

EXPLANATION OF APPLICATION

By this application, the Commission's approval is respectfully requested for a *pro forma* transfer of control of LB Radio of Chattanooga, LLC ("*LB Radio*"), the licensee of Station WSAA(FM), Benton, Tennessee (Facility ID No. 63493) (the "*Station*"), as a consequence of the full withdrawal of certain minority members from the parent of the licensee, and of one of the parent's three managers. As a result of the retirement of these minority interests, the remaining interests held by the principals of the licensee have been increased proportionately. Approval of this change on FCC Form 316 is appropriate under Section 73.3540(f)(3) of the rules.

LB Radio is a Georgia limited liability company owned by its sole member, Heritage Radio Partners, LLC ("*HRP*"). The Commission approved the ownership and organizational structure of the licensee by the grant of FCC File No. BALH-20020703AAD, granted August 16, 2002. HRP is controlled by its Board of Managers, which, up until the recent withdrawal of Paul G. Fink as a manager, consisted of J. Wesley Grace, John F. Ray and Mr. Fink. As a result of Mr. Fink's withdrawal, each of the two remaining managers now has negative control over HRP and, by extension, over the licensee.

In addition, entities owned or controlled by Mr. Fink -- The St. Clair Company, Inc., and Whitfield Communications, Inc. (as successor to Fink Family Investments, LP) -- which owned a total of 33% of the equity of HRP, also withdrew by selling their interests back to HRP, and thereby increasing the interests of the remaining investors proportionately. The St. Clair Company, Inc. also resigned as the general manager (an officer's position) of LB Radio.

Mr. Grace and Mr. Ray each hold an indirect interest equal to 6.25% of the equity of HRP. By the terms of Section 6.1 of the Operating Agreement of HRP, the members (other than Mr. Grace and Mr. Ray) may not "take part in, or interfere in any manner with, the conduct or control of [HRP's] business and no Member shall have any right to act or sign for, or to obligate [HRP]." Accordingly, the non-Manager members of HRP hold non-attributable interests in HRP.

Following the approval of this application, the ownership of the licensee shall continue to be held entirely by HRP. The officers of LB Radio and HRP shall consist of J. Wesley Grace as President and John F. Ray as Secretary and Treasurer. The Board of Managers of HRP will consist of the two remaining Managers, J. Wesley Grace, 5100 Poplar Avenue, Suite 2121, Memphis, Tennessee, 38137 and John F. Ray, 3353 Peachtree Road, NE, Suite 1040, Atlanta, GA 30326.

It is submitted that this application may be approved as a *pro forma* transfer of control of the licensee on FCC Form 316 in accordance with the provisions of Section 73.3540(f)(3) of the rules.