

## **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. Pursuant to the October 9, 2005 Agreement and Plan of Merger by and among LNC, JPC, and Quartz Corporation (“Merger Sub”), following receipt of Commission approval, other regulatory approvals, and the satisfaction of other conditions, JPC will be merged with and into Merger Sub, a wholly-owned subsidiary of LNC. Merger Sub will be the surviving corporation. As a result of the merger transaction, JPCC will be a direct wholly-owned subsidiary of Merger Sub, which in turn is a direct wholly-owned subsidiary of LNC. Thus, LNC will indirectly control JPCC and its eight licensee subsidiaries.

Upon consummation of the proposed transaction, the officers and directors of LNC and of Merger Sub 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 (“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

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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.

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, Merger Sub, JPC, JPCC, and the licensee subsidiaries 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.

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

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

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

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<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).

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

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

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

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

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

The current officers and directors of Merger Sub, all of whom are U.S. citizens, are identified in the table below.

<b>NAME AND RESIDENCE</b>	<b>POSITIONAL INTEREST</b>
Barbara S. Kowalczyk	Director, Chairperson of Board, President & Treasurer
Frederick J. Crawford	Director
Dennis L. Schoff	Director, Secretary

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