

CUMULUS MEDIA INC
Form SC 13D/A
August 04, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 13)***

CUMULUS MEDIA INC.

(Name of Issuer)

Class A Common Stock, \$.01 par value

(Title of Class of Securities)

231082108

(CUSIP Number)

Lewis W. Dickey, Jr.

c/o Cumulus Media Inc.

3280 Peachtree Road, N.W., Suite 2300

Atlanta, Georgia 30305

(404) 949-0700

with a copy to:

Mark L. Hanson, Esq.

Jones Day

1420 Peachtree St., N.E., Suite 800

Atlanta, Georgia 30309

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 1, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

CUSIP No. 231082108

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NAME OF REPORTING PERSONS

1

Lewis W. Dickey, Jr.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 4,855,923

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

10,000

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 4,855,923

WITH SHARED DISPOSITIVE POWER

10

10,000

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,865,923

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.2%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 231082108

Page 3 of 15 Pages

NAME OF REPORTING PERSONS

1

Lewis W. Dickey, Sr.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 5,330,260

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 5,330,260

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,330,260

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.2%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 231082108

Page 4 of 15 Pages

NAME OF REPORTING PERSONS

1

DBBC, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF

0

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

10,000

EACH

9

SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH SHARED DISPOSITIVE POWER

10
10,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11
10,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

12
o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13
Less than 1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14
OO

SCHEDULE 13D

Explanatory Note

The reporting persons are filing this Amendment No. 13 to Schedule 13D to update the information previously contained in Item 5 with respect to the holdings of certain of the reporting persons with respect to shares of the Class A Common Stock, par value \$.01 per share, of Cumulus Media Inc. (the Company) (the Class A Common Stock).

Item 1. Security and Issuer

This statement relates to the Class A Common Stock of the Company. The principal executive offices of the Company are located at 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305.

Item 3. Source and Amount of Funds or other Consideration

Item 3 is hereby amended and supplemented as follows:

From July 23, 2008 through August 1, 2008, the Lewis W. Dickey, Sr. Revocable Trust (the Trust), of which Lew Dickey, Sr. is trustee, purchased an aggregate of 426,684 shares of Class A Common Stock for an aggregate purchase price of \$1,225,902. Trust funds held by the Trust were the sole source of funds used to acquire the aforementioned shares of Class A Common Stock.

Item 5. Interest in Securities of the Issuer

Item 5(a) and (c) are hereby amended and restated to read as follows:

(a) For purposes of calculating the percentages set forth in this Item 5, (i) the number of shares of Class A Common Stock outstanding is assumed to be 37,502,718 and the number of shares of the Company's Class C Common Stock, par value \$.01 per share (the Class C Common Stock) is assumed to be 644,871 (which represents the shares of Class A Common

Stock and Class C Common Stock outstanding as of April 30, 2008, as represented on the front cover to the Company's quarterly report on Form 10-Q for the period ended March 31, 2008).

Lewis W. Dickey, Jr.

Lew Dickey, Jr. is deemed to beneficially own 4,865,923 shares of Class A Common Stock as follows:
2,331,052 shares of Class A Common Stock directly owned;

options to purchase 1,380,000 shares of Class A Common Stock, which are exercisable within 60 days;

644,871 shares of Class C Common Stock, which are convertible into shares of Class A Common Stock on a one-for-one basis, directly owned;

options to purchase 500,000 shares of Class C Common Stock, which are exercisable within 60 days; and

10,000 shares of Class A Common Stock owned by DBBC and deemed to be beneficially owned by Lew Dickey, Jr. in his capacity as manager of DBBC.

Assuming exercise of all of the foregoing options and the conversion of all of the shares of Class C Common Stock (including those shares of Class C Common Stock issuable upon exercise of options) into Class A Common Stock, Lew Dickey, Jr. would be deemed to beneficially own 4,865,923 shares, or 12.2% of the outstanding shares of Class A Common Stock.

Lewis W. Dickey, Sr.

Lew Dickey Sr. is deemed to beneficially own 5,330,260 shares, or 14.2%, of the outstanding shares of Class A Common Stock, as follows:

884,000 shares of Class A Common Stock directly owned; and

4,446,260 shares of Class A Common Stock directly owned by the Trust, of which he is trustee.

DBBC, L.L.C.

DBBC is deemed to beneficially own 10,000 shares of Class A Common Stock, representing less than 1% of the outstanding shares of Class A Common Stock. As sole manager of DBBC, Lew Dickey, Jr. has voting and dispositive power with respect to the shares of Class A Common Stock beneficially owned by DBBC.

As a result of the reporting persons' intent described in Item 4, the reporting persons may collectively be deemed to constitute a group, within the meaning of Section 13(d)(3) of the Act. As a consequence, each reporting person may be deemed to beneficially own all shares of

Class A Common Stock beneficially owned by each other reporting person. Assuming exercise of all of the above-described options and the conversion of all of the shares of Class C Common Stock (including those shares of Class C Common Stock issuable upon exercise of options) into Class A Common Stock, the reporting persons would collectively beneficially own, in the aggregate, 25.5% of the issued and outstanding Class A Common Stock. Other than as set forth in this Item 5, each reporting person hereby disclaims beneficial ownership of Class A Common Stock owned by any other reporting person.

Other than as set forth above with respect to Lew Dickey, Jr., none of the shares of Class A Common Stock reported in this Item 5 are shares as to which any reporting person has a right to acquire that is exercisable within 60 days. None of the reporting persons beneficially owns any shares of Class A Common Stock other than as set forth herein.

(c) Except as described below, none of the reporting persons has had any transactions in the Class A Common Stock during the past 60 days. Lew Dickey, Sr. engaged in various open market transactions in the past 60 days, the following details of which are summarized below: (1) the type of transaction effected, (2) the execution date of the transaction, (3) the price per share at which the transactions were effected, and (4) the total amount of shares that were the subject of each such transaction.

Buy/Sell	Executed Date	Price	Quantity
Buy	6/2/2008	\$5.0400	4,191
Buy	6/2/2008	\$5.0500	6,081
Buy	6/2/2008	\$5.0600	1,296
Buy	6/3/2008	\$5.0300	200
Buy	6/3/2008	\$5.0400	250
Buy	6/3/2008	\$5.0500	7,563
Buy	6/3/2008	\$5.0550	150
Buy	6/3/2008	\$5.0600	10,990
Buy	6/4/2008	\$5.0100	50
Buy	6/4/2008	\$5.0300	1,300

Buy/Sell	Executed Date	Price	Quantity
Buy	6/4/2008	\$5.0400	1,454
Buy	6/4/2008	\$5.0450	100
Buy	6/4/2008	\$5.0500	25,989
Buy	6/4/2008	\$5.0550	150
Buy	6/4/2008	\$5.0600	26,600
Buy	6/5/2008	\$5.0400	204
Buy	6/5/2008	\$5.0450	100
Buy	6/5/2008	\$5.0500	1,400
Buy	6/20/2008	\$3.9600	1,703
Buy	6/20/2008	\$3.9700	1,300
Buy	6/20/2008	\$3.9800	750
Buy	6/20/2008	\$3.9900	1,800
Buy	6/20/2008	\$4.0000	10,300
Buy	6/20/2008	\$4.0100	6,702
Buy	6/20/2008	\$4.0150	200
Buy	6/20/2008	\$4.0200	1,200
Buy	6/20/2008	\$4.0300	700
Buy	6/20/2008	\$4.0400	900
Buy	6/20/2008	\$4.0500	1,100
Buy	6/20/2008	\$4.0650	50
Buy	6/20/2008	\$4.0700	745
Buy	6/20/2008	\$4.1000	350
Buy	6/20/2008	\$4.1050	150
Buy	6/20/2008	\$4.1100	400
Buy	6/20/2008	\$4.1200	450
Buy	6/20/2008	\$4.1900	150
Buy	6/20/2008	\$4.2000	1,050
Buy	6/23/2008	\$3.9850	150
Buy	6/23/2008	\$3.9900	5,908
Buy	6/24/2008	\$3.9000	1,500
Buy	6/24/2008	\$3.9100	1,000
Buy	6/24/2008	\$3.9200	1,000
Buy	6/24/2008	\$3.9400	1,800
Buy	6/24/2008	\$3.9450	150
Buy	6/24/2008	\$3.9500	1,950
Buy	6/24/2008	\$3.9600	350
Buy	6/24/2008	\$3.9700	12,363
Buy	6/24/2008	\$3.9750	187
Buy	6/24/2008	\$3.9800	8,250
Buy	6/24/2008	\$3.9850	150
Buy	6/24/2008	\$3.9900	18,250
Buy	6/25/2008	\$3.9200	550
Buy	6/25/2008	\$3.9700	300
Buy	6/25/2008	\$3.9800	50
Buy	6/25/2008	\$3.9900	4,250
Buy	6/26/2008	\$3.8300	2,100
Buy	6/26/2008	\$3.8400	400

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Buy	6/26/2008	\$3.8600	200
Buy	6/26/2008	\$3.8800	2,250
Buy	6/26/2008	\$3.8850	100
Buy	6/26/2008	\$3.8900	4,200
Buy	6/26/2008	\$3.9000	7,750
Buy	6/26/2008	\$3.9100	4,400
Buy	6/26/2008	\$3.9200	5,200
Buy	6/26/2008	\$3.9300	7,800
Buy	6/26/2008	\$3.9400	5,000
Buy	6/26/2008	\$3.9500	3,950
Buy	6/26/2008	\$3.9650	50
Buy	6/26/2008	\$3.9700	3,550
Buy	6/27/2008	\$3.9200	1,400
Buy	6/27/2008	\$3.9250	50
Buy	6/27/2008	\$3.9300	4,250
Buy	6/27/2008	\$3.9400	6,250
Buy	6/27/2008	\$3.9500	2,250

Buy/Sell	Executed Date	Price	Quantity
Buy	6/27/2008	\$3.9600	1,100
Buy	6/27/2008	\$3.9700	2,250
Buy	6/27/2008	\$3.9800	6,400
Buy	6/27/2008	\$3.9850	50
Buy	6/27/2008	\$3.9900	450
Buy	6/30/2008	\$3.9400	897
Buy	6/30/2008	\$3.9500	1,150
Buy	6/30/2008	\$3.9600	750
Buy	6/30/2008	\$3.9700	3,695
Buy	6/30/2008	\$3.9750	250
Buy	6/30/2008	\$3.9800	11,276
Buy	6/30/2008	\$3.9850	250
Buy	6/30/2008	\$3.9900	16,032
Buy	7/1/2008	\$3.8800	300
Buy	7/1/2008	\$3.8900	3,550
Buy	7/1/2008	\$3.8950	300
Buy	7/1/2008	\$3.8975	150
Buy	7/1/2008	\$3.9000	3,850
Buy	7/1/2008	\$3.9050	50
Buy	7/1/2008	\$3.9100	3,100
Buy	7/1/2008	\$3.9200	2,150
Buy	7/1/2008	\$3.9300	10,896
Buy	7/1/2008	\$3.9350	100
Buy	7/1/2008	\$3.9400	1,700
Buy	7/1/2008	\$3.9500	1,452
Buy	7/1/2008	\$3.9600	1,902
Buy	7/1/2008	\$3.9650	1,450
Buy	7/1/2008	\$3.9700	1,550
Buy	7/1/2008	\$3.9750	350
Buy	7/1/2008	\$3.9800	1,450
Buy	7/2/2008	\$3.3500	300
Buy	7/2/2008	\$3.3600	150
Buy	7/2/2008	\$3.3700	350
Buy	7/2/2008	\$3.3900	450
Buy	7/2/2008	\$3.3950	300
Buy	7/2/2008	\$3.4200	450
Buy	7/2/2008	\$3.4400	600
Buy	7/2/2008	\$3.4450	150
Buy	7/2/2008	\$3.4500	350
Buy	7/2/2008	\$3.4600	550
Buy	7/2/2008	\$3.4700	400
Buy	7/2/2008	\$3.4800	850
Buy	7/2/2008	\$3.5100	400
Buy	7/2/2008	\$3.5200	200
Buy	7/2/2008	\$3.5300	700
Buy	7/2/2008	\$3.5500	350
Buy	7/2/2008	\$3.5600	150

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Buy	7/2/2008	\$3.5900	150
Buy	7/2/2008	\$3.6300	1,350
Buy	7/2/2008	\$3.6500	150

10

Buy/Sell	Executed Date	Price	Quantity
Buy	7/2/2008	\$3.6600	195
Buy	7/2/2008	\$3.6700	750
Buy	7/2/2008	\$3.6800	400
Buy	7/2/2008	\$3.6900	600
Buy	7/2/2008	\$3.7000	950
Buy	7/2/2008	\$3.7100	400
Buy	7/2/2008	\$3.7200	650
Buy	7/2/2008	\$3.7300	150
Buy	7/2/2008	\$3.7500	971
Buy	7/2/2008	\$3.8000	1,800
Buy	7/2/2008	\$3.8100	877
Buy	7/2/2008	\$3.8200	350
Buy	7/2/2008	\$3.8300	2,313
Buy	7/2/2008	\$3.8400	1,050
Buy	7/2/2008	\$3.8500	1,650
Buy	7/2/2008	\$3.8600	2,800
Buy	7/2/2008	\$3.8700	953
Buy	7/2/2008	\$3.8800	4,900
Buy	7/2/2008	\$3.8900	2,191
Buy	7/2/2008	\$3.9000	1,000
Buy	7/2/2008	\$3.9100	1,000
Buy	7/3/2008	\$3.2900	1,971
Buy	7/3/2008	\$3.2950	150
Buy	7/3/2008	\$3.3000	8,150
Buy	7/3/2008	\$3.3050	350
Buy	7/3/2008	\$3.3100	9,210
Buy	7/3/2008	\$3.3200	1,478
Buy	7/3/2008	\$3.3400	550
Buy	7/3/2008	\$3.3500	1,952
Buy	7/3/2008	\$3.3600	1,050
Buy	7/3/2008	\$3.3700	600
Buy	7/3/2008	\$3.3800	2,350
Buy	7/3/2008	\$3.3900	100
Buy	7/3/2008	\$3.4000	3,234
Buy	7/3/2008	\$3.4050	50
Buy	7/3/2008	\$3.4100	3,050
Buy	7/3/2008	\$3.4200	55
Buy	7/7/2008	\$3.0800	350
Buy	7/7/2008	\$3.1000	1,100
Buy	7/7/2008	\$3.1050	50
Buy	7/7/2008	\$3.1100	1,575
Buy	7/7/2008	\$3.1150	50
Buy	7/7/2008	\$3.1200	2,850
Buy	7/7/2008	\$3.1300	2,750
Buy	7/7/2008	\$3.1400	540
Buy	7/7/2008	\$3.1450	100

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Buy	7/7/2008	\$3.1500	2,050
Buy	7/7/2008	\$3.1600	550
Buy	7/7/2008	\$3.1900	4,587
Buy	7/7/2008	\$3.1950	100

Buy/Sell	Executed Date	Price	Quantity
Buy	7/7/2008	\$3.2000	1,150
Buy	7/7/2008	\$3.2200	300
Buy	7/7/2008	\$3.2800	300
Buy	7/7/2008	\$3.3000	250
Buy	7/7/2008	\$3.3300	300
Buy	7/7/2008	\$3.3400	3722
Buy	7/7/2008	\$3.3500	3,200
Buy	7/7/2008	\$3.3700	4,277
Buy	7/7/2008	\$3.3800	6,150
Buy	7/8/2008	\$3.1700	165
Buy	7/8/2008	\$3.1800	2,350
Buy	7/8/2008	\$3.1900	4,350
Buy	7/8/2008	\$3.1950	37
Buy	7/8/2008	\$3.2000	7,313
Buy	7/8/2008	\$3.2100	700
Buy	7/8/2008	\$3.2300	300
Buy	7/8/2008	\$3.2400	4,536
Buy	7/8/2008	\$3.2450	100
Buy	7/8/2008	\$3.2500	1,269
Buy	7/8/2008	\$3.2600	1,141
Buy	7/8/2008	\$3.2800	100
Buy	7/8/2008	\$3.3050	100
Buy	7/8/2008	\$3.3100	1,475
Buy	7/8/2008	\$3.3200	1,950
Buy	7/8/2008	\$3.3250	100
Buy	7/8/2008	\$3.3300	600
Buy	7/8/2008	\$3.3900	50
Buy	7/8/2008	\$3.4000	5,050
Buy	7/8/2008	\$3.4100	1,036
Buy	7/8/2008	\$3.4400	78
Buy	7/8/2008	\$3.4500	3,500
Buy	7/9/2008	\$3.3600	150
Buy	7/9/2008	\$3.3700	150
Buy	7/9/2008	\$3.3800	1,997
Buy	7/9/2008	\$3.3900	13,621
Buy	7/9/2008	\$3.3950	575
Buy	7/9/2008	\$3.4000	11,925
Buy	7/9/2008	\$3.4050	50
Buy	7/9/2008	\$3.4100	3,300
Buy	7/9/2008	\$3.4200	2,500
Buy	7/9/2008	\$3.4300	895
Buy	7/9/2008	\$3.4400	1,137
Buy	7/10/2008	\$2.7900	200
Buy	7/10/2008	\$2.8000	1
Buy	7/10/2008	\$2.8100	1,050
Buy	7/10/2008	\$2.8200	50
Buy	7/10/2008	\$2.8300	1,400

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Buy	7/10/2008	\$2.8400	1,250
Buy	7/10/2008	\$2.8450	50
Buy	7/10/2008	\$2.8500	2,669

12

Buy/Sell	Executed Date	Price	Quantity
Buy	7/10/2008	\$2.8550	50
Buy	7/10/2008	\$2.8600	600
Buy	7/10/2008	\$2.8650	100
Buy	7/10/2008	\$2.8700	1,900
Buy	7/10/2008	\$2.8800	273
Buy	7/10/2008	\$2.8900	1,734
Buy	7/10/2008	\$2.9100	1,450
Buy	7/10/2008	\$2.9300	250
Buy	7/10/2008	\$2.9400	450
Buy	7/10/2008	\$2.9500	750
Buy	7/10/2008	\$2.9600	200
Buy	7/10/2008	\$2.9700	700
Buy	7/10/2008	\$2.9900	1,000
Buy	7/10/2008	\$3.0000	459
Buy	7/10/2008	\$3.0100	950
Buy	7/10/2008	\$3.0200	200
Buy	7/10/2008	\$3.0400	250
Buy	7/10/2008	\$3.0500	1,750
Buy	7/10/2008	\$3.0600	1,250
Buy	7/10/2008	\$3.0700	2,400
Buy	7/10/2008	\$3.0800	300
Buy	7/10/2008	\$3.1400	750
Buy	7/10/2008	\$3.1700	100
Buy	7/10/2008	\$3.2300	1,200
Buy	7/10/2008	\$3.2600	350
Buy	7/10/2008	\$3.2700	400
Buy	7/10/2008	\$3.2900	2,450
Buy	7/10/2008	\$3.3000	4,488
Buy	7/10/2008	\$3.3100	725
Buy	7/10/2008	\$3.3300	2,150
Buy	7/11/2008	\$2.6700	50
Buy	7/11/2008	\$2.6800	875
Buy	7/11/2008	\$2.6900	2,796
Buy	7/11/2008	\$2.7000	7,259
Buy	7/11/2008	\$2.7100	5,600
Buy	7/11/2008	\$2.7200	2,175
Buy	7/11/2008	\$2.7300	7,103
Buy	7/11/2008	\$2.7400	1,817
Buy	7/11/2008	\$2.7500	100
Buy	7/11/2008	\$2.7600	600
Buy	7/11/2008	\$2.7700	1,100
Buy	7/11/2008	\$2.7800	775
Buy	7/11/2008	\$2.7900	1,350
Buy	7/11/2008	\$2.8000	500
Buy	7/11/2008	\$2.8100	200
Buy	7/11/2008	\$2.8200	1,700
Buy	7/11/2008	\$2.8300	700

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Buy	7/11/2008	\$2.8400	1,600
Buy	7/14/2008	\$2.5900	772
Buy	7/14/2008	\$2.6000	600

13

Buy/Sell	Executed Date	Price	Quantity
Buy	7/14/2008	\$2.6100	508
Buy	7/14/2008	\$2.6200	1,150
Buy	7/14/2008	\$2.6300	500
Buy	7/14/2008	\$2.6400	525
Buy	7/14/2008	\$2.6500	1,800
Buy	7/14/2008	\$2.6600	2,817
Buy	7/14/2008	\$2.6700	2,375
Buy	7/14/2008	\$2.6800	2,302
Buy	7/14/2008	\$2.6900	5,175
Buy	7/14/2008	\$2.7000	1,000
Buy	7/14/2008	\$2.7100	750
Buy	7/14/2008	\$2.7200	350
Buy	7/14/2008	\$2.7300	1,000
Buy	7/14/2008	\$2.7500	150
Buy	7/14/2008	\$2.7600	1,750
Buy	7/14/2008	\$2.7700	1,150
Buy	7/14/2008	\$2.7800	12,976
Buy	7/14/2008	\$2.7900	100
Buy	7/14/2008	\$2.8200	700
Buy	7/14/2008	\$2.8800	1,100
Buy	7/14/2008	\$2.8900	1,500
Buy	7/15/2008	\$2.2900	250
Buy	7/15/2008	\$2.3000	950
Buy	7/15/2008	\$2.3100	1,550
Buy	7/15/2008	\$2.3300	3,230
Buy	7/15/2008	\$2.3400	3,900
Buy	7/15/2008	\$2.3500	4,200
Buy	7/15/2008	\$2.3600	2,050
Buy	7/15/2008	\$2.3700	350
Buy	7/15/2008	\$2.3800	1,200
Buy	7/15/2008	\$2.3900	1,750
Buy	7/15/2008	\$2.4000	1,750
Buy	7/15/2008	\$2.4100	1,000
Buy	7/15/2008	\$2.4200	550
Buy	7/15/2008	\$2.4300	4,300
Buy	7/15/2008	\$2.4400	2,438
Buy	7/15/2008	\$2.4500	3,290
Buy	7/15/2008	\$2.4600	1,725
Buy	7/15/2008	\$2.4700	1,817
Buy	7/15/2008	\$2.4800	1,250
Buy	7/15/2008	\$2.4900	1,550
Buy	7/15/2008	\$2.5000	300
Buy	7/15/2008	\$2.5300	450
Buy	7/15/2008	\$2.5700	700
Buy	7/15/2008	\$2.5800	100
Buy	7/15/2008	\$2.5900	400
Buy	7/16/2008	\$2.1800	1,100

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Buy	7/16/2008	\$2.2000	1,000
Buy	7/16/2008	\$2.2200	4,375
Buy	7/16/2008	\$2.2300	1,350
Buy	7/16/2008	\$2.2400	1,350
Buy	7/16/2008	\$2.2500	1,800
Buy	7/16/2008	\$2.2600	2,100
Buy	7/16/2008	\$2.2700	5,125
Buy	7/16/2008	\$2.2800	300
Buy	7/16/2008	\$2.2900	14,479
Buy	7/16/2008	\$2.3000	4,671
Buy	7/16/2008	\$2.3100	3,400
Buy	7/17/2008	\$2.0900	450
Buy	7/17/2008	\$2.1100	400
Buy	7/17/2008	\$2.1300	1,250
Buy	7/17/2008	\$2.1350	150
Buy	7/17/2008	\$2.1400	1,350
Buy	7/17/2008	\$2.1500	3,100
Buy	7/17/2008	\$2.1600	3,943
Buy	7/17/2008	\$2.1650	220
Buy	7/17/2008	\$2.1700	3,830
Buy	7/17/2008	\$2.1750	50
Buy	7/17/2008	\$2.1800	1,950
Buy	7/17/2008	\$2.1900	1,050
Buy	7/17/2008	\$2.1950	100
Buy	7/17/2008	\$2.2000	6,000
Buy	7/17/2008	\$2.2100	2,800
Buy	7/17/2008	\$2.2200	3,551
Buy	7/17/2008	\$2.2300	850
Buy	7/17/2008	\$2.2700	3,079
Buy	7/17/2008	\$2.2800	2,050
Buy	7/17/2008	\$2.2900	550
Buy	7/17/2008	\$2.3400	1,200
Buy	7/17/2008	\$2.3600	1,150
Buy	7/17/2008	\$2.3800	75
Buy	7/17/2008	\$2.4200	152
Buy	7/17/2008	\$2.4300	1,750
Buy	7/18/2008	\$1.9800	220
Buy	7/18/2008	\$1.9900	596
Buy	7/18/2008	\$1.9950	50
Buy	7/18/2008	\$2.0000	3,300
Buy	7/18/2008	\$2.0050	150
Buy	7/18/2008	\$2.0100	1,450
Buy	7/18/2008	\$2.0200	2,336
Buy	7/18/2008	\$2.0250	100
Buy	7/18/2008	\$2.0300	6,471
Buy	7/18/2008	\$2.0400	550
Buy	7/18/2008	\$2.0500	923
Buy	7/18/2008	\$2.0600	3,478
Buy	7/18/2008	\$2.0700	900
Buy	7/18/2008	\$2.0800	2,650
Buy	7/18/2008	\$2.0900	2,300

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Buy	7/18/2008	\$2.1000	5,750
Buy	7/18/2008	\$2.1100	3,350
Buy	7/18/2008	\$2.1200	2,750
Buy	7/18/2008	\$2.1300	650
Buy	7/18/2008	\$2.1400	550
Buy	7/18/2008	\$2.1700	500
Buy	7/18/2008	\$2.1800	600
Buy	7/18/2008	\$2.2100	227
Buy	7/18/2008	\$2.2200	1,199
Buy	7/21/2008	\$1.9600	1,300
Buy	7/21/2008	\$1.9900	500
Buy	7/21/2008	\$2.0000	1,500
Buy	7/21/2008	\$2.0100	703
Buy	7/21/2008	\$2.0200	50
Buy	7/21/2008	\$2.0600	300
Buy	7/21/2008	\$2.0800	100
Buy	7/21/2008	\$2.0900	500
Buy	7/21/2008	\$2.1000	500
Buy	7/21/2008	\$2.1200	150
Buy	7/21/2008	\$2.1400	1600
Buy	7/21/2008	\$2.1500	17,900
Buy	7/21/2008	\$2.1600	4,250
Buy	7/21/2008	\$2.1700	2,650
Buy	7/21/2008	\$2.1800	1,350
Buy	7/21/2008	\$2.1900	5,597
Buy	7/21/2008	\$2.2000	5,000
Buy	7/21/2008	\$2.2200	4,800
Buy	7/21/2008	\$2.2300	1,250
Buy	7/22/2008	\$2.1800	1,750
Buy	7/22/2008	\$2.1900	1,450
Buy	7/22/2008	\$2.2000	2,800
Buy	7/22/2008	\$2.2100	30
Buy	7/22/2008	\$2.2200	550
Buy	7/22/2008	\$2.2400	800
Buy	7/22/2008	\$2.2500	1,300
Buy	7/22/2008	\$2.2600	1,024
Buy	7/22/2008	\$2.2700	2,150
Buy	7/22/2008	\$2.2800	500
Buy	7/22/2008	\$2.2900	2,200
Buy	7/22/2008	\$2.3000	950
Buy	7/22/2008	\$2.3100	3,800
Buy	7/22/2008	\$2.3200	3,100
Buy	7/22/2008	\$2.3250	100
Buy	7/22/2008	\$2.3300	18,581
Buy	7/22/2008	\$2.3900	386
Buy	7/22/2008	\$2.4000	1,100
Buy	7/22/2008	\$2.4200	369
Buy	7/22/2008	\$2.4300	550
Buy	7/22/2008	\$2.4400	1,366
Buy	7/22/2008	\$2.4500	944
Buy	7/22/2008	\$2.4600	600

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Buy	7/22/2008	\$2.4700	3,600
Buy	7/23/2008	\$2.3800	901
Buy	7/23/2008	\$2.4200	850
Buy	7/23/2008	\$2.4300	950
Buy	7/23/2008	\$2.4400	601
Buy	7/23/2008	\$2.4800	191
Buy	7/23/2008	\$2.5000	1150
Buy	7/23/2008	\$2.5100	2054
Buy	7/23/2008	\$2.5200	450
Buy	7/23/2008	\$2.5300	1350
Buy	7/23/2008	\$2.5800	400
Buy	7/23/2008	\$2.5900	450
Buy	7/23/2008	\$2.6000	400
Buy	7/23/2008	\$2.6100	600
Buy	7/23/2008	\$2.6200	2050
Buy	7/23/2008	\$2.6300	2550
Buy	7/23/2008	\$2.6400	2850
Buy	7/23/2008	\$2.6500	2000
Buy	7/23/2008	\$2.6600	550
Buy	7/23/2008	\$2.7000	600
Buy	7/23/2008	\$2.7100	2968
Buy	7/23/2008	\$2.7200	2550
Buy	7/23/2008	\$2.7400	2100
Buy	7/23/2008	\$2.7500	1000
Buy	7/23/2008	\$2.7800	250
Buy	7/23/2008	\$2.7900	2200
Buy	7/23/2008	\$2.8000	2550
Buy	7/23/2008	\$2.8400	200
Buy	7/23/2008	\$2.8800	1250
Buy	7/23/2008	\$2.8900	3200
Buy	7/23/2008	\$2.8950	50
Buy	7/23/2008	\$2.9000	4850
Buy	7/23/2008	\$2.9100	1185
Buy	7/23/2008	\$2.9200	1150
Buy	7/23/2008	\$2.9300	900
Buy	7/23/2008	\$2.9400	2050
Buy	7/23/2008	\$2.9500	600
Buy	7/24/2008	\$2.5000	900
Buy	7/24/2008	\$2.5100	500
Buy	7/24/2008	\$2.5200	750
Buy	7/24/2008	\$2.5300	2816
Buy	7/24/2008	\$2.5400	4200
Buy	7/24/2008	\$2.5600	1100
Buy	7/24/2008	\$2.5700	1090
Buy	7/24/2008	\$2.5800	3267
Buy	7/24/2008	\$2.5900	8673
Buy	7/24/2008	\$2.6000	11940
Buy	7/24/2008	\$2.6100	1300
Buy	7/24/2008	\$2.6200	1000
Buy	7/24/2008	\$2.6300	2172
Buy	7/24/2008	\$2.6400	5842

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Buy	7/24/2008	\$2.6500	3750
Buy	7/24/2008	\$2.6600	700
Buy	7/25/2008	\$2.6500	400
Buy	7/25/2008	\$2.6600	900
Buy	7/25/2008	\$2.6700	450
Buy	7/25/2008	\$2.6900	500
Buy	7/25/2008	\$2.7000	450
Buy	7/25/2008	\$2.7200	400
Buy	7/25/2008	\$2.7300	428
Buy	7/25/2008	\$2.7400	3199
Buy	7/25/2008	\$2.7500	12631
Buy	7/25/2008	\$2.7600	2700
Buy	7/25/2008	\$2.7700	3419
Buy	7/25/2008	\$2.7800	1397
Buy	7/25/2008	\$2.7900	1592
Buy	7/25/2008	\$2.8000	352
Buy	7/25/2008	\$2.8100	1850
Buy	7/25/2008	\$2.8200	2200
Buy	7/25/2008	\$2.8400	50
Buy	7/25/2008	\$2.8500	700
Buy	7/25/2008	\$2.8600	400
Buy	7/25/2008	\$2.8700	1300
Buy	7/25/2008	\$2.8900	350
Buy	7/25/2008	\$2.9000	11373
Buy	7/25/2008	\$2.9500	1309
Buy	7/25/2008	\$2.9550	50
Buy	7/25/2008	\$2.9600	1600
Buy	7/28/2008	\$2.7600	1850
Buy	7/28/2008	\$2.7700	250
Buy	7/28/2008	\$2.7800	600
Buy	7/28/2008	\$2.7900	2890
Buy	7/28/2008	\$2.7950	100
Buy	7/28/2008	\$2.8000	2300
Buy	7/28/2008	\$2.8050	50
Buy	7/28/2008	\$2.8100	3500
Buy	7/28/2008	\$2.8150	50
Buy	7/28/2008	\$2.8200	7800
Buy	7/28/2008	\$2.8300	3150
Buy	7/28/2008	\$2.8400	2000
Buy	7/28/2008	\$2.8500	350
Buy	7/28/2008	\$2.8700	550
Buy	7/28/2008	\$2.8900	3150
Buy	7/28/2008	\$2.9000	8800
Buy	7/28/2008	\$2.9100	5200
Buy	7/28/2008	\$2.9200	4150
Buy	7/28/2008	\$2.9500	4450
Buy	7/28/2008	\$2.9600	1450
Buy	7/28/2008	\$2.9700	1050
Buy	7/28/2008	\$2.9800	1910
Buy	7/28/2008	\$3.0100	450
Buy	7/29/2008	\$2.8400	2600

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Buy	7/29/2008	\$2.8500	5350
Buy	7/29/2008	\$2.8900	1411
Buy	7/29/2008	\$2.9000	2006
Buy	7/29/2008	\$2.9100	5409
Buy	7/29/2008	\$2.9150	450
Buy	7/29/2008	\$2.9200	3854
Buy	7/29/2008	\$2.9300	3950
Buy	7/29/2008	\$2.9400	6832
Buy	7/29/2008	\$2.9500	8700
Buy	7/29/2008	\$2.9600	1434
Buy	7/29/2008	\$2.9650	150
Buy	7/29/2008	\$2.9700	9932
Buy	7/29/2008	\$2.9800	501
Buy	7/29/2008	\$2.9900	1993
Buy	7/29/2008	\$3.0000	1478
Buy	7/30/2008	\$2.9550	37
Buy	7/30/2008	\$2.9600	3213
Buy	7/30/2008	\$2.9650	151
Buy	7/30/2008	\$2.9700	28282
Buy	7/30/2008	\$3.0100	50
Buy	7/30/2008	\$3.0200	5733
Buy	7/30/2008	\$3.0300	961
Buy	7/30/2008	\$3.0350	12
Buy	7/30/2008	\$3.0400	1838
Buy	7/30/2008	\$3.0700	850
Buy	7/30/2008	\$3.1100	750
Buy	7/30/2008	\$3.1300	2282
Buy	7/30/2008	\$3.1400	6125
Buy	7/30/2008	\$3.1450	50
Buy	7/30/2008	\$3.1500	2150
Buy	7/31/2008	\$2.8200	1050
Buy	7/31/2008	\$2.8300	8300
Buy	7/31/2008	\$2.8350	44
Buy	7/31/2008	\$2.8400	7056
Buy	7/31/2008	\$2.9000	1850
Buy	7/31/2008	\$2.9100	1693
Buy	7/31/2008	\$2.9200	9350
Buy	7/31/2008	\$2.9600	448
Buy	7/31/2008	\$2.9700	9202
Buy	7/31/2008	\$2.9800	750
Buy	7/31/2008	\$2.9900	1150
Buy	7/31/2008	\$3.0000	1649
Buy	7/31/2008	\$3.0200	2350
Buy	7/31/2008	\$3.0500	1700
Buy	7/31/2008	\$3.0900	500
Buy	7/31/2008	\$3.1000	700
Buy	7/31/2008	\$3.1300	1800
Buy	7/31/2008	\$3.1375	50
Buy	7/31/2008	\$3.1400	1306
Buy	7/31/2008	\$3.1675	50
Buy	7/31/2008	\$3.1700	302

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Buy	7/31/2008	\$3.2000	1450
Buy	7/31/2008	\$3.2100	150
Buy	7/31/2008	\$3.2200	500
Buy	7/31/2008	\$3.2300	850
Buy	7/31/2008	\$3.2400	1800
Buy	8/1/2008	\$2.9900	1417
Buy	8/1/2008	\$2.9950	100
Buy	8/1/2008	\$3.0000	7729
Buy	8/1/2008	\$3.0050	750
Buy	8/1/2008	\$3.0100	18750
Buy	8/1/2008	\$3.0200	2679
Buy	8/1/2008	\$3.0400	2200
Buy	8/1/2008	\$3.0450	150
Buy	8/1/2008	\$3.0500	4850
Buy	8/1/2008	\$3.0550	600
Buy	8/1/2008	\$3.0600	1597
Buy	8/1/2008	\$3.0650	50
Buy	8/1/2008	\$3.0700	2800
Buy	8/1/2008	\$3.0750	50
Buy	8/1/2008	\$3.0800	2838
Buy	8/1/2008	\$3.0850	50
Buy	8/1/2008	\$3.0900	1650
Buy	8/1/2008	\$3.0950	50
Buy	8/1/2008	\$3.1000	3150
Buy	8/1/2008	\$3.1200	450
Buy	8/1/2008	\$3.1300	487
Buy	8/1/2008	\$3.1400	2850
Buy	8/1/2008	\$3.1500	750
Buy	8/1/2008	\$3.1600	53

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, such person certifies that the information set forth in this statement is true, complete and correct.

Dated: August 4, 2008

/s/ Lewis W. Dickey, Jr.

Lewis W. Dickey, Jr.

*

Lewis W. Dickey, Sr.

DBBC, L.L.C.

By: /s/ Lewis W. Dickey, Jr.

Name:

Lewis W. Dickey, Jr.

Title: Manager

*By: /s/ Lewis W. Dickey, Jr.

Lewis W. Dickey, Jr.
as Attorney-in-Fact