

EXHIBIT 10
Section III, Item 5(a)

**CHANGES IN INTERESTS RESULTING FROM
PRO FORMA ASSIGNMENT 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* assignment of certain TWDC Licenses from WBAP-KSCS Operating, Ltd. (“WBAP”) to Radio License Holding IV, LLC (“Radio License IV”). The commercial radio stations licensed to WBAP which are the subject of this Application are listed in Attachment 1 to this Exhibit (“WBAP Licenses”).¹ As depicted in Attachment 2 to this Exhibit, at present, the partnership interests of WBAP are held by WBAP-KSCS Radio, Inc. and WBAP KSCS Partner, Inc. WBAP-KSCS Radio, Inc., the general partner of WBAP, and WBAP-KSCS Partner, Inc., the limited partner of WBAP, are direct wholly-owned subsidiaries of ABC, Inc., which 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, WBAP intends to assign the WBAP Licenses from WBAP to Radio License IV, a newly formed indirect wholly-owned subsidiary of TWDC. As depicted in Attachment 3 to this Exhibit, Radio License IV will be a wholly-owned subsidiary of WBAP-KSCS Assets, LLC, which, in turn, will be a wholly-owned subsidiary of WBAP-KSCS Radio Group, Ltd. The partnership interests of WBAP-KSCS Radio Group, Ltd. will be held by WBAP-KSCS Radio Acquisition, LLC, the general partner, and WBAP-KSCS Acquisition Partner, LLC, the limited partner. Both partners will be direct wholly-owned subsidiaries of ABC Chicago FM Radio, Inc., which, in turn, will be a direct wholly-owned subsidiary of TWDC. Because TWDC is the indirect 100% owner of both WBAP and Radio License IV, the

¹ The license for Station KESN(AM), which also is held by WBAP, is the subject of a separate application filed simultaneously herewith pursuant to which WBAP seeks FCC consent to the *pro forma* assignment of KESN(AM) from WBAP to KESN Assets, LLC, an indirect wholly-owned subsidiary of TWDC.

Reorganization will not result in any change in ultimate ownership or control of the WBAP Licenses. Accordingly, the transaction for which FCC approval is sought herein constitutes a *pro forma* assignment.

The current ownership structure of WBAP, the current licensee of the WBAP Licenses, is depicted in Attachment 2 and the ownership structure of Radio License IV, the proposed licensee of the WBAP Licenses following consummation of the Reorganization, is depicted in Attachment 3.

II. PARTIES TO THE APPLICATION

A. PROPOSED ASSIGNOR

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

WBAP-KSCS Operating, Ltd. is a Delaware limited partnership and the proposed assignor. The partners of WBAP-KSCS Operating, Ltd. are as follows:

1.	WBAP-KSCS Radio, Inc. 2221 East Lamar Blvd. Suite 400 Arlington, TX 76006	WBAP-KSCS Partner, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023
2.	NA	NA
3.	General Partner	Limited Partner
4.	100%	0%
5.	10%	90%

WBAP-KSCS Partner, Inc. is a Delaware corporation and the sole limited partner of WBAP-KSCS Operating, Ltd. The shareholders, officers and directors of WBAP-KSCS Partner, Inc. are as follows:

1.	ABC, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023	Anne L. Buettner 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	Treasurer	Director, Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	John Hare 13725 Montfort Drive Dallas, TX 75240	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Derek Yeoman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Secretary	President
4.	0%	0%	0%
5.	0%	0%	0%

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

WBAP-KSCS Radio, Inc. is a Delaware corporation and the general partner of WBAP-KSCS Operating, Ltd. The shareholders, officers and directors of WBAP-KSCS Radio, Inc. are as follows:

1.	ABC, Inc. 77 West 66th Street 16 th Floor New York, NY 10023	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Director	Treasurer
4.	100%	0%	0%
5.	100%	0%	0%

1.	David Converse 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.	John Hare 13725 Montfort Drive Dallas, Texas 75240	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	President	Secretary	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

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

ABC, Inc. is a Delaware corporation and the sole shareholder of both WBAP-KSCS Radio, Inc. and WBAP-KSCS Partner, 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 th Street 16 th 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 th Street 16 th 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 th Street 16 th 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 th Street 16 th 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 th Street 16 th Floor New York, NY 10023	John W. Zucker 77 West 66 th Street 16 th 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 th Street 16 th 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:²

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%

² 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 th Street 16 th 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 ASSIGNEE

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

Radio License Holding IV, LLC is a Delaware limited liability company and the proposed assignee. The members, officers and directors of Radio License Holding IV, LLC are as follows:

1.	WBAP-KSCS Assets, LLC 77 West 66 th Street 16 th Floor New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX75240	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Member	President	Vice President
4.	100%	0%	0%
5.	10%	0%	0%

1.	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President	Secretary	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

WBAP-KSCS Assets, LLC is a Delaware limited liability company and the sole member of Radio License Holding IV, LLC. The members, officers and directors of WBAP-KSCS Assets, LLC are as follows:

1.	WBAP-KSCS Radio Group, Ltd. 77 West 66 th Street 16 th Floor New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX75240	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Member	President	Vice President
4.	100%	0%	0%
5.	10%	0%	0%

1.	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President	Secretary	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

WBAP-KSCS Radio Group, Ltd. is a Texas limited partnership and the sole member of WBAP-KSCS Assets, LLC. The partners, officers and directors of WBAP-KSCS Radio Group, Ltd. are as follows:

1.	WBAP-KSCS Radio Acquisition, LLC 77 West 66 th Street 16 th Floor New York, NY 10023	WBAP-KSCS Acquisition Partner, LLC 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA
3.	General Partner	Limited Partner
4.	100%	0%
5.	10%	90%

WBAP-KSCS Acquisition Partner, LLC is a Delaware limited liability company and the sole limited partner of WBAP-KSCS Radio Group, Ltd. The members, officers and directors of WBAP-KSCS Partner Acquisition, LLC are as follows:

1.	ABC Chicago FM Radio, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX 75240	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Member	President	Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President	Secretary	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

WBAP-KSCS Radio Acquisition, LLC, is a Delaware limited liability company and the general partner of WBAP-KSCS Radio Group, Ltd. The members, officers and directors of WBAP-KSCS Radio Acquisition, LLC are as follows:

1.	ABC Chicago FM Radio, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX 75240	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Member	President	Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President	Secretary	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

ABC Chicago FM Radio, Inc. is a Delaware corporation and the sole member of each of WBAP-KSCS Radio Acquisition, LLC and WBAP-KSCS Acquisition Partner, LLC. The shareholders, officers and directors of ABC Chicago FM Radio, Inc. are as follows:

1.	The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Director	Assistant Treasurer
4.	100%	0%	0%
5.	100%	0%	0%

1.	David Converse 500 South Buena Vista Street Burbank, CA 91521	T. Scott Fain 500 South Buena Vista Street Burbank, CA 01521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Vice President	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	John Hare 13725 Montfort Drive Dallas, TX 75240	James S. Pastor 190 North State Street Chicago, IL 60601
2.	USA	USA	USA
3.	Assistant Treasurer	Vice President	President
4.	0%	0%	0%
5.	0%	0%	0%

1.	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Secretary	Vice President	Director, Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA
3.	Assistant Secretary
4.	0%
5.	0%

The Walt Disney Company is a Delaware corporation and the sole shareholder of ABC Chicago FM Radio, Inc. The officers and directors of The Walt Disney Company are as follows:³

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%

³ 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 th Street 16 th 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%

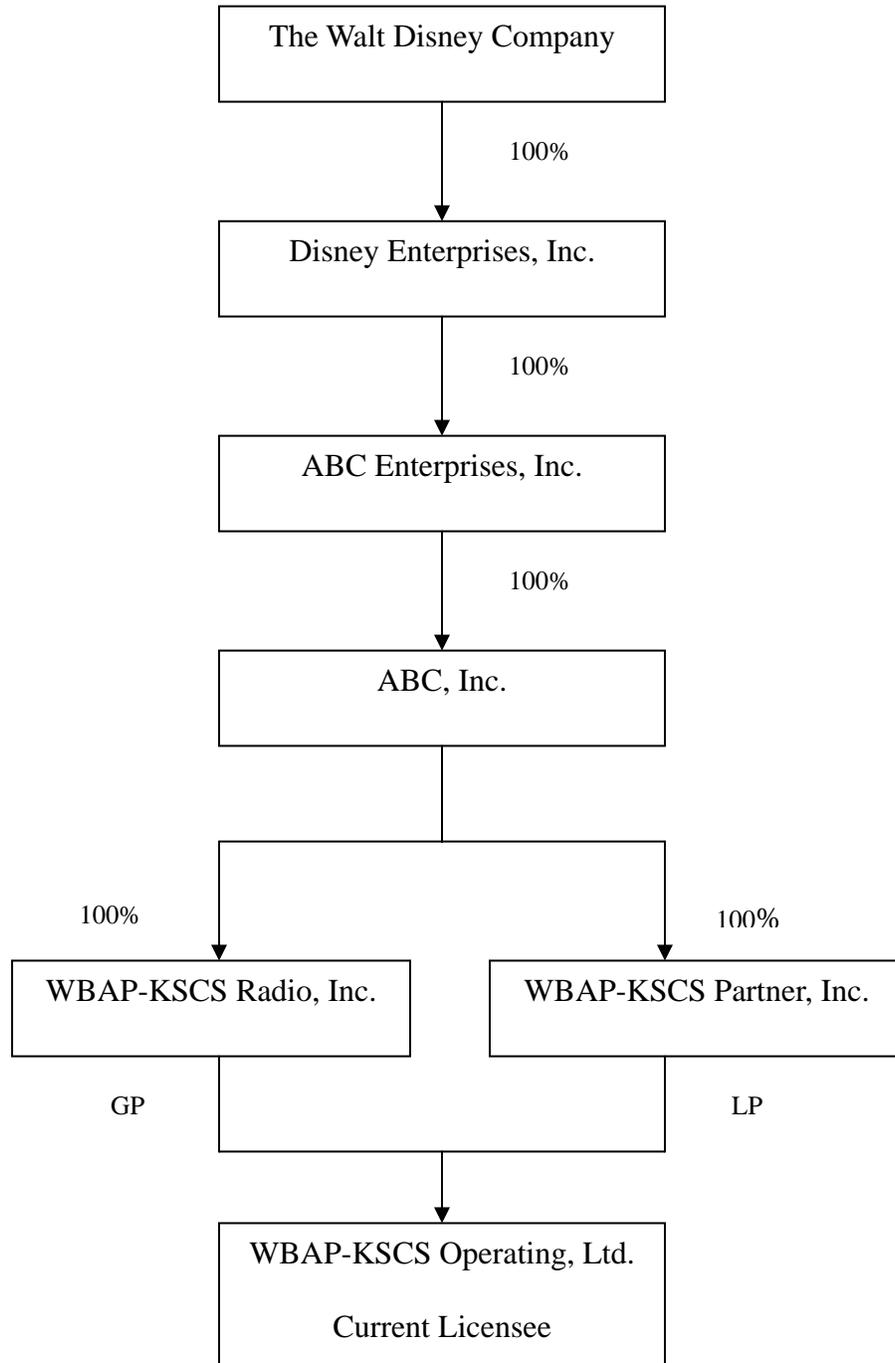
1.	John E. Pepper, Jr. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Orin C. Smith c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA
3.	Director	Director
4.	0%	0%
5.	0%	0%

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

The following commercial radio stations licensed to WBAP are the subject of this Application:

<i>Call Sign</i>	<i>Facility ID</i>	<i>Community of License</i>
KSCS(FM)	71201	Fort Worth, TX
KTYS(FM)	26468	Flower Mound, TX
WBAP(AM)	71200	Fort Worth, TX

EXHIBIT 10: ATTACHMENT 2
Current Ownership Structure



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

