

## **EXHIBIT NO. 11A**

NM Licensing LLC is an indirect subsidiary of NextMedia Investors LLC. NextMedia Investors LLC owns all of the capital stock of NextMedia Group, Inc. which owns all of the capital stock of NextMedia Operating, Inc. NextMedia Operating, Inc., in turn, owns all of the membership interests of NM Licensing LLC. NextMedia LLC, itself, is controlled by its board of directors. A chart depicting this chain of ownership and control is included as Exhibit 11B to this application.

Equity/debt plus attribution plays no role in the ownership structure of NextMedia Investors LLC and its subsidiaries. The consolidated companies have approximately \$500,000,000.00 in total assets and approximately \$200,000,000 in debt. The debt is in the form of publicly traded debt securities. No individual or entity holds sufficient amounts of these debt securities to convert an otherwise unattributable interest in NextMedia Investors LLC or its subsidiaries into an attributable interest under the equity/debt plus standards.

### **NM Licensing LLC**

NM Licensing LLC is a Delaware limited liability company located at 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111. Its sole member, holding a 100% voting interest, is NextMedia Operating, Inc., a Delaware corporation also located at 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111.

The officers and managers of NM Licensing LLC are as follows:

1. Carl Hirsch of 1260 North Ocean Boulevard, Palm Beach, Florida, 33480 is Manager and Executive Chairman of NM Licensing LLC. Mr. Hirsch is a U.S. citizen.
2. Steven Dinetz of 1034 Skyland Drive, Zephyr Cove, Nevada, 89448 is Manager, President and Chief Executive Officer of NM Licensing LLC. Mr. Dinetz is a U.S. citizen.
3. Samuel Weller of 5555 Pine Court, Greenwood, Colorado, 80121 is Vice President of NM Licensing LLC. Mr. Weller is a U.S. citizen.
4. Sean Stover of 698 East Fairchild Drive, Highlands Ranch, Colorado, 80126 is Vice President of NM Licensing LLC. Mr. Stover is a U.S. citizen.
5. Steven Smith of 6427 Acres Drive, Independence, Ohio, 44131 is Vice President of NM Licensing LLC. Mr. Smith is a U.S. citizen.
6. Jeffrey Dinetz of 14 Wagon Trail, Mawah, New Jersey, 07430 is Vice President of NM Licensing LLC. Mr. Dinetz is a U.S. citizen.
7. Schuyler Hansen of 234 South Corona Street, Denver, Colorado, 80209 is Vice

President and Assistant Secretary of NM Licensing LLC. Mr. Hansen is a U.S. citizen.

8. Mark Stennett of 418 Sunset Drive, Georgetown, Texas, 78628 is Vice President of Engineering of NM Licensing LLC. Mr. Stennett is a U.S. citizen.

9. Matthew Leibowitz of 8 West Rivo Alto Drive, Miami Beach, Florida, 33139 is Secretary of NM Licensing LLC. Mr. Leibowitz is a U.S. citizen.

**NextMedia Operating, Inc.**

NextMedia Operating, Inc. is a Delaware corporation located at 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111. Its sole shareholder, holding stock representing 100% voting power, is NextMedia Group, Inc., a Delaware corporation also located at 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111.

The officers and directors of NextMedia Operating, Inc. are as follows:

1. Carl Hirsch is Executive Chairman and Director of NextMedia Operating, Inc..
2. Steven Dinetz is Senior Vice President and Chief Financial Officer of NextMedia Operating, Inc.
3. Samuel Weller is President and Co-Chief Operating Officer of NextMedia Operating, Inc.'s Radio Division.
4. Jeffrey Dinetz is Executive Vice President and Co-Chief Operating Officer of NextMedia Operating, Inc.'s Radio Division.
5. James Matalone of 2627 Pleasant Place, Sarasota, Florida, 34249 is President and Chief Operating Officer of NextMedia Operating, Inc.'s Outdoor Division. Mr. Matalone is a U.S. citizen.
6. Steven Smith is Vice President - Finance for NextMedia Operating, Inc.
7. Mark Stennett is Vice President for Engineering of NextMedia Operating, Inc.
8. Donald Parker of 627 North La Jolla Avenue, Los Angeles, California, 90048 is Vice President of Programming for NextMedia Operating, Inc.. Mr. Parker is a U.S. citizen.
9. Schuyler Hansen is Chief Accounting Officer, Assistant Secretary and Treasurer for NextMedia Operating, Inc.
10. Matthew Leibowitz is Secretary for NextMedia Operating, Inc.

### **NextMedia Group, Inc.**

NextMedia Group, Inc. is a Delaware corporation located at 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111. Its sole shareholder, holding stock representing 100% of the votes, is NextMedia Investors, LLC, a Delaware limited liability company located at 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111.

The officers and directors of NextMedia Group, Inc. are as follows:

1. Carl Hirsch is NextMedia Group, Inc.'s Executive Chairman and Director.
2. Steven Dinetz is NextMedia Group, Inc.'s President, Chief Executive Officer and Director.
3. Samuel Weller is President and Co-Chief Executive Officer of NextMedia Group, Inc.'s Radio Division.
4. Jeffrey Dinetz is Executive Vice President and Co-Chief Operating Officer of NextMedia Group, Inc.'s Radio Division.
5. James Matalone is President and Chief Operating Officer of NextMedia Group, Inc.'s Outdoor Division.
6. Steven Smith is NextMedia Group, Inc.'s Vice President - Finance.
7. Schuyler Hansen is NextMedia Group, Inc.'s Chief Accounting Officer, Assistant Secretary and Treasurer.
8. Matthew Leibowitz is NextMedia Group, Inc.'s Secretary.

### **NextMedia Investors LLC**

NextMedia Investors LLC is a Delaware limited liability company located at 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111. NextMedia Investors LLC is a board of directors managed limited liability company with three classes of members, Class A Members, Class B Members and Class C Members. The only members with power to elect the board of directors are certain of the Class A Members.

The Class A Members of NextMedia Investors LLC can be categorized into six groups based on their common control or mutual interests. The first group of Class A Members is affiliated with Thomas Weisel Partners Group, LLC and is referred to as the "TWP Members." The TWP Members are:

1. Thomas Weisel Capital Partners, L.P. a Delaware limited partnership located at One Montgomery Street, Suite 3700, San Francisco, California, 94104, holds a current profit percentage of 33.8888 in NextMedia Investors LLC.

2. TWP CEO Founders Circle (QP), L.P., a Delaware limited partnership located at One Montgomery Street, San Francisco, California, 94104, holds a current profit percentage of 2.8606 in NextMedia Investors LLC.

3. TWP CEO Founders Circle (AI), L.P., a Delaware limited partnership located at One Montgomery Street, San Francisco, California, 94104, holds a current profit percentage of 0.7830 in NextMedia Investors LLC.

4. Thomas Weisel Capital Partners Employee Fund, L.P., a Delaware limited partnership located at One Montgomery Street, San Francisco, California, 94104, holds a current profit percentage of 0.3156 in NextMedia Investors LLC.

5. TWP 2000 Co-Investment Fund, L.P., a Delaware limited partnership located at One Montgomery Street, San Francisco, California, 94104, holds a current profit percentage of 0.5107 in NextMedia Investors LLC.

6. Thomas Weisel Capital Partners (Dutch), L.P., a Delaware limited partnership located at One Montgomery Street, San Francisco, California, 94104, holds a current profit percentage of 0.7928 in NextMedia Investors LLC.

7. Thomas Weisel Capital Partners (Dutch II), L.P., Delaware limited partnership located at One Montgomery Street, San Francisco, California, 94104, holds a current profit percentage of 0.7928 in NextMedia Investors LLC.

The second group of affiliated Class A Members of NextMedia Investors LLC consist of present and former manages of NextMedia Investors LLC and is referred to as the "Management Members." The Management Members are:

8. Carl Hirsch, the Chairman of the Board of NextMedia Investors LLC, holds a current profit percentage of 4.1873 in NextMedia Investors LLC.

9. Steven Dinetz, the President and Chief Executive Officer of NextMedia Investors LLC, holds a current profit percentage of 4.1873 in NextMedia Investors LLC.

10. Samuel Weller, Executive Vice President, President and Co-Chief Executive Officer of Radio Division of NextMedia Investors LLC, holds a current profit percentage of 0.0858 in NextMedia Investors LLC.

11. Allen Stieglitz of 9138 East Charter Oak Drive, Scottsdale, Arizona, 85260, holds

a current profit percentage of 0.0343 in NextMedia Investors LLC. Mr. Stieglitz is a U.S. Citizen.

12. Sean Stover, Chief Financial Officer and Treasurer of NextMedia Investors LLC holds a current profit percentage of 0.0858 in NextMedia Investors LLC.

13. Steven Smith, Vice President of Finance of NextMedia Investors LLC holds a current profit percentage of 0.0858 in NextMedia Investors LLC.

14. Matthew Leibowitz, Secretary of NextMedia Investors LLC holds a current profit percentage of 0.1716 in NextMedia Investors LLC.

15. Jeffrey Dinetz, Executive Vice President and Co-Chief Operating Officer of Radio Division of NextMedia Investors LLC holds a current profit percentage of 0.0858 in NextMedia Investors LLC.

The third group of affiliated Class A Members of NextMedia Investors LLC is controlled by Weston Presidio Capital Management III, LLC and are referred to as the “Weston Presidio Members.” The Weston Presidio Members are:

16. Weston Presidio Capital III, L.P., a Delaware limited partnership located at Pier 1, Bay 2, San Francisco, California, 94111, holds a current profit percentage of 17.7568 in NextMedia Investors LLC.

17. WPC Entrepreneur Fund, L.P., a Delaware limited partnership located at Pier 1, Bay 2, San Francisco, California, 94111, holds a current profit percentage of 0.8839 in NextMedia Investors LLC.

The fourth group of affiliated Class A Members are controlled by Goldman Sachs, Inc. and are referred to as the “Goldman Sachs Members.” The Goldman Sachs Members are:

18. GS Capital Partners 2000, L.P. of 85 Broad Street, New York, New York, 10004, a Delaware limited partnership, holds a current profit percentage of 4.2939 in NextMedia Investors LLC.

19. GS Capital Partners 2000 Offshore, L.P. of 85 Broad Street, New York, New York, 10004, a Cayman limited partnership, holds a current profit percentage of 1.5602 in NextMedia Investors LLC.

20. GS Capital Partners 2000 GMBH & Co. Beteiligungs KG of 85 Broad Street, New York, New York, 10004, a German limited liability enterprise, holds a current profit percentage of 0.1795 in NextMedia Investors LLC.

21. GS Capital Partners 2000 Employee Fund, L.P. of 85 Broad Street, New York, New

York, 10004, a Delaware limited partnership, holds a current profit percentage of 1.3635 in NextMedia Investors LLC.

The fifth group of affiliated Class A Members of NextMedia Investors LLC is controlled by Alta Communications VIII Managers LLC and is referred to as the “Alta Members.” The Alta Members are:

22. Alta Communications VIII, L.P., of 200 Clarendon Street, 51<sup>st</sup> floor, Boston, Massachusetts, 02116, a Delaware limited partnership, holds a current profit percentage of 11.4765 in NextMedia Investors LLC.

23. Alta Communications VIII-B, L.P. of 200 Clarendon Street, 51<sup>st</sup> floor, Boston, Massachusetts, 02116, a Delaware limited partnership, holds a current profit percentage of 0.6389 in NextMedia Investors LLC.

24. Alta VIII Associates, LLC of 200 Clarendon Street, 51<sup>st</sup> floor, Boston, Massachusetts, 02116, a Delaware limited liability company, holds a current profit percentage of 0.0035 in NextMedia Investors LLC.

25. Alta-Comm S-by-S, LLC of 200 Clarendon Street, 51<sup>st</sup> floor, Boston, Massachusetts, 02116, a Delaware limited liability company, holds a current profit percentage of 0.1898 in NextMedia Investors LLC.

The sixth and final category of Class A Member consists of a single entity related to the Alta members and referred to as the “PNE Member.” The PNE Member is:

26. PNE Media, LLC of 2014 Stanley Terrace, Union, New Jersey, 08083, a Delaware limited liability company, holds a current profit percentage of 10.1202 in NextMedia Investors LLC.

The Class B Members of NextMedia Investors LLC do not hold equity interests in the sense of the Class A Members and the Class C Members, who contributed money or other assets for their ownership interests. Class B Membership is a type of carried interest held by managers of NextMedia Investors LLC’s business. Class B Membership Interests vest over time; are forfeitable; and entitle their holders to certain distributions made by NextMedia Investors LLC. The Class B Membership Interests do not vote for the members of NextMedia Investors LLC’s board of directors. The Class B Members of NextMedia Investors LLC are:

27. Carl Hirsch

28. Steven Dinetz

29. Samuel Weller

30. Jeffrey Dinetz
31. Sean Stover
32. Steven Smith
33. Matthew Leibowitz
34. Allen Stieglitz
35. James Matalone
36. Bruce Washburn of 5141 36<sup>th</sup> Avenue, Ocala, Florida, 34480. Mr. Washburn is a U.S. citizen.
37. Scot McArtor of 1763 South drive, Sarasota, Florida, 64239. Mr. McArtor is a U.S. citizen.
38. Michael Morrill of 1723 South Drive, Sarasota, Florida, 34239. Mr. Morrill is a U.S. citizen.

The Class C Members of NextMedia Investors LLC do not vote for members of the NextMedia Investors LLC board of directors. They do have an equity interest in the profits of NextMedia Investors LLC. The Class C Members of NextMedia Investors LLC are:

39. NextMedia Select Partners, LLC of 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111, a Delaware limited liability company, holds a current profit percentage of 1.3386 in NextMedia Investors LLC.
40. Richard F. Rambaldo of 1324 South Shore, Apartment 308, Erie, Pennsylvania, 16505, holds a current profit percentage of 1.0297 in NextMedia Investors LLC. Mr. Rambaldo is a U.S. citizen.
41. James Arabanos of 16161 Gladys Lane, Minnetonka, Minnesota, 55345, holds a current profit percentage of 0.1144 in NextMedia Investors LLC. Mr. Arabanos is a U.S. citizen.
42. Tony Jacobson of 13355 54 Avenue, North, Plymouth, Minnesota, 55442, holds a current profit percentage of 0.0686 in NextMedia Investors LLC. Mr. Jacobson is a U.S. citizen.
43. Mark Spaniol of 1561 Creek Run Trail, Excelsior, Minnesota, 55331, holds a current profit percentage of 0.0458 in NextMedia Investors LLC. Mr. Spaniol is a U.S. citizen.
44. James Hooker of 651 Leonard Parkway, Crystal Lake, Illinois, 60014, holds a current

profit percentage of 0.6864 in NextMedia Investors LLC. Mr. Hooker is a U.S. citizen.

45. Michael Anselmo of 8212 Norman Creek Trail, Bloomington, Minnesota, 55437, holds a current profit percentage of 0.0343 in NextMedia Investors LLC. Mr. Anselmo is a U.S. citizen.

46. James Rhude of 220 East 41 Street, Hibbing, Minnesota, holds a current profit percentage of 0.0343 in NextMedia Investors LLC. Mr. Rhude is a U.S. citizen.

47. Schuyler Hansen holds a current profit percentage of 0.0030 in NextMedia Investors LLC.

48. Bruce Washburn holds a current profit percentage of 0.0137 in NextMedia Investors LLC.

49. Scot McArtor holds a current profit percentage of 0.0296 in NextMedia Investors LLC.

50. Michael Morrill holds a current profit percentage of 0.0148 in NextMedia Investors LLC.

51. James Matalone holds a current profit percentage of 0.0074 in NextMedia Investors LLC.

NextMedia Investors LLC is not a member managed limited liability company and ownership interests in NextMedia Investors LLC do not correspond directly with power to influence the operation of NextMedia Investors LLC's media interests. The Second Amended and Restated Limited Liability Company Agreement of NextMedia Investors LLC (the "LLC Agreement")<sup>1</sup> vests management of NextMedia Investors LLC in its board of directors (the "Board"). See LLC Agreement at para. 6.1. Certain Class A Members of NextMedia Investors LLC have the power to elect members of the Board ("Board Members") in the manner set out in paragraph 6.2 of the LLC Agreement. Apart from this power to elect Board Members, paragraphs 6.11 and 8.6(a) of the LLC Agreement act in combination to place all matters affecting the day-to-day operation of NextMedia Investors LLC in the hands of the Board, and not the Members, of NextMedia Investors LLC.

The Board of Directors of NextMedia Investors LLC is composed of:

1. Carl Hirsch
2. Steven Dinetz

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A copy of the LLC Agreement is Exhibit 12B to this application.

3. Thomas Weisel of One Montgomery Street, Suite 3700, San Francisco, California, 64104, a U.S. citizen.

4. Michael Dolan c/o Thomas Weisel Capital Partners, L.P., One Montgomery Street, Suite 3700, San Francisco, California, 64104, a U.S. citizen.

5. Philip Halperin of Pier 1, Bay 2, San Francisco, California, 94111, a U.S. citizen.

6. Douglas Londal of 85 Broad Street, 10<sup>th</sup> floor, New York, New York, 10004, a U.S. citizen.

7. Kenneth Pontarelli of 85 Broad Street, 10<sup>th</sup> floor, New York, New York, 10004, a U.S. citizen.

8. Brian McNeill of 5 Charles River Square, Boston, Massachusetts, 02116, a U.S. citizen.

A chart depicting the composition of the Board and the relative power of Class A Members to appoint Board Members is Exhibit 11C to this application. It is this power to appoint Board Members that is the meaningful voting power in NextMedia Investors LLC.

Two of NextMedia Investors LLC's eight Board Members are elected by GS Capital Partners 2000, L.P. and, therefore, GS Capital Partners 2000, L.P. can be said to hold 25 percent of the voting power in NextMedia Investors LLC. The two Board Members elected by GS Capital Partners 2000, L.P. are Douglas Londal and Kenneth Pontarelli. A chart depicting voting control over the interest of GS Capital Partners 2000, L.P. in NextMedia Investors LLC is appended to this application as Exhibit 11D. In this connection, Assignee has requested that all offices and directors of Goldman Sachs, Inc., other than Richard A. Friedman and Joseph H. Gelberman (the members of the committee governing the Goldman Sachs, Inc. investment in NextMedia Investors LLC), be regarded as non-attributable in the ownership structure of NextMedia Investors LLC.

The "TWP Members"<sup>2</sup> of NextMedia Investors LLC have the right to elect two of the eight Board Members. Thomas Weisel Capital Partners, L.P. has a majority in interest among the TWP Members and controls their power to appoint Board Members. Ultimately Thomas Weisel Capital Partners, LLC holds 100% voting control over Thomas Weisel Capital Partners, L.P. Accordingly, Thomas Weisel Capital Partners LLC can be said to control 25 percent of the votes in NextMedia Investors LLC. The two Board Members elected by the TWP Members are Thomas Weisel and

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The TWP Members are Thomas Weisel Capital Partners, L.P., TWP CEO Founders Circle (QP), L.P., TWP CEO Founders Circle (AI), L.P., Thomas Weisel Capital Partners Employee Funds, L.P., TWP 2000 Co-Investment Fund, L.P., Thomas Weisel Capital Partners (Dutch), L.P., and Thomas Weisel Capital Partners (Dutch II), L.P.

Michael Dolan. A chart depicting voting control of the TWP Members votes in NextMedia Investors LLC is appended to this application as Exhibit 11E.

The “Management Members” of NextMedia Investors LLC have the right to appoint two of the eight Board Members of NextMedia Investors LLC and this can be thought of as a 25 percent voting interest in NextMedia Investors LLC. The LLC Agreement requires the Management Members to appoint Steven Dinetz and Carl Hirsch to the Management Member board seats, as long as Messrs. Dinetz and Hirsch are associated with NextMedia Investors LLC. If there ever is voting among the Management Members to appoint Board Members, it will be done on the basis of their relative interests in NextMedia Investors LLC. This would translate into the following percentage votes on the appointment of the two Management Members’ Board Members:

Carl Hirsch	46.9%
Steven Dinetz	46.9%
Samuel Weller	0.96%
Allen Stieglitz	0.38%
Sean Stover	0.96%
Steven Smith	0.96%
Matthew Leibowitz	1.9%
Jeffrey Dinetz	0.96%

The “Alta Members”<sup>3</sup> elect one of the eight NextMedia Investors LLC Board Members, representing 12½ percent of the voting power in NextMedia Investors LLC. Alta Communications VIII, L.P. holds the majority in interest among the Alta Members and controls their power to appoint a Board Member. Ultimately, Alta Communications VIII Managers, LLC holds 100% voting control over Alta Communications VIII, L.P. and controls the Alta Members’ 12.5 percent voting interest in the Board of NextMedia Investors LLC. The Board Member elected by the Alta Members is Brian McNeill. A chart depicting voting control of the Alta Members’ votes in NextMedia Investors LLC is appended to this application as Exhibit 11F.

The “Weston Presidio Members”<sup>4</sup> elect one of the eight NextMedia Investors LLC Board Members, representing 12½ percent of the voting power in NextMedia Investors LLC. Weston Presidio Capital III, L.P. holds a majority in interest of the Weston Presidio Members and controls their 12½ percent voting power on the Board. The voting interests in the Weston Presidio Members are ultimately controlled by Weston Presidio Capital Management III, LLC, which holds a 100% voting interest in Weston Presidio Capital III, L.P. The Board Member elected by the Weston

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The Alta Members are Alta Communications VIII, L.P., Alta Communications VIII-B, L.P., Alta VIII Associates, LLC and Alta-Comm VIII S by S, LLC.

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The Weston Presidio Members are Weston Presidio Capital III, L.P. and WPC Entrepreneur Fund, L.P.

Presidio Members is Philip Halperin. A chart depicting voting control of the Weston Presidio Members' 12.5% voting interest on the NextMedia Investors LLC Board is appended to this application as Exhibit 11G.

### **TWP Members**

Thomas Weisel Capital Partners, L.P., TWP CEO Founders Circle (QP), L.P., TWP CEO Founders Circle (AI), L.P., Thomas Weisel Capital Partners Employee Fund, L.P. are all limited partnerships controlled by their sole general partner, Thomas Weisel Capital Partners, LLC. Thomas Weisel Capital Partners, LLC holds a 100% voting interest in each of these entities.

Thomas Weisel Capital Partners, (Dutch), L.P. and Thomas Weisel Capital Partners, (Dutch II), L.P. are each controlled by their sole general partner and 100% voting owner, Thomas Weisel Capital Partners, (Dutch), LLC, a Delaware limited liability company located at One Montgomery Street, Suite 3700, San Francisco, California, 94104. This sole general partner is controlled by its sole managing member and 100% voting owner Thomas Weisel Capital Partners, LLC.

Thomas Weisel Capital Partners, LLC is a Delaware limited liability company located at One Montgomery Street, San Francisco, California, 94104. The sole managing member and 100% voting owner of Thomas Weisel Capital Partners, LLC is Thomas Weisel Partners Group, LLC.

Thomas Weisel Partners Group, LLC is a Delaware limited liability company located at One Montgomery Street, San Francisco, California, 94104. The attributable interests in Thomas Weisel Partners Group, LLC are held as follows:

Thomas W. Weisel is Executive Committee Member and 20 percent voting owner.

Derek Lemke-Von Ammon of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is Executive Committee Member and 20 percent voting owner. Mr. Lemke-Von Ammon is a U.S. citizen.

Timothy J. Heekin of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is Executive Committee Member and 20 percent voting owner. Mr. Heekin is a U.S. citizen.

Mark Shafir of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is Executive Committee Member and 20 percent voting owner. Mr. Shafir is a U.S. citizen.

Mark Manson of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is Executive Committee Member and 20 percent voting owner. Mr. Manson is a U.S. citizen.

David A. Baylor of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is a Member and General Counsel. Mr. Baylor has no votes and is a U.S. citizen.

Shaugn S. Stanley of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is a Member and Chief Administrative Officer. Mr. Stanley has no votes and is a U.S. citizen.

Blake Jorgenson of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is Member and Chief Operating Officer. Mr. Jorgenson has no votes and is a U.S. citizen.

Lawrence Sorrel of One Montgomery Street, Suite 3700, San Francisco, California, 94104 is Member and Co-Director of Private Equity. Mr. Sorrel has no votes and is a U.S. citizen.

No individual or entity holds 33 percent or more of the total assets of Thomas Weisel Partners Group, LLC.

### **Management Members**

The Management Members are all natural persons and no further explanation of their ownership structure is needed.

### **Weston Presidio Members**

Weston Presidio Capital III, L.P. and WPC Entrepreneur Fund, L.P. are controlled by their sole general partner, Weston Presidio Capital Management III, LLC which manages and controls the affairs of the partnership.

Weston Presidio Capital Management III, LLC of Pier 1, Bay 2, San Francisco, California, 94111, is a Delaware limited liability company whose managing members are:

Michael F. Cronin of 200 Clarendon Street, 50<sup>th</sup> floor, Boston, Massachusetts, 02116. Mr. Cronin is a U.S. citizen.

Michael P. Lazarus of Pier 1, Bay 2, San Francisco, California, 94111. Mr. Lazarus is a U.S. citizen.

Philip Halperin.

### **Goldman Sachs**

GS Capital Partners 2000, L.P. is a Delaware limited partnership. Its attributable owner is:

GS Advisors 2000, LLC, a Delaware limited liability company located at 85 Broad Street, New York, NY, 10004.

GS Capital Partners Offshore, LP is a Cayman limited partnership. Its attributable owner is:

GS Advisors 2000, L.L.C.

GS Capital Partners 2000 GMBH & Co. Beteiligungs KG is a German entity. It's general partner is:

Goldman Sachs Management GP GmbH, a German corporation located at 85 Broad Street, New York, NY, 10004.

GS Capital Partners 2000 Employee Fund, L.P. is a Delaware limited partnership. Its attributable owner is:

GS Employee Funds 2000 GP, LLC, a Delaware limited liability company located at 85 Broad Street, New York, NY, 10004.

GS Advisors LLC has the following attributable owner:

Goldman Sachs Group, Inc., a Delaware corporation located at 85 Broad Street, New York, New York, 10004.

Goldman Sachs Management GP GmbH is an indirect wholly owned subsidiary of Goldman Sachs Group, Inc.

GS Employee Funds 2000 GP, LLC has the following attributable owner:

Goldman Sachs Group, Inc.

Ultimately, all of the Goldman Sachs Members are controlled by the Goldman Sachs Group, Inc. a Delaware corporation located at 85 Broad Street, New York, NY, 10004. Its attributable owners are:

Joseph H. Gelberman of 85 Broad Street, 10<sup>th</sup> floor, New York, New York, 10004. Mr. Gelberman is a Vice President and a U.S. citizen.

Richard A. Friedman of 85 Broad Street, 10<sup>th</sup> floor, New York, New York, 10004. Mr. Friedman is a Vice President and a U.S. citizen.

No one person owns as much as 5% of Goldman Sachs Group, Inc. Mr. Gelberman and Mr. Friedman are the Goldman Sachs Group, Inc. officers and directors who serve on the investment committee responsible for the Goldman Members' investment in NextMedia Investors, LLC. The Assignee requests an exemption from attribution for all other officers and directors of Goldman Sachs Group, Inc., including the following individuals:

Robert J. Hurst, Director and Vice Chairman.

Lord Browne of Madingley, Director.

James A. Johnson, Director.

John H. Bryan, Director.

Ruth J. Simmons, Director.

Henry M. Paulson, Jr., Director, Chairman and Chief Executive Officer.

John A. Thain, Director, President and Co-Chief Operating Officer.

John L. Thornton, Director, President and Co-Chief Operating Officer.

David A. Viniar, Chief Financial Officer and Executive Vice President.

Steven T. Mnuchin, Co-Chief Information Officer and Executive Vice President.

Leslie C. Todora, Co-Chief Information Officer and Executive Vice President.

Barry L. Zubrow, Chief Administrative Officer and Executive Vice President.

Robin Neustein, Vice President.

Robert K. Steel, Vice President.

Robert S. Kaplan, Vice President.

Steven M. Heller, Vice President.

John S. Weinberg, Vice President.

Peter S. Kraus, Vice President.

Eric S. Schwartz, Vice President.

E. Gerald Corrigan, Vice President.

Anthony D. Laufo, Vice President.

John W. Curtis, Vice President.

Sarah G. Smith, Vice President, Co-Controller and Principal Accounting Officer.

C. Douglas Fuge, Vice President, Director of Internal Audit.

Daniel M. Neidich, Vice President.

Eric M. Mindich, Vice President.

Gary D. Cohn, Vice President.

Lloyd C. Blankfein, Vice President.

Phillip D. Murphy, Vice President.

Kevin W. Kennedy, Vice President and Executive Administration.

Gregory K. Palm, Vice President, Secretary and General Counsel.

Robert J. Katz, Vice President, Secretary to the Board and Senior Counsel.

Dan H. Jester, Vice President and Treasurer.

Patrick E. Mulvihill, Vice President and Co-Controller.

Esta E. Slecher, Executive Vice President, Assistant Secretary and General Counsel.

Beverly L. O'Toole, Assistant Secretary.

Gail S. Berney, Assistant Secretary.

James B. McHugh, Assistant Secretary and Associate General Counsel.

Kenneth L. Josselyn, Assistant Secretary and Associate General Counsel.

Scott L. Wetheimer, Assistant Treasurer.

Elizabeth E. Beshel, Assistant Treasurer.

Susan Healy, Assistant Treasurer.

Amol S. Naik, Assistant Treasurer.

Craig W. Broderick, Chief Credit Officer.

Carol L. Cortorillo, Assistant Vice President - Stock Plan Group.

Thomas J. McAdam, Assistant Vice President - Corporate Service.

Robert D. Gotlieb, Vice President and Director of Human Resources.

John W. Curtis, Director of Global Compliance.

John F.W. Rogers, Vice President and Chief of Staff.

David J. Greenwald, Associate General Counsel.

### **ALTA Members**

Alta Communications VIII, L.P. and Alta Communications VIII-B, L.P. both have a single attributable owner, their sole General Partner holding a 100 percent voting interest, Alta Communications VIII Managers, LLC.

Alta Communications VIII Managers, LLC is a Delaware limited liability company located at 200 Clarendon Street, 51<sup>st</sup> floor, Boston, Massachusetts, 02116. It's attributable owners are:

Brian McNeill of 5 Charles River Square, Boston, Massachusetts, 02114, is Managing Member and 25 percent equity owner. Mr. McNeill is a U.S. citizen.

Timothy Dibble of 42 Nashoba Road, Concord, Massachusetts, 01742, is Managing Member and 25 percent equity owner. Mr. Dibble is a U.S. citizen.

William P. Egan of 34½ Beacon Street, #6S, Massachusetts, 02108, is a Member and 7.5 percent equity owner. Mr. Egan is a U.S. citizen.

Robert F. Benbow of 53 Norman Way, Tiburon, California, 94920, is a Member and 0.5 percent equity owner. Mr. Benbow is a U.S. citizen.

The Estate of David Retik of 52 Fairfield Street, Needham, Massachusetts, 02492, is a Member and 7.5 percent equity owner.

Robert Emmert of 201 Newbury Street, #306, Boston, Massachusetts, 02116, is a Member and 6.25 percent voting equity owner. Mr. Emmert is a U.S. citizen.

Phil Thompson of 50 South Russell Street, #3, Boston, Massachusetts, 02114, is a Member and 6.25 percent equity owner. Mr. Thompson is a U.S. citizen.

B. Lane McDonald of 409 Heath Street, Chestnut Hill, Massachusetts, 02467, is a Member and 6.25 percent equity owner. Mr. McDonald is a U.S. citizen.

Eileen McCarthy of 70 Orchard Lane, Melrose, Massachusetts, 02176, is a Member and 5 percent equity owner. Ms. McCarthy is a U.S. citizen.

Patrick D. Brubaker of 42-44 St. Botolph Street, #2B, Boston, Massachusetts, 02116, is a Member and 1.25 percent equity owner. Mr. Brubaker is a U.S. citizen.

William P. Egan 1998 Trust of 200 Clarendon Street, 51<sup>st</sup> floor, Boston, Massachusetts, 02116 is a Member and 7.5 percent equity owner. Its sole trustee is F. Davis Dassori of 53 State Street, Boston, Massachusetts, 02109. Mr. Dassori is a U.S. citizen.

The Benbow Living Trust of One Embarcadero Center, San Francisco, California, 94111 is a Member and 2 percent equity owner. Its trustees are Robert and Crystal Benbow of 53 Norman Way, Tiburon, California, 94920. Both trustees are U.S. citizens.

The attributable owners of Alta VIII Associates, LLC are:

Kendra Harris of 28 Exeter Street, #403, Boston, Massachusetts, 02115, is a Member and 0 percent equity owner. Ms. Harris is a U.S. citizen.

Thomas Trowbridge of 913 Boylston Street, Boston, Massachusetts, 02115, is a Member and 0 percent equity owner. Mr. Trowbridge is a U.S. citizen.

Kevin Brown of 123 Commonwealth Avenue, #8, Boston, Massachusetts, 02116, is a Member and 37.5 percent equity owner. Mr. Brown is a U.S. citizen.

Mark Egan of 770 Boylston Street, #12-F, Boston, Massachusetts, 02199, is a Member and 32.258 percent equity owner. Mr. Egan is a U.S. citizen.

Nikhil Patel of 475 Beacon Street, Boston, Massachusetts, 02115, is a Member and 19.355 percent equity owner. Mr. Patel is a U.S. citizen.

Akbar Rafiq of 429 Beacon Street, Boston, Massachusetts, 02115, is a Member and 19.355 percent equity owner. Mr. Rafiq is not a U.S. citizen.

Mike Bogdan of 5 Beals Street, #2, Brookline, Massachusetts, 02446, is a Member and 16.129 percent equity owner. Mr. Bogdan is a U.S. citizen.

Nemanja Mijic of 271 Dartmouth Street, #4E, Boston, Massachusetts, 02116, is a Member and 12.903% equity owner. Mr. Mijic is not a U.S. citizen.

Alta Communications, Inc. of 200 Clarendon Street, 51<sup>st</sup> floor, Boston, Massachusetts, 02116, is a Member and holds 100 percent voting interest.

Alta Communications, Inc. is a Delaware corporation. Its officers, directors and attributable shareholders are:

Brian McNeill is President/Director and 50 percent voting shareholder

Timothy Dibble is Vice President/Director and 50 percent voting shareholder.

Eileen McCarthy is CFO/Secretary and has no voting interests.

William Egan is Vice President and has no voting interests.

Alta-Comm S-by-S, LLC is controlled by the following attributable owners:

Timothy Dibble is a Member and 1.45 percent voting equity owner.

Eileen McCarthy is a Member and .72 percent voting equity owner.