

Alien Ownership Compliance

The only persons involved in the ownership structure who are not U.S. citizens are *limited partner* investors in Webster Capital II, L.P. ("Capital II") and Webster Capital II-QP, L.P. (Capital II-QP"), both of which hold equity in WB AM/FM, Inc. WB AM/FM", Inc. controls only 48.9% of the licensee, so it does not "control" the licensee and thus is not subject to a 25% alien ownership limit.

The licensee is subject to the requirement in Section 310(b)(3) that not more than 20% of its ownership be voted by aliens. In this case, the limited partners do not vote at all. All persons who vote the interests of any of the entities listed above are U.S. citizens.

The licensee is also subject to the requirement in Section 310(b)(3) that not more than 20% of its equity be owned of record by aliens. The calculation is as follows:

Aliens own 26.9% of Capital II	Aliens own 63.3% of Capital II-QP
Capital II owns 73.0% of WBAM/FM	Capital II-QP owns 27.0% of WB AM/FM
WB AM/FM owns 48.9% of the Licensee	WB AM/FM owns 48.9% of the Licensee
Effective alien equity percentage = 9.6%	Effective alien equity percentage = 8.36%
Total effective alien equity percentage – 17.96%	

In addition to equity financing, the licensee will obtain debt financing, including senior conventional debt and borrowings from Webster Capital entities that afford no voting power but include terms that will permit the Webster entities to share in proceeds of sale after the licensee has sold all its stations and is no longer subject to FCC jurisdiction. Non-voting debt is not deemed to be equity ownership, pursuant to paragraph (e) to Note 2 to Section 73.3555 of the Commission's Rules. The exception in paragraph (i) to Note 2 does not apply, because none of the holders of debt holds any other same market broadcast interests or will provide any programming to the radio stations.