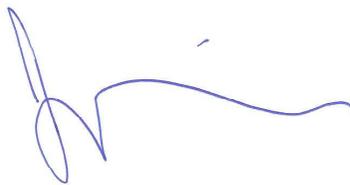


**Amendment**

Great Eastern Radio, LLC (“GER”) is filing this amendment to address certain questions Commission staff has regarding the pending application for pro-forma transfer of control of GER. Specifically, this amendment addresses the following matters.

1. Vertical Capital Partners, L.P. instead of Jeffrey D. Shapiro is the transferor.
2. GER Holdings, LLC does not hold any interest in the FCC licenses that are the subject of this transfer application. GER Holdings holds an interest in other assets, such as tangible assets and real property.
3. Courtney S. Galluzzo’s interest in GER is attributable. Mr. Galluzzo does not hold an attributable interest in any other broadcast licenses.
4. The interests of Windhorse Partners, LP are insulated pursuant to Note 2(f) of Section 73.3555. Vertical Capital’s partnership agreement establishes that Windhorse Partners has no material involvement, directly or indirectly, in the management or operation of the media activities of Vertical Capital and the entities it controls, and Windhorse Partners is not and has not been materially involved, directly or indirectly, in the management or operation of the media-related activities of Vertical Capital and the entities it controls.
5. Section 1(B) of the Distribution and Redemption Agreement is amended as follows: “the transaction proposed in Section 1(B) and the ultimate final distribution of voting and equity interests in GER shall occur immediately following the closing of the transaction in Section 1(A) and in no event later than 10 minutes thereafter.”



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Jeffrey D. Shapiro  
Managing Member