

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
Existing Shareholders of Clear Channel Communications, Inc. (Transferors)	)	BTCCT-20061212AVR
and	)	BTCH-20061212CCF, <i>et al.</i>
Shareholders of Thomas H. Lee Equity Fund VI, L.P., Bain Capital (CC) IX, L.P., and BT Triple Crown Capital Holdings III, Inc. (Transferees)	)	BTCH-20061212BYE, <i>et al.</i>
	)	BTCH-20061212BZT, <i>et al.</i>
	)	BTC-20061212BXW, <i>et al.</i>
	)	BTCTVL-20061212CDD
	)	BTCH-20061212AET, <i>et al.</i>
	)	BTC-20061212BNM, <i>et al.</i>
	)	BTCH-20061212CDE, <i>et al.</i>
	)	BTCCT-20061212CEI, <i>et al.</i>
	)	BTCCT-20061212CEO
For Consent to Transfers of Control of	)	BTCH-20061212AVS, <i>et al.</i>
	)	BTCCT-20061212BFW, <i>et al.</i>
Ackerley Broadcasting – Fresno, LLC	)	BTC-20061212CEP, <i>et al.</i>
Ackerley Broadcasting Operations, LLC;	)	BTCH-20061212CCF, <i>et al.</i>
AMFM Broadcasting Licenses, LLC;	)	BTCH-20070619AKF
AMFM Radio Licenses, LLC;)	
AMFM Texas Licenses Limited Partnership;)	
Bel Meade Broadcasting Company, Inc.)	
Capstar TX Limited Partnership;)	
CC Licenses, LLC; CCB Texas Licenses, L.P.;)	
Central NY News, Inc.; Citicasters Co.;)	
Citicasters Licenses, L.P.; Clear Channel Broadcasting Licenses, Inc.;)	
Jacor Broadcasting Corporation; and Jacor Broadcasting of Colorado, Inc.)	
)	
and)	
)	
Existing Shareholders of Clear Channel Communications, Inc. (Assignors)	)	BAL-20070619ABU, <i>et al.</i>
and	)	BALH-20070619AKA, <i>et al.</i>
Aloha Station Trust, LLC, as Trustee (Assignee)	)	BALH-20070619AEY, <i>et al.</i>
	)	BAL-20070619AHH, <i>et al.</i>
	)	BALH-20070619ACB, <i>et al.</i>
	)	BALH-20070619AIT, <i>et al.</i>
For Consent to Assignment of Licenses of	)	BALH-20070627ACN
	)	BALH-20070627ACO, <i>et al.</i>
Jacor Broadcasting Corporation;	)	BAL-20070906ADP
CC Licenses, LLC; AMFM Radio Licenses, LLC; Citicasters Licenses, LP;	)	BALH-20070906ADQ
Capstar TX Limited Partnership; and)	
Clear Channel Broadcasting Licenses, Inc.)	

MEMORANDUM OPINION AND ORDER

Adopted: January 8, 2008

Released: January 24, 2008

By the Commission: Commissioner Copps concurring and issuing a statement; Commissioner Adelstein approving in part, concurring in part and issuing a statement.

I. INTRODUCTION

1. The Commission has under consideration the above-captioned transfer applications (the “Merger Applications”), as amended,¹ for consent to a proposed merger that will result in the transfer of control of Clear Channel Communications, Inc. (“CCC”),² from its public shareholders to Thomas H. Lee Equity Fund VI, L.P. (“Lee”) and Bain Capital (CC) IX, L.P. (“Bain”), which are private equity funds (collectively, the “Transferees”) controlled by Thomas H. Lee Partners, L.P. and Bain Capital, LLC, respectively. Pursuant to an amendment to this transaction filed on June 8, 2007, 30 per cent of the voting rights in the surviving corporation also will be held by the current public shareholders of CCC that elect to roll over a portion of their present interest in CCC into NewCCC (the “Remaining Shareholders”). The Merger Applications are the subject of two petitions to deny and two informal objections, which, for the reasons discussed below, we deny.

2. For the reasons described below, we grant the Merger Applications and the Divestiture Applications (as defined herein), subject to the conditions that the consummation of the proposed merger shall take place subsequent to and/or simultaneously with the complete consummation of: (1) the assignment of licenses pursuant to the Divestiture Applications from subsidiaries of CCC to The Aloha Station Trust, LLC (“AST”),³ (2) compliance with the *Univision Decision*⁴ with respect to the interest held by Lee in Cumulus Media Partners, LLC (“CMP”)⁵; and (3) either the divestiture of the Transferees’ interests in CMP or the conversion of those interests into non-attributable interests in accordance with our ownership rule.⁶

¹ By Public Notice dated December 20, 2006, the Media Bureau announced permit-but-disclose *ex parte* status for the applications. *Clear Channel Communications, Inc., Thomas H. Lee Equity Fund VI, L.P., and Bain Capital (CC) IX, L.P., Seek Approval to Transfer Control of Licensee Entities Holding FCC Licenses and Other Authorizations*, Public Notice, DA 06-2531 (rel. Dec. 20, 2006). The licenses that are the subject to the transfer of control of Clear Channel Communications, Inc., are listed herein in Appendix A.

² CCC is the ultimate parent company of the following licensees: Ackerley Broadcasting – Fresno, LLC; Ackerley Broadcasting Operations, LLC; AMFM Broadcasting Licenses, LLC; AMFM Radio Licenses, LLC; AMFM Texas Licenses Limited Partnership; Bel Meade Broadcasting Company, Inc.; Capstar TX Limited Partnership; CC Licenses, LLC; CCB Texas Licenses, L.P.; Central NY News, Inc.; Citicasters Co.; Citicasters Licenses, L.P.; Clear Channel Broadcasting Licenses, Inc.; Jacor Broadcasting Corporation; and Jacor Broadcasting of Colorado, Inc.

³ As we explain below, we have also imposed a contingent reporting obligation on the trustee of AST in the event that AST has not sold all of the broadcast stations held in trust within six months of the acquisition of the those stations by AST.

⁴ See *Shareholders of Univision Communications, Inc.*, Memorandum Opinion and Order, 22 FCC Rcd 5842 (2007) (“*Univision Decision*”).

⁵ See n. 23, *infra*.

⁶ See 47 C.F.R. § 73.3555 Note 2 and n. 24 and ¶ 40, *infra*.

II. THE TRANSFER OF CONTROL APPLICATIONS

A. The Transaction

3. Section 310(d) of the Communications Act of 1934, as amended (the “Act”) provides that no station license shall be transferred or assigned until the Commission, upon application, determines that the public interest, convenience, and necessity will be served thereby.⁷ In making this assessment, the Commission must first determine whether the proposed transaction would comply with the specific provisions of the Act, other applicable statutes, and the Commission’s rules (the “Rules”).⁸ If the transaction would not violate a statute or a Rule, the Commission considers whether it could harm the public interest by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.⁹ The Commission then employs a balancing process, weighing any potential public interest harms of the proposed transaction against any potential public interest benefits.¹⁰ The applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, would serve the public interest.¹¹ If the Commission is unable to find that the proposed transaction serves the public interest, or if the record presents a substantial and material question of fact, Section 309(e) of the Act requires that the applications be designated for hearing.¹²

4. CCC is a widely-held, publicly-traded company. It holds diversified media and entertainment interests, including the captioned wholly-owned subsidiaries, which, at the time the Merger Applications were filed, were licensees of 1172 broadcast radio stations and 35 broadcast

⁷ Section 310(d) requires that the Commission consider the applications as if the proposed transferee were applying for the licenses directly. 47 U.S.C. § 310(d). See *SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order 20 FCC Rcd 18290, 18300 (2005) (“*SBC-AT&T Order*”); *Verizon Communications, Inc. and MCI, Inc. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18433, 18442-43 (2005) (“*Verizon-MCI Order*”); *Applications of Nextel Communications, Inc. and Sprint Corporation*, Memorandum Opinion and Order, 20 FCC Rcd 13967, 13976 (2005) (“*Sprint-Nextel Order*”); *General Motors Corp. and Hughes Electronics Corp., Transferors, and The News Corp. Ltd., Transferee*, Memorandum Opinion and Order, 19 FCC Rcd 473, 483 (2004) (“*News Corp.-Hughes Order*”); *Comcast Corp. and AT&T Corp., Transferors, and AT&T Comcast Corp., Transferee*, Memorandum Opinion and Order, 17 FCC Rcd 23246, 23255 (2005) (“*Comcast-AT&T Order*”).

⁸ See, e.g., *SBC-AT&T Order*, 20 FCC Rcd at 18300; *Verizon-MCI Order*, 20 FCC Rcd at 18442-43; *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in-Possession, to Subsidiaries of Cingular Wireless LLC*, Memorandum Opinion and Order, 19 FCC Rcd 2570, 2580-81 (2004); *EchoStar Communications Corp., General Motors Corp. and Hughes Electronics Corp., and EchoStar Communications Corp.*, Hearing Designation Order, 17 FCC Rcd 20559, 20574 (2002) (“*EchoStar-DIRECTV HDO*”).

⁹ See *SBC-AT&T Order*, 20 FCC Rcd at 18300; *Verizon-MCI Order*, 20 FCC Rcd at 18443; *Sprint-Nextel Order*, 20 FCC Rcd at 13976.

¹⁰ See *SBC-AT&T Order*, 20 FCC Rcd at 18300; *Verizon-MCI Order*, 20 FCC Rcd at 18443; *Sprint-Nextel Order*, 20 FCC Rcd at 13976; *News Corp.-Hughes Order*, 19 FCC Rcd at 483; *Comcast-AT&T Order*, 17 FCC Rcd at 23255.

¹¹ See *SBC-AT&T Order*, 20 FCC Rcd at 18300; *Verizon-MCI Order*, 20 FCC Rcd at 18443; *Comcast-AT&T Order*, 17 FCC Rcd at 23255; *EchoStar-DIRECTV HDO*, 17 FCC Rcd at 20574.

¹² 47 U.S.C. § 309(e); see also *News Corp.-Hughes Order*, 19 FCC Rcd at 483 n.49; *EchoStar-DIRECTV HDO*, 17 FCC Rcd at 20574.

television stations¹³ operating in the 300 rated Arbitron radio markets and Nielsen Media Research television Designated Market Areas.

5. The Transferees are investment funds controlled by major private equity investment firms. Since its founding in 1974, Thomas H. Lee Partners, L.P. has invested approximately \$12 billion of equity capital in more than 100 businesses. Since its inception in 1984, Bain Capital, LLC has made private-equity investments and add-on acquisitions in over 230 companies around the world.

6. CCC and the Transferees have entered into an agreement contemplating a merger by which the Transferees would acquire a controlling interest in CCC in a transaction with a total value of approximately \$27.4 billion, including the assumption or repayment of approximately \$8 billion of net debt. Pursuant to the Agreement and Plan of Merger (“Merger Agreement”) between the parties, the transfer of control will be effectuated by the merger of BT Triple Crown Merger Co., Inc. (“MergerCo”)¹⁴ with and into CCC. Once this occurs, the separate existence of MergerCo will cease, and the surviving corporation will continue under the name “Clear Channel Communications, Inc.” (“NewCCC”), under the ultimate control of the Transferees.¹⁵

7. As part of the proposed transaction, NewCCC will have an initial board of directors consisting of 12 members, with four members appointed by Lee and four members appointed by Bain. Mark P. Mays and Randall T. Mays, currently officers and directors of CCC, also will serve as officers and directors of NewCCC. Finally, NewCCC will have two independent directors, one initially selected by Highfields Capital Management, LP (“HCMLP”)¹⁶ and the other initially selected by the nominating committee of New Holdco in consultation with HCMLP and other significant public shareholders, if any. Thereafter, the two independent directors will be selected by the Remaining Shareholders.¹⁷ The Transferees will

¹³ Some of these broadcast stations have been sold to third parties since the date on which the Merger Applications were originally filed. The television stations controlled by CCC are also the subject of a separate transaction. See *Clear Channel Broadcasting Licenses, Inc.*, Memorandum Opinion and Order, FCC 07-201 (Nov. 29, 2007) (“*Clear Channel TV Order*”). However, they are included here in the event that transaction does not close prior to the consummation of the Merger Applications pursuant to this Order. See ¶ 9, *infra*.

¹⁴ Two other entities, B Triple Crown Finco, LLC, and T Triple Crown Finco, LLC, are also parties to the Merger Agreement. These two entities, as well as the shareholders of BT Triple Crown Merger Co., are all under the ultimate control of the Transferees.

¹⁵ The Transferees, as the two members of Clear Channel Capital IV, LLC, an entity formed post-Closing, will maintain equal control over 70 per cent of the voting rights in BT Triple Crown Capital Holdings III, Inc. (“New Holdco”). New Holdco indirectly will wholly own NewCCC through two intermediate, single-member limited liability companies formed post-Closing, Clear Channel Capital II, LLC and Clear Channel Capital I, LLC. The Remaining Shareholders will be members of, and have their 30 per cent voting interest in, New Holdco.

¹⁶ HCMLP is an investment firm which principally makes long-term investments in public and private companies in the U.S., Canada, and in other global markets. It currently invests over \$11 billion of capital on behalf of investors that include college and university endowments, charitable and other philanthropic organizations and other institutional and high net worth individual investors. In this transaction, HCMLP advises certain investment funds, each of which beneficially own less than five percent of CCC's common stock.

have the right to remove any of their designated directors and to appoint their successors. As provided in the Merger Agreement, the officers of CCC duly appointed as of the date of the Closing will continue in their respective offices.

8. *Multiple Ownership Compliance.* The proposed transfer of control of CCC will terminate the company's ability to maintain certain grandfathered ownership interests that do not comply with the Commission's current broadcast multiple ownership rules.¹⁸ To resolve this issue, CCC's wholly-owned subsidiaries also have filed the captioned applications ("Divestiture Applications") for consent to their proposed assignment of certain broadcast station licenses to AST, a divestiture trust that is insulated from their control in accordance with our insulation criteria. Approval of those Divestiture Applications herein and compliance with the conditions set forth in this Order will resolve all issues of compliance with the local radio ownership rule¹⁹ and the radio/television cross-ownership rule²⁰ by NewCCC.

9. CCC states that it intended to sell all of its television stations, including those that implicated the multiple ownership rules, to a third-party buyer prior to consummation of the proposed transfer of control.²¹ In the *Clear Channel TV Order*, released on November 29, 2007, the Commission granted applications for consent to assign CCC's 35 full-service broadcast television licenses to Newport Television LLC (the "CCC-Newport applications"). At this point, however, the proposed television transaction has not closed. In case the proposed television transaction does not close prior to the consummation of the Merger Applications, we incorporate by reference our findings in the *Clear Channel TV Order*, with one exception. In the *Clear Channel TV Order*, the Commission granted a six-month temporary waiver of Section 73.3555(b) of the Rules (the "local television ownership rule") to permit common ownership of WAWS(TV) and WTEV-TV, Jacksonville, Florida. Though both owned by CCC prior to filing of the CCC-Newport applications, common ownership failed to comply with the local television ownership rule at the time the CCC-Newport applications were filed due to the audience share ranking of WAWS(TV).²² We note, however, that CCC has adequately demonstrated that common

(Continued from previous page)

¹⁷ Until HCMLP votes less than five per cent of the outstanding voting securities of New Holdco issued as merger consideration, New Holdco will nominate one independent director who is selected by HCMLP and will nominate the other independent director after consultation with HCMLP and other significant public shareholders, if any.

¹⁸ 47 C.F.R. § 73.3555 Note 4. See *2002 Biennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Report and Order, 18 FCC Rcd 13620 (2003) ("*Ownership Report and Order*"), *aff'd in part and remanded in part, Prometheus Radio Project, et al. v. FCC*, 373 F.3d 372 (3d Cir. 2004), *cert. denied*, 125 S. Ct. 2902 (2005). See also *Prometheus Radio Project, et al. v. FCC*, No. 03-3388 (3d Cir. Sept. 3, 2004) (lifting stay with respect to new local radio ownership rule).

¹⁹ 47 C.F.R. § 73.3555(a).

²⁰ 47 C.F.R. § 73.3555(c) (2002).

²¹ Merger Applications, at Exhibit 18-1.

²² *Id.* at ¶ 14. Under the local television ownership rule, a party may own, operate or control two television stations within the same Nielsen Designated Market Area ("DMA") if the Grade B contours of the stations do not overlap, or if eight independently owned and operating commercial and noncommercial television stations will be licensed to the DMA, and at least one of the station is not ranked within the top four in the DMA in terms of audience share. 47 C.F.R. § 73.3555(b) (2002). WTEV-TV and WAWS(TV) were, respectively, the 1st-ranked and 4th-ranked stations in the market at the time the CCC-Newport applications were filed.

ownership did comply with the local television ownership rule at the time the Merger Applications were filed because WAWS(TV) was the 5th-ranked television station in the market at that time. Thus, we find that the six-month temporary waiver of the local television ownership rule granted in the *Clear Channel TV Order* to permit common ownership of WAWS(TV) and WTEV-TV is now moot.

10. The proposed transfer of control of CCC would also provide Lee and Bain with attributable interests in the CCC broadcast stations, which presents a conflict under our current multiple ownership rule with Lee and Bain's current attributable interests in CMP.²³ In the *Univision Decision*, the Commission required Lee to divest its interest in CMP if Univision retained its broadcast stations in certain markets where both CMP and Univision operate stations. Accordingly, fulfillment of that condition will be a condition precedent to the proposed transfer of control of CCC. With respect to Bain's as well as Lee's interest in CMP, those attributable interests either must be divested or converted to non-attributable interests under our Rules prior to, or simultaneously with, the proposed transfer of control of CCC.²⁴

B. Public Interest Analysis

11. We conclude that the applicants are fully qualified and that grant of the transfer of control of CCC broadcast stations to the Transferees, subject to the conditions set forth in this Order, will serve the public interest, convenience, and necessity. We have reviewed the Merger Applications, the Divestiture Applications, and related pleadings and conclude that grant of the applications as conditioned herein will comply with the Act and the Rules. We also conclude that the proposed transaction as conditioned herein will not be anticompetitive or result in a lack of

²³ See FCC File No. BTC-20061212BXW at Exhibit 16, September 2007 First Supplement. CMP operates 36 radio stations in nine radio markets. Lee and Bain each hold an attributable interest in CMP through affiliated investment funds. Each holds a 25 per cent voting interest in CMP, including a right to appoint two directors to the eight-member governing board of CMP. In a prior decision approving Lee's acquisition of an attributable interest in Univision Communications Inc. ("Univision"), the Commission required Lee to divest its interest in CMP if Univision retained its broadcast stations in certain markets where both CMP and Univision operate stations. See *Univision Decision*, 22 FCC Rcd at 5852 and 5860. Fulfillment of that condition will eliminate the potential conflict under our ownership rules between Lee's interest in CMP and Lee's proposed interest in NewCCC.

Univision, which operates 42 full power television stations and 68 radio stations in markets throughout the country, is controlled by Broadcast Media Partners, Inc. ("BMPI"). Lee, directly and through affiliated investment funds, held an attributable equity interest in BMPI when the Merger Applications were filed. In a letter dated October 22, 2007, BMPI reported that Lee's interest in BMPI was converted into a non-attributable interest in accordance with 47 C.F.R. § 73.3555 Note 2(e). Accordingly, there is no conflict under our multiple ownership rule between Lee's proposed interest in NewCCC and Lee's interest in BMPI.

²⁴ See 47 C.F.R. § 73.3555 Note 2. In Exhibit 16 to its transfer application and its supplement, CCC represents that the Transferees' attributable interests in CMP will be "converted to non-attributable form prior to the consummation of the transfer of control" of CCC through a direct commitment to the Commission to withdraw from any active participation in CMP, in particular, and to abide, pursuant to Note 2(f) of 47 C.F.R. § 73.3555, by the Commission's "insulation" criteria governing non-attributable limited liability company members. See, e.g., FCC File No. BTC-20061212BXW. However, Note 2(f) requires more than a voluntary pledge not to exercise rights that the Transferees may hold under the organizational documents for CMP. Instead, *inter alia*, the organizational documents for CMP must render the Bain interest in CMP non-attributable. If the requirements of Note 2(f) are not met, the Transferees' interests in CMP must be divested prior to, or simultaneously with, the transfer of control of CCC.

diversity. We also find no evidence that the transaction as conditioned herein would harm competition in any broadcast market. In fact, the transaction would improve competition by requiring CCC to divest grandfathered interests in 42 separate broadcast markets.²⁵ To comply with the Commission's ownership restrictions, CCC has filed the captioned Divestiture Applications to divest its attributable interests in the broadcast stations listed in Appendix B²⁶ to AST,²⁷ a trust in which neither CCC nor any of its principals holds a cognizable interest pursuant to our attribution standards.²⁸

12. We will impose a condition requiring that CCC's divestiture of the stations listed in Appendix B (and, to the extent applicable as described in note 26, *supra*, those listed in Appendix C) to AST, pursuant to the Divestiture Applications, occur prior to or simultaneously with the consummation of CCC's transfer of control. AST is strongly encouraged to take reasonable steps to market the stations to "eligible entities,"²⁹ which often include businesses owned and operated by women and minorities. In this regard, we commend the previous collaborative educational outreach efforts of CCC, Minority Media and Telecommunications Council and the National Association of Broadcasters to promote ownership opportunities for small businesses and women and minority entrepreneurs.³⁰ AST is further encouraged to consummate the sale of all of the stations within six months of the consummation date. If AST is unable to do so, it must provide the Commission with a copy of the confidential report referenced in Section 4(g) of the Form of Trust Agreement, as amended, that was submitted with the Divestiture Applications.

13. Thus, in addition to the contingent reporting condition described in the preceding paragraph, we have determined that the Act and the Rules require that our approval of the Merger Applications be conditioned upon the consummation of the proposed merger taking place subsequent to and/or simultaneously with the complete consummation of: (1) the assignment of licenses pursuant to the Divestiture Applications from subsidiaries of CCC to AST; (2) compliance with the *Univision Decision* with respect to the interest held by Lee in CMP;³¹ and (3) either the divestiture of Bain's interest in CMP or the conversion of that interest into a non-attributable interest in accordance with our ownership rule.³² With those conditions in place, we find that the proposed merger transaction complies with the Act and the Rules and serves the

²⁵ 47 C.F.R. § 73.3555 Note 4 and *Ownership Report and Order*, 18 FCC Rcd at 13809-12. There is an exception for transfers by or to an "eligible entity," but that exception does not apply in this case.

²⁶ CCC amended the Trust Applications, pursuant to Section 1.65 of the Rules, to reflect the stations listed in Appendix B. CCC has been actively seeking to sell various stations (including its broadcast television stations) prior to consummation of the transfer of control. To the extent that such sales have not been consummated as of the date on which this Order is adopted, the stations listed in Appendix C must also be put into AST prior to or simultaneously with the consummation of the transfer of control of CCC.

²⁷ File No. BALH-20060228ALK.

²⁸ See 47 C.F.R. § 73.3555 Note 2(d).

²⁹ See *Ownership Report and Order*, 18 FCC Rcd at 13811 ¶ 489 ("We define an 'eligible entity' as any entity that would qualify as a small business consistent with SBA standards for its industry grouping," citing 13 C.F.R. § 121.201, where the definition of small business for the radio industry is listed in NAICS code 515112.).

³⁰ See, e.g., Letter from Chairman Martin to Advisory Committee on Diversity for Communications in the Digital Age (Sept. 27, 2007), at http://fjallfoss.fcc.gov/edocs_public/attachmatch/DOC-276984A1.pdf.

³¹ See n. 23, *supra*.

³² See n. 24, *supra*, and 47 C.F.R. § 73.3555 Note 2.

public interest, convenience, and necessity. Accordingly, we grant the Merger Applications and the Divestiture Applications.

C. Petitions to Deny

14. On January 10, 2007, Geoffrey M. Young (“Young”) filed a Petition to Deny the Merger Applications (the “Young Petition”).³³ On January 19, 2007, Mt. Wilson FM Broadcasters, Inc. (“Mt. Wilson”) also filed a Petition to Deny the Merger Applications (the “Mt. Wilson Petition”).³⁴ On March 16, 2007, Leonard R. Kahn (“Kahn”) filed an informal complaint against CCC, alleging that certain CCC “antitrust violations” must be considered before the Merger Applications are granted. On October 11, 2007, Goodrich Radio, LLC (“Goodrich”) filed an informal objection to the transfer of control of Station WMHG, Muskegon, Michigan.³⁵ For the reasons set forth below, we deny each of these filings.

15. In determining whether allegations raise a substantial and material question of fact requiring an evidentiary hearing, we are guided by the statutorily prescribed two-prong standard set forth in Section 309(d)(1) of the Act. This section mandates that we must determine whether the allegations of fact, if true, constitute a *prima facie* case that grant of the application would be inconsistent with the public interest, convenience, and necessity.³⁶ If so, the Commission must determine whether, “on the basis of the application, the pleadings filed, or other matters which it may officially notice,” a “substantial and material question of fact is presented.” We must weigh against the allegations all evidence before us, and on the basis of all of these materials, we must decide whether the ultimate question of fact is “substantial” (*i.e.*, “whether the totality or the evidence arouses a sufficient doubt on the point that further inquiry is called for”).³⁷ The Commission may focus on either of the two steps, as it deems appropriate, in resolving the issues raised by a petition.³⁸

³³ See Young Petition filed on January 10, 2007, against File No. BTCH-20061212AVS. In the alternative, Young requests that the Commission impose additional conditions in the event that consent to the transfer of control is granted. CCC filed a “Response” to the Young Petition on June 6, 2007.

³⁴ See Mt. Wilson Petition to Deny filed on January 19, 2007, against File Nos. BTCH-20061212BYE; BTCH-20061212BYP; BTC-20061212BYZ; BTCH-20061212BZD; BTCH-20061212BZM; BTC-20061212AGI; BTCH-20061212AYC; and BTC-20061212BAK. CCC filed an Opposition to the Mt. Wilson Petition on February 1, 2007 (the “Opposition”). Mt. Wilson filed a Reply to the Opposition on February 12, 2007 (the “Reply”).

³⁵ See Goodrich Informal Objection filed on October 11, 2007, against File No. BTC-20070906ADE (we note that the lead file number for this application is actually File No. BTCH-20070906ADD). CCC filed an Opposition on November 1, 2007 (“CCC Opposition”).

³⁶ 47 U.S.C. §§ 309(d)(1), 309(a). Petitions to deny must contain adequate and specific factual allegations sufficient to warrant the relief requested. See *Area Christian Television, Inc.*, 60 RR 2d 862, 864 (1986).

³⁷ *Citizen for Jazz on WRVR, Inc. v. FCC*, 775 F.2d 392, 295 (D.C. Cir. 1985) (citing *Columbus Broadcasting Coalition v. FCC*, 505 F.2d 320, 330 (D.C. Cir. 1974); *Broadcast Enterprises, Inc. v. FCC*, 390 F.2d 483, 485 (D.C. 1968)).

³⁸ See *Mobile Communications Corp. of America v. FCC*, 77 F.3d 1399, 1409-10 (D.C. Cir.), *cert. denied*, 519 U.S. 823 (1996).

1. Young Petition to Deny

a. Standing

16. When challenging an application pursuant to Section 309(d)(1) of the Act,³⁹ a petitioner must demonstrate party-in-interest status.⁴⁰ The Commission accords party-in-interest status to a petitioner who either resides in the service area of the station that is the subject of the petition or listens to or views the station regularly, provided that such listening or viewing is not the result of transient contacts with the station.⁴¹ The petitioner must provide an affidavit or declaration that establishes such standing.⁴²

17. Here, Young has filed as an individual entitled to standing as a “listener” of WLAP(AM), Lexington, Kentucky, but the Young Petition contains no declaration or affidavit to that effect.⁴³ Apart from listing a Lexington, Kentucky address in the Young Petition, and claiming, in an unsworn, handwritten note on the petition, that he is a listener of the station, there is nothing in the record to establish that Young has the requisite standing to file a petition to deny. Accordingly, we will treat the Young Petition as an informal objection pursuant to Section 73.3587 of the Rules.⁴⁴

b. Substantive Arguments

18. *Background.* Young takes exception to CCC’s proposal to change from being a publicly-held corporation to a privately-held company under the control of several private equity firms. Young states that “this level of secrecy is not in the public interest.”⁴⁵ While noting that the proposed reduction in stations to be operated by NewCCC compared to stations currently operated by CCC is “a small step in the right direction,” Young argues that NewCCC will operate more stations than should be allowed.⁴⁶ Young also claims that NewCCC, as licensee of a substantial number of broadcast stations, will continue to “spew forth an unrelievedly [*sic*] and uniformly right-wing ideology. . . .”⁴⁷ Young further expresses his dissatisfaction with WLAP(AM)’s format and what he perceives to be a lack of politically-balanced public affairs, news, political, and local-entertainment programming.⁴⁸ In this regard, Young maintains that the licensee’s programming decisions are improperly driven by political considerations and that this

³⁹ 47 U.S.C. § 309(d).

⁴⁰ *Id.* at § 309(d)(1).

⁴¹ See *Tabback Broadcasting Company*, Memorandum Opinion and Order, 15 FCC Rcd 11899, 11900 n. 3 (2000), and *Chet-5 Broadcasting, L.P.*, Memorandum Opinion and Order, 14 FCC Rcd 13041 (1999).

⁴² See *Petition for Rulemaking to Establish Standards for Determining the Standing of a Party to Petition to Deny a Broadcast Application*, Memorandum Opinion and Order, 82 FCC 2d 89 (1980); see also *Infinity Broadcasting Corp. of California*, Memorandum Opinion and Order, 10 FCC Rcd 9504 (1995); *Tabback Broadcasting Company*, *supra*, and *Niles Broadcasting Company*, Memorandum Opinion and Order, 7 FCC Rcd 5959 (1992).

⁴³ Young Petition at 1.

⁴⁴ 47 C.F.R. § 73.3587.

⁴⁵ Young Petition at 2.

⁴⁶ *Id.* at 3.

⁴⁷ *Id.* at 2.

⁴⁸ *Id.* at 2-7.

will continue because proposed transferee Bain was co-founded by Republican former Massachusetts governor, Mitt Romney.⁴⁹ Finally, Young expresses his dissatisfaction with the station's public inspection file.⁵⁰ Specifically, Young states that summaries of all of the political issues discussed in the station's political news/talk radio shows as well as the views of the hosts should have been included in the station's public inspection file.⁵¹

19. *Discussion.* None of Young's claims raise a substantial and material question of fact concerning the applicants' qualifications or the public interest merits of the Merger Applications. With regard to Young's claim of "secrecy" about the ownership of NewCCC, the Commission requires each broadcast licensee to file an ownership report (FCC Form 323) every two years that, among other things, identifies the licensee as a sole proprietorship, corporation (for profit or nonprofit), partnership (general or limited), or "other." Regardless of organizational form, however, all licensees and parties applying to assume control of a licensee are required to identify attributable owners and, as applicable, officers, directors, and partners.⁵² We find that our Rules and ownership disclosure requirements are sufficient for us to assess the proposed transactions and, on a going forward basis, to monitor the ownership and control of NewCCC. There is no prohibition in the Act or our Rules on ownership of licensees by privately owned corporations. Finally, with regard to Young's stated concern about NewCCC's size and the number of stations licensed to it, we note that the proposed transactions as conditioned herein will fully comply with the Act and the Rule on multiple ownership.⁵³ As a result of actions taken over the past ten months and as contemplated herein, NewCCC will hold hundreds fewer stations than are currently controlled by CCC. Moreover, as discussed above, our approval of the Merger Applications is conditioned upon divestiture of several "grandfathered" ownership interests that exceed the level allowed by our current Rule for multiple ownership.

20. With respect to Young's complaint about the perceived ideological slant to WLAP(AM)'s programming, the Commission has long held that licensees of radio stations have a fundamental obligation to provide coverage of significant issues facing their communities.⁵⁴ However, in accordance with the First Amendment to the Constitution and the non-censorship provisions of the Act, each broadcast licensee retains broad discretion to make programming decisions.⁵⁵ The Commission has recognized that a licensee has particularly wide discretion in the area of news programming, and in the absence of extrinsic evidence that a licensee has falsified, distorted or suppressed news, the agency will not substitute its judgment for that of a licensee in determining news issues of interest to its listening or viewing audience and the manner in which it should be presented.⁵⁶ Accordingly, the Commission will not take adverse action on an application based upon the subjective determination of a listener or group of listeners as to

⁴⁹ *Id.* at 2.

⁵⁰ *Id.* at 5.

⁵¹ *Id.* at 8.

⁵² See Instructions for FCC Form 323, Section II. See also FCC Form 323, Section II.

⁵³ 47 C.F.R. § 73.3555(a)(1).

⁵⁴ *Deregulation of Radio*, Report and Order, 84 FCC 2d 968, 977 (1981).

⁵⁵ See U.S. CONST., amend. I; 47 U.S.C. § 326.

⁵⁶ See, e.g., *Columbia Broadcasting System, Inc.*, Memorandum Opinion and Order, 51 FCC 2d 273 (1975) (Commission will not place burden on licensee to rebut petitioner's conclusory allegations concerning news coverage).

what constitutes “good” programming.⁵⁷ Further, the Commission will not interfere with the exercise of a licensee’s news judgment where there is no showing that the licensee consistently and unreasonably ignored matters of public concern.⁵⁸ Young has made no such showing.

21. With respect to Young’s public file allegations, Section 73.3526(a) of the Rules⁵⁹ requires all licensees of commercial broadcast stations to maintain a public inspection file containing certain designated information. That Rule does not require that “the views of the hosts” be included in the station’s public inspection file.⁶⁰ Although the Rule does require that “a brief narrative describing what issues were given significant treatment” in programs concerned with “community issues” be included in the public inspection file,⁶¹ Young does not argue that the licensee failed in this requirement. Young’s vague and unsupported allegation that “summaries of all the political issues”⁶² were not in the file fails to raise a substantial and material question of fact warranting further inquiry regarding a violation of Section 73.3526. Accordingly, we find that Young has failed to raise a substantial and material question of fact calling for further inquiry regarding the Merger Applications and we deny the objection.

2. Mt. Wilson Petition to Deny

a. Standing

22. Mt. Wilson states it has standing because its stations⁶³ compete in the Los Angeles Arbitron radio market with Clear Channel’s eight captioned Los Angeles stations.⁶⁴ CCC does not challenge Mt. Wilson’s standing.⁶⁵ We conclude that Mt. Wilson has standing.⁶⁶

b. Substantive Arguments

23. *Background.* Mt. Wilson argues that CCC stations in the Los Angeles radio market engage in anticompetitive conduct. Specifically, Mt. Wilson claims that, once in 2003 and six times in 2006, advertisers told a representative of Mt. Wilson that they could not advertise on Mt. Wilson stations because CCC “requires the advertiser to devote all of its radio advertising

⁵⁷ See *WGBH Educational Foundation*, Memorandum Opinion and Order, 69 FCC 2d 1250, 1251 (1978).

⁵⁸ See *id.*

⁵⁹ 47 C.F.R. § 73.3526(a).

⁶⁰ See 47 C.F.R. § 73.3526(e)(12).

⁶¹ See *id.*

⁶² Young Petition at 8.

⁶³ Specifically, Mt. Wilson claims that its stations, KMZT-FM, Los Angeles, California, and KKGO(AM), Beverly Hills, California, compete with CCC’s Los Angeles stations, which are the following: KBIG-FM; KHHT-FM; KFI(AM); KIIS-FM; KLAC(AM); KOST-FM; KTLK(AM); and KYSR-FM.

⁶⁴ Mt. Wilson Petition at 2. Mt. Wilson cites *FCC v. Sanders Brothers Radio Station*, 309 U.S. 470 (1940), and *Transcontinent Television Corp.*, 21 RR 945 (1961).

⁶⁵ See Opposition.

⁶⁶ See *FCC v. Sanders Brothers Radio Station*, 309 U.S. 470, 476-477 (1940) (competitor of an applicant has party-in-interest status); see also *Waterman Broadcasting Corporation of Florida*, Letter, 17 FCC Rcd 15742, 15744 n.2 (MB 2002) (citing *American Mobilphone, Inc. and Ram Technologies, Inc.*, Order, 10 FCC Rcd 12297, 12298 (WTB 1995)).

budget to Clear Channel stations and to refrain from placing advertisements on any other Los Angeles radio market station.”⁶⁷

24. In its Petition, Mt. Wilson maintains that CCC’s alleged sales policy or practices – requiring an advertiser to place 100 percent of its radio budget on CCC stations – adversely affects the ability of Mt. Wilson and other licensees in the Los Angeles radio market to retain existing advertisers and to compete for new advertisers.⁶⁸ Mt. Wilson argues that the Commission should not condone this conduct, and, if it grants the transfer application, the Commission should “include a condition requiring the licensee’s affirmative representation that it will immediately cease its anticompetitive conduct and that future anticompetitive conduct will result in FCC sanctions.”⁶⁹ Further, Mt. Wilson claims that this condition is needed because “some transferors holding significant management-level positions will remain in significant management-level positions as part of the new licensee ownership.”⁷⁰

25. In opposition, CCC argues that Mt. Wilson’s vague and unsubstantiated pleading fails to meet the requirements of Section 309(d)(1) of the Act which requires that a petition contain “specific allegations of fact sufficient to show that . . . a grant of the application would be *prima facie* inconsistent with [the public interest, convenience, and necessity].”⁷¹ CCC argues that Mt. Wilson’s pleading and attached affidavits “are completely devoid of specific facts and do not supply enough facts to enable CCC specifically to address the seven alleged instances of anticompetitive conduct.”⁷² CCC cites numerous cases where the Commission had dismissed petitions to deny for failing to offer “specific, documented allegations of fact” to support its claims.⁷³

26. In addition, CCC argues that should the Commission review the Mt. Wilson Petition on its merits, it must be denied for lack of substance.⁷⁴ CCC submits the declaration of Jeff Thomas, its vice president and director of sales for the Los Angeles market, who declares under penalty of perjury that CCC “do[es] not have either an oral or a written policy of requiring advertisers to devote all of their radio advertising budget to [CCC] stations.”⁷⁵ CCC notes that in instances where an advertiser “chooses” to allocate its entire advertising budget with CCC, there is no prohibition on the advertiser later choosing to advertise with non-CCC stations.⁷⁶ Finally, CCC argues that even if a handful of advertisers do “choose” to spend their entire advertising budget on CCC stations, it is “ludicrous” to claim that the Los Angeles radio market – the

⁶⁷ Mt. Wilson Petition at 2-3.

⁶⁸ *Id.* at 3.

⁶⁹ *Id.* at 4.

⁷⁰ *Id.*

⁷¹ Opposition at 2; *see also* 47 U.S.C. § 309(d)(1).

⁷² Opposition at 2. For instance, CCC notes that Mt. Wilson’s pleading and affidavits refer to seven incidents involving unnamed prospective new advertisers that were prohibited from advertising on any Los Angeles radio market stations other than CCC.

⁷³ *Id.*

⁷⁴ *Id.* at 3.

⁷⁵ *See* Opposition at Exhibit 1.

⁷⁶ *Id.*; *see also* Opposition at 3.

nation's second largest – could be adversely impacted by the “exclusive ad buys” of a few of the many thousands of advertisers in the region.⁷⁷

27. In its Reply, Mt. Wilson argues that, notwithstanding the Thomas declaration, “the facts demonstrate that at least at some Clear Channel stations, Clear Channel employees led advertisers to believe/understand that the benefits/discounts offered by Clear Channel were conditioned upon the advertiser devoting 100% of its radio advertising budget to Clear Channel stations.”⁷⁸ Whether or not CCC has an established policy requiring that 100 per cent of an advertiser's radio advertisements be devoted to CCC stations, Mt. Wilson insists that such anticompetitive conduct occurred and adversely affected its stations. In addition, Mt. Wilson states that despite management policies, CCC is responsible for its employees' anticompetitive conduct.⁷⁹

28. *Discussion.* We find that Mt. Wilson's allegations of anticompetitive conduct fail to establish a *prima facie* case that grant of the Merger Applications would be inconsistent with the public interest, convenience, and necessity. Generally, absent an alleged violation of a specific Commission rule or policy, the Commission does not consider anticompetitive or antitrust activity in the context of evaluating a broadcast licensee or applicant's character qualifications unless it “rises to the level of an adjudicated violation of either anticompetitive or antitrust laws”⁸⁰ In this case, there have been no adjudications regarding CCC's alleged anticompetitive conduct.⁸¹ Moreover, in its Reply, Mt. Wilson substantially undercuts its argument regarding CCC's alleged anticompetitive behavior by revising its charge to state that CCC offered “benefits/discounts” to advertisers that would spend all of their radio advertising budgets on CCC stations. Offering “benefits” and “discounts” as incentives to prospective advertisers that spend 100 percent of their radio advertising budget on CCC stations, without

⁷⁷ Opposition at 4.

⁷⁸ Reply at 3-4.

⁷⁹ *Id.*

⁸⁰ *Policy Regarding Character Qualifications in Broadcast Licensing*, Report, Order, and Policy Statement, 102 FCC 2d 1179, 1201 (1986) (“*Policy Statement*”). In 1986, the Commission revised its character policy, stating that it would henceforth shift its focus from a broad ranging inquiry into character to one more “narrowly focused on specific traits which are predictive of an applicant's propensity to deal honestly with the Commission and comply with Communications Act and the Commission's rules and policies.” *Id.* at 1186. Subsequently, the Commission expanded this to include adjudicated violations of antitrust or anticompetitive laws involving any media of mass communications. *See Policy Regarding Character Qualifications in Broadcast Licensing*, Policy Statement and Order, 5 FCC Rcd 3252 (1990), *modified*, 6 FCC Rcd 3448 (1991), *further modified*, 7 FCC Rcd 6564 (1992). While the Commission observed that such activity may hold potential relevance as to character, the Commission stated that it did not want to engage in initial determinations, but rather sought to defer to those entities with primary authority over such matters. In the *Policy Statement*, the Commission held that “for purposes of a character determination, consideration should be given only to adjudications involving antitrust or anticompetitive violations from a court of competent jurisdiction, the Federal Trade Commission, or other governmental unit charged with responsibility of policing such activity.” *Policy Statement* at 1202 ¶44.

⁸¹ Mt. Wilson admits that it has not attempted to bring an antitrust action against CCC in Federal Court. It states that “[o]btaining timely Justice Department action is not a viable option. Considering the workload and the priorities of the Los Angeles DOJ office and the nature/overall significance of such a complaint, the likelihood of DOJ intervention is infinitesimal.” Mt. Wilson Petition at 3, n.1.

more, is not anticompetitive conduct.⁸² The Commission has stated that “where the practices do not amount to antitrust violations [*e.g.*, actionable anticompetitive behavior] . . . they are unlikely to have serious harmful effect.”⁸³ Accordingly, we find that Mt. Wilson has failed to establish a *prima facie* case that CCC has engaged in anticompetitive sales practices so as to warrant further inquiry and we deny its petition.

3. Kahn Informal Complaint

29. On March 16, 2007, Kahn filed an “Informal Complaint” regarding the Merger Applications.⁸⁴ Kahn claims that CCC is violating the Sherman Antitrust Act⁸⁵ by “boycotting” a digital radio transmission system he developed to compete with the Ibiqity system approved by the Commission.⁸⁶ Kahn claims that CCC’s “boycott” has prevented broadcasters from utilizing his system “in the five biggest markets,” and he asks that the Commission consider this matter in connection with the Merger Applications. CCC did not file an opposition.

30. As with petitions to deny, informal objections must contain adequate and specific factual allegations sufficient to warrant the relief requested.⁸⁷ Kahn has not provided any information beyond bare allegations that CCC has in some unspecified way violated federal antitrust law by “boycotting” his digital transmission system. No factual support for these allegations or details concerning this alleged “boycott” are provided. Kahn’s unsupported allegations provide no basis for denying or designating for evidentiary hearing the Merger Applications.⁸⁸ Accordingly, his Informal Complaint is denied.

4. Goodrich Informal Objection

31. We find that none of the claims made in the Goodrich Informal Objection raise a substantial and material question of fact concerning the applicants’ qualifications or the public interest merits of the Merger Applications. That objection, filed on October 11, 2007, focuses on the proposed transfer of control of Station WMHG(AM), Muskegon, Michigan (“WMHG”) from CCC to NewCCC. Goodrich asserts that there are outstanding issues concerning the status of WMHG. Accordingly, Goodrich argues that the application to transfer WMHG should be: (1) dismissed; (2) deferred pending resolution of these issues; or (3) designated for hearing along with other pending WMHG applications.⁸⁹

⁸² *Solar Broadcasting Corp. (Assignor) and Cumulus Licensing Corp. (Assignee) and Clear Channel Broadcasting Licenses, Inc. (Assignee)*, Memorandum Opinion and Order, 17 FCC Rcd 5467, 5481 (2002) (packaging of advertising availabilities and discounts for bulk buying does not *per se* demonstrate predatory pricing behavior).

⁸³ See *Elimination of Unnecessary Broadcast Regulation*, Policy Statement and Order, 57 RR 2d 913, 921 (1985).

⁸⁴ We will treat this filing as an informal objection under Section 73.3587 of the Rules.

⁸⁵ 15 U.S.C. §1.

⁸⁶ *Digital Audio Broadcasting Systems And Their Impact on the Terrestrial Radio Broadcast Service*, First Report and Order, 17 FCC Rcd 19990 (2002); Second Report and Order, First Order on Reconsideration, and Second Further Notice of Proposed Rule Making, 22 FCC Rcd 10344 (2007).

⁸⁷ See *Area Christian Television*, 60 RR 2d at 864.

⁸⁸ See generally *In the Matter of PCS Partners, LP*, Order, 17 FCC Rcd 21419, 21420 (WTB 2002).

⁸⁹ See Goodrich Informal Objection at 2.

32. The underlying facts are undisputed. As correctly explained by CCC in its opposition, Goodrich initially held the license for WMHG and obtained a construction permit for a paired expanded band station at 1680 KHz (which subsequently received the call sign WDSS(AM)).⁹⁰ In August 1999, Goodrich assigned the license for WMHG to Connoisseur Communications of Muskegon, L.P. (“Connoisseur”),⁹¹ while retaining ownership of WDSS(AM), in apparent violation of Section 73.1150(c) of the Rules.⁹² In 2000, Goodrich filed a request for *nunc pro tunc* waiver that would retroactively excuse Goodrich’s apparent breach of Section 73.1150(c) of the Rules and allow Goodrich to continue owning and operating the AM expanded band station separately from its standard band companion.⁹³ By this time, Cumulus Licensing, LLC had acquired the license for WMHG from Connoisseur⁹⁴ and was in the process of seeking Commission approval to sell WMHG to CCC (“Cumulus Assignment Application”).⁹⁵ In 2005, Goodrich filed a Petition to Show Cause, contending that the WMHG license had been terminated and should be canceled.⁹⁶ CCC asserts that, in light of the pleadings filed by Goodrich and WMHG’s severance from its companion expanded band authorization, the Commission has withheld action on the Cumulus Assignment Application.⁹⁷

33. The transfer of control of WMHG from CCC to NewCCC is contingent upon the grant of the Cumulus Assignment Application. As noted by both Goodrich and CCC, that application remains pending. Therefore, the Transferees will assume the risk of closing their transaction here without a final order in that proceeding. Accordingly, we find that the Goodrich Informal Objection does not present a substantial and material question of fact requiring an evidentiary hearing, nor does it present any valid basis for deferring action on the Merger Applications.

D. Pending License Renewal Application

34. A license renewal application for one radio station that is included in the Merger Applications is currently pending: WHTZ(FM), Newark, New Jersey.⁹⁸ Generally, when license renewals and transfer applications involving the same broadcast stations are both pending, the

⁹⁰ See Permit No. BP-19971218AB, granted on May 27, 1998. See CCC Opposition at 2.

⁹¹ See File No. BAL-19990608GJ, granted on July 28, 1999.

⁹² *Id.* 47 C.F.R. § 73.1150(c). That Rule section provides that:

Licensees and/or permittees authorized to operate [in the existing band and the expanded band] pursuant to the *Report and Order* in MM Docket No. 87-267 will not be permitted to transfer control of the license or permit for a single frequency during the period that joint operation is authorized.

⁹³ See *id.*

⁹⁴ See File No. BAL-19991208ABA, granted on March 15, 2006.

⁹⁵ See File No. BAL-20000817ADC.

⁹⁶ See Goodrich Informal Objection at 2.

⁹⁷ See CCC Opposition at 3. Goodrich asserts that the Cumulus Assignment Application cannot be granted while WMHG’s license renewal application remains pending. See File No. BR-20040528AMB.

⁹⁸ See FCC File No. BRH-20060201AAU. In addition, we note that the assignment of license proceeding for at least one of the CCC stations is not yet final. See FCC File No. BALH-20031125ALX, involving Station WQYX(FM), Ocean Springs, Mississippi. Accordingly, the Transferees will assume the risk of closing their transaction here without a final order in that proceeding and in any similar cases.

Commission refrains from acting on the transfer applications until after it has taken action on the renewals. However, the Commission has held that, in multi-station transactions, it will grant the transfer of control application while renewal applications are pending as long as: (1) there are no basic qualification issues pending against the transferor or transferee that could not be resolved in the context of the transfer proceeding, and (2) the transferee explicitly assents to standing in the stead of the transferor in the pending renewal proceeding.⁹⁹ Here, no basic qualification issues exist with regard to the licensee.¹⁰⁰ In addition, in the Merger Applications, Transferees “agree to succeed to the position of [CCC] in any pending renewal applications.”¹⁰¹ This procedure is consistent with the Commission's policy that it will defer transfer applications “only where issues of basic qualifications remained unresolved by the Commission.”¹⁰² Accordingly, we find that the existence of this pending application does not prohibit the Commission from acting on the Merger Applications.

III. CONCLUSION

35. We have reviewed the proposed merger, the applications for its approval, and related pleadings. We conclude that the applicants are fully qualified and that grant of the Merger Applications and the Divestiture Applications, subject to the conditions set forth herein, will serve the public interest, convenience, and necessity.

IV. ORDERING CLAUSES

36. Accordingly, IT IS ORDERED, that the Petition to Deny filed January 10, 2007, by Geoffrey M. Young, treated as an informal objection, IS DENIED.

37. IT IS FURTHER ORDERED THAT the January 19, 2007, Petition to Deny filed by Mt. Wilson FM Broadcasters, Inc., IS DENIED.

38. IT IS FURTHER ORDERED, that the Informal Complaint filed March 16, 2007, by Leonard R. Kahn, treated as an informal objection, IS DENIED.

39. IT IS FURTHER ORDERED, that the Informal Objection filed October 11, 2007, by Goodrich Radio, LLC, IS DENIED.

40. IT IS FURTHER ORDERED THAT the applications for consent to the transfers of control of the licenses listed in Appendix A from the existing shareholders of CCC and its

⁹⁹ See, e.g., *Stockholders of CBS, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 3733, 3750 (1995), *aff'd*, *Serafyn v. FCC*, 149 F.3d 1213 (D.C. Cir. 1998); *Capital Cities/ABC, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 5841, 5900-01 (1996); *Petracom Equity Partners, L.P.*, Memorandum Opinion and Order, 13 FCC Rcd. 9295, n.1 (MB 1998).

¹⁰⁰ Although WHTZ(FM)'s license renewal applications is uncontested, the station currently is being investigated by the Commission's Enforcement Bureau for allegedly violating the Rule regarding the broadcast of telephone conversations (47 C.F.R. § 73.1206). However, even if established, this alleged violation does not raise a substantial and material question of fact concerning the licensee's basic qualifications to hold a broadcast license. See, e.g., *Joe Ray Blalack*, Letter, 22 FCC Rcd 556 (2007) (forfeiture was the appropriate sanction for licensee's violation of Section 73.1206 and designation of license renewal application was not required).

¹⁰¹ See, e.g., FCC File No. BTCCT-20061212AVR, Ex. 13B.

¹⁰² *Capitol Cities/ABC*, 11 FCC Rcd at 5901 (quoting *Stockholders of CBS*).

wholly-owned subsidiaries, Ackerley Broadcasting – Fresno, LLC; Ackerley Broadcasting Operations, LLC; AMFM Broadcasting Licenses, LLC; AMFM Radio Licenses, LLC; AMFM Texas Licenses Limited Partnership; Bel Meade Broadcasting Company, Inc.; Capstar TX Limited Partnership; CC Licenses, LLC; CCB Texas Licenses, L.P.; Central NY News, Inc.; Citicasters Co.; Citicasters Licenses, L.P.; Clear Channel Broadcasting Licenses, Inc.; Jacor Broadcasting Corporation; and Jacor Broadcasting of Colorado, Inc., and for consent to the assignment of licenses from the existing shareholders of CCC and its wholly-owned subsidiaries to The Aloha Station Trust, LLC, listed in Appendix B (and, to the extent applicable as described in note 26, *supra*, those listed in Appendix C), or as otherwise listed previously in the Commission’s public notices, ARE GRANTED, SUBJECT TO THE FOLLOWING CONDITIONS: (1) the transfer of control of CCC shall take place subsequent to and/or simultaneously with the complete consummation of the assignment of licenses listed in Appendix B (and, to the extent applicable as described in note 26, *supra*, those listed in Appendix C) from subsidiaries of CCC to The Aloha Station Trust, LLC; (2) the transfer of control of CCC shall take place subsequent to or simultaneously with the completion of all actions required by *Shareholders of Univision Communications, Inc.*, Memorandum Opinion and Order, 22 FCC Rcd 5842 (2007), with respect to any interest held directly or indirectly by Thomas H. Lee Partners, L.P. in Cumulus Media Partners, LLC; and (3) the transfer of control of CCC shall take place subsequent to and/or simultaneously with either the divestiture of any interest held directly or indirectly by Bain Capital, LLC and Thomas H. Lee Partners, L.P. in Cumulus Media Partners, LLC, or the completion of all actions required to render that interest non-attributable pursuant to 47 C.F.R. § 73.3555, Note 2.

41. IT IS FURTHER ORDERED THAT the transfer of control of WMHG(AM), Muskegon, Michigan from CCC to NewCCC IS CONTINGENT UPON the grant of the Cumulus Assignment Application, FCC File No. BAL-20000817ADC.

42. IT IS FURTHER ORDERED THAT all grants of applications referenced herein or occurring pursuant to this *Memorandum Opinion and Order* are without prejudice to any enforcement action the Commission may deem appropriate in light of the ongoing investigations regarding compliance with Section 73.1206 of the Rules at Station WHTZ(FM), Newark, New Jersey.¹⁰³

43. IT IS FURTHER ORDERED THAT, in the event that The Aloha Station Trust, LLC has not consummated the sale of each broadcast station that it holds in trust within six months of the acquisition of such station by The Aloha Station Trust, LLC, the trustee of The Aloha Station Trust, LLC SHALL SUBMIT to the Commission (with a copy by email to peter.doyle@fcc.gov) a true and complete copy of the report described in the fourth sentence of Section 4(g) of the form of Trust Agreement submitted with the Merger Applications.

44. IT IS FURTHER ORDERED THAT copies of this *Memorandum Opinion and Order* shall be sent, by First Class and Certified Mail, to Mt. Wilson Broadcasters, Inc., 1500 Cotner Avenue, Los Angeles, California 90025, and its counsel Robert B. Jacobi, Esq., Cohn and Marks, LLP, 1920 N Street, N.W., Suite 300, Washington, DC 20036, to Geoffrey M. Young, 454 Kimberly Place, Lexington, Kentucky 40503, to Leonard R. Kahn, P.E., 767 Third Avenue, 35th Floor, New York, New York 10017, to Goodrich Radio, LLC, 4417 Broadmoor Street S.E.,

¹⁰³ See 47 C.F.R. § 73.1206.

Kentwood, Michigan 49512, and its counsel, James A. Koerner, Esq., Koerner & Olender, P.C., 11913 Grey Hollow Court, North Bethesda, Maryland 20852, to Clear Channel Communications, Inc., 200 East Basse Road, San Antonio, Texas 78209, to Ackerley Broadcasting – Fresno, LLC, Ackerley Broadcasting Operations, LLC, AMFM Broadcasting Licenses, LLC, AMFM Radio Licenses, LLC, AMFM Texas Licenses Limited Partnership, Bel Meade Broadcasting Company, Inc., Capstar TX Limited Partnership, CC Licenses, LLC, CCB Texas Licenses, L.P., Central NY News, Inc., Citicasters Co., Citicasters Licenses, L.P., Clear Channel Broadcasting Licenses, Inc., Jacor Broadcasting Corporation, and Jacor Broadcasting of Colorado, Inc., all located at 2625 South Memorial Drive, Suite A, Tulsa, Oklahoma 74129, and to their counsel, Dorann Bunkin, Esq., Wiley Rein, LLP, 1776 K Street, N.W., Washington, DC 20006, to Bain Capital (CC) IX, LP, 111 Huntington Avenue, Boston, Massachusetts 02199, and to its counsel Meredith S. Senter, Esq., Leventhal Senter & Lerman, PLLC, 2000 K Street, N.W., Suite 600, Washington, DC 20006, to Thomas H. Lee Equity Fund VI, LP, 100 Federal Street, 35th Floor, Boston, Massachusetts 02110, and to its counsel, John S. Logan, Esq., Dow Lohnes, PLLC, 1200 New Hampshire Avenue, N.W., Suite 800, Washington, DC 20036, and to The Aloha Station Trust, LLC, c/o Jeanette Tully, 2119 Chittim Pass Drive, San Antonio, Texas 78232, and to its counsel, Barry A. Friedman, Esq., Thompson Hine, LLP, 1920 N Street, N.W., Suite 800, Washington, DC 20036.

FEDERAL COMMUNICATIONS COMMISSION

Marlene H. Dortch
Secretary

APPENDIX A

Licenses Subject To Transfer Of Control Of Clear Channel Communications, Inc.

<u>CALL SIGN</u>	<u>FAC. ID</u>	<u>CITY/STATE</u>	<u>FILE #:</u> <u>BTC/H/CT/FT/</u> <u>FTB 20061212</u>
WDDD(AM)	122	Johnston City, IL	BSA
WDDD-FM	123	Johnston City, IL	BSB
WVZA(FM)	124	Herrin, IL	BXF
KHUS(FM)	163	Bennington, CA	AGX
WKSQ(FM)	341	Ellsworth, ME	BUH
WKEEFM	500	Huntington, WV	APY
WMKS(FM)	501	Clemmons, NC	BLS
WVHU(FM)	505	Huntington, WV	AUG
WBVB(AM)	507	Coal Grove, OH	ANJ
KUCW(TV)	1136	Ogden, UT	BIX
WKGR(FM)	1245	Fort Pierce, FL	BLD
KMHK(FM)	1315	Hardin, MT	BOW
K236AB	1316	Billings, MT	BNN
WONE(AM)	1903	Dayton, OH	BEU
WMMX(FM)	1904	Dayton, OH	BEI
WTUE(FM)	1909	Dayton, OH	BFJ
WJNO(AM)	1917	West Palm Beach, FL	BKW
KEZL(AM)	2096	Visalia, CA	AGD
KALZ(FM)	2097	Fowler, CA	AFD
WBIZ(AM)	2107	Eau Claire, WI	ANF
WBIZ-FM	2108	Eau Claire, WI	ANG
WMJJ(FM)	2111	Birmingham, AL	AQX
WERC(AM)	2112	Birmingham, AL	AOG
WDXB(FM)	2114	Jasper, AL	AOB
KCCQ(FM)	2115	Ames, IA	AXA
KASI(AM)	2116	Ames, IA	AWP
K259AF	2203	Bismarck, ND	BHO
KQDY(FM)	2204	Bismarck, ND	BPI
KBMR(AM)	2207	Bismarck, ND	BNV
KSSS(FM)	2210	Bismarck, ND	BPR
KXMR(AM)	2211	Bismarck, ND	BQE
KTDD(AM)	2399	San Bernardino, CA	BAI
WEZL(FM)	2441	Charleston, SC	BDA
WGMZ(FM)	2465	Glencoe, AL	AOZ
WLDI(FM)	2680	Fort Pierce, FL	BLJ
KMYT(FM)	2910	Temecula, CA	BPA
WNCO-FM	2925	Ashland, OH	ARF
WNCO(AM)	2926	Ashland, OH	ARE
WWNC(AM)	2946	Asheville, NC	AUO
WKSF(FM)	2947	Old Fort, NC	AQD
WLTQ-FM	3059	Venice, FL	BED
WDDV(AM)	3060	Venice, FL	BCR

WKGS(FM)	3205	Irondequoit, NY	BDS
KSWF(FM)	3258	Aurora, MO	BIN
WSMT(AM)	3336	Sparta, TN	BWK
WRKK-FM	3337	Sparta, TN	BVY
WTZX(AM)	3341	Sparta, TN	BWY
KEZJ-FM	3403	Twin Falls, ID	AXM
KLIX(AM)	3404	Twin Falls, ID	AYT
KLIX-FM	3407	Twin Falls, ID	AYU
WABI(FM)	3670	Bangor, ME	BRD
WWBX(FM)	3671	Bangor, ME	BXG
KFNK(FM)	3915	Eatonville, WA	CCF
WFMF(FM)	4053	Baton Rouge, LA	AOQ
WJBO(AM)	4054	Baton Rouge, LA	APQ
KIOI-FM1	4085	Walnut Creek, CA	BYR
WCME(FM)	4090	Boothbay Harbor, ME	ANN
WVOM(FM)	4092	Howland, ME	BXC
KBMX(FM)	4588	Proctor, MN	BNW
WLTY(FM)	4667	Cayce, SC	AQO
WTFX(AM)	4668	Winchester, VA	ATO
WDSF(FM)	4669	Dover, DE	ASG
WDOV(AM)	4670	Dover, DE	ANX
WCOS(AM)	4673	Columbia, SC	ANO
WOSC(FM)	4674	Bethany Beach, DE	ARL
WFQX(FM)	4675	Front Royal, VA	AOR
WRDX(FM)	4676	Smyrna, DE	ANZ
WLFJ(AM)	4678	Greenville, SC	BLK
WESC-FM	4679	Greenville, SC	BKE
KLYQ(AM)	4699	Hamilton, MT	AIJ
KBAZ(FM)	4700	Hamilton, MT	AFI
KPEK(FM)	4704	Albuquerque, NM	AZO
KBQI(FM)	4706	Albuquerque, NM	AWY
WDMX(FM)	4756	Vienna, WV	BSD
WFLA- FM	5379	Midway, FL	BKI
WQRB(FM)	5870	Bloomer, WI	ASB
KBIG-FM	6360	Los Angeles, CA	BYE
KMXP(FM)	6361	Phoenix, AZ	AZE
WWPR-FM	6373	New York, NY	CBZ
KZPS(FM)	6378	Dallas, TX	BYD
WQJQ(FM)	6482	Kosciusko, MS	ARY
KJMY(FM)	6543	Bountiful, UT	AYJ
K256AE	6544	Provo, UT	AVZ
WVAZ(FM)	6588	Oak Park, IL	BZS
WKQI(FM)	6592	Detroit, MI	CBG
WDTW(AM)	6593	Dearborn, MI	CAU
WNIC(FM)	6594	Dearborn, MI	CBO
WKTU(FM)	6595	Lake Success, NY	CBI
WJIZ-FM	6616	Albany, GA	BTQ
WJYZ(AM)	6617	Albany, GA	BTS
WHLW(FM)	6655	Luverne, AL	APH

KPLV(FM)	6893	Las Vegas, NV	AZQ
WYHL(AM)	7064	Meridian, MS	BSK
WJDQ(FM)	7065	Marion, MS	BTN
WMSO(FM)	7067	Meridian, MS	BUU
WHEN(AM)	7080	Syracuse, NY	BTB
KMGW(FM)	7360	Casper, WY	BHY
KIZS(FM)	7669	Collinsville, OK	BHR
KXBG(FM)	7693	Cheyenne, WY	AZV
KNIX-FM	7698	Phoenix, AZ	BPD
WPFX-FM	7821	North Baltimore, OH	BEV
WTCR-FM	7983	Huntington, WV	ATN
WZRZ-FM	8061	Fort Shawnee, OH	CFD
KOCN(FM)	8082	Pacific Grove, CA	BPE
KOHT(FM)	8143	Marana, AZ	BPF
KXEW(AM)	8144	South Tucson, AZ	BQB
KPRC-FM	8204	Salinas, CA	BPH
K265DC	8207	Hollister, CA	BNP
K265DK	8208	Greenfield, CA	BNQ
KLLP(FM)	8413	Chubbuck, ID	AYV
WVOR(FM)	8505	Canandaigua, NY	BFP
WTRY-FM	8563	Rotterdam, NY	ATT
WTKS(AM)	8589	Savannah, GA	ATR
WQBT(FM)	8594	Savannah, GA	ARU
WZHT(FM)	8649	Troy, AL	AVL
WWMG(FM)	8662	Millbrook, AL	AUN
WWRC(FM)	8681	Washington, DC	CCA
WWDC(FM)	8682	Washington, DC	CBY
WSMJ(FM)	8684	Baltimore, MD	BFB
WNTM(AM)	8695	Mobile, AL	BVO
WMXC(FM)	8696	Mobile, AL	BUW
KWSL(AM)	8769	Sioux City, IA	CAE
KGLI(FM)	8771	Sioux City, IA	BZW
KQOD(FM)	9134	Stockton, CA	AJN
KDGE(FM)	9620	Fort Worth-Dallas, TX	AFW
KKRW(FM)	9625	Houston, TX	AHY
KLOU(FM)	9626	St. Louis, MO	AYY
KPRC(AM)	9644	Houston, TX	CDT
KQHT(FM)	9657	Crookston, MN	AZU
KZPR(FM)	9675	Minot, ND	BQK
WNNZ(AM)	9736	Westfield, MA	BVB
KBOS-FM	9748	Tulare, CA	AFO
KCBL(AM)	9749	Fresno, CA	AFQ
KKDD(AM)	10134	San Bernardino, CA	BYW
KGGI(FM)	10135	Riverside, CA	BYN
KFXN(AM)	10141	Minneapolis, MN	BYL
KTCZ-FM	10142	Minneapolis, MN	BZH
KHYL(FM)	10144	Auburn, CA	BYP
KFBK(AM)	10145	Sacramento, CA	BYK
KGBY(FM)	10146	Sacramento, CA	BYM

WWVA-FM	10698	Canton, GA	BXJ
KMNS(AM)	10775	Sioux City, IA	BZZ
KSFT-FM	10776	South Sioux City, NE	CAC
KSEZ(FM)	10777	Sioux City, IA	CAB
K254AL	11009	Livingston, MT	AEX
WEOW(FM)	11194	Key West, FL	BKD
WTVN(AM)	11269	Columbus, OH	BFK
KEX(AM)	11271	Portland, OR	AXL
WXTB(FM)	11274	Clearwater, FL	BFV
WKLS(FM)	11275	Atlanta, GA	BDT
KKRZ(FM)	11280	Portland, OR	AYN
WMMB(AM)	11408	Melbourne, FL	AQZ
WBVD(FM)	11409	Melbourne, FL	ANK
WSVO(FM)	11665	Staunton, VA	BWR
WKDW(AM)	11666	Staunton, VA	BTX
WTNT(AM)	11846	Bethesda, MD	CBU
WVOC(AM)	11902	Columbia, SC	AUI
WPMI-TV	11906	Mobile, AL	BMF
WPTY-TV	11907	Memphis, TN	BMG
WAWS(TV)	11909	Jacksonville, FL	BJS
KOKI-TV	11910	Tulsa, OK	BID
KSAS-TV	11911	Wichita, KS	BIK
KAAS-TV	11912	Salina, KS	BFW
WRVA(AM)	11914	Richmond, VA	BWC
WQUE-FM	11915	New Orleans, LA	BMK
KJYO(FM)	11918	Oklahoma City, OK	BHS
KAJA(FM)	11919	San Antonio, TX	CDF
WAVZ(AM)	11920	New Haven, CT	BRH
WAMZ(FM)	11921	Louisville, KY	BRG
KTWO(AM)	11924	Casper, WY	BAO
KTOK(AM)	11925	Oklahoma City, OK	BIS
WKCI-FM	11930	Hamden, CT	BTW
WELI(AM)	11933	New Haven, CT	BSI
WHAS(AM)	11934	Louisville, KY	BSZ
KPEZ(FM)	11935	Austin, TX	CDS
KAKC(AM)	11939	Tulsa, OK	BGY
KTKR(AM)	11945	San Antonio, TX	CDY
WODT(AM)	11947	New Orleans, LA	BLX
KHFI-FM	11948	Georgetown, TX	CDO
KLRT-TV	11951	Little Rock, AR	BHX
WOAI(AM)	11952	San Antonio, TX	CEG
KMOD-FM	11957	Tulsa, OK	BHZ
WRNL(AM)	11960	Richmond, VA	BVZ
WRXL(FM)	11961	Richmond, VA	BWH
KQXT-FM	11962	San Antonio, TX	CDV
WRVQ(FM)	11963	Richmond, VA	BWF
KHBZ-FM	11964	Oklahoma City, OK	BHO
WBGG-FM	11965	Fort Lauderdale, FL	BJT
KSAS-LP	11967	Dodge City, KS	BIJ

KAAS-LP	11968	Garden City, KS	BGW
WYLD-FM	11972	New Orleans, LA	BNI
WUSY(FM)	12315	Cleveland, TN	AUC
KYMG(FM)	12514	Anchorage, AK	ALH
KGOT(FM)	12515	Anchorage, AK	AGT
KENI(AM)	12516	Anchorage, AK	AGA
KIAK-FM	12517	Fairbanks, AK	AGZ
KFBX(AM)	12518	Fairbanks, AK	AGG
KAKQ-FM	12519	Fairbanks, AK	AFC
KEZA(FM)	12702	Fayetteville, AR	AGC
KASH-FM	12958	Anchorage, AK	AFF
KFIV(AM)	12959	Modesto, CA	AGK
KJSN(FM)	12960	Modesto, CA	AHO
KBFX(FM)	12962	Anchorage, AK	AFK
KMRQ(FM)	12963	Manteca, CA	AIQ
KXNO(AM)	12964	Des Moines, IA	ALB
KTZN(AM)	12967	Anchorage, AK	AKL
KIOZ(FM)	13504	San Diego, CA	AYE
WXBT(FM)	13589	West Columbia, SC	AUU
WNCD(FM)	13668	Youngstown, OH	BEQ
WNIO(AM)	13669	Youngstown, OH	BES
WJDY(AM)	13672	Salisbury, MD	APS
WSBY-FM	13673	Salisbury, MD	ASR
KMJM-FM	13793	Columbia, IL	AZB
WGSQ(FM)	13819	Cookeville, TN	BST
WPTN(AM)	13820	Cookeville, TN	BVP
WOLZ(FM)	13898	Fort Myers, FL	BMA
K280DT	14241	Thousand Oaks, etc. CA	BYF
WIOD(AM)	14242	Miami, FL	BKT
WAEB(AM)	14371	Allentown, PA	AMS
WAEB-FM	14372	Allentown, PA	AMT
WWTX(AM)	14373	Wilmington, DE	AUP
WZZO(FM)	14375	Bethlehem, PA	AVP
WAVW(FM)	14376	Stuart, FL	AMZ
WTCR(AM)	14377	Kenova, WV	ATM
WBMC(AM)	14734	McMinnville, TN	BCD
WKZP(FM)	14735	McMinnville, TN	BFH
KCGY(FM)	14753	Laramie, WY	BHD
WHP(AM)	15322	Harrisburg, PA	BKO
WKBO(AM)	15323	Harrisburg, PA	BLA
WRVV(FM)	15324	Harrisburg, PA	BMT
WRAK(AM)	15325	Williamsport, PA	BML
WKSJ(FM)	15326	Williamsport, PA	BLG
WGY(AM)	15329	Schenectady, NY	BSW
WRVE(FM)	15330	Schenectady, NY	BWE
WBGH-CA	15569	Binghamton, NY	CEK
KIZZ(FM)	15968	Minot, ND	BOM
WILM(AM)	16438	Wilmington, DE	BDN
KXUS(FM)	16574	Springfield, MO	BJE

KFLD(AM)	16725	Pasco, WA	AGL
KORD-FM	16726	Richland, WA	AJB
KXRX(FM)	16727	Walla Walla, WA	ALC
WWTI(TV)	16747	Watertown, NY	CEN
KBUL(AM)	16772	Billings, MT	BNX
KCTR-FM	16773	Billings, MT	BOC
KKBR(FM)	16774	Billings, MT	BOO
WNSL(FM)	16784	Laurel, MS	BVC
WEEZ(AM)	16785	Laurel, MS	BSG
KTRA-FM	16827	Farmington, NM	AKI
WKKF(FM)	17030	Ballston Spa, NY	BUC
WZKS(FM)	17357	Union, MS	BXR
KRAB(FM)	17359	Green Acres, CA	BPJ
WXXM(FM)	17383	Sun Prairie, WI	AUY
WIBA(AM)	17384	Madison, WI	APJ
WIBA-FM	17385	Madison, WI	APK
KSME(FM)	17626	Greeley, CO	CFM
WAKI(AM)	17758	McMinnville, TN	BBX
WTRZ-FM	17759	Spencer, TN	BDV
W299AE	17760	McMinnville, TN	BBW
WRNQ(FM)	17771	Poughkeepsie, NY	BWA
KEGL(FM)	18114	Fort Worth, TX	AXI
WSAN(AM)	18233	Allentown, PA	AVB
WPGB(FM)	18511	Pittsburgh, PA	ARN
KTBZ-FM	18516	Houston, TX	BYB
KHHO(AM)	18523	Tacoma, WA	CCJ
KYOT-FM	18648	Phoenix, AZ	CAF
KKEY-LP	18750	Bakersfield, CA	CDD
WBBI(FM)	18899	Endwell, NY	BRJ
KIIS-FM	19218	Los Angeles, CA	AYC
KTLK(AM)	19219	Los Angeles, CA	BAK
WQRV(FM)	19456	Meridianville, AL	BVR
WNOK(FM)	19472	Columbia, SC	ARI
WMXW(FM)	19624	Vestal, NY	BUX
WENE(AM)	19625	Endicott, NY	BSJ
WMRV-FM	19626	Endicott, NY	BUS
WCWA(AM)	19627	Toledo, OH	CEQ
WIOT(FM)	19628	Toledo, OH	CEU
WLEC(AM)	19705	Sandusky, OH	BDX
WCPZ(FM)	19706	Sandusky, OH	BCO
KKXL(AM)	20324	Grand Forks, ND	AYP
KKXL-FM	20325	Grand Forks, ND	AYQ
WIOQ(FM)	20348	Philadelphia, PA	CBC
WUSL(FM)	20349	Philadelphia, PA	CBW
KSD(FM)	20360	St. Louis, MO	BAC
WMMV(AM)	20371	Cocoa, FL	ARA
WLRQ-FM	20372	Cocoa, FL	AQN
WBZT(AM)	20439	West Palm Beach, FL	ANM
WKOX(AM)	20441	Framingham, MA	AQC

WRLX(FM)	20442	West Palm Beach, FL	ASJ
KHTS-FM	20697	El Cajon, CA	AXW
WKEQ(FM)	21624	Somerset, KY	APZ
WSFC(AM)	21626	Somerset, KY	AST
KMAG(FM)	22098	Fort Smith, AR	AIJ
KYHN(AM)	22099	Fort Smith, AR	ALE
KID(AM)	22194	Idaho Falls, ID	AXX
KID-FM	22195	Idaho Falls, ID	AXY
K296EA	22197	Pocatello, ID	AWO
KSTE(AM)	22883	Rancho Cordova, CA	BZG
K252BM	22911	Seeley Lake, MT	AEW
WAAX(AM)	22996	Gadsden, AL	AMN
WQEN(FM)	22997	Trussville, AL	ARW
WAXQ(FM)	23004	New York, NY	CAN
KDJE(FM)	23025	Jacksonville, AR	BOF
WHNZ(AM)	23077	Tampa, FL	BDJ
WMTX(FM)	23078	Tampa, FL	BEN
KBME(AM)	23082	Houston, TX	BXW
KHKS(FM)	23084	Denton, TX	BXX
WTKT(AM)	23463	Harrisburg, PA	BMX
WHKF(FM)	23464	Harrisburg, PA	BKN
WSOL-FM	23830	Brunswick, GA	BFD
KMMS(AM)	24170	Bozeman, MT	AIN
KMMS-FM	24171	Bozeman, MT	AIO
KISN(FM)	24172	Belgrade, MT	AHG
WQYZ(FM)	24513	Ocean Springs, MS	ASD
KTZR-FM	24583	Green Valley, AZ	AKM
WMRR(FM)	24640	Muskegon Heights, MI	BUR
WSNX-FM	24644	Muskegon, MI	BWL
KOWB(AM)	24700	Laramie, WY	BIE
WFXF(FM)	24958	Honeoye Falls, NY	BDE
W252AA	25008	Ithaca, NY	BQT
WPHR-FM	25018	Auburn, NY	BVL
WXSX(FM)	25022	Quincy, FL	BNE
WCOL-FM	25037	Columbus, OH	BCN
WYTS(AM)	25038	Columbus, OH	BFG
WIHT(FM)	25080	Washington, DC	CBA
WMUS(FM)	25086	Muskegon, MI	BUV
WKBZ(AM)	25087	Muskegon, MI	BTU
WTEM(AM)	25105	Washington, DC	CBT
WBZT-FM	25240	Mauldin, SC	BJY
KMOR-LP	25325	Eugene, OR	CCU
KFXR(AM)	25375	Dallas, TX	AGP
WTAK-FM	25383	Hartselle, AL	ATL
W293AH	25384	Normal, AL	AMJ
WBFB(FM)	25411	Belfast, ME	BRM
WNNJ-FM	25413	Newton, NJ	BVA
KLVI(AM)	25580	Beaumont, TX	AIH
KYKR(FM)	25581	Beaumont, TX	ALF

WVRZ(FM)	25751	Mount Carmel, PA	BNC
KRPT(FM)	25904	Devine, TX	CDW
KION-TV	26249	Monterey, CA	CCK
KWYY(FM)	26300	Casper, WY	BJC
KTRS-FM	26301	Casper, WY	BIU
WQBW(FM)	26609	Milwaukee, WI	ARV
KKBD(FM)	26909	Sallisaw, OK	AHQ
KION(AM)	26925	Salinas, CA	BNM
KGOR(FM)	26928	Omaha, NE	AGS
KDON-FM	26930	Salinas, CA	BOG
KFAB(AM)	26931	Omaha, NE	AGE
WKSI-FM	26998	Stephens City, VA	CBH
WMRE(AM)	27003	Charleston, WV	CBL
KDIF(AM)	27390	Riverside, CA	AXE
WCRR(FM)	27580	South Bristol Township, NY	BFC
WTGM(AM)	28165	Salisbury, MD	ATP
WQHQ(FM)	28166	Ocean City-Salisbury, MD	ARX
KXXM(FM)	28668	San Antonio, TX	CEE
WIGY(FM)	28684	Madison, ME	APM
KBFP(AM)	28846	Bakersfield, CA	BNS
KBKO-FM	28847	Bakersfield, CA	BNU
WCCF(AM)	28897	Punta Gorda, FL	BCI
WIKX(FM)	28899	Charlotte Harbor, FL	BDM
KXIC(AM)	29075	Iowa City, IA	BBF
KKRQ(FM)	29076	Iowa City, IA	AYM
WPCH(FM)	29128	Gray, GA	CBP
KDAG(FM)	29519	Farmington, NM	AFV
KCQL(AM)	29520	Aztec, NM	AFU
KKFG(FM)	29521	Bloomfield, NM	AHU
WXXL(FM)	29569	Tavares, FL	CCE
WLKT(FM)	29575	Lexington-Fayette, KY	BDY
K294AJ	29593	Durango, CO	AFA
K299AJ	29594	Durango, CO	AFB
WBUV(FM)	29687	Moss Point, MS	BRP
WQIK-FM	29728	Jacksonville, FL	BEX
WFLA(AM)	29729	Tampa, FL	BDB
WGST(AM)	29730	Atlanta, GA	BDH
KRFX(FM)	29731	Denver, CO	CFL
WFLZ-FM	29732	Tampa, FL	BDC
WLW(AM)	29733	Cincinnati, OH	CEX
WEBN(FM)	29734	Cincinnati, OH	CER
WUBL(FM)	29735	Atlanta, GA	BEB
WKRC(AM)	29737	Cincinnati, OH	CEW
KOA(AM)	29738	Denver, CO	CFJ
KBPI(FM)	29739	Denver, CO	CFF
KKZN(AM)	29740	Thornton, CO	CFI
KGAB(AM)	30224	Orchard Valley, WY	AXR
KOLZ(FM)	30225	Cheyenne, WY	AZL

KPKY (FM)	30246	Pocatello, ID	AZP
K221CE	30247	Lava Hot Springs, ID	AVT
KXLB(FM)	30566	Livingston, MT	ALA
WL VH(FM)	31094	Hardeeville, SC	AQP
WJCD(FM)	31123	Windsor, VA	BTM
WAIL(FM)	31637	Key West, FL	BJR
WSCC-FM	31939	Goose Creek, SC	BMU
KWSX(AM)	32214	Stockton, CA	AKV
WHAL(AM)	32383	Phenix City/Columbus, AL	BSX
WOLL(FM)	32969	Hobe Sound, FL	BLZ
KCQQ(FM)	32987	Davenport, IA	AXC
KWTX(AM)	33057	Waco, TX	AKW
KIOC(FM)	33060	Orange, TX	AHE
WXXF(FM)	33066	Loudonville, OH	AUW
W221AX	33084	Endwell, NY	BQM
KBGO(FM)	33724	Waco, TX	AFM
KTBT(FM)	33727	Broken Arrow, OK	BIP
KSAB(FM)	33776	Robstown, TX	AJY
KUNO(AM)	33777	Corpus Christi, TX	AKO
KNBQ(FM)	33829	Centralia, WA	AZG
KKFX-CA	33870	San Luis Obispo, CA	CCT
WXLY(FM)	34163	North Charleston, SC	BFT
WXRA(AM)	34246	Georgetown, KY	BFU
WFKZ(FM)	34356	Plantation Key, FL	BKH
WUBT(FM)	34387	Russellville, KY	AUA
WLAC(AM)	34391	Nashville, TN	AQJ
WNRQ(FM)	34392	Nashville, TN	ARJ
KOST(FM)	34424	Los Angeles, CA	BZD
KFI(AM)	34425	Los Angeles, CA	AGI
K292CR	34426	Simi Valley, CA	BYG
KFTY(TV)	34440	Santa Rosa, CA	CCH
WKGB-FM	34451	Conklin, NY	BTZ
KLSD(AM)	34452	San Diego, CA	AYZ
KGB-FM	34454	San Diego, CA	AXS
KGET-TV	34459	Bakersfield, CA	CCI
KHVH(AM)	34591	Honolulu, HI	AGY
KIKI-FM	34592	Honolulu, HI	AHD
KIOI(FM)	34930	San Francisco, CA	BYQ
KMXA-FM	34996	Minot, ND	BOZ
KJKJ(FM)	35012	Grand Forks, ND	AYI
KIGL(FM)	35014	Seligman, MO	AHB
KHHT(FM)	35022	Los Angeles, CA	BYO
KLOL(FM)	35073	Houston, TX	BXZ
KMEL(FM)	35121	San Francisco, CA	BZA
K31AE	35172	Sutherlin, OR	CDA
KMCB(TV)	35183	Coos Bay, OR	CCN
K22GX	35184	Tri City, OR	CCZ
KTCW(TV)	35187	Roseburg, OR	CCP
K46AS	35188	Coos Bay, OR	CDC

KMTR(TV)	35189	Eugene, OR	CCO
WZJZ(FM)	35213	Port Charlotte, FL	BJZ
WKII(AM)	35214	Solana, FL	BLE
WMYF(AM)	35217	Portsmouth, NH	ARC
WUBB(FM)	35218	York Center, ME	ATZ
WHEB(FM)	35219	Portsmouth, NH	APD
WSRS(FM)	35225	Worcester, MA	ATE
WTAG(AM)	35230	Worcester, MA	ATK
WEZF(FM)	35232	Burlington, VT	AOK
WGIR(AM)	35237	Manchester, NH	AOW
WGIR-FM	35240	Manchester, NH	AOX
KODA(FM)	35337	Houston, TX	BYA
KBBB(FM)	35370	Billings, MT	BNR
KOSO(FM)	35426	Patterson, CA	AJC
KWEB(AM)	35526	Rochester, MN	BPY
KRCH(FM)	35527	Rochester, MN	BPK
WTEV-TV	35576	Jacksonville, FL	BMV
KTRH(AM)	35674	Houston, TX	BYC
KASE-FM	35849	Austin, TX	AFE
KVET(AM)	35850	Austin, TX	AKP
KVOS-TV	35862	Bellingham, WA	CCS
KVUU(FM)	35868	Pueblo, CO	AKS
KJMS(FM)	35874	Olive Branch, MS	BON
KWIK(AM)	35885	Pocatello, ID	BBC
KWTX-FM	35902	Waco, TX	AKX
KYSR(FM)	36019	Los Angeles, CA	BZL
WJXX(FM)	36094	Appomattox, VA	ATC
KHKZ(FM)	36166	Mercedes, TX	BHP
KQXX-FM	36168	Mission, TX	BIH
WCPV(FM)	36269	Essex, NY	ANQ
WATQ(FM)	36357	Chetek, WI	AMY
WXZO(FM)	36422	Willsboro, NY	AVA
WZZR(FM)	36544	Riviera Beach, FL	BNK
WSFE(AM)	37024	Burnside, KY	ASU
WSEK(FM)	37027	Burnside, KY	ASS
WZRX(AM)	37169	Jackson, MS	AVN
WSTZ-FM	37177	Vicksburg, MS	ATG
WPOP(AM)	37232	Hartford, CT	ARQ
WOFX(AM)	37233	Troy, NY	ARK
WHJJ(AM)	37234	Providence, RI	APE
WTAO-FM	37243	Murphysboro, IL	BWT
WBCK(AM)	37459	Battle Creek, MI	ANC
WBCK-FM	37461	Battle Creek, MI	ANL
WBXX(FM)	37463	Marshall, MI	ASE
WIMT(FM)	37497	Lima, OH	CET
WIMA(FM)	37498	Lima, OH	CES
WMLX(FM)	37499	St. Marys, OH	CEY
WHAM(AM)	37545	Rochester, NY	BDI
WDVI(FM)	37546	Rochester, NY	BCY

WHTK(AM)	37549	Rochester, NY	BDL
WROV-FM	37747	Martinsville, VA	ASK
W244AV	37748	Blacksburg, etc. VA	ALW
WTFX-FM	37753	Clarksville, IN	BWU
KBFP-FM	37774	Delano, CA	BNT
WSKR(AM)	37815	Denham Springs, LA	ASX
KPRK(AM)	37816	Livingston, MT	AJI
WRFQ(FM)	38901	Mount Pleasant, SC	BEY
KSYU(FM)	39265	Corrales, NM	BIO
KGRS(FM)	39267	Burlington, IA	AXT
KBUR(AM)	39268	Burlington, IA	AWZ
WVRK(FM)	39457	Columbus, GA	BXE
WMGP(FM)	39619	Hogansville, GA	BEE
WVCC(AM)	39620	Hogansville, GA	BFM
KMJX(FM)	39689	Conway, AR	BOY
WFXN-FM	39730	Galion, OH	AOT
K05DF	39854	Mapleton, OR	CCW
K03CQ	39855	Mapleton, OR	CCV
KRBB(FM)	39902	Wichita, KS	AJR
KHBZ(AM)	40143	Honolulu, HI	AGV
KDNN(FM)	40144	Honolulu, HI	AFX
KTOM-FM	40145	Marina, CA	BPU
WMRN(AM)	40169	Marion, OH	BEJ
WRXS(FM)	40170	Marion, OH	BEK
WONW(AM)	40710	Defiance, OH	BVG
WZOM(FM)	40711	Defiance, OH	BXT
WNDH(FM)	40713	Napoleon, OH	BUY
WLWD(FM)	40714	Columbus Grove, OH	BUN
KBFM(FM)	40777	Edinburg, TX	AFJ
KFMQ(FM)	40806	Gallup, NM	BHJ
KCCY(FM)	40847	Pueblo, CO	AFR
KDZA-FM	40848	Pueblo, CO	AFZ
KRVE(FM)	40866	Brusly, LA	AJU
KHTY(AM)	40868	Bakersfield, CA	BZY
WMXF(AM)	40979	Waynesville, NC	BLT
KESZ(FM)	40992	Phoenix, AZ	BOH
WQNS(FM)	41008	Waynesville, NC	BMI
WZTA(AM)	41067	Vero Beach, FL	AVO
WWWW-FM	41080	Ann Arbor, MI	AUR
WLBY(AM)	41081	Saline, MI	AQL
WQSS(FM)	41104	Camden, ME	BVS
WJTC(TV)	41210	Pensacola, FL	BKY
KASN(TV)	41212	Pine Bluff, AR	BGZ
WHYI-FM	41381	Fort Lauderdale, FL	BKQ
WBTP(FM)	41382	Clearwater, FL	BJV
KNFX-FM	41410	Bryan, TX	CDQ
KYYY(FM)	41424	Bismarck, ND	BBJ
KFYR(AM)	41426	Bismarck, ND	AXQ
WPEK(AM)	41565	Fairview, NC	BMD

WKCY-FM	41811	Harrisonburg, VA	APX
WKCY(AM)	41815	Harrisonburg, VA	APW
KDWB-FM	41967	Richfield, MN	BYH
WTSO(AM)	41973	Madison, WI	ATW
WZEE(FM)	41980	Madison, WI	AVK
WIBB(AM)	41989	Macon, GA	CBJ
WSAI(AM)	41994	Cincinnati, OH	CFB
KMCX-FM	42075	Ogallala, NE	AIK
KKDM(FM)	42108	Des Moines, IA	BHT
WFXN(AM)	43199	Moline, IL	BDF
KUUL(FM)	43208	East Moline, IL	BAX
WHLO(AM)	43858	Akron, OH	BTD
WKDD(FM)	43863	Canton, OH	BDR
WHOS(AM)	44023	Decatur, AL	API
WDRM(FM)	44024	Decatur, AL	ANY
WBHP(AM)	44025	Huntsville, AL	ANE
WWVA(AM)	44046	Wheeling, WV	AUQ
WOVK(FM)	44048	Wheeling, WV	ARM
WTOS-FM	46352	Skowhegan, ME	ATS
WPKX(FM)	46965	Enfield, CT	ARP
WKSP(FM)	46966	Aiken, SC	AQE
WPRW-FM	46967	Martinez, GA	ARR
WTKA(AM)	47116	Ann Arbor, MI	ATQ
WQKL(FM)	47117	Ann Arbor, MI	ARZ
WBLJ-FM	47286	Shamokin, PA	BJU
WYNK-FM	47402	Baton Rouge, LA	AVF
WPYR(AM)	47403	Baton Rouge, LA	ARS
KDMX(FM)	47739	Dallas, TX	AXF
WGAR-FM	47740	Cleveland, OH	BDG
WNCI(FM)	47741	Columbus, OH	BER
KZZP(FM)	47742	Mesa, AZ	BBL
WPOC(FM)	47747	Baltimore, MD	BEW
KHMX(FM)	47749	Houston, TX	AXU
KJR-FM	48385	Seattle, WA	CCM
KJR(AM)	48386	Seattle, WA	CCL
KUBE(FM)	48387	Seattle, WA	CCR
WBWZ(FM)	48615	New Paltz, NY	CAQ
WACT(AM)	48643	Tuscaloosa, AL	AMR
WRTR(FM)	48645	Brookwood, AL	ASM
WSDV(AM)	48671	Sarasota, FL	BFA
WCTQ(FM)	48672	Sarasota, FL	BCP
WSRZ-FM	48673	Coral Cove, FL	BFF
WSYR(AM)	48720	Syracuse, NY	BWS
WYYY(FM)	48725	Syracuse, NY	BXO
WBBS(FM)	48730	Fulton, NY	BCB
WCOH(AM)	48739	Newnan, GA	BCM
KSSK(AM)	48774	Honolulu, HI	AKC
KSSK-FM	48775	Waipahu, HI	AKD
KRZR(FM)	48776	Hanford, CA	AJX

KHGE(FM)	48777	Fresno, CA	AGW
KUCD(FM)	48778	Pearl City, HI	AKN
WHTU(FM)	48780	Newton, MS	BXM
KODJ(FM)	48916	Salt Lake City, UT	AZI
KKIX(FM)	48951	Fayetteville, AR	AHV
K272DQ	48954	Fayetteville, AR	AEY
KMXF(FM)	48955	Lowell, AR	AIR
KATZ-FM	48958	Alton, IL	AWS
KSLZ(FM)	48960	St. Louis, MO	BAE
KHOW(AM)	48962	Denver, CO	AXV
K269CL	48963	Evergreen, CO	AWH
WVKS(FM)	48964	Toledo, OH	BFN
KBCO(FM)	48966	Boulder, CO	AWU
KPTT(FM)	48967	Denver, CO	AZT
KATZ(AM)	48968	St. Louis, MO	AWR
K231AA	48969	Boulder, CO	AVV
WRKK(AM)	49265	Hughesville, PA	BMP
WBYL(FM)	49267	Salladasburg, PA	BJX
K07NJ	49617	Delta Junction, etc., AK	CCY
KTVF(TV)	49621	Fairbanks, AK	CCQ
K06LA	49626	Healy, etc. AK	CCX
KKCB(FM)	49686	Duluth, MN	BOP
WEBC(AM)	49689	Duluth, MN	BSF
KUTI(AM)	49722	Yakima, WA	BAW
KFFM(FM)	49723	Yakima, WA	AXN
KAGG(FM)	49944	Madisonville, TX	CDE
KVVS(FM)	49950	Rosamond, CA	BPG
WARF(AM)	49951	Akron, OH	AMX
WMAD(FM)	50055	Sauk City, WI	AQR
KOGA(AM)	50065	Ogallala, NE	AIY
KOGA-FM	50066	Ogallala, NE	AIZ
WXXR(FM)	50121	Fredericktown, OH	AUZ
WVKF(FM)	50150	Shadyside, OH	AUH
WAEV(FM)	50403	Savannah, GA	AMU
WSOK(AM)	50406	Savannah, GA	ATD
WQMF(FM)	50763	Jeffersonville, IN	BVQ
KOLW(FM)	51128	Basin City, WA	AJA
WGRB(AM)	51162	Chicago, IL	BZO
WGCI-FM	51165	Chicago, IL	BZN
WHO(AM)	51331	Des Moines, IA	BDK
KDRB(FM)	51332	Des Moines, IA	AXG
KOGO(AM)	51514	San Diego, CA	AZK
WTNT-FM	51590	Tallahassee, FL	BMZ
WNLS(AM)	51592	Tallahassee, FL	BLV
WCKY(AM)	51722	Cincinnati, OH	CEP
WOFX-FM	51725	Cincinnati, OH	CFA
WBFX(FM)	51727	Grand Rapids, MI	BRN
WTKG(AM)	51729	Grand Rapids, MI	BWV
K277AG	51844	Beaumont, TX	AEZ

KIYS(FM)	51855	Jonesboro, AR	AHN
WFLF(AM)	51970	Pine Hills, FL	BKJ
WFXJ(AM)	51973	Jacksonville, FL	BKL
WPLA(FM)	51974	Jacksonville, FL	BME
WJBT(FM)	51975	Callahan, FL	BMR
WINZ(AM)	51977	Miami, FL	BKS
WLVE(FM)	51978	Miami Beach, FL	BLN
WMGE(FM)	51979	Miami Beach, FL	BLO
WMGF(FM)	51981	Mount Dora, FL	BLP
WQTM(AM)	51982	Orlando, FL	BMJ
WBEX(AM)	52041	Chillicothe, OH	BCC
WLZT(FM)	52042	Chillicothe, OH	BUO
WLAN-FM	52259	Lancaster, PA	BLI
WLAN(AM)	52260	Lancaster, PA	BLH
WRAK-FM	52402	Bainbridge, GA	BVU
WMEQ-FM	52473	Menomonie, WI	AQW
WMEQ(AM)	52474	Menomonie, WI	AQV
WEAV(AM)	52806	Plattsburgh, NY	BSE
KVJM(FM)	52835	Hearne, TX	BIZ
KPOJ(AM)	53069	Portland, OR	AZR
WRKH(FM)	53142	Mobile, AL	BVX
WKSJ-FM	53145	Mobile, AL	BUG
KKZX(FM)	53146	Spokane, WA	AIC
KPTQ(AM)	53149	Spokane, WA	AJJ
WKSS(FM)	53384	Hartford-Meriden, CT	AQF
WERZ(FM)	53385	Exeter, NH	AOH
WGIN(AM)	53387	Rochester, NH	AOU
WQSO(FM)	53388	Rochester, NH	ASC
WTKS-FM	53457	Cocoa Beach, FL	BMW
WKR(AM)	53587	Louisville, KY	BUF
KNST(AM)	53589	Tucson, AZ	AIV
KRQQ(FM)	53591	Tucson, AZ	AJT
WLUE(FM)	53593	Louisville, KY	BLM
KWMT-FM	53594	Tucson, AZ	AKU
WKSL(FM)	53596	Burlington, NC	ASL
WDCG(FM)	53597	Durham, NC	ANV
KZCH(FM)	53599	Derby, KS	ALL
KTHR(FM)	53600	Wichita, KS	AKH
WVTK(FM)	53613	Port Henry, NY	AUL
KCSJ(AM)	53846	Pueblo, CO	BOB
KGHF(AM)	53850	Pueblo, CO	BOJ
WXKS(AM)	53964	Everett, MA	CCC
WXKS-FM	53965	Medford, MA	CCD
WRFF(FM)	53969	Philadelphia, PA	CBV
WRFX-FM	53970	Kannapolis, NC	ASH
WNUA(FM)	53971	Chicago, IL	BZR
WJMN(FM)	53972	Boston, MA	CBF
WISX(FM)	53973	Philadelphia, PA	CBD

WQUL(FM)	53978	West Frankfort, Il	BVT
WFRX(AM)	53979	West Frankfort, IL	BSO
KLDJ(FM)	53999	Duluth, MN	BOQ
WRBT(FM)	54019	Harrisburg, PA	BMM
KMJM(AM)	54164	Cedar Rapids, IA	AIL
WTVR-FM	54387	Richmond, VA	BWX
KMYT-TV	54420	Tulsa, OK	BIB
KQQL(FM)	54457	Anoka, CA	BZF
KTLK-FM	54458	Minneapolis, MN	BZI
WBIG-FM	54459	Washington, DC	CAP
KRDU(AM)	54559	Dinuba, CA	AJS
KSOF(FM)	54560	Dinuba, CA	AKB
WWBB(FM)	54568	Providence, RI	BND
WUSW(FM)	54611	Hattiesburg, MS	BXA
WFOR(AM)	54612	Hattiesburg, MS	BSN
KMFX(AM)	54624	Wabasha, MN	BOU
KMFX-FM	54635	Lake City, MN	BOV
WRNO-FM	54890	New Orleans, LA	BMQ
KKYS(FM)	54903	Bryan, TX	CDP
WHRK(FM)	54916	Memphis, TN	BTF
KRYS-FM	55162	Corpus Christi, TX	AJW
KMXR(FM)	55163	Corpus Christi, TX	AIT
KTOZ-FM	55164	Pleasant Hope, MO	BIT
KKTX(AM)	55166	Corpus Christi, TX	AHZ
WLTP(AM)	55182	Marietta, OH	BUM
WHRL(FM)	55490	Albany, NY	BTG
WKJK(AM)	55497	Louisville, KY	BUB
WLQT(FM)	55500	Kettering, OH	BEA
KWID(FM)	55503	Las Vegas, NV	BBB
KYYX(FM)	55680	Minot, ND	BQH
KCJB(AM)	55681	Minot, ND	BNZ
WGBT(FM)	55754	Eden, NC	BKM
WCKT(FM)	55755	Lehigh Acres, FL	BNJ
WBTT(FM)	55756	Naples Park, FL	BJW
WHYN(AM)	55757	Springfield, MA	BTK
WHYN-FM	55758	Springfield, MA	BTL
KGPE(TV)	56034	Fresno, CA	AVR
KIGN(FM)	56234	Burns, WY	AYB
WLTW(FM)	56571	New York, NY	CBK
KNFX(AM)	56811	Austin, MN	BPC
WRKD(AM)	57300	Rockland, ME	ASI
WMCM(FM)	57301	Rockland, ME	AQU
WCHO-FM	57354	Washington Court House, OH	BCK
WCHO(AM)	57355	Washington Ct. House, OH	BCJ
KCDA(FM)	57625	Post Falls, ID	AFS
KCAD(FM)	57740	Dickinson, ND	BNY
KZRX(FM)	57741	Dickinson, ND	BQL
WWHT(FM)	57842	Syracuse, NY	BXI
WAZR(FM)	57910	Woodstock, VA	BRI

WVRT(FM)	58313	Mill Hall, PA	AUK
WMJK(FM)	58344	Clyde, OH	BEG
KEBC(AM)	58388	Midwest City, OK	BHI
KXXY-FM	58389	Oklahoma City, OK	BJF
KTST(FM)	58390	Oklahoma City, OK	BIV
WTQR(FM)	58392	Winston-Salem, NC	BNA
WNOE-FM	58394	New Orleans, LA	BLW
WREC(AM)	58396	Memphis, TN	BVV
WEGR(FM)	58397	Arlington, VA	BSH
WHAL-FM	58399	Horn Lake, MS	BSY
KMYI(FM)	58821	San Diego, CA	AZF
WTZB(FM)	59127	Englewood, FL	BFL
WSGF(AM)	59248	Augusta, GA	ASV
WBBQ-FM	59249	Augusta, GA	ANB
WEKL(FM)	59250	Augusta, GA	APL
WACO-FM	59264	Waco, TX	AMQ
WMRN-FM	59282	Marion, OH	BCV
KMUV-LP	59362	Monterey, CA	BIA
WDVE(FM)	59588	Pittsburgh, PA	AOA
WRZX(FM)	59589	Indianapolis, IN	ASQ
WFBQ(FM)	59590	Indianapolis, IN	AOM
WNDE(AM)	59591	Indianapolis, IN	ARG
WJLB(FM)	59592	Detroit, MI	CBE
WNNF(FM)	59593	Cincinnati, OH	BFO
WMVX(FM)	59594	Cleveland, OH	CEZ
WTAM(AM)	59595	Cleveland, OH	CFC
WMXD(FM)	59596	Detroit, MI	CBM
WSIX-FM	59815	Nashville, TN	ASW
WJDX(AM)	59817	Jackson, MS	APR
WMYI(FM)	59818	Hendersonville, NC	ARD
WSSL-FM	59819	Gray Court, SC	ATF
WGVL(AM)	59821	Greenville, SC	APA
WMSI-FM	59822	Jackson, MS	ARB
WRVW(FM)	59824	Lebanon, TN	ASO
WHLH(FM)	59825	Jackson, MS	APG
WDTW-FM	59952	Detroit, MI	CAV
WHTZ(FM)	59953	Newark, NJ	CAY
KKGN(AM)	59957	Oakland, CA	BZE
KLAC(AM)	59958	Los Angeles, CA	BYZ
WBG(AM)	59960	Pittsburgh, PA	CAO
KFAN(AM)	59961	Minneapolis, MN	BYJ
KISQ(FM)	59964	San Francisco, CA	BYT
KNEW(AM)	59966	Oakland, CA	BZC
KEEY-FM	59967	St. Paul, MN	BYI
WWSW-FM	59968	Pittsburgh, PA	CCB
WDFN(AM)	59969	Detroit, MI	CAT
KISQ-FM3	59973	Concord, CA	BYV
WRUM(FM)	59976	Orlando, FL	BMS
KYLD(FM)	59989	San Francisco, CA	BZJ

KYLD-FM1	59990	Pleasanton, CA	BZK
KISQ-FM2	59993	Pleasanton, CA	BYU
KLFX(FM)	60090	Nolanville, TX	BHV
WXDX-FM	60153	Pittsburgh, PA	AUV
WRIT-FM	60233	Milwaukee, WI	BMO
KMXG(FM)	60359	Clinton, IA	AZD
WOC(AM)	60360	Davenport, IA	BET
WLLR-FM	60361	Davenport, IA	BDZ
KISC(FM)	60419	Spokane, WA	AHF
KQNT(AM)	60421	Spokane, WA	AJM
KIXZ-FM	60422	Opportunity, WA	AHM
WAMX(FM)	60450	Milton, WV	AMW
KGLX(FM)	60596	Gallup, NM	BHM
KQOL(FM)	60640	Vancouver, WA	AYD
WETM-TV	60653	Elmira, NY	AOJ
WAGH(FM)	60656	Smiths, AL	BRL
WZKF(FM)	60706	Salem, IN	BXQ
WYLD(AM)	60707	New Orleans, LA	BNH
WSTH-FM	60763	Alexander City, AL	BWO
WDAK(AM)	60764	Columbus, GA	BRZ
KIIZ-FM	60802	Killeen, TX	AHC
WCTH(FM)	60910	Plantation Key, FL	BKA
WJKX(FM)	61116	Ellisville, MS	BTR
WWLG(FM)	61142	Peachtree City, GA	BFQ
WTKX-FM	61243	Pensacola, FL	BMV
WTLY(FM)	61250	Thomasville, GA	BWW
WPAP-FM	61252	Panama City, FL	BMB
WFLF-FM	61262	Parker, FL	BKF
KSSN(FM)	61363	Little Rock, AR	BPQ
KZSN(FM)	61364	Hutchinson, KS	ALQ
KHLR(FM)	61366	Maumelle, AR	BOL
WKNN-FM	61367	Pascagoula, MS	BUE
WMJY(FM)	61368	Biloxi, MS	BUQ
KWNR(FM)	61527	Henderson, NV	BBE
KVET-FM	62048	Austin, TX	AKQ
WSPD(AM)	62187	Toledo, OH	BFE
WRVF(FM)	62188	Toledo, OH	BEZ
WIZE(AM)	62208	Springfield, OH	BDO
KKMY(FM)	62239	Orange, TX	AHX
WENN(FM)	62278	Hoover, AL	AOF
WLKE(FM)	62289	Bar Harbor, ME	BUK
KCOY-TV	63165	Santa Maria, CA	CCG
K44DN	63172	Paso Robles, CA	CDB
WBZY(FM)	63406	Bowdon, GA	BRR
WTSJ(AM)	63472	Randolph, VT	ATU
WCVR-FM	63473	Randolph, VT	ANR
W272AU	63474	Hanover Etc., NH	AME
WACL(FM)	63491	Elkton, VA	AMP
WRWC(FM)	63525	Ellenville, NY	BSL

WCTW(FM)	63527	Catskill, NY	BRX
WELG(AM)	63528	Ellenville, NY	BWG
WHUC(AM)	63531	Hudson, NY	BTJ
WZCR(FM)	63532	Hudson, NY	BXP
KOSY-FM	63536	Spanish Fork, UT	AZM
WCAO(AM)	63777	Baltimore, MD	BCH
KNRS(AM)	63818	Salt Lake City, UT	AZH
KZHT(FM)	63820	Salt Lake City, UT	BQI
KGMY(AM)	63886	Springfield, MO	BHN
KGBX-FM	63887	Nixa, MO	BHK
KOY(AM)	63914	Phoenix, AZ	CAA
WOKY(AM)	63917	Milwaukee, WI	BLY
KFYI(AM)	63918	Phoenix, AZ	BZV
WMIL-FM	63919	Waukesha, WI	BLR
WYCL(FM)	63931	Pensacola, FL	BNG
WFUS(FM)	63984	Gulfport, FL	BDD
WJJS(FM)	64082	Roanoke, VA	AVI
K232CV	64360	Ellensburg, WA	AVW
WWKZ(FM)	64364	Okolona, MS	BFR
KATS(FM)	64397	Yakima, WA	AWQ
KIT(AM)	64398	Yakima, WA	AYH
KDBL(FM)	64507	Toppenish, WA	AXD
KBKB-FM	64564	Fort Madison, IA	AWW
KBKB(AM)	64567	Fort Madison, IA	AWV
KTEX(FM)	64631	Brownsville, TX	AKF
WQBZ(FM)	64641	Fort Valley, GA	CBQ
WIBB-FM	64652	Fort Valley, GA	CAZ
WBWR(FM)	64716	Hilliard, OH	BCG
WRBV(FM)	65043	Warner Robins, GA	CBR
KABQ(AM)	65394	Albuquerque, NM	BGX
KGME(AM)	65480	Phoenix, AZ	BZX
KKSF(FM)	65484	San Francisco, CA	BYX
WKST-FM	65678	Pittsburgh, PA	AQG
WISN(AM)	65695	Milwaukee, WI	APO
WSRW(AM)	65700	Hillsboro, OH	BWM
WSRW-FM	65701	Hillsboro, OH	BWN
KSRY(FM)	66228	Tehachapi, CA	BPW
KTPI(AM)	66229	Mojave, CA	BPV
WSWR(FM)	66247	Shelby, OH	ATH
WDIZ(AM)	66666	Panama City, FL	BKC
WFSY(FM)	66667	Panama City, FL	BKK
WGSY(FM)	66668	Phenix City, AL	BSU
KIBT(FM)	66669	Fountain, CO	BXY
KFXR-FM	66816	Chinle, AZ	BOI
WZLD(FM)	66954	Petal, MS	BXS
KNCN(FM)	67186	Sinton, TX	AIU
KKLI(FM)	67187	Widefield, CO	AHW
WINR(AM)	67191	Binghamton, NY	CBB
WMIB(FM)	67193	Fort Lauderdale, FL	BLQ

WFKS(FM)	67243	Neptune Beach, FL	BKG
WNUS(FM)	67465	Belpre, OH	BVD
WMAN(AM)	67609	Mansfield, OH	AQT
WYHT(FM)	67611	Mansfield, OH	AVC
KSEN(AM)	67655	Shelby, MT	AJZ
KUSS(FM)	67664	Carlsbad, CA	BAV
WYKZ(FM)	67680	Beaufort, SC	AVD
WXEG(FM)	67689	Beavercreek, OH	BFS
KTSM-FM	67762	El Paso, TX	CEA
KHEY(AM)	67771	El Paso, TX	CDM
WKQQ(FM)	68206	Winchester, KY	BDU
WKKT(FM)	68207	Statesville, NC	AQA
WMXL(FM)	68208	Lexington, KY	BEO
WLAP(AM)	68209	Lexington, KY	BDW
KKCW(FM)	68210	Beaverton, OR	AYL
WLYT(FM)	68211	Hickory, NC	AQQ
K228BR	68292	Tulsa, OK	BGF
KTBZ(AM)	68293	Tulsa, OK	BIQ
KQLL-FM	68294	Owassa, OK	BIG
KZIN-FM	68295	Shelby, MT	ALN
WFAU(AM)	68296	Gardiner, ME	AOL
WABK-FM	68297	Gardiner, ME	AMO
WRVB(FM)	68306	Marietta, OH	BWD
KWFM(AM)	68316	Tucson, AZ	BPZ
WKMQ(AM)	68351	Tupelo, MS	AQB
WESE(FM)	68352	Baldwyn, MS	AOI
WTUP(AM)	68353	Tupelo, MS	ATX
WWZD-FM	68354	New Albany, MS	AUT
WTXT(FM)	68418	Fayette, AL	ATY
WLMT(TV)	68518	Memphis, TN	BLL
WJKT(TV)	68519	Jackson, TN	BKV
KZRR(FM)	68609	Albuquerque, NM	BJH
WKCG(FM)	68660	Augusta, ME	APV
WYNT(FM)	68681	Caledonia, OH	BXN
KTCL(FM)	68684	Fort Collins, CO	CFN
KCOL(AM)	68685	Wellington, CO	CFG
KPRR(FM)	68688	El Paso, TX	CDU
WKKV-FM	68758	Racine, WI	BLF
KEYW(FM)	68846	Pasco, WA	AGB
K45FW	68879	Price, UT	BGQ
K51BK-D	68882	Aurora, UT	BGT
K18FU-D	68887	Rural Beaver County, UT	BGE
KTVX(TV)	68889	Salt Lake City, UT	BIW
KIIX(AM)	68966	Fort Collins, CO	CFH
KPAW(FM)	68976	Fort Collins, CO	CFK
KKED(FM)	69120	Fairbanks, AK	AHT
KTMY(FM)	69555	Centerville, UT	BBI
WOWI(FM)	69558	Norfolk, VA	BVK

KTSM(AM)	69561	El Paso, TX	CDZ
WRFY-FM	69562	Reading, PA	BMN
KHEY-FM	69563	El Paso, TX	CDN
WRAW(AM)	69566	Reading, PA	BKZ
WDIA(AM)	69569	Memphis, TN	BSC
WKUS(FM)	69570	Norfolk, VA	BUI
WOAI-TV	69618	San Antonio, TX	CEH
KPTL(FM)	69635	Ankeny, IA	AZS
KXKT-FM1	69683	Omaha, NE	AKZ
KXKT(FM)	69686	Glenwood, IA	AKY
WLIT-FM	70042	Chicago, IL	BZQ
WBUL-FM	70192	Lexington, KY	BCF
WZBQ(FM)	70264	Carrollton, AL	AVJ
WCDG(FM)	70345	Moyock, NC	BRS
KCOL-FM	70443	Groves, TX	BHG
WHUB(AM)	70514	Cookeville, TN	BTI
WKBN(AM)	70519	Youngstown, OH	BDQ
WCKY-FM	70526	Tiffin, OH	BCL
WTTF(AM)	70527	Tiffin, OH	BFI
WSHZ(FM)	70635	Muskegon, MI	BWJ
WRWD-FM	70719	Highland, NY	CBS
WKCI(AM)	70862	Waynesboro, VA	BTV
WKFS(FM)	70866	Milford, OH	CEV
WASH(FM)	70933	Washington, DC	CAM
K13QK	70949	Virgin, UT	BGB
K11OO	70957	Pine Valley, UT	BFZ
KUWB-LP	70960	Bloomington, UT	BIY
K34CX	70970	Apple Valley, UT	BGM
K09SU	70973	Hildale, UT	BFY
K05BU	70974	Enterprise, UT	BFX
K31IS-D	70987	Toquerville, UT	BGA
K28EA	70995	Washington, UT	BGK
K69CT	70999	St. George, UT	BGV
WBVV(FM)	71214	Guntown, MS	BRQ
WCOS-FM	71290	Columbia, SC	ANP
WUBA(AM)	71315	Philadelphia, PA	CAR
WDAS-FM	71316	Philadelphia, PA	CAS
WQNQ(FM)	71341	Fletcher, NC	BMH
KQBW(FM)	71411	Omaha, NE	BIF
KSNE-FM	71525	Las Vegas, NV	BAF
WCVU(FM)	71594	Solana, FL	BCQ
KGVO(AM)	71751	Missoula, MT	AGU
KMPT(AM)	71754	East Missoula, MT	AIE
KYSS-FM	71759	Missoula, MT	ALI
KLTC(AM)	71870	Dickinson, ND	BOR
WHCN(FM)	72144	Hartford, CT	APC
WEGW(FM)	72173	Wheeling, WV	AOC
WHJY(FM)	72298	Providence, RI	APF
WGIC(FM)	72329	Cookeville, TN	BSS

WLND(FM)	72371	Signal Mountain, TN	AQI
WRXR-FM	72375	Rossville, GA	ASP
WPKF(FM)	72380	Poughkeepsie, NY	BVN
WYNF(AM)	72467	North Augusta, SC	AVE
KZBB(FM)	72715	Poteau, OK	ALJ
KZMY(FM)	72722	Bozeman, MT	ALP
WLLK-FM	72780	Somerset, KY	AQM
WSYR-TV	73113	Syracuse, NY	CEM
W07BA	73114	Syracuse-DeWitt, NY	CEJ
WHOF(FM)	73135	North Canton, OH	BTP
WMXY(FM)	73154	Youngstown, OH	BEP
WKIP(AM)	73163	Poughkeepsie, NY	BUA
WBBD(AM)	73192	Wheeling, WV	ANA
WKWK-FM	73193	Wheeling, WV	AQH
WMAG(FM)	73258	High Point, NC	AQS
WMJI(FM)	73268	Cleveland, OH	BEF
WMMS(FM)	73273	Cleveland, OH	BEH
WMZQ-FM	73305	Washington, DC	CBN
WBBG(FM)	73309	Niles, OH	BCA
WHNK(AM)	73353	Parkersburg, WV	BTE
WHAM-TV	73371	Rochester, NY	CEI
WDFM-LP	73389	Defiance, OH	BCU
WDFM-FM1	73391	Fort Wayne, IN	BCT
WDFM(FM)	73393	Defiance, OH	BCS
WMT(AM)	73593	Cedar Rapids, IA	BEL
WMT-FM	73594	Cedar Rapids, IA	BEM
WOOD(AM)	73604	Grand Rapids, MI	BVH
WOOD-FM	73605	Grand Rapids, MI	BVI
WBCT(FM)	73606	Grand Rapids, MI	BRK
WEBZ(FM)	73617	Mexico Beach, FL	BMC
KSNR(FM)	73625	Thief River Falls, MN	BAG
WLTQ(AM)	73874	Charleston, SC	BEC
WPYX(FM)	73911	Albany, NY	ART
WRDU(FM)	73936	Wilson, NC	ASF
WSNE-FM	74069	Taunton, MA	ATA
WEND(FM)	74074	Salisbury, NC	AOE
WSUS(FM)	74077	Franklin, NJ	BXV
WSUS-FM1	74078	Montague, Etc., NJ	BWQ
WRVA-FM	74125	Rocky Mount, NC	ASN
WUSQ-FM	74160	Winchester, VA	AUB
WBTJ(FM)	74168	Richmond, VA	ANI
WKSC-FM	74178	Chicago, IL	BZP
WWFG(FM)	74179	Ocean City, MD	AUM
WOBB(FM)	74182	Tifton, GA	BE
WIBT(FM)	74194	Shelby, NC	BKR
WDAE(AM)	74198	St. Petersburg, FL	BKB

Part 25- Satellite Communication

<u>FILE NUMBER</u>	<u>LEAD CALL</u>	<u>LICENSEE</u>
SES-T/C-20061212-02132	E050385	Central NY News, Inc.
SES-T/C-20061213-02165	E860028	Tennessee Radio Network
SES-T/C-20061213-02166	E970088	Oklahoma News Network
SES-T/C-20061213-02167	E000167	Kentucky News Network
SES-T/C-20061213-02171	E970404	Ackerley Broadcasting-Fresno, LLC
SES-T/C-20061213-02173	E050155	Ackerley Broadcasting Operations, LLC
SES-T/C-20061213-02174	E030135	Central NY News Inc.
SES-T/C-20061213-02178	E990193	Clear Channel Broadcasting, Inc.
SES-T/C-20061213-02180	E000731	Clear Channel Broadcasting Licenses, Inc.
SES-T/C-20061213-02182	E930291	Florida's Radio Network
SES-T/C-20061213-02183	E050143	Clear Channel Satellite Services
SES-T/C-20061213-02184	E010074	Clear Channel Satellite Services
SES-T/C-20061213-02186	E000329	Clear Channel Satellite Services

**Parts 90 and 101- Private Land Mobile Business Radio, Land Mobile Radiolocation and,
Private Point-to-Point Microwave Services**

<u>FILE NUMBER</u>	<u>LEAD CALL SIGN</u>	<u>LICENSEE</u>
0002827891	WPNA533	Ackerley Broadcasting Fresno, LLC
0002827909	WNEV891	Ackerley Broadcasting Operations, LLC
0002827914	KWL667	AMFM Radio Licenses, LLC
0002827920	WNTA609	AMFM Texas License Limited Partnership
0002827924	WQDE431	Capstar TX Limited Partnership
0002827930	WNZV879	Central NY News, Inc.
0002827937	WNTB669	Citicasters Licenses, L.P.
0002827941	WNEK351	Clear Channel Broadcasting Licenses, Inc.
0002827947	WPNU809	Jacor Broadcasting Corporation
0002829597	WPYI891	Clear Channel Communications
0002829605	WPYR723	Clear Channel Communications, Inc.
0002837200	WPQT821	AMFM Broadcasting, LLC

APPENDIX B

Licenses To Be Assigned to The Aloha Station Trust, LLC Pursuant to 47 C.F.R. § 73.3555

<u>CALL SIGN</u>	<u>FAC ID</u>	<u>CITY/STATE</u>	<u>BAL/H-20070619</u>
KFSO-FM	2099	Visalia, CA	ACG
KAVL(AM)	2318	Lancaster, CA	AHK
KTPI-FM	2320	Mojave, CA	AHL
KFMK(FM)	3222	Round Rock, TX	ACJ
KSJO(FM)	4117	San Jose, CA	AHM
KHKN(FM)	6819	Benton, AR	AFG
WALK(AM)	10136	East Patchogue, NY	ABU
WALK-FM	10137	Patchogue, NY	ABV
WHCY(FM)	11984	Blairstown, NJ	AFJ
WWDG(FM)	22134	Deruyter, NY	AFO
W252AC	25016	Syracuse-Camillus, NY	AFQ
WNNJ(AM)	25414	Newton, NJ	AFT
WMAX-FM	27471	Holland, MI	AFU
WEBL(FM)	29129	Warner Robins, GA	ACN
WFMD(AM)	31136	Frederick, MD	ACX
WFRE(FM)	31139	Frederick, MD	ACY
W288AB	31140	Braddock Heights, MD	AEV
KYRK(FM)	34528	Houma, LA	AJF
WSHE(AM)	36685	Columbus, GA	AFZ
WSYR-FM	40988	Gifford, FL	ADL
WCZR(FM)	41066	Vero Beach, FL	ADM
WZBL(FM)	41635	Vinton, VA	AND
WBFA(FM)	43093	Fort Mitchell, AL	ACO
WMKJ(FM)	46744	Mount Sterling, KY	ADP
WAKS(FM)	49952	Akron, OH	ADT
WJRR(FM)	51983	Cocoa Beach, FL	AJK
WGIP(AM)	53386	Exeter, NH	ADX
K265CA	53641	Albuquerque, NM	AIO
KTEG(FM)	53652	Santa Fe, NM	AHY
KCNL(FM)	54478	Sunnyvale, CA	AGI
WDKF(FM)	55501	Englewood, OH	AIA
WKRD-FM	60081	Shelbyville, KY	AGO
KBRQ(FM)	60805	Hillsboro, TX	AJR
KDFO-FM	64607	Delano, CA	AGS
KUFX-FM2	65413	Morgan Hill, CA	AIQ
KUFX-FM1	65414	Santa Cruz, CA	AIR
KUFX(FM)	65415	San Jose, CA	AIF
KABQ-FM	65704	Bosque Farms, NM	AJU
WPBH(FM)	67579	Port St. Joe, FL	ACR
WQOL-FM	67604	Vero Beach, FL	ADQ
WDSJ(FM)	67615	Greenville, OH	AIG

WROO(FM)	68760	Green Cove Springs, FL	AII
WSNZ(FM)	70331	Lynchburg, VA	AEN
WALC(FM)	72377	Charleston, SC	AIJ
WIBL(FM)	72468	Augusta, GA	AEP
WSNV(FM)	73956	Salem, VA	AEQ
WURH(FM)	74279	Waterbury, CT	AET
KUFX-FM3	136624	Pleasanton, CA	AIS

**Parts 90 and 101- Private Land Mobile Business Radio, Land Mobile Radiolocation and,
Private Point-to-Point Microwave Services**

<u>FILE NUMBER</u>	<u>CALL SIGN</u>	<u>PARENT STATION</u>	<u>LICENSEE</u>
0003074226	WNEZ416	WMAX-FM	Clear Channel Broadcasting Licenses, Inc.

APPENDIX C

Licenses That May Be Assigned To The Aloha Station Trust, LLC Pursuant To 47 C.F.R. § 73.3555

<u>CALL SIGN</u>	<u>FAC ID</u>	<u>CITY/STATE</u>	<u>BAL/H-20070619</u>
WZZW(AM)	506	Milton, WV	ACD
WISM-FM	1130	Altoona, WI	AIT
KLEN(FM)	5991	Cheyenne, WY	AHP
KRRZ(AM)	9679	Minot, ND	AEY
WIVT(TV)	11260	Binghamton, NY	AFI
WKRC-TV	11289	Cincinnati, OH	AFH
WXXA-TV	11970	Albany, NY	AJY
WDKZ(FM)	28167	Salisbury, MD	ACV
WLBW(FM)	28170	Fenwick Island, DE	ACW
WGUY(FM)	28685	Dexter, ME	AFV
WKEZ-FM	34351	Tavernier, FL	AJC
WKEY-FM	34354	Key West, FL	AJD
WBFN(AM)	37462	Battle Creek, MI	ADJ
WBUK(FM)	40172	Ottawa, OH	AHW
WHER (FM)	52618	Heidelberg, MS	AGF
WFZX(FM)	59505	Searsport, ME	AGN
WIRO(AM)	61685	Ironton, OH	AEI
WBKS(FM)	61686	Ironton, OH	AEJ
WHP-TV	72313	Harrisburg, PA	AJX
WZZW(AM)	506	Milton, WV	ACD
WISM-FM	1130	Altoona, WI	AIT
KLEN(FM)	5991	Cheyenne, WY	AHP
KRRZ(AM)	9679	Minot, ND	AFI
WIVT(TV)	11260	Binghamton, NY	AFI
WKRC-TV	11289	Cincinnati, OH	AFH
WXXA-TV	11970	Albany, NY	AJY
WDKZ(FM)	28167	Salisbury, MD	ACV
WLBW(FM)	28170	Fenwick Island, DE	ACW
WGUY(FM)	28685	Dexter, ME	AFV
WKEZ-FM	34351	Tavernier, FL	AJC
WKEY-FM	34354	Key West, FL	AJD
WBFN(AM)	37462	Battle Creek, MI	ADJ
WBUK(FM)	40172	Ottawa, OH	AHW
WHER (FM)	52618	Heidelberg, MS	AGF
WFZX(FM)	59505	Searsport, ME	AGN
WIRO(AM)	61685	Ironton, OH	AEI
WBKS(FM)	61686	Ironton, OH	AEJ
WLMT(TV)	68518	Memphis, TN	20080104ADO
WHP-TV	72313	Harrisburg, PA	AJX

**Parts 90 and 101- Private Land Mobile Business Radio, Land Mobile Radiolocation and,
Private Point-to-Point Microwave Services**

<u>FILE NUMBER</u>	<u>CALL SIGN</u>	<u>PARENT STATION</u>	<u>LICENSEE</u>
0003074196	WNZV879	WIVT(TV)	Central NY News, Inc.
0003074226	WPZF293	WHP-TV	Clear Channel Broadcasting Licenses, Inc.

**CONCURRING STATEMENT OF
COMMISSIONER MICHAEL J. COPPS**

Re: *In the Matter of Clear Channel Communications, Inc. and Thomas H. Lee, et al. for Consent to Transfer of Control of Ackerley Broadcasting Operations, LLC, et al.; and Clear Channel Communications, Inc. and Aloha Station Trust, LLC for Consent to Assignment of Licenses of Jacor Broadcasting Corp. et al.*

This case is a close call and one that I approach with decidedly mixed feelings. On the one hand, this transaction could lead to a measure of de-consolidation in the radio industry. Under the terms of this *Order*, the largest radio chain in the country will be divesting 42 radio stations in the top-100 markets. Although at this point we do not know who the purchasers will be, by definition they will be companies with far fewer stations than Clear Channel. At the same time, Clear Channel is in the process of selling many of its stations in smaller markets. So while the new company will remain a media giant—now re-focused on the largest markets—there are some potential public interest benefits to this deal.

But there is another side to this transaction, and it's one that concerns me greatly. I have repeatedly called for the Commission to examine the potential impact of private equity on our ability to ensure that broadcast licensees protect, serve and sustain the public interest. Unfortunately, that has not happened, and nothing in today's *Order* indicates that the Commission has had a change of heart. Instead, we once again close our eyes and pretend that nothing has changed—as if these new entities are no different than our traditional broadcast licensees. And there are those who accuse *me* of living in the past!

The Commission's lack of curiosity here is all the more troubling in light of the announcement last month by Standard & Poor's that when the transaction closes it will cut its ratings on Clear Channel two notches deeper into "junk" territory—and may cut them further—due to the subordination of existing debt to new bank debt. According to news reports, Moody's said it likely will downgrade the company to "junk" status as well when the deal closes. What is the market trying to tell us? How stable is the new company and what are the chances, given the jittery markets, that it could slip into bankruptcy? If it does, what impact would that have on its ability to serve the public interest? Clear Channel is not in the business of selling widgets; it is providing a vital public service that people depend on for emergency alerts and other important news and information. The American public has a vital interest in ensuring the financial stability of its broadcast licensees. The FCC, apparently, does not. There is no mention of last month's events in the *Order*.

I hope that the market's concerns about Clear Channel's financial condition prove misplaced. The broader point, however, remains. We must ask the hard questions now, before we dig ourselves in even deeper. If I had the ability to launch an FCC inquiry by dissenting to this transaction, I would. But I do not. Given the potential for some measure of de-consolidation, I reluctantly concur.

**STATEMENT OF
COMMISSIONER JONATHAN S. ADELSTEIN
APPROVE IN PART, CONCUR IN PART**

Re: In the Matter of Clear Channel Communications, Inc. and Thomas H. Lee, et al. for Consent to Transfer of Control of Ackerley Broadcasting Operations, LLC, et al.; and Clear Channel Communications, Inc. and Aloha Station Trust, LLC for Consent to Assignment of Licenses of Jacor Broadcasting Corp. et al.

Approval of this transaction will result in less consolidation in the radio industry. While I support this *Order* generally, I concur in part to highlight my concern regarding alleged anticompetitive practices with respect to advertising in the radio industry. I agree with the *Order's* conclusion that, in this case, Mt. Wilson has failed to establish a *prima facie* case that Clear Channel has engaged in specific anticompetitive sales practices. I am not convinced, though, that the Commission's inquiry should stop there.

As I have traveled throughout the country, small and minority broadcasters have complained about the dominance of major radio station groups and the use of their size and scope to increase their share of local advertising revenue. As the Commission's own examinations of the radio industry have repeated shown, a very limited number of stations command the lion share of advertising dollars in local markets across the country. Based on the Commission's 2003 and 2007 analyses of the radio industry, the largest station in each radio market has, on average, 46 percent of the market's total radio advertising revenue. The two largest stations in each market command 74 percent of the market's radio advertising revenue. These figures are troubling, especially in light of the fact that radio advertising rates have nearly doubled since 1996.

The claims alleged by Mt. Wilson, coupled with the state of the industry, raise broader issues regarding the health of the radio industry as whole, and the Commission should show greater concern.