

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 Investors LLC, itself, is controlled by its board of directors except that, under limited circumstances, certain matters may require both Board approval and a vote of "Special Majority of the Members," which includes the TWP Members, the Weston Presidio Members, the Goldman Sachs Members, the Alta Members and any other Class A Member serving on the Board of Directors.¹

A chart generally depicting the chain of ownership and control of NM Licensing LLC 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. As of May 31, 2005, the consolidated companies have approximately \$555,367,879.00 in total assets and approximately \$255,000,000.00 total debt. The debt is in the form of \$200,000,000.00 publicly traded debt securities and bank loans totaling \$55,000,000.00. 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.

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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 ("ECI"), unrelated business taxable income ("UBTI") or status as a Venture Capital Operating Company ("VCOC").

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. T h e 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 5200 S. Ulster Street, #1725, Greenwood Village, Colorado, 80111 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. Jeffrey Dinetz of 27 Roberts Road, New City, New York 10956 is Vice President of NM Licensing LLC. Mr. Dinetz is a U.S. citizen.

6. 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.

7. Ranny Wong of 8216 South Trenton Way, Englewood, Colorado, is Assistant Secretary of NM Licensing LLC. Ms. Wong 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 President, Chief Executive Officer and Director of NextMedia Operating, Inc.
3. Samuel Weller is President and Co-Chief Operating Officer of the Radio Division of NextMedia Operating, Inc.
4. Jeffrey Dinetz is Executive Vice President and Co-Chief Operating Officer of the Radio Division of NextMedia Operating, Inc.
5. James Matalone of 2627 Pleasant Place, Sarasota, Florida, 34249 is President and Chief Operating Officer of the Outdoor Division of NextMedia Operating, Inc. Mr. Matalone is a U.S. citizen.
6. Donald Parker of 623 North Monterey Road, Palm Springs, California, 92262 is Vice President of Programming of NextMedia Operating, Inc. Mr. Parker is a U.S. citizen.
7. Matthew Leibowitz is Secretary of NextMedia Operating, Inc.
8. Sean Stover is Sr. Vice President and Chief Financial Officer of NextMedia Operating, Inc.
9. Ranny Wong is Assistant Secretary of 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 Executive Chairman and Director of NextMedia Group, Inc.
2. Steven Dinetz is President, Chief Executive Officer and Director of NextMedia Group, Inc.
3. Samuel Weller is President and Co-Chief Operating Officer of the Radio Division of NextMedia Group, Inc.
4. Jeffrey Dinetz is Executive Vice President and Co-Chief Operating Officer of the Radio Division of NextMedia Group, Inc.
5. James Matalone is President and Chief Operating Officer of the Outdoor Division of NextMedia Group, Inc.
6. Sean Stover is Sr. Vice President and Chief Financial Officer of NextMedia Group, Inc.
7. Matthew L. Leibowitz is Assistant Secretary of NextMedia Group, Inc.
8. Ranny Wong is Secretary of NextMedia Group, Inc.

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 29.7114 in NextMedia Investors LLC.

2. TWP CEO Founders Circle (QP), L.P., a Delaware limited partnership located at One Montgomery Street, Suite 3700, San Francisco, California, 94104, holds a current profit percentage of 2.5080 in NextMedia Investors LLC.

3. TWP CEO Founders Circle (AI), L.P., a Delaware limited partnership located at One Montgomery Street, Suite 3700, San Francisco, California, 94104, holds a current profit percentage of 0.6864 in NextMedia Investors LLC.

4. Thomas Weisel Capital Partners Employee Fund, L.P., a Delaware limited partnership located at One Montgomery Street, Suite 3700, San Francisco, California, 94104, holds a current profit percentage of 0.2767 in NextMedia Investors LLC.

5. TWP 2000 Co-Investment Fund, L.P., a Delaware limited partnership located at One Montgomery Street, Suite 3700, San Francisco, California, 94104, holds a current profit percentage of 0.4477 in NextMedia Investors LLC.

6. Thomas Weisel Capital Partners (Dutch), L.P., a Delaware limited partnership located at One Montgomery Street, Suite 3700, San Francisco, California, 94104, holds a current profit percentage of 0.6951 in NextMedia Investors LLC.

7. Thomas Weisel Capital Partners (Dutch II), L.P., Delaware limited partnership located at One Montgomery Street, Suite 3700, San Francisco, California, 94104, holds a current profit percentage of 0.6951 in NextMedia Investors LLC.

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

8. Carl Hirsch, the Chairman of NextMedia Investors LLC, holds a current profit percentage of 3.6712 in NextMedia Investors LLC.

9. Steven Dinetz, the President and Chief Executive Officer of NextMedia Investors LLC, holds a current profit percentage of 3.6712 in NextMedia Investors LLC.²

10. Samuel Weller, Senior Executive Vice President and President and Co-Chief Operating Officer- Radio of NextMedia Investors LLC, holds a current profit percentage of 0.0752 in NextMedia Investors LLC.³

11. Allen Stieglitz of 9138 East Charter Oak Drive, Scottsdale, Arizona, 85260, holds a current profit percentage of 0.0301 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 0.0752 in NextMedia Investors LLC.

13. Steven Smith of 6427 Acres Drive, Independence, Ohio 44131, holds a current profit percentage of 0.0752 in NextMedia Investors LLC. Mr. Smith is a U.S. citizen.

14. Matthew Leibowitz, Secretary of NextMedia Investors LLC holds a current profit percentage of 0.1505 in NextMedia Investors LLC.

15. Jeffrey Dinetz, Executive Vice President and Co-Chief Operating Officer- Radio

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Mr. Dinetz has assigned a portion of this profit interest to each of six family trusts, the Gary Dinetz Collins Exempt Trust, the Jeffrey Scott Dinetz Exempt Trust, the Marissa Bess Dinetz Exempt Trust, the Greg Dinetz Exempt Trust, the Stuart Jay Dinetz Exempt Trust and the Todd David Dinetz Exempt Trust. None of these trusts has been admitted as a Member of NextMedia Investors LLC. The total profit percentage assigned by Mr. Dinetz is 0.0156.

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Pursuant to that certain assignment of Class A interests dated January 1, 2003, between Samuel Weller (“Assignor”) and Marilyn Weller (the “Assignee”), Assignor transferred 50% of these Class A interests to Assignee. Assignee was not admitted as a Member as a result of such transaction but has the status of an Assignee with respect to the transferred Class A interests representing a 0.0376 current profit percentage.

of NextMedia Investors LLC holds a current profit percentage of 0.0752 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 15.5679 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 0.7749 in NextMedia Investors LLC.

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

18. GS Capital Partners 2000, L.P., a Delaware limited partnership, of 85 Broad Street, New York, New York, 10004, holds a current profit percentage of 10.7279 in NextMedia Investors LLC.

19. GS Capital Partners 2000 Offshore, L.P., a Cayman limited partnership, of 85 Broad Street, New York, New York, 10004, holds a current profit percentage of 3.9981 in NextMedia Investors LLC.

20. GS Capital Partners 2000 GMBH & Co. Beteiligungs KG, a German limited liability enterprise, of 85 Broad Street, New York, New York, 10004, holds a current profit percentage of 0.4484 in NextMedia Investors LLC.

21. GS Capital Partners 2000 Employee Fund, L.P., a Delaware limited partnership, of 85 Broad Street, New York, New York, 10004, holds a current profit percentage of 3.4086 in NextMedia Investors LLC⁴.

22. Stone Street Fund 2000, L.P., a Delaware limited partnership, holds a current profit percentage of 0.9728%.

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:

23. Alta Communications VIII, L.P., a Delaware limited partnership, of 200 Clarendon Street, 51st floor, Boston, Massachusetts, 02116, holds a current profit percentage of 10.0618 in NextMedia Investors LLC.

24. Alta Communications VIII-B, L.P., a Delaware limited partnership, of 200 Clarendon Street, 51st floor, Boston, Massachusetts, 02116, holds a current profit percentage of 0.5602 in NextMedia Investors LLC.

25. Alta VIII Associates, LLC, a Delaware limited liability company, of 200 Clarendon Street, 51st floor, Boston, Massachusetts, 02116, holds a current profit percentage of 0.0031 in NextMedia Investors LLC.

26. Alta-Comm VIII S by S, LLC, a Delaware limited liability company, of 200 Clarendon Street, 51st floor, Boston, Massachusetts, 02116, holds a current profit percentage of 0.1664 in NextMedia Investors LLC.

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A portion of the economic interests of the Goldman Sachs Members in NextMedia Investors LLC has been assigned to Stone Street Fund 2000, L.P. of 85 Broad Street, New York, New York, 10004, a Delaware limited partnership, controlled by the Goldman Sachs Group, Inc. Stone Street Fund 2000, L.P. has not yet been admitted as a member of 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:

27. PNE Media, LLC, a Delaware limited liability company, of 2014 Stanley Terrace, Union, New Jersey, 08083, holds a current profit percentage of 7.6569 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:

- 28. Carl Hirsch
- 29. Steven Dinetz
- 30. Samuel Weller
- 31. Jeffrey Dinetz
- 32. Sean Stover
- 33. Steven Smith
- 34. Matthew Leibowitz
- 35. Allen Stieglitz
- 36. James Matalone
- 37. Bruce Washburn of 5141 36th Avenue, Ocala, Florida, 34480. Mr. Washburn is a U.S. citizen.

38. Scot McArtor of 410 Londonberry, Sarasota, Florida 34240. Mr. McArtor is a U.S. citizen.

39. Michael Morrill of 1511 Flintridge Road, Austin, Texas 78746. Mr. Morrill is a U.S. citizen.

40. Schuyler Hansen of 8811 South Tuscany Lane, Highlands Ranch, Colorado 80130. Mr. Hansen 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:

41. NextMedia Select Partners, LLC, a Delaware limited liability company, of 6312 South Fiddlers Green Circle, Suite 360-E, Englewood, Colorado, 80111, holds a current profit percentage of 1.1736 in NextMedia Investors LLC.

42. Richard F. Rambaldo of 1324 South Shore, Apartment 308, Erie, Pennsylvania, 16505, holds a current profit percentage of 0.8125 in NextMedia Investors LLC. Mr. Rambaldo is a U.S. citizen.

43. James Arabanos of 16161 Gladys Lane, Minnetonka, Minnesota, 55345, holds a current profit percentage of 0.1003 in NextMedia Investors LLC. Mr. Arabanos is a U.S. citizen.

44. Tony Jacobson of 13355 54 Avenue, North, Plymouth, Minnesota, 55442, holds a current profit percentage of 0.0602 in NextMedia Investors LLC. Mr. Jacobson is a U.S. citizen.

45. Mark Spaniol of 1561 Creek Run Trail, Excelsior, Minnesota, 55331, holds a current profit percentage of 0.0401 in NextMedia Investors LLC. Mr. Spaniol is a U.S. citizen.

46. James Hooker of 651 Leonard Parkway, Crystal Lake, Illinois, 60014, holds a current profit percentage of 0.6018 in NextMedia Investors LLC. Mr. Hooker is a U.S. citizen.⁵

47. Michael Anselmo of 8212 Norman Creek Trail, Bloomington, Minnesota, 55437, holds a current profit percentage of 0.0301 in NextMedia Investors LLC. Mr. Anselmo is a U.S. citizen.

48. James Rhude of 220 East 41 Street, Hibbing, Minnesota, holds a current profit percentage of 0.0301 in NextMedia Investors LLC. Mr. Rhude is a U.S. citizen.

49. Schuyler Hansen holds a current profit percentage of 0.0026 in NextMedia Investors LLC.

50. Bruce Washburn holds a current profit percentage of 0.0120 in NextMedia Investors LLC.

51. Scot McArtor holds a current profit percentage of 0.0259 in NextMedia Investors LLC.

52. Michael Morrill holds a current profit percentage of 0.0130 in NextMedia Investors LLC.

53. James Matalone holds a current profit percentage of 0.0065 in NextMedia Investors LLC.

NextMedia Investors LLC is a board of directors-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, as amended, (the "LLC Agreement") vests management of NextMedia Investors LLC in its board of directors (the "Board"). See LLC Agreement at para. 6.1(a). Certain Class A Members of NextMedia Investors LLC have the

⁵Mr. Hooker assigned 0.6013% to the James H. Hooker Trust dated 4/23/1996, as amended. Such Trust has not been admitted as a member.

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 most 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.⁶

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

1. Carl Hirsch
2. Steven Dinetz
3. Thomas Weisel, c/o Thomas Weisel Partners Group LLC, One Montgomery Street, Suite 3700, San Francisco, California, 64104, a U.S. citizen.
4. Lawrence Sorrel c/o Thomas Weisel Capital Partners, L.P., One Montgomery Street, Suite 3700, San Francisco, California, 64104, a U.S. citizen.
5. James B. McElwee of 2420 SandHill Road, Suite 206, Menlo Park, CA, 94025, a U.S. citizen.
6. Brian McNeill of 5 Charles River Square, Boston, Massachusetts, 02116, a U.S. citizen.
7. Kenneth Pontarelli of 85 Broad Street, 10th Floor, New York, New York 10004, a U.S. citizen.
8. Open Position (New Designee has not been appointed).

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

⁶ However, under limited circumstances, Sub-sections 6.11(c) and (d) of the LLC Agreement limit the Board’s power to act alone in those certain matters listed in Footnote 1, supra.

Investors LLC.

The “TWP Members”⁷ 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 Partners Group, LLC, through control of Thomas Weisel Capital Management, LLC and Tailwind 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 Lawrence Sorrel.

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

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:

⁷ 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 Fund, L.P., TWP 2000 Co-Investments Fund, L.P., Thomas Weisel Capital Partners (Dutch), L.P., and Thomas Weisel Capital Partners (Dutch II), L.P.

Carl Hirsch	47.1%
Steven Dinetz	47.1%
Samuel Weller	0.49%
Allen Stieglitz	0.39%
Sean Stover	0.98%
Steven Smith	0.98%
Matthew Leibowitz	1.96%
Jeffrey Dinetz	0.98%

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. Presently, Kenneth Pontarelli the only Board Member elected by GS Capital Partners 2000, L.P. With a Goldman Sachs vacancy on the Board, Mr. Pontarelli casts two (2) votes on Board items. A chart depicting voting control of the interest of GS Capital Partners 2000, L.P. in NextMedia Investors LLC is appended to this application as Exhibit 11E.

In this connection, Assignee has requested that all officers and directors of The Goldman Sachs Group, Inc., other than members of the committee governing The Goldman Sachs Group, Inc. investment in NextMedia Investors LLC, be regarded as non-attributable in the ownership structure of NextMedia Investors LLC.

The "Alta Members"⁸ elect one of the eight NextMedia Investors LLC Board Members, representing 12.5 percent of the voting power in NextMedia Investors LLC. Alta Communications VIII, L.P. holds the majority in interest among the Alta Members and

⁸ 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.

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"⁹ elect one of the eight NextMedia Investors LLC Board Members, representing 12.5 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 12.5 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 has 100% managing control of Weston Presidio Capital III, L.P. The Board Member elected by the Weston Presidio Members is James B. McElwee.

A chart depicting voting control of the Weston Presidio Members' 12.5 percent 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. and Thomas Weisel Capital Partners Employee Fund, L.P. are all limited partnerships controlled by their sole general partner, Tailwind Capital Partners LLC. Tailwind Capital Partners LLC, holds a 100 % voting interest in each of these entities.

⁹ The Weston Presidio Members are Weston Presidio Capital III, L.P. and WPC Entrepreneur Fund, L.P.

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 Tailwind Capital Partners LLC.

Tailwind 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 Tailwind Capital Partners LLC is Thomas Weisel Capital Management, LLC, a Delaware limited liability company located at One Montgomery Street, San Francisco, California, 94104, whose sole managing member 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.

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.

Blake Jorgenson of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is Executive Committee Member, 20 percent voting owner and Chief Operating Officer. Mr. Jorgenson is a U.S. citizen.

Paul Silvon of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is Executive Committee Member and 20 percent voting owner. Mr. Silvon 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 Chief Administrative Officer. Mr. Baylor has no votes and is a U.S. citizen.

Robert K. West of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is Chief Financial Officer. Mr. West has no votes and is a U.S. citizen.

Lawrence Sorrel of One Montgomery Street, Suite 3700, San Francisco, California, 94104, is 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, 50th floor, Boston, Massachusetts, 02116 is a managing member. Mr. Cronin is a U.S. citizen.

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

James B. McElwee is a member.

Goldman Sachs Members

GS Capital Partners 2000, L.P. is a Delaware limited partnership. Its general partner is:

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

GS Capital Partners 2000 Offshore, L.P. is a Cayman limited partnership. Its general partner is:

GS Advisors 2000, L.L.C.

GS Capital Partners 2000 GmbH & Co. Beteiligungs KG is a German entity. Its 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 located at 85 Broad Street, New York, NY 10004. Its general partner is:

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

Stone Street Fund 2000, L.P. is a Delaware limited partnership. Its general partner is:

Stone Street 2000, L.L.C. a Delaware limited liability company located at 85 Broad Street, New York, NY 10004.

GS Advisors 2000, L.L.C. has the following sole member:

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

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

GS Employee Funds 2000 GP, L.L.C. has the following sole member:

The Goldman Sachs Group, Inc.

Stone Street 2000, L.L.C. has the following sole member:

The 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. Gleberman of 85 Broad Street, 10th floor, New York, New York 10004. Mr. Gleberman is a Managing Director of Goldman, Sachs & Co. and a U.S. citizen.

Richard A. Friedman of 85 Broad Street, 10th floor, New York, New York 10004. Mr. Friedman is a Managing Director of Goldman, Sachs & Co. and a U.S. citizen.

No one person owns as much as 5% of The Goldman Sachs Group, Inc. Mr. Gleberman and Mr. Friedman are the officers of The Goldman Sachs Group, Inc. 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 The Goldman Sachs Group, Inc. including the following:

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

Lloyd C. Blankfein, President and Chief Operating Officer

Lord Browne of Madingley, Director

John H. Bryan, Director

Claes Dahlbäck, Director

William W. George, Director

James A. Johnson, Director

Lois D. Juliber, Director

Edward M. Liddy, Director

Ruth J. Simmons, Director

Robert S. Kaplan, Vice Chairman

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

Edward C. Forst, Executive Vice President and Chief Administrative Officer

Gregory K. Palm, Executive Vice President, General Counsel and Secretary of the Corporation

Esta E. Stecher, Executive Vice President, General Counsel and Secretary of Corporation

Kevin W. Kennedy, Executive Vice President-Human Capital Management

Alan M. Cohen, Executive Vice President and Global Head of Compliance

Sarah E. Smith, Principal Accounting Officer and Controller

David M. Weil, Treasurer

John G. Andrews, Director of Investor Relations

Craig W. Broderick, Chief Credit Officer

C. Douglas Fuge, Director of Internal Audit

Dan H. Jester, Senior Strategy Officer

John F.W. Rogers, Chief of Staff and Secretary to the Board

Gary D. Cohn, Assistant Secretary

Christopher A. Cole, Assistant Secretary

E. Gerald Corrigan, Assistant Secretary

J. Michael Evans, Assistant Secretary

Scott Kapnick, Assistant Secretary

Peter S. Kraus, Assistant Secretary

Suzanne Nora Johnson, Assistant Secretary

Terence M. O'Toole, Assistant Secretary

Stuart M. Rothenberg, Assistant Secretary

Eric S. Schwartz, Assistant Secretary

Howard A. Silverstein, Assistant Secretary

John S. Weinberg, Assistant Secretary

Jon Winkelried, Assistant Secretary

David M. Solomon, Assistant Secretary

Bradley I. Abelow, Assistant Secretary-Corporate Services

Randolph L. Cowen, Assistant Secretary-Technology

Thomas J. McAdam, Assistant Secretary-Corporate Services

Frances R. Bermanzohn, Associate General Counsel

David J. Greenwald, Associate General Counsel

Kenneth L. Josselyn, Associate General Counsel and Assistant Secretary

Robert J. Katz, Special Counsel

Beverly L. O'Toole, Assistant Secretary

Matthew E. Tropp, Assistant Secretary

Russell E. Makowsky, Assistant Secretary

Steven M. Bunson, Assistant Secretary

Philip V. Guica, Jr., Assistant Secretary

Elizabeth E. Beshel, Assistant Treasurer

Andrew B. Fontein, Assistant Treasurer

Wing Yee Veronica Foo, Assistant Treasurer

Amol S. Naik, Assistant Treasurer

Ronald Porto, Assistant Treasurer

Eoin Philip Tonge, Assistant Treasurer

Scott L. Wertheimer, Assistant Treasurer

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, 51st floor, Boston, Massachusetts, 02116. It's attributable owners are:

Brian McNeill of 40 Bristol Road, Wellesley, MA 02481, 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, Boston, 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.

David E. Retik Trust of 52 Fairfield Street, Needham, Massachusetts, 02492, is a Member and 7.5 percent equity owner. Its trustees Susan Retik and Mark Retik. Beneficiaries of the trust are Susan Retik, Benjamin Retik, Molly Retik and Dina Retik. Susan Retik is the mother of Mark Retik, Benjamin Retik, Molly Retik and Dina Retik.

Robert Emmert of 1160 Beacon Street, #302, Brookline, MA 02446, is a Member and 6.25 percent voting equity owner. Mr. Emmert is a U.S. citizen.

Philip L. Thompson of 145 Longwood Avenue #1, Brookline, MA 02446, 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, 51st 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 53 Norman Way, Tiburon, California, 94920, 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 P. 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, #3, Boston, Massachusetts, 02115, is a Member and 19.355 percent equity owner. Mr. Rafiq is not a U.S. citizen.

Michael 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, 51st 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 W. McNeill is President/Director and 50 percent voting shareholder

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

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

William P. Egan is Vice President and has no voting interests.

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

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

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

Alta/PNE Corp. holds a membership interest of approximately 11% in PNE Media, LLC, which in turn holds a 8.1578% membership interest in NextMedia Investors. Alta/PNE Corp.'s officers, directors and stockholders are Brian W. McNeill (President and Director),

Eileen McCarthy (Treasurer, Secretary and Director), Alta Communications VI, LP (79.08% stockholder), Alta Communications VII, LP (19.12% stockholder) and Alta-Comm S by S, LLC (1.80% stockholder).

Alta Communications VI, LP is a Delaware limited partnership. Its sole general partner (1%) is Alta Communications VI Management Partners, L.P ("Alta VI Management"). Its limited partners (99%) are insulated limited partners. Alta VI Management is a Delaware limited partnership. Its managing general partners are William P. Egan (4.0%), Brian W. McNeill (22.5%), Timothy L. Dibble (22.5%), and Robert F. Benbow (1.15%). Other general partners are David E. Retik Trust (2.5%) and Eileen McCarthy (2.5%). Its limited partners are Burr Family Investment Company II, LLC; Egan Family Investment Company, LLC and The Benbow Living Trust. The members of Burr Family Investment Company II, LLC are Craig L. Burr and Craig L. Burr's 1985 Childrens Trust. Egan Family Investment Company, LLC's members are William P. Egan and William P. Egan's 1985 Childrens Trust F/B/O Kristin E. Reed, William P. Egan 1985 Childrens Trust F/B/O Mark P. Egan, William P. Egan 1985 Childrens Trust F/B/O William P. Egan, III and William P. Egan 1985 Childrens Trust F/B/O Gregory J. Egan. The trustees of the Craig L. Burr's 1985 Childrens Trust are William P. Egan, Matthew Burr and Lander Burr. The Trustees of the William P. Egan's 1985 Childrens Trust F/B/O Mark P. Egan and William P. Egan 1985 Childrens Trust F/B/O Gregory J. Egan are Craig L. Burr and F. Davis Dassori. The trustees of the William P. Egan 1985 Childrens' Trust F/B/O Kristin E. Reed are Kristin E. Reed and Davis Dassori. The trustees of the William P. Egan 1985 Children's Trust F/B/O William P. Egan III are William P. Egan III and Davis Dassori. The trustees of David E. Retik Trust are Susan Retik and Mark Retik.

Alta Communications VII, LP is a Delaware limited partnership. Its sole

general partner (1%) is Alta Communications VII Managers, LLC and its limited partners (99%) are insulated. The members of Alta Communications VII Managers, LLC are Robert F. Benbow, Managing Member (3.7500%) Timothy L. Dibble, Managing Member (25.6250%), Brian W. McNeill, Managing Member (25.6250%), William P. Egan , Member (1.2500%), Eileen McCarthy, Member (3.7500%), David E. Retik Trust, Member (5.0%), William P. Egan 1998 Trust, Member (13.7500%), Benbow Investments, L.P, Member (16.0420%), The Benbow Living Trust, Member (2.7080%), Robert Emmert, Member (1.2500%) and Phillip L. Thompson, Member (1.2500%). Benbow Investments, LP's General Partner (1%) and Limited Partner (16%) is Robert F. Benbow and Crystal R. Benbow as Co-Trustees of The Benbow Living Trust U/A/D 1/27/93. Other Limited Partners of Benbow Investments, LP are Robert F. Benbow and Crystal R. Benbow as Co_Trustees of The Timothy S. Benbow 1998 Irrevocable Trust U/A/D 7/9/98 (41.5%), Robert F. Benbow and Crystal R. Benbow as Co_Trustees of Derek R. Benbow 1998 Irrevocable Trust U/A/D 7/9/98 (41.5%).

Alta-Comm S by S, LLC's members are William P. Egan (13.77%), Craig L. Burr (13.77%), Jean Deleage (8.26%), Jonathan A. Flint (2.75%), Craig L. Burr 1985 Childrens Trust (13.77%), Deleage Childrens Trust F/B/O Emmanuel Deleage (2.065%), Deleage Childrens Trust F/B/O Philippe Deleage (2.065%), Deleage Childrens Trust F/B/O Andre Deleage (2.065%), and Deleage Childrens Trust F/B/O Michel Deleage (2.065%), W. P. Egan's 1985 Childrens Trust F/B/O Kristin E. Reed (3.4435263%) William P. Egan 1985 Children's Trust F/B/O William P. Egan III (3.4435263%), William P. Egan 1985 Children's Trust F/B/O Gregory J. Egan (3.4435263%) and William P. Egan 1985 Children's Trust F/B/O Mark P. Egan (3.4435263%), Garrett P. Gruener (0.69%), Trust U/A 3/21/72 F/B/O Geoffrey R. Hoguet (2.75%), Gwendoline R. Hoguet Trust F/B/O Nancy H. Tilghman (2.75%), Daniel S. Janney (0.83%), Kingsley Pension Trust (0.69%), Le Serre (1.38%), Peter Looram

(5.51%), Eileen McCarthy (0.69%), Brian W. McNeill (2.75%), James Francis Kenny IRA Rollover (2.07%), Guy Paul Nohra (0.69%), NorthStar Profit Sharing Trust F/B/O Terrance McGuire (2.07%), and B.A. Ventures, Inc. (2.75%). The trustees of the following four trusts, Deleage Childrens Trust F/BO Emmanuel Deleage, Deleage Childrens Trust F/BO Philippe Deleage, Deleage Childrens Trust F/BO Andre Deleage, and Deleage Childrens Trust F/BO Michel Deleage are Jean Deleage and William P. Egan. The trustees of the Kingsley Pension Trust are Francis F. Kingsley and Gail P. Kingsley. The Trustees of the Gwendoline R. Hoguet Trust F/B/O Nancy H. Tilghman are Gwendoline R. Hoguet and Craig L. Burr. The Trustees of the NorthStar Profit Sharing Trust F/B/O Terrance McGuire are Terrance McGuire and John Gannon. The General Partners of Le Serre are Frank A. Polestra (25%), Mario R. Polestra (25%), Julia A. Polestra (25%) and Antonio P. Polestra (25%). The trustees of the Trust U/A 3/21/72 F/B/O Geoffrey R. Hoguet are Geoffrey Hoguet and Nancy Tilghman. The Trustees of the William P. Egan's 1985 Childrens Trust F/B/O Mark P. Egan and William P. Egan 1985 Childrens Trust F/B/O Gregory J. Egan are Craig L. Burr and F. Davis Dassori. The trustees of the William P. Egan 1985 Childrens' Trust F/B/O Kristin E. Reed are Kristin E. Reed and Davis Dassori. The trustees of the William P. Egan 1985 Children's Trust F/B/O William P. Egan III are William P. Egan III and Davis Dassori.