

Exhibit 14A

AMENDMENT

The Transferee’s section of the Application is hereby amended pursuant to the request of FCC staff to provide the following additional information about parties to the application, including the voting interests and total assets in the licensee held by all of the parties post-transaction. The accompanying charts at the end of this Amendment detail the composition of On Top Communications pre-transition and post-transaction.

I.

Control of the licensee, its intermediate corporate owner, and their ultimate parent, On Top Communications LLC, is held and exercised by a board of directors. The Transferees, MMG Ventures, LP, *et. al* will have the right to designate three out of five board seats, thereby controlling 60% of the board. (See Exhibit 13) The persons in Section III will have the right to designate the remaining two board seats, representing 40% of the board.

II.

The following information details each Transferee’s voting interest in selecting three out of five seats of the board of directors, the representative voting interests in the selection of the entire board, and the interests in the licensee’s total assets as they will exist post-transaction.

A. MMG Ventures, LP

Anthony Williams is MMG Ventures, LP’s (Ventures) designee for Licensee On Top Communication’s Board of Directors and he will vote MMG’s overall interests in the licensee, as detailed below.

As stated in the application, Ventures will hold 30.6% voting interest in the selection of three out of five board seats, which will represent 18.4% voting interest in the selection of the licensee’s entire board, and it will hold 13% of the licensee’s total assets. Following are the representative voting interests in selection of the licensee’s entire board and percentage share of the licensee’s total assets for each of Venture’s related companies and/or principals post-transaction.

MSBDF A Asset Management, LP (MSBDF A LP), is the sole General Partner of Ventures and holds 100% of the votes and 1% of the equity of Ventures. It therefore will hold 18.4% (100% x 18.4%) representative voting interest in the selection of the

licensee's entire board and 0.13% (1% x 13%) of its total assets. The remaining 99% of the equity in Ventures is held by institutional investors (*i.e.*, a commercial bank, a state governmental entity and a non-profit organization) that have no voting interests and are not involved in the management or day-to-day operations of Ventures. In addition to the fact that these are passive investors, such investors are non-attributable in the licensee because they represent equity interest in parties that hold less than 33% of the total assets of On Top Communications.

MSBDFA Asset Management, LLC (MSBDFA LLC) is the sole General Partner of MSBDFA LP and holds 100% of its voting interest and 1% of its equity. However, the same individuals that are Members of MSBDFA LLC are also Limited Partners in MSBDFA LP, and thus are fully attributable in the Licensee On Top Communications as limited partners for their respective voting and equity interests in the MSBDFA LLC. Therefore, MSBDFA LLC will, for the purposes of this application, hold only 1% of the voting interest, the same as its equity interest in MSBDFA LP, which represents 0.18% (1% x 18.4%) of the voting interest in the selection of the licensee's entire board and 0.001% of its total assets (1% x 0.13%). The Limited Partners in MSBDFA LP are Stanley W. Tucker, Catherine Lockhart, Robert Randy Croxton, and Timothy L. Smoot who, for the purposes of this application, hold the following attributable interests as limited partners. Mr. Tucker holds 40% of the voting and equity interests of MSBDFA LP, which is 7.4% (40% x 18.4%) voting interest in the selection of the licensee's entire board and 0.05% (40% x 0.13%) of the licensee's total assets. Ms. Lockhart and Messrs. Croxton and Smoot each hold 20% of the voting and equity interests of MSBDFA LP. They therefore will each hold 3.7% (20% x 18.4%) voting interest in the selection of the licensee's entire board and 0.03% (20% x 0.13%) of the licensee's total assets. (The total voting and equity percentages in MSBDFA LP equal 101% due to rounding.)

As a Member of MSBDFA LLC (the General Partner for MSBDFA LP), Mr. Tucker also holds 40% of the votes and 40% of the equity of MSBDFA LLC. He therefore will hold 7.4% (40% x 18.4%) voting interest in the selection of the licensee's entire board and 0.05% (40% x 0.13%) of its total assets. His combined voting interest in the licensee is 14.8% (7.4% + 7.4%) and 0.10% (0.05% + 0.05%) in the licensee's total assets.

As noted above, Ms. Lockhart, Messrs. Croxton and Smoot are each Members of MSBDFA LLC and each holds 20% of the votes and 20% of the equity of MSBDFA LLC. Through these interests they therefore will each hold 3.7% (20% x 18.4%) voting interest in the selection of the licensee's entire board and 0.03% (20% x 0.13%) of its total assets, a combined 7.4% (3.7% + 3.7%) in voting interests and 0.06% (0.03% + 0.03%) in total assets of the licensee.

B. The Bon Secours Community Investment Fund, LP

Gwendolyn Smith Iloani is The Bon Secours Community Investment Fund, LP's (Bon Secours) designee for Licensee On Top Communication's Board of Directors and she will vote Bon Secours' overall interests in the licensee, as detailed below.

As stated in the application, Bon Secours will hold 17.4% voting interest in the selection of three of five board seats, which will represent 10.4% voting interest in the selection of the licensee's entire board, and it will hold 7.4% of the licensee's total assets. Following are the representative voting interests in selection of the licensee's entire board and percentage share of the licensee's total assets for each of Bon Secours' related companies and/or principals post-transaction.

Smith Whiley SBIC Managers, LLC (Managers) is the sole General Partner of Bon Secours and holds 100% of the votes and 1% of the equity of Bon Secours. It therefore will hold 10.4% ($100\% \times 10.4\%$) voting interest in the selection of the licensee's entire board and 0.07% ($1\% \times 7.4\%$) of its total assets. The remaining 99% of the equity in Bon Secours is held by institutional investors (*i.e.*, a commercial bank and a nonprofit health care system) that have no voting interests and are not involved in the management or day-to-day operations of Bon Secours. In addition to the fact that these are passive investors, such investors are non-attributable in the licensee because they represent equity interest in parties that hold less than 33% of the total assets of On Top Communications.

Smith Whiley Investment Management, Inc. (SWIMI), holds an 80% voting and equity Membership Interest in Managers. It therefore will hold 8.3% ($80\% \times 10.4\%$) voting interest in the selection of the licensee's entire board and 0.06% ($80\% \times .07\%$) of its total assets. The remaining 20% voting and equity interests in Managers are held by Gwendolyn Smith Iloani and Colette M. Nakhoul, as detailed below.

Smith Whiley & Co. (SWC) holds 100% of votes and 100% of the equity of SWIMI. Therefore, it will hold 8.3% ($100\% \times 8.3\%$) voting interest in the selection of the licensee's entire board and 0.06% ($100\% \times 0.06\%$) of its total assets.

Gwendolyn Smith Iloani holds 100% of votes and 100% of the equity of SWC and through that ownership will hold 8.3% ($100\% \times 8.3\%$) voting interest in the selection of the licensee's entire board and 0.06% ($100\% \times 0.06\%$) of its total assets. Ms. Iloani also individually holds a 10% voting and equity Membership Interest in Managers, which as indicated above will hold 10.4% voting interest in the selection of the licensee's entire board and 0.07% of its total assets. Through her interest in Managers, Ms. Iloani therefore will hold an additional 1.0% ($10\% \times 10.4\%$) voting interest in the selection of the licensee's entire board and .01% ($10\% \times .07\%$) of the licensee's total assets. Ms. Iloani will hold a combined total 9.3% ($8.3\% + 1.0\%$) voting interest in the selection of the licensee's entire board and a total 0.07% ($0.06\% + 0.01\%$) of its total assets.

Colette M. Nakhoul holds a 10% voting and equity Membership Interest in Managers, which as indicated above will hold 10.4% voting interest in the selection of the licensee's entire board and 0.07% of its total assets. Through her interest in Managers, Ms. Nakhoul therefore will hold 1.0% ($10\% \times 10.4\%$) voting interest in the selection of the licensee's entire board and .01% ($10\% \times .07\%$) of its total assets.

C. OCP IV On Top, Inc. and Opportunity Capital Corporation

J. Peter Thompson is OCP IV On Top, Inc.'s (OCP) and Opportunity Capital Corporation's (OCC) designee for Licensee On Top Communication's Board of Directors and he will vote both OCP's and OCC's overall interests in the licensee, as detailed below.

As stated in the application, OCP will hold 38.7% voting interests in the selection of three of the five seats for the licensee's board of directors, which will represent 23.2% voting interests in the selection of the licensee's entire board, and it will hold 16.6% of the licensee's total assets. OCP is a wholly-owned subsidiary of Opportunity Capital Partners IV, LP (OCP IV), which will hold the same interests. Following are the representative voting interests in the selection of the entire board and percentage share of total assets in the licensee for each of OCP's related companies and/or principals post-transaction.

JMA Capital Management, LLC (JMA) is the sole General Partner of OCP IV and holds 100% of the votes and 20.8% of the equity of OCP IV. It therefore will hold 23.2% (100% x 23.2%) voting interest in the selection of the licensee's entire board and 3.5% (20.8% x 16.6%) of its total assets. The remaining 79.2% of the equity in OCP IV is held by institutional investors (*i.e.*, a commercial bank, a pension fund and a "fund of funds") that have no voting interests and are not involved in the management or day-to-day operations of OCP. In addition to the fact that these are passive investors, such investors are non-attributable in the licensee because they represent equity interest in parties that hold less than 33% of the total assets of On Top Communications.

J. Peter Thompson holds a 46% voting and equity Membership Interest in JMA. Through that interest he therefore will hold 10.7% (46% x 23.2%) voting interest in the selection of the licensee's entire board and 1.6% (46% x 3.5%) of its total assets. The remaining voting and equity interests in JMA are held by Lewis E. Byrd and Anita P. Stephens; please see details below.

Mr. Thompson also holds 50.1% of the votes and 50.1% of the equity of OCC which, as stated in the application, will hold 5.3% voting interest in the selection of three of five board seats, which will represent 3.2% voting interest in the selection of the entire board, and it will hold 2.0% of the licensee's total assets. Through his interest as the single majority shareholder of OCC, Mr. Thompson therefore will hold an additional 3.2% (100% as single majority shareholder x 3.2%) voting interest in the selection of the licensee's entire board and 1.0% (50.1% x 2.0%) of its total assets. Therefore, Mr. Thompson will hold a combined total 13.9% (10.7% + 3.2%) voting interest in the selection of the licensee's entire board and a total 2.6% (1.6% + 1.0%) of its total assets.

The other minority voting and equity interests in OCC, including those owned by Lewis E. Byrd, Anita P. Stephens and twenty-six remaining minority shareholders, are not relevant to this Application because of the single majority shareholder's voting

control and the fact that their non-attributable equity interests in OCC cumulatively result in less than 2% of the total assets of On Top Communications.

Lewis E. Byrd holds a 34% voting and equity Membership Interest in JMA. Through that interest he therefore will hold 7.9% (34% x 23.2%) voting interest in the selection of the licensee's entire board and 1.2% (34% x 3.5%) of its total assets. Mr. Byrd holds a minority voting interest in OCC that does not increase his voting interest in the selection of the licensee's board because of Mr. Thompson's status as OCC's single majority shareholder. However, this interest in OCC increases Mr. Byrd's ownership of the licensee's total assets to a combined total 1.3%.

Anita P. Stephens holds a 20% voting and equity Membership Interest in JMA. Through that interest she therefore will hold 4.6% (20% x 23.2%) voting interest in the selection of the licensee's entire board and 0.7% (20% x 3.5%) of the licensee's total assets. Ms. Stephens holds a minority voting interest in OCC that does not increase her voting interest in the selection of the licensee's board of directors because of Mr. Thompson's status as OCC's single majority shareholder. This interest in OCC does not increase her cumulative ownership of the licensee's total assets above 1%.

III.

The following Transferors will have the right to designate licensee On Top Communication's remaining two board seats, representing 40% of its board of directors.

C. Steven Hegwood, is currently Chairman of the Board, CEO and President of On Top Communications, LLC and its licensees and he will retain these positions post-transaction. He holds 53.06% voting interest in the selection of the remaining two board seats, which will represent 22.17% voting interest in the selection of the licensee's entire board of directors post-transaction. Thus, Mr. Hegwood is the single majority shareholder of votes to select 40% of the board. Although there are nine additional shareholders that will hold the remaining 18.8% voting interest in the selection of the entire board (the largest shareholder is Mr. Wesley Johnson, who will hold 8.9% and the other shareholders will hold less than 5%), Mr. Hegwood controls 100% of the voting interest for two board seats pursuant to a voting agreement provision in On Top Communication's LLC Operating Agreement, which has been amended to this application (See Exhibit 13). Therefore, identification of the remaining shareholders that hold voting interests in the selection of board seats is not relevant to this application.

Mr. Hegwood will also hold 6.5% of the licensee's total assets. Mr. Leonard C. Rayford, Jr., who is On Top Communication's Chief Financial Officer, Secretary and Treasurer, and Mr. Wesley Johnson (shareholder), will hold 2.2% and 2.0% of the licensee's total assets, respectively. Another 1.5% of the licensee's total assets are held by eight other shareholders, and thus, are non-attributable.

Of the remaining interests in the licensee's total assets, 31.3% will be senior debt divided amongst two lenders and 14.2% will be seller debt. None of these entities currently hold or will hold attributable equity, debt or voting interests post-transaction.

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PRE-TRANSACTION
ON TOP COMMUNICATIONS, LLC
AND ITS LICENSEE COMPANIES

	<u>Interests</u>		<u>Total Assets</u> (Equity plus Debt)
	<u>Voting for</u> <u>Share of Board *</u>	<u>Voting for</u> <u>Entire Board</u>	
TRANSFEREES (Sub-Debt)			
(Zero Board seats)			
MMG Ventures	0.0%	0.0%	13.9%
Bon Secours	0.0%	0.0%	14.8%
OCP IV	0.0%	0.0%	0.0%
OCC	<u>0.0%</u>	<u>0.0%</u>	<u>6.0%</u>
<u>Sub-total for Transferees</u>	0.0%	0.0%	34.7%
Additional Sub-Debt	0.0%	0.0%	0.0%
<u>TRANSFERORS</u>			
<u>(5 of 5 Board seats – 100%)*</u>			
C. Steven Hegwood	80.0%	53.06%	12.9%
Leonard C. Rayford, Jr.	0.0%	10.0%	2.4%
Wesley Johnson	20.0%	22.17%	5.4%
Frank W. Johnson	0.0%	6.80%	1.6%
Other Minority Shareholders	<u>0.0%</u>	<u>8.0%</u>	<u>1.9%</u>
<u>Sub-total for Transferors</u>	100%*	100%	24.2%
Senior Debt	0.0%	0.0%	0.0%
Seller Debt	0.0%	0.0%	41.1%
<u>GRAND TOTAL</u>	N/A	100%	100%

POST-TRANSACTION
ON TOP COMMUNICATIONS, LLC
AND ITS LICENSEE COMPANIES

	<u>Interests</u>		
	<u>Voting for</u> <u>Share of Board *</u>	<u>Voting for</u> <u>Entire Board</u>	<u>Total Assets</u> <u>(Equity plus Debt)</u>
TRANSFEREES (Sub-Debt) (3 of 5 Board seats – 60%)*			
MMG Ventures	30.6%	18.4%	13.0%
Bon Secours	17.4%	10.4%	7.4%
OCP IV	38.7%	23.2%	16.6%
OCC	<u>5.3%</u>	<u>3.2%</u>	<u>2.0%</u>
<u>Sub-total for Transferees</u>	92.0%	55.2%	39.0%
Additional Sub-Debt	8.0%	4.8%	3.3%
<u>TRANSFERORS</u> <u>(2 of 5 board seats – 40%)*</u>			
C. Steven Hegwood	100%	21.2%	6.5%
Leonard C. Rayford, Jr.	0.0%	4.0%	2.2%
Wesley Johnson	0.0%	8.9%	2.0%
Other Minority Shareholders	<u>0.0%</u>	<u>5.9%</u>	<u>1.5%</u>
<u>Sub-total for Transferors</u>	100%*	40%	12.2%
Senior Debt	0.0%	0.0%	31.3%
Seller Debt	0.0%	0.0%	14.2%
<u>GRAND TOTAL</u>	N/A	100%	100%