

## EXHIBIT 9

### Changes in Interests

#### **A. *Prior to Transaction***

The Roy W. and Elizabeth E. Simmons Charitable Unitrust with Roy W. and Elizabeth E. Simmons, as co-trustees, currently owns 63.8% of Simmons Media Group, Inc. ("SMG, Inc."), which in turn owns all of the outstanding voting stock and is therefore the corporate parent of the following licensee subsidiary corporations:

<u>Licensee/Permittee</u>	<u>Call Sign</u>	<u>Community of License</u>	<u>Facility Id. No.</u>
1. KSFI, Inc., II	KSFI(FM)	Salt Lake City, Utah	60452
	K264AC	Rural Utah County, Utah	60459
	K265BX	Park City, Utah	60460
2. KRSP, Inc.	KRSP-FM	Salt Lake City, Utah	27462
3. KQMB, Inc.	KQMB(FM)	Midvale, Utah	54156
4. KXRK, Inc.	KXRK(FM)	Provo, Utah	406
5. KDYL, Inc.	KDYL(AM)	Salt Lake City, Utah	60458
6. Simmons St. George, Inc.	KDXU(AM)	St. George, Utah	60454
	KSNN(FM)	St. George, Utah	60457
7. KKSS License Corp.	KKSS(FM)	Santa Fe, New Mexico	63928
8. Simmons Brigham City License Corp.	KJQN(FM)	Brigham City, Utah	81867
9. Simmons Oakley License Corp.	KPKK(FM)	Oakley, Utah	89255
10. Simmons New Mexico License Corp.	KBTK(AM)	Corrales, New Mexico	7050
	KRQS(FM)	Albuquerque, New Mexico	16750
	KQEO(FM)	Rio Rancho, New Mexico	65256
	KIVA(AM)	Albuquerque, New Mexico	65257
	KCHQ(FM)	Santa Fe, New Mexico	7051
	KIOT(FM)	Los Lunas, New Mexico	73117
11. Simmons Media Group, Inc.	K269AF	Hurricane, UT	60456

SMG, Inc. is also the sole general partner of Simmons Lone Star Media, Ltd., licensee of KTND(FM), Georgetown, Texas (Facility Id. No. 55475).

**B. Description of Proposed Assignments and Transfer**

In the instant application and the other *pro forma* applications being simultaneously submitted for the licensees and permittees listed above, SMG, Inc. proposes a corporate reorganization. Grids depicting the proposed ownership structure of the assignee are attached as Exhibit 9A.

1. All of the existing licensee subsidiaries, with the exception of Simmons St. George, Inc., will be liquidated into SMG, Inc.<sup>1</sup> SMG, Inc., in turn, proposes to assign all of the FCC licenses, with the exception of K269AF, Hurricane, Utah, to a new limited liability corporation, SMGI, LLC.<sup>2</sup> Initially, SMGI, LLC has as its sole member SMG, Inc. As a result of the corporate reorganization, SMGI, LLC will ultimately be controlled equally by the following six trusts, with Roy W. and Elizabeth E. Simmons serving as co-trustees:

1. The Matthew R. Simmons 201 Trust
2. The Laurence E. Simmons 201 Trust
3. The Julia S. Watkins 201 Trust
4. The Elizabeth S. Hoke 201 Trust
5. The Harris H. Simmons 201 Trust
6. The David E. Simmons 201 Trust<sup>3</sup>

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<sup>1</sup> A separate *pro forma* assignment application is being filed, seeking authorization to assign the licenses for stations in St. George, Utah currently held by Simmons St. George, Inc. to Western Broadcasting LS, LLC.

<sup>2</sup> Although K269AF, Hurricane, Utah, rebroadcasts the signal of the St. George, Utah stations, its license is currently held by SMG, Inc. rather than Simmons St. George, Inc. Control of the licensee for K269AF will not be transferred to SMGI, LLC. Rather, like the licenses for the other stations in the St. George area, it will be assigned to Western Broadcasting, LS, LLC with control remaining ultimately with SMG, Inc.

<sup>3</sup> The trusts listed above (the "201 Trusts") will be the ultimate owners of SMGI, LLC. Initially, SMG, Inc. will transfer its assets to SMGI, LLC, of which SMG, Inc. will be the sole member. Then, as part of the voluntary internal reorganization, SMG, Inc. has formed seven grantor trusts for Roy W. Simmons and each of his six children, with Louis H. Callister as the trustee and the children of Roy W. Simmons and their spouses as beneficiaries. Pursuant to a purchase agreement, SMG, Inc. will transfer one-seventh of its interest in SMGI, LLC to each of the seven grantor trusts. Based on an assignment and assumption of the purchase agreement, the trustee of each of the grantor trusts then distributes the trust assets to the spouses of each of Roy W. Simmons' six children, except in the case of the Roy W. Simmons grantor trust, in which instance the trust assets will be distributed to Roy W. Simmons' six children who convey the

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SMGI, LLC then proposes to assign the FCC licenses first to certain operating subsidiaries and then to wholly owned license subsidiaries as follows:<sup>4</sup>

<u>Operating Subsidiary</u>	<u>License Subsidiary</u>	<u>Call Sign</u>	<u>Community of License</u>	<u>Facility Id. No.</u>
Simmons-SLC, LLC	Simmons-SLC, LS, LLC	KSFI(FM)	Salt Lake City, UT	60452
		K264AC	Rural Utah Cnty, UT	60459
		K265BX	Park City, UT	60460
		KRSP-FM	Salt Lake City, UT	27462
		KQMB(FM)	Midvale, UT	54156
		KXRK(FM)	Provo, UT	406
		KDYL(AM)	Salt Lake City, UT	60458
		KJQN(FM)	Brigham City, UT	81867
		KPKK(FM)	Oakley, UT	89255
Simmons-NM, LLC	Simmons-NM, LS, LLC	KBTK(AM)	Corrales, NM	7050
		KRQS(FM)	Albuquerque, NM	16750
		KQEO(FM)	Rio Rancho, NM	65256
		KIVA(AM)	Albuquerque, NM	65257
		KCHQ(FM)	Santa Fe, NM	7051
		KIOT(FM)	Los Lunas, NM	73117
		KKSS(FM)	Santa Fe, NM	63928

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interests to their spouses. The spouses of Roy W. Simmons' six children will then convey the interests to the six 201 Trusts.

Because a majority of the interests of SMG, Inc. are currently owned by the Roy W. and Elizabeth E. Simmons Charitable Unitrust, of which Roy L. and Elizabeth E. Simmons serve as co-trustees, and, following completion of the various steps, the six 201 Trusts will have as their trustees Roy W. and Elizabeth E. Simmons, the reorganization results in a pro forma change.

The terms of the 201 Trusts designate as Special Trustee a member of the law firm representing Roy and Elizabeth Simmons. The Special Trustee has no voting or approval power but has authority to designate successor or additional trustees, which power would be exercised only to safeguard the status of the trust in the event of the incapacity of Roy and/or Elizabeth Simmons. In such event, prior consent of the Commission, if required, would be sought.

<sup>4</sup> SMGI, LLC and its proposed operating and licensee LLCs each are controlled by their respective member or members, with ultimate control residing in Roy and Elizabeth Simmons as co-trustees of the six family trusts. Designated managers of each of these LLCs are elected by the LLC member or members. Replacement or addition of designated LLC managers from time to time does not affect the control of the LLC through its members and ultimately by Roy and Elizabeth Simmons.

Roy W. and Elizabeth E. Simmons, as co-trustees of the The Roy W. and Elizabeth E. Simmons Charitable Unitrust, currently control SMG, Inc., as approved by the FCC in the applications BTC-960507EK – BTCH-960507EN. Following the reorganization, Roy W. and Elizabeth E. Simmons, through the six 201 Trusts will control SMGI, LLC, the ultimate parent entity of the license subsidiaries.

2. SMG, Inc. owns all of the membership interests of Western Broadcasting, LLC, which holds all of the membership interests in Western Broadcasting, LS, LLC. Under the proposal reorganization, Western Broadcasting, LS, LLC will become the licensee of KDXU(AM) and KSNM(FM), St. George, Utah (Facility Id. Nos. 60454 and 60457) and K269AF, Hurricane, Utah (Facility Id. No. 60456).

Western Broadcasting, LS, LLC, an indirect subsidiary of SMG, Inc., has filed assignment applications seeking authority to acquire the licenses for the following radio stations:

KFTZ(FM), Idaho Falls, ID (Facility ID No. 18116)	BALH-20010214ACQ
KPLV(FM), Idaho Falls, ID (Facility ID No. 33447)	BALH-20010214ACR
KUNF(AM), Washington, UT (Facility ID No. 55398)	BAL-20010314AAA
KREC(FM), Brian Head, UT (Facility ID No. 6784)	BALH-20010314AAB
K252DK, St. George, UT (Facility ID No. 6785)	BALFT-20010314AAC

SMG, Inc. has also filed a transfer of control application seeking authority to acquire the licensee of the following radio stations:

KLCE(FM), Blackfoot, ID (Facility ID No. 71772)	BTCH-20010214ACS
K249CM, Pocatello, ID (Facility ID No. 71781)	BTCFT-20010214ACY
KCVI(FM), Blackfoot, ID (Facility ID No. 71785)	BTCH-20010214ACT
K266AF, Pocatello, ID (Facility ID No. 71784)	BTCFT-20010214ACX
KECN(AM), Blackfoot, ID (Facility ID No. 71780)	BTC-20010214ACU
KBLI(AM), Blackfoot, ID (Facility ID No. 87152)	BTC-20010214ACV
KICN(AM), Idaho Falls, ID (Facility ID No. 71775)	BTC-20010214ACW

SMG, Inc. has also entered into a pre-closing time brokerage agreement for the Idaho stations and KUNF(AM), Washington, Utah, and KREC(FM) Brian Head, Utah.

SMG, Inc. currently brokers more than 15% of the broadcast time on radio station KZHK(FM), St. George, Utah (Facility Id. No. 40519). (That brokerage agreement will be assigned to Western Broadcasting, LS, LLC, upon FCC approval and consummation of the *pro forma* application to assign the licenses for KDXU(AM) and KSNM(FM), St. George, Utah, from Simmons St. George, Inc. to Western Broadcasting, LS, LLC.) SMG, Inc. previously had filed assignment applications seeking authority to acquire the licenses for radio stations KTSP(AM), St. George, Utah (Facility ID No. 12325), and KEOT(FM), St. George, Utah

(Facility ID No. 18140) (*see* FCC File Nos. BAL-19980507ED and BALH-19980507EE), and had been brokering time on those two stations. SMG, Inc. has now assigned its rights to the acquisition and brokerage of KTSP(AM) and KEOT(FM) to a third party in which SMG, Inc. will hold a non-voting and non-attributable stock interest, and the third party has undertaken SMG, Inc.'s rights and obligations under the time brokerage agreement. The assignment applications for KTSP(AM) and KEOT(FM) were amended on March 15, 2001, to report that assignment of rights.

3. Simmons Lone Star Media, Ltd., the current licensee of KTND(FM), Georgetown, Texas (Facility Id. No. 55475), will continue as the licensee. SMGI, LLC will hold all the membership interests in Simmons-Austin, LLC, which will become the sole general partner and owner of a 4% equity interest in Simmons Lone Star Media, Ltd. The remaining equity will be held directly by the six children of Roy W. Simmons, as limited partners.