

**NB III, LLC, Debtor-in-Possession
Pro Forma Assignment of License
March 20, 2002
FCC Form 316
Exhibit 2**

NB III, LLC. (ANBIIL[@]) certifies that the use of FCC Form 316 is appropriate for this transaction. The assignment proposed herein is necessary to reflect the status of NBIIL as Debtor-in-Possession of the assets associated with KUSZ(FM), Proctor, Minnesota, Facility ID 4588. The assignment will not change the ownership of the licensee.

Through a series of intermediate entities (collectively, the ABMC Entities[@]), NBIIL is effectively 100% owned and controlled by Alan R. Brill. Included among the BMC Entities are Brill Media Company, LLC; Brill Media Management, Inc.; and BMC Holdings, LLC (collectively, the AOriginal Debtors[@]). On January 17, 2002, various creditors filed with the United States Bankruptcy Court for the Southern District of Indiana (the ACourt[@]) involuntary chapter 7 bankruptcy petitions against the Original Debtors. On February 6, 2002, the Original Debtors converted the petitions to chapter 11 bankruptcy petitions.

When the petitions were converted, chapter 11 petitions were filed for several individual BMC Entities that are FCC licensees. The licensees are NB III, LLC; NB II, Inc.; Northland Broadcasting, Inc.; Northern Colorado Radio, Inc.; NCR III, LLC; NCR IV, LLC; Reading Radio, Inc.; Tri-State Broadcasting, Inc.; and TSB IV, LLC.¹ The filing number for the NBIIL chapter 11 filing is Bankruptcy No. 02-70300. On February 8, 2002; the Court ordered that the related chapter 11 filings be consolidated for administrative convenience under Bankruptcy No. 02-70079. The Court's orders establishing the administrative consolidation and Debtors-in-Possession status are attached hereto as Exhibit 4.

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¹ Separate *pro forma* assignment applications are being filed concurrently with this application to reflect the Debtor-in-Possession status of these licensees.