

EXHIBIT 10
Section III, Item 5(a)

**CHANGES IN INTERESTS RESULTING FROM
PRO FORMA ASSIGNMENT AND PARTIES TO THE APPLICATION**

I. DESCRIPTION OF *PRO FORMA* TRANSACTION

The Walt Disney Company (“TWDC”) is undertaking an internal reorganization (“Reorganization”) pursuant to which control of certain of its subsidiaries holding radio broadcast licenses (“TWDC Licensees”) issued by the Federal Communications Commission (“FCC”) will be transferred to other existing wholly-owned subsidiaries of TWDC (“Pro Forma Transfer of Control”). TWDC also will cause certain of the TWDC Licensees to assign such licenses to newly created wholly-owned subsidiaries of TWDC (“Pro Forma Assignment”). The instant application (“Application”) is one of several simultaneously filed applications in connection with the Reorganization seeking the consent of the FCC to the Pro Forma Transfer of Control and/or the Pro Forma Assignment. The TWDC Licensees presently are controlled through various directly and indirectly wholly-owned subsidiaries of TWDC. TWDC is a publicly traded company.

This Application seeks FCC consent to the *pro forma* assignment of certain TWDC Licenses from KABC-AM Radio, Inc. (“KABC”) to ABC Radio Los Angeles Assets, LLC (“Los Angeles Assets”). The commercial radio stations licensed to KABC which are the subject of this Application are listed in Attachment 1 to this Exhibit (“KABC Licenses”).¹ As depicted in Attachment 2 to this Exhibit, at present, KABC is a direct wholly-owned subsidiary of ABC Holding Company, Inc. ABC Holding Company, Inc. is a direct wholly-owned subsidiary of ABC, Inc., which is a direct wholly-owned subsidiary of ABC Enterprises, Inc. ABC Enterprises, Inc. is a direct wholly-owned subsidiary of Disney Enterprises, Inc., which is a direct wholly-owned subsidiary of TWDC.

Pursuant to the Reorganization, KABC intends to assign the KABC Licenses from KABC to Los Angeles Assets, a newly formed indirect wholly-owned subsidiary of TWDC. As depicted in Attachment 3 to this Exhibit, Los Angeles Assets will be a direct wholly-owned subsidiary of ABC Radio Los Angeles, LLC, which, in turn, will be a direct wholly-owned subsidiary of ABC Cable Networks Group. ABC Cable Networks Group will be a direct wholly-owned subsidiary of Disney Enterprises, Inc. which, in turn, will be a direct wholly-owned subsidiary of TWDC. Because TWDC is the indirect 100% owner of both KABC and Los Angeles Assets, the Reorganization will not result in any change in ultimate ownership or control of the KABC Licenses. Accordingly, the transaction for which FCC approval is sought herein constitutes a *pro forma* assignment.

¹ The license for Station KABC(AM), which also is held by KABC, is the subject of a separate application filed simultaneously herewith pursuant to which KABC seeks FCC consent to the *pro forma* assignment of such station from KABC to Radio License Holding VI, LLC, an indirect wholly-owned subsidiary of TWDC.

The current ownership structure of KABC, the current licensee of the KABC Licenses, is depicted in Attachment 2 and the ownership structure of Los Angeles Assets, the proposed licensee of the KABC Licenses following consummation of the Reorganization, is depicted in Attachment 3.

II. PARTIES TO THE APPLICATION

A. PROPOSED ASSIGNOR

Information on the (1) name and address, (2) citizenship, (3) positional interest, (4) percentage of votes, and (5) percentage of equity of KABC, the proposed assignor, and all parties holding an attributable interest in KABC is set forth in the below tables.

KABC-AM Radio, Inc. is a Delaware corporation and the proposed assignor. The shareholders, officers and directors of KABC-AM Radio, Inc. are as follows:

1.	ABC Holding Company, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Director	Treasurer
4.	100%	0%	0%
5.	100%	0%	0%

1.	David Converse 500 South Buena Vista Street Burbank, CA 91521	John Davison 500 South Buena Vista Street Burbank, CA 91521	T. Scott Fain 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	President	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	John Hare 13725 Montfort Street Dallas, TX 75240
2.	USA	USA	USA
3.	Vice President	Assistant Treasurer	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	James E. O'Grady 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 01521	Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Assistant Secretary	Secretary	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA
3.	Director, Vice President	Assistant Secretary
4.	0%	0%
5.	0%	0%

ABC Holding Company, Inc. is a Delaware corporation and the sole shareholder of KABC-AM Radio, Inc. The shareholders, officers and directors of ABC Holding Company, Inc. are as follows:

1.	ABC, Inc. 77 West 66 th Street 16 th Floor New York, NY 10023	Anthony J. Basalari 500 South Buena Vista Street Burbank, CA 91521	Lynn H. Beckemeyer 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Vice President	Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	David Converse 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director, Senior Vice President	Treasurer	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	T. Scott Fain 500 South Buena Vista Street Burbank, CA 91521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Vice President	Assistant Treasurer
4.	0%	0%	0%
5.	0%	0%	0%

1.	Arnold J. Kleiner 500 Circle Seven Drive Glendale, CA 91201	Walter C. Liss, Jr. 500 South Buena Vista Street Burbank, CA 91521	James E. O'Grady 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President	Director	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Andrew Pucher 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President	Secretary	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Derek Yeoman 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Director, Vice President	President	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

ABC, Inc. is a Delaware corporation and the sole shareholder of ABC Holding Company Inc. The shareholders, officers and directors of ABC, Inc. are as follows:

1.	ABC Enterprises, Inc. 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	David Converse 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Executive Vice President, General Counsel	Vice President, Director of Engineering Owned TV Station Group
4.	100%	0%	0%
5.	100%	0%	0%

1.	T. Scott Fain 500 South Buena Vista Street Burbank, CA 91521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Counsel	Senior Vice President— Corporate Legal Affairs	Assistant Treasurer
4.	0%	0%	0%
5.	0%	0%	0%

1.	Tanya L. Menton 77 West 66 th Street 16 th Floor New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX 75240	Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Counsel	Vice President, President— Radio Division—Broadcast Group	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	Henry Hoberman 77 West 66 th Street 16 th Floor New York, NY 10023	George Bodenheimer ESPN Plaza Bristol, CT 06010	Walter C. Liss, Jr. 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Counsel	Executive Vice President	Vice President, Chairman of Owned TV Group
4.	0%	0%	0%
5.	0%	0%	0%

1.	Mitchell Polon 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Jeffrey S. Rosen 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Secretary, Director	Senior Vice President— Human Resources
4.	0%	0%	0%
5.	0%	0%	0%

1.	Jeffrey Ruthizer 77 West 66 th Street 16 th Floor New York, NY 10023	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Labor Relations	Vice President, Assistant Secretary	Vice President
4.	0%	0%	0%
5.	0%	0%	0%

1.	Jane B. Stewart 77 West 66 th Street 16 th Floor New York, NY 10023	Derek Yeoman 500 South Buena Vista Street Burbank, CA 91521	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Senior Vice President— Planning and Control	Vice President, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Richard Wertsching 500 South Buena Vista Street Burbank, CA 91521	David Westin 500 South Buena Vista Street Burbank, CA 91521	Laurie Younger 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Sourcing & Procurement, Media Networks	Senior Vice President, President—ABC News	Vice President and President—Buena Vista Worldwide TV
4.	0%	0%	0%
5.	0%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	Lori R. Harris 77 West 66 th Street 16 th Floor New York, NY 10023	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Treasurer	Vice President, Counsel	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	President, Director
4.	0%
5.	0%

ABC Enterprises, Inc. is a Delaware corporation and the sole shareholder of ABC, Inc. The shareholders, officers and directors of ABC Enterprises, Inc. are as follows:

1.	Disney Enterprises, Inc. 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Executive Vice President	Senior Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Assistant Treasurer	Director, Senior Vice President	Secretary, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	Treasurer
4.	0%
5.	0%

Disney Enterprises, Inc. is a Delaware corporation and the sole shareholder of ABC Enterprises, Inc. The shareholders, officers and directors of Disney Enterprises, Inc. are as follows:

1.	The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Vicki Applegate 500 South Buena Vista Street Burbank, CA 91521	Anthony Basalari 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Vice President—Counsel	Senior Vice President— Counsel
4.	100%	0%	0%
5.	100%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	Cathy E. De Roy 500 South Buena Vista Street Burbank, CA 91521	Tod A. Devine 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Corporate Tax	Senior Vice President— Counsel	Vice President—Counsel
4.	0%	0%	0%
5.	0%	0%	0%

1.	Mary Fossier 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Counsel	Assistant Treasurer	Vice President—Finance
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521	Michelle C. Kane 500 South Buena Vista Street Burbank, CA 91521	James M. Kapanstein 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	President, Director	Senior Vice President— Counsel	Vice President—Counsel
4.	0%	0%	0%
5.	0%	0%	0%

1.	Suet Lai 500 South Buena Vista Street Burbank, CA 91521	Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521	Kenneth E. Newman 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President—Counsel	Executive Vice President, Treasurer	Senior Vice President— Eastern Regional Counsel, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521	Mitchell K. Polon 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Assistant General Counsel, Assistant Secretary	Vice President—Financial Risk Management, Corporate Treasury	Vice President, Assistant Secretary, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Claire Robinson 500 South Buena Vista Street Burbank, CA 91521	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Intellectual Property Counsel	Senior Vice President— Assistant General Counsel, Assistant Secretary	Senior Executive Vice President, Chief Financial Officer
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Jacob M. Yellin 500 South Buena Vista Street Burbank, CA 91521	Steve Ackerman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Assistant General Counsel, Secretary, Director	Senior Vice President— Counsel	Vice President—Counsel, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Brent Woodford 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	Senior Vice President, Controller
4.	0%
5.	0%

The Walt Disney Company is a Delaware corporation and the sole shareholder of Disney Enterprises, Inc. The officers and directors of The Walt Disney Company are as follows:²

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	President, Chief Executive Officer, Director	Senior Executive Vice President, Chief Financial Officer	Senior Executive Vice President, General Counsel, Secretary
4.	0%	0%	0%
5.	0%	0%	0%

² TWDC is a publicly traded company. TWDC is unaware of any holders of 5% or more of the outstanding shares of TWDC's common stock.

1.	Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521	Kevin A. Mayer 500 South Buena Vista Street Burbank, CA 91521	Brent Woodford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Executive Vice President—Corporate Finance and Real Estate, Treasurer	Executive Vice President—Corporate Strategy, Business Development and Technology	Senior Vice President—Planning and Control
4.	0%	0%	0%
5.	0%	0%	0%

1.	Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521	Roger J. Patterson 500 South Buena Vista Street Burbank, CA 91521	Jeffrey N. Paule 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President, Deputy General Counsel, Assistant Secretary	Vice President—Counsel, Assistant Secretary	Senior Vice President—General Counsel—Walt Disney International
4.	0%	0%	0%
5.	0%	0%	0%

1.	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Terri A. Southwick 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Governance Admin. and Assistant Secretary	Senior Vice President—Assistant General Counsel, Assistant Secretary	Senior Vice President—Deputy General Counsel – Intellectual Property, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Kenneth E. Newman 77 West 66 th Street 16 th Floor New York, NY 10023	George J. Mitchell c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Deputy General Counsel, Corporate Secretary	Senior Vice President— Eastern Regional Counsel, Assistant Secretary	Director, Chairman of the Board
4.	0%	0%	0%
5.	0%	0%	0%

1.	John E. Bryson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	John S. Chen c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Judith L. Estrin c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Fred H. Langhammer c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Aylwin B. Lewis c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Monica C. Lozano c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	Germany	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert W. Matschullat c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Leo J. O'Donovan, S.J. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Gary L. Wilson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	John E. Pepper, Jr. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Orin C. Smith c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA
3.	Director	Director
4.	0%	0%
5.	0%	0%

B. PROPOSED ASSIGNEE

Information on the (1) name and address, (2) citizenship, (3) positional interest, (4) percentage of votes, and (5) percentage of equity of Los Angeles Assets, the proposed assignee, and all parties holding an attributable interest in Los Angeles Assets, following consummation of the Reorganization, is set forth in the below tables.

ABC Radio Los Angeles Assets, LLC is a Delaware limited liability company and the proposed assignee. The members, officers and directors of ABC Radio Los Angeles Assets, LLC are as follows:

1.	ABC Radio Los Angeles, LLC 77 West 66 th St., 16 th Fl. New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX75240	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Member	President	Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President	Treasurer	Assistant Treasurer
4.	0%	0%	0%
5.	0%	0%	0%

1.	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA
3.	Secretary	Assistant Secretary
4.	0%	0%
5.	0%	0%

ABC Radio Los Angeles, LLC is a Delaware limited liability company and the sole member of ABC Radio Los Angeles Assets, LLC. The members, officers and directors of ABC Radio Los Angeles, LLC are as follows:

1.	ABC Cable Networks Group 77 West 66 th Street 16 th Floor New York, NY 10023	John Hare 13725 Montfort Drive Dallas, TX 75240	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Member	President	Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	Griffith W. Foxley 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	John W. Zucker 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President	Secretary	Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA
3.	Treasurer	Assistant Treasurer
4.	0%	0%
5.	0%	0%

ABC Cable Networks Group is a California corporation and the sole member of ABC Radio Los Angeles, LLC. The shareholders, officers and directors of ABC Cable Networks Group are as follows:

1.	Disney Enterprises, Inc, 500 South Buena Vista Street Bubank, CA 91521	Anne M. Sweeney 500 South Buena Vista Street Burbank, CA 91521	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Director, President	Director, Vice President
4.	100%	0%	0%
5.	100%	0%	0%

1.	Eleanor K. Hensleigh 500 South Buena Vista Street Burbank, CA 91521	Frederick Kuperberg 500 South Buena Vista Street Burbank, CA 91521	Gary K. Marsh 500 South Buena Vista Street Burbank, CA 91521
2.	Executive Vice President, Marketing, Cable Networks	Executive Vice President, Business and Legal Affairs, Cable Networks	Executive Vice President, Original Programming
3.	USA	USA	USA
4.	0%	0%	0%
5.	0%	0%	0%

1.	Jewell Engstrom 500 South Buena Vista Street Burbank, CA 91521	Erick M. Hollreiser 500 South Buena Vista Street Burbank, CA 91521	Ben Pyne 500 South Buena Vista Street Burbank, CA 91521
2.	Senior Vice President and CFO	Senior Vice President, Media Relations	Senior Vice President, Affiliate Sales and Marketing
3.	USA	USA	USA
4.	0%	0%	0%
5.	0%	0%	0%

1.	Vincent H. Roberts 500 South Buena Vista Street Burbank, CA 91521	Adam Sanderson 500 South Buena Vista Street Burbank, CA 91521	Jill Casagrande 500 South Buena Vista Street Burbank, CA 91521
2.	Senior Vice President, Broadcast Operations, Engineering and Technology	Senior Vice President, Marketing	Vice President, Scheduling and Program Planning
3.	USA	USA	USA
4.	0%	0%	0%
5.	0%	0%	0%

1.	Rey Del Valle 500 South Buena Vista Street Burbank, CA 91521	Michael Healy 500 South Buena Vista Street Burbank, CA 91521	Susette Hsiung 500 South Buena Vista Street Burbank, CA 91521
2.	Vice President, Finance	Vice President, Original Movies	Vice President, Production
3.	USA	USA	USA
4.	0%	0%	0%
5.	0%	0%	0%

1.	Deborah Shay 500 South Buena Vista Street Burbank, CA 91521	Ann Swanson 500 South Buena Vista Street Burbank, CA 91521	Sandra Wax 500 South Buena Vista Street Burbank, CA 91521
2.	Vice President, National Accounts	Vice President, National Distribution	Vice President, Research and Planning
3.	USA	USA	USA
4.	0%	0%	0%
5.	0%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	Anthony G. Basalari 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521
2.	Treasurer	Assistant Secretary	Assistant Treasurer
3.	USA	USA	USA
4.	0%	0%	0%
5.	0%	0%	0%

1.	Marsha L. Reed 500 South Buena Vista Street Bubank, CA 91521
2.	USA
3.	Director, Secretary
4.	0%
5.	0%

Disney Enterprises, Inc. is a Delaware corporation and the sole shareholder of ABC Cable Networks Group, Inc. The officers and directors of the Disney Enterprises, Inc. are as follows:

1.	The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Vicki Applegate 500 South Buena Vista Street Burbank, CA 91521	Anthony Basalari 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Sole Shareholder	Vice President—Counsel	Senior Vice President—Counsel
4.	100%	0%	0%
5.	100%	0%	0%

1.	Anne L. Buettner 500 South Buena Vista Street Burbank, CA 91521	Cathy E. De Roy 500 South Buena Vista Street Burbank, CA 91521	Tod A. Devine 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President—Corporate Tax	Senior Vice President—Counsel	Vice President—Counsel
4.	0%	0%	0%
5.	0%	0%	0%

1.	Mary Fossier 500 South Buena Vista Street Burbank, CA 91521	James D. Hanford 500 South Buena Vista Street Burbank, CA 91521	Jonathan Headley 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President—Counsel	Assistant Treasurer	Vice President—Finance
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521	Michelle C. Kane 500 South Buena Vista Street Burbank, CA 91521	James M. Kapanstein 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	President, Director	Senior Vice President— Counsel	Vice President—Counsel
4.	0%	0%	0%
5.	0%	0%	0%

1.	Suet Lai 500 South Buena Vista Street Burbank, CA 91521	Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521	Kenneth E. Newman 77 West 66 th Street 16 th Floor New York, NY 10023
2.	USA	USA	USA
3.	Vice President—Counsel	Executive Vice President, Treasurer	Senior Vice President— Eastern Regional Counsel, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521	Mitchell K. Polon 500 South Buena Vista Street Burbank, CA 91521	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Assistant General Counsel, Assistant Secretary	Vice President—Financial Risk Management, Corporate Treasury	Vice President, Assistant Secretary, Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Claire Robinson 500 South Buena Vista Street Burbank, CA 91521	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Intellectual Property Counsel	Senior Vice President— Assistant General Counsel, Assistant Secretary	Senior Executive Vice President, Chief Financial Officer
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Jacob M. Yellin 500 South Buena Vista Street Burbank, CA 91521	Steve Ackerman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Assistant General Counsel, Secretary, Director	Senior Vice President— Counsel	Vice President—Counsel, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Brent Woodford 500 South Buena Vista Street Burbank, CA 91521
2.	USA
3.	Senior Vice President, Controller
4.	0%
5.	0%

The Walt Disney Company is a Delaware corporation and the sole shareholder of Disney Enterprises, Inc. The officers and directors of The Walt Disney Company are as follows:³

1.	Robert A. Iger 500 South Buena Vista Street Burbank, CA 91521	Thomas O. Staggs 500 South Buena Vista Street Burbank, CA 91521	Alan N. Braverman 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	President, Chief Executive Officer, Director	Senior Executive Vice President, Chief Financial Officer	Senior Executive Vice President, General Counsel, Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	Christine M. McCarthy 500 South Buena Vista Street Burbank, CA 91521	Kevin A. Mayer 500 South Buena Vista Street Burbank, CA 91521	Brent Woodford 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Executive Vice President—Corporate Finance and Real Estate, Treasurer	Executive Vice President—Corporate Strategy, Business Development and Technology	Senior Vice President—Planning and Control
4.	0%	0%	0%
5.	0%	0%	0%

³ TWDC is a publicly traded company. TWDC is unaware of any holders of 5% or more of the outstanding shares of TWDC's common stock.

1.	Edward J. Nowak 500 South Buena Vista Street Burbank, CA 91521	Roger J. Patterson 500 South Buena Vista Street Burbank, CA 91521	Jeffrey N. Paule 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President, Deputy General Counsel, Assistant Secretary	Vice President—Counsel, Assistant Secretary	Senior Vice President— General Counsel—Walt Disney International
4.	0%	0%	0%
5.	0%	0%	0%

1.	Marsha L. Reed 500 South Buena Vista Street Burbank, CA 91521	Joseph M. Santaniello 500 South Buena Vista Street Burbank, CA 91521	Terri A. Southwick 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Vice President— Governance Admin. and Assistant Secretary	Senior Vice President— Assistant General Counsel, Assistant Secretary	Senior Vice President— Deputy General Counsel – Intellectual Property, Assistant Secretary
4.	0%	0%	0%
5.	0%	0%	0%

1.	David K. Thompson 500 South Buena Vista Street Burbank, CA 91521	Kenneth E. Newman 77 West 66 th Street 16 th Floor New York, NY 10023	George J. Mitchell c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Senior Vice President— Deputy General Counsel, Corporate Secretary	Senior Vice President— Eastern Regional Counsel, Assistant Secretary	Director, Chairman of the Board
4.	0%	0%	0%
5.	0%	0%	0%

1.	John E. Bryson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	John S. Chen c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Judith L. Estrin c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Fred H. Langhammer c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Aylwin B. Lewis c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Monica C. Lozano c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	Germany	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	Robert W. Matschullat c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Leo J. O'Donovan, S.J. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Gary L. Wilson c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA	USA
3.	Director	Director	Director
4.	0%	0%	0%
5.	0%	0%	0%

1.	John E. Pepper, Jr. c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521	Orin C. Smith c/o The Walt Disney Company 500 South Buena Vista Street Burbank, CA 91521
2.	USA	USA
3.	Director	Director
4.	0%	0%
5.	0%	0%

EXHIBIT 10: ATTACHMENT 1
Section III, Item 5(a)

The following commercial radio stations licensed to KABC are the subject of this Application:

<i>Call Sign</i>	<i>Facility ID</i>	<i>Community of License</i>
KDIS(AM)	25076	Pasadena, CA
KSPN(AM)	33255	Los Angeles, CA

EXHIBIT 10: ATTACHMENT 2
Current Ownership Structure

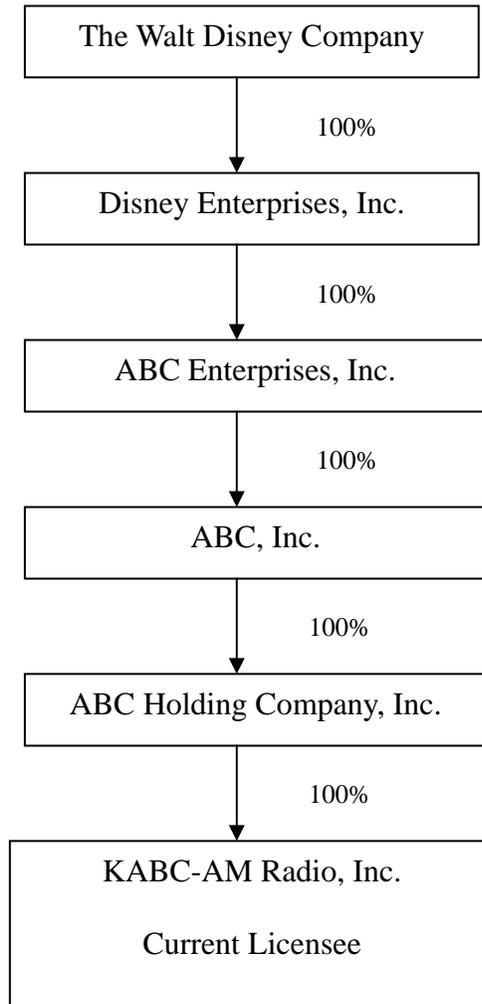


EXHIBIT 10: ATTACHMENT 3
Proposed Ownership Structure

