

Federal Communications Commission Washington, D.C. 20554 <p style="text-align: center;">FCC 316</p>	Approved by OMB 3060-0009 (June 2010)
APPLICATION FOR CONSENT TO ASSIGN BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE OR TO TRANSFER CONTROL OF ENTITY HOLDING BROADCAST STATION CONSTRUCTION PERMIT OR LICENSE	
Read INSTRUCTIONS Before Filling Out Form	
FOR FCC USE ONLY	
FOR COMMISSION USE ONLY FILE NO. - 20131101ADN	

Section I - General Information

1.	Legal Name of the Licensee/Permittee COX RADIO, INC.
Mailing Address 6205 PEACHTREE DUNWOODY ROAD	
City ATLANTA	State or Country (if foreign address) GA
Telephone Number (include area code) 6786450000	E-Mail Address (if available)
FCC Registration Number: 0001842533	Call Sign WSB
Facility ID Number 73977	
2.	Contact Representative (if other than licensee/permittee) MICHAEL D. BASILE, ESQ.
Firm or Company Name DOW LOHNES PLLC	
Mailing Address 1200 NEW HAMPSHIRE AVENUE, NW SUITE 800	
City WASHINGTON	State or Country (if foreign address) DC
Telephone Number (include area code) 2027762000	E-Mail Address (if available) MDBASILE@DOWLOHNES.COM
3.	If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114): <input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial Educational Licensee/Permittee <input type="radio"/> Other <input checked="" type="radio"/> N/A (Fee Required)
4.	a. <input checked="" type="radio"/> Voluntary Assignment or Transfer of Control <input type="radio"/> Involuntary Assignment or Transfer of Control <input type="radio"/> Amendment to pending application File number of pending application: - If an amendment, submit as an Exhibit a listing, by Section and Question Number, of the portions of the pending application that are being revised. [Exhibit 1] b. Applicant certifies that the use of FCC Form 316 is appropriate for this transaction. <input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 2]
5.	Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5000)? <input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 3] If yes, list pertinent authorizations in an Exhibit.

NOTE: In addition to the information called for in this section, an explanatory exhibit providing full particulars must be submitted for each question for which a "No" response is provided.

Section II - Assignor/Transferor

1. Certification. Assignor/Transferor certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignor/Transferor further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<input checked="" type="radio"/> Yes <input type="radio"/> No													
2. Application for (check one): <table border="1" style="width:100%; border-collapse: collapse; margin-top: 5px;"> <tr> <td style="width:30%;"><input type="radio"/></td> <td style="width:40%;">Consent to Assign Construction Permit</td> <td style="width:10%;"><input type="radio"/></td> <td style="width:15%;">Consent to Transfer Control of Permittee</td> </tr> <tr> <td><input type="radio"/></td> <td>Consent to Assign License</td> <td><input checked="" type="radio"/></td> <td>Consent to Transfer Control of Licensee</td> </tr> <tr> <td><input type="radio"/></td> <td colspan="3">Amendment to pending application</td> </tr> </table>	<input type="radio"/>	Consent to Assign Construction Permit	<input type="radio"/>	Consent to Transfer Control of Permittee	<input type="radio"/>	Consent to Assign License	<input checked="" type="radio"/>	Consent to Transfer Control of Licensee	<input type="radio"/>	Amendment to pending application				
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2027762000		MDBASILE@DOWLOHNES.COM												
If more than one Transferor, submit the information requested in Questions 3 and 4 for each transferor. [Exhibit 4]														
5. Authorizations to be Assigned/Transferred. List the authorized stations and construction permits to be assigned/transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned/transferred. Include main stations, FM and/or TV translator stations, LPTV stations, FM and/or TV booster stations. [Enter Station Information]														
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48728	WALR-FM	-	PALMETTO	GA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
59970	WSRV	-	GAINESVILLE	GA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
14244	WHIO	-	DAYTON	OH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
14245	WHKO	-	DAYTON	OH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
73908	WHIO-FM	-	PLEASANT HILL	OH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
15649	WZLR	-	XENIA	OH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
65308	KTHT	-	CLEVELAND	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
23083	KKBQ-FM	-	PASADENA	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
59951	KGLK	-	LAKE JACKSON	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
69564	KHPT	-	CONROE	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53590	WJGL	-	JACKSONVILLE	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
70863	WAPE-FM	-	JACKSONVILLE	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
28894	WHJX	-	PONTE VEDRA BEACH	FL

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
72081	WOKV-FM	-	ATLANTIC BEACH	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
37235	WBLI	-	PATCHOGUE	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
71199	WBAB	-	BABYLON	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
72176	WHFM	-	SOUTHAMPTON	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
72984	WFLC	-	MIAMI	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
40408	WFEZ	-	MIAMI	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
71418	WEDR	-	MIAMI	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
72982	WHQT	-	CORAL GABLES	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
10343	WCFB	-	DAYTONA BEACH	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
1186	WPYO	-	MAITLAND	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
23443	WDBO-FM	-	ORLANDO	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
23444	WMMO	-	ORLANDO	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

48726	WDBO	-	ORLANDO	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48716	WWKA	-	ORLANDO	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48723	KKYX	-	SAN ANTONIO	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48718	KCYX	-	SAN ANTONIO	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
70357	KTKX	-	TERRELL HILLS	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
50029	KONO	-	SAN ANTONIO	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
50030	KONO-FM	-	HELOTES	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
34976	KISS-FM	-	SAN ANTONIO	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
34977	KSMG	-	SEGUIN	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
67136	WSUN-FM	-	HOLIDAY	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
74199	WXGL	-	ST. PETERSBURG	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
51986	WHPT	-	SARASOTA	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
74200	WWRM	-	TAMPA	FL

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
66013	WPOI	-	ST. PETERSBURG	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
1178	WDUV	-	NEW PORT RICHEY	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
65764	KRAV-FM	-	TULSA	OK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48729	KRMG	-	TULSA	OK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
9801	KJSR	-	TULSA	OK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
47102	KRMG-FM	-	SAND SPRINGS	OK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11709	WGAU	-	ATHENS	GA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48374	WGMG	-	CRAWFORD	GA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
60810	WNGC	-	ARCADE	GA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
1218	WRFC	-	ATHENS	GA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
3078	WXKT	-	MAYSVILLE	GA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
51120	WPUP	-	WATKINSVILLE	GA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

153382	W291CI-	JACKSONVILLE	FL
6. Agreements for Sale/Transfer of Station. a. If the transaction is voluntary, Assignor/Transferor certifies that: i. it has placed in licensee's/permittee's public inspection file(s) and submitted as an exhibit to this item copies of all agreements for the assignment/transfer of the station(s); ii. these documents embody the complete and final understanding between assignor/transferor and assignee/transferee; and iii. these agreements comply fully with the Commission's rules and policies. b. If the transaction is involuntary, the Assignor/Transferor certifies that court orders or other authorizing documents have been issued and that it has placed in the licensee's/permittee's public inspection file(s) and submitted to the Commission copies of such court orders or other authorizing documents. Exhibit Required		<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A [Exhibit 5] <input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A [Exhibit 6]	
7. Character Issues. Assignor/Transferor certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with: a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised.		<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 7]	
8. Adverse Findings. Assignor/Transferor certifies that, with respect to the assignor/transferor and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.		<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 8]	
9. Auction Authorization. Assignor/transferor certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.		<input type="radio"/> Yes <input checked="" type="radio"/> No <input type="radio"/> N/A See Explanation in [Exhibit 9]	
10. Anti-Drug Abuse Act Certification. Assignor/Transferor certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.		<input checked="" type="radio"/> Yes <input type="radio"/> No	

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing JIMMY W. HAYES	Typed or Printed Title of Person Signing TRUSTEE
Signature	Date 10/31/2013

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

NOTE: In addition to the information called for in this section, an explanatory exhibit providing full particulars must be submitted for each question for which a "No" response is provided.

Section III - Assignee/Transferee

1. Certification. Assignee/Transferee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignee/Transferee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<input checked="" type="radio"/> Yes <input type="radio"/> No
2. Legal Name of the Assignee/Transferee	

COX FAMILY VOTING TRUST		
Mailing Address 6205 PEACHTREE DUNWOODY ROAD		
City ATLANTA	State or Country (if foreign address) GA	Zip Code 30328 -
Telephone Number (include area code) 6786450000		E-Mail Address (if available)
3. Contact Representative (if other than Assignee/Transferee) MICHAEL D. BASILE, ESQ.		Firm or Company Name DOW LOHNES PLLC
Mailing Address 1200 NEW HAMPSHIRE AVENUE, NW SUITE 800		
City WASHINGTON	State or Country (if foreign address) DC	Zip Code 20036 -
Telephone Number (include area code) 2027762000		E-Mail Address (if available) MDBASILE@DOWLOHNES.COM
If more than one Transferee, submit the information requested in Questions 2 and 3 for each transferee.		[Exhibit 10]
4. Agreements for Sale/Transfer of Station. Assignee/Transferee certifies that: a. the written agreements in the licensee/permittee's public inspection file embody the complete and final agreement for the sale or transfer of the station(s); and b. these agreements comply fully with the Commission's rules and policies.		<input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 11]
5. Changes in interests as a result of assignment/transfer. a. [Enter Changes in Interests Information] or [Exhibit 12]		
b. Applicant certifies that equity interests not set forth above are non-attributable.		<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A [Exhibit 13]
6. Other Authorizations. List call signs, locations, and facility identifiers of all other broadcast stations in which assignee/transferee or any party to the application has an attributable interest.		<input type="checkbox"/> N/A [Exhibit 14]
7. Acquisition of Control. List the file number and date of grant of FCC Form 301, 314, or 315 application by which the Commission approved the qualifications of the individual or entity with a pre-existing interest in the licensee/permittee that is now acquiring control of the licensee/permittee as a result of the grant of this application.		<input checked="" type="checkbox"/> N/A [Exhibit 15]
8. Character Issues. Assignee/Transferee certifies that neither assignee/transferee nor any party to the application has or has had any interest in, or connection with: a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised.		<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 16]
9. Adverse Findings. Assignee/Transferee certifies that, with respect to the assignee/transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.		<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 17]
10. Alien Ownership and Control. Assignee/Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.		<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 18]
11. Auction Authorization. Assignee/transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.		<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A See Explanation in

12. Anti-Drug Abuse Act Certification. Assignee/transferee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	[Exhibit 19] <input checked="" type="radio"/> Yes <input type="radio"/> No
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I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing JIMMY W. HAYES	Typed or Printed Title of Person Signing TRUSTEE
Signature	Date 10/31/2013

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Exhibits

Exhibit 2
Description: SEE EXHIBIT 12

Attachment 2

Exhibit 5
Description: SEE EXHIBIT 11

Attachment 5

Exhibit 11
Description: EXHIBIT 11

Attachment 11

Description
Agreements for Transfer of Control

Exhibit 12
Description: EXHIBIT 12

Attachment 12

Description
Description of Transaction

Exhibit 14
Description: EXHIBIT 14

COX RADIO, INC. AND ITS PARENT ENTITY, COX ENTERPRISES, INC., HAVE ATTRIBUTABLE INTERESTS IN BROADCAST STATIONS AS DESCRIBED IN THE ATTACHED EXHIBIT.

Attachment 14

Description

Other Authorizations

Agreements for Transfer of Control

Because of the intra-family nature of the transaction, the parties do not have any transaction documents that are required to be filed with the Commission as part of this *pro forma* application. The application requests, among other things, consent to the *pro forma* transfer of Cox Enterprises, Inc. to the Cox Family Voting Trust. Section 73.3613 of the Commission's rules, however, provides that copies of family trust agreements such as the Dayton-Cox Trust A and the Cox Family Voting Trust need not be submitted to the Commission. *See* Section 73.3613(b)(3)(iii) (“[T]rust agreements or abstracts thereof are not required to be filed, unless requested specifically by the FCC.”) This application and its related exhibits have provided a description of those terms of the Dayton-Cox Trust A and Cox Family Voting Trust that are material to the Commission's action on this application.

The foregoing constitute the only transaction documents related to those aspects of the restructuring of the Cox family trusts requiring *pro forma* consent of the Commission. The parties have not included with the application documents (i) that address aspects of the restructuring of the family trusts unrelated to licensee control and compliance with Commission rules or (ii) that contain material that either is proprietary, not germane to the Commission's evaluation of this application, or already in the Commission's possession.¹ Thus, for example, the parties would consider as unrelated to the present transaction documents or instruments relating to non-attributable interests such as non-voting stock and agreements among family members relating to the preservation of family ownership. Also excluded are documents relating to concurrent changes in the charter of CEI that changed the number of outstanding shares of CEI stock without any effect upon percentage voting rights. The amended charter has been filed with the Commission pursuant to Section 73.3613.

¹ *See LUI, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); *Public Notice*, DA 02-2049 (rel. Aug. 22, 2002).

Description of Transaction

By this application, the licensee requests the Commission's consent to the *pro forma* transfer of control of Cox Enterprises, Inc. ("CEI") described below:

From: Dayton-Cox Trust A (the "Dayton Trust") (Anne Cox Chambers, James C. Kennedy, and Jimmy W. Hayes, Trustees)

To: Cox Family Voting Trust (Alexander Taylor, James C. Kennedy, and Jimmy W. Hayes, Voting Trustees)

CEI, a privately held, family-owned company, owns the Cox businesses that evolved from a local daily newspaper purchased in 1898 by former Ohio Governor James M. Cox. CEI indirectly controls the Cox subsidiaries, including the licensee in the instant application, that hold numerous FCC licenses used in the operation of the Cox broadcast, broadband, and telecommunications companies. These 100 percent family-owned and family-controlled enterprises will continue to be 100 percent family-owned and family-controlled following completion of the restructuring described below.

Proposed Transfer: The proposed *pro forma* transfer of control is part of a restructuring of the Cox family trusts. At present, 100 percent of the voting stock of CEI is voted by three trustees: (i) Anne Cox Chambers, Governor Cox's daughter; (ii) James Cox Kennedy, the Chairman of CEI and the son of Governor Cox's daughter Barbara Cox Anthony, now deceased; and (iii) Jimmy W. Hayes, the current CEO of CEI (collectively, the "Current Trustees"). In the event of a vacancy among the trustees, the remaining trustees appoint a successor trustee in consultation with the trust beneficiaries, who are descendants of Governor Cox. Prior to July 26, 2013, the Current Trustees voted all of the CEI voting stock directly through the Dayton Trust, a trust established in 1943 for the benefit of Governor Cox's descendants. Thereafter, the Current Trustees continued to vote all of the CEI voting stock, but as trustees of the Cox Family Voting Trust, which now holds legal title to all of CEI's voting stock, with the Dayton Trust as its sole beneficiary. From a control perspective, as well as from tax and estate planning perspectives, the Cox Family Voting Trust is entirely transparent and did not change the persons exercising voting control over CEI because the trustees of the Dayton Trust and the Cox Family Voting Trust are identical.

At the completion of the restructuring, the Dayton Trust will be dissolved and removed entirely from the chain of ownership and control of CEI, with voting control remaining in the Current Trustees as trustees of the Cox Family Voting Trust. Upon the dissolution of the Dayton Trust, the non-voting stock and the non-voting beneficial trust interests that the Dayton Trust currently holds will be distributed to members of the Cox family directly or to trusts or similar arrangements for their benefit. In addition, although it is not a formal part of the planned restructuring, Mrs. Chambers intends, concurrently with the consummation of the restructuring, to resign as trustee of the Cox Family Voting Trust, to be replaced by her grandson Alexander Taylor.

Pro Forma Nature of Proposed Transfer of Control: The Commission properly can approve these proposed minor ownership changes under *pro forma* transfer procedures. The

Cox Enterprises, Inc.

replacement of a family trust controlled by the Current Trustees with a family trust controlled by two of the three Current Trustees with a family member as the third trustee does not constitute a "substantial" change in control. Moreover, the new trustee, Mr. Taylor, like the other two trustees, Mr. Kennedy and Mr. Hayes, has had his qualifications favorably passed upon by the Commission.

Other Authorizations

Cox Enterprises, Inc. ("CEI") is a diversified, privately-held company with radio, television, newspaper and cable television interests throughout the United States. CEI owns all of the stock of Georgia Television, LLC, licensee of Television Station WSB-TV, Atlanta, Georgia (Facility Id No. 23960) and all of the membership interests in Cox Media Group, LLC ("CMG").

CMG owns all of the stock of the following companies, which hold the FCC licenses of the indicated full-service broadcast stations:

WFTV, Inc., licensee of Television Stations WFTV(TV) (Facility Id No. 72076) and WRDQ(TV), Orlando, Florida (Facility Id. No. 55454);

WPXI, Inc., licensee of Television Station WPXI(TV), Pittsburgh, Pennsylvania (Facility Id No. 73910);

WSOC Television, Inc., licensee of Television Stations WSOC-TV, Charlotte, North Carolina (Facility Id No. 74070), and WAXN-TV, Kannapolis, North Carolina (Facility Id. No. 12793);

KIRO-TV, Inc., licensee of Television Station KIRO-TV, Seattle, Washington (Facility Id No. 66781);

KTVU, Inc., sole member of Cox Television Tulsa, LLC, licensee of Television Stations KOKI-TV (Facility Id No. 11910) and KMYT-TV (Facility Id No. 54420), Tulsa, Oklahoma; and sole member of KTVU, LLC, licensee of Television Stations KTVU(TV), Oakland, California (Facility Id No. 35703), and KICU-TV, San Jose, California (Facility Id. No. 34564);

Cox Media Group Ohio, Inc., which, in turn, owns all of the stock of Miami Valley Broadcasting Corporation, licensee of Television Station WHIO-TV, Dayton, Ohio (Facility Id No. 41458); and

Cox Radio, Inc., sole member of Cox Television Jacksonville, LLC, licensee of WAWS(TV), Jacksonville, Florida (Facility Id No. 11909); and licensee of the following radio stations:

<u>Station</u>	<u>Community of License</u>	<u>Facility Id. No.</u>
WSB(AM)	Atlanta, Georgia	73977
WSB-FM	Atlanta, Georgia	73978
WSBB-FM	Doraville, Georgia	11710
WALR-FM	Palmetto, Georgia	48728
WSRV(FM)	Gainesville, Georgia	59970
WHIO(AM)	Dayton, Ohio	14244
WHKO(FM)	Dayton, Ohio	14245
WHIO-FM	Pleasant Hill, Ohio	73908
WZLR(FM)	Xenia, Ohio	15649
KTHT(FM)	Cleveland, Texas	65308
KKBQ-FM	Pasadena, Texas	23083
KGLK(FM)	Lake Jackson, Texas	59951
KHPT(FM)	Conroe, Texas	69564
WJGL(FM)	Jacksonville, Florida	53590
WAPE-FM	Jacksonville, Florida	70863
WHJX(FM)	Ponte Vedra Beach, Florida	28894
WOKV-FM	Atlantic Beach, Florida	72081
WXXJ(FM)	Jacksonville, Florida	53602
WOKV(AM)	Jacksonville, Florida	53601
WBLI(FM)	Patchogue, New York	37235
WBAB(FM)	Babylon, New York	71199
WHFM(FM)	Southampton, New York	72176
WFLC(FM)	Miami, Florida	72984
WFEZ(FM)	Miami, Florida	40408
WEDR(FM)	Miami, Florida	71418
WHQT(FM)	Coral Gables, Florida	72982
WCFB(FM)	Daytona Beach, Florida	10343
WPYO(FM)	Maitland, Florida	1186
WDBO-FM	Orlando, Florida	23443
WMMO(FM)	Orlando, Florida	23444
WDBO(AM)	Orlando, Florida	48726
WWKA(FM)	Orlando, Florida	48716
KKYX(AM)	San Antonio, Texas	48723
KCYX(FM)	San Antonio, Texas	48718
KTKX(FM)	Terrell Hills, Texas	70357
KONO(AM)	San Antonio, Texas	50029
KONO-FM	Helotes, Texas	50030
KISS-FM	San Antonio, Texas	34976
KSMG(FM)	Seguin, Texas	34977

WSUN-FM	Holiday, Florida	67136
WXGL(FM)	St. Petersburg, Florida	74199
WHPT(FM)	Sarasota, Florida	51986
WWRM(FM)	Tampa, Florida	74200
WPOI(FM)	St. Petersburg, Florida	66013
WDUV(FM)	New Port Richey, Florida	1178
KRAV-FM	Tulsa, Oklahoma	65764
KRMG(AM)	Tulsa, Oklahoma	48729
KWEN(FM)	Tulsa, Oklahoma	48722
KJSR(FM)	Tulsa, Oklahoma	9801
KRMG-FM	Sand Springs, Oklahoma	47102
WGAU(AM)	Athens, Georgia	11709
WGMG(FM)	Crawford, Georgia	48374
WNGC(FM)	Arcade, Georgia	60810
WRFC(AM)	Athens, Georgia	1218
WXKT(FM)	Maysville, Georgia	3078
WPUP(FM)	Watkinsville, Georgia	51120