

### DESCRIPTION OF CORPORATE REORGANIZATION

By this FCC Form 316 application, Buckley Broadcasting Corporation of New York, the licensee of radio stations WSEN(AM) and WSEN-FM, Baldwinsville, New York, and WFBL(AM), Syracuse, New York, seeks Commission consent to the *pro forma* assignment of the stations' licenses to Buckley Broadcasting of New York, LLC, a newly-formed Delaware limited liability company. The *pro forma* assignment of licenses contemplated by the instant application involves a corporate reorganization that will not affect a substantial change in the beneficial ownership and control of the stations.

Buckley Broadcasting Corporation of New York is currently owned equally by the following four trusts created under the 1970 will of Richard D. Buckley, Sr. for the benefit of his children:

- (1) Trust under the Will of Richard D. Buckley, Sr. for the Benefit of Richard D. Buckley, Jr., Richard D. Buckley, Jr. and Martha B. Fahnoe, Trustees;
- (2) Trust under the Will of Richard D. Buckley, Sr. for the Benefit of Martha B. Fahnoe, Richard D. Buckley, Jr. and Martha B. Fahnoe, Trustees;
- (3) Trust under the Will of Richard D. Buckley, Sr. for the Benefit of Dana Buckley, Richard D. Buckley, Jr. and Martha B. Fahnoe, Trustees; and
- (4) Trust under the Will of Richard D. Buckley, Sr. for the Benefit of Steven Bradford Buckley, Richard D. Buckley, Jr., Martha B. Fahnoe, and Steven Bradford Buckley, Trustees.

Each trust holds a 25 percent ownership interest in Buckley Broadcasting Corporation of New York. The current officers and directors of Buckley Broadcasting Corporation of New York are: Richard D. Buckley, Jr., President/Director, Martha B. Fahnoe, Assistant Secretary/Director, and Joseph Bilotta, Chief Operating Officer/Secretary.

The proposed restructuring will be effectuated as follows:

- (1) Buckley Broadcasting Corporation of New York will assign the stations' licenses to Buckley Broadcasting of New York, LLC, a newly-formed Delaware limited liability company, which will be wholly-owned by Buckley Broadcasting; and
- (2) Buckley Broadcasting Corporation of Connecticut, Buckley Broadcasting Corporation of New York, and Buckley Broadcasting Corporation of California will merge with and into Buckley Broadcasting Corporation/WOR.<sup>1</sup> Buckley Broadcasting Corporation/WOR will subsequently file an amended and restated certificate of incorporation with the State of Delaware which, among other things, will change its name to Buckley Broadcasting Corporation.

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<sup>1</sup> The four trusts, identified above, currently hold a 25% ownership interest in both Buckley Broadcasting Corporation of New York and Buckley Broadcasting Corporation/WOR. In addition, each trust currently holds a 22.2% ownership interest in Buckley Broadcasting Corporation of California.

The officers of the new licensee, Buckley Broadcasting of New York, LLC, each of whom is a U.S citizen, will be as follows:

Richard D. Buckley, Jr.  
166 West Putnam Avenue  
Greenwich, CT 06830  
President, Chief Executive  
Officer

Martha Buckley Fahnoe  
15545 Devonshire Street  
Suite 311  
Mission Hills, CA 91345  
Vice President, Assistant  
Secretary

Joseph Bilotta  
166 West Putnam Avenue  
Greenwich, CT 06830  
Chief Operating Officer  
Secretary

Steven Bradford Buckley  
166 West Putnam Avenue  
Greenwich, CT 06830  
Vice President

Dana Buckley  
166 West Putnam Avenue  
Greenwich, CT 06830  
Vice President

Buckley Broadcasting Corporation, the sole member of the new licensee, will be owned equally by the four trusts. The officers and directors of Buckley Broadcasting Corporation, each of whom is a U.S. citizen, will be as follows:

Richard D. Buckley, Jr.  
166 West Putnam Avenue  
Greenwich, CT 06830  
President, Chief Executive  
Officer, Director

Martha Buckley Fahnoe  
15545 Devonshire Street  
Suite 311  
Mission Hills, CA 91345  
Vice President, Assistant  
Secretary, Director

Joseph Bilotta  
166 West Putnam Avenue  
Greenwich, CT 06830  
Chief Operating Officer,  
Secretary, Director

Steven Bradford Buckley  
166 West Putnam Avenue  
Greenwich, CT 06830  
Vice President, Director

Dana Buckley  
166 West Putnam Avenue  
Greenwich, CT 06830  
Vice President, Director

Accordingly, as the four trusts will remain in control of the stations following the consummation of the transaction, the contemplated change is *pro forma* in nature and use of an FCC Form 316 is appropriate.

Included below is a chart depicting the new corporate structure after the proposed reorganization. Applications seeking Commission consent to similar *pro forma* corporate reorganizations are being filed simultaneously herewith for Buckley Broadcasting Corporation/WOR, the licensee or radio station WOR(AM), New York, New York, Buckley Broadcasting Corporation of Connecticut, the licensee of radio stations WSNG(AM), Torrington, Connecticut, WDRC(AM) and WDRC-FM, Hartford, Connecticut, WWCO(AM), Waterbury, Connecticut, and WMMW(AM), Meriden, Connecticut, and Buckley Broadcasting Corporation of California, the licensee of radio stations KNZR(AM), Bakersfield, California, KLLY(FM), Oildale, California, and KSMJ(FM), Shafter, California.

The numbered items below refer to line numbers in the following table:

- (1) Name and Address
- (2) Citizenship
- (3) Positional Interest
- (4) Percentage of Votes
- (5) Percentage of Total Equity Plus Debt

**BUCKLEY BROADCASTING OF NEW YORK, LLC**

(1)	(2)	(3)	(4)	(5)
Buckley Broadcasting Corporation 166 West Putnam Avenue Greenwich, CT 06830	U.S.	Sole Member	100%	100%
Richard D. Buckley, Jr. 166 West Putnam Avenue Greenwich, CT 06830	U.S.	President, Chief Executive Officer	0%	0%
Martha Buckley Fahnoe 15545 Devonshire Street Suite 311 Mission Hills, CA 91345	U.S.	Vice President, Assistant Secretary	0%	0%
Joseph Bilotta 166 West Putnam Avenue Greenwich, CT 06830	U.S.	Chief Operating Officer, Secretary	0%	0%
Dana Buckley 166 West Putnam Avenue Greenwich, CT 06830	U.S.	Vice President	0%	0%
Steven Bradford Buckley 166 West Putnam Avenue Greenwich, CT 06830	U.S.	Vice President	0%	0%

The numbered items below refer to line numbers in the following table:

- (1) Name and Address
- (2) Citizenship
- (3) Positional Interest
- (4) Percentage of Votes
- (5) Percentage of Total Equity Plus Debt

**BUCKLEY BROADCASTING CORPORATION**

(1)	(2)	(3)	(4)	(5)
Richard D. Buckley, Jr. 166 West Putnam Avenue Greenwich, CT 06830	U.S.	President, Chief Executive Officer, Director	0%	0%
Martha Buckley Fahnoe 15545 Devonshire Street Suite 311 Mission Hills, CA 91345	U.S.	Vice President, Assistant Secretary, Director	0%	0%
Joseph Bilotta 166 West Putnam Avenue Greenwich, CT 06830	U.S.	Chief Operating Officer, Secretary, Director	0%	0%
Dana Buckley 166 West Putnam Avenue Greenwich, CT 06830	U.S.	Vice President, Director	0%	0%
Steven Bradford Buckley 166 West Putnam Avenue Greenwich, CT 06830	U.S.	Vice President, Director	0%	0%
Richard D. Buckley, Jr. and Martha B. Fahnoe as Trustees under the Will of Richard D. Buckley for the Benefit of Richard D. Buckley, Jr. 166 West Putnam Avenue Greenwich, CT 06830	U.S.	N/A	25%	25%
Richard D. Buckley, Jr. and Martha B. Fahnoe as Trustees under the Will of Richard D. Buckley for the Benefit of Dana Buckley 166 West Putnam Avenue Greenwich, CT 06830	U.S.	N/A	25%	25%

<p>Richard D. Buckley, Jr. and Martha B. Fahnoe as Trustees under the Will of Richard D. Buckley for the Benefit of Dana Buckley        166 West Putnam Avenue        Greenwich, CT 06830</p>	<p>U.S.</p>	<p>N/A</p>	<p>25%</p>	<p>25%</p>
<p>Richard D. Buckley, Jr., Martha B. Fahnoe, and Steven Bradford Buckley as Trustees under the Will of Richard D. Buckley for the Benefit of Steven Bradford Buckley        166 West Putnam Avenue        Greenwich, CT 06830</p>	<p>U.S.</p>	<p>N/A</p>	<p>25%</p>	<p>25%</p>