

**PARTIES TO THE APPLICATION**

This application seeks Commission consent to the transfer of control of the licensees of the broadcast stations listed in Exhibit No. 7 from Jefferson-Pilot Corporation (“JPC”) to Lincoln National Corporation (“LNC”). JPC is the 100 percent parent of Jefferson-Pilot Communications Company (“JPCC”), which in turn is the 100 percent parent of each of the eight licensee corporations (the “Licensee Subsidiaries”). Pursuant to the October 9, 2005 Agreement and Plan of Merger by and among LNC, JPC, and Quartz Corporation, as amended by Amendment No. 1, dated as of January 26, 2006, following receipt of Commission approval, other regulatory approvals, and the satisfaction of other conditions, JPC will be merged with and into Lincoln JP Holdings, LP (“LJPHLP”), an Indiana limited partnership. That partnership will be owned 99.9 percent by LNC as limited partner and 0.1 percent by Lincoln JP Company, LLC (“LJPCLLC”), an Indiana limited liability company whose sole member will be LNC, as general partner. As a result of the merger transaction, JPCC will be owned and controlled 100 percent by LJPHLP, which in turn will be 100 percent owned and controlled by LNC (directly and through LJPCLLC). Thus, LNC will indirectly control JPCC and the Licensee Subsidiaries.

Upon consummation of the proposed transaction, the officers and directors of LNC will be chosen primarily from among the current attributable officers and directors of Jefferson-Pilot Corporation (“JPC”)<sup>1</sup> and the current officers and directors of Lincoln National Corporation

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<sup>1</sup> The FCC has agreed that certain officers and directors of JPC are exempt from attribution because they have no involvement in broadcast matters, which comprise an extremely small percentage of the business of JPC. JPC is an insurance holding company with several subsidiaries, and all but Jefferson-Pilot Communications Company, the ultimate parent of the Applicant, are engaged in insurance and insurance-related operations. *See* 47 C.F.R. § 73.3555, Note 2(g). LNC has 30 lesser officers with titles such as assistant secretary, assistant treasurer, and assistant vice president who perform various administrative and ministerial roles on behalf of LNC and its insurance and financial services subsidiaries. At the present time, there is no intention that any of these lesser officers will participate in the management of JPC’s eight indirect subsidiary licensee corporations.

("LNC"). The 15-member board of directors of the combined company will consist of 8 LNC representatives and 7 JPC representatives. Jon Boscia, Chairman and CEO of LNC, will serve as Chairman and CEO post-merger, while Dennis Glass, President and CEO of JPC, will serve as President and Chief Operating Officer and as a member of the board of directors. The exact composition of the post-merger board of directors and the other executive officers of the combined companies have not yet been determined. The transferee will take appropriate steps, however, to verify that all cognizable officers and directors of LNC, JPC, JPCC, and the Licensee Subsidiaries, as well as all partners and members of LJPHLP and LJPCLLC, are qualified under applicable Commission regulations to hold official positions. The identities of all officials with attributable interests in the licenses and their parent companies will be disclosed in the required post-consummation ownership reports. Based upon a review of current stockholder lists, it is not expected that any shareholders of JPC and/or LNC<sup>2</sup> will have voting rights to five percent or more of the issued and outstanding capital stock of the combined company (or 20 percent or more, in the case of any qualified institutional investor) following the merger.

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<sup>2</sup> Cede & Co., which is not listed below, has record ownership of more than 93.9 percent of LNC's stock and more than 80 percent of JPC's stock. Cede & Co. is the common stock nominee of both Stock Clearing Corporation (a subsidiary of the New York Stock Exchange) and all securities brokers and dealers using the facilities of Stock Clearing Corporation's "Central Certificate Service," a computer service established to facilitate the transfer of shares listed on the Exchange between member securities brokers and dealers. All shares handled by the Service are registered in the nominee name Cede & Co. Stock Clearing Corporation's rules prohibit it or Cede & Co. from voting any shares registered in that name except upon specific instruction of the broker, dealer or other organization for whose account shares are held.

**FCC Form 315**  
**Section IV, Item 6(a)**  
**Exhibit No. 14**  
**November 2005, amended January 2006**

The attributable officers and directors of JPC<sup>3</sup> all of whom are United States citizens, are identified in the table below.

| NAME AND RESIDENCE                   | % OF VOTES,<br>% OF ASSETS OF JPC <sup>4</sup> | POSITIONAL<br>INTEREST                 |
|--------------------------------------|--|--|
| Dennis R. Glass<br>Greensboro, NC    | < 1  | President, CEO and Director            |
| Theresa M. Stone<br>Greensboro, NC   | < 1  | Executive Vice President and CFO       |
| Reggie D. Adamson<br>Summerfield, NC | < 1  | Senior Vice President and<br>Treasurer |
| Hoyt J. Phillips<br>Greensboro, NC   | < 1  | Senior Vice President                  |
| John T. Still, III<br>Greensboro, NC | < 1  | Senior Vice President                  |
| Dean F. Chatlain<br>Greensboro, NC   | < 1  | Vice President                         |
| Paul E. Mason<br>Greensboro, NC      | < 1  | Vice President                         |
| Gary L. McGuirk<br>Greensboro, NC    | < 1  | Vice President                         |
| David A. Stonecipher<br>Atlanta, GA  | < 1  | Director                               |

The current officers and directors of JPCC and of each of the Licensee Subsidiaries are identified in Biennial Ownership Reports filed July 29, 2005.

<sup>3</sup> Certain present or past officers and/or directors of LNC and of JPC and/or their respective subsidiaries possess options to purchase LNC or JPC stock. In no case would the exercise of any of these options result in any individual holding five percent or more of LNC's or of JPC's stock.

<sup>4</sup> No other parties hold cognizable "equity debt plus" interests in JPC as defined in 47 C.F.R. § 73.3555, Note 2, subsection (i).

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The current officers and directors of LNC, all of whom are United States citizens, are identified in the table below.

| NAME AND RESIDENCE                        | % OF VOTES,<br>% OF ASSETS<br>OF LNC <sup>5</sup> | POSITIONAL<br>INTEREST   |
|---|---|--|
| Jon A. Boscia<br>Gladwyne, PA             | <1  | Chairman of the Board of Directors and<br>Chief Executive Officer              |
| Marcia J. Avedon<br>Randolph, NJ          | <1  | Director   |
| William J. Avery<br>Gwynedd Valley, PA    | <1  | Director   |
| John Patrick Barrett<br>Manlius, NY       | <1  | Director   |
| Jenne K. Britell<br>Santa Fe, NM          | <1  | Director   |
| Eric G. Johnson<br>Orland Park, IL        | <1  | Director   |
| Marguerite Leanne Lachman<br>New York, NY | <1  | Director   |
| Michael F. Mee<br>Osterville, MA          | <1  | Director   |
| Ron J. Ponder<br>New Vernon, NJ           | <1  | Director   |
| Jill E. Ruckelshaus<br>Medina, WA         | <1  | Director   |
| Glenn F. Tilton<br>Chicago, IL            | <1  | Director   |
| Frederick John Crawford<br>Radnor, PA     | <1  | Senior Vice President and Chief Financial<br>Officer                           |
| Jason Samuel Glazier<br>New Hope, PA      | <1  | Senior Vice President, Chief Technical<br>Officer and Chief e-Commerce Officer |
| Dennis L. Schoff<br>Philadelphia, PA      | <1  | Senior Vice President and General<br>Counsel                                   |

<sup>5</sup> No other parties hold cognizable “equity debt plus” interests in LNC as defined in 47 C.F.R. § 73.3555, Note 2, subsection (i).

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| NAME AND RESIDENCE                           | % OF VOTES,<br>% OF ASSETS<br>OF LNC <sup>5</sup> | POSITIONAL<br>INTEREST  |
|--|---|---|
| Barbara Steury Kowalczyk<br>Philadelphia, PA | <1  | Senior Vice President, Corporate Planning and Development       |
| Elizabeth L. Reeves<br>Philadelphia, PA      | <1  | Senior Vice President, Human Resources                          |
| Douglas N. Miller<br>Exton, PA               | <1  | Vice President, Controller, Chief Accounting Officer            |
| Duane Leo Bernt<br>Philadelphia, PA          | <1  | Vice President & Treasurer                                      |
| Clara Suzanne Womack<br>Collegeville, PA     | <1  | Secretary and Second Vice President                             |
| Charles A. Brawley<br>Glen Mills, PA         | <1  | Vice President and Associate General Counsel                    |
| Priscilla S. Brown<br>Philadelphia, PA       | <1  | Vice President  |
| Janet Chrzan<br>Fort Wayne, IN               | <1  | Vice President and Assistant Treasurer                          |
| Susan F. Crabtree<br>Doylestown, PA          | <1  | Vice President  |
| Stephen J. Dover<br>Moorestown, NJ           | <1  | Vice President  |
| Karen Fowler-Williams<br>Lafayette Hill, PA  | <1  | Vice President and Director of Diversity and Employee Relations |
| James F. Gleason<br>West Simsbury, CT        | <1  | Vice President  |
| David W. Kemps<br>Oakton, VA                 | <1  | Vice President  |
| Thomas Moran<br>Villanova, PA                | <1  | Vice President and Director of Taxes                            |
| James A. Morrill<br>McLean, VA               | <1  | Vice President  |
| Therese M. Obringer<br>Philadelphia, PA      | <1  | Vice President and Chief Compliance Officer                     |
| Stephen E. Rahn<br>Fort Wayne, In            | <1  | Vice President  |
| Karen K. Ruef<br>Philadelphia, PA            | <1  | Vice President  |
| Joanne Savitsky<br>Avondale, PA              | <1  | Vice President  |
| James P. Sjoreen<br>Wayne, PA                | <1  | Vice President  |

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| NAME AND RESIDENCE                           | % OF VOTES,<br>% OF ASSETS<br>OF LNC <sup>5</sup> | POSITIONAL<br>INTEREST                                 |
|--|---|--|
| Todd R. Stephenson<br>Fort Wayne, IN         | <1  | Vice President   |
| Bruce A. Ulmer<br>Radnor, PA                 | <1  | Vice President and General Auditor                     |
| Bruce R. Boehmke<br>Philadelphia, PA         | <1  | Second Vice President                                  |
| Robert J. Bohner, Jr.<br>Fort Washington, PA | <1  | Second Vice President and Senior<br>Counsel            |
| Douglas M. Cooperberg<br>Philadelphia, PA    | <1  | Second Vice President and Senior<br>Counsel            |
| James E. Cruickshank<br>Radnor, PA           | <1  | Second Vice President and Assistant<br>Treasurer       |
| Timothy S. Eun<br>Philadelphia, PA           | <1  | Second Vice President                                  |
| Thomas Johnson<br>Elkins Park, PA            | <1  | Second Vice President                                  |
| Karen F. Kanjian<br>Penn Valley, PA          | <1  | Second Vice President and Senior<br>Counsel            |
| Kimberly S. Moore<br>Fort Wayne, IN          | <1  | Second Vice President                                  |
| G. Robert Moose<br>Moorestown, NJ            | <1  | Second Vice President and Assistant<br>Controller      |
| Barbara A. Phillips<br>Fort Wayne, IN        | <1  | Second Vice President and Associate<br>General Auditor |
| Stephen D. Prendergast<br>Wyndmoor, PA       | <1  | Second Vice President and Assistant<br>Secretary       |
| Parag S. Shah<br>Maple Shade, NJ             | <1  | Second Vice President                                  |

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