

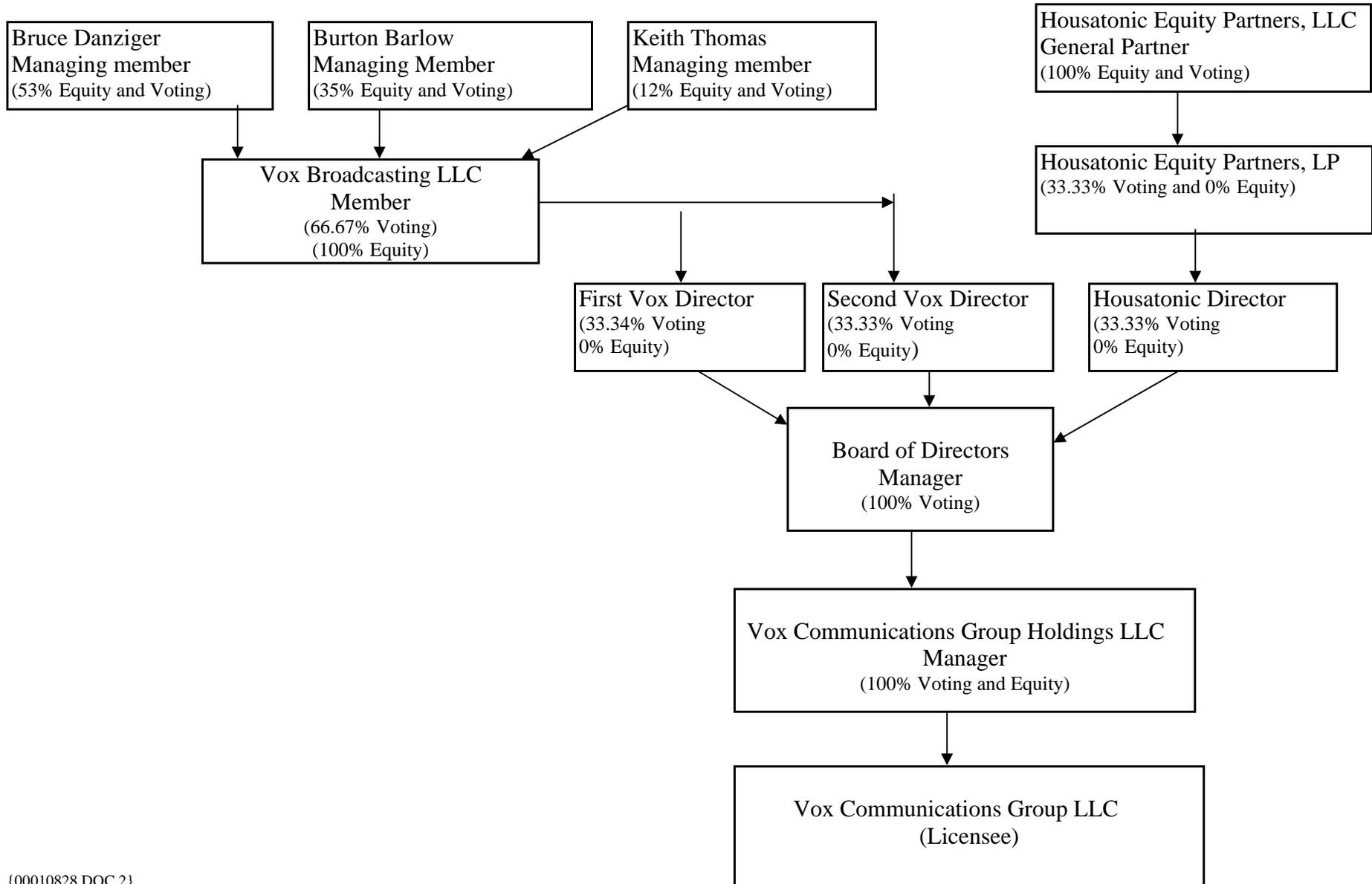
Pro Forma Application

This application proposes a pro forma assignment of licenses from Vox Communications Group, LLC to Vox AM/FM, LLC. The assignment is pro forma because the principals with a controlling interest in Vox Communications Group ---- Burton K. Barlow, Bruce G. Danziger and Keith A. Thomas --- will also have a controlling interest in Vox AM/FM.

The previously approved assignee was positively controlled by Bruce Danziger, because he owned and voted 53% of Vox Broadcasting, LLC, which in turn had the right to appoint two-thirds (67%) of the three directors of the entity that was the 100% parent of the licensee. The proposed assignee is likewise positively controlled by Mr. Danziger, who will own and vote 53% of Vox Holding Company, LLC, which in turn will have 51% voting control of the licensee. Only 49% of the ultimate ownership is changing hands.

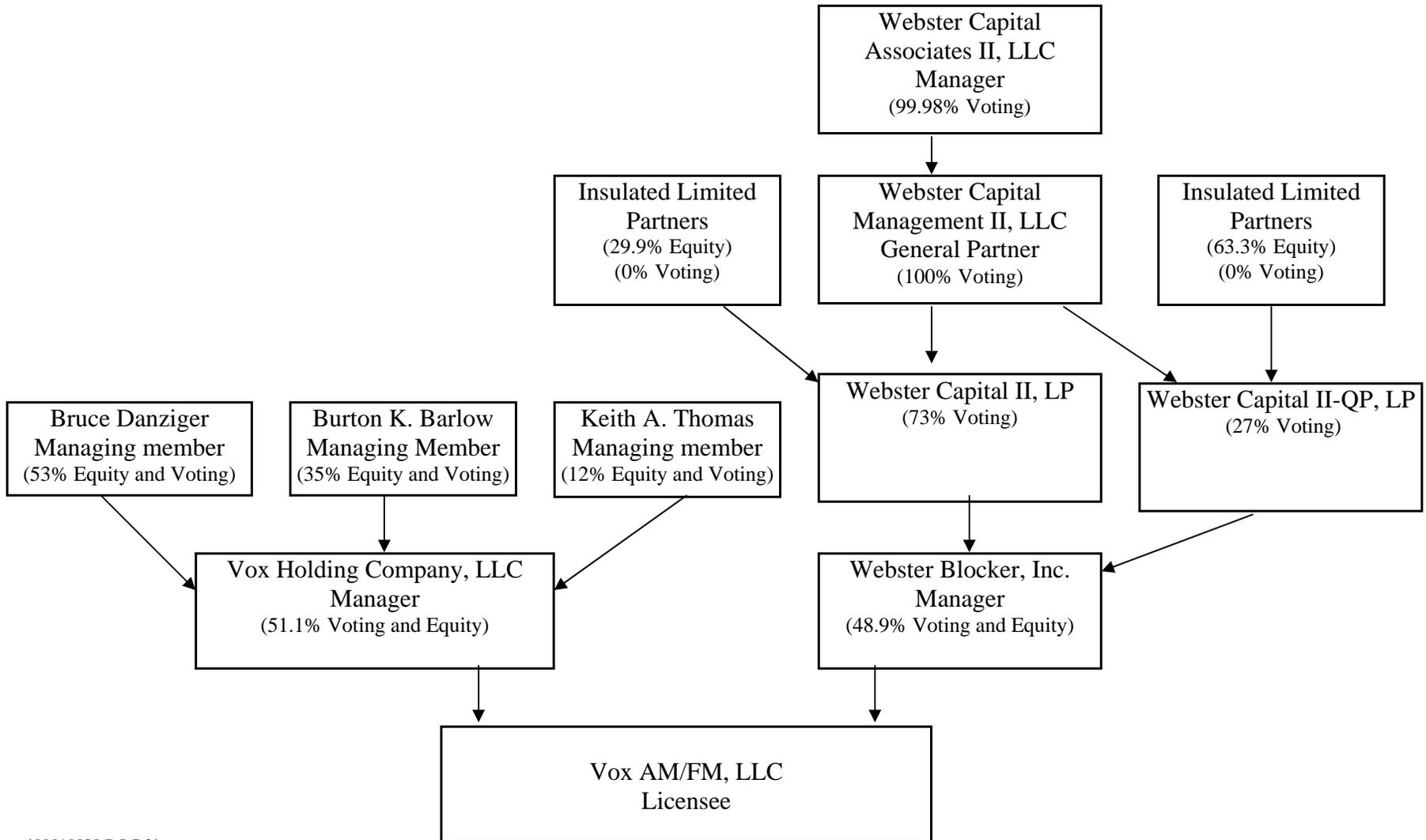
Below is a summary of the ownership structure for Vox Communications Group LLC, and Vox AM/FM, LLC as well as a list of those parties that hold an attributable ownership interest in Vox Communications Group and Vox AM/FM.

Ownership Structure of Vox Communications Group LLC



Ownership Structure of Vox AM/FM, LLC

Vox AM/FM is controlled by Vox Holding Company, LLC. Vox Holding Company in turn is controlled by Bruce Danziger, Burton K. Barlow and Keith A. Thomas. The ownership structure of Vox AM/FM is listed below.



Vox AM/FM, LLC

Name and Address	Citizenship	Positions	Voting	Equity
Vox Holding Company, LLC 70 Walnut Street Suite 411 Wellesley, MA 20481	US	Manager	51.1%	51.1%
Webster Blocker, Inc. 950 Winter Street Suite 4200 Waltham, MA 02451	US	Manager	48.9%	48.9%

Vox Holding Company, LLC

Name and Address	Citizenship	Positions	Voting	Equity
Bruce G. Danziger 70 Walnut Street Suite 411 Wellesley, MA 02481	US	Manager	53%	53%
Burton K. Barlow 316 Lawnwood Drive Williston, VT 05495	US	Manager	35%	35%
Keith A. Thomas 2005 Cemetery Street Jersey Shore, PA 17740	US	Manager	12%	12%

Webster Blocker, Inc.

Name and Address	Citizenship	Positions	Voting
Webster Capital II, L.P. 950 Winter Street Suite 4200 Waltham, MA 02451	US	Shareholder	73%
Webster Capital II-QP, L.P. 950 Winter Street Suite 4200 Waltham, MA 02451	US	Shareholder	27%

Webster Capital II, L.P.

Name and Address	Citizenship	Positions	Voting
Webster Capital Management, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	US	General Partner	100%

Webster Capital II-QP, L.P.

Name and Address	Citizenship	Positions	Voting
Webster Capital Management, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	US	General Partner	100%

Webster Capital Management II, LLC

Name and Address	Citizenship	Positions	Voting
Webster Capital Associates II, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	US	Manager	99.8%

Webster Capital Associates II, LLC

Name and Address	Citizenship	Positions	Voting	Equity
Donald Steiner 17 Bridle Path Weston, MA 02493	US	Managing Member	38%	37.222%
Andrew McKee 30 Academy Street Arlington, MA 02476	US	Member	20.66%	20.137%
Charlie Larkin 11 Webster Road Weston, MA 02493	US	Member	20.66%	20.137%
David Malm 35 Strawberry Hill Dover, MA 02030	US	Member	20.66%	20.137%