

### **Description of Transaction**

On December 17, 2019, Terrier Media Buyer, Inc. (“Terrier Media”), pursuant to Commission consent, completed its acquisition of NBI Holdings LLC (“NBI”) and its subsidiaries that owned and operated broadcast television stations. Immediately after Terrier Media completed its acquisition of NBI and its subsidiaries, Terrier Media completed its acquisition of subsidiaries of Cox Enterprises, Inc. that owned and operated broadcast television and radio stations (collectively, the “Transactions”).<sup>1</sup> Following the consummation of the Transactions, NBI is now a direct, wholly owned subsidiary of Terrier Media. NBI, through various intervening entities, is the indirect parent of 21 subsidiaries that hold broadcast licenses. Attachment A hereto depicts the current structure of Terrier Media, NBI, and its subsidiaries.

For business and tax reasons, Terrier Media intends to implement a reorganization of NBI’s downstream structure (the “Reorganization”). The Reorganization will include the following sequential steps and have the *pro forma* effects described for each step:

1. Each of Northwest Broadcasting, Inc. and Stainless Broadcasting Company will convert from corporations to limited liability companies and become Northwest Broadcasting, LLC and Stainless Broadcasting Company, LLC, respectively;<sup>2</sup>
2. Cox Media Group NE, Inc. will convert from a corporation to a limited liability company and become Cox Media Group NE, LLC;
3. Cox Media Group Northeast, LLC has formed WFXT (Boston), LLC, and will contribute the assets used in the operation of WFXT(TV), including the FCC licenses and authorizations to WFXT (Boston), LLC;<sup>3</sup>
4. Cox Media Group Northeast, LLC will then distribute WFXT (Boston), LLC to Cox Media Group NE, LLC, which will, in turn, distribute its interest in WFXT (Boston), LLC to Camelot Media Buyer, Inc., which will, in turn, contribute its interest in WFXT (Boston), LLC to Camelot Media Holdings, LLC, making WFXT(Boston), LLC a direct subsidiary of Camelot Media Holdings, LLC;

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<sup>1</sup> See In the Matter of Consent to Transfer Control of Certain License Subsidiaries of NBI Holdings LLC to Terrier Media Buyer, Inc., *et al.*, *Memorandum Opinion and Order*, DA 19-1206 (rel. Nov. 22, 2019).

<sup>2</sup> Prior to the consummation of the Reorganization, the company will surrender the license of WNYS-TV, Syracuse, NY (facility identification number 58725), which is currently held by Syracuse Broadcasting, Inc. Syracuse Broadcasting, Inc. will not hold any FCC licenses after the license for WNYS-TV is surrendered.

<sup>3</sup> At or immediately following the consummation of the proposed Reorganization, Terrier Media anticipates changing the name of Cox Media Group Northeast, LLC to WHBQ (Memphis), LLC. Terrier Media will timely file the required notice of the change in the name of the licensee to the Commission.

5. Each of Camelot Media Parent, Inc. and Camelot Media Buyer, Inc. will convert from corporations to limited liability companies and become Camelot Media Parent, LLC and Camelot Media Buyer, LLC, respectively;
6. NBI has formed Northwest Media Parent, LLC as a direct subsidiary of NBI;
7. NBI will contribute Northwest Broadcasting, LLC; Stainless Broadcasting Company, LLC; Bryson Broadcast Holdings, LLC and Northwest Broadcasting, L.P. to Northwest Media Parent, LLC;
8. Cox Radio, Inc. will convert from a corporation to a limited liability company, becoming Cox Radio, LLC;
9. Cox Radio, Inc., has formed CMG NY/Texas Radio, LLC, and after its conversion to a limited liability company, Cox Radio, LLC will contribute the assets used in the operation of all of Cox Radio, LLC's broadcast radio stations in New York and Texas to CMG NY/Texas Radio, LLC;<sup>4</sup> and
10. Cox Radio, LLC will then distribute CMG NY/Texas Radio, LLC to Camelot Media Buyer, LLC, which, in turn, will contribute its interest in CMG NY/Texas Radio, LLC to Camelot Media Holdings, LLC, making CMG NY/Texas Radio, LLC a direct subsidiary of Camelot Media Holdings, LLC.

The proposed structure of Terrier Media and its subsidiaries following completion of the Reorganization, including all entities downstream to the licensee entity for each station, is depicted in Attachment B attached hereto.

This is one of 22 concurrently filed Form 316 applications seeking Commission consent to the *pro forma* assignments of license or transfers of control (as applicable) resulting from the above-described Reorganization. Other than ministerial documents to be signed at implementation, no written agreements govern this internal corporate reorganization. Upon consummation of the *pro forma* transactions described in the applications, the attributable interests in the FCC Licenses will continue to be held in the same proportions and by the same persons who were previously approved to hold those ownership interests. Accordingly, this transaction involves no substantial change in the beneficial ownership of the licensee entities and use of the FCC Form 316 is appropriate. The FCC recently approved the qualifications of Terrier Media and the existing entities specified in these applications in connection with its consent to the Transactions.

The following charts provide the attributable ownership information for the ownership structure of Terrier Media following consummation of the *pro forma* transaction.

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<sup>4</sup> A list of the affected stations is included as Attachment C.

**Idaho Broadcast Partners LLC**

1	Idaho Broadcast Partners LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Bryson Broadcast Holdings LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Redwood Television Partners LLC**

1	Redwood Television Partners LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Bryson Broadcast Holdings LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Blackhawk Broadcasting LLC**

1	Blackhawk Broadcasting LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Bryson Broadcast Holdings LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Lost Coast Broadcasting LLC**

1	Lost Coast Broadcasting LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Bryson Broadcast Holdings LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Cala Broadcast Partners LLC**

1	Cala Broadcast Partners LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Bryson Broadcast Holdings LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%

**Bryson Broadcast Holdings LLC**

1	Bryson Broadcast Holdings LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Media Parent, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Broadcasting Licenses Limited Partnership**

1	Broadcasting Licenses Limited Partnership 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Broadcasting Communications, L.L.C. 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Oregon Limited Partnership	Delaware Limited Liability Company	Oregon Limited Liability Company
3	N/A	General Partner	Limited Partner
4	N/A	1%	99%
5	N/A	N/A	N/A

**Broadcasting Communications, L.L.C.**

1	Broadcasting Communications, L.L.C. 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, L.P. 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Oregon Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Member	Member
4	N/A	1%	99%
5	N/A	N/A	N/A

**Mountain Licenses, L.P.**

1	Mountain Licenses, L.P. 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Mountain Broadcasting, L.L.C. 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Washington Limited Partnership	Delaware Limited Liability Company	Washington Limited Liability Company
3	N/A	General Partner	Limited Partner
4	N/A	1%	99%
5	N/A	N/A	N/A

**Mountain Broadcasting, L.L.C.**

1	Mountain Broadcasting, L.L.C. 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, L.P. 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Washington Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Member	Member
4	N/A	1%	99%
5	N/A	N/A	N/A

**Bristlecone Broadcasting LLC**

1	Bristlecone Broadcasting LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, L.P. 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Stainless Broadcasting, L.P.**

1	Stainless Broadcasting, L.P. 223 Perimeter Center Parkway NE Atlanta, GA 30346	Stainless Broadcasting Company, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Stainless Broadcasting, L.L.C. 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	New York Limited Partnership	Delaware Limited Liability Company	New York Limited Liability Company
3	N/A	General Partner	Limited Partner
4	N/A	1%	99%
5	N/A	N/A	N/A

**Stainless Broadcasting, L.L.C.**

1	Stainless Broadcasting, L.L.C. 223 Perimeter Center Parkway NE Atlanta, GA 30346	Stainless Broadcasting Company, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, L.P. 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	New York Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	Member	Member
4	N/A	1%	99%
5	N/A	N/A	N/A

**Northwest Broadcasting, L.P.**

1	Northwest Broadcasting, L.P. 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Broadcasting, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Media Parent, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Stainless Broadcasting Company, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Partnership	Delaware Limited Liability Company	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	General Partner	Limited Partner	Limited Partner
4	N/A	0.07%	99.27%	0.66%
5	N/A	N/A	N/A	N/A



**Northwest Broadcasting, LLC**

1	Northwest Broadcasting, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Media Parent, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Stainless Broadcasting Company, LLC**

1	Stainless Broadcasting Company, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Northwest Media Parent, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Northwest Media Parent, LLC**

1	Northwest Media Parent, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	NBI Holdings LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Cox Media Group Northeast, LLC**

1	Cox Media Group Northeast, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Cox Media Group NE, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%
Marian Pittman	US	Officer	0%	0%
Joe Pomilla	US	Officer	0%	0%

**Cox Television Tulsa, LLC**

1	Cox Television Tulsa, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Cox Media Group NE, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%
Paul Curran	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%
Marian Pittman	US	Officer	0%	0%
Cathy Gunther	US	Officer	0%	0%

**Cox Media Group NE, LLC**

1	Cox Media Group NE, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%

**Georgia Television, LLC**

1	Georgia Television, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%
Paul Curran	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%
Bart Bruckert	US	Officer	0%	0%
Michael Barber	US	Officer	0%	0%

**WSOC Television, LLC**

1	WSOC Television, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%
Paul Curran	US	Officer	0%	0%

Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%
Marian Pittman	US	Officer	0%	0%
Cedric Thomas	US	Officer	0%	0%

**WFTV, LLC**

1	WFTV, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%
Paul Curran	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%
Marian Pittman	US	Officer	0%	0%
Paul Briggs	US	Officer	0%	0%

**WPXI, LLC**

1	WPXI, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%
Paul Curran	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%
Marian Pittman	US	Officer	0%	0%
Kevin Hayes	US	Officer	0%	0%

**Cox Television Jacksonville, LLC**

1	Cox Television Jacksonville, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%
Paul Curran	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%
Marian Pittman	US	Officer	0%	0%
Robert Longo	US	Officer	0%	0%

**Cox Radio, LLC**

1	Cox Radio, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
William Hendrich	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%

**Miami Valley Broadcasting Corporation**

1	Miami Valley Broadcasting Corporation 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Holdings, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Corporation	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%
Paul Curran	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%
William Hendrich	US	Officer	0%	0%

**KIRO-TV, Inc.**

1	KIRO-TV, Inc. 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Holdings, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Corporation	Delaware Limited Liability Company
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%
Paul Curran	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%
Marian Pittman	US	Officer	0%	0%



**Camelot Radio Buyer, LLC**

1	Camelot Radio Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Holdings, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
William Hendrich	US	Officer	0%	0%

**CMG NY/Texas Radio, LLC**

1	CMG NY/Texas Radio, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Holdings, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**WFXT (Boston), LLC**

1	WFXT (Boston), LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Holdings, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Paul Curran	US	Officer	0%	0%

**Camelot Media Holdings, LLC**

1	Camelot Media Holdings, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%
Mary Ellen Marcilliat-Falkner	US	Officer	0%	0%

**Camelot Media Buyer, LLC**

1	Camelot Media Buyer, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	Camelot Media Parent, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346
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2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%

**Camelot Media Parent, LLC**

1	Camelot Media Parent, LLC 223 Perimeter Center Parkway NE Atlanta, GA 30346	NBI Holdings LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%

**NBI Holdings LLC**

1	NBI Holdings LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577	Terrier Media Buyer, Inc. 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Corporation
3	N/A	Sole Member
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%

**Terrier Media Buyer, Inc.**

1	Terrier Media Buyer, Inc. 1 Manhattanville Road, Suite 201 Purchase, NY 10577	Terrier Media Holdings II, Inc. 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%

**Terrier Media Holdings II, Inc.**

1	Terrier Media Holdings II, Inc. 1 Manhattanville Road, Suite 201 Purchase, NY 10577	Terrier Media Holdings, Inc. 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Corporation	Delaware Corporation
3	N/A	Sole Shareholder
4	N/A	100%
5	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Steven Pruett	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer, Director	0%	0%
Brett Fennell	US	Officer, Director	0%	0%
Heidi Eddy-Dorn	US	Officer, Director	0%	0%

**Terrier Media Holdings, Inc.**

1	Terrier Media Holdings, Inc. 1 Manhattanville Road, Suite 201 Purchase, NY 10577	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	Brian W. Brady 2111 University Park Drive Suite 650 Okemos, MI 48864
2	Delaware Corporation	Delaware Limited Partnership	US
3	N/A	Single Majority Shareholder	Director Appointment Right
4	N/A	71.28%	5.34%
5	N/A	N/A	N/A

Name	Citizenship	Positional Interest	% Votes	% Total Assets
David Sambur	US	Director	0%	0%
Aaron Sobel	US	Director	0%	0%
Brian Brady	US	Director	0%	0%
Steven Pruet	US	Officer, Director	0%	0%
Kimberly Guthrie	US	Officer	0%	0%
Brett Fennell	US	Officer	0%	0%
Heidi Eddy-Dorn	US	Officer	0%	0%

**AP IX Titan Holdings, L.P.**

1	AP IX Titan Holdings, L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX Titan Holdings GP, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company	Delaware Limited Partnership
3	N/A	General Partner	Limited Partner
4	N/A	100%	0%
5	N/A	0%	100%

**AP IX Titan Holdings GP, LLC**

1	AP IX Titan Holdings GP, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road, Suite 201 Purchase, NY 10577
2	Delaware Limited Liability Company	Delaware Limited Liability Company
3	N/A	Sole Member
4	N/A	100%
5	N/A	100%

**AIF IX (PMC Equity AIV), L.P.**

1	AIF IX (PMC Equity AIV), L.P. 1 Manhattanville Road Suite 201 Purchase, NY 10577	AP IX (PMC) VoteCo, LLC 1 Manhattanville Road Suite 201 Purchase, NY 10577
2	Delaware Limited Partnership	Delaware Limited Liability Company
3	N/A	General Partner
4	N/A	100%
5	N/A	0%

**AP IX (PMC) VoteCo, LLC**

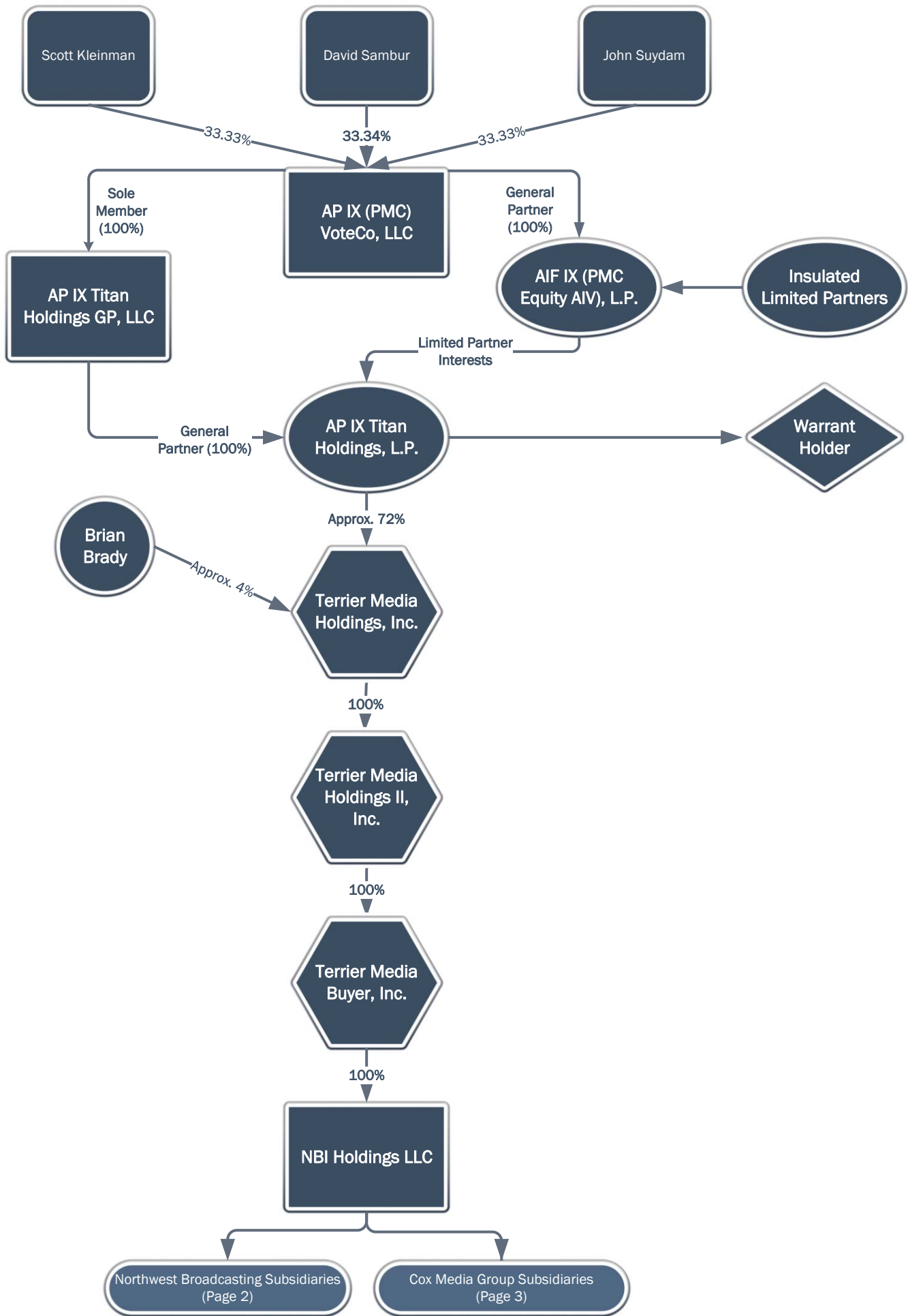
Each of the following individuals is an officer or member of AP IX (PMC) VoteCo, LLC, a Delaware Limited Liability Company, with an address of 1 Manhattanville Road, Suite 201, Purchase, NY 10577.

Name	Citizenship	Positional Interest	% Votes	% Total Assets
Scott Kleinman	US	Managing Member	33.33%	33.33%
John J. Suydam	US	Managing Member	33.33%	33.33%
David Sambur	US	Managing Member/ Officer	33.34%	33.34%
Aaron Sobel	US	Officer	0%	0%
James Elworth	US	Officer	0%	0%
Laurie D. Medley	US	Officer	0%	0%
Katherine G. Newman	US	Officer	0%	0%

**Attachment A**

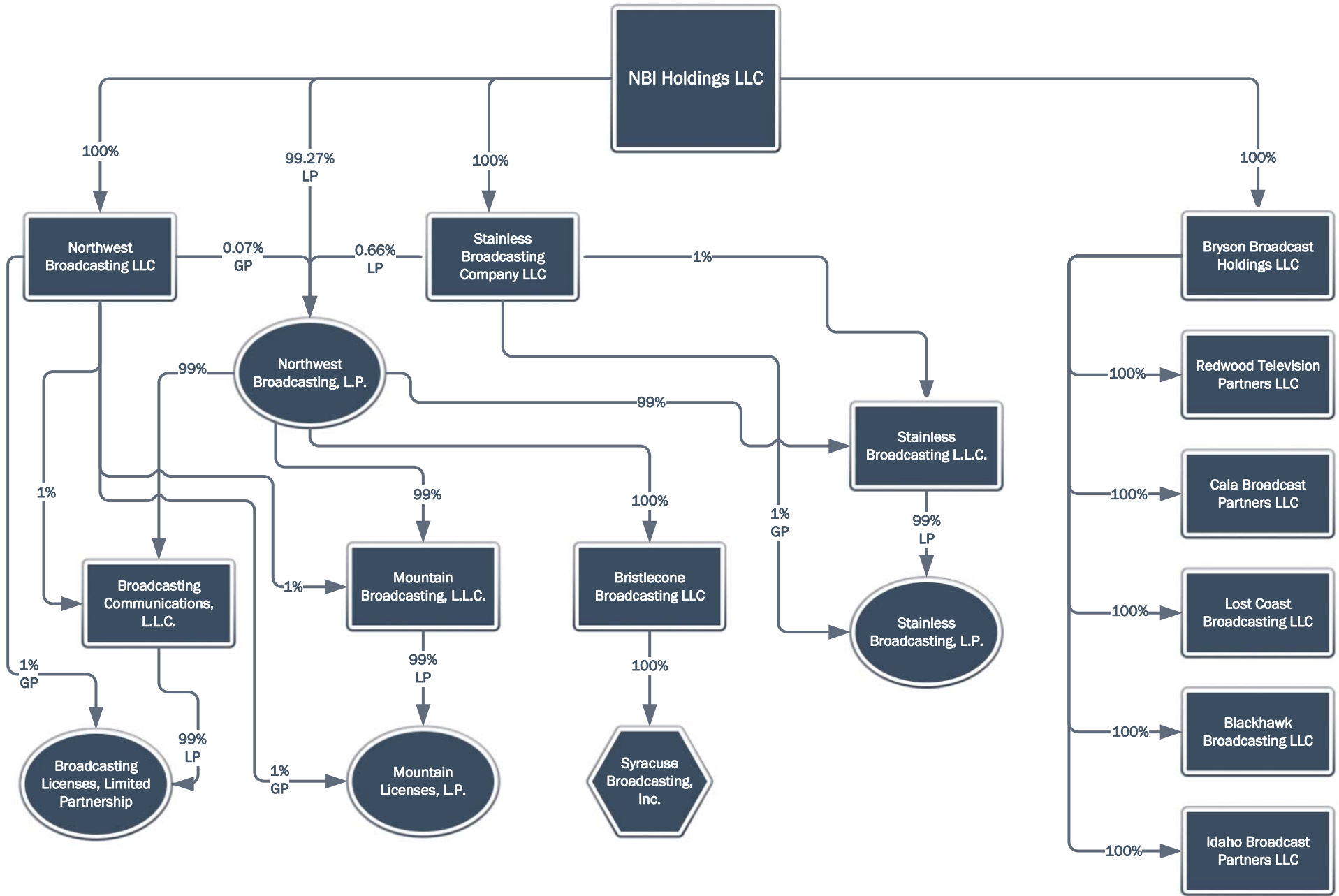
**Current Ownership Structure**

# Ownership Structure for Terrier Media Buyer, Inc.

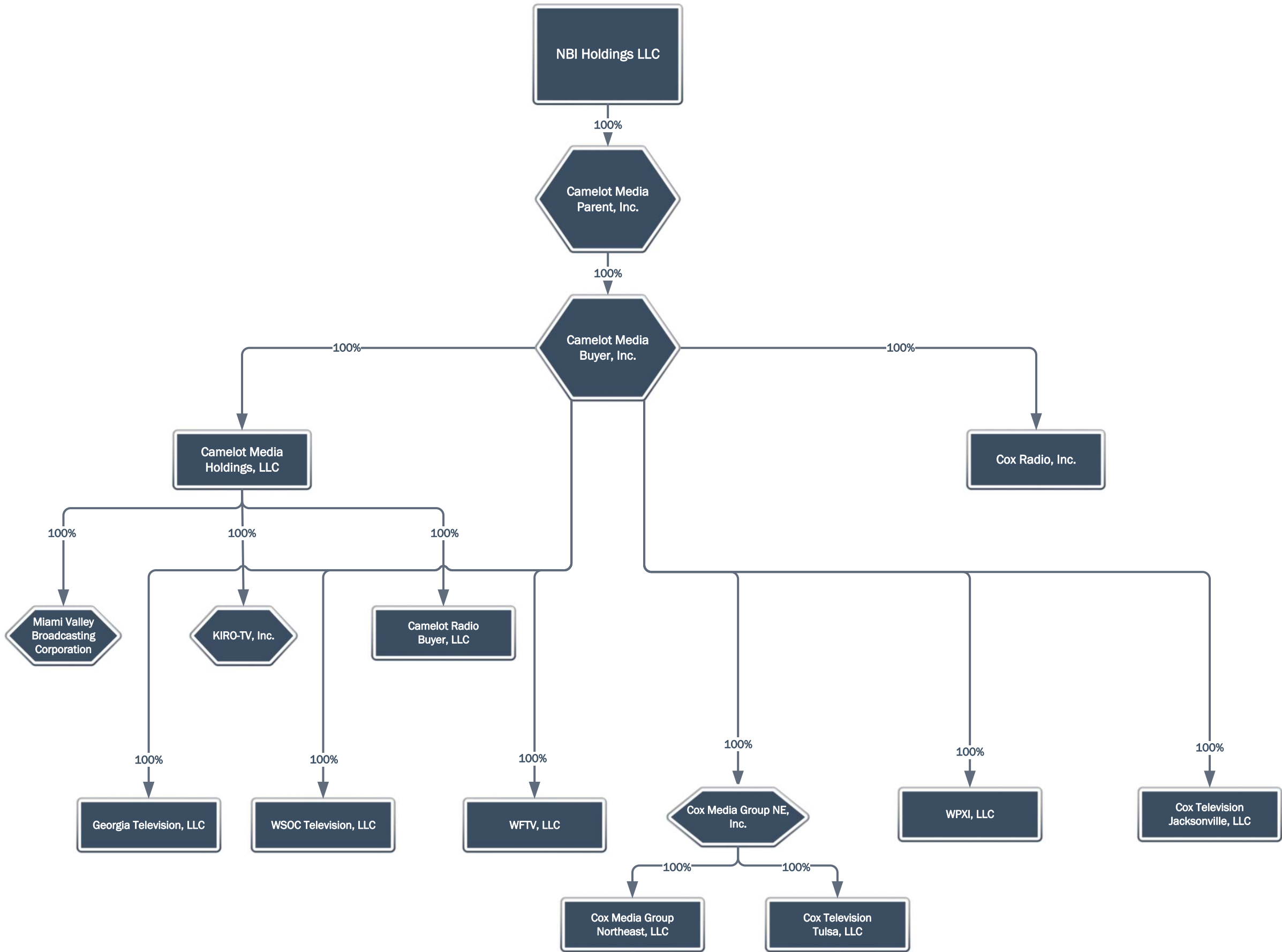




# Northwest Broadcasting Subsidiaries



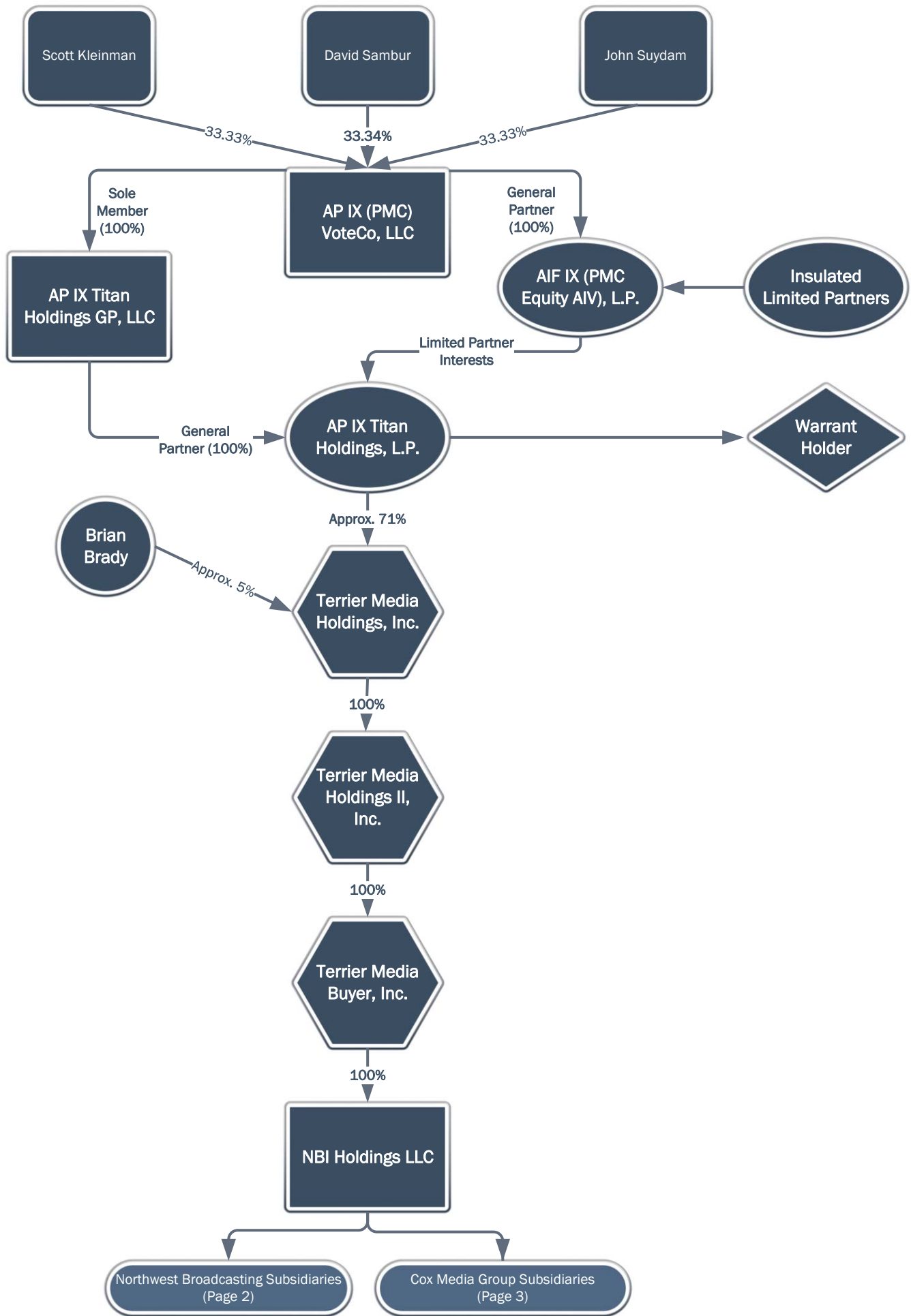
Cox Media Group Subsidiaries



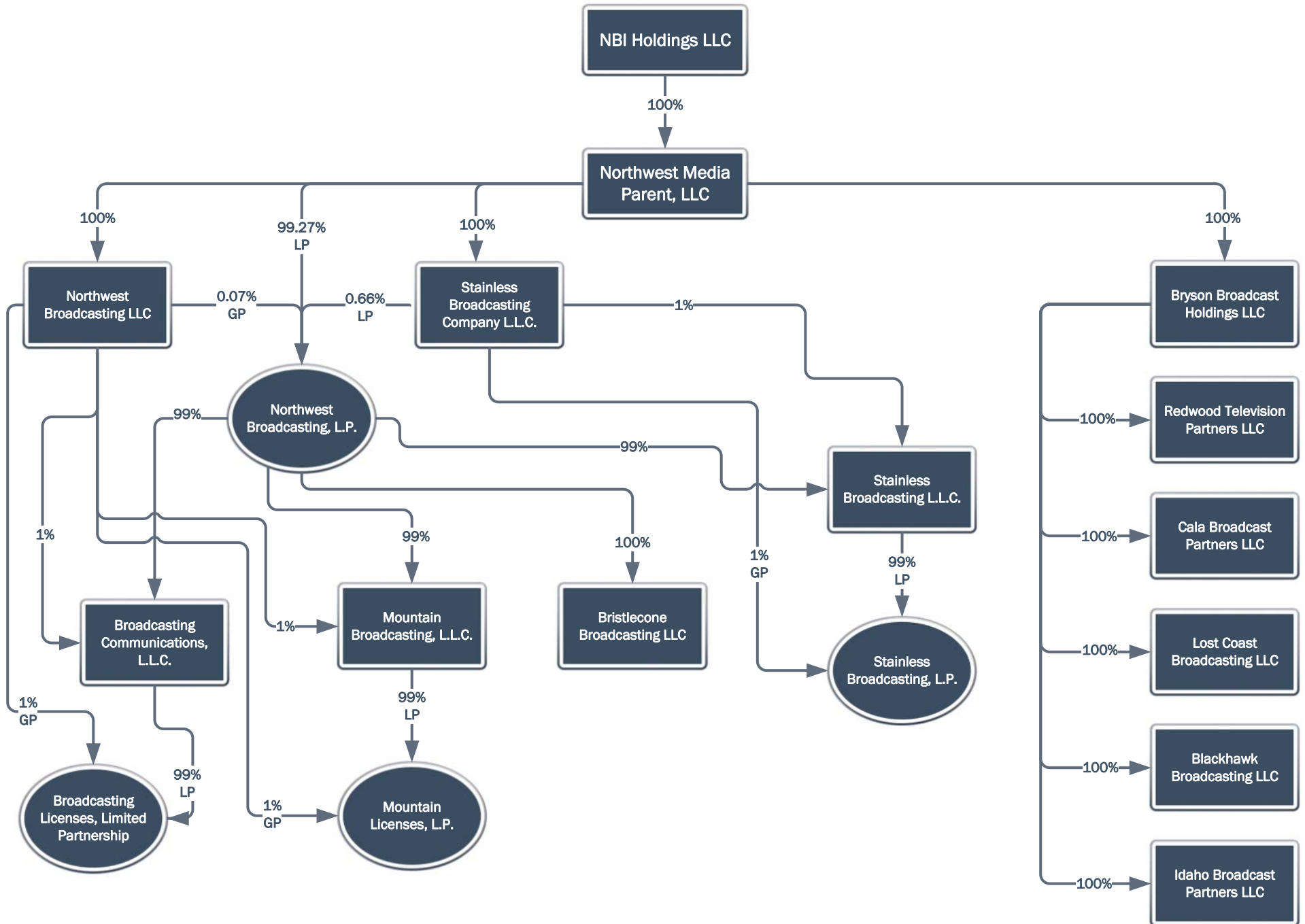
**Attachment B**

**Proposed Ownership Structure**

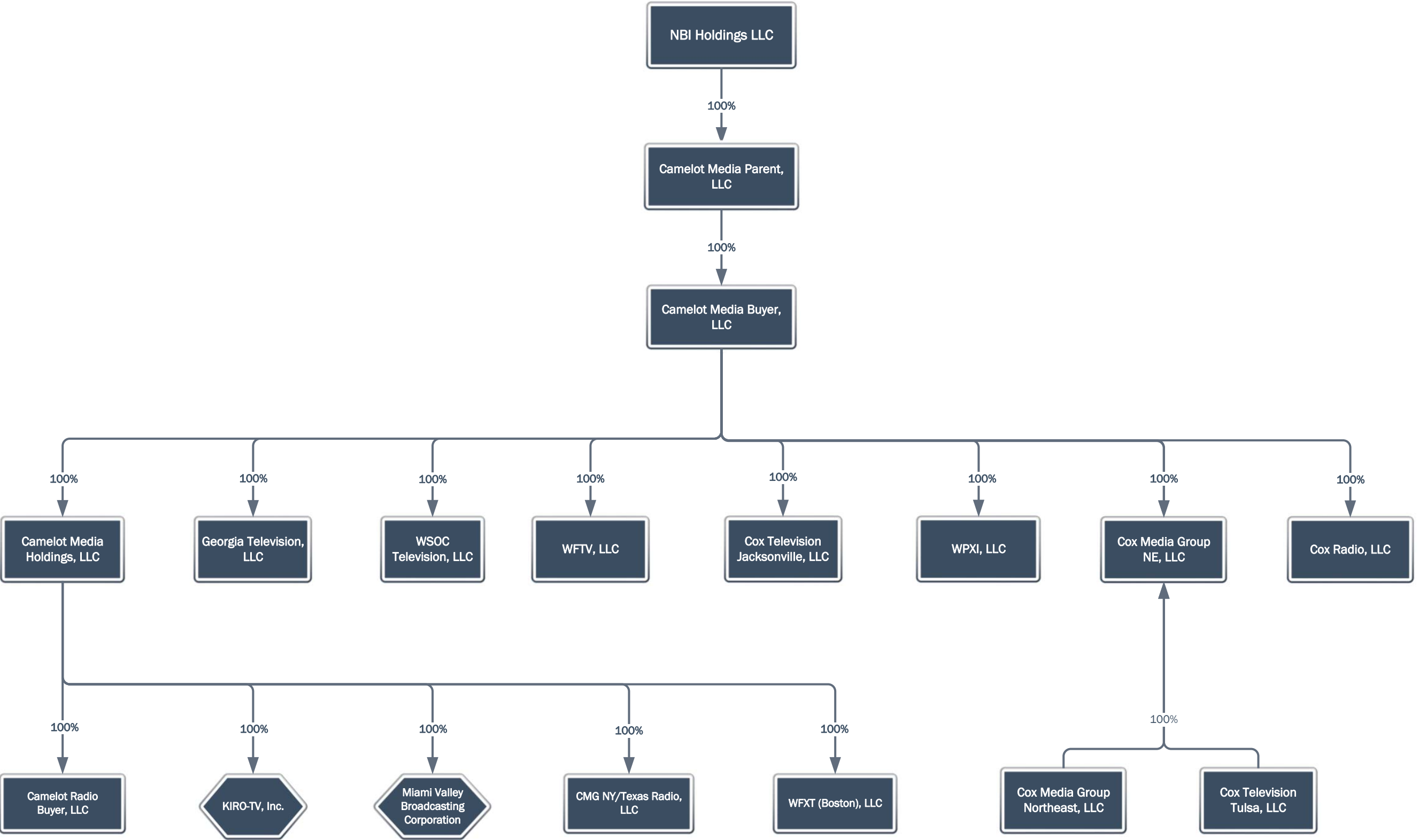
# Ownership Structure for Terrier Media Buyer, Inc. (Post-Reorganization)



# Northwest Broadcasting Subsidiaries (Post-Reorganization)



Cox Media Group Subsidiaries (Post-Reorganization)



## Attachment C

### List of Station Licenses to be Contributed to CMG NY/Texas, LLC

<i>Call Sign</i>	<i>Facility ID No.</i>	<i>Community of License</i>	<i>Licensee</i>
WBLI(FM)	37235	Patchogue, NY	Cox Radio, Inc.
WBAB(FM)	71199	Babylon, NY	Cox Radio, Inc.
WHFM(FM)	72176	Southampton, NY	Cox Radio, Inc.
KTHT(FM)	65308	Cleveland, TX	Cox Radio, Inc.
KKBQ(FM)	23083	Pasadena, TX	Cox Radio, Inc.
KGLK(FM)	59951	Lake Jackson, TX	Cox Radio, Inc.
KHPT(FM)	69564	Conroe, TX	Cox Radio, Inc.
KKYX(AM)	48723	San Antonio, TX	Cox Radio, Inc.
K285EU	87144	Mendoza, TX	Cox Radio, Inc.
KCYY(FM)	48718	San Antonio, TX	Cox Radio, Inc.
KTKX(FM)	70357	Terrell Hills, TX	Cox Radio, Inc.
KONO(AM)	50029	San Antonio, TX	Cox Radio, Inc.
K222DG	202417	San Antonio, TX	Cox Radio, Inc.
KONO-FM	50030	Helotes, TX	Cox Radio, Inc.
KISS-FM	34976	San Antonio, TX	Cox Radio, Inc.
KSMG(FM)	34977	Seguin, TX	Cox Radio, Inc.