

**EXHIBIT 10**  
**Section III, Item 5(a)**

**CHANGES IN INTERESTS RESULTING FROM**  
**PRO FORMA TRANSFER OF CONTROL AND PARTIES TO THE APPLICATION**

**I. DESCRIPTION OF *PRO FORMA* TRANSACTION**

The Walt Disney Company ("TWDC") is undertaking an internal reorganization ("Reorganization") pursuant to which control of certain of its subsidiaries holding radio broadcast licenses ("TWDC Licensees") issued by the Federal Communications Commission ("FCC") will be transferred to other existing wholly-owned subsidiaries of TWDC ("Pro Forma Transfer of Control"). TWDC also will cause certain of the TWDC Licensees to assign such licenses to newly created wholly-owned subsidiaries of TWDC ("Pro Forma Assignment"). The instant application ("Application") is one of several simultaneously filed applications in connection with the Reorganization seeking the consent of the FCC to the Pro Forma Transfer of Control and/or the Pro Forma Assignment. The TWDC Licensees presently are controlled through various directly and indirectly wholly-owned subsidiaries of TWDC. TWDC is a publicly traded company.

This Application seeks FCC consent to the *pro forma* transfer of control of Radio Disney Atlanta, LLC ("RD Atlanta"), licensee of the commercial radio station listed in Attachment 1 to this Exhibit, from ABC, Inc. ("ABC") to ABC Holding Company, Inc. ("ABC Holding"). As depicted in Attachment 2 to this Exhibit, at present, RD Atlanta is a direct wholly-owned subsidiary of ABC, the proposed transferor. ABC is a direct wholly-owned subsidiary of ABC Enterprises, Inc. ABC Enterprises, Inc. is a direct wholly-owned subsidiary of Disney Enterprises, Inc., which is a direct wholly-owned subsidiary of TWDC.

Pursuant to the Reorganization, ABC's membership interest in RD Atlanta will be transferred to ABC Holding, which currently is a direct wholly-owned subsidiary of ABC. No other changes to the ownership of RD Atlanta will be made. As a result, RD Atlanta will be a direct wholly-owned subsidiary of ABC Holding. ABC Holding will be a direct wholly-owned subsidiary of ABC, which in turn will be a direct wholly-owned subsidiary of ABC Enterprises, Inc. ABC Enterprises, Inc. will be a direct wholly-owned subsidiary of Disney Enterprises, Inc., which will be a direct wholly-owned subsidiary of TWDC. The proposed ownership of RD Atlanta is set forth in Attachment 3 to this Exhibit.

Because TWDC is the indirect 100% owner of both ABC and ABC Holding, the Reorganization will not result in any change in ultimate ownership or control of RD Atlanta. Accordingly, the transaction for which FCC approval is sought herein constitutes a *pro forma* transfer of control.

## II. PARTIES TO THE APPLICATION

### A. PROPOSED TRANSFEROR

Information on the (1) name and address, (2) citizenship, (3) positional interest, (4) percentage of votes, and (5) percentage of equity of ABC, the proposed transferor, and all parties holding an attributable interest in ABC is set forth in the below tables.

**ABC, Inc.** is a Delaware corporation and the proposed transferor. The shareholders, officers and directors of ABC, Inc. are as follows:

1.	ABC Enterprises, Inc. 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	David Converse 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Executive Vice President, General Counsel	Vice President, Director of Engineering Owned TV Station Group
4.	100%	0%	0%
5.	100%	0%	0%

1.	T. Scott Fain 500 South Buena Vista Street Burbank, CA 91521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Counsel	Senior Vice President— Corporate Legal Affairs	Assistant Treasurer
4.	0%	0%	0%
5.	0%	0%	0%

1.	Tanya L. Menton 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX 75240	Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Counsel	Vice President, President— Radio Division—Broadcast Group	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	Henry Hoberman 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	George Bodenheimer ESPN Plaza Bristol, CT 06010	Walter C. Liss, Jr. 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Counsel	Executive Vice President	Vice President, Chairman of Owned TV Group
4.	0%	0%	0%
5.	0%	0%	0%

1.	Mitchell Polon 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Jeffrey S. Rosen 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Secretary, Director	Senior Vice President— Human Resources
4.	0%	0%	0%
5.	0%	0%	0%

1.	Jeffrey Ruthizer 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Labor Relations	Vice President, Assistant Secretary	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	Jane B. Stewart 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	Derek Yeoman 500 South Buena Vista Street Burbank, CA 91521	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Senior Vice President— Planning and Control	Vice President, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Richard Wertsching 500 South Buena Vista Street Burbank, CA 91521	David Westin 500 South Buena Vista Street Burbank, CA 91521	Laurie Younger 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Sourcing & Procurement, Media Networks	Senior Vice President, President—ABC News	Vice President and President—Buena Vista Worldwide TV
4.	0%	0%	0%
5.	0%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	Lori R. Harris 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	John W. Zucker 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023
2.	USA	USA	USA
3.	Treasurer	Vice President, Counsel	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	President, Director
4.	0%
5.	0%

**ABC Enterprises, Inc.** is a Delaware corporation and the sole shareholder of ABC, Inc.  
The shareholders, officers and directors of ABC Enterprises, Inc. are as follows:

1.	Disney Enterprises, Inc. 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Executive Vice President	Senior Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Assistant Treasurer	Director, Senior Vice President	Secretary, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	Treasurer
4.	0%
5.	0%

**Disney Enterprises, Inc.** is a Delaware corporation and the sole shareholder of ABC Enterprises, Inc. The shareholders, officers and directors of Disney Enterprises, Inc. are as follows:

1.	The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Vicki Applegate 500 South Buena Vista Street Burbank, CA 91521	Anthony Basalari 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Vice President—Counsel	Senior Vice President— Counsel
4.	100%	0%	0%
5.	100%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	Cathy E. De Roy 500 South Buena Vista Street Burbank, CA 91521	Tod A. Devine 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Corporate Tax	Senior Vice President— Counsel	Vice President—Counsel
4.	0%	0%	0%
5.	0%	0%	0%

1.	Mary Fossier 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Counsel	Assistant Treasurer	Vice President—Finance
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521	Michelle C. Kane 500 South Buena Vista Street Burbank, CA 91521	James M. Kapanstein 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	President, Director	Senior Vice President— Counsel	Vice President—Counsel
4.	0%	0%	0%
5.	0%	0%	0%

1.	Suet Lai 500 South Buena Vista Street Burbank, CA 91521	Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521	Kenneth E. Newman 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President—Counsel	Executive Vice President, Treasurer	Senior Vice President— Eastern Regional Counsel, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521	Mitchell K. Polon 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Assistant General Counsel, Assistant Secretary	Vice President—Financial Risk Management, Corporate Treasury	Vice President, Assistant Secretary, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Claire Robinson 500 South Buena Vista Street Burbank, CA 91521	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Intellectual Property Counsel	Senior Vice President— Assistant General Counsel, Assistant Secretary	Senior Executive Vice President, Chief Financial Officer
4.	0%	0%	0%
5.	0%	0%	0%



1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Jacob M. Yellin 500 South Buena Vista Street Burbank, CA 91521	Steve Ackerman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Assistant General Counsel, Secretary, Director	Senior Vice President— Counsel	Vice President—Counsel, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Brent Woodford 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	Senior Vice President, Controller
4.	0%
5.	0%

**The Walt Disney Company** is a Delaware corporation and the sole shareholder of Disney Enterprises, Inc. The officers and directors of The Walt Disney Company are as follows:<sup>1</sup>

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	President, Chief Executive Officer, Director	Senior Executive Vice President, Chief Financial Officer	Senior Executive Vice President, General Counsel, Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521	Kevin A. Mayer 500 South Buena Vista Street Burbank, CA 91521	Brent Woodford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Executive Vice President—Corporate Finance and Real Estate, Treasurer	Executive Vice President—Corporate Strategy, Business Development and Technology	Senior Vice President—Planning and Control
4.	0%	0%	0%
5.	0%	0%	0%

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<sup>1</sup> TWDC is a publicly traded company. TWDC is unaware of any holders of 5% or more of the outstanding shares of TWDC's common stock.

1.	Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521	Roger J. Patterson 500 South Buena Vista Street Burbank, CA 91521	Jeffrey N. Paule 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President, Deputy General Counsel, Assistant Secretary	Vice President—Counsel, Assistant Secretary	Senior Vice President— General Counsel—Walt Disney International
4.	0%	0%	0%
5.	0%	0%	0%

1.	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Terri A. Southwick 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President— Governance Admin. and Assistant Secretary	Senior Vice President— Assistant General Counsel, Assistant Secretary	Senior Vice President— Deputy General Counsel – Intellectual Property, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Kenneth E. Newman 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	George J. Mitchell c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Deputy General Counsel, Corporate Secretary	Senior Vice President— Eastern Regional Counsel, Assistant Secretary	Director, Chairman of the Board
4.	0%	0%	0%
5.	0%	0%	0%

1.	John E. Bryson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	John S. Chen c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Judith L. Estrin c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Fred H. Langhammer c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Aylwin B. Lewis c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Monica C. Lozano c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	Germany	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert W. Matschullat c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Leo J. O'Donovan, S.J. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Gary L. Wilson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	John E. Pepper, Jr. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Orin C. Smith c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA
3.	Director	Director
4.	0%	0%
5.	0%	0%

## B. PROPOSED TRANSFEREE

Information on the (1) name and address, (2) citizenship, (3) positional interest, (4) percentage of votes, and (5) percentage of equity of ABC Holding, the proposed transferee, and all parties holding an attributable interest in ABC Holding, following consummation of the Reorganization, is set forth in the below tables.

**ABC Holding Company, Inc.** is a Delaware corporation and the proposed transferee. The shareholders, officers and directors of ABC Holding Company, Inc. are as follows:

1.	ABC, Inc. 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	Anthony J. Basalari 500 South Buena Vista Street Burbank, CA 91521	Lynn H. Beckemeyer 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Vice President	Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	David Converse 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director, Senior Vice President	Treasurer	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	T. Scott Fain 500 South Buena Vista Street Burbank, CA 91521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Vice President	Assistant Treasurer
4.	0%	0%	0%
5.	0%	0%	0%

1.	Arnold J. Kleiner 500 Circle Seven Drive Glendale, CA 91201	Walter C. Liss, Jr. 500 South Buena Vista Street Burbank, CA 91521	James E. O'Grady 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President	Director	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Andrew Pucher 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Jane B. Stewart 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President	Secretary	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Derek Yeoman 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023
2.	USA	USA	USA
3.	Director, Vice President	President	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

**ABC, Inc.** is a Delaware corporation and the sole shareholder of ABC Holding Company, Inc. The shareholders, officers, and directors of ABC, Inc. are as follows:

1.	ABC Enterprises, Inc. 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	David Converse 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Executive Vice President, General Counsel	Vice President, Director of Engineering Owned TV Station Group
4.	100%	0%	0%
5.	100%	0%	0%

1.	T. Scott Fain 500 South Buena Vista Street Burbank, CA 91521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Counsel	Senior Vice President— Corporate Legal Affairs	Assistant Treasurer
4.	0%	0%	0%
5.	0%	0%	0%

1.	Tanya L. Menton 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX 75240	Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Counsel	Vice President, President— Radio Division—Broadcast Group	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	Henry Hoberman 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	George Bodenheimer ESPN Plaza Bristol, CT 06010	Walter C. Liss, Jr. 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Counsel	Executive Vice President	Vice President, Chairman of Owned TV Group
4.	0%	0%	0%
5.	0%	0%	0%



1.	Mitchell Polon 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Jeffrey S. Rosen 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Secretary, Director	Senior Vice President— Human Resources
4.	0%	0%	0%
5.	0%	0%	0%

1.	Jeffrey Ruthizer 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Labor Relations	Vice President, Assistant Secretary	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	Jane B. Stewart 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	Derek Yeoman 500 South Buena Vista Street Burbank, CA 91521	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Senior Vice President— Planning and Control	Vice President, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Richard Wertsching 500 South Buena Vista Street Burbank, CA 91521	David Westin 500 South Buena Vista Street Burbank, CA 91521	Laurie Younger 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Sourcing & Procurement, Media Networks	Senior Vice President, President—ABC News	Vice President and President—Buena Vista Worldwide TV
4.	0%	0%	0%
5.	0%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	Lori R. Harris 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	John W. Zucker 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023
2.	USA	USA	USA
3.	Treasurer	Vice President, Counsel	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	President, Director
4.	0%
5.	0%

**ABC Enterprises, Inc.** is a Delaware corporation and the sole shareholder of ABC, Inc. The shareholders, officers and directors of ABC Enterprises, Inc. are as follows:

1.	Disney Enterprises, Inc. 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Executive Vice President	Senior Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Assistant Treasurer	Director, Senior Vice President	Secretary, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	Treasurer
4.	0%
5.	0%

**Disney Enterprises, Inc.** is a Delaware corporation and the sole shareholder of ABC Enterprises, Inc. The shareholders, officers and directors of Disney Enterprises, Inc. are as follows:

1.	The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Vicki Applegate 500 South Buena Vista Street Burbank, CA 91521	Anthony Basalari 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Vice President—Counsel	Senior Vice President—Counsel
4.	100%	0%	0%
5.	100%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	Cathy E. De Roy 500 South Buena Vista Street Burbank, CA 91521	Tod A. Devine 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President—Corporate Tax	Senior Vice President—Counsel	Vice President—Counsel
4.	0%	0%	0%
5.	0%	0%	0%

1.	Mary Fossier 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Counsel	Assistant Treasurer	Vice President—Finance
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521	Michelle C. Kane 500 South Buena Vista Street Burbank, CA 91521	James M. Kapanstein 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	President, Director	Senior Vice President— Counsel	Vice President—Counsel
4.	0%	0%	0%
5.	0%	0%	0%

1.	Suet Lai 500 South Buena Vista Street Burbank, CA 91521	Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521	Kenneth E. Newman 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President—Counsel	Executive Vice President, Treasurer	Senior Vice President— Eastern Regional Counsel, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521	Mitchell K. Polon 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Assistant General Counsel, Assistant Secretary	Vice President—Financial Risk Management, Corporate Treasury	Vice President, Assistant Secretary, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Claire Robinson 500 South Buena Vista Street Burbank, CA 91521	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Intellectual Property Counsel	Senior Vice President— Assistant General Counsel, Assistant Secretary	Senior Executive Vice President, Chief Financial Officer
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Jacob M. Yellin 500 South Buena Vista Street Burbank, CA 91521	Steve Ackerman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Assistant General Counsel, Secretary, Director	Senior Vice President— Counsel	Vice President—Counsel, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Brent Woodford 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	Senior Vice President, Controller
4.	0%
5.	0%

**The Walt Disney Company** is a Delaware corporation and the sole shareholder of Disney Enterprises, Inc. The officers and directors of The Walt Disney Company are as follows:<sup>2</sup>

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	President, Chief Executive Officer, Director	Senior Executive Vice President, Chief Financial Officer	Senior Executive Vice President, General Counsel, Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521	Kevin A. Mayer 500 South Buena Vista Street Burbank, CA 91521	Brent Woodford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Executive Vice President—Corporate Finance and Real Estate, Treasurer	Executive Vice President—Corporate Strategy, Business Development and Technology	Senior Vice President—Planning and Control
4.	0%	0%	0%
5.	0%	0%	0%

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<sup>2</sup> TWDC is a publicly traded company. TWDC is unaware of any holders of 5% or more of the outstanding shares of TWDC's common stock.

1.	Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521	Roger J. Patterson 500 South Buena Vista Street Burbank, CA 91521	Jeffrey N. Paule 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President, Deputy General Counsel, Assistant Secretary	Vice President—Counsel, Assistant Secretary	Senior Vice President— General Counsel—Walt Disney International
4.	0%	0%	0%
5.	0%	0%	0%

1.	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Terri A. Southwick 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President— Governance Admin. and Assistant Secretary	Senior Vice President— Assistant General Counsel, Assistant Secretary	Senior Vice President— Deputy General Counsel – Intellectual Property, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Kenneth E. Newman 77 West 66 <sup>th</sup> Street 16 <sup>th</sup> Floor New York, NY 10023	George J. Mitchell c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Deputy General Counsel, Corporate Secretary	Senior Vice President— Eastern Regional Counsel, Assistant Secretary	Director, Chairman of the Board
4.	0%	0%	0%
5.	0%	0%	0%



1.	John E. Bryson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	John S. Chen c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Judith L. Estrin c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Fred H. Langhammer c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Aylwin B. Lewis c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Monica C. Lozano c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	Germany	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert W. Matschullat c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Leo J. O'Donovan, S.J. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Gary L. Wilson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

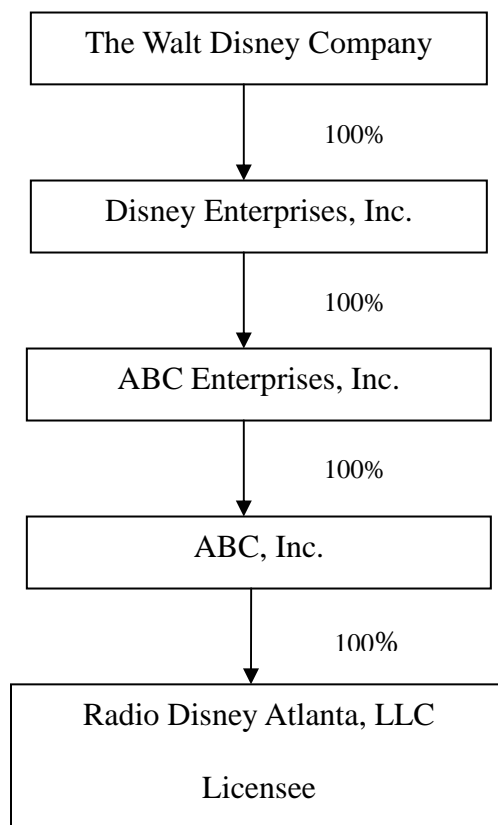
1.	John E. Pepper, Jr. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Orin C. Smith c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA
3.	Director	Director
4.	0%	0%
5.	0%	0%

**EXHIBIT 10: ATTACHMENT 1**  
**Section III, Item 5(a)**

The following commercial radio station licensed to RD Atlanta is the subject of this Application:

<i><b>Call Sign</b></i>	<i><b>Facility ID</b></i>	<i><b>Community of License</b></i>
WDWD(AM)	8623	Atlanta, GA

**EXHIBIT 10: ATTACHMENT 2**  
**Current Ownership Structure**



**EXHIBIT 10: ATTACHMENT 3**  
**Proposed Ownership Structure**

