

AMENDMENT TO PENDING APPLICATIONS

Millennium Atlantic City II License Holdco, the proposed assignee of broadcast radio station WBSS-FM, Millville, New Jersey, Millennium Central New Jersey License Holdco, LLC, the proposed assignee of radio broadcast stations WBUD(AM) and WKXW(FM), Trenton, New Jersey, and Millennium Shore License Holdco, LLC, the proposed assignee of broadcast radio stations WJLK-FM and WADB(AM), Asbury Park, New Jersey, WBBO(FM), Ocean Acres, New Jersey, WOBN(AM), Lakewood Township New Jersey, and WOBN-FM, Toms River, New Jersey (collectively, the "Millennium licensee subsidiaries") hereby amend the assignee's portion of the pending applications on FCC Form 314.¹

The primary purpose of these amendments is to reflect the addition of Alta/Millennium Corp. as an LLC member of Millennium Radio Group, LLC ("Millennium Radio"), the indirect parent company of the Millennium licensee subsidiaries. Amendments on FCC Form 314 are being filed concurrently on behalf of each of the Millennium licensee subsidiaries identified above.

The following sections have been amended:

1. Section III, Question 4, Exhibit No. 11: The "Description of Millennium Ownership Structure" exhibit and the Millennium Radio ownership grid have been amended to reflect (1) the addition of Alta/Millennium Corp. ("Alta") as an LLC member of Millennium Radio and (2) the replacement of the independent fourth Advisory Committee member with Brian W. McNeill, a representative of Alta. In addition, ownership grids and charts disclosing the ownership structure of Alta have been attached.
2. Section III, Question 5, Exhibit No. 13: The "Other Authorizations" exhibit has been updated to reflect the current media interests of Peter Handy and Mercury Capital Partners, L.P. In addition, an exhibit disclosing the broadcast interests of Alta and its affiliated entities has been attached.

¹ See FCC File Nos. BAL, BAPLH-20010608AAQ, AAR; BALH-20010611AEE; and BAL/BALH-20010618AAN, AAO, AAP, AAT, and AAU.

3. Section III, Question 6, Exhibit No. 15: The Multiple Ownership Showing has been supplemented in the Millennium Shore/Nassau Broadcasting II, L.L.C. assignment application.
4. Section III, Question 9, Exhibit No. 18: The "Foreign Ownership" exhibit has been supplemented to reflect the changes that will be made to Millennium Radio's LLC Operating Agreement and to satisfy the Commission that the addition of Alta does not change the earlier conclusion that Millennium Radio remains in full compliance with the applicable foreign ownership requirements.

There are no other changes to the applications.