

DICKEY LEWIS W JR
Form SC 13D/A
December 04, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 15)*
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)

December 3, 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)

12.8%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 231082108

Page 3 of 12 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 6,137,964

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH 9

REPORTING

PERSON 6,137,964

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,137,964

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)

17.0%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 231082108

Page 4 of 12 Pages

1 NAME OF REPORTING PERSONS
DBBC, L.L.C.

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

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

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF 0

8 SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

10,000

9 EACH 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. 15 to Schedule 13D to update the information previously contained in Item 3 and 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 November 17, 2008 through December 3, 2008, the Lewis W. Dickey, Sr. Revocable Trust (the Trust), of which Lew Dickey, Sr. is trustee, purchased an aggregate of 375,657 shares of Class A Common Stock for an aggregate purchase price of \$261,747. 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 36,032,902 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 October 31, 2008, as represented on the front cover to the Company's quarterly report on Form 10-Q for the period ended September 30, 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 12.8% of the outstanding shares of Class A Common Stock.

Lewis W. Dickey, Sr.

Lew Dickey Sr. is deemed to beneficially own 6,137,964 shares, or 17.0%, of the outstanding shares of Class A Common Stock, as follows:

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

5,253,964 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, 28.5% 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	11/17/2008	\$0.6400	250
Buy	11/17/2008	\$0.6775	100
Buy	11/17/2008	\$0.6781	150
Buy	11/17/2008	\$0.6787	100
Buy	11/17/2008	\$0.6800	3027
Buy	11/17/2008	\$0.6863	184
Buy	11/17/2008	\$0.6871	250
Buy	11/17/2008	\$0.6872	200
Buy	11/17/2008	\$0.6875	350
Buy	11/17/2008	\$0.6876	50
Buy	11/17/2008	\$0.6880	50
Buy	11/17/2008	\$0.6881	100
Buy	11/17/2008	\$0.6882	150
Buy	11/17/2008	\$0.6887	450
Buy	11/17/2008	\$0.6889	850
Buy	11/17/2008	\$0.6890	100
Buy	11/17/2008	\$0.6893	300
Buy	11/17/2008	\$0.6894	350
Buy	11/17/2008	\$0.6895	50
Buy	11/17/2008	\$0.6896	150
Buy	11/17/2008	\$0.6898	150
Buy	11/17/2008	\$0.6900	896
Buy	11/17/2008	\$0.6901	400
Buy	11/17/2008	\$0.6924	50
Buy	11/17/2008	\$0.6942	50
Buy	11/17/2008	\$0.6943	650
Buy	11/17/2008	\$0.6944	50
Buy	11/17/2008	\$0.6950	50
Buy	11/17/2008	\$0.6956	50
Buy	11/17/2008	\$0.6962	50
Buy	11/17/2008	\$0.6971	300
Buy	11/17/2008	\$0.6972	900

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Buy	11/17/2008	\$0.6975	300
Buy	11/17/2008	\$0.6976	100
Buy	11/17/2008	\$0.6981	200
Buy	11/17/2008	\$0.6982	50
Buy	11/17/2008	\$0.6984	50
Buy	11/17/2008	\$0.6986	50
Buy	11/17/2008	\$0.6990	250
Buy	11/17/2008	\$0.6991	200
Buy	11/17/2008	\$0.7050	450
Buy	11/17/2008	\$0.7091	50
Buy	11/17/2008	\$0.7100	50
Buy	11/17/2008	\$0.7183	350
Buy	11/17/2008	\$0.7250	300
Buy	11/17/2008	\$0.7300	50
Buy	11/17/2008	\$0.7325	150
Buy	11/17/2008	\$0.7900	850
Buy	11/17/2008	\$0.8000	150
Buy	11/18/2008	\$0.5402	100

Buy/Sell	Executed Date	Price	Quantity
Buy	11/18/2008	\$0.5500	2500
Buy	11/18/2008	\$0.5501	400
Buy	11/18/2008	\$0.5512	250
Buy	11/18/2008	\$0.5513	300
Buy	11/18/2008	\$0.5523	200
Buy	11/18/2008	\$0.5524	200
Buy	11/18/2008	\$0.5525	900
Buy	11/18/2008	\$0.5535	200
Buy	11/18/2008	\$0.5544	650
Buy	11/18/2008	\$0.5545	450
Buy	11/18/2008	\$0.5549	1350
Buy	11/18/2008	\$0.5550	2850
Buy	11/18/2008	\$0.5551	150
Buy	11/18/2008	\$0.5561	50
Buy	11/18/2008	\$0.5562	550
Buy	11/18/2008	\$0.5563	400
Buy	11/18/2008	\$0.5573	100
Buy	11/18/2008	\$0.5580	450
Buy	11/18/2008	\$0.5594	150
Buy	11/18/2008	\$0.5599	150
Buy	11/18/2008	\$0.5600	1638
Buy	11/18/2008	\$0.5601	300
Buy	11/18/2008	\$0.5602	250
Buy	11/18/2008	\$0.5618	250
Buy	11/18/2008	\$0.5625	250
Buy	11/18/2008	\$0.5626	500
Buy	11/18/2008	\$0.5645	50
Buy	11/18/2008	\$0.5650	600
Buy	11/18/2008	\$0.5700	350
Buy	11/18/2008	\$0.5725	200
Buy	11/18/2008	\$0.5726	50
Buy	11/18/2008	\$0.5750	550
Buy	11/18/2008	\$0.5763	400
Buy	11/18/2008	\$0.5775	900
Buy	11/18/2008	\$0.5787	100
Buy	11/18/2008	\$0.5799	600
Buy	11/18/2008	\$0.5800	550
Buy	11/18/2008	\$0.5849	100
Buy	11/18/2008	\$0.5899	300
Buy	11/18/2008	\$0.5900	550
Buy	11/18/2008	\$0.5915	100
Buy	11/18/2008	\$0.5925	50
Buy	11/18/2008	\$0.5949	550
Buy	11/18/2008	\$0.5950	150
Buy	11/18/2008	\$0.5962	100
Buy	11/18/2008	\$0.5999	50
Buy	11/18/2008	\$0.6000	950

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Buy	11/18/2008	\$0.6050	450
Buy	11/18/2008	\$0.6083	50
Buy	11/18/2008	\$0.6100	760

9

Buy/Sell	Executed Date	Price	Quantity
Buy	11/18/2008	\$0.6116	50
Buy	11/18/2008	\$0.6117	50
Buy	11/18/2008	\$0.6125	50
Buy	11/18/2008	\$0.6126	50
Buy	11/18/2008	\$0.6150	700
Buy	11/18/2008	\$0.6163	150
Buy	11/18/2008	\$0.6175	50
Buy	11/18/2008	\$0.6181	50
Buy	11/18/2008	\$0.6200	2650
Buy	11/18/2008	\$0.6250	200
Buy	11/18/2008	\$0.6251	200
Buy	11/18/2008	\$0.6300	1000
Buy	11/18/2008	\$0.6333	22
Buy	11/18/2008	\$0.6350	1250
Buy	11/18/2008	\$0.6366	100
Buy	11/18/2008	\$0.6400	250
Buy	11/18/2008	\$0.6500	230
Buy	11/18/2008	\$0.6575	100
Buy	11/18/2008	\$0.6638	200
Buy	11/19/2008	\$0.4889	50
Buy	11/19/2008	\$0.4896	50
Buy	11/19/2008	\$0.4900	343
Buy	11/19/2008	\$0.4902	150
Buy	11/19/2008	\$0.4914	50
Buy	11/19/2008	\$0.4917	50
Buy	11/19/2008	\$0.4925	51
Buy	11/19/2008	\$0.4926	150
Buy	11/19/2008	\$0.4927	300
Buy	11/19/2008	\$0.4929	48
Buy	11/19/2008	\$0.4935	150
Buy	11/19/2008	\$0.4938	300
Buy	11/19/2008	\$0.4951	105
Buy	11/19/2008	\$0.4952	55
Buy	11/19/2008	\$0.4957	200
Buy	11/19/2008	\$0.4958	150
Buy	11/19/2008	\$0.4963	150
Buy	11/19/2008	\$0.4964	1100
Buy	11/19/2008	\$0.4965	100
Buy	11/19/2008	\$0.4973	300
Buy	11/19/2008	\$0.4974	600
Buy	11/19/2008	\$0.4976	150
Buy	11/19/2008	\$0.4979	300
Buy	11/19/2008	\$0.4980	300
Buy	11/19/2008	\$0.4990	300
Buy	11/19/2008	\$0.4999	444
Buy	11/19/2008	\$0.5000	11850
Buy	11/19/2008	\$0.5001	1050

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Buy	11/19/2008	\$0.5002	150
Buy	11/19/2008	\$0.5007	200
Buy	11/19/2008	\$0.5025	100

10

Buy/Sell	Executed Date	Price	Quantity
Buy	11/19/2008	\$0.5026	1000
Buy	11/19/2008	\$0.5045	300
Buy	11/19/2008	\$0.5050	750
Buy	11/19/2008	\$0.5051	350
Buy	11/19/2008	\$0.5052	100
Buy	11/19/2008	\$0.5059	100
Buy	11/19/2008	\$0.5063	100
Buy	11/19/2008	\$0.5075	50
Buy	11/19/2008	\$0.5083	450
Buy	11/19/2008	\$0.5088	1100
Buy	11/19/2008	\$0.5089	550
Buy	11/19/2008	\$0.5100	1400
Buy	11/19/2008	\$0.5101	804
Buy	11/19/2008	\$0.5125	300
Buy	11/19/2008	\$0.5150	200
Buy	11/19/2008	\$0.5163	750
Buy	11/19/2008	\$0.5200	46
Buy	11/19/2008	\$0.5201	50
Buy	11/19/2008	\$0.5213	50
Buy	11/19/2008	\$0.5275	250
Buy	11/19/2008	\$0.5276	50
Buy	11/19/2008	\$0.5300	54
Buy	11/19/2008	\$0.5450	650
Buy	11/19/2008	\$0.5451	1050
Buy	11/19/2008	\$0.5500	250
Buy	11/19/2008	\$0.5525	150
Buy	11/19/2008	\$0.5571	700
Buy	11/19/2008	\$0.5600	500
Buy	11/20/2008	\$0.3400	10
Buy	11/20/2008	\$0.3451	100
Buy	11/20/2008	\$0.3475	50
Buy	11/20/2008	\$0.3500	2219
Buy	11/20/2008	\$0.3501	50
Buy	11/20/2008	\$0.3517	145
Buy	11/20/2008	\$0.3546	100
Buy	11/20/2008	\$0.3550	1450
Buy	11/20/2008	\$0.3564	100
Buy	11/20/2008	\$0.3587	600
Buy	11/20/2008	\$0.3588	150
Buy	11/20/2008	\$0.3600	4790
Buy	11/20/2008	\$0.3611	150
Buy	11/20/2008	\$0.3612	200
Buy	11/20/2008	\$0.3626	273
Buy	11/20/2008	\$0.3633	100
Buy	11/20/2008	\$0.3635	100
Buy	11/20/2008	\$0.3650	1300
Buy	11/20/2008	\$0.3659	400

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Buy	11/20/2008	\$0.3700	1300
Buy	11/20/2008	\$0.3720	150
Buy	11/20/2008	\$0.3743	200

11

Buy/Sell	Executed Date	Price	Quantity
Buy	11/20/2008	\$0.3750	1050
Buy	11/20/2008	\$0.3775	200
Buy	11/20/2008	\$0.3800	1350
Buy	11/20/2008	\$0.3850	100
Buy	11/20/2008	\$0.3900	250
Buy	11/20/2008	\$0.3926	150
Buy	11/20/2008	\$0.3929	100
Buy	11/20/2008	\$0.3956	400
Buy	11/20/2008	\$0.3963	50
Buy	11/20/2008	\$0.3964	100
Buy	11/20/2008	\$0.3999	50
Buy	11/20/2008	\$0.4000	2200
Buy	11/20/2008	\$0.4001	100
Buy	11/20/2008	\$0.4050	1050
Buy	11/20/2008	\$0.4100	800
Buy	11/20/2008	\$0.4113	200
Buy	11/20/2008	\$0.4150	350
Buy	11/20/2008	\$0.4163	900
Buy	11/20/2008	\$0.4200	200
Buy	11/20/2008	\$0.4246	50
Buy	11/20/2008	\$0.4300	1037
Buy	11/20/2008	\$0.4301	450
Buy	11/20/2008	\$0.4400	100
Buy	11/20/2008	\$0.4526	150
Buy	11/20/2008	\$0.4600	1013
Buy	11/20/2008	\$0.4601	125
Buy	11/20/2008	\$0.4800	50
Buy	11/20/2008	\$0.5000	150
Buy	11/20/2008	\$0.5026	250
Buy	11/20/2008	\$0.5100	650
Buy	11/20/2008	\$0.5200	900
Buy	11/20/2008	\$0.5300	100
Buy	11/20/2008	\$0.5400	700
Buy	11/20/2008	\$0.5700	50
Buy	11/20/2008	\$0.5900	50
Buy	11/20/2008	\$0.6200	88
Buy	11/20/2008	\$0.6300	200
Buy	11/20/2008	\$0.6400	600
Buy	11/20/2008	\$0.6500	350
Buy	11/20/2008	\$0.6600	50
Buy	11/20/2008	\$0.6700	350
Buy	11/20/2008	\$0.6800	400
Buy	11/21/2008	\$0.3800	1750
Buy	11/21/2008	\$0.3801	450
Buy	11/21/2008	\$0.3850	5
Buy	11/21/2008	\$0.3900	300
Buy	11/21/2008	\$0.3925	150

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Buy	11/21/2008	\$0.3927	50
Buy	11/21/2008	\$0.3944	300
Buy	11/21/2008	\$0.3947	1300

12

Buy/Sell	Executed Date	Price	Quantity
Buy	11/21/2008	\$0.3950	50
Buy	11/21/2008	\$0.3961	450
Buy	11/21/2008	\$0.3973	50
Buy	11/21/2008	\$0.3999	975
Buy	11/21/2008	\$0.4000	2000
Buy	11/21/2008	\$0.4022	50
Buy	11/21/2008	\$0.4037	50
Buy	11/21/2008	\$0.4050	68
Buy	11/21/2008	\$0.4099	500
Buy	11/21/2008	\$0.4100	4400
Buy	11/21/2008	\$0.4101	200
Buy	11/21/2008	\$0.4113	150
Buy	11/21/2008	\$0.4124	150
Buy	11/21/2008	\$0.4138	350
Buy	11/21/2008	\$0.4175	150
Buy	11/21/2008	\$0.4187	100
Buy	11/21/2008	\$0.4197	200
Buy	11/21/2008	\$0.4198	100
Buy	11/21/2008	\$0.4199	200
Buy	11/21/2008	\$0.4200	900
Buy	11/21/2008	\$0.4218	50
Buy	11/21/2008	\$0.4225	50
Buy	11/21/2008	\$0.4249	50
Buy	11/21/2008	\$0.4250	50
Buy	11/21/2008	\$0.4299	600
Buy	11/21/2008	\$0.4300	100
Buy	11/21/2008	\$0.4350	50
Buy	11/21/2008	\$0.4400	1650
Buy	11/21/2008	\$0.4417	100
Buy	11/21/2008	\$0.4438	100
Buy	11/21/2008	\$0.4451	150
Buy	11/21/2008	\$0.4476	100
Buy	11/21/2008	\$0.4500	1500
Buy	11/21/2008	\$0.4501	850
Buy	11/21/2008	\$0.4550	250
Buy	11/21/2008	\$0.4600	750
Buy	11/21/2008	\$0.4605	150
Buy	11/21/2008	\$0.4650	250
Buy	11/21/2008	\$0.4700	100
Buy	11/21/2008	\$0.4800	600
Buy	11/21/2008	\$0.4899	300
Buy	11/21/2008	\$0.4900	793
Buy	11/21/2008	\$0.4908	250
Buy	11/21/2008	\$0.4924	100
Buy	11/21/2008	\$0.4949	450
Buy	11/21/2008	\$0.4968	150
Buy	11/21/2008	\$0.4970	50

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Buy	11/21/2008	\$0.4999	150
Buy	11/21/2008	\$0.5000	850
Buy	11/21/2008	\$0.5025	25

13

Buy/Sell	Executed Date	Price	Quantity
Buy	11/21/2008	\$0.5126	250
Buy	11/21/2008	\$0.5149	200
Buy	11/21/2008	\$0.5200	750
Buy	11/21/2008	\$0.5300	34
Buy	11/21/2008	\$0.5376	50
Buy	11/21/2008	\$0.5399	450
Buy	11/21/2008	\$0.5400	100
Buy	11/21/2008	\$0.5600	200
Buy	11/21/2008	\$0.5700	50
Buy	11/21/2008	\$0.5750	150
Buy	11/21/2008	\$0.5800	100
Buy	11/21/2008	\$0.5899	150
Buy	11/21/2008	\$0.5900	1150
Buy	11/21/2008	\$0.6000	250
Buy	11/21/2008	\$0.6100	50
Buy	11/21/2008	\$0.6200	50
Buy	11/21/2008	\$0.6250	150
Buy	11/21/2008	\$0.6300	250
Buy	11/21/2008	\$0.6400	400
Buy	11/21/2008	\$0.6500	200
Buy	11/21/2008	\$0.6600	200
Buy	11/21/2008	\$0.6700	200
Buy	11/24/2008	\$0.4614	400
Buy	11/24/2008	\$0.4628	150
Buy	11/24/2008	\$0.4850	200
Buy	11/24/2008	\$0.4900	50
Buy	11/24/2008	\$0.4907	50
Buy	11/24/2008	\$0.5000	100
Buy	11/24/2008	\$0.5001	150
Buy	11/24/2008	\$0.5002	200
Buy	11/24/2008	\$0.5005	200
Buy	11/24/2008	\$0.5006	150
Buy	11/24/2008	\$0.5008	200
Buy	11/24/2008	\$0.5009	550
Buy	11/24/2008	\$0.5011	150
Buy	11/24/2008	\$0.5012	150
Buy	11/24/2008	\$0.5014	150
Buy	11/24/2008	\$0.5018	150
Buy	11/24/2008	\$0.5019	450
Buy	11/24/2008	\$0.5034	50
Buy	11/24/2008	\$0.5038	150
Buy	11/24/2008	\$0.5039	200
Buy	11/24/2008	\$0.5048	150
Buy	11/24/2008	\$0.5050	250
Buy	11/24/2008	\$0.5069	200
Buy	11/24/2008	\$0.5070	450
Buy	11/24/2008	\$0.5074	100

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Buy	11/24/2008	\$0.5077	700
Buy	11/24/2008	\$0.5087	300
Buy	11/24/2008	\$0.5100	850

14

Buy/Sell	Executed Date	Price	Quantity
Buy	11/24/2008	\$0.5101	250
Buy	11/24/2008	\$0.5103	850
Buy	11/24/2008	\$0.5104	500
Buy	11/24/2008	\$0.5105	600
Buy	11/24/2008	\$0.5106	600
Buy	11/24/2008	\$0.5107	150
Buy	11/24/2008	\$0.5108	300
Buy	11/24/2008	\$0.5109	450
Buy	11/24/2008	\$0.5110	150
Buy	11/24/2008	\$0.5111	150
Buy	11/24/2008	\$0.5112	200
Buy	11/24/2008	\$0.5113	700
Buy	11/24/2008	\$0.5115	100
Buy	11/24/2008	\$0.5119	600
Buy	11/24/2008	\$0.5124	100
Buy	11/24/2008	\$0.5125	350
Buy	11/24/2008	\$0.5140	100
Buy	11/24/2008	\$0.5145	100
Buy	11/24/2008	\$0.5146	400
Buy	11/24/2008	\$0.5147	400
Buy	11/24/2008	\$0.5148	150
Buy	11/24/2008	\$0.5149	1350
Buy	11/24/2008	\$0.5150	3250
Buy	11/24/2008	\$0.5152	50
Buy	11/24/2008	\$0.5157	150
Buy	11/24/2008	\$0.5159	200
Buy	11/24/2008	\$0.5161	550
Buy	11/24/2008	\$0.5162	350
Buy	11/24/2008	\$0.5163	50
Buy	11/24/2008	\$0.5199	200
Buy	11/24/2008	\$0.5200	2800
Buy	11/24/2008	\$0.5201	200
Buy	11/24/2008	\$0.5202	400
Buy	11/24/2008	\$0.5207	200
Buy	11/24/2008	\$0.5224	250
Buy	11/24/2008	\$0.5225	1150
Buy	11/24/2008	\$0.5248	1150
Buy	11/24/2008	\$0.5250	1900
Buy	11/24/2008	\$0.5259	200
Buy	11/24/2008	\$0.5294	550
Buy	11/24/2008	\$0.5295	300
Buy	11/24/2008	\$0.5296	300
Buy	11/24/2008	\$0.5297	150
Buy	11/24/2008	\$0.5299	1200
Buy	11/24/2008	\$0.5300	300
Buy	11/24/2008	\$0.5325	150
Buy	11/24/2008	\$0.5400	50

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Buy	11/24/2008	\$0.5437	300
Buy	11/24/2008	\$0.5444	200
Buy	11/24/2008	\$0.5450	250

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Buy/Sell	Executed Date	Price	Quantity
Buy	11/24/2008	\$0.5451	600
Buy	11/24/2008	\$0.5499	100
Buy	11/24/2008	\$0.5500	150
Buy	11/24/2008	\$0.5525	200
Buy	11/24/2008	\$0.5601	350
Buy	11/24/2008	\$0.5602	200
Buy	11/24/2008	\$0.5617	450
Buy	11/24/2008	\$0.5619	450
Buy	11/24/2008	\$0.5643	50
Buy	11/24/2008	\$0.5684	750
Buy	11/24/2008	\$0.5727	100
Buy	11/24/2008	\$0.5803	150
Buy	11/24/2008	\$0.5899	150
Buy	11/25/2008	\$0.6000	198
Buy	11/25/2008	\$0.6051	50
Buy	11/25/2008	\$0.6100	550
Buy	11/25/2008	\$0.6150	500
Buy	11/25/2008	\$0.6195	750
Buy	11/25/2008	\$0.6200	2844
Buy	11/25/2008	\$0.6225	200
Buy	11/25/2008	\$0.6226	150
Buy	11/25/2008	\$0.6249	600
Buy	11/25/2008	\$0.6250	1730
Buy	11/25/2008	\$0.6275	150
Buy	11/25/2008	\$0.6288	50
Buy	11/25/2008	\$0.6299	300
Buy	11/25/2008	\$0.6300	1850
Buy	11/25/2008	\$0.6301	3
Buy	11/25/2008	\$0.6338	300
Buy	11/25/2008	\$0.6344	250
Buy	11/25/2008	\$0.6349	50
Buy	11/25/2008	\$0.6350	200
Buy	11/25/2008	\$0.6389	50
Buy	11/25/2008	\$0.6400	1846
Buy	11/25/2008	\$0.6413	50
Buy	11/25/2008	\$0.6425	450
Buy	11/25/2008	\$0.6426	100
Buy	11/25/2008	\$0.6451	50
Buy	11/25/2008	\$0.6500	1700
Buy	11/25/2008	\$0.6506	150
Buy	11/25/2008	\$0.6511	50
Buy	11/25/2008	\$0.6512	50
Buy	11/25/2008	\$0.6517	100
Buy	11/25/2008	\$0.6523	300
Buy	11/25/2008	\$0.6524	50
Buy	11/25/2008	\$0.6545	400
Buy	11/25/2008	\$0.6550	250

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Buy	11/25/2008	\$0.6551	50
Buy	11/25/2008	\$0.6598	50
Buy	11/25/2008	\$0.6599	50

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Buy/Sell	Executed Date	Price	Quantity
Buy	11/25/2008	\$0.6600	1374
Buy	11/25/2008	\$0.6607	150
Buy	11/25/2008	\$0.6625	100
Buy	11/25/2008	\$0.6626	600
Buy	11/25/2008	\$0.6645	100
Buy	11/25/2008	\$0.6647	150
Buy	11/25/2008	\$0.6649	250
Buy	11/25/2008	\$0.6650	700
Buy	11/25/2008	\$0.6651	100
Buy	11/25/2008	\$0.6689	100
Buy	11/25/2008	\$0.6695	100
Buy	11/25/2008	\$0.6697	3
Buy	11/25/2008	\$0.6699	50
Buy	11/25/2008	\$0.6700	4200
Buy	11/25/2008	\$0.6724	50
Buy	11/25/2008	\$0.6725	250
Buy	11/25/2008	\$0.6726	300
Buy	11/25/2008	\$0.6744	350
Buy	11/25/2008	\$0.6749	600
Buy	11/25/2008	\$0.6750	50
Buy	11/25/2008	\$0.6795	400
Buy	11/25/2008	\$0.6797	100
Buy	11/25/2008	\$0.6798	100
Buy	11/25/2008	\$0.6799	1150
Buy	11/25/2008	\$0.6800	2004
Buy	11/25/2008	\$0.6801	100
Buy	11/25/2008	\$0.6826	250
Buy	11/25/2008	\$0.6845	50
Buy	11/25/2008	\$0.6850	550
Buy	11/25/2008	\$0.6900	2898
Buy	11/25/2008	\$0.6949	150
Buy	11/25/2008	\$0.6997	200
Buy	11/25/2008	\$0.6998	650
Buy	11/25/2008	\$0.6999	200
Buy	11/25/2008	\$0.7000	800
Buy	11/25/2008	\$0.7026	250
Buy	11/26/2008	\$0.8000	100
Buy	11/26/2008	\$0.8151	60
Buy	11/26/2008	\$0.8300	500
Buy	11/26/2008	\$0.8400	300
Buy	11/26/2008	\$0.8602	50
Buy	11/26/2008	\$0.8613	200
Buy	11/26/2008	\$0.8626	100
Buy	11/26/2008	\$0.8627	850
Buy	11/26/2008	\$0.8700	7654
Buy	11/26/2008	\$0.8750	100
Buy	11/26/2008	\$0.8800	100

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Buy	11/26/2008	\$0.8851	150
Buy	11/26/2008	\$0.8900	940
Buy	11/26/2008	\$0.8901	200

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Buy/Sell	Executed Date	Price	Quantity
Buy	11/26/2008	\$0.8999	50
Buy	11/26/2008	\$0.9000	1950
Buy	11/26/2008	\$0.9001	10
Buy	11/26/2008	\$0.9026	150
Buy	11/26/2008	\$0.9049	40
Buy	11/26/2008	\$0.9050	24
Buy	11/26/2008	\$0.9052	50
Buy	11/26/2008	\$0.9095	150
Buy	11/26/2008	\$0.9097	300
Buy	11/26/2008	\$0.9099	260
Buy	11/26/2008	\$0.9100	2460
Buy	11/26/2008	\$0.9111	600
Buy	11/26/2008	\$0.9126	100
Buy	11/26/2008	\$0.9134	200
Buy	11/26/2008	\$0.9151	100
Buy	11/26/2008	\$0.9155	50
Buy	11/26/2008	\$0.9163	7
Buy	11/26/2008	\$0.9199	60
Buy	11/26/2008	\$0.9200	3550
Buy	11/26/2008	\$0.9211	50
Buy	11/26/2008	\$0.9213	100
Buy	11/26/2008	\$0.9250	600
Buy	11/26/2008	\$0.9255	150
Buy	11/26/2008	\$0.9259	100
Buy	11/26/2008	\$0.9289	100
Buy	11/26/2008	\$0.9300	3083
Buy	11/26/2008	\$0.9326	50
Buy	11/26/2008	\$0.9374	300
Buy	11/26/2008	\$0.9395	150
Buy	11/26/2008	\$0.9400	9802
Buy	11/28/2008	\$0.8700	318
Buy	11/28/2008	\$0.8799	102
Buy	11/28/2008	\$0.8800	4280
Buy	11/28/2008	\$0.8811	1100
Buy	11/28/2008	\$0.8825	250
Buy	11/28/2008	\$0.8855	650
Buy	11/28/2008	\$0.8900	350
Buy	11/28/2008	\$0.9300	250
Buy	11/28/2008	\$0.9500	200
Buy	12/1/2008	\$0.7550	50
Buy	12/1/2008	\$0.7700	351
Buy	12/1/2008	\$0.7726	200
Buy	12/1/2008	\$0.7750	100
Buy	12/1/2008	\$0.7800	2150
Buy	12/1/2008	\$0.7801	100
Buy	12/1/2008	\$0.7850	250
Buy	12/1/2008	\$0.7875	150

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Buy	12/1/2008	\$0.7880	119
Buy	12/1/2008	\$0.7900	4291
Buy	12/1/2008	\$0.7901	250

18

Buy/Sell	Executed Date	Price	Quantity
Buy	12/1/2008	\$0.7907	50
Buy	12/1/2008	\$0.7910	200
Buy	12/1/2008	\$0.7914	250
Buy	12/1/2008	\$0.7926	200
Buy	12/1/2008	\$0.7928	105
Buy	12/1/2008	\$0.7935	50
Buy	12/1/2008	\$0.7945	250
Buy	12/1/2008	\$0.7964	150
Buy	12/1/2008	\$0.7967	100
Buy	12/1/2008	\$0.7971	50
Buy	12/1/2008	\$0.7975	100
Buy	12/1/2008	\$0.7976	6
Buy	12/1/2008	\$0.7982	300
Buy	12/1/2008	\$0.7990	150
Buy	12/1/2008	\$0.8000	3344
Buy	12/1/2008	\$0.8008	200
Buy	12/1/2008	\$0.8016	50
Buy	12/1/2008	\$0.8100	601
Buy	12/1/2008	\$0.8151	50
Buy	12/1/2008	\$0.8200	2030
Buy	12/1/2008	\$0.8208	350
Buy	12/1/2008	\$0.8250	100
Buy	12/1/2008	\$0.8275	350
Buy	12/1/2008	\$0.8300	1475
Buy	12/1/2008	\$0.8325	200
Buy	12/1/2008	\$0.8326	144
Buy	12/1/2008	\$0.8350	850
Buy	12/1/2008	\$0.8351	50
Buy	12/1/2008	\$0.8375	650
Buy	12/1/2008	\$0.8400	3102
Buy	12/1/2008	\$0.8413	150
Buy	12/1/2008	\$0.8425	50
Buy	12/1/2008	\$0.8450	400
Buy	12/1/2008	\$0.8500	4162
Buy	12/1/2008	\$0.8517	100
Buy	12/1/2008	\$0.8525	700
Buy	12/1/2008	\$0.8526	250
Buy	12/1/2008	\$0.8545	150
Buy	12/1/2008	\$0.8600	8310
Buy	12/1/2008	\$0.8700	2360
Buy	12/2/2008	\$0.7150	1300
Buy	12/2/2008	\$0.7151	300
Buy	12/2/2008	\$0.7250	1100
Buy	12/2/2008	\$0.7372	200
Buy	12/2/2008	\$0.7400	750
Buy	12/2/2008	\$0.7450	200
Buy	12/2/2008	\$0.7463	150

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Buy	12/2/2008	\$0.7500	100
Buy	12/2/2008	\$0.7651	150
Buy	12/2/2008	\$0.7750	100

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Buy/Sell	Executed Date	Price	Quantity
Buy	12/2/2008	\$0.7800	300
Buy	12/2/2008	\$0.8350	50
Buy	12/2/2008	\$0.8400	250
Buy	12/2/2008	\$0.8500	300
Buy	12/2/2008	\$0.8550	50
Buy	12/2/2008	\$0.8600	450
Buy	12/2/2008	\$0.8700	310
Buy	12/2/2008	\$0.8701	50
Buy	12/2/2008	\$0.8750	50
Buy	12/2/2008	\$0.8792	200
Buy	12/2/2008	\$0.8800	950
Buy	12/2/2008	\$0.8825	50
Buy	12/2/2008	\$0.8850	200
Buy	12/2/2008	\$0.8875	850
Buy	12/2/2008	\$0.8900	4352
Buy	12/2/2008	\$0.8901	100
Buy	12/2/2008	\$0.8908	150
Buy	12/2/2008	\$0.8913	100
Buy	12/2/2008	\$0.8915	50
Buy	12/2/2008	\$0.8917	100
Buy	12/2/2008	\$0.8925	50
Buy	12/2/2008	\$0.8930	150
Buy	12/2/2008	\$0.8950	2000
Buy	12/2/2008	\$0.8973	50
Buy	12/2/2008	\$0.8975	700
Buy	12/2/2008	\$0.8981	150
Buy	12/2/2008	\$0.8998	300
Buy	12/2/2008	\$0.9000	10908
Buy	12/2/2008	\$0.9007	50
Buy	12/2/2008	\$0.9008	250
Buy	12/2/2008	\$0.9014	150
Buy	12/2/2008	\$0.9015	150
Buy	12/2/2008	\$0.9019	50
Buy	12/2/2008	\$0.9023	450
Buy	12/2/2008	\$0.9024	150
Buy	12/2/2008	\$0.9025	50
Buy	12/2/2008	\$0.9031	250
Buy	12/2/2008	\$0.9033	100
Buy	12/2/2008	\$0.9050	50
Buy	12/2/2008	\$0.9080	279
Buy	12/2/2008	\$0.9100	9191
Buy	12/2/2008	\$0.9175	200
Buy	12/2/2008	\$0.9200	1060
Buy	12/2/2008	\$0.9300	150
Buy	12/3/2008	\$0.8450	73
Buy	12/3/2008	\$0.8700	300
Buy	12/3/2008	\$0.8900	532

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Buy	12/3/2008	\$0.9000	499
Buy	12/3/2008	\$0.9001	100
Buy	12/3/2008	\$0.9033	50

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Buy/Sell	Executed Date	Price	Quantity
Buy	12/3/2008	\$0.9100	3628
Buy	12/3/2008	\$0.9200	1394
Buy	12/3/2008	\$0.9300	9420
Buy	12/3/2008	\$0.9400	39
Buy	12/3/2008	\$0.9500	150
Buy	12/3/2008	\$0.9526	25
Buy	12/3/2008	\$0.9600	350
Buy	12/3/2008	\$0.9700	316
Buy	12/3/2008	\$0.9800	1287
Buy	12/3/2008	\$0.9826	50
Buy	12/3/2008	\$0.9900	1386
Buy	12/3/2008	\$1.0000	750
Buy	12/3/2008	\$1.0300	2250
Buy	12/3/2008	\$1.0400	150
Buy	12/3/2008	\$1.0500	1951
Buy	12/3/2008	\$1.0600	5562
Buy	12/3/2008	\$1.0800	58
Buy	12/3/2008	\$1.0900	2070
Buy	12/3/2008	\$1.1000	4690
Buy	12/3/2008	\$1.1100	3070

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: December 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