

Changes in Interests

Max Media Group LLC (formerly Max Media LLC) is transferring both its 99% limited partner interest in Max Media Texas LP and its 100% membership interest in Max Media of Texas LLC to its sole member, Max Media LLC (formerly MBG Holdings LLC). Max Media LLC is simultaneously transferring such interests to its wholly-owned subsidiary, Max Media III LLC. Since the original filing of this application, Lone Star Broadcasting, LLC has taken its small (non-attributable) interest in Max Media Texas LP. Max Media Texas LP remains the sole shareholder of MMT License LLC.

Names and Address of Party to Application holding Attributable Interest	Interest Held			
	Before Transfer or Assignment		After Transfer or Assignment	
	Percentage Vote	Percentage Total Equity/Debt	Percentage Vote	Percentage Total Equity/Debt
Max Media Group, LLC (formerly Max Media LLC) 900 Laskin Road Virginia Beach, VA 23451	94.1% limited partner interest in Max Media Texas LP.	94.1% limited partner interest in Max Media Texas LP.	0	0
	100% membership interest in Max Media of Texas LLC	100% membership interest in Max Media of Texas LLC	0	0
Officers and Directors - See remainder of exhibit				
Max Media III LLC 900 Laskin Road Virginia Beach, VA 23451	0	0	94.1% limited partner interest in Max Media Texas LP.	94.1% limited partner interest in Max Media Texas LP.
	0	0	100% membership interest in Max Media of Texas LLC (which itself holds a 1% general partner interest in Max Texas Media LP)	100% membership interest in Max Media of Texas LLC
Officers and Directors - See remainder of exhibit				
Lone Star Broadcasting, LLC	4.9% limited partner interest in Max Media Texas LP.	4.9% limited partner interest in Max Media Texas LP.	4.9% limited partner interest in Max Media Texas LP.	4.9% limited partner interest in Max Media Texas LP.

**Principals of MMT License LLC,
Max Media Texas LP and Max Media of Texas LLC**

At present, MMT License LLC is a wholly owned subsidiary of Max Media Texas LP. The sole general partner of Max Media Texas LP is Max Media of Texas LLC, which holds a 1% equity interest. The limited partners in Max Media Texas LP are Max Media Group LLC (which holds a 94.1% equity interest, and is formerly known as Max Media LLC) and Lone Star Broadcasting LLC (which holds a 4.9% equity interest). Max Media of Texas LLC is a wholly owned subsidiary of Max Media Group LLC (again, formerly known as Max Media LLC), which is itself a wholly owned subsidiary of Max Media LLC (formerly known as MBG Holdings LLC), the ultimate parent entity of MMT License LLC.

Upon consummation of the proposed transaction, MMT License LLC will continue to be a wholly owned subsidiary of Max Media Texas LP. The sole general partner of Max Media Texas LP is Max Media of Texas LLC, which holds a 1% equity interest. The limited partners in Max Media Texas LP will now be Max Media III LLC (holding a 94.1% equity interest) and Lone Star Broadcasting LLC (holding a 4.9% equity interest). Max Media of Texas LLC is a wholly owned subsidiary of Max Media III LLC, which is a wholly owned subsidiary of Max Media LLC (formerly MBG Holdings LLC), the ultimate parent entity of MMT License LLC.

The entities holding voting and equity interests in Max Media LLC are:

	<u>Voting & Equity Interests</u>
Colonnade Max Investors, Inc.	8.99%
Aardvarks Also LLC	9.98%
MBG-GG LLC	36.02%
Quad-C Max Investors, Inc.	8.65%
Quad-C Max Investors II, Inc.	0.35%
MBG Quad-C Investors I, Inc.	35.48%
MBG Quad-C Investors II, Inc.	<u>0.53%</u>
Total	100.00%

MMT License LLC

MMT License LLC's sole member is Max Media Texas LP. Its manager is Max Media Group LLC. The officers of MMT License LLC – all of whom are U.S. Citizens – are as follows:

A. Eugene Loving, Jr. – Secretary
900 Laskin Road
Virginia Beach, VA 23451

John A. Trinder – President
900 Laskin Road
Virginia Beach, VA 23451

David J. Wilhelm – Vice President /Assistant Secretary
900 Laskin Road
Virginia Beach, VA 23451

Max Media Texas LP

Max Media Texas LP's sole general partner is Max Media of Texas LLC, which holds a 1% equity interest. Presently, its limited partners are Max Media Group LLC (formerly Max Media LLC, holding a 94.1% interest) and Lone Star Broadcasting, LLC (which holds a 4.9% interest). After consummation, Max Media III LLC will take the place of Max Media Group LLC to hold the 94.1% equity interest. Max Media Texas LP is managed solely by its general partner, Max Media of Texas LLC.

Max Media of Texas LLC

Presently, Max Media of Texas LLC's sole member and manager is Max Media Group LLC (formerly Max Media LLC). After consummation, Max Media of Texas LLC's sole member and manager will be Max Media III LLC. The officers of Max Media of Texas LLC – all of whom are U.S. Citizens - are as follows:

A. Eugene Loving, Jr. – Secretary
900 Laskin Road
Virginia Beach, VA 23451

John A. Trinder – President
900 Laskin Road
Virginia Beach, VA 23451

David J. Wilhelm – Vice President/ Assistant Secretary
900 Laskin Road
Virginia Beach, VA 23451

Max Media III LLC

Max Media III LLC's sole member and manager is Max Media LLC (formerly MBG Holdings LLC). The officers of Max Media III LLC – all of whom are U.S.

Citizens – are as follows:

A. Eugene Loving, Jr. – Secretary
900 Laskin Road
Virginia Beach, VA 23451

John A. Trinder – President
900 Laskin Road
Virginia Beach, VA 23451

David J. Wilhelm – Vice President/ Assistant Secretary
900 Laskin Road
Virginia Beach, VA 23451

Max Media LLC (formerly MBG Holdings LLC)

The officers, managers (all of whom are U.S. Citizens) and equity interest holders of Max Media LLC are as follows:

Kenneth Diekroeger – Manager
1420 Benito Avenue
Burlingame, CA 94010

Alan H. Nichols, Jr. – Manager
33 Birch Street
Mill Valley, CA 94941

Jesse Rogers – Manager
278 Park Lane
Atherton, CA 94027

Terrence D. Daniels – Manager
230 E. High Street
Charlottesville, VA 22902

Anthony R. Ignaczak – Manager
230 E. High Street
Charlottesville, VA 22902

Matthew B. Engel – Manager
230 E. High Street
Charlottesville, VA 22902

Allen B. Rider, III – Manager
10001 Patterson Avenue, #100
Richmond, VA 23233

A. Eugene Loving, Jr. – Manager/CEO/President/Secretary
900 Laskin Road
Virginia Beach, VA 23451

John A. Trinder – Manager/COO
900 Laskin Road
Virginia Beach, VA 23451

David J. Wilhelm – CFO/Treasurer
900 Laskin Road
Virginia Beach, VA 23451

Colonnade Max Investors, Inc. – 8.99% Voting and Equity
10001 Patterson Avenue, #100
Richmond, VA 23233

Aardvarks Also LLC – 9.98% Voting and Equity
900 Laskin Road
Virginia Beach, VA 23451

MBG-GG LLC – 36.02% Voting and Equity
One Embarcadero Center
33rd Floor
San Francisco, CA 94111

Quad-C Max Investors, Inc. – 8.65% Voting and Equity
230 E. High Street
Charlottesville, VA 22902

Quad-C Max Investors II, Inc. - 0.35% Voting and Equity
230 E. High Street
Charlottesville, VA 22902

MBG Quad-C Investors I, Inc. – 35.48% Voting and Equity
230 E. High Street
Charlottesville, VA 22902

MBG Quad-C Investors II, Inc. – 0.53% Voting and Equity
230 E. High Street
Charlottesville, VA 22902

Aardvarks Also LLC

Aardvarks Also LLC is member managed. The officers and attributable equity holders of Aardvarks Also LLC – all of whom are U.S. Citizens – are as follows:

A. Eugene Loving, Jr. – Secretary
900 Laskin Road
Virginia Beach, VA 23451
19.648% Voting & Equity

John A. Trinder – President
900 Laskin Road
Virginia Beach, VA 23451
16.701% Voting & Equity

James C. Trinder
900 Laskin Road
Virginia Beach, VA 23451
2.947% Voting & Equity

Steamboat SPGS, LLC^{1/}
900 Laskin Road
Virginia Beach, VA 23451
19.648% Voting & Equity

Bay Shore Enterprises, LLC^{2/}
295 Bendix Road, Suite 130
Virginia Beach, VA 23452
19.648% Voting & Equity

LaMaSa Airwaves LLC³
1821 Eden Way
Virginia Beach, VA 23454
21.407% Voting & Equity

David J. Wilhelm – Vice President and Assistant Secretary

¹ / Equity and voting interests held as follows: 46% The Charles A. McFadden Revocable Trust; 46% The Mary Patricia B. McFadden Revocable Trust; 2% Martin Neil McFadden; 2% Patrick Kevin McFadden; 2% Kimberly Anne Buadagno; 2% Tracy Marie Butteroff.

² / Equity and voting held 100% by Timothy B. Robertson.

³ / Equity and Voting held as follows: 22.22% Barry A. Mandell; 36.67% Dick Lamb; 22.22% Jeffrey Saunders; 18.89% Larry M. Saunders. Jeffrey Saunders is Larry M. Saunders' son. Barry A. Mandell is Larry M. Saunders' son-in-law.

900 Laskin Road
Virginia Beach, VA 23451

Colonnade Max Investors, Inc.

The officers, directors and attributable shareholders⁴ of Colonnade Max Investors, Inc. – all of whom are U.S. Citizens – are as follows:

Allen B. Rider, III – CEO/President/Chairman of the Board
10001 Patterson Avenue, #100
Richmond, VA 23233
1.28% Voting & Equity

James C. Wheat, III – Vice President/Director
10001 Patterson Avenue, #100
Richmond, VA 23233
1.28% Voting & Equity

Commonwealth Investors II L.P.
10001 Patterson Avenue, #100
Richmond, VA 23233
95.50% Voting & Equity

Commonwealth Investors II L.P. Sole General Partner is:

Colonnade Capital LLC
10001 Patterson Avenue, #100
Richmond, VA 23233

Colonnade Capital LLC's managing members and attributable equity holders⁵ are as follows:

Allen B. Rider, III – Managing Member
10001 Patterson Avenue, #100
Richmond, VA 23233
32% Voting & Equity

James C. Wheat, III – Managing Member
10001 Patterson Avenue, #100
Richmond, VA 23233
32% Voting & Equity

John T. Herzog – Managing Member
10001 Patterson Avenue, #100

⁴ The unreported 1.94% of shares are held by non-attributable persons or entities.

⁵ Unreported percentages are held by four individuals who each hold a non-attributable 4% of shares.

MBG-GG LLC

MBG-GG LLC's sole voting member is MBG-GG Management LLC. MBG-GG Management LLC's managing members and attributable equity holders – all of whom are U.S. Citizens – are as follows:

Kenneth Diekroeger – Managing Member
One Embarcadero Center
33rd Floor
San Francisco, CA 94111
33.33% Equity and Voting

Jesse Rogers – Managing Member
One Embarcadero Center
33rd Floor
San Francisco, CA 94111
33.33% Equity and Voting

Alan Nichols – Managing Member
One Embarcadero Center
33rd Floor
San Francisco, CA 94111
33.33% Equity and Voting

THE QUAD-C COMPANIES

Quad-C Max Investors, Inc.

The officers, directors and attributable shareholders of Quad-C Max Investors, Inc. – all of whom are U.S. Citizens – are as follows:

Terrence D. Daniels – Officer/Director
230 E. High Street
Charlottesville, VA 22902

Anthony R. Ignaczak - Officer/Director
230 E. High Street
Charlottesville, VA 22902

Quad-C Partners V, L.P.
230 E. High Street
Charlottesville, VA 22902
100% Voting & Equity

Quad-C Partners V, L.P.'s sole general partner is:

Quad-C Advisors V, LLC
230 E. High Street
Charlottesville, VA 22902

Quad-C Advisors V, LLC members and attributable equity holders⁶ – all of whom are U.S. Citizens – are as follows:

Terrence D. Daniels – Manager/Member
230 E. High Street
Charlottesville, VA 22902
40% Voting & Equity

Anthony R. Ignaczak – Member
230 E. High Street
Charlottesville, VA 22902
15% Voting & Equity

Edward T. Harvey – Member
230 E. High Street
Charlottesville, VA 22902
15% Voting & Equity

Stephen M. Burns - Member
230 E. High Street
Charlottesville, VA 22902

⁶ Unreported 3% of shares are held by non-attributable persons or entities.

15% Voting & Equity

Gary A. Binning – Member
230 E. High Street
Charlottesville, VA 22902
12% Voting & Equity

Quad-C Max Investors II, Inc.

The officers, directors and voting shareholders⁷ of Quad-C Max Investors II, Inc.

– all of whom are U.S. Citizens – are as follows:

Terrence D. Daniels – Officer/Director
230 E. High Street
Charlottesville, VA 22902
40% Voting & Equity

Anthony R. Ignaczak – Officer/Director
230 E. High Street
Charlottesville, VA 22902
15% Voting & Equity

Edward T. Harvey
230 E. High Street
Charlottesville, VA 22902
15% Voting & Equity

Stephen M. Burns
230 E. High Street
Charlottesville, VA 22902
15% Voting & Equity

Gary A. Binning
230 E. High Street
Charlottesville, VA 22902
12% Voting & Equity

⁷ Unreported 3% of shares are held by non-attributable persons or entities.

MBG Quad-C Investors I, Inc. and MBG Quad-C Investors II, Inc.

All the voting rights and equity of MBG Quad-C Investors I, Inc. and MBG Quad-C Investors II, Inc. are held by Quad C Partners VI, L.P. Quad C Partners VI, L.P.'s sole general partner is Quad C Advisors VI, LLC.

The officers and directors of MBG Quad C-Investors I, Inc. and MBG Quad-C Investors II, Inc. are:

Anthony R. Ignaczak – President
230 E. High Street
Charlottesville, VA 22902

Matthew B. Engel – Vice President and Secretary
230 E. High Street
Charlottesville, VA 22902

Scott VanHoy – Assistant Secretary
230 E. High Street
Charlottesville, VA 22902

Quad C VI Advisors, LLC's members and attributable equity holders⁸ – all of whom are U.S. Citizens – are as follows:

Terrence D. Daniels – Manager/Member
230 E. High Street
Charlottesville, VA 22902
30% Voting & Equity

Anthony R. Ignaczak – Member
230 E. High Street
Charlottesville, VA 22902
20% Voting & Equity

Stephen M. Burns – Member
230 E. High Street
Charlottesville, VA 22902
20% Voting & Equity

Gary A. Binning – Member
230 E. High Street
Charlottesville, VA 22902
20% Voting & Equity

⁸ Unreported 10% of shares are held by six non-attributable persons or entities.