

## EXHIBIT 12A

Assignee is a limited liability company controlled through intermediate corporations by NextMedia Investors, LLC ("Investors"). The owners of Investors are able to influence the day to day operation of Investor's media enterprises only to the extent that they are employed in those enterprises or they have the power to elect persons to Investors' Board. Exhibit 11 identifies all officers, directors/board members and members of Investors and its subsidiaries. It does not provide complete information on PNE Media LLC, an entity with no power to elect Investor's Board Members, or on certain affiliates of the Goldman Sachs Members who are not involved in the media enterprises of the Goldman Sachs Members. Further, it does not provide complete information on the ownership of Class B and Class C Members since they have no power to appoint Board Members.

Assignee submits that the information omitted pertains to membership interests which do not influence the day to day operations of applicant's business and are properly deemed unattributable interests. In this connection Applicant submits that it is indirectly owned by a large number of individuals and entities. The individuals and entities with the power to influence the Assignee's actions are among the numerous persons whose interests are disclosed herein.

Appended hereto as Exhibit 12B is the Second Amended and Restated Limited Liability Company Agreement of NextMedia Investors, LLC, as amended and sans attachments (the "LLC Agreement"). Section 6.1 of the LLC Agreement establishes Investors as a "board of directors" managed company, with the Board responsible for all Major Decisions and for managing all other business and affairs of the Company<sup>1</sup>. Section 9.1 bars Members from participating in the management or control of Investors or its business, except through the Board. Section 6.2 sets out the relative power of Investors' members to appoint Board Members. As noted in Exhibit 11 to this application, the power to appoint Board Members resides exclusively in the TWP Members, the Management Members, the Weston Presidio Members, the Alta Members and the Goldman Sachs Members.

In view of the foregoing, Assignee submits that the interests of the PNE Member, the Class B and Class C members of Investors and certain affiliates of the Goldman Sachs Members should not be deemed attributable.

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<sup>1</sup> Under certain limited circumstances, none of which is in existence at the present time, Section 6.11(e) requires a vote of a Special Majority of the Members for certain matters denominated a "Majority Major Decision." These matters are: (a) admission of new Members or the Transfer of Membership Interests; (b) distribution of non-cash Distributable Property; (c) creation of additional Class B interests; (d) incurrence of indebtedness; (e) sale of substantially all of the Company's Assets or merger of the Company into another person; (f) change in lines of business, investment objectives and purposes of the Company; (g) initiation of bankruptcy; (h) voluntary dissolution of the Company; (i) redemption of Membership Interests in the Company; (j) certain hostile takeovers; and (k) certain restructuring affecting effectively connected income ("ECT"), unrelated business taxable income ("UBTI") or status as a Venture Capital Operating Company ("VCOC").