

ASSIGNEE'S OWNERSHIP

DS Audible Detroit Licenses, LLC, the proposed Assignee herein, is a Delaware limited liability company. Its officers and members are:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
DS Audible Detroit, LLC	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Sole Member	100%	100%	U.S. (Delaware LLC)
Daniel B. Zwirn	745 Fifth Avenue, 18 th Floor, New York, NY 10151	President/Authorized Signatory	0%	0%	U.S.
Perry A. Gruss	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Vice President/Chief Financial Officer/Authorized Signatory	0%	0%	U.S.
David A. Proshan	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Vice President/General Counsel/Authorized Signatory	0%	0%	U.S.

DS Audible Detroit, LLC, the sole member of DS Audible Detroit Licenses, LLC, is a Delaware limited liability company. Its officers and members are:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
DS Audible, LLC	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Sole Member	100%	100%	U.S. (Delaware LLC)
Daniel B. Zwirn	745 Fifth Avenue, 18 th Floor, New York, NY 10151	President/Authorized Signatory	0%	0%	U.S.
Perry A. Gruss	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Vice President/Chief Financial Officer/Authorized Signatory	0%	0%	U.S.

David A. Proshan	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Vice President/General Counsel/Authorized Signatory	0%	0%	U.S.
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DS Audible, LLC, the sole member of DS Audible Detroit, LLC, is a Delaware limited liability company. Its members, officers and directors are:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Bernard Radio LLC	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Member	24.6915%	24.6915%	U.S. (Delaware LLC)
RCG TV, LLC	666 Third Avenue, 26 th Floor, New York, NY 10017	Member	24.6915%	24.6915%	U.S. (Delaware LLC)
DBSO Media, LLC	1345 Avenue of the Americas, New York, NY 10015	Member	24.6915%	24.6915%	U.S. (Delaware LLC)
Canyon Granite Holdings LLC	9665 Wilshire Blvd., Suite 200, Beverly Hills, CA 90212	Member	24.6915%	24.6915%	U.S. (Delaware LLC)
David A. Proshan	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Vice President/General Counsel/Authorized Signatory	0%	0%	U.S.
David C. Lee	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Director	0%	0%	U.S.
Jeffrey Libshutz	666 Third Avenue, 26 th Floor, New York, NY 10017	Director	0%	0%	U.S.
Joshua Pack	1345 Avenue of the Americas, New York, NY 10015	Director	0%	0%	U.S.
Michael Lang	9665 Wilshire Blvd., Suite 200, Beverly Hills, CA 90212	Director	0%	0%	U.S.

Kevin O'Brien	1020 Francisco Street, San Francisco, CA 94109	Member, Director	1.234%	1.234%	U.S.
David Honig	3636 16 th Street NW, #B-366, Washington, DC 20010	Director	0%	0%	U.S.

I. BERNARD RADIO LLC

Bernard Radio LLC, a Delaware limited liability company and proposed member of DS Audible, LLC, has the following members:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
D.B. Zwirn & Co., L.P.	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Managing Member	100%	Less than 1%	U.S. (Delaware L.P.)
D.B. Zwirn Special Opportunities Fund, L.P.	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Insulated Member ¹	0%	Greater than 99%	U.S. (Delaware L.P.)

D.B. Zwirn & Co., L.P., a Delaware limited partnership and the managing member of Bernard Radio LLC, has the following general partners, officers and limited partners:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
DBZ GP, LLC	745 Fifth Avenue, 18 th Floor, New York, NY 10151	General Partner	100%	1%	U.S. (Delaware LLC)
Daniel B. Zwirn	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Managing Partner	0%	0%	U.S.
Perry A. Gruss	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Chief Financial Officer	0%	0%	U.S.
David A. Proshan	745 Fifth Avenue, 18 th Floor, New York, NY 10151	General Counsel	0%	0%	U.S.

¹ The LLC agreement of Bernard Radio LLC contains provisions insulating D.B. Zwirn Special Opportunities Fund, L.P., its non-managing member, from involvement in the LLC's media enterprises pursuant to FCC requirements. Daniel B. Zwirn, whose ultimate controlling interest in the Assignee is disclosed elsewhere in this exhibit, also holds direct or indirect interests in the general partner of D.B. Zwirn Special Opportunities Fund, L.P.

Insulated Limited Partners ²		Insulated Partners	0%	99%	
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DBZ GP, LLC, a Delaware limited liability company and general partner of D.B. Zwirn & Co., L.P., has the following members:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Zwirn Holdings, LLC	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Managing Member	100%	N/A	U.S. (Delaware LLC)
Insulated Members ³		Insulated Members	0%	N/A	

Zwirn Holdings, LLC, a Delaware limited liability company and the managing member of DBZ GP, LLC, is wholly-owned by the following individual:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Daniel B. Zwirn	745 Fifth Avenue, 18 th Floor, New York, NY 10151	Sole Member	100%	100%	U.S.

II. RCG TV, LLC

RCG TV, LLC, a Delaware limited liability company and proposed member of DS Audible, LLC, has the following members:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Ramius Capital Group, LLC	666 Third Avenue, 26 th Floor, New York, NY 10017	Managing Member	100%	30%	U.S. (Delaware LLC)

² At closing, the limited partnership agreement of D.B. Zwirn & Co., L.P. will contain provisions insulating the entity's limited partners from involvement in the partnership's media enterprises pursuant to FCC requirements. Zwirn Holdings, LLC, which is disclosed elsewhere in this exhibit as the managing member of DBZ GP, LLC, also holds a limited partnership interest in D.B. Zwirn & Co., L.P.

³ At closing, the LLC agreement of DBZ GP, LLC will contain provisions insulating the entity's non-managing members from involvement in the LLC's media enterprises pursuant to FCC requirements.

Ramius Partners, LP	666 Third Avenue, 26 th Floor, New York, NY 10017	Insulated Member ³	0%	10%	U.S. (Delaware L.P.)
Ramius Halifax Partners, LP	666 Third Avenue, 26 th Floor, New York, NY 10017	Insulated Member ⁴	0%	15%	U.S. (Delaware L.P.)
Ramius Master Corporation	666 Third Avenue, 26 th Floor, New York, NY 10017	Insulated Member ⁵	0%	25%	U.S. (Delaware Corporation)
Ramius Halifax Corporation	666 Third Avenue, 26 th Floor, New York, NY 10017	Insulated Member ⁶	0%	20%	U.S. (Delaware Corporation)

Ramius Capital Group, LLC, a Delaware limited liability company and the managing member of RCG TV, LLC, has the following members:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
C4S & Co., LLC	666 Third Avenue, 26 th Floor, New York, NY 10017	Managing Member	100%	15.48%	U.S. (Delaware LLC)

³ The LLC agreement of RCG TV, LLC contains provisions insulating Ramius Partners, LP from involvement in the LLC's media enterprises pursuant to FCC requirements. Ramius Capital Group, LLC and its direct and indirect managing members, whose ultimate controlling interests in RCG TV, LLC are disclosed elsewhere in this exhibit, also hold direct and indirect interests in the general partner of Ramius Partners, LP.

⁴ The LLC agreement of RCG TV, LLC contains provisions insulating Ramius Halifax Partners, LP from involvement in the LLC's media enterprises pursuant to FCC requirements. Ramius Capital Group, LLC and its direct and indirect managing members, whose ultimate controlling interests in RCG TV, LLC are disclosed elsewhere in this exhibit, also hold direct or indirect interests in the general partner of Ramius Halifax Partners, LP.

⁵ The LLC agreement of RCG TV, LLC contains provisions insulating Ramius Master Corporation from involvement in the LLC's media enterprises pursuant to FCC requirements. The parent company of Ramius Master Corporation is a Cayman Islands exempted company. Even assuming that the investment of Ramius Master Corporation in RCG TV, LLC is treated in its entirety as foreign investment, the collective foreign investment in DS Audible is less than 25% and therefore complies with Section 310(b)(4) of the Communications Act. See Algleg Cellular Engineering, 12 FCC Rcd 8148 (1997), ¶ 55.

⁶ The LLC agreement of RCG TV, LLC contains provisions insulating Ramius Halifax Corporation from involvement in the LLC's media enterprises pursuant to FCC requirements. The parent company of Ramius Halifax Corporation is a Cayman Islands exempted company. Even assuming that the investment of Ramius Halifax Corporation in RCG TV, LLC is treated in its entirety as foreign investment, the collective foreign investment in DS Audible is less than 25% and therefore complies with Section 310(b)(4) of the Communications Act. See Algleg Cellular Engineering, 12 FCC Rcd 8148 (1997), ¶ 55.

Non-Managing Members		Insulated Members ⁷	0%	84.52%	
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C4S & Co., LLC, a Delaware limited liability company and managing member of Ramius Capital Group, LLC, has the following four members:

NOTE: At closing, the LLC agreement of C4S & Co., LLC will contain provisions pursuant to which each of the following four members will hold one vote in C4S & Co., LLC with respect to investment and disposition decisions by C4S & Co., LLC with respect to media enterprises, including RCG TV, LLC's investment in DS Audible, LLC. Investment and disposition decisions in connection with media enterprises will require a vote of three of these four members. The indirect equity interests of each of these four individuals in DS Audible, LLC will represent less than one percent of DS Audible, LLC's total equity.

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Peter A. Cohen	666 Third Avenue, 26 th Floor, New York, NY 10017	Member	See note above	See note above	U.S.
Morgan B. Stark	666 Third Avenue, 26 th Floor, New York, NY 10017	Member	See note above	See note above	U.S.
Jeffrey M. Solomon	666 Third Avenue, 26 th Floor, New York, NY 10017	Member	See note above	See note above	U.S.
Thomas W. Strauss	666 Third Avenue, 26 th Floor, New York, NY 10017	Member	See note above	See note above	U.S.

III. DBSO MEDIA LLC

DBSO Media LLC, a Delaware limited liability company and proposed member of DS Audible, LLC, has the following members:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Drawbridge Special Opportunities Advisors LLC	1345 Avenue of the Americas, New York, NY 10015	Managing Member	100%	0%	U.S. (Delaware LLC)

⁷ At closing, the LLC agreement of Ramius Capital Group, LLC will contain provisions insulating the entity's non-managing members from involvement in the LLC's media enterprises pursuant to FCC requirements.

Drawbridge Special Opportunities Fund LP	1345 Avenue of the Americas, New York, NY 10015	Insulated Member ⁸	0%	100%	U.S. (Delaware L.P.)
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Drawbridge Special Opportunities Advisors LLC, a Delaware limited liability company and the managing member of DBSO Media LLC, has the following members:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Fortress Investment Group LLC	1345 Avenue of the Americas, New York, NY 10015	Managing Member	100%	100%	U.S. (Delaware LLC)
Constantine Dakolias	1345 Avenue of the Americas, New York, NY 10015	Non-Managing Member	0%	0%	U.S.
Joshua Pack	1345 Avenue of the Americas, New York, NY 10015	Non-Managing Member	0%	0%	U.S.
Dan Gropper	1345 Avenue of the Americas, New York, NY 10015	Non-Managing Member	0%	0%	U.S.
Non-Managing Members		Insulated Members ⁹	0%	0%	

Fortress Investment Group LLC, a Delaware limited liability company and the managing member of Drawbridge Special Opportunities Advisors LLC, has the following sole member:

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Fortress Investment Holdings LLC	1345 Avenue of the Americas, New York, NY 10015	Sole Member	100%	100%	U.S. (Delaware LLC)

⁸ The LLC agreement of DBSO Media LLC contains provisions insulating Drawbridge Special Opportunities Fund LP, its non-managing member, from involvement in the LLC's media enterprises pursuant to FCC requirements. Fortress Investment Holdings LLC and its managing members, whose controlling interests in DBSO Media LLC are disclosed elsewhere in this exhibit, also hold direct or indirect interests in the general partner of Drawbridge Special Opportunities Fund LP.

⁹ At closing, the LLC agreement of Drawbridge Special Opportunities Advisors LLC will contain provisions insulating the entity's non-managing members from involvement in the LLC's media enterprises pursuant to FCC requirements.

Fortress Investment Holdings LLC, a Delaware limited liability company and sole member of Fortress Investment Group LLC, is governed by a Management Committee consisting of the following five members:

NOTE: The five individuals listed below each have one vote on the Management Committee of Fortress Investment Holdings LLC. Investment and disposition decisions with respect to Fortress Investment Group LLC and the funds it controls are made by majority vote of the Management Committee. The indirect equity interests of each of the five individuals listed below in DS Audible, LLC will represent less than one percent of DS Audible, LLC's total equity.

NAME	ADDRESS	POSITIONAL INTEREST	PERCENTAGE OF VOTES	PERCENTAGE OF EQUITY	CITIZENSHIP
Peter L. Briger, Jr.	1345 Avenue of the Americas, New York, NY 10015	Member	See note above	See note above	U.S.
Wesley R. Edens	1345 Avenue of the Americas, New York, NY 10015	Member	See note above	See note above	U.S.
Robert I. Kauffman	1345 Avenue of the Americas, New York, NY 10015	Member	See note above	See note above	U.S.
Randal A. Nardone	1345 Avenue of the Americas, New York, NY 10015	Member	See note above	See note above	U.S.
Michael E. Novogratz	1345 Avenue of the Americas, New York, NY 10015	Member	See note above	See note above	U.S.

IV. CANYON GRANITE HOLDINGS LLC

Canyon Granite Holdings LLC ("CGH"), a Delaware limited liability company, will hold a 25 percent membership interest in DS Audible, LLC ("DSA"). CGH's members are:

NAME	ADDRESS	POTENTIAL INTEREST	% OF VOTES	% OF EQUITY	CITIZENSHIP
Canyon Capital Advisors LLC	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Managing Member	100%	Less than 1 percent	U.S. (Delaware LLC)
Canyon Value Realization Fund, L.P. (“CVRF”)	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Insulated ¹⁰ Member	0	More than 60 percent	U.S. (Delaware L.P.)
FinCapRe, Inc. (“FCR”)	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Insulated ¹¹ Member	0	Less than 40 percent	U.S. (Delaware Corporation)

Canyon Capital Advisors LLC (“CCA”), a Delaware limited liability company and a Registered Investment Advisor, has the following members:

NAME	ADDRESS	POTENTIAL INTEREST	% OF VOTES	% OF EQUITY	CITIZENSHIP
The Joshua S. Friedman Family Limited Partnership	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Member	41%	41%	U.S. (Delaware L.P.)
The Julis Family Limited Partnership	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Member	41%	41%	U.S. (Delaware L.P.)
The Turner Revocable Trust	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Member	18%	18%	U.S. (California common law trust)

The Joshua S. Friedman Family Limited Partnership, a Delaware limited partnership (“Friedman LP”), has the following general partners and limited partners:

¹⁰ Neither CVRF nor FCR will be materially involved, directly or indirectly, in the management or operation of the media properties owned by CGH. At closing, the CGH LLC agreement will contain provisions insulating CVRF and FCR from involvement in CGH’s media enterprises.

¹¹ Neither CVRF nor FCR will be materially involved, directly or indirectly, in the management or operation of the media properties owned by CGH. At closing, the CGH LLC agreement will contain provisions insulating CVRF and FCR from involvement in CGH’s media enterprises.

NAME	ADDRESS	POTENTIAL INTEREST	% OF VOTES	% OF EQUITY	CITIZENSHIP
Joshua S. Friedman, as Trustee of the Joshua S. Friedman Revocable GP Trust dated August 3, 2004	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	General Partner	100% ¹²	Less than 1%	U.S.
Beth C. Friedman, as Trustee of the Beth C. Friedman Revocable GP Trust dated August 3, 2004	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	General Partner	0 ¹³	Less than 1%	U.S.
Joshua S. Friedman and Beth C. Friedman, as Trustees of the Joshua S. Friedman Lifetime Trust dated November 20, 1991	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Limited Partner	0	More than 25%	U.S.
Joshua S. Friedman and Beth C. Friedman, as Trustees of the Beth C. Friedman Lifetime Trust dated November 20, 1991	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Limited Partner	0	More than 25%	U.S.

¹² Pursuant to the agreement governing the Friedman LP, Mr. Friedman has sole power to vote, retain and/or dispose of the Friedman LP's interest in CCA.

¹³ Pursuant to the agreement governing the Friedman LP, Joshua S. Friedman has sole power to vote, retain and/or dispose of the Friedman LP's interest in CCA.

Insulated Limited Partner		Insulated Limited Partner	0	Less than 50 percent	
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The Julis Family Limited Partnership, a Delaware limited partnership (“Julis LP”), has the following general partners and limited partners:

NAME	ADDRESS	POTENTIAL INTEREST	% OF VOTES	% OF EQUITY	CITIZENSHIP
Mitchell R. Julis	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	General Partner	100% ¹⁴	Less than 1%	U.S.
Linda Joleen Julis	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	General Partner	0% ¹⁵	Less than 1%	U.S.
Mitchell R. Julis	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Limited Partner	0	Less than 50 percent	U.S.
Linda Joleen Julis	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Limited Partner	0	10%	U.S.
Insulated Limited Partners		Insulated Limited Partners	0	Less than 50 percent	

The Turner Revocable Trust, a California common law trust, has the following Trustees:

NAME	ADDRESS	POSITION	% OF VOTES	% OF EQUITY	CITIZENSHIP
K. Robert Turner	9665 Wilshire Blvd. Suite 200 Beverly Hills, CA 90212	Trustee	100%	50% ¹⁶	U.S.

¹⁴ Mr. Julis is the Managing General Partner of the Julis LP and has the sole power to vote, retain and/or dispose of the Julis LP’s interest in CCA.

¹⁵ Mitchell R. Julis is the Managing General Partner of the Julis LP and has the sole power to vote, retain and/or dispose of the Julis LP’s interest in CCA.

¹⁶ Mr. Turner and his wife, Lauren Turner, are co-beneficiaries of the Turner Revocable Trust.