

Application for *Pro Forma* Assignment (FCC Form 316)
WLLH(AM), Lowell, MA (FIN: 24971)
Mega Communications of Lowell Licensee, L.L.C.
Assignee's Section III, Item 6
Exhibit 12

MEDIA INTERESTS

1. Mega Communications

Following grant of the instant application, Mega Communications of Lowell, L.L.C. ("Mega Lowell"), the sole member and total assets owner of Mega Communications of Lowell Licensee, L.L.C., will be governed by a board of managers composed of George L. Lindemann and Adam M. Lindemann, who also are members of the company. In addition, Activated Communications Limited Partnership ("Activated") would hold 88 percent of the total assets and 49 percent of the total membership votes in Mega Lowell. Messrs. Lindemann and Activated also currently are members and total asset holders of Mega Communications Holdings, L.L.C. ("Mega Holdings"). Mega Holdings is the sole member and 50% total assets owner of Mega Communications, L.L.C. ("Mega L.L.C."), which currently is the indirect parent company of the following broadcast licensees:

Licensee	Station	Facility ID No.
Mega Communications of Camden Licensee, L.L.C.	WEMG(AM), Camden, New Jersey	74073
Mega Communications of Tampa Licensee, L.L.C.	WLCC(AM), Brandon, Florida	71212
Mega Communications of Dedham Licensee, L.L.C.	WAMG(AM), Dedham, Massachusetts	6475
Mega Communications of Lowell Licensee, L.L.C.	WLLH(AM), Lowell, Massachusetts	24971
Mega Communications of Prince Frederick Licensee, L.L.C.	WBZS-FM, Prince Frederick, Maryland	43277
Mega Communications of Warrenton Licensee, L.L.C.	WBPS-FM, Warrenton, Virginia	16819
Mega Communications of St. Petersburg Licensee, L.L.C.	WMGG(AM), Largo, Florida	51971
Mega Communications of Alexandria Licensee, L.L.C.	WKDL(AM), Alexandria, Virginia	70036
Mega Communications of Daytona Beach Licensee L.L.C.	WNUE-FM, Titusville, Florida	46969

Applications currently are pending on FCC Form 314 for consent to the assignment of WAMG(AM) and WLLH(AM), from Mega Communications of Lowell Licensee, L.L.C. and Mega Communications of Dedham Licensee, L.L.C., respectively, to J Sports Boston LLC (FCC File Nos. BAL-20030301ADC and –ADD, respectively).

Applications also currently are pending or will soon be filed on FCC Form 315 for consent to the transfer of control of the remaining seven licensee companies (BTC/BTCH-200503 _____ through - ____). As explained in those applications, Activated has agreed to sell its voting and equity interests in Mega Holdings to Adam Lindemann, who would become the 82% voting member of Mega Holdings.

2. General Electric Capital Corporation

General Electric Capital Corporation (“GECC”), an affiliate of General Electric Company (“GE”), has provided a credit facility to Mega L.L.C., which accounts for more than 33% of the total asset value of Mega L.L.C. GE wholly owns NBC Telemundo Holding Co., which indirectly owns NBC Telemundo License Co. (“LicenseCo”). According to the most recent Ownership Report on file for LicenseCo, it is the licensee of the broadcast stations listed on Attachment A-1 hereto, and indirectly controls Telemundo of Puerto Rico, which is the licensee of the stations listed on Attachment A-2 hereto, as well as Station Venture Operations, LP, licensee of the broadcast stations listed on Attachment A-3 hereto. Further information on the ownership structure of these entities is on file with the Commission as part of recent Ownership Reports filed by LicenseCo’s affiliates (*e.g.*, BOS-20040601AKW) and various other applications filed by those companies.

According to the most recent Ownership Report for LicenseCo, GE indirectly holds a 38.6% voting interest in ValueVision Media, Inc. (“ValueVision”), licensee of Station WWDP(TV), Norwell, MA, but GE neither has nor exercises control of ValueVision by virtue of this ownership interest.

According to the most recent Ownership Report for LicenseCo, GE Capital Commercial Finance, Inc. (“GECF”), an indirect wholly owned subsidiary of GE, has provided a credit facility to AAA Entertainment, LLC (“AAA”) which accounts for more than 33% of the total asset value of AAA. AAA owns and operates radio stations in various markets, including the Providence, RI, market, where it owns two stations: WWKX(FM), Woonsocket, RI; and WAKX(FM), Narragansett Pier, RI.

According to the most recent Ownership Report for LicenseCo, Duncan Ebersol has an attributable interest in the respondent based on his position as an officer of certain affiliates of GE. Mr. Ebersol and his spouse, Susan St. James, each is a Director and Vice President and owns 23.2% of the outstanding stock of Local Girls and Boys Broadcasting Corporation, the licensee of a 3,000 watt FM station, WZBG, Litchfield, CT.

According to the most recent Ownership Report for LicenseCo, Jay Ireland has an attributable interest in the respondent based on his position as an officer or director of certain affiliates of GE. Mr. Ireland is a trustee on the Board of Trustees of St. Lawrence University,

licensee of WSLU(FM), Canton, New York. The Ownership Report indicates that Mr. Ireland is not “actively” involved in management and operations of that station.

3. Cross-Interests

According to the most recent Ownership Report for LicenseCo, that company owns and operates television stations and/or holds attributable interests under the equity/debt plus (“EDP”) rule in three markets in which Mega L.L.C. owns and operates radio stations. As demonstrated below, in each case, there are at least 10 independent media voices in the relevant market, and each such EDP interest therefore complies fully with the radio-television cross-ownership rule now in effect, 47 C.F.R. § 73.3555(c).

BOSTON, MA

LicenseCo: WNEU(TV), Merrimack, NH

Mega L.L.C.: WAMG(AM), Dedham, MA; and WLLH(AM), Lowell, MA

Examples of Independent Voices (all stations licensed to Boston, MA):

<u>Independent Licensee</u>	<u>Station</u>
1. Paxson	WPX(TV)
2. Viacom	WBZ-TV
3. Hearst-Argyle	WCVB-TV
4. Fox	WFXT(TV)
5. Sunbeam Television	WHDH-TV
6. Boston University	WBUR-FM
7. Entercom	WEEI(AM)
8. Radio One	WILD(AM)
9. Clear Channel	WJMN(FM)
10. Greater Media	WTKK(FM)

PHILADELPHIA, PA

LicenseCo: WCAU(TV), Philadelphia, PA

Mega L.L.C.: WEMG(AM), Camden, NJ

Examples of Independent Voices (all stations licensed to Philadelphia, PA):

<u>Independent Licensee</u>	<u>Station</u>
1. Infinity	KYW-TV
2. Tribune	WPHL-TV
3. ABC, Inc.	WPVI-TV
4. Fox	WTXF-TV
5. Independence Public Media of Philadelphia, Inc.	WYBE(TV)
6. Clear Channel	WDAS-FM
7. Urban Radio I, LLC	WHAT(AM)
8. Greater Media	WMMR(FM)
9. Temple University	WRTI(FM)
10. University of Pennsylvania	WXPB(FM)

WASHINGTON, DC

LicenseCo: WRC-TV, Washington, DC

Mega L.L.C.: WBZS-FM, Prince Frederick, MD; WBPS-FM, Warrenton, VA; and WKDL(AM), Alexandria, VA

Examples of Independent Voices (all stations licensed to Washington, DC unless noted):

<u>Independent Licensee</u>	<u>Station</u>
1. Tribune	WBDC-TV
2. Fox	WDCA(TV)
3. Greater Washington Educational Telecommunications Association	WETA-TV
4. Howard University	WHUT-TV
5. Allbritton Communications	WJLA-TV
6. Gannett	WUSA(TV)
7. Clear Channel	WASH(FM)
8. Pacifica	WPFW(FM)
9. Radio One	WKYS(FM)
10. Multicultural Radio Broadcasting	WLXE(AM) (Rockville, MD)

ATTACHMENT A-1

BROADCAST STATIONS LICENSED TO NBC TELEMUNDO LICENSE CO., AS REPORTED IN OWNERSHIP REPORTS

Call Letters	Location	Facility ID	Class of Service
WNBC (TV)	New York, NY	47535	Television Broadcast
WNJU (TV)	Linden, NJ	73333	Television Broadcast
KNBC (TV)	Los Angeles, CA	47906	Television Broadcast
KVEA (TV)	Corono, CA	19783	Television Broadcast
KWHY-TV	Los Angeles, CA	26231	Television Broadcast
WSNS-TV	Chicago, IL	70119	Television Broadcast
WMAQ -TV	Chicago, IL	47905	Television Broadcast
WCAU(TV)	Philadelphia, PA	63153	Television Broadcast
KNTV(TV)	San Jose, CA	35280	Television Broadcast
KSTS(TV)	San Jose, CA	64987	Television Broadcast
WNEU(TV)	Merrimack, NH	51864	Television Broadcast
KXTX-TV	Dallas, TX	35994	Television Broadcast
WRC-TV	Washington, DC	47904	Television Broadcast
KTMD(TV)	Galveston, TX	64984	Television Broadcast
KPHZ(TV)	Holbrook, AZ	81458	Television Broadcast
WTVJ(TV)	Miami, FL	63154	Television Broadcast
WSCV (TV)	Fort Lauderdale, FL	64971	Television Broadcast
KMAS-TV	Steamboat Springs, CO	20373	Television Broadcast
WVIT(TV)	New Britain, CT	74170	Television Broadcast
WNCN(TV)	Goldsboro, NC	50782	Television Broadcast
WCMH-TV	Columbus, OH	50781	Television Broadcast
KVDA (TV)	San Antonio, TX	64969	Television Broadcast
WVTM-TV	Birmingham, AL	74173	Television Broadcast
WJAR (TV)	Providence, RI	50780	Television Broadcast
KNSO(TV)	Merced, CA	58608	Television Broadcast
KHRR (TV)	Tucson, AZ	30601	Television Broadcast
W58BU	Hallandale, FL	63151	TV Translator
KPHZ-LP	Phoenix, AZ	3169	Low Power Television
KDRX-CA	Phoenix, AZ	27272	Class A
K47GD	San Luis Obispo, CA	19780	TV Translator
KWHY-LP	Santa Barbara, CA	26229	TV Translator
K52FF	Reno, NV	64997	TV Translator
KEJT-LP	Salt Lake City, UT	64974	Class A
K27EI	Santa Maria, CA	64975	TV Translator
K15CU	Salinas, CA	64979	Class A
K49CJ	Colorado Springs, CO	64981	TV Translator
K34FB	Pueblo, CO	15772	Low Power
KMAS-LP	Denver, CO	67545	Low Power
KSBS-LP	Denver, CO	67532	Class A

ATTACHMENT A-2

**BROADCAST STATIONS LICENSED TO TELEMUNDO OF PUERTO RICO, AS
REPORTED IN OWNERSHIP REPORTS**

Call Letters	Location	Facility ID	Class of Service
WKAQ-TV	San Juan, PR	64983	Television Broadcast
W68BU	Adjuntas, PR	64991	TV Translator
W09AT	Fajardo, PR	64973	TV Translator
W32AJ	Utuado, PR	64976	TV Translator

ATTACHMENT A-3

**BROADCAST STATIONS LICENSED TO STATION VENTURE OPERATIONS,
LP, AS REPORTED IN OWNERSHIP REPORTS**

Call Letters	Location	Facility ID	Class of Service
KXAS-TV	Forth Worth, TX	49330	Television Broadcast
KNSD (TV)	San Diego, CA	35277	Television Broadcast
KNSD-LP	La Jolla, CA	35278	Low Power Television

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