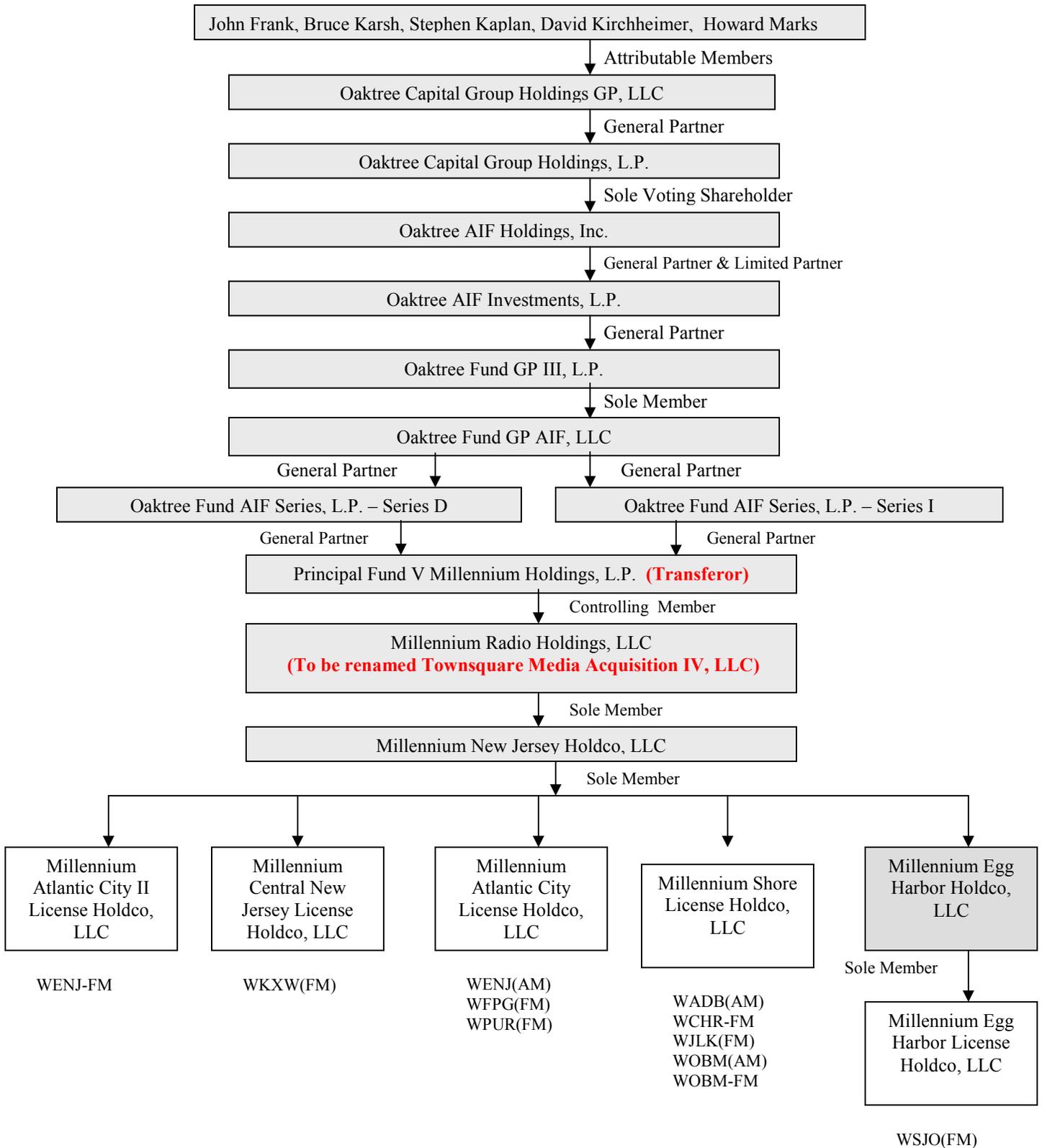
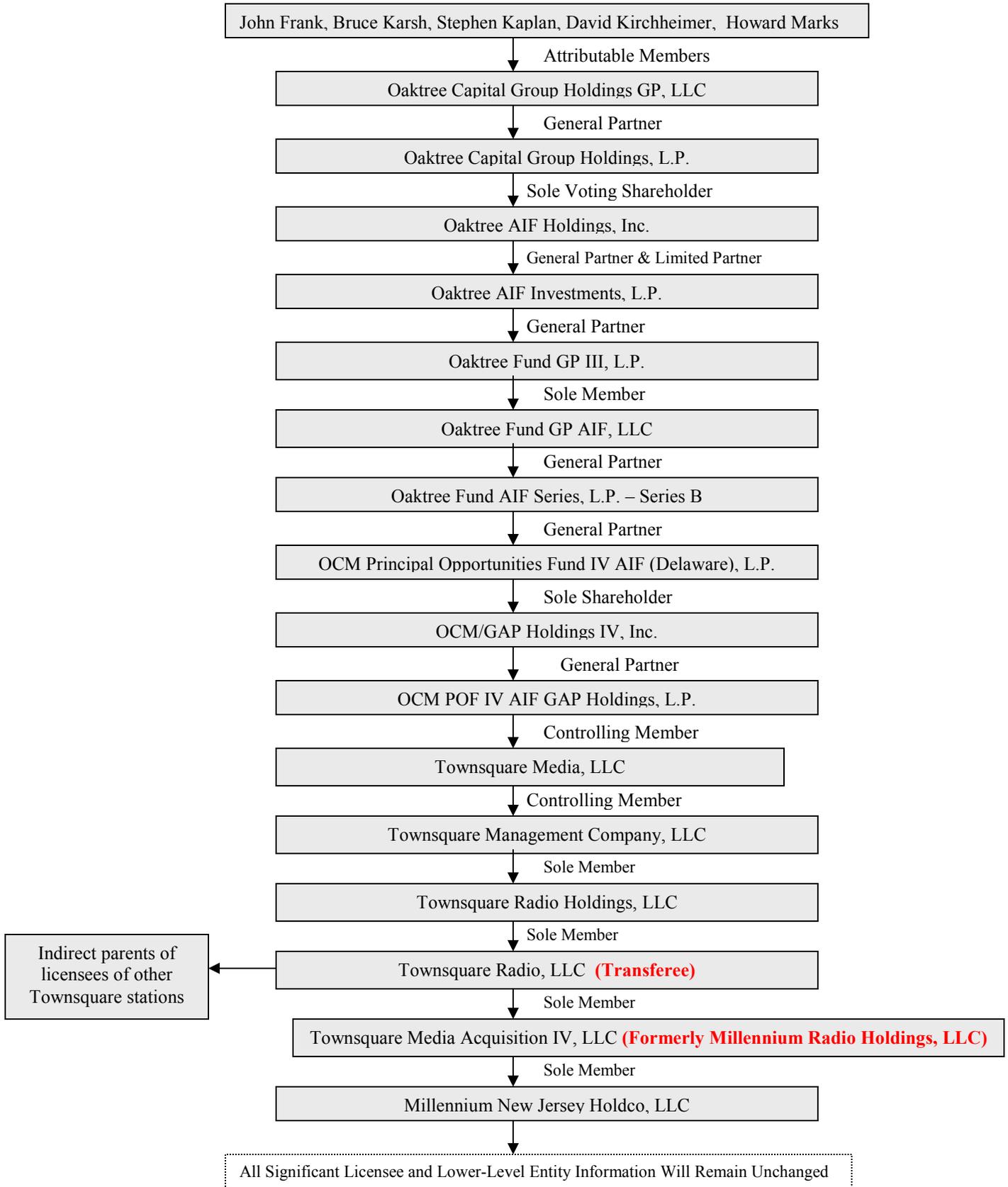


Current Control Structure



Proposed Control Structure



Description of Transaction

This is one of five simultaneously filed applications seeking consent to the *pro forma* transfer of control of the stations licensed to subsidiaries of Millennium New Jersey Holdco, LLC. Following Commission consent to this application and to effectuate a corporate restructuring, Principal Fund V Millennium Holdings, L.P. (“Fund V”), the current controlling member of Millennium Radio Holdings, LLC (“MRH”), and all other equity holders of MRH will transfer their respective equity interests in MRH to Townsquare Radio, LLC. Fund V and such other equity holders of MRH, in turn, will acquire interests in Townsquare Media, LLC.

The control structure of the five Millennium licensee entities, up to and including MRH, will remain unchanged. Oaktree Capital Group Holdings GP, LLC and its five named media committee members will retain ultimate control of the licensees, as shown on the charts preceding this page. Therefore, the proposed transaction is *pro forma* in nature and use of FCC Form 316 is appropriate.

Detailed information regarding officers, directors and ownership of the new entities in the ownership chain of the Millennium licensees is set forth on the following pages.

Entity-Specific Ownership Information

Townsquare Media Acquisition IV, LLC (formerly Millennium Radio Holdings, LLC)

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
Townsquare Media Acquisition IV, LLC c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	--	--	--
Townsquare Radio, LLC c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Partnership	Sole Member	100%	100%
Steven Price c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Chairman, President, CEO and Manager	0%	0%
Stuart Rosenstein c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, CFO and Secretary	0%	0%
Alex Berkett c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President – Business Development and M&A and Assistant Secretary	0%	0%
Dhruv Prasad c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, Live Events	0%	0%
Erik Hellum 4300 North Miller Road, Suite 116 Scottsdale, AZ 85251	US	Executive Vice President, Radio	0%	0%
Scott Schatz c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Senior Vice President – Finance, Accounting and Systems	0%	0%
Stephen Kaplan c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%

**FCC Form 316
Exhibit 12**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
B. James Ford c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
Andrew Salter c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Quick c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Lebow 7 Round Pond Road Westport, CT 06880	US	Manager	0%	0%
Gary Ginsberg 193 W. 10 th Street New York, NY 10014	US	Manager	0%	0%

*The individuals listed above also will become the officers/managers of Millennium New Jersey Holdco, LLC, the Millennium licensee entities and Millennium Egg Harbor Holdco, LLC.

Townsquare Radio, LLC

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
Townsquare Radio, LLC c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	--	--	--
Townsquare Radio Holdings, LLC c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	Sole Member	100%	100%
Steven Price c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Chairman, President, CEO and Manager	0%	0%
Stuart Rosenstein c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, CFO and Secretary	0%	0%
Alex Berkett c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President – Business Development and M&A and Assistant Secretary	0%	0%
Dhruv Prasad c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, Live Events	0%	0%
Erik Hellum 4300 North Miller Road, Suite 116 Scottsdale, AZ 85251	US	Executive Vice President, Radio	0%	0%
Scott Schatz c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Senior Vice President – Finance, Accounting and Systems	0%	0%
Stephen Kaplan c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
B. James Ford c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%

FCC Form 316
Exhibit 12

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
Andrew Salter c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Quick c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Lebow 7 Round Pond Road Westport, CT 06880	US	Manager	0%	0%
Gary Ginsberg 193 W. 10 th Street New York, NY 10014	US	Manager	0%	0%

Townsquare Radio Holdings, LLC

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
Townsquare Radio Holdings, LLC c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	--	--	--
Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	Sole Member	100%	100%
Steven Price c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Chairman, President, CEO and Manager	0%	0%
Stuart Rosenstein c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, CFO and Secretary	0%	0%
Alex Berkett c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, Business Development and M&A and Assistant Secretary	0%	0%
Dhruv Prasad c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, Live Events	0%	0%
Erik Hellum 4300 North Miller Road, Suite 116 Scottsdale, AZ 85251	US	Executive Vice President, Radio	0%	0%
Scott Schatz c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Senior Vice President, Finance, Accounting and Systems	0%	0%
Stephen Kaplan c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
B. James Ford c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%

FCC Form 316
Exhibit 12

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
Andrew Salter c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Quick c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Lebow 7 Round Pond Road Westport, CT 06880	US	Manager	0%	0%
Gary Ginsberg 193 W. 10 th Street New York, NY 10014	US	Manager	0%	0%

Townsquare Management Company, LLC

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	--	--	--
Townsquare Media, LLC c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	Controlling Member	99.99%	99.99%
OCM POF IV AIF GAP Holdings, L.P. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	Delaware Limited Partnership	Member	0.01%	0.01%
Steven Price c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Chairman, President, CEO and Manager	0%	0%
Stuart Rosenstein c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, CFO and Secretary	0%	0%
Alex Berkett c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, Business Development and M&A and Assistant Secretary	0%	0%
Dhruv Prasad c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, Live Events	0%	0%
Erik Helling 4300 North Miller Road, Suite 116 Scottsdale, AZ 85251	US	Executive Vice President, Radio	0%	0%
Scott Schatz c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Senior Vice President, Finance, Accounting and Systems	0%	0%
Stephen Kaplan c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%

**FCC Form 316
Exhibit 12**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
B. James Ford c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
Andrew Salter c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Quick c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Lebow 7 Round Pond Road Westport, CT 06880	US	Manager	0%	0%
Gary Ginsberg 193 W. 10 th Street New York, NY 10014	US	Manager	0%	0%

Townsquare Media, LLC

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity) ¹
Townsquare Media, LLC c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	--	--	--
OCM POF IV AIF GAP Holdings, L.P. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Delaware Limited Partnership	Controlling Member	79.81% ²	43.05%
Principal Fund V Millennium Holdings, L.P. ³ c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Delaware Limited Partnership	Member	20.19%	16.54%
FiveWire Media Ventures LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	Non-Voting Member	0%	3.62%
Bill Wilson c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Non-Voting Member	0%	0.18%

¹ The limited liability company agreement of Townsquare Media, LLC includes the Commission’s insulating language for certain unitholders. Such insulated unitholders of Townsquare Media, LLC are not listed here.

² OCM POF IV AIF GAP Holdings, L.P. (“POF”) and Principal Fund V Millennium Holdings, L.P. (“Fund V” and, collectively with POF, the “OCM Funds”) hold all of the voting equity of Townsquare Media, LLC (“Townsquare”). Most decisions for Townsquare are made by its board of managers. Four of the seven board members are representatives the OCM Funds. Two of the board members are independent managers who are selected by the OCM Funds, from a pool of qualified candidates identified by a search firm, based on independence and disinterestedness with respect to the OCM Funds and Townsquare and based on experience, qualifications and integrity. The final board member is the then-sitting CEO of Townsquare, who is appointed by the board (which is controlled by the OCM Funds since they have four board representatives).

³ Principal Fund V Millennium Holdings, L.P. (“Fund V”) has two general partners, Oaktree Fund AIF Series, L.P. - Series I (“Fund Series I”) and Oaktree Fund AIF Series, L.P. - Series D (“Fund Series D”). The Limited Partnership Agreement for Fund V includes the Commission’s insulating language for limited partners. The Commission previously has approved the qualifications of Fund Series I and Fund Series D (*see* BTC-20110510AEB, et al.). Oaktree Fund GP AIF, LLC (“GP AIF”) and Oaktree Fund GP III, L.P. (“GP III”), are the general and limited partners, respectively, of both Fund Series I and Fund Series D. GP AIF and GP III ultimately are controlled by Oaktree Capital Group Holdings GP, LLC, the entity which also controls Townsquare Media, LLC. Ownership information for GP AIF and GP III previously has been provided to the Commission (*see* BTC-20110510AEB, et al.) and is unchanged since that time.

**FCC Form 316
Exhibit 12**

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity) ¹
Steven Price c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Chairman, President, CEO and Manager	0%	0%
Stuart Rosenstein c/o Townsquare Management Company, LLC. 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, CFO and Secretary	0%	0%
Alex Berkett c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, Business Development and M&A and Assistant Secretary	0%	0%
Dhruv Prasad c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Executive Vice President, Live Events	0%	0%
Erik Hellum 4300 North Miller Road, Suite 116 Scottsdale, AZ 85251	US	Executive Vice President, Radio	0%	0%
Scott Schatz c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	US	Senior Vice President, Finance, Accounting and Systems	0%	0%
Stephen Kaplan c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
B. James Ford c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
Andrew Salter c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Quick c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Manager	0%	0%
David Lebow 7 Round Pond Road Westport, CT 06880	US	Manager	0%	0%

FCC Form 316
Exhibit 12

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)¹
Gary Ginsberg 193 W. 10 th Street New York, NY 10014	US	Manager	0%	0%

FiveWire Media Ventures LLC

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity) ⁴
FiveWire Media Ventures LLC 240 Greenwich Ave. Greenwich, CT 06830	Delaware Limited Liability Company	---	---	---
Steven Price c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	U.S.	President, Member and Manager	100%	6%
Stuart Rosenstein c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	U.S.	Secretary, Treasurer and Member	0%	10%
Alex Berkett c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	U.S.	Member	0%	0.3%
Dhruv Prasad c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	U.S.	Member	0%	0.3%
Scott Schatz c/o Townsquare Management Company, LLC 240 Greenwich Ave. Greenwich, CT 06830	U.S.	Member	0%	0.24%

⁴ The limited liability company agreement of FiveWire Media Ventures, LLC includes the Commission's insulating language for certain members. Such insulated members of FiveWire Media Ventures, LLC are not listed here.

OCM POF IV AIF GAP Holdings, L.P.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
OCM POF IV AIF GAP Holdings, L.P. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Delaware Limited Partnership	--	--	--
OCM/GAP Holdings IV, Inc. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	Delaware Corporation	General Partner	100%	41.8320% ⁵
OCM Principal Opportunities Fund IV AIF (Delaware), L.P. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	Delaware Limited Partnership	Limited Partner	0%	58.1680%

⁵ The allocation of distributions by OCM POF IV AIF GAP Holdings, L.P. between its partners is not fixed. Instead, such allocation varies depending on (i) the composition of investors at OCM Principal Opportunities Fund IV AIF (Delaware), L.P. (“Fund IV”) and (ii) the amount of profit from Fund IV’s investments allocated to Fund IV.

OCM/GAP Holdings IV, Inc.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
OCM/GAP Holdings IV, Inc. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Delaware Corporation	--	--	--
OCM Principal Opportunities Fund IV AIF (Delaware), L.P. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	Delaware Limited Partnership	Sole Shareholder	100%	100%
Andrew Salter c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	President, Secretary and Director	0%	0%
B. James Ford c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Director	0%	0%
David Quick c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	US	Director	0%	0%

OCM Principal Opportunities Fund IV AIF (Delaware), L.P.

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity) ⁶
OCM Principal Opportunities Fund IV AIF (Delaware), L.P. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Delaware Limited Partnership	---	---	---
Oaktree Fund AIF Series, L.P. – Series B c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	Delaware Limited Partnership	General Partner	100%	2%

⁶ The partnership agreement of OCM Principal Opportunities Fund IV AIF (Delaware), L.P. includes the Commission's insulating language for limited partners. Such limited partners of OCM Principal Opportunities Fund IV AIF (Delaware), L.P. are not listed here.

Oaktree Fund AIF Series, L.P. – Series B

Name and Address	Citizenship	Positional Interest	Percentage Vote	Percentage of Total Assets (debt plus equity)
Oaktree Fund AIF Series, L.P. – Series B c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Delaware Limited Partnership	---	---	---
Oaktree Fund GP AIF, LLC c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	Delaware Limited Liability Company	General Partner	100%	0%
Oaktree Fund GP III, L.P. c/o Oaktree Capital Management, L.P. 333 South Grand Avenue, 28 th Floor Los Angeles, CA 90071	Delaware Limited Partnership	Limited Partner	0%	100%

****As set forth on the “Proposed Control Structure” chart included on page 2 of this exhibit, no changes are proposed to the ownership structure above this level (Oaktree Fund GP AIF, LLC, Oaktree Fund GP III, L.P., Oaktree AIF Investments, L.P., Oaktree AIF Holdings, Inc., Oaktree Capital Group Holdings, L.P., Oaktree Capital Group Holdings GP, LLC and its five media company committee members).****