

I. Ownership Interests of Applicant

This application requests Commission consent to the assignment of licenses for WTOB(AM), Winston-Salem, NC and WWBG(AM), Greensboro, NC to Davidson Media Carolinas Stations, LLC (“DMCS”).

DMCS is owned by two holding companies of Davidson Media Group, LLC: (i) Davidson Media Holding Corp., which owns 99% of the interest in DMCS, and (ii) Davidson Media Holding Sub Corp., which holds the remaining 1% interest in DMCS. Both of these holding companies are wholly owned by Davidson Media Group, LLC (“DMG”).

The business address for DMCS, DMG, Davidson Media Holding Corp. and Davidson Media Holding Sub Corp., is:

670 Broadway
2nd Floor
New York, NY 10012.

The membership and ownership of DMG consists of the entities and individuals disclosed in the chart below. As reflected below, the members of DMG have delegated management authority to a board of directors. This board is to consist of Peter W. Davidson and another director personally designated by him, two directors designated by Citigroup Venture Capital International and two directors designated by another investor, CapStreet II, L.P. Other than as disclosed herein, no person or entity has an attributable interest in DMG.

Name and Address	Citizenship	Positional Interest	Percentage of Votes	Percentage Total Assets (EDP)
Peter W. Davidson c/o Davidson Media Group, LLC 670 Broadway 2 nd Floor New York, NY 10012	U.S.	Member; Board Chair	1.22	0.99
Katherine D. McGhee c/o Davidson Media Group, LLC 670 Broadway 2 nd Floor New York, NY 10012 (wife of Peter W. Davidson)	U.S.	Member	0.00	0.00
CapStreet II, L.P. 600 Travis, Suite 6110 Houston, TX 77002	Delaware Limited Partnership	Member	38.51	38.60
CapStreet Parallel II, L.P. 600 Travis, Suite 6110 Houston, TX 77002	Delaware Limited Partnership	Member	5.14	5.15
Citicorp North America Inc. c/o Citigroup Venture Capital International 399 Park Avenue New York, NY 10043	Delaware Corporation	Member	32.74	32.81

Name and Address	Citizenship	Positional Interest	Percentage of Votes	Percentage Total Assets (EDP)
Black Enterprise/Greenwich Street Corporate Growth Partners, L.P. 399 Park Avenue, 7th Floor New York, NY 10043	Delaware Limited Partnership	Member	10.91	10.94
Hillman DMG LLC c/o Wilmington Securities, Inc. 824 Market Street, Suite 900 Wilmington, DE 19801	Delaware Limited Liability Company	Member	4.59	4.61
Mercury Capital Partners III, L.P. 220 Northpointe Pkwy, Suite D Amherst, NY 14228	Delaware Limited Partnership	Member	6.89	6.91
Astron Services, Inc. 5080 Spectrum Drive Suite 609 East Addison, TX 75001	Delaware Corporation	Member	<u>1/</u>	<u>2/</u>
Peter S. Handy 5080 Spectrum Drive, Ste 609 East Addison, TX 75001	U.S.	Director	N/A	N/A
George B. Kelly c/o CapStreet II, L.P. 600 Travis, Suite 6110 Houston, TX 77002	U.S.	Director <u>3/</u>	N/A	N/A
R. Andrew de Pass c/o Citigroup Venture Capital International 201 S. Biscayne Boulevard Suite 700 Miami, FL 33131	Canada	Director	N/A	N/A
Jeffrey Scott c/o Black Enterprise/Greenwich Street Corporate Growth Partners, L.P. 399 Park Avenue, 7th Floor New York, NY 10043	U.S.	Director	N/A	N/A

1/ Pursuant to an advisory agreement between DMG and Astron Services, LLC (“Astron”), Astron has agreed to provide certain investment banking and advisory services to DMG. Any fees due for such services are to be paid by the issuance to Astron of membership units in the Company. The contingent interests to be issued by DMG to Astron already are included in the total assets set forth above, such that the interests issued to Astron will reduce, on a pro rata, dollar for dollar basis, the relative interests of each of the other members of the Company.

2/ Pursuant to an advisory agreement between DMG and Astron Services, LLC (“Astron”), Astron has agreed to provide certain investment banking and advisory services to DMG. Any fees due for such services are to be paid by the issuance to Astron of membership units in the Company. The contingent interests to be issued by DMG to Astron already are included in the total assets set forth above, such that the interests issued to Astron will reduce, on a pro rata, dollar for dollar basis, the relative interests of each of the other members of the Company.

3/ CapStreet II, L.P. has chosen to designate Mr. Kelly as its only director nominee. This designation gives Mr. Kelly two board votes, while all other board members may cast a single vote.

II. Ownership, Control and Structure of Attributable Interest Holders in Davidson Media Group, LLC

A . **Citigroup Venture Capital International** (“CVCI”) is a proprietary investment unit within Citigroup Global Investments, Inc. (“CII”). CII is, in turn, a direct wholly-owned subsidiary of Citigroup Inc. (“Citigroup”), a publicly traded, multi-faceted bank holding company and financial institution.

CVCI’s investment in DMG is booked through Citicorp North America Inc. (“CNAI”), an indirect, wholly-owned subsidiary of Citigroup. In its capacity as “booking vehicle,” CNAI functions as a passive repository for CVCI’s interest in DMG. All decisions made with respect to CVCI’s interest in DMG are made by CVCI personnel and their managers and CNAI will not have any involvement in the management or activities of DMG. Citigroup, CII and CNAI all are Delaware corporations located at 399 Park Avenue, New York, New York 10043.

CVCI’s interest in DMG constitutes a tiny fraction of the total assets of Citigroup, CII and CNAI and is wholly unrelated to their primary businesses. CVCI has exclusive authority within the Citigroup structure with respect to its interest in DMG, and all decisions concerning that interest are made by certain designated members of the CVCI group or those in their direct vertical line of management authority.

With the limited exception of three members of the CVCI group, the Chief Executive Officer and Chief Financial Officer of CII, and the members of the Office of the Chairman, the Chief Executive Officer and the President of Citigroup, who constitute the direct vertical line of management authority between CVCI and Citigroup, no entity or individual within the Citigroup organization have any material involvement whatsoever in (1) matters pertaining to CVCI’s investment in DMG; (2) the management or operations of DMG; or (3) the management or operation of any of the broadcast stations currently or hereafter to be owned or controlled by DMG.

CVCI hereby certifies that, with the possible exception of the individuals identified below, the duties and responsibilities of the officers and directors of Citigroup, CII and CNAI are wholly unrelated to CVCI’s investment in DMG, and none of those officers and directors exercise any authority or influence in areas that will affect DMG or any of the broadcast stations currently owned or hereafter acquired by DMG. CVCI further certifies that those individuals will recuse themselves from any matters pertaining to DMG or any of the broadcast stations owned or controlled by DMG that may come before them. Accordingly, these individuals are exempt from attribution and are not parties to this application. *See* 37 C.F.R. § 73.3555, Note 2(g).

The attributable officers and directors of CII and CVCI are as follows:

Name and Address	Citizenship	Title
Michael Carpenter 399 Park Avenue New York, New York 10043	U.S.	Chief Executive Officer, CII
Bruce Catania 399 Park Avenue New York, New York 10043	U.S.	Managing Director, CVCI
R. Andrew de Pass 201 S. Biscayne Boulevard Suite 700 Miami, Florida 33131	Canada	Managing Director, CVCI
Michael K. Neborak 399 Park Avenue New York, New York 10043	U.S.	Chief Financial Officer, CII
Dipak Rastogi 399 Park Avenue New York, New York 10043	Canada	Executive Vice President, CII; Business Head, CVCI

The attributable officers and directors of Citigroup are as follows:

Name and Address	Citizenship	Title
Charles Prince 399 Park Avenue New York, New York 10043	U.S.	Chief Executive Officer; Director
Robert E. Rubin 399 Park Avenue New York, New York 10043	U.S.	Member, Office of the Chairman; Director
Sanford I. Weill 399 Park Avenue New York, New York 10043	U.S.	Chairman
Robert B. Willumstad 399 Park Avenue New York, New York 10043	U.S.	President and Chief Operating Officer; Director

B. **CapStreet II, L.P.** and **CapStreet Parallel II, L.P.** are two related entities that have a direct equity interest in Davidson. Both are Delaware limited partnerships.

The general partner of CapStreet II, L.P. is CapStreet GP II, L.P. The general partner of CapStreet GP II, L.P. is The CapStreet Group, LLC. The general partner of CapStreet Parallel II, L.P. is The CapStreet Group, LLC.

The two owners of The CapStreet Group, LLC are George B. Kelly (75%) and David J. Graham (25%). Both are U.S. Citizens. The officers of The CapStreet Group, LLC are George B. Kelly (Chairman and Managing Partner), Fred R. Lummis (Managing Partner), David J.

Graham (Managing Partner), and Katherine L. Kohlmeyer (Chief Financial Officer). All are U.S. citizens.

The address for all of the CapStreet entities, principals and officers listed herein is:

600 Travis, Suite 6110
Houston, TX 77002

C. **Black Enterprise/Greenwich Street Corporate Growth Partners, L.P.** (“Black Enterprise”). The General Partner of Black Enterprise is Black Enterprise/Greenwich Street Corporate Growth Investors, LLC (BE/GS CGI). The address for both entities is:

399 Park Avenue, 7th Floor
New York, NY 10043

Each of the five entities or individuals listed below is a member of and controls the following percentages of BE/GS CGI (the General Partner of Black Enterprise):

1. *Earl G. Graves, Ltd.* – 6% interest in BE/GS CGI
399 Park Avenue, 7th Floor, New York, NY 10043
Officers: Earl G. Graves, Sr., Chairman; Earl F. Graves, Jr., Chief Operating Officer; John C. Graves, Secretary and General Counsel; Eric Eaton, Chief Financial Officer. No directors. 6%.
2. *The Graves Group, L.L.C.* – 30% interest in BE/GS CGI
399 Park Avenue, 7th Floor New York, NY 10043
Members: Earl G. Graves, Sr., Earl G. Graves, Jr., John C. Graves and Michael Graves
3. *Ed A. Williams* - 20% interest in BE/GS CGI
399 Park Avenue, 7th Floor, New York, NY 10043
4. *Gabrielle Greene* - 0% interest in BE/GS CGI
399 Park Avenue, 7th Floor, New York, NY 10043
5. *Jeffrey Scott* - 13% interest in BE/GS CGI
399 Park Avenue, 7th Floor, New York, NY 10043

In addition, a sixth member of BE/GS CGI, Greenwich Street Corporate Growth, L.L.C. (Greenwich Street), owns 31% of BE/GS CGI. However, the Amended and Restated Operating Agreement of BE/GS CGI establishes that Greenwich Street has no material involvement, directly or indirectly, in the management or operations of the media activities of BE/GS CGI or Black Enterprise, consistent with the criteria identified in 37 C.F.R. § 73.3555, Note 2(f). Accordingly, Greenwich Street is exempt from attribution and is not a party to this application.

All individuals and entities listed above that are involved with Black Enterprise are US citizens, partnerships or companies.

D. **Mercury Capital Partners III, L.P.** is U.S. limited partnership with an ownership and control structure as described in the following tables:

Name and Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Mercury Capital III GP, LLC 220 Northpointe Parkway, Suite D Amherst, NY 14228	U.S.	General Partner	100%	1.0%
Charles W. Banta 180 Middlesex Road Buffalo, NY 14216	U.S.	Limited Partner	0%	2.9%
Peter S. Handy 5080 Spectrum Drive, Ste 609 East Addison, TX 75001	U.S.	Limited Partner	0%	1.2%
C. Teo Balbach 149 Windsor Avenue Buffalo, NY 14209	U.S.	Limited Partner	0%	0.4%
Sandra A. Miller 298 Niagara Street North Tonawanda, NY 14120	U.S.	Limited Partner	0%	0.2%

Mercury Capital III GP, LLC, the general partner of Mercury Capital Partners III, L.P. has the following ownership and control structure:

Name and Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Charles W. Banta 180 Middlesex Road Buffalo, NY 14216	U.S.	Member	62.5%	62.5%
Peter S. Handy 5080 Spectrum Drive, Ste 609 East Addison, TX 75001	U.S.	Member	25.0%	25.0%
C. Teo Balbach 149 Windsor Avenue Buffalo, NY 14209	U.S.	Member	7.5%	7.5%
Sandra A. Miller 298 Niagara Street North Tonawanda, NY 14120	U.S.	Member	5.0%	5.0%