Holding, LLC. The shareholders, officers, and directors of ABC Chicago FM Radio, Inc. are as follows:

| | | | |
|----|--|--|---|
| 1. | The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521 | Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Sole Shareholder | Director | Assistant Treasurer |
| 4. | 100% | 0% | 0% |
| 5. | 100% | 0% | 0% |

| | | | |
|----|---|--|---|
| 1. | David Converse 500 South Buena Vista Street Burbank, CA 91521 | T. Scott Fain 500 South Buena Vista Street Burbank, CA 01521 | Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President | Vice President | Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|---|--|
| 1. | James D. Hanford 500 South Buena Vista Street Burbank, CA 91521 | John Hare 13725 Montfort Drive Dallas, TX 75240 | James S. Pastor 190 North State Street Chicago, IL 60601 |
| 2. | USA | USA | USA |
| 3. | Assistant Treasurer | Vice President | President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|--|
| 1. | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023 | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Secretary | Vice President | Director, Vice President |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | |
|----|---|
| 1. | John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023 |
| 2. | USA |
| 3. | Assistant Secretary |
| 4. | 0% |
| 5. | 0% |

The Walt Disney Company is a Delaware corporation and the sole shareholder of ABC Chicago FM Radio, Inc. The officers and directors of The Walt Disney Company are as follows:²

| | | | |
|----|---|---|--|
| 1. | Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521 | Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521 | Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | President, Chief Executive Officer, Director | Senior Executive Vice President, Chief Financial Officer | Senior Executive Vice President, General Counsel, Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|---|
| 1. | Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521 | Kevin A. Mayer 500 South Buena Vista Street Burbank, CA 91521 | Brent Woodford 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Executive Vice President—Corporate Finance and Real Estate, Treasurer | Executive Vice President—Corporate Strategy, Business Development and Technology | Senior Vice President—Planning and Control |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

² TWDC is a publicly traded company. TWDC is unaware of any holders of 5% or more of the outstanding shares of TWDC's common stock.

| | | | |
|----|--|---|--|
| 1. | Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521 | Roger J. Patterson 500 South Buena Vista Street Burbank, CA 91521 | Jeffrey N. Paule 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President, Deputy General Counsel, Assistant Secretary | Vice President—Counsel, Assistant Secretary | Senior Vice President— General Counsel—Walt Disney International |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|---|
| 1. | Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521 | Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521 | Terri A. Southwick 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Vice President— Governance Admin. and Assistant Secretary | Senior Vice President— Assistant General Counsel, Assistant Secretary | Senior Vice President— Deputy General Counsel – Intellectual Property, Assistant Secretary |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|--|---|
| 1. | David K. Thompson 500 South Buena Vista Street Burbank, CA 91521 | Kenneth E. Newman 77 West 66 th Street 16 th Floor New York, NY 10023 | George J. Mitchell c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Senior Vice President— Deputy General Counsel, Corporate Secretary | Senior Vice President— Eastern Regional Counsel, Assistant Secretary | Director, Chairman of the Board |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|--|--|
| 1. | John E. Bryson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | John S. Chen c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Judith L. Estrin c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Director | Director | Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|--|---|--|
| 1. | Fred H. Langhammer c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Aylwin B. Lewis c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Monica C. Lozano c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | Germany | USA | USA |
| 3. | Director | Director | Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | | |
|----|---|--|--|
| 1. | Robert W. Matschullat c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Leo J. O'Donovan, S.J. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Gary L. Wilson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA | USA |
| 3. | Director | Director | Director |
| 4. | 0% | 0% | 0% |
| 5. | 0% | 0% | 0% |

| | | |
|----|---|--|
| 1. | John E. Pepper, Jr. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 | Orin C. Smith c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521 |
| 2. | USA | USA |
| 3. | Director | Director |
| 4. | 0% | 0% |
| 5. | 0% | 0% |

EXHIBIT 10: ATTACHMENT 1
Section III, Item 5(a)

The following commercial radio station licensed to WLS is the subject of this Application:

| <i>Call Sign</i> | <i>Facility ID</i> | <i>Community of License</i> |
|-------------------------|---------------------------|------------------------------------|
| WLS(AM) | 73227 | Chicago, IL |

EXHIBIT 10: ATTACHMENT 2
Current Ownership Structure

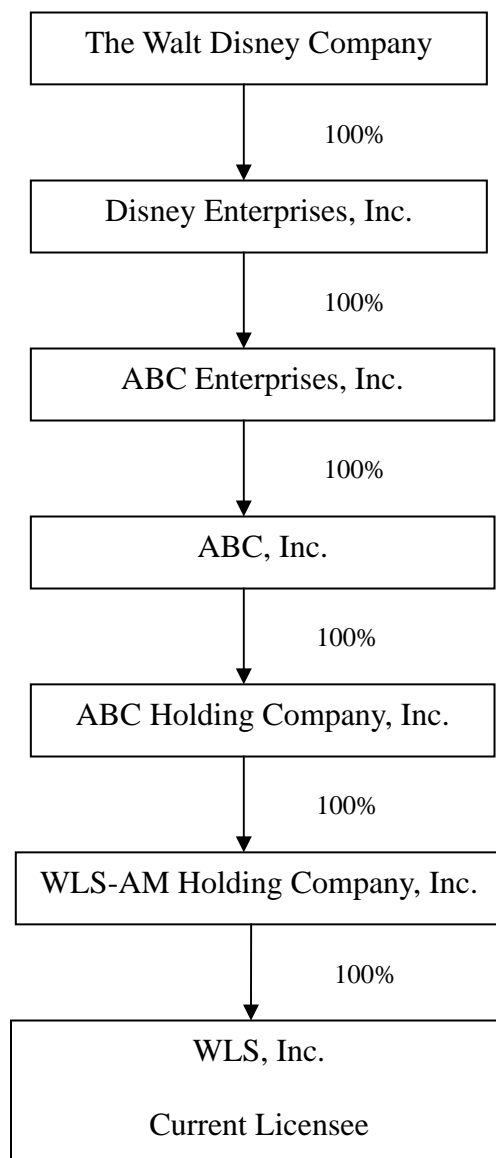


EXHIBIT 10: ATTACHMENT 3
Proposed Ownership Structure

