

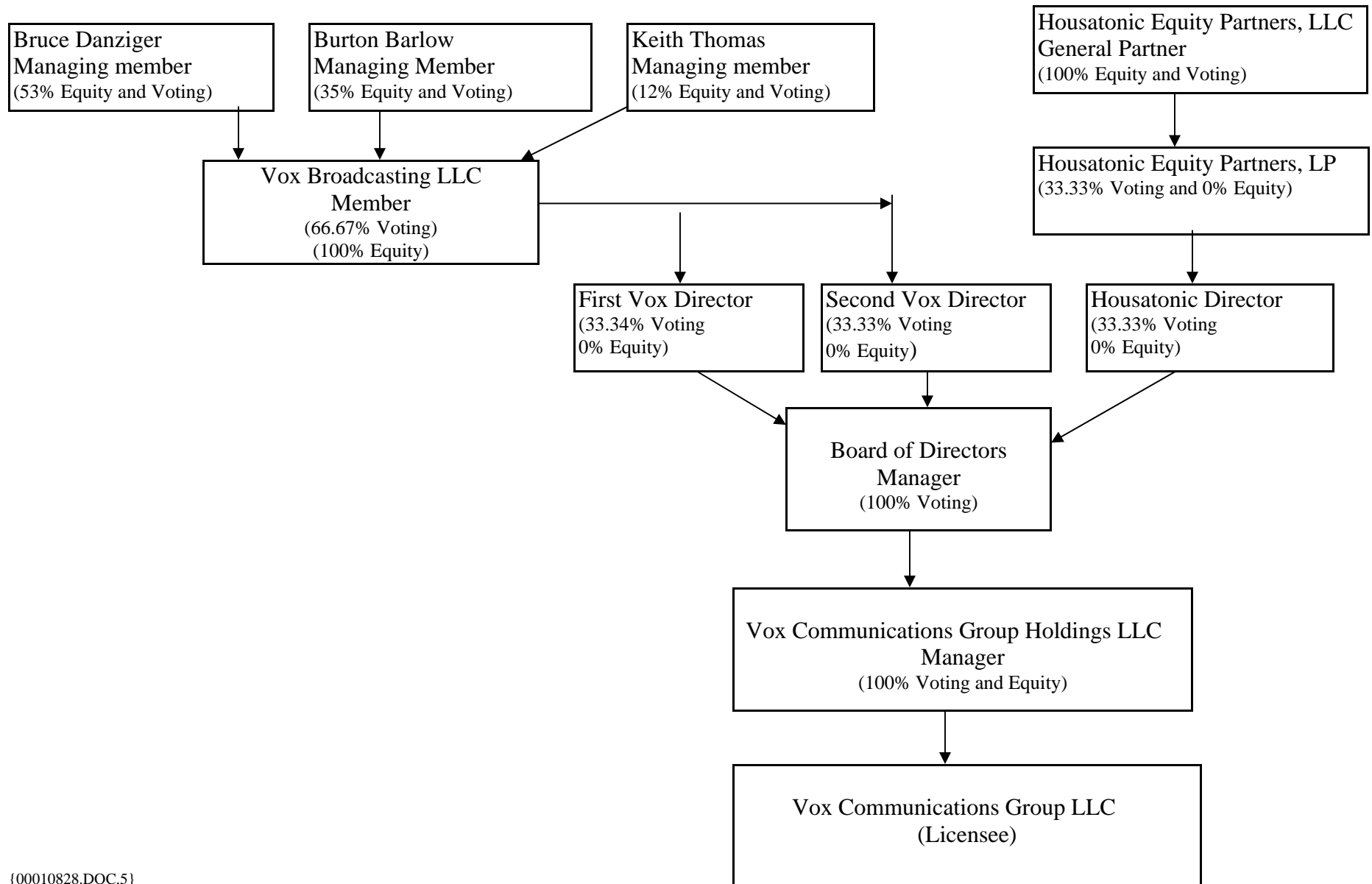
Pro Forma Application

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.

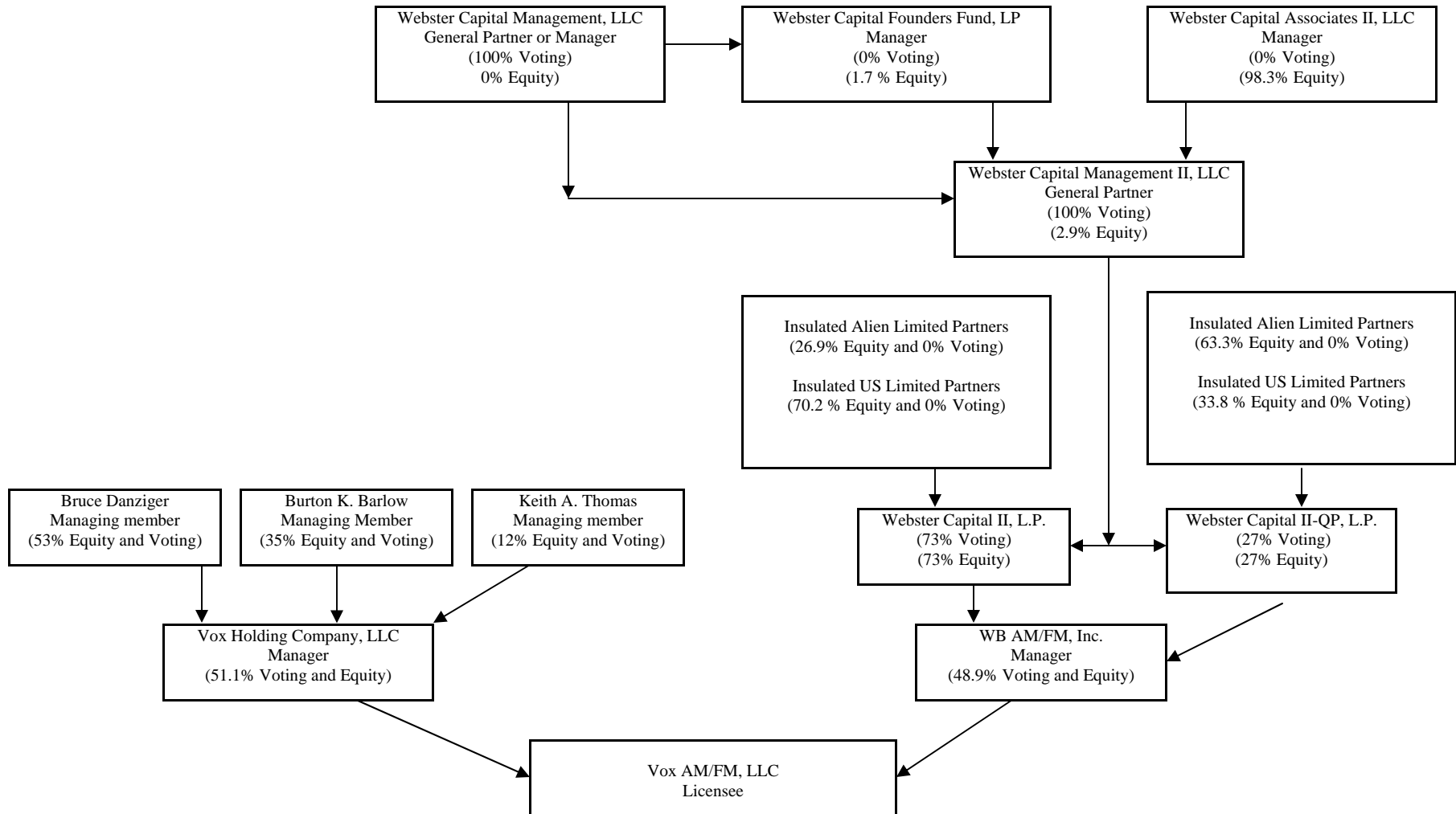
Below is a summary of the ownership structure for Vox Communications Group LLC, and Vox AM/FM, LLC as well as a list of those parties that hold an attributable ownership interest in Vox Communications Group and Vox AM/FM.

**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%
WB AM/FM, 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%

WB AM/FM, Inc.

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

Webster Capital II, L.P.

Name and Address	Citizenship	Positions	Voting	Equity
Webster Capital Management II, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	US	General Partner	100%	2.9%

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.

Webster Capital II-QP, L.P.

Name and Address	Citizenship	Positions	Voting	Equity
Webster Capital Management II, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	US	General Partner	100%	2.9%

The remaining equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.

Webster Capital Management II, LLC

Name and Address	Citizenship	Positions	Voting	Equity
Webster Capital Management, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	US	Manager	100%	0%
Webster Capital Founders Fund, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	Us	Member	0%	1.7%
Webster Capital Associates II, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	US	Member	0%	98.3%

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%
Veronika Tatum 950 Winter Street Suite 4200 Waltham, MA 02451	US	Member	0%	1.2%
Mark Greene 950 Winter Street Suite 4200 Waltham, MA 02451	US	Member	0%	1.2 %

Webster Capital Management, LLC

Name and Address	Citizenship	Positions	Voting	Equity
Donald Steiner 17 Bridle Path Weston, MA 02493	US	Managing Member	38.1%	38.1%
Andrew McKee 30 Academy Street Arlington, MA 02476	US	Member	20.6%	20.6%
Charlie Larkin 11 Webster Road Weston, MA 02493	US	Member	20.6%	20.6%
David Malm 35 Strawberry Hill Dover, MA 02030	US	Member	20.6%	20.6%

Webster Capital Founders Fund, LP

Name and Address	Citizenship	Positions	Voting	Equity
Webster Capital Management, LLC 950 Winter Street Suite 4200 Waltham, MA 02451	US	General Partner	100%	0%

The equity interests in this limited partnership are held by limited partners that are insulated pursuant to the Commission's established criteria, therefore their interests are non-attributable.