

**EXHIBIT 12 (Addendum #3)<sup>1</sup>**

Crestwood Communications, Inc. (“CCI”) (formerly Simmons Media Group Inc.) is the ultimate corporate parent of the proposed assignee of KUNF(AM), Washington, Utah, and KREC(FM), Brian Head, Utah. CCI does not currently hold an equity or debt interest in Canyon Media Corporation (“CMC”), the proposed assignee of KTSP(AM) and KEOT(FM) in St. George, Utah. Upon CMC’s closing on its acquisition of KTSP(AM) and KEOT(FM), CMC will issue to CCI thirty (30) shares of Class B (non-voting) common stock, par value \$1.00 par share, of CMC. These shares will represent thirty percent (30%) of the equity of CMC on a fully diluted basis. Kent Frandsen, currently the sole shareholder of CMC, will hold seventy (70) shares of Class A (voting) common stock representing seventy percent (70%) of CMC’s equity. The thirty percent equity interest is being issued to CCI in exchange for assignment of the rights CCI previously held to purchase KTSP(AM) and KEOT(FM) and operate the stations pursuant to a time brokerage agreement (“TBA”). CMC currently has no assets other than the contractual rights associated with its proposed acquisition of KTSP(AM) and KEOT(FM) and the pre-closing operation of the stations under the TBA.

As noted in the KTSP/KEOT assignment application, which was amended on March 15, 2001, to substitute CMC for CCI (*see* FCC File Nos. BAL-19980507ED and BALH-19980507EE), while the CMC stock that CCI will receive has no votes, under CMC’s articles of

---

<sup>1</sup> CCI has previously submitted amendments to the assignment application for KUNF(AM)/KREC(FM), which was filed on March 14, 2001. The FCC’s electronic filing system is automatically associating some, but not all, of the previously amended exhibits with the electronic version of the instant amendment. Upon request, the assignee will provide copies of any previously submitted amended exhibits that the FCC staff wishes to review.

incorporation, consent of a majority of that stock is required before certain extraordinary corporate actions may be taken. Those actions are as follows:

1. Sale or other alienation of substantially all of the assets of CMC;
2. Mergers or other transactions resulting in a change in control of CMC;
3. Changes in the rights of the classes of stock;
4. Dissolution of CMC;
5. Changes in CMC's articles or bylaws affecting the rights of the non-voting shareholders; and
6. Engaging in a business other than broadcasting or a business that is competing in the same market with CMC or CCI.

CMC will finance its acquisition of KTSP(AM) and KEOT(FM) by obtaining a bank loan of \$1.5 million. Although CCI, if required by the lender, will guarantee the loan's repayment, CCI will not place any amount in escrow to secure the guaranty or otherwise provide any consideration for the guaranty that would cause the debt to be taken into account in an analysis under the FCC's equity-debt-plus ("EDP") rule.

Following the acquisition, CMC's total asset base will be \$1.5 million. CCI will hold a thirty percent (30%) equity interest obtained in exchange for assignment of its original rights to acquire KTSP(AM) and KEOT(FM) and broker the stations. Given CCI's failure to contribute any financial consideration in connection with CMC's debt, CCI does not have any further interest over and above the thirty percent (30%) equity interest noted above that must be taken into accounts in an EDP analysis. Thus, CCI's thirty percent (30%) equity interest is below the EDP threshold of thirty-three percent (33%).