

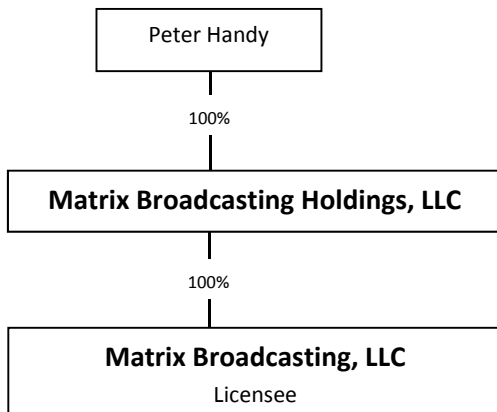
Description of the Proposed Transaction

This application seeks Commission consent to a restructuring that will result in a *pro forma* transfer of control of Matrix Broadcasting, LLC (“Matrix”), licensee of stations WFXF(FM), Dundee, IL (Facility ID 3135) and WZSR(FM), Woodstock, IL (Facility ID 53505) (collectively the “Stations”). Currently, Matrix is owned 100% by Matrix Broadcasting Holdings, LLC (“Matrix Holdings”), which in turn is owned 100% by Peter Handy. With the consummation of the proposed transaction, Peter Handy will transfer 50% of his direct interest in Matrix Holdings to Star Media Group, Inc. (“Star Media”). Matrix Holdings will then be held 50% by Peter Handy and 50% by Star Media. Star Media is owned 100% by Peter Handy. Accordingly, as the charts below demonstrate, the proposed transfer is a *pro forma* transfer of control and the use of FCC Form 316 is appropriate because Peter Handy will remain in ultimate control of the Stations.

There will be no change in the officers of Matrix or Matrix Holdings.

The following charts depict the current structure and the proposed structure of the Stations’ ownership.

Current Structure



Proposed Structure

