

This Exhibit details the ownership structure of the various Brill Media Company entities prior to and after the *pro forma* transfer of control from Alan R. Brill to Broadcasting, Inc. The officers and directors of these various entities are also detailed herein. There are no changes in the officers, directors and managers of the various entities, other than the listing of the officers and directors of the new entity, Broadcasting, Inc.

I. Ownership Structure of Brill Media Company Entities Before the Transfer

Following is the ownership structure of the various Brill Media Company entities prior to the *pro forma* transfer of control from Alan R. Brill to Broadcasting, Inc. For convenience, the ownership structure is reduced to a diagram on page 3 of this Exhibit.

NB II, Inc. (“NBII”) is the licensee of KLDJ(FM), Duluth, Minnesota, Facility ID, 5399.

NBII is 100% owned by BMC Holdings, LLC (“**BMCHL**”). BMCHL is 100% owned and managed by Brill Media Company, LLC (“**BMCL**”), which is managed by Brill Media Management, Inc. (“**BMMI**”). BMMI is 100% owned by BMCL. BMCL is 50% owned by BH One, LLC (“**BHOL**”) and 50% owned by BH Two, LLC (“**BHTL**”). The sole member of BHOL and BHTL is Alan Brill.

NB III, LLC (“NBIII”) is the licensee of KUSZ(FM), Proctor, Minnesota, Facility ID 4588. NBIII is 99.9% owned by NB III Holdings, LLC (“**NBIIIHL**”) and 0.1% owned and managed by NB III Management, Inc. (“**NBIIIMI**”). NBIIIMI is 100% owned by NB III Holdings Management, Inc. (“**NBIIHMI**”). NBIIIHL is 99.9% owned by BMCHL and 0.1% owned and managed by NBIIHMI. NBIIHMI is 100% owned by BMC Holdings, Inc. (“**BMCHI**”). BMCHI is 100% owned by BMCHL.

NCR III, LLC (“NCRIII”) is the licensee of KTRR(FM), Loveland, Colorado, Facility ID 50375. NCRIII is 99.9% owned by NCH II, LLC (“**NCHIIL**”) and 0.1% owned and managed by NCR II, Inc. (“**NCRIII**”). NCHIIL is 99.9% owned by BMCHL and 0.1% owned and managed by NCRIII. NCRIII is 100% owned by BMCHL.

NCR IV, LLC (“NCRIVL”) is the permittee for a new FM station on Channel 232C3 at Wellington, Colorado, FCC File No. BMPH-20000914ABY, Facility ID 84497. NCRIVL is 99.9% owned by NCR IV Holdings, LLC (“**NCRIVHL**”) and 0.1% owned and managed by NCR IV Management, Inc. (“**NCRIVMI**”). NCRIVHL is 99.9% owned by BMCHL and 0.1% owned and managed by NCR IV Holdings Management, Inc. (“**NCRIVHMI**”). NCRIVMI is 100% owned by NCRIVHMI. NCRIVHMI is 100% owned by BMCHI.

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Northern Colorado Radio, Inc. ("NCRI") is the licensee of KUAD-FM, Windsor, Colorado, Facility ID 49538. NCRI is 100% owned by BMCHL.

Tri-State Broadcasting, Inc. ("TSBI") is the licensee of WOMI(AM), Owensboro, Kentucky, Facility ID 67777, and WBKR(FM), Owensboro, Kentucky, Facility ID 67778. NCRI and TSBI are 100% owned by BMCHL.

Northland Broadcasting, LLC ("NBL") is the licensee of WEBC(AM), Duluth, Minnesota, Facility ID 49689 and KKCB(FM), Duluth, Minnesota, Facility ID 49686. NBL is 99.9% owned by Northland Holdings, LLC ("NHL") and 0.1% owned and managed by Northland Broadcasting Management, Inc. ("NBMI"). NHL is 99.9% owned by BMCHL and 0.1% owned and managed by Northland Holdings Management, Inc. ("NHMI"). NBMI is 100% owned by NHMI. NHMI is 100% owned by BMCHI.

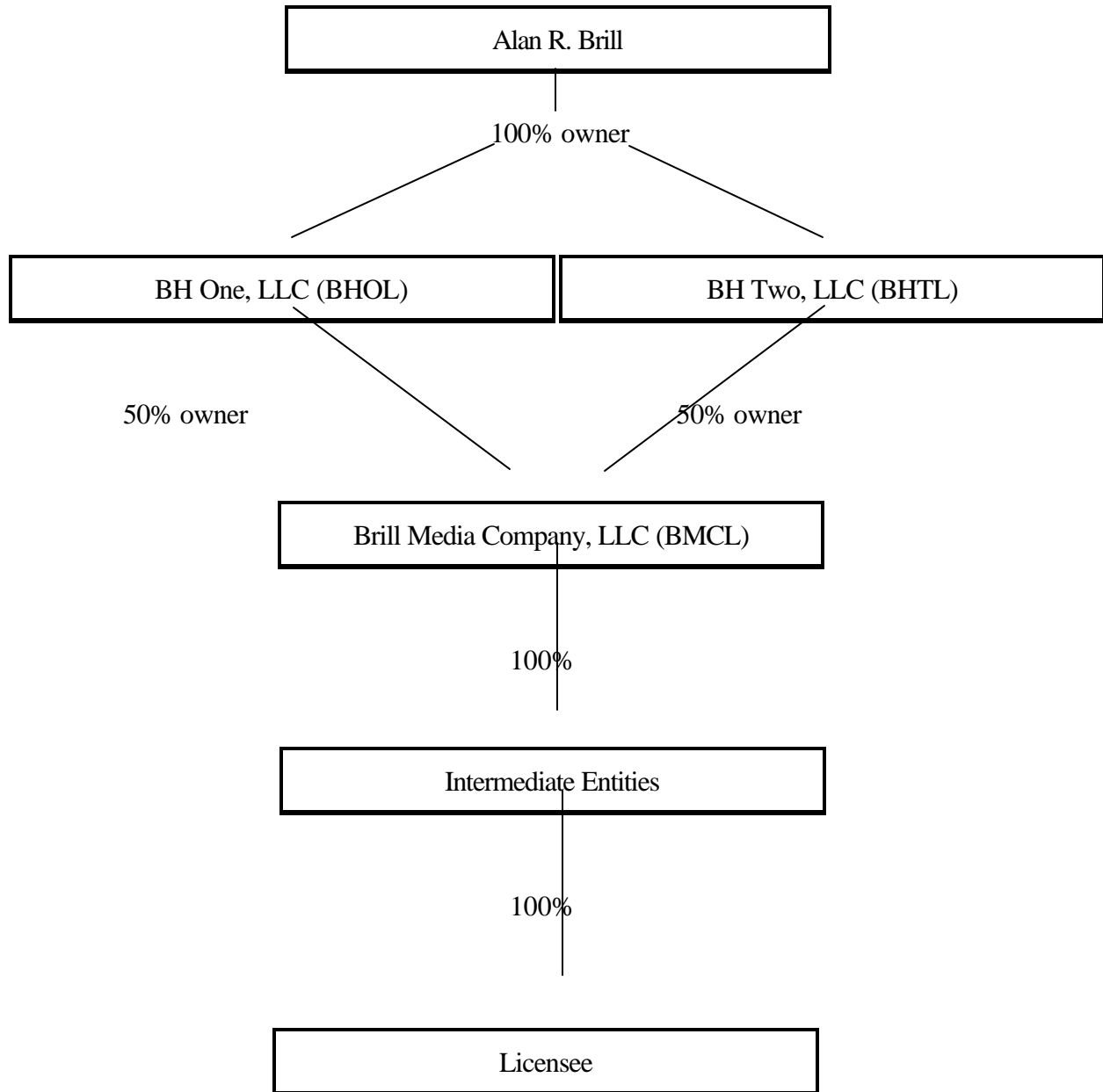
Reading Radio, Inc. is the licensee of WIOV(AM), Reading, Pennsylvania, Facility ID 55307; WIOV-FM, Ephrata, Pennsylvania, Facility ID 55308, and WIOV-FM1, Reading, Pennsylvania, Facility ID 55309. Reading Radio, Inc. ("RRI") is 100% owned by Brill Radio, Inc. ("BRI"). BRI is 100% owned by BMCHL.

TSB II, Inc. ("TSBII") is the licensee of KKAW (FM), Albin, Wyoming, Facility ID 83584. TSBII is 100% owned by Alan R. Brill.

TSB III, LLC ("TSBIII") is the licensee of WVJS(AM), Owensboro, Kentucky, Facility ID 51071, and WSTO(FM), Owensboro, Kentucky, Facility ID 51072. TSBIII is 99.9% owned by Tri-State Holdings, LLC ("TSHL") and 0.1% owned and managed by TSB III Management, Inc. ("TSBIIIMI"). TSHL is 99.9% owned by Brill Media Holdings, LLC ("BMHL") and 0.1% owned and managed by Tri-State Holdings Management, Inc. ("TSHMI"). TSBIIIMI is 100% owned by Brill Media Holdings, Inc. ("BMHI"). The sole member of BMHL is Alan R. Brill. TSHMI is 100% owned by BMHI, which is 100% owned by Mr. Brill.

TSB IV, LLC ("TSBIV") is the licensee of WKDQ(FM), Henderson, Kentucky, Facility ID 6871. TSBIV is 99.9% owned by BMCHL and 0.1% owned and managed by TSB IV Management, Inc. ("TSBIVMI"). TSBIVMI is 100% owned by BMCHL.

PRIOR TO THE TRANSFER

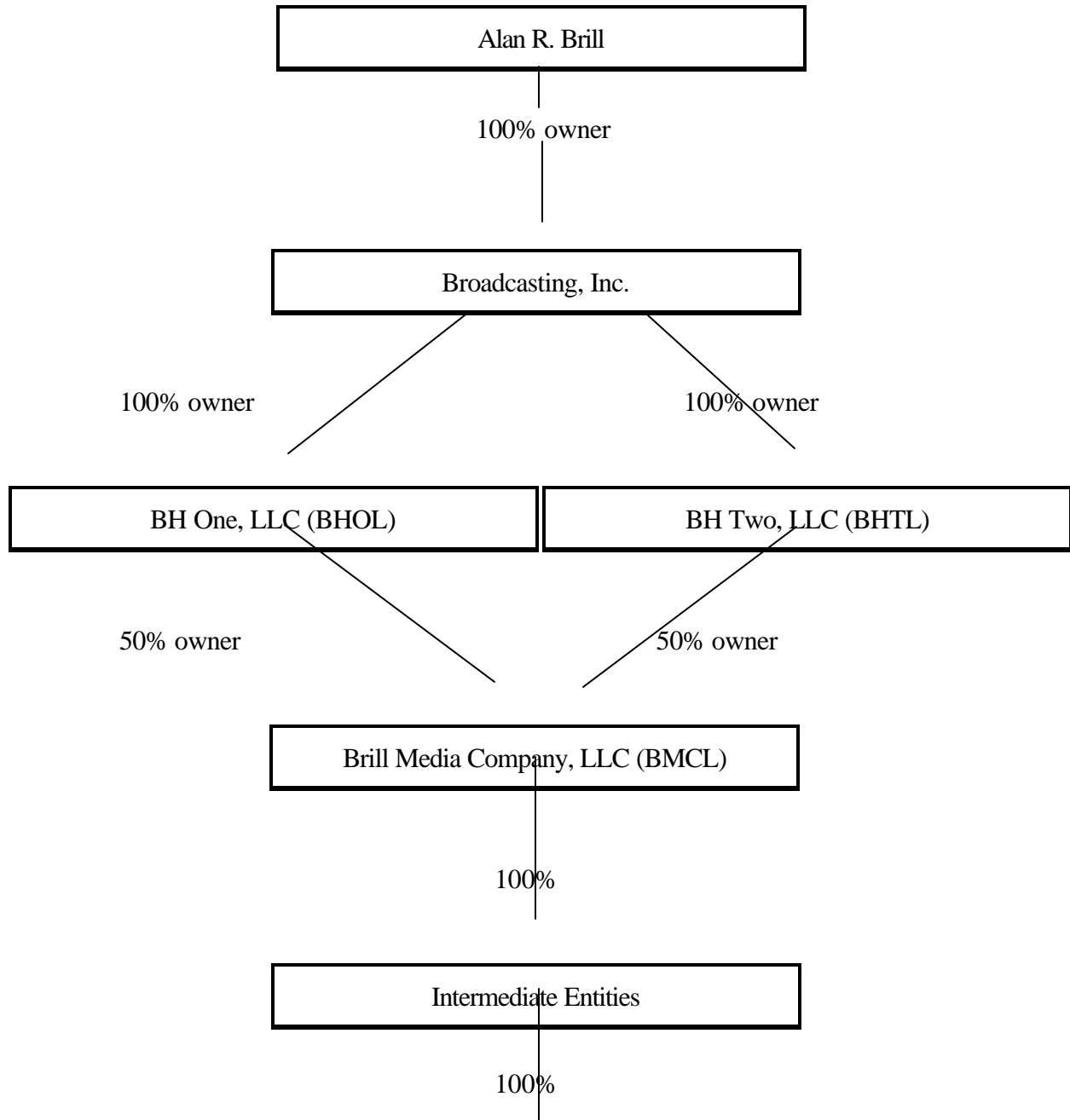


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II. Ownership Structure of Brill Media Company Entities After the Transfer

The only change in the company structure requested by this application is the insertion of Broadcasting, Inc. between Alan R. Brill and BH One, LLC and BH Two, LLC at the highest level in the ownership chain. Mr. Brill will own 100% of the stock of Broadcasting, Inc. and will be its President and sole Director. The other officers of Broadcasting, Inc. are Donald C. TenBarge, Vice President, Secretary and Treasurer, and Robert S. Foncannon, Assistant Treasurer.

AFTER THE TRANSFER



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Licensee

III. Ownership Structure of Brill Media Company After the Assignment of Certain Licenses to CRH, LLC and WRM, LLC

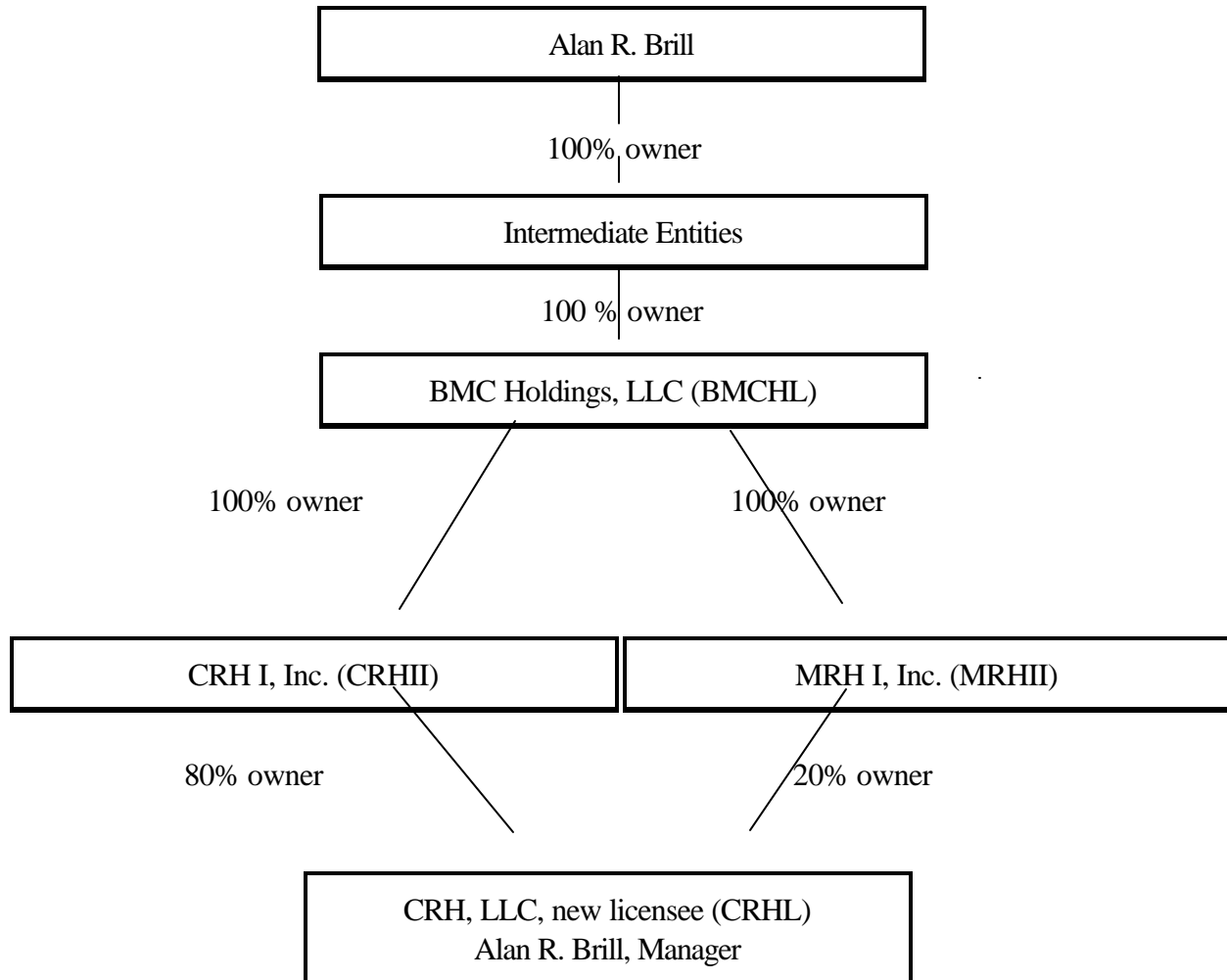
As mentioned in footnote 1 of Exhibit 2 to this application, several other *pro forma* assignment applications are being filed simultaneously with the Broadcasting, Inc. Transfers. Northern Colorado Radio, Inc., NCR III, LLC, and NCR IV, LLC are filing *pro forma* applications to assign their respective authorizations to CRH, LLC. TSB II, Inc. is also filing an application for a *pro forma* assignment of license to WRM, LLC. All of these licensees are effectively 100% owned and controlled by Mr. Brill.

Following are the changes in the ownership structure of the particular Brill Media Company entities after the *pro forma* assignments referenced above. For convenience, the ownership structure is reduced to diagrams on pages 7 and 8 of this Exhibit.

CRH, LLC (“CRHL”) will be the licensee of KTRR(FM), Loveland, Colorado, Facility ID 50375 and KUAD-FM, Windsor, Colorado, Facility ID 49538 and the permittee for a new FM station on Channel 232C3 at Wellington, Colorado, FCC File No. BMPH-20000914ABY, Facility ID 84497. CRHL is 80% owned by CRH I, Inc. (“**CRHII**”) and 20% owned by MRH I, Inc. (“**MRHII**”). CRHII and MRHII are 100% owned by BMC Holdings, LLC (“**BMCHL**”). BMCHL is 100% owned and managed by Brill Media Company, LLC (“**BMCL**”), which is managed by Brill Media Management, Inc. (“**BMMI**”). BMMI is 100% owned by BMCL. BMCL is 50% owned by BH One, LLC (“**BHOL**”) and 50% owned by BH Two, LLC (“**BHTL**”). BHOL and BHTL are 100% owned by Broadcasting, Inc. Broadcasting Inc. is 100% owned by Alan R. Brill.

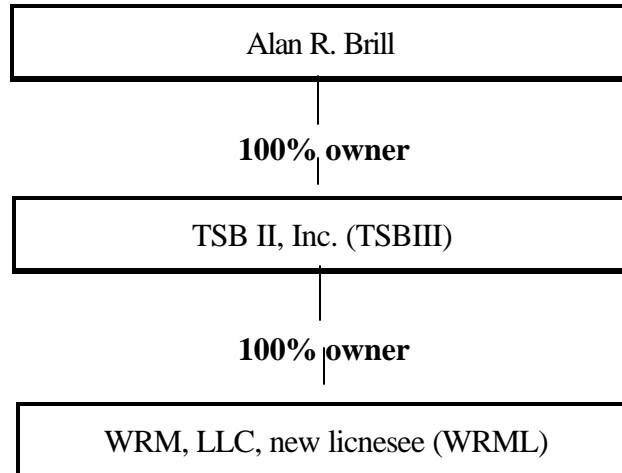
WRM, LLC (“WRML”) will be the licensee of KKAU (FM), Albin, Wyoming, Facility ID 83584. WRML is 100% owned by TSB II, Inc. (“**TSBIII**”). TSBIII is 100% owned by Mr. Brill.

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AFTER THE ASSIGNMENT TO WRM, LLC



IV. List of Brill Media Corporations and their Officers and Directors

BMC HOLDINGS, INC.

President - Alan R. Brill
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder – BMC Holdings, LLC

BRILL MEDIA HOLDINGS, INC.

President - Alan R. Brill
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - Alan R. Brill

BRILL MEDIA MANAGEMENT, INC.

President/Chief Executive Officer - Alan R. Brill
Vice President - Clifton E. Forrest
Vice President - Alan L. Beck
Vice President/Secretary/Treas./Chief Financial Officer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Director - Robert M. Leich
Director - Philip C. Fisher
Director - Clifton E. Forrest
Director - Charles W. Laughlin
Stockholder - Brill Media Company, LLC

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BRILL RADIO, INC.

President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - BMC Holdings, LLC

NB II, INC.

President – Randy Cable
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - BMC Holdings, LLC

NB III HOLDINGS MANAGEMENT, INC.

President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - BMC Holdings, Inc.

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NB III MANAGEMENT, INC.

President - Randy Cable
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - NB III Holdings Management, Inc.

NCR II, INC.

President - Daniel Conway
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - BMC Holdings, LLC

NCR IV HOLDINGS MANAGEMENT, INC.

President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - BMC Holdings, Inc.

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NCR IV MANAGEMENT, INC.

President - Daniel Conway
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - NCR IV Holdings Management, Inc.

NORTHERN COLORADO RADIO, INC.

President - Daniel Conway
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - BMC Holdings, LLC

NORTHLAND BROADCASTING MANAGEMENT, INC.

President – Randy Cable
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder – Northland Holdings Management, Inc.

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NORTHLAND HOLDINGS MANAGEMENT, INC.

President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - BMC Holdings, Inc.

READING RADIO, INC.

President - Mitch Carroll
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - Brill Radio, Inc.

TRI-STATE BROADCASTING, INC.

President - Gary Exline
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - BMC Holdings, LLC

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TRI-STATE HOLDINGS MANAGEMENT, INC.

President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - Brill Media Holdings, Inc.

TSB II, INC.

President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - Alan R. Brill

TSB III MANAGEMENT, INC.

President – Gary Exline
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - Tri-State Holdings Management, Inc.

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TSB IV MANAGEMENT, INC.

President - Gary Exline
Vice President - Alan R. Brill
Vice President - Alan L. Beck
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - Tri-State Holdings Management, Inc.

CRH I, INC.

President - Alan R. Brill
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill

MRH I, INC.

President - Alan R. Brill
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill

BROADCASTING, INC.

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President - Alan R. Brill
Vice President/Secretary/Treasurer - Donald C. TenBarge
Asst. Treasurer - Robert S. Foncannon
Director - Alan R. Brill
Stockholder - Alan R. Brill

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