

**Exhibit 5 - Amended**  
**Description of Transaction, Agreements, Changes in Interests, and Parties to the Application**

This application and a series of other concurrently-filed applications seek the consent of the Commission to a corporate reorganization involving the transfer of control of licenses currently held by five wholly owned subsidiaries of Mapleton Radio, LLC (“MRL”).<sup>1</sup> MRL is the sole member of Mapleton Communications, LLC. MRL has three members:

1. Mapleton Investments, LLC (“MI”), the controlling member of MRL, holds 66.7% of the voting rights in MRL through its right to designate four of the six members of the Board of Managers of MRL;
2. Corporate Partners II AIV LP (“CP II AIV”), a non-controlling member of MRL, holds 33.19% of the voting rights in MRL through its right to designate two of the six members of the Board of Managers of MRL; and
3. CP II MC Coinvestors LLC (“CP II Coinvestors”), a non-controlling member of MRL, holds less than one percent of the voting rights and total assets of MRL.

Under the proposed reorganization, CP II AIV would become the controlling member of MRL. As of July 15, 2009, MRL, CP II AIV, CP II Coinvestors, MI, and Mapleton Communications, LLC entered into a Radio Unit Purchase Agreement. Following receipt of all necessary Commission consents and satisfaction of certain other conditions, the parties will close on the transactions outlined therein by, among other things, entering into an Amended and Restated Limited Liability Company Agreement of MRL (“**New MRL LLC Agreement**”).<sup>2</sup>

Under the New MRL LLC Agreement, CP II AIV and CP II Coinvestors would obtain the right to appoint all Members of a seven-member Board of Managers of MRL.<sup>3</sup> Consequently, after consummation of the transactions described in this application, CP II AIV would control 100 percent of the voting rights in MRL. The ownership and control of MI, CP II AIV, and CP II Coinvestors themselves would not change as a result of these transactions. Graphical representations of the existing and proposed structures and all parties to this application are included on the following pages.

---

<sup>1</sup> The licenses involved in this proposed reorganization are those held directly by Mapleton License of Merced, LLC; Mapleton License of Redding, LLC; Mapleton License of Medford, LLC; Mapleton License of Monterey, LLC; and Mapleton License of Spokane, LLC.

<sup>2</sup> This Exhibit includes the Radio Unit Purchase Agreement and the New MRL LLC Agreement. This Exhibit omits the schedules to the Unit Purchase Agreement (which are listed at the end of such document) because they contain proprietary and/or confidential information that is not germane to the Commission’s or the public’s review of the proposed transaction. The omitted materials will be provided to the Commission upon its request. *See LUI, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); *Public Notice*, DA 02-2049 (rel. Aug. 22, 2002).

<sup>3</sup> CP II AIV and CP II Coinvestors would continue to hold this right collectively. By virtue of its control of more than 99% of this collectively held majority interest, CP II AIV would effectively control MRL.

**Existing Ownership Structure**

**Ownership Structure of each Mapleton License Subsidiary**

<b>Parties to Application Holding an Attributable Interest</b>	<b>Position</b>	<b>Gender</b>	<b>Ethnicity</b>	<b>Race</b>	<b>Citizenship</b>	<b>Percentage Vote</b>	<b>Percentage Total Assets</b>
[Licensee Subsidiary] <sup>4</sup> 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	N/A	N/A	N/A	N/A	Delaware LLC	N/A	N/A
Adam Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	President and CEO	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Mapleton Communications, LLC 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Sole Member (managing member)	N/A	N/A	N/A	Delaware LLC	100%	100%

**Ownership Structure of Mapleton Communications, LLC**

<b>Parties to Application Holding an Attributable Interest</b>	<b>Position</b>	<b>Gender</b>	<b>Ethnicity</b>	<b>Race</b>	<b>Citizenship</b>	<b>Percentage Vote</b>	<b>Percentage Total Assets</b>
Adam Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	President and CEO	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Mapleton Radio, LLC 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Sole Member	N/A	N/A	N/A	Delaware LLC	100%	100%

**Ownership Structure of Mapleton Radio, LLC**

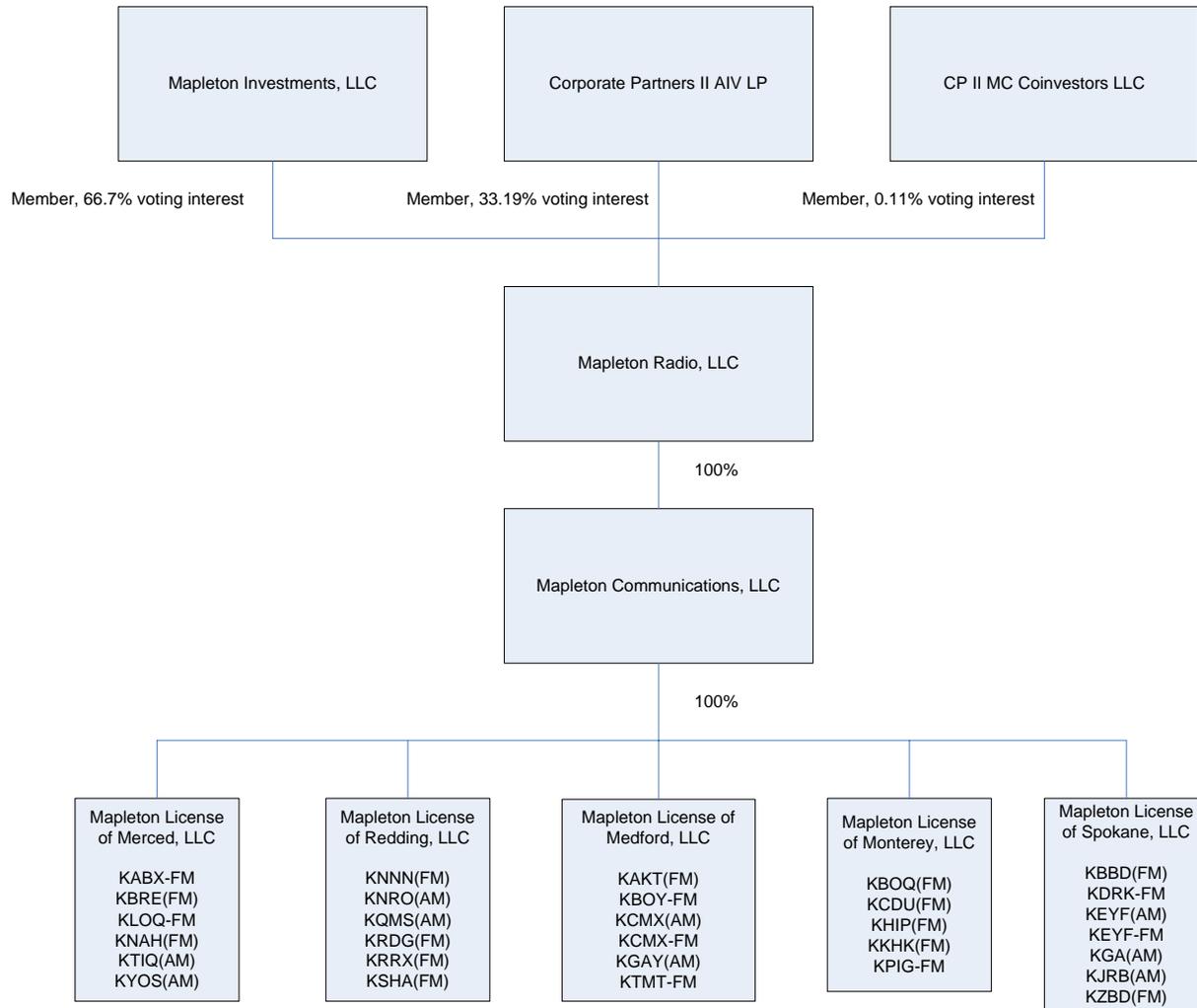
<b>Parties to Application Holding an Attributable Interest</b>	<b>Position</b>	<b>Gender</b>	<b>Ethnicity</b>	<b>Race</b>	<b>Citizenship</b>	<b>Percentage Vote</b>	<b>Percentage Total Assets</b>
Adam Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	President, CEO, and Manager	Male	Not Hispanic or Latino	White	U.S.	0%	Approx. 7% <sup>5</sup>
Marc Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%

<sup>4</sup> Mapleton License of Merced, LLC; Mapleton License of Redding, LLC; Mapleton License of Medford, LLC; Mapleton License of Monterey, LLC; and Mapleton License of Spokane, LLC. Each of those licensees will also have the proposed ownership and control structure set forth herein.

<sup>5</sup> Mr. Nathanson also holds 9,286 non-voting Management Units that generally vest in 20% shares on an annual basis over five years. These Units are subject to forfeiture under certain circumstances and will have no rights to receive distributions prior to vesting.

Michael Menerey 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Clifford Einstein Daily & Associates Advertising 8687 Melrose Avenue West Hollywood, CA 90069	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Jonathan H. Kagan c/o 30 Rockefeller Plaza New York, NY	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Paul J. Zepf c/o 30 Rockefeller Plaza New York, NY	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Mapleton Investments, LLC 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Member	N/A	N/A	N/A	Delaware LLC	66.7%	Approx. 53%
Corporate Partners II AIV LP 30 Rockefeller Plaza New York, NY	Member	N/A	N/A	N/A	Delaware limited partnership	33.19%	Approx. 40 %
CP II MC Coinvestors LLC 30 Rockefeller Plaza New York, NY	Member	N/A	N/A	N/A	Delaware LLC	0.11%	Less than 1 %

## Existing Structure



Note: The transactions contemplated by this application do not involve changes in the ownership of Mapleton Investments, LLC; Corporate Partners II AIV LP; or CP II MC Coinvestors LLC. The ownership of these entities is reported at Exhibit 14 to this Application.

**Proposed Ownership Structure**

Set forth below is the proposed ownership and control of each of Mapleton License of Merced, LLC; Mapleton License of Redding, LLC; Mapleton License of Medford, LLC; Mapleton License of Monterey, LLC; and Mapleton License of Spokane, LLC.

**Ownership Structure of each Mapleton License Subsidiary**

<b>Parties to Application Holding an Attributable Interest</b>	<b>Position</b>	<b>Gender</b>	<b>Ethnicity</b>	<b>Race</b>	<b>Citizenship</b>	<b>Percentage Vote</b>	<b>Percentage Total Assets</b>
[Licensee Subsidiary] <sup>6</sup> 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	N/A	N/A	N/A	N/A	Delaware LLC	N/A	N/A
Adam Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	President and CEO	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Mapleton Communications, LLC 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Sole Member (managing member)	N/A	N/A	N/A	Delaware LLC	100%	100%

**Ownership Structure of Mapleton Communications, LLC**

<b>Parties to Application Holding an Attributable Interest</b>	<b>Position</b>	<b>Gender</b>	<b>Ethnicity</b>	<b>Race</b>	<b>Citizenship</b>	<b>Percentage Vote</b>	<b>Percentage Total Assets</b>
Adam Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	President and CEO	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Mapleton Radio, LLC 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Sole Member	N/A	N/A	N/A	Delaware LLC	100%	100%

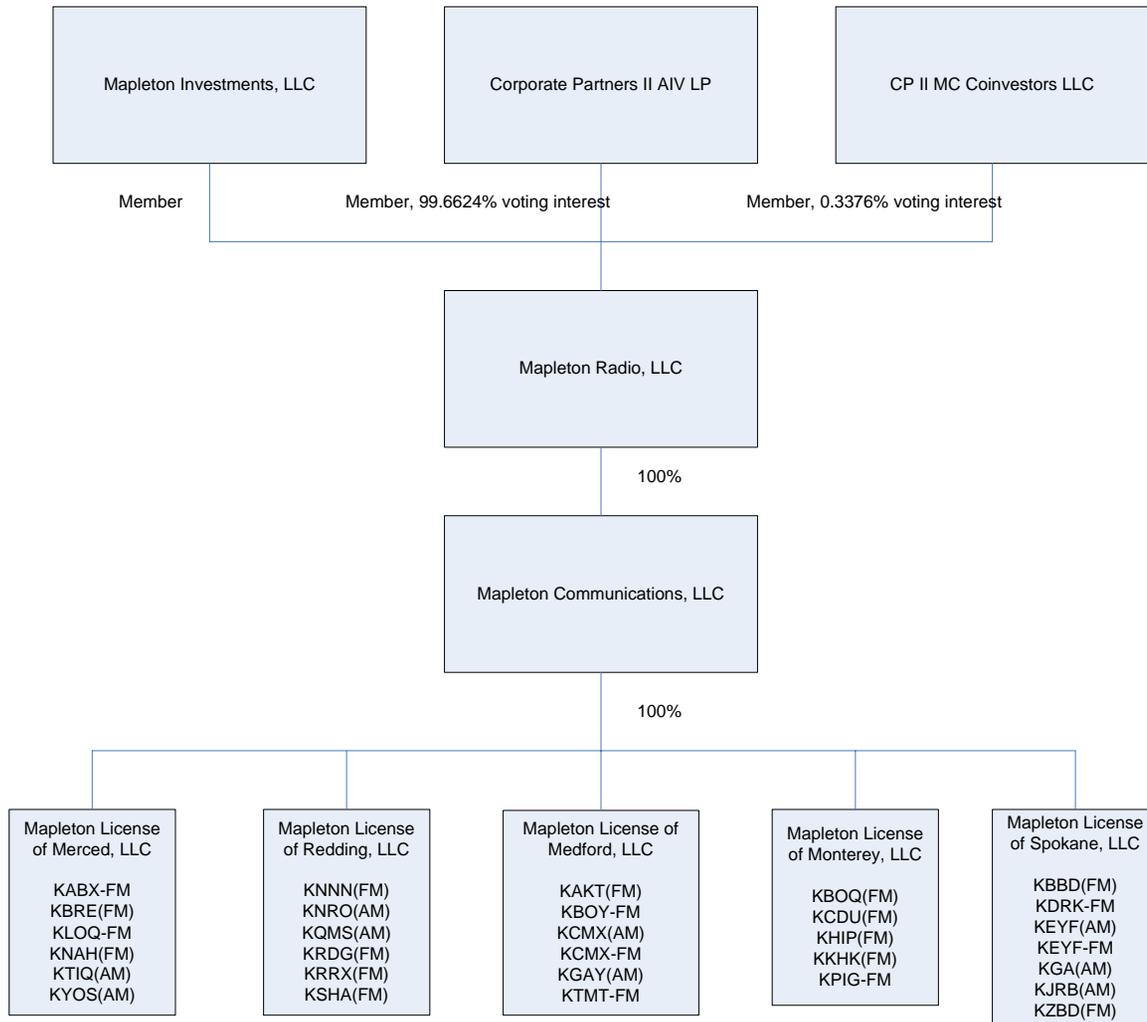
**Ownership Structure of Mapleton Radio, LLC**

<b>Parties to Application Holding an Attributable Interest</b>	<b>Position</b>	<b>Gender</b>	<b>Ethnicity</b>	<b>Race</b>	<b>Citizenship</b>	<b>Percentage Vote</b>	<b>Percentage Total Assets</b>
Adam Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	President, CEO, and Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Michael Menerey 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%

<sup>6</sup> Mapleton License of Merced, LLC; Mapleton License of Redding, LLC; Mapleton License of Medford, LLC; Mapleton License of Monterey, LLC; and Mapleton License of Spokane, LLC. Each of those licensees will also have the proposed ownership and control structure set forth herein.

Clifford Einstein Daily & Associates Advertising 8687 Melrose Avenue West Hollywood, CA 90069	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Jonathan H. Kagan c/o 30 Rockefeller Plaza New York, NY	Chairman of the Board of Managers	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Paul J. Zepf c/o 30 Rockefeller Plaza New York, NY	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Ali E. Wambold c/o 30 Rockefeller Plaza New York, NY	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Abbas M. Hasan c/o 30 Rockefeller Plaza New York, NY	Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Mapleton Investments, LLC 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Member	N/A	N/A	N/A	Delaware LLC	0%	Approx. 19.7%
Corporate Partners II AIV LP 30 Rockefeller Plaza New York, NY	Member	N/A	N/A	N/A	Delaware limited partnership	approx. 99.66%	approx. 80.0%
CP II MC Coinvestors LLC 30 Rockefeller Plaza New York, NY	Member	N/A	N/A	N/A	Delaware LLC	approx. 0.34%	approx. 0.3%

**Proposed Structure**



Note: The transactions contemplated by this application do not involve changes in the ownership of Mapleton Investments, LLC; Corporate Partners II AIV LP; or CP II MC Coinvestors LLC. The ownership of these entities is reported at Exhibit 14 to this Application.

**OWNERSHIP INFORMATION FOR MAPLETON INVESTMENTS, LLC**

**Ownership Information for Mapleton Investments, LLC**

<b>Parties to Application Holding an Attributable Interest</b>	<b>Position</b>	<b>Gender</b>	<b>Ethnicity</b>	<b>Race</b>	<b>Citizenship</b>	<b>Percentage Vote</b>	<b>Percentage Total Assets</b>
Marc Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Chairman of the Board of Managers	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Michael Menerey 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	President, COO, Manager	Male	Not Hispanic or Latino	White	U.S.	0%	0%
Falcon Cable Trust <sup>7</sup> 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Class A and Class B Member <sup>8</sup>	N/A	N/A	N/A	California Trust	99%	99%
220 No. Lake, Inc. 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Class A Member	N/A	N/A	N/A	California Corporation	1%	1%

**Ownership Information for 220 No. Lake, Inc.**

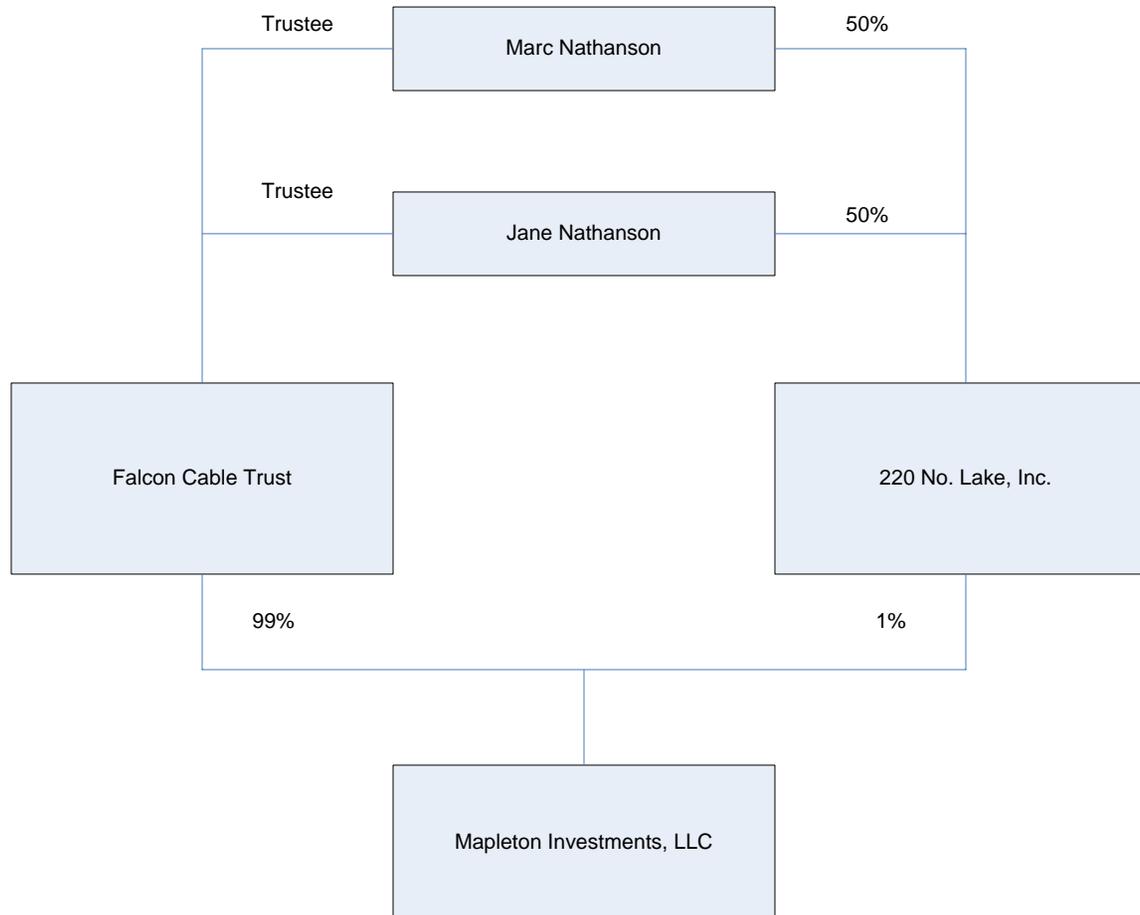
<b>Parties to Application Holding an Attributable Interest</b>	<b>Position</b>	<b>Gender</b>	<b>Ethnicity</b>	<b>Race</b>	<b>Citizenship</b>	<b>Percentage Vote</b>	<b>Percentage Total Assets</b>
Marc Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Vice President, Director	Male	Not Hispanic or Latino	White	U.S.	50%	50%
Jane Nathanson 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	President, Director	Female	Not Hispanic or Latino	White	U.S.	50%	50%
Michael Menerey 10900 Wilshire Blvd. Suite 1500 Los Angeles, CA 90024	Chief Financial Officer, Secretary	Male	Not Hispanic or Latino	White	U.S.	0%	0%

Marc Nathanson and Jane Nathanson are husband and wife and the parents of Adam Nathanson.

<sup>7</sup> This is a living trust f/b/o Marc Nathanson. Marc and Jane Nathanson are the Trustees.

<sup>8</sup> Class B membership interests generally have no voting rights except as required by law. Class A members are entitled to cast 1 vote for each 1% Class interest.

**Ownership and Control of Mapleton Investments, LLC**



**OWNERSHIP INFORMATION FOR CORPORATE PARTNERS II AIV LP**

Corporate Partners II AIV LP (“CP II AIV”) is a Delaware limited partnership. The following are the sole general partner and the non-insulated limited partner of CP II AIV.<sup>9/</sup>

Name/Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
CP II AIV GP LLC 30 Rockefeller Plaza New York, NY	U.S.	General Partner	100	Less than 0.1%
Corporate Partners LLC 30 Rockefeller Plaza New York, NY	U.S.	Limited Partner	0	Less than 0.1%

CP II AIV GP LLC (“CP II AIV GP”) is a Delaware limited liability company. The following is the sole member of CP II AIV GP:

Name/Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Corporate Partners II Holdings LLC 30 Rockefeller Plaza New York, NY	U.S.	Member	100	100

Corporate Partners II Holdings LLC (“CP II Holdings”) is a Delaware limited liability company. The following are the members of CP II Holdings:

Name/Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
CPXR, LLC 30 Rockefeller Plaza New York, NY	U.S.	Managing Member	100	0
Ali E. Wambold c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	30 1/3 <sup>10/</sup>
Jonathan H. Kagan c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	30 1/3 <sup>10/</sup>
Paul J. Zepf c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	30 1/3 <sup>10/</sup>
Aubrey J. Barth c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>
Steven Brownlie c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>
James Manges c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>

<sup>9/</sup> There are also three insulated limited partners. The interests of these limited partners are insulated in accordance with FCC rules and precedent and therefore are non-attributable.

<sup>10/</sup> The Non-Managing Members also have a non-attributable profits interest.

Name/Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Michael Rapport c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>
Robert C. Larson c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>
James V. Hansford <sup>11/</sup> c/o 30 Rockefeller Plaza New York, NY	United Kingdom	Non-Managing Member	0	1 <sup>10/</sup>
Marjorie L. Reifenberg c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>
Lawrence J. Korb, Jr. c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>
Abbas M. Hasan c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>
Eytan A. Tigay c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	1 <sup>10/</sup>

CPXR, LLC (“CPXR”) is a Delaware limited liability company. The following are the members of CPXR:

Name/Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Ali E. Wambold c/o 30 Rockefeller Plaza New York, NY	U.S.	Member	33 1/3	33 1/3
Jonathan H. Kagan c/o 30 Rockefeller Plaza New York, NY	U.S.	Member	33 1/3	33 1/3
Paul J. Zepf c/o 30 Rockefeller Plaza New York, NY	U.S.	Member	33 1/3	33 1/3

Corporate Partners LLC (“CP”) is a Delaware limited liability company. The following are the officers, principals and members of CP:

Name/Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Ali E. Wambold c/o 30 Rockefeller Plaza New York, NY	U.S.	Managing Principal/Non- Managing Member	0	0 <sup>12/</sup>

<sup>11/</sup> Mr. Hansford is an insulated Non-Managing Member with respect to the management and operations of Mapleton. Mr. Hansford’s interest is insulated in accordance with FCC rules and precedent and therefore is non-attributable.

<sup>12/</sup> The Non-Managing Members have a non-attributable profits interest only.

Name/Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
Jonathan H. Kagan c/o 30 Rockefeller Plaza New York, NY	U.S.	Managing Principal/Non- Managing Member	0	0 <sup>12/</sup>
Paul J. Zepf c/o 30 Rockefeller Plaza New York, NY	U.S.	Managing Principal/Non- Managing Member	0	0 <sup>12/</sup>
Aubrey J. Barth c/o 30 Rockefeller Plaza New York, NY	U.S.	Managing Principal	0	0
Eytan A. Tigay c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	0 <sup>12/</sup>
CPXR, LLC <sup>13</sup> 30 Rockefeller Plaza New York, NY	U.S.	Member	100	100

None of the entities or individuals listed above with respect to the ownership of CP II AIV holds an attributable interest in any broadcast station or any other media entity which would implicate the Commission's multiple ownership rules.

**OWNERSHIP INFORMATION FOR CP II MC COINVESTORS LLC**

CP II MC Coinvestors LLC is a Delaware limited liability company. The following are the members of CP II MC Coinvestors LLC. See information provided above.

Name/Address	Citizenship	Positional Interest	% of Votes	% of Total Assets
CPXR, LLC 30 Rockefeller Plaza New York, NY	U.S.	Managing Member	100	0
Aubrey J. Barth c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	6.8
Steven T. Brownlie c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	13.6
John G. Chachas c/o 30 Rockefeller Plaza New York, NY	U.S.	Non-Managing Member	0	39.8
Simon M. Furie c/o 1999 Avenue of the Stars Suite 1140 Los Angeles, CA	U.S.	Non-Managing Member	0	39.8

CPXR, LLC ("CPXR") is a Delaware limited liability company. Please see the ownership information for Corporate Partners II AIV LP for a list of the members of CPXR. All of the persons listed herein are White and not Hispanic or Latino. All persons are male except for Marjorie L. Reifenberg, who is female.

<sup>13</sup> See information provided above.

**Control of Corporate Partners II AIV LP and CP II MC Coinvestors LLC**

