

**Changes in Interests as a Result of Transfer / Agreements to Transfer Control  
of Station / Parties to the Application / Description of Transaction**

Monroe County Broadcasting Company, Ltd. (“MCBCL”) is the licensee of WDKX(FM), Rochester, NY (Fac. ID No. 43540). MCBCL is wholly owned and controlled by The Langston Family, LLC (“TLFL”). Prior to the death of TLFL principal Andrew W. Langston, ownership and control of TLFL was as follows:

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>% of Assets</b>
Andrew A. Langston 2505 East Avenue Rochester, NY 14610	U.S.	Member, Manager	100	8.1
Gloria M. Langston 2505 East Avenue Rochester, NY 14610	U.S.	Member	0	3.2
Andre M. Langston 1715 Clover Street Rochester, NY 14618	U.S.	Member	0	88.7

Recently, the FCC granted an application on FCC Form 316 (the “316 Application”)<sup>1</sup> approving the involuntary transfer of control of MCBCL from Andrew A. Langston to his son, Andre M. Langston, as Executor of Andrew A. Langston’s will (the “Will”).<sup>2</sup> As a result, ownership and control of TLFL is as follows:

<b>Name</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>% of Assets</b>
Andre M. Langston (as executor of will of Andrew A. Langston)	U.S.	Member, Manager	100	8.1
Gloria M. Langston	U.S.	Member	0	3.2
Andre M. Langston (as an individual)	U.S.	Member	0	88.7

Pursuant to the Will, Andre M. Langston, as Executor, will transfer Andrew A. Langston’s former interest in TLFL to a trust for the benefit of Gloria M. Langston, of which Andre M. Langston will be Trustee.<sup>3</sup> This application therefore seeks the Commission’s consent to the transfer of control of MCBCL from Andre M. Langston, as Executor of the Will, to this newly-created trust.<sup>4</sup> Following completion of the requested transfer, ownership and control of TLFL will be as follows:

<sup>1</sup> See FCC File No. BTCH-20110817AAY.

<sup>2</sup> Relevant portions of the Will, including the first codicil thereto, are attached to this exhibit as Attachment A.

<sup>3</sup> See Attachment A, Articles 3, 17, 18, and 20.

<sup>4</sup> See Attachment B (Letters of Trusteeship), Attachment C (Transfer of Units of The Langston Family LLC To Trust U/W of Andrew A. Langston F/B/O Gloria Langston).


**FCC Form 315**  
**Exhibit 7**  
**December 2011**

<b>Name</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>% of Votes</b>	<b>% of Assets</b>
Trust U/W of Andrew A. Langston f/b/o Gloria Langston	U.S.	Member, Manager	100	8.1
Gloria M. Langston	U.S.	Member	0	3.2
Andre M. Langston (as an individual)	U.S.	Member	0	88.7

**Attachment A**

I, ANDREW A. LANGSTON, of the City of Rochester, Monroe County, New York, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils at any time heretofore made by me.

FIRST: I am married to Gloria Langston (my "wife") and we have one (1) child - Andre M. Langston (my "child" or my "son").




THIRD: If my wife shall survive me, I direct my Executor to set apart an amount equal to the largest amount that can pass free of the federal estate tax by reason of the unified credit, the state death tax credit (but only to the extent that such state death tax credit does not increase the death tax payable to any state) and any other tax credits available to my estate, less, however, the amount of any dispositions under any other Articles of this Will and any property includable in my taxable estate which passes or shall have passed outside of this Will which do not qualify for the federal estate tax marital or charitable deductions and less any charges to principal that are not deducted in computing my federal estate tax. I am aware that any amount disposed of by this Article may be affected by the action of my Executor in exercising certain tax elections. I give the amount so determined to my Trustee, to be

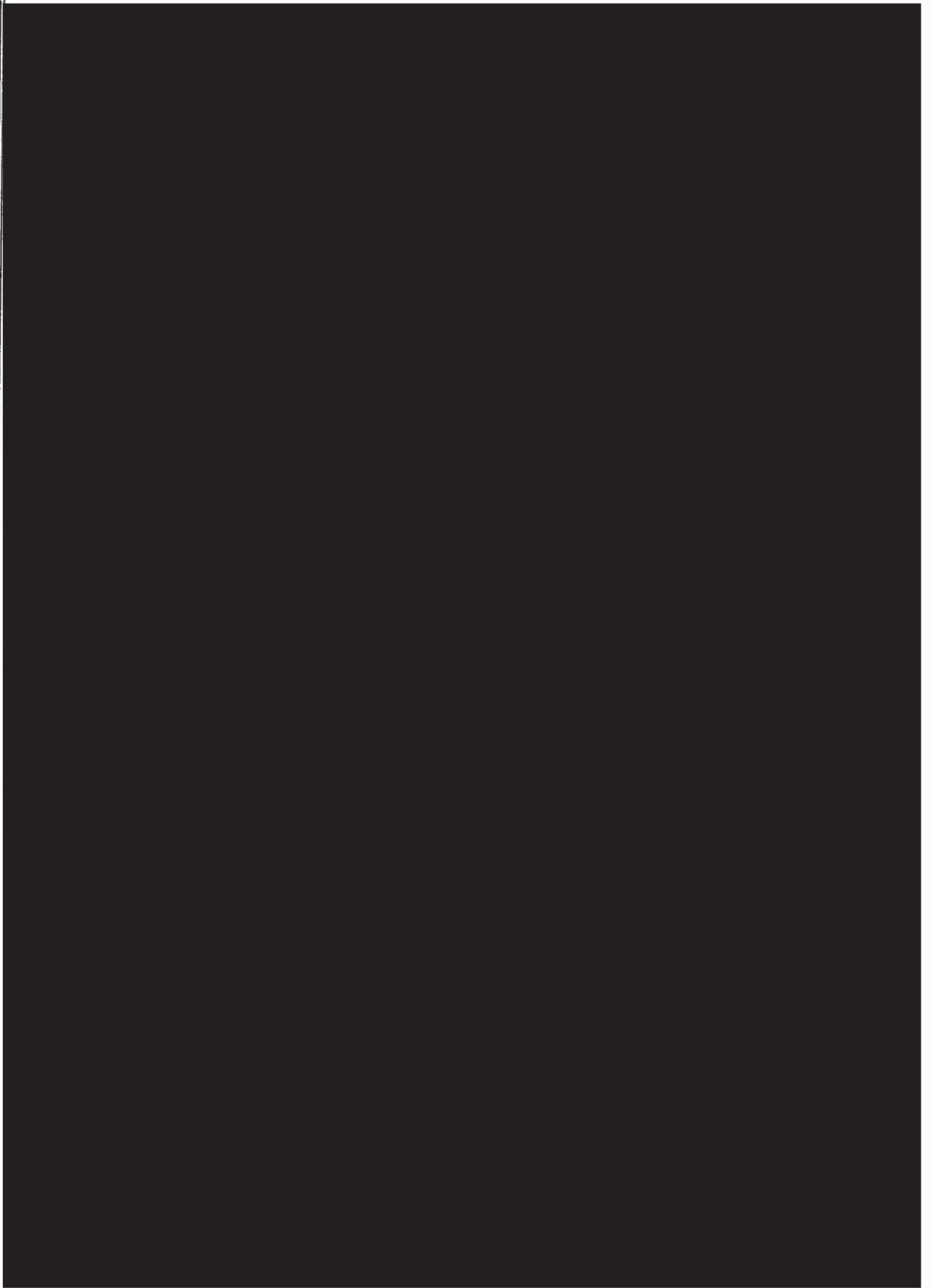
administered and distributed as follows:

A. I direct my Trustee to distribute the income derived from the trust to my wife, in quarter annual or more frequent installments, or apply the same for her benefit so long as she shall live.

B. I authorize and empower my Trustee, in his sole discretion, at any time and from time to time, to disburse from trust principal, even to the point of completely exhausting the same, such amounts as my Trustee may liberally deem advisable to provide for my wife's care, support and maintenance, including expenses incurred by reason of any illness or disability which may affect her. In determining the amount of principal to be so disbursed, my Trustee may take into consideration any other income or other payments which my wife may have from any other sources, the obligation of another to provide for her support and maintenance, and her capital resources, and my Trustee's discretion shall be conclusive as to the advisability of any such disbursement.





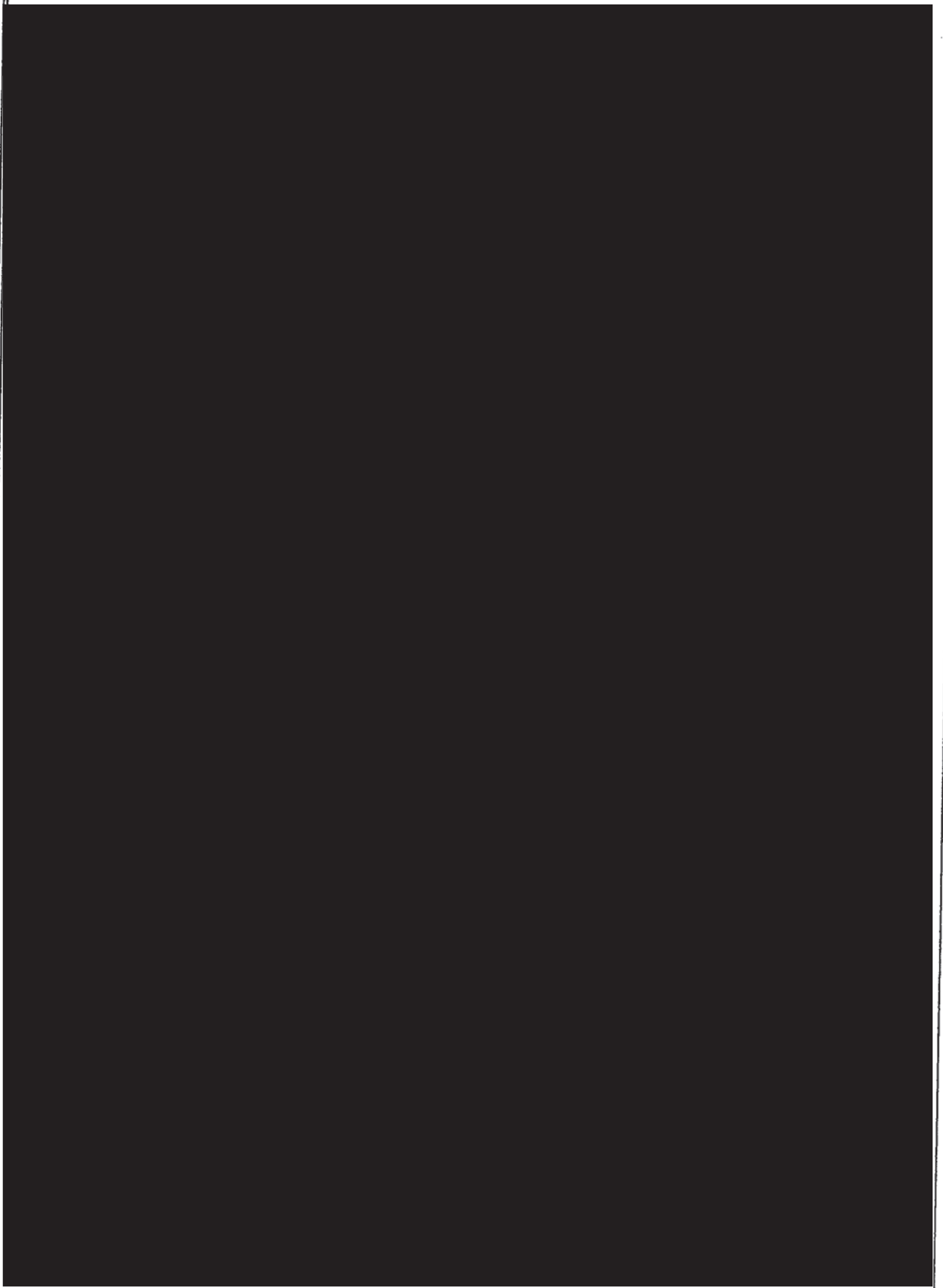


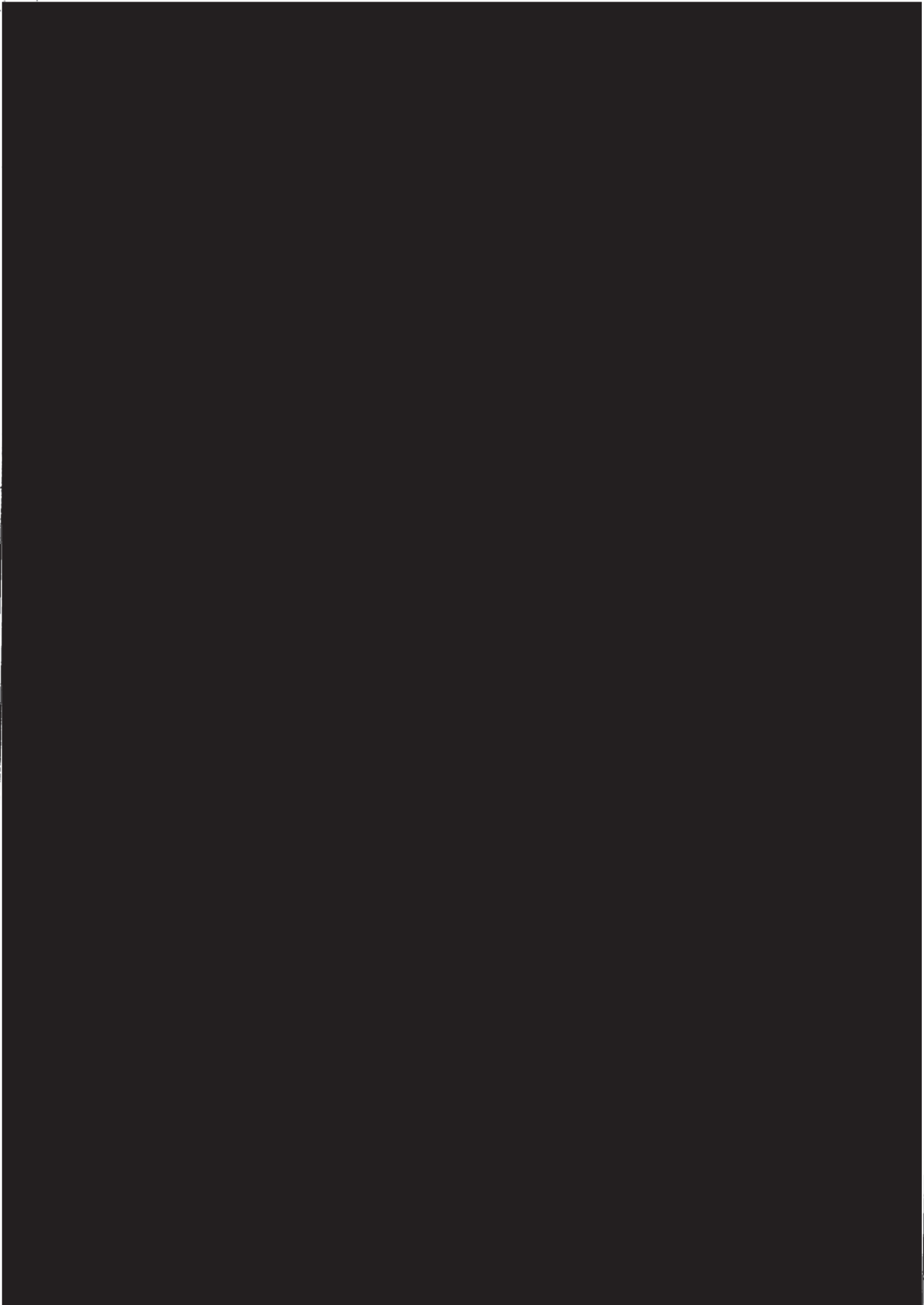




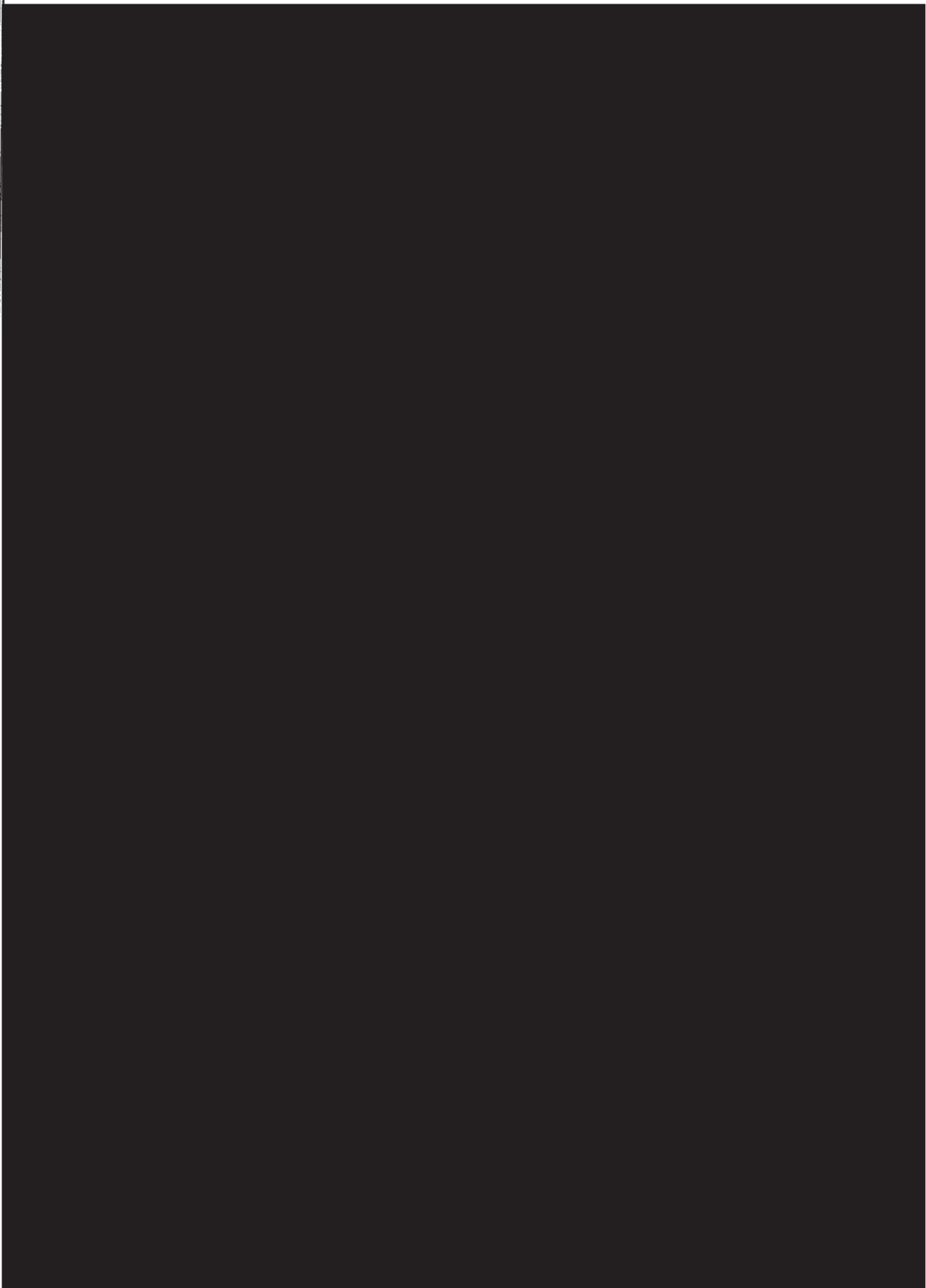














[REDACTED]

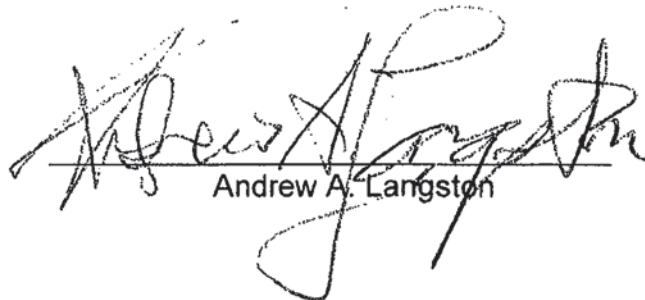
SEVENTEENTH: I nominate and appoint my wife, Gloria, as Executor of this my Will. If she shall fail to survive me, shall decline to act, or having qualified shall for any reason thereafter cease to act, I nominate and appoint my son, Andre, as Executor in her place.

EIGHTEENTH: I nominate and appoint my son, Andre, as Trustee of any trust created under this Will. If he shall fail to survive me, shall decline to act, or having qualified shall for any reason thereafter cease to act, I nominate and appoint Cammie Maas as Trustee in his place.

[REDACTED]



IN WITNESS WHEREOF, I sign this instrument as my Last Will and Testament this 15<sup>th</sup> day of OCTOBER, 2000, at Rochester, New York.

  
Andrew A. Langston

The foregoing instrument consisting of this and thirteen (13) preceding typewritten pages was signed, published and declared by Andrew A. Langston, the Testator, to be his Last Will and Testament in our presence, and we, at his request and in his presence and in the presence of each other have hereunder subscribed our names as witnesses this 15<sup>th</sup> day of OCTOBER, 2000, at Rochester, New York.

Irving L. Kessley residing at 1163 East Ave.  
Rochester, NY  
14607

Madie Stone residing at 647 Yardley Court  
Webster, NY 14580

AFFIDAVIT OF ATTESTING WITNESS

STATE OF NEW YORK)  
COUNTY OF MONROE) ss:

IRVING L. KESSLER and NADJA C. STEVE, each

being duly sworn, depose and say:

1. Each of the undersigned witnessed the execution of the attached Will of Andrew A. Langston, the within named Testator, on OCTOBER 25, 2000, and this Affidavit is being made at the request of the Testator.

2. The Testator, in the presence of each of the undersigned, subscribed his name to the Will at the end thereof and, at the time of signing the Will, the Testator declared the instrument so signed by him to be his Last Will and Testament.

3. Each of the undersigned, at the request of the Testator and in his presence and in the sight and presence of each other, thereupon witnessed the execution of such Will by signing our names as witnesses thereto.

4. The Testator at the time of the execution of the Will was at least eighteen (18) years of age, and in the opinion of each of the undersigned, was of sound mind, memory and understanding.

5. The Testator was not under any restraint or in any respect incompetent to make a Will and could read, write and converse in the English language.

6. The Testator was not suffering from any defect of sight, hearing or

speech or from any physical or mental impairment which would affect his capacity to make a valid Will.

7. The Testator signed only one copy of the Will on such occasion.

Irving L. Kessler

Ady C. Shum

Severally subscribed and  
sworn before me this 25 day  
of October, 2000.

Alyssa L. Sand  
Notary Public

ALYSSA L. SAND  
Notary Public, State of New York  
Monroe County, No. 01SA6012636  
Commission Expires Aug. 31, 2002

I, ANDREW A. LANGSTON, of the City of Rochester, Monroe County, New York, do hereby make, publish and declare this to be the First Codicil to my Last Will and Testament dated October 25, 2000 and executed in the presence of Irving L. Kessler and Nadja C. Steve.

FIRST: I hereby add a new Article "TWENTIETH" to my Will as follows:

"TWENTIETH: If I shall die after December 31, 2009, and before January 1, 2011, any portion of my Will which contains a formula referring to the "unified credit," "estate tax exemption," "applicable exemption amount," "applicable credit amount," "applicable exclusion amount," "generation skipping transfer tax exemption," "GST exemption," "marital deduction," "maximum marital deduction" or "unlimited marital deduction," or that measures a share of an estate or trust based on the amount that can pass free of federal estate taxes or the amount that can pass free of federal generation skipping transfer taxes, or that is otherwise based on a similar provision of federal estate tax or generation skipping transfer tax law, shall be deemed to refer to the federal estate and generation skipping transfer tax laws as they applied with respect to estates of decedents dying on December 31, 2009. The reference to January 1, 2011, in this section shall, if the federal estate and generation skipping transfer tax becomes effective before that date, refer instead to the first date on which such tax shall become legally effective.



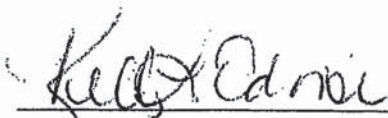
SECOND:

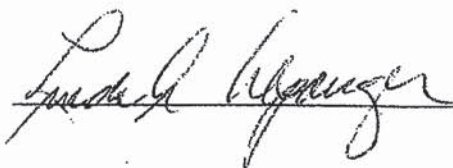
In all other respects I hereby ratify, republish and confirm my Will of October 25, 2000 and I direct that my Will and this First Codicil together shall constitute my entire Last Will and Testament.

IN WITNESS WHEREOF, I sign this instrument as the First Codicil to my Last Will and Testament dated October 25, 2000, this <sup>2nd</sup> 1st day of June 2010, at Rochester, New York.

  
Andrew A. Langston

The foregoing instrument consisting of this and one (1) preceding typewritten pages was signed, published and declared by Andrew A. Langston, the Testator, to be the First Codicil to his Last Will and Testament dated October 25, 2000, in our presence, and we, at his request and in his presence and in the presence of each other have hereunder subscribed our names as witnesses this <sup>2nd</sup> 1st day of June 2010, at Rochester, New York.

 residing 126 Bizzle Street  
at East Rochester NY 14445

 residing 172 Eastland Ave  
at Rochester NY 14618

AFFIDAVIT OF ATTESTING WITNESSES

STATE OF NEW YORK)  
COUNTY OF MONROE) ss.:

Kelly L. Odorisi and Linda A. Alpaugh depose and say:

1. Each of the undersigned witnessed the execution of the attached Codicil of Andrew A. Langston, the within named Testator, on June 2, 2010 and this Affidavit is being made at the request of the Testator.

2. The Testator, in the presence of each of the undersigned, subscribed his name to the Codicil at the end thereof and, at the time of signing the Codicil, the Testator:

a. Declared the instrument so signed by him to be a Codicil to his Last Will and Testament dated October 25, 2000; and

b. Ratified, republished and confirmed the document dated October 25, 2000 as his Last Will and Testament.

3. Each of the undersigned, at the request of the Testator and in his presence and in the sight and presence of each other, thereupon witnessed the execution of such Codicil by signing her name as witness thereto.

4. The Testator at the time of the execution of the Codicil was at least eighteen (18) years of age, and in the opinion of each of the undersigned was of sound mind, memory and understanding.

5. The Testator was not under any restraint or in any respect incompetent to make a Codicil and could read, write and converse in the English language.

6. The Testator was not suffering from any defect of sight, hearing or speech or from any physical or mental impairment which would affect his capacity to make a valid Codicil.

7. The Testator signed only one copy of the Codicil on such occasion.

Kelly Adams

James H. Langston

Severally subscribed and sworn before me this 2nd day of June, 2010.

Nancy E. Herbst  
Notary Public

NANCY E. HERBST  
NOTARY PUBLIC, State of New York  
Reg. No. 01HE4864053  
Qualified in Monroe County  
My Commission Expires June 30, 2014

**Attachment B**



***On the Date Written Below LETTERS are Granted by the Surrogate's Court, State of New York as follows:***

**Name of Decedent: Andrew A Langston**

**File #: 2010-2017/A**

**Date of Death: June 10, 2010**

**Domicile of Decedent: County Of Monroe**

**Fiduciary Appointed: Andre M Langston**  
**Mailing Address: 1715 Clover Street**  
**Rochester NY 14618**

**Letters Issued: LETTERS OF TRUSTEESHIP**

**For The Benefit Of: GLORIA LANGSTON UND. ART. THIRD**

**Limitations: NONE**

THESE LETTERS, granted pursuant to a decree entered by the court, authorize and empower the above-named fiduciary or fiduciaries to perform all acts requisite to the proper administration and disposition of the estate/trust of the Decedent in accordance with the decree and the laws of New York State, subject to the limitations and restrictions, if any, as set forth above.

**Dated: September 14, 2010**



IN TESTIMONY WHEREOF, the seal of the Monroe County Surrogate's Court has been affixed.

WITNESS, Hon Edmund A Calvaruso, Judge of the Monroe County Surrogate's Court

  
\_\_\_\_\_  
Hon. Edmund A Calvaruso

*These Letters are Not Valid Without the Raised Seal of the Monroe County Surrogate's Court*

**Attorney:**  
**Kelly L Odorisi**  
**Underberg & Kessler LLP**  
**300 Bausch & Lomb Place**  
**Rochester NY 14604**

**Attachment C**

TRANSFER OF UNITS  
OF  
THE LANGSTON FAMILY LLC  
TO  
TRUST U/W OF ANDREW A. LANGSTON F/B/O GLORIA LANGSTON

WHEREAS, on August 20, 2002, the Langston Family LLC (the "LLC") was created with the contribution of Andrew A. Langston's stock in Monroe County Broadcasting Company, Limited ("MCBC") in exchange for 1,000,001 units in the LLC;

WHEREAS, prior to his death, Andrew A. Langston held 81,123 units of in the LLC, including the one voting unit;

WHEREAS, Andrew A. Langston died on June 10, 2010;

WHEREAS, pursuant to the death of Andrew A. Langston, his units in the LLC are now held by the Estate of Andrew A. Langston;

WHEREAS, Andre M. Langston was appointed executor of the Estate of Andrew A. Langston;

WHEREAS, the Will of Andrew A. Langston provided for the creation of a trust, to wit the Trust U/W of Andrew A. Langston f/b/o Gloria Langston (the "Trust");

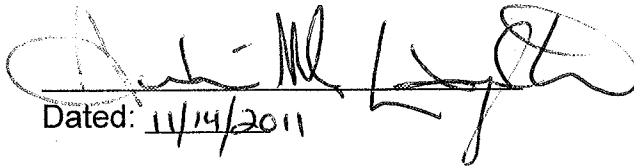
WHEREAS, Andre M. Langston has been appointed as trustee for the Trust.

NOW, THEREFORE, for good and valuable consideration and in compliance with the duties required of an executor and the duties required of a trustee, as provided for in the Will of Andrew A. Langston, and subject to prior approval from the Federal Communications Commission, Andre M. Langston, as executor, will transfer all the units in the LLC currently held by the Estate of Andrew A. Langston to the Trust.

*[Signature page follows.]*

IN WITNESS WHEREOF, the undersigned has executed this document on the date set forth below.

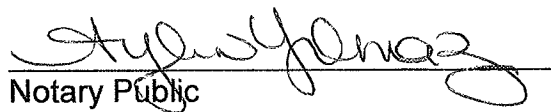
ANDRE M. LANGSTON, as Executor of the WILL OF  
ANDREW A. LANGSTON

  
Dated: 11/14/2011

STATE OF NEW YORK    )  
                                  )   ss:  
COUNTY OF MONROE    )

On this 14 day of <sup>November 2011</sup> ~~October, 2011~~, before me, the undersigned, a Notary Public in and for said State, personally appeared Andre M. Langston, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

AYLIN YILMAZ  
Notary Public, State of New York  
No. 01Y16112233  
Qualified in Monroe County  
Commission Expires June 28, 2012

  
Notary Public