

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
KBGG/KGGG/KHKI
DES MOINES, IOWA
KJJY - WEST DES MOINES, IOWA
KWQW - BOONE, IOWA
March 2011

EXHIBIT #4

Tabulation of Stations in Radio Market

AM Stations

KRNT	1350 kHz	Des Moines, Iowa
KXNO	1460 kHz	Des Moines, Iowa
* KBGG	1700 kHz	Des Moines, Iowa

Total AM Stations - 3

FM Stations

KDPS	Ch 201A	Des Moines, Iowa
KWDM	Ch 204A	West Des Moines, Iowa
KJMC	Ch 207C3	Des Moines, Iowa
KDFR	Ch 217C2	Des Moines, Iowa
* KJJY	Ch 223C2	West Des Moines, Iowa
KIOA	Ch 227C1	Des Moines, Iowa
* KGGG	Ch 235C0	Des Moines, Iowa
KNWM	Ch 241A	Madrid, Iowa
* KHKI	Ch 247C1	Des Moines, Iowa
* KWQW	Ch 252C2	Boone, Iowa
KDRB	Ch 262C	Des Moines, Iowa
KSTZ	Ch 273C	Des Moines, Iowa
KAZR	Ch 277C1	Pella, Iowa
KDLS-FM	Ch 288C3	Perry, Iowa
KPTL	Ch 292C3	Ankeny, Iowa

Total FM Station - 15

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 18

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

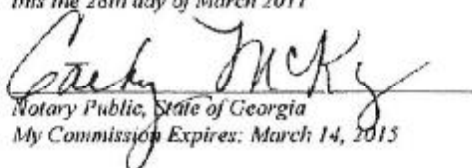
His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.


Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*


Notary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
SUSQUEHANNA RADIO CORP.
WJJK - NOBLESVILLE, INDIANA
WFMS - FISHERS, INDIANA
WRWM - LAWRENCE, INDIANA
RADIO LICENSE HOLDING CBC, LLC
WMDH-FM/WLTI - NEW CASTLE, INDIANA
WWKI - KOKOMO, INDIANA
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Media Inc. ("CMI") in connection with the proposed transfer of control of Citadel Broadcasting Corporation and its indirect licensee subsidiary, Radio License Holding CBC, LLC ("RLH"). CMI has an attributable interest in Susquehanna Radio Corp., the licensee of WJJK, Channel 283B, Noblesville, Indiana; WFMS¹, Channel 238B, Fishers, Indiana; and WRWM², Channel 230B1, Lawrence, Indiana. RLH is the licensee of WMDH-FM, Channel 273B, and WLTI, 1550 kHz, New Castle, Indiana and WWKI, Channel 263B, Kokomo, Indiana.

2. WJJK, WFMS and WRWM are each licensed to a community within a metro county in the Indianapolis, Indiana Arbitron Market. WMDH-FM is not licensed to the Muncie-Marion, Indiana Arbitron Market, but is considered home to that market. WLTI and WWKI are not located in a community in a metro county nor considered home to any Arbitron market. Therefore, this review will verify compliance of commonly owned stations in both a rated and non-rated market.

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- 1) WFMS has an application for station license pending to change its city of license to Fishers, Indiana (BLH-20101203ACD). Fishers, Indiana is in a metro county, so WFMS will continue to be a metro station in the Indianapolis Arbitron market.
- 2) WRWM has an application for station license pending to change its city of license to Lawrence, Indiana (BLH-20101203ABV). Lawrence, Indiana is in a metro county, so WRWM will continue to be a metro station in the Indianapolis Arbitron market.

INDIANAPOLIS, INDIANA ARBITRON/BIA MARKET REVIEW

3. As shown on Exhibit #1, there are forty-nine AM and FM (commercial and non-commercial) stations listed in the Indianapolis, Indiana Arbitron Market (Market #39). Upon consummation of the proposed transaction, CMI would control three FM stations in the market. The number of stations indicated falls in the forty-five or more stations tier of §73.3555(a)(1)(I) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, CMI will be in compliance in the rated Indianapolis, Indiana market.

MUNCIE - MARION, INDIANA ARBITRON/BIA MARKET REVIEW

4. As shown on Exhibit #2, there are nineteen AM and FM (commercial and non-commercial) stations listed in the Muncie-Marion, Indiana Arbitron Market (Market #218). Upon consummation of the proposed transaction, CMI would control one FM station in the market. The number of stations indicated falls in the fifteen to twenty-nine stations tier of §73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the rated Muncie-Marion, Indiana market.

CONTOUR OVERLAP MARKET

5. WMDH-FM is considered "home" to the Muncie-Marion market and WLTI is a non-metro station.³ Since they have contour overlap with other stations considered herein, a study has been conducted to verify that the ownership of this station, in conjunction with the other stations

3) As noted on Exhibit #3, WWKI does not have contour overlap with any subject station in the market.

considered herein, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations for the contour overlap analysis are shown on Exhibit #3. As noted, the locations of the city grade contour overlap create two distinct radio market requiring review. Market #1 consists of FM stations WFMS and WMDH-FM. Market #2 consists of FM station WMDH-FM and AM station WLTI. Pursuant to §73.555(a)(1)(iv), a market consisting of one FM and one AM station is in compliance with the Commission's rules. Therefore, Market #2 is in compliance with will not be addressed further herein.

6. The city grade contours of WMDH-FM and WFMS will be used to determine the number of other stations in the market to which the subject stations in the market will then be added to reach the total number of stations in or providing service to the market. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility to be controlled by CMI will be considered as a market contributor, unless it is a subject station in the radio market under study.

7. Exhibit #4 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the Radio Market #1 boundary. Exhibit #5 is a tabulation of the stations in Radio Market #1. A total of six stations are shown, including the two subject stations.⁴ The number of stations depicted falls in the fifteen or less stations tier of 73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly

4) There are additional stations, but they are not considered as the stations identified are sufficient to allow common control of the stations which will be commonly owned.

held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market.

8. RLH controls one FM station and one AM station in Radio Market #2. Since there is not same service overlap in this market, CMI will be in compliance with 73.3555(a)(1)(iv) of the Commission's rules in this non-rated Radio Market.

9. Based on the compliance shown in the rated market, the transfer of control is in compliance with the Commission's rules, with regard to the stations referenced above.

10. The foregoing technical statement was prepared on behalf of Cumulus Media Inc. by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media Access Pro, Version 4.5. BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.



FCC Geographic Market Definition for Indianapolis, IN

Call Letters	AM/FM	Freq	Station Type	Format	Home Market	Market Designation	Home Mkt Rank	Owner	City & State of License	County of License
WBDF	FM	90.9	NC	Variety	Indianapolis, IN	07/02/2003	39	Met School District of Wayne Twp	Indianapolis, IN	Marion
WBRI	AM	1500	C	Chris/Talk	Indianapolis, IN	07/02/2003	39	Wilkins Communications Network Inc	Indianapolis, IN	Marion
WCBK	FM	102.3	C	Country	Indianapolis, IN	07/02/2003	39	Mid-America Radio Group	Martinsville, IN	Morgan
WCJL	FM	90.9	NC	Cst/Edu/Tik	Indianapolis, IN	12/19/2005	39	Calvary Radio Network Inc (IN)	Morgantown, IN	Morgan
WEDJ	FM	107.1	C	SpnNws/Mc	Indianapolis, IN	07/02/2003	38	Continental Broadcast Group LLC	Danville, IN	Hendricks
WEDM	FM	91.1	NC	Variety	Indianapolis, IN	07/02/2003	39	Metropolitan School District of Warren	Indianapolis, IN	Marion
WFBC	FM	94.7	C	Cisc Rock	Indianapolis, IN	07/02/2003	39	Clear Channel Communications Inc	Indianapolis, IN	Marion
WFCI	FM	89.5	NC	Alternative	Indianapolis, IN	07/02/2003	39	Franklin College	Franklin, IN	Johnson
WFDI	FM	95.9	C	Talk	Indianapolis, IN	07/02/2003	39	Pilgrim Communications LLC	Franklin, IN	Johnson
WFMS	FM	95.5	C	Country	Indianapolis, IN	07/02/2003	39	p Cumulus Broadcasting Inc	Indianapolis, IN	Marion
WFNI	AM	1070	C	Sports	Indianapolis, IN	07/02/2003	39	Ermis Communications	Indianapolis, IN	Marion
WFYI	FM	90.1	NC	Nws/Tik/Cis	Indianapolis, IN	07/02/2003	39	Metropolitan Indianapolis Public Broadcasting Inc	Indianapolis, IN	Marion
WHHH	FM	96.3	C	Urban/HpHo	Indianapolis, IN	07/02/2003	39	Radio One Inc	Indianapolis, IN	Marion
WHJE	FM	91.3	NC	AAA/Alive	Indianapolis, IN	07/02/2003	39	Carmel/Clay School Corporation	Carmel, IN	Hamilton
WHZN	FM	88.3	NC	ChrisContem	Indianapolis, IN	10/09/2008	39	Horizon Christian Fellowship of Indianapolis Inc	New Whiteland, IN	Johnson
WIBC	FM	93.1	C	News/Talk	Indianapolis, IN	07/02/2003	39	Ermis Communications	Indianapolis, IN	Marion
WICR	FM	88.7	NC	Cisc/Jazz	Indianapolis, IN	07/02/2003	39	University of Indianapolis	Indianapolis, IN	Marion
WIRE	FM	91.1	NC	AC	Indianapolis, IN	07/02/2003	39	Hocsier Broadcasting Corp	Lebanon, IN	Boone
WITT	FM	91.9	NC	Variety	Indianapolis, IN	06/11/2008	39	Kids First Inc	Zionsville, IN	Boone
WJCF	FM	88.1	NC	ChrisContem	Indianapolis, IN	07/02/2003	39	Indiana Community Radio Corporation	Morrastown, IN	Shelby
WJCY	FM	91.5	NC	Cat/Edu/Tik	Indianapolis, IN	04/26/2006	39	Calvary Radio Network Inc (IN)	Cicero, IN	Hamilton
WJEL	FM	89.3	NC	Variety	Indianapolis, IN	07/02/2003	39	Metro School District of WashingtonTwp	Indianapolis, IN	Marion
WJJK	FM	104.5	C	Cisc Hits	Indianapolis, IN	07/02/2003	39	p Cumulus Broadcasting Inc	Noblesville, IN	Hamilton
WKLU	FM	101.9	NC	ChrisContem	Indianapolis, IN	07/02/2003	39	Educational Media Foundation	Brownsburg, IN	Hendricks
WLHK	FM	97.1	C	Country	Indianapolis, IN	07/02/2003	39	Ermis Communications	Shelbyville, IN	Shelby
WMYJ	AM	1540	C	Softn Gspel	Indianapolis, IN	07/02/2003	39	Mid-America Radio Group	Martinsville, IN	Morgan
WNDE	AM	1260	C	Sports	Indianapolis, IN	07/02/2003	39	Clear Channel Communications Inc	Indianapolis, IN	Marion
WNCU	FM	100.9	C	CHR	Indianapolis, IN	07/02/2003	39	Radio One Inc	Speedway, IN	Marion
WNTR	FM	107.9	C	Adult Hits	Indianapolis, IN	07/02/2003	39	Entercom	Indianapolis, IN	Marion
WNYS	AM	1590	C	Mexican	Indianapolis, IN	07/02/2003	39	Davidson Media Group LLC	Indianapolis, IN	Marion
WRDZ	FM	98.3	C	Top 40	Indianapolis, IN	07/02/2003	39	ABC/Disney	Beech Grove, IN	Marion
WRFM	FM	89.1	NC	Religion	Indianapolis, IN	11/20/2008	39	Hocsier Public Radio Corporation	Plainfield, IN	Hendricks
WRRT	FM	91.5	NC	Variety	Indianapolis, IN	07/02/2003	39	Franklin Township Community School	Wilkinson, IN	Hancock

C - Commercial Station; *NC* - Non Commercial Station

p indicates pending sale to owner listed

EXHIBIT #1



FCC Geographic Market Definition for Indianapolis, IN

Call Letters	AM/FM	Freq	Type	Station	Format	Home Market	Market Designn Date	Home Rank	Owner	City & State of License	County of License
WRGF	FM	89.7	NC	New Rock		Indianapolis, IN	07/02/2003	39	Greenfield Central Community School	Greenfield, IN	Hancock
WR/WM	FM	93.9	C	CHR		Indianapolis, IN	07/02/2003	39	p Cumulus Broadcasting Inc	Fishers, IN	Hamilton
WRZX	FM	103.3	C	Alternative		Indianapolis, IN	07/02/2003	39	Clear Channel Communications Inc	Indianapolis, IN	Marion
WSHM	FM	99.1	NC	Religion		Indianapolis, IN	12/23/2006	39	Hoosier Broadcasting Corp	Cloverdale, IN	Putnam
WSRC	FM	0.0	NC	Religion			03/21/2006	0	Calvary Chapel of Crawfordsville		
WSVX	AM	1520	C	AC		Indianapolis, IN	07/02/2003	39	3 Towers Broadcasting Company, LLC	Shelbyville, IN	Shelby
WSYW	AM	810	C	Span/Oldes		Indianapolis, IN	07/02/2003	39	Continental Broadcast Group LLC	Indianapolis, IN	Marion
WTLC	AM	1310	C	Black Gosl		Indianapolis, IN	07/02/2003	39	Radio One Inc	Indianapolis, IN	Marion
WTLG	FM	106.7	C	Urban/AC		Indianapolis, IN	07/02/2003	39	Radio One Inc	Greenwood, IN	Johnson
WTTS	FM	92.3	C	AAA		Indianapolis, IN	07/02/2003	39	Sarkes Tazlian Inc	Bloomington, IN	Monroe
WWDL	FM	91.3	NC	ChrisContem		Indianapolis, IN	07/01/2010	39	Horizon Christian Fellowship of Indianapolis Inc	Plainfield, IN	Hendricks
WXLW	AM	950	C	Sports		Indianapolis, IN	07/02/2003	39	Creative Data Management, Inc	Indianapolis, IN	Marion
WXNT	AM	1430	C	News/Talk		Indianapolis, IN	07/02/2003	39	Entercom	Indianapolis, IN	Marion
WYGB	FM	100.3	C	Country		Indianapolis, IN	07/02/2003	39	Reising Radio Partners	Edinburgh, IN	Johnson
WYXB	FM	105.7	C	Soft AC		Indianapolis, IN	07/02/2003	39	Emmis Communications	Indianapolis, IN	Marion
WZPL	FM	99.5	C	Adult CHR		Indianapolis, IN	07/02/2003	39	Entercom	Greenfield, IN	Hancock

Number of Stations in Geographic Market 49

Previous Stations in Geographic Market

"C" - Commercial Station, "NC" - Non Commercial Station

"p" indicates pending sale to owner listed



FCC Geographic Market Definition for Muncie-Marion, IN

Call Letters	AM/FM	Freq	Type	Station	Format	Home Market	Market Designation	Home Rank	Owner	City & State of License	County of License
WBAT	AM	1400	C	Nws/Tk/Spt	Muncie-Marion, IN		07/02/2003	218	Vox Media Corporation	Marion, IN	Grant
WBST	FM	92.1	NC	Cisc/News	Muncie-Marion, IN		07/02/2003	218	Ball State University	Muncie, IN	Delaware
WBSW	FM	90.9	NC	Cisc/News	Muncie-Marion, IN		07/02/2003	218	Ball State University	Marion, IN	Grant
WCJC	FM	99.3	C	Country	Muncie-Marion, IN		07/02/2003	218	Vox Media Corporation	Van Buren, IN	Grant
WERK	FM	104.9	C	Oldies	Muncie-Marion, IN		07/02/2003	218	Backyard Broadcasting	Muncie, IN	Delaware
WHCI	FM	88.1	NC	DARK	Muncie-Marion, IN		07/02/2003	218	Blackford County School Corp	Hartford City, IN	Blackford
WHUZ	FM	0.0	NC	Religion	Muncie-Marion, IN			218	Hoosier Public Radio Corporation		
WJCO	FM	91.3	NC	Cst/Edu/Tk	Muncie-Marion, IN		05/02/2005	218	Calvary Radio Network Inc (IN)	Montpelier, IN	Blackford
WKOW	FM	88.3	NC	ChisContem	Muncie-Marion, IN		03/11/2005	218	Educational Media Foundation	Muncie, IN	Delaware
WLBC	FM	104.1	C	Hot AC	Muncie-Marion, IN		07/02/2003	218	Backyard Broadcasting	Muncie, IN	Delaware
WMDH	FM	102.5	C	Country	Muncie-Marion, IN		07/02/2003	218	Classical Broadcasting Company	New Castle, IN	Henry
WMRI	AM	850	C	Sports	Muncie-Marion, IN		07/02/2003	218	Vox Media Corporation	Marion, IN	Grant
WNXQ	FM	93.5	C	Cisc Rock	Muncie-Marion, IN		07/02/2003	218	Backyard Broadcasting	Hartford City, IN	Blackford
WRFM	AM	990	C	Gospel	Muncie-Marion, IN		07/02/2003	218	Indiana Community Radio Corporation	Muncie, IN	Delaware
WTUR	FM	89.7	NC	ChisContem	Muncie-Marion, IN		07/02/2003	218	Taylor University Inc	Upland, IN	Grant
WWDS	FM	90.5	NC	DARK	Muncie-Marion, IN		07/02/2003	218	Delaware Community School Corp	Muncie, IN	Delaware
WWPH	FM	91.3	NC	Cisc/News	Muncie-Marion, IN		07/02/2003	218	Ball State University	Muncie, IN	Delaware
WXPB	AM	1340	C	Spts/Talk	Muncie-Marion, IN		07/02/2003	218	Backyard Broadcasting	Muncie, IN	Delaware
WXXC	FM	106.9	C	Cisc Hits	Muncie-Marion, IN		07/02/2003	218	Vox Media Corporation	Marion, IN	Grant

Number of Stations in Geographic Market 19

Previous Stations in Geographic Market

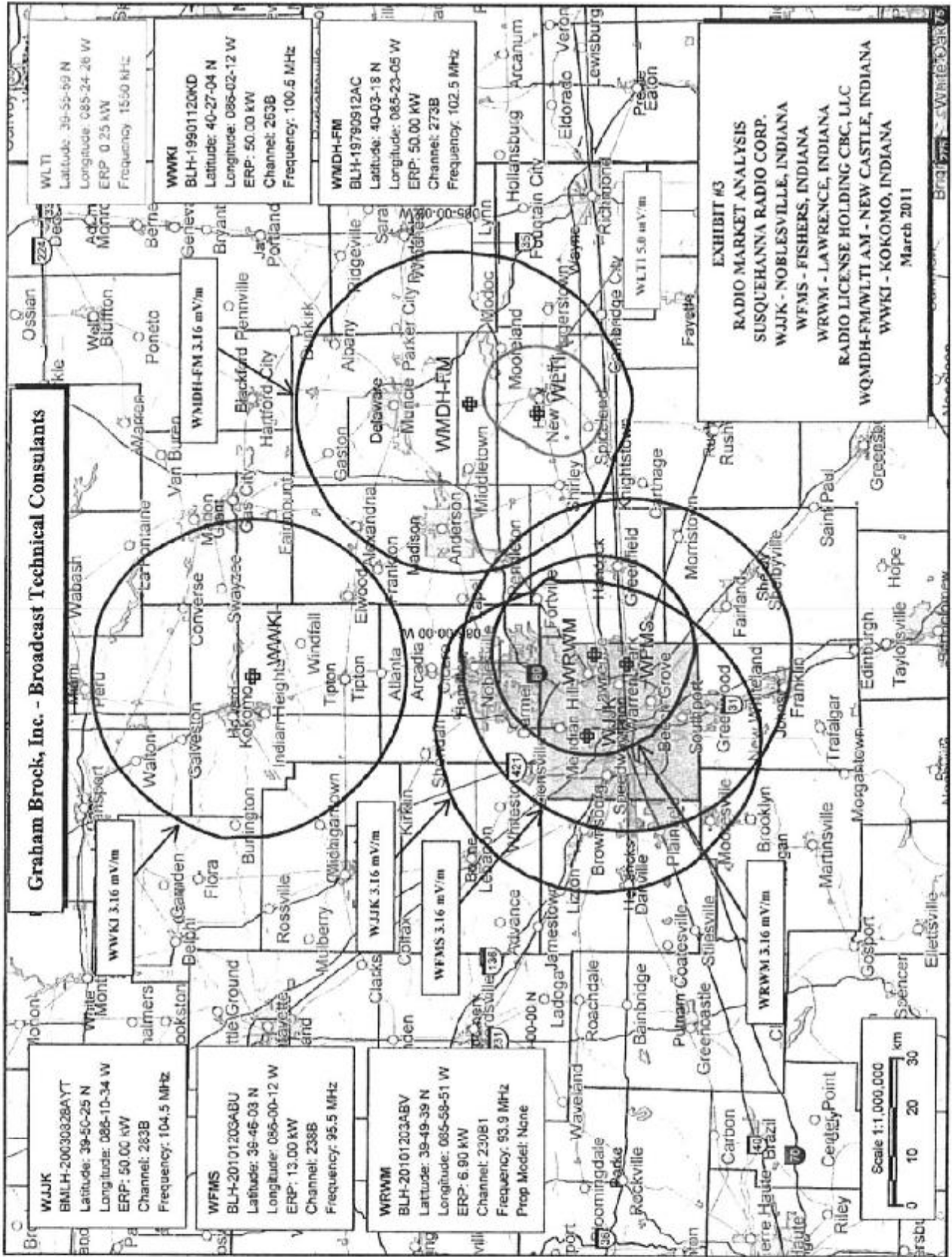
"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

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EXHIBIT #2



Graham Brock, Inc. - Broadcast Technical Consultants

WJJK
 BMLH-20030328AYT
 Latitude: 39-50-25 N
 Longitude: 086-10-34 W
 ERP: 50.00 kW
 Channel: 283B
 Frequency: 104.5 MHz

WFMH-FM
 BLH-20101203ABU
 Latitude: 39-46-03 N
 Longitude: 085-00-12 W
 ERP: 13.00 kW
 Channel: 238B
 Frequency: 95.5 MHz

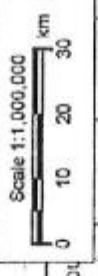
WRWM
 BLH-20101203ABV
 Latitude: 39-49-39 N
 Longitude: 085-58-51 W
 ERP: 6.90 kW
 Channel: 230B1
 Frequency: 93.9 MHz
 Prop Model: None

WTKI
 BLH-19901120KDK
 Latitude: 40-27-04 N
 Longitude: 085-02-12 W
 ERP: 50.00 kW
 Channel: 253B
 Frequency: 100.5 MHz

WMDH-FM
 BLH-19790912AC
 Latitude: 40-03-18 N
 Longitude: 085-23-05 W
 ERP: 50.00 kW
 Channel: 273B
 Frequency: 102.5 MHz

WMDH-FM
 BLH-19790912AC
 Latitude: 40-03-18 N
 Longitude: 085-23-05 W
 ERP: 50.00 kW
 Channel: 273B
 Frequency: 102.5 MHz

EXHIBIT #3
RADIO MARKET ANALYSIS
 SUSQUEHANNA RADIO CORP.
 WJJK - NOBLESVILLE, INDIANA
 WFMH - FISHERS, INDIANA
 WRWM - LAWRENCE, INDIANA
 RADIO LICENSE HOLDING CBC, LLC
 WQMDH-FM/WLTI AM - NEW CASTLE, INDIANA
 WTKI - KOKOMO, INDIANA
 March 2011



Graham Brock, Inc. - Broadcast Technical Consultants

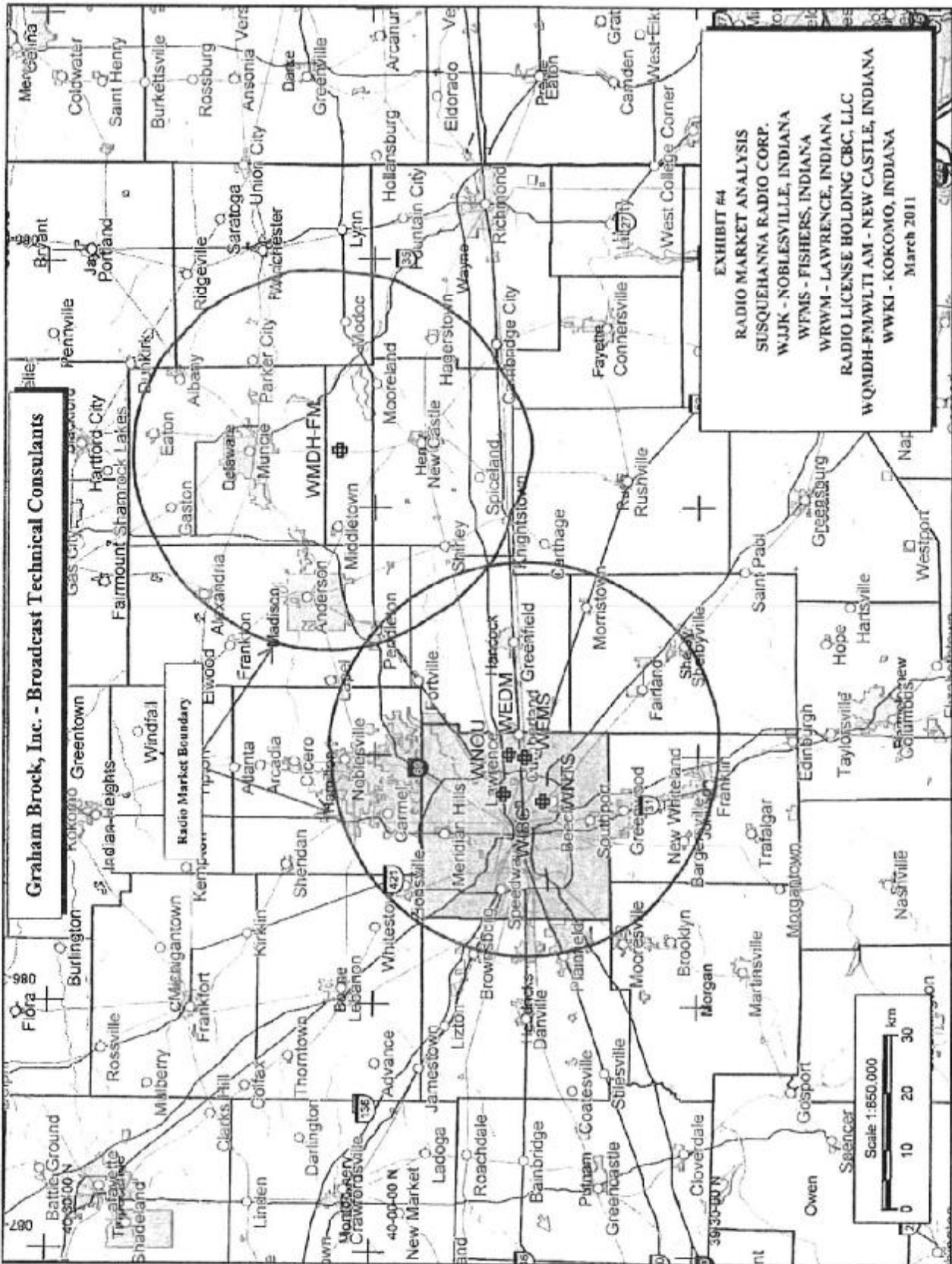


EXHIBIT #4
RADIO MARKET ANALYSIS
SUSQUEHANNA RADIO CORP.
WJJK - NOBLESVILLE, INDIANA
WFMS - FISHERS, INDIANA
WRWM - LAWRENCE, INDIANA
RADIO LICENSE HOLDING CBC, LLC
WQMDH-FM/WLTI AM - NEW CASTLE, INDIANA
WWKI - KOKOMO, INDIANA
March 2011

RADIO MARKET ANALYSIS
SUSQUEHANNA RADIO CORP.
WJJK - NOBLESVILLE, INDIANA
WFMS - FISHERS, INDIANA
WRWM - LAWRENCE, INDIANA
RADIO LICENSE HOLDING CBC, LLC
WMDH-FM/WLTI - NEW CASTLE, INDIANA
WWKI - KOKOMO, INDIANA
March 2011

EXHIBIT #5

Tabulation of Stations in Radio Market

AM Stations

WNTS 1590 kHz Beech Grove, Indiana

Total AM Stations - 1

FM Stations

* WMDH-FM Ch 273B New Castle, Indiana
* WFMS Ch 238B Fishers, Indiana
WEDM Ch 216A Indianapolis, Indiana
WIBC Ch 226B Indianapolis, Indiana
WNOU Ch 265A Speedway, Indiana

Total FM Stations - 5

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 6

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

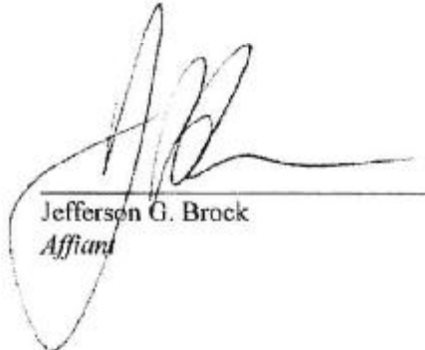
*State of Georgia)
St. Simons Island) ss:
County of Glynn)*

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

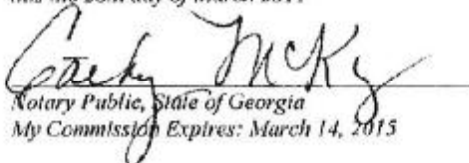
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



Notary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
KAAY/KARN/KPZK/KURB
LITTLE ROCK, ARKANSAS
KARN-FM - SHERIDAN, ARKANSAS
KIPR - PINE BLUFF, ARKANSAS
KLAL - WRIGHTSVILLE, ARKANSAS
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Media Inc. in connection with the proposed transfer of control of Citadel Broadcasting Corporation and its indirect licensee subsidiary, Radio License Holding CBC, LLC ("RLH"). RLH is the licensee of KARN, 920 kHz, KPZK, 1250 kHz, KAAY, 1090 kHz and KURB, Channel 253C, Little Rock, Arkansas; KARN-FM, Channel 275C2, Sheridan, Arkansas; KIPR, Channel 222C1, Pine Bluff, Arkansas; and KLAL, Channel 299C1, Wrightsville, Arkansas. KARN, KPZK, KAAY, KURB, and KLAL are each licensed to a community in a metro county in the Little Rock, Arkansas Arbitron Market. Neither KIPR nor KARN-FM is licensed to a community in a metro county in the market, but each is considered "home" to the Little Rock market. Therefore, a study to verify compliance of commonly owned stations in both a rated market and non-rated market is needed.

LITTLE ROCK, ARKANSAS ARBITRON/BIA MARKET REVIEW

2. As shown on Exhibit #1, there are thirty-seven AM and FM (commercial and non-commercial) stations listed in the Little Rock, Arkansas Arbitron Market (Market #85). RLH controls four FM stations and three AM stations in the market. The number of stations

falls in the thirty to forty-four stations tier of §73.3555(a)(1)(ii) of the Commission's rules. At this level, common ownership or control of up to seven stations, with no more than four in the same service, is permissible. Therefore, RLH is in compliance in the rated Little Rock, Arkansas market.

CONTOUR OVERLAP MARKET

3. Since KIPR and KARN-FM are considered "home" to the Little Rock market and have contour overlap with the other stations in the market, a study has been conducted to verify that the control of these stations, in conjunction with the other stations noted herein, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations are shown on Exhibit #2. The KURB and KARN-FM contours will be used to determine the number of other stations in the market to which the subject stations in the market will then be added to reach the total number of stations in or providing service to the market. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility controlled by RLH will be considered as a market contributor, unless it is a subject station in the radio market under study.

4. Exhibit #3 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the KURB/KARN-FM Radio Market, which depicts twenty-four contributing stations. Exhibit #4 is a tabulation of the stations in the Radio Market. A total of thirty-one stations are shown, including the seven subject stations.¹ The number of stations indicated falls in

1) There are additional stations, but they are not considered as the stations identified are sufficient to allow common control of the stations which will be commonly owned.



FCC Geographic Market Definition for Little Rock, AR

Call Letters	AM/FM	Type	Station	Format	Home Market	Market Designator	Home Mkt Rank	Date	Owner	City & State of License	County of License
KAAY	AM	1090 C	C	Religion	Little Rock, AR	07/02/2003	85	07/02/2003	Citadel Broadcasting Company	Little Rock, AR	Pulaski
KABF	FM	88.3 NC	NC	Variety	Little Rock, AR	07/02/2003	85	07/02/2003	Arkansas Broadcasting Foundation Inc	Little Rock, AR	Pulaski
KABZ	FM	103.7 C	C	Talk	Little Rock, AR	07/02/2003	95	07/02/2003	Signal Media	Little Rock, AR	Pulaski
KARN	AM	920 C	C	Sports	Little Rock, AR	07/02/2003	95	07/02/2003	Citadel Broadcasting Company	Little Rock, AR	Pulaski
KARN	FM	102.9 C	C	News/Talk	Little Rock, AR	07/02/2003	95	07/02/2003	Citadel Broadcasting Company	Little Rock, AR	Pulaski
KASR	FM	92.7 C	C	Sports	Little Rock, AR	07/02/2003	95	07/02/2003	Creative Media Inc	Sheridan, AR	Grant
KCNY	FM	107.1 C	C	Country	Little Rock, AR	07/02/2003	85	07/02/2003	Crain Media Group LLC	Vionia, AR	Faulkner
KDIS	FM	99.5 C	C	Family Hits	Little Rock, AR	07/02/2003	85	07/02/2003	ABC/Disney	Greenbrier, AR	Faulkner
KDJE	FM	100.3 C	C	Rock	Little Rock, AR	07/02/2003	95	07/02/2003	Clear Channel Communications Inc	Little Rock, AR	Pulaski
KDXE	AM	1380 C	C	Spanish	Little Rock, AR	07/02/2003	85	07/02/2003	p N C Communications LLC	Jacksonville, AR	Pulaski
KEWI	AM	650 C	C	AdStd/News	Little Rock, AR	07/02/2003	85	07/02/2003	Landers Broadcasting Co Inc	North Little Rock, AR	Pulaski
KHDH	FM	93.1 NC	NC	Variety	Little Rock, AR	07/02/2003	85	07/02/2003	Hendrix College	Benton, AR	Saline
KHKN	FM	94.9 C	C	Adult Hits	Little Rock, AR	07/02/2003	85	07/02/2003	Clear Channel Communications Inc	Conway, AR	Faulkner
KHLR	FM	106.7 C	C	Gospel	Little Rock, AR	07/02/2003	85	07/02/2003	Alpha Station Trust LLC	Maumelle, AR	Pulaski
KHTE	FM	95.5 C	C	Adult CHR	Little Rock, AR	07/02/2003	85	07/02/2003	Crain Media Group LLC	Benton, AR	Saline
KIPR	FM	92.3 C	C	Urban	Little Rock, AR	07/02/2003	85	07/02/2003	Citadel Broadcasting Company	England, AR	Lonoke
KJBN	AM	1050 C	C	Chr'sContem	Little Rock, AR	07/02/2003	85	07/02/2003	Joshua Ministries	Pine Bluff, AR	Jefferson
KKPT	FM	94.1 C	C	Cisc Rock	Little Rock, AR	07/02/2003	35	07/02/2003	Signal Media	Little Rock, AR	Pulaski
KKSP	FM	93.3 C	C	Rock	Little Rock, AR	07/02/2003	85	07/02/2003	Crain Media Group LLC	Little Rock, AR	Pulaski
KLAL	FM	107.7 C	C	Top 40	Little Rock, AR	07/02/2003	85	07/02/2003	Citadel Broadcasting Company	Bryant, AR	Saline
KLRE	FM	90.5 NC	NC	Classical	Little Rock, AR	07/02/2003	35	07/02/2003	University of Arkansas	Wrightsville, AR	Pulaski
KMAJ	FM	105.1 C	C	Country	Little Rock, AR	07/02/2003	85	07/02/2003	Clear Channel Communications Inc	Little Rock, AR	Pulaski
KMTL	AM	760 C	C	Gospel	Little Rock, AR	07/02/2003	85	07/02/2003	Domerese, George	Conway, AR	Faulkner
KOKY	FM	102.1 C	C	Urban AC	Little Rock, AR	07/02/2003	85	07/02/2003	The Last Bastion Station Trust LLC	Sherwood, AR	Pulaski
KOLL	FM	106.3 C	C	AC	Little Rock, AR	07/02/2003	85	07/02/2003	Crain Media Group LLC	Sherwood, AR	Pulaski
KPZK	FM	102.5 C	C	Gospel	Little Rock, AR	07/02/2003	85	07/02/2003	The Last Bastion Station Trust LLC	Lonoke, AR	Lonoke
KPZK	AM	1250 C	C	Gospel	Little Rock, AR	07/02/2003	85	07/02/2003	Citadel Broadcasting Company	Cabot, AR	Lonoke
KSSN	FM	95.7 C	C	Country	Little Rock, AR	07/02/2003	85	07/02/2003	Clear Channel Communications Inc	Little Rock, AR	Pulaski
KTUV	AM	1440 C	C	Mexcn/Warty	Little Rock, AR	07/02/2003	85	07/02/2003	Brach Broadcasting Corporation	Little Rock, AR	Pulaski
KUAR	FM	89.1 NC	NC	Nws/Tik/Inf	Little Rock, AR	07/02/2003	85	07/02/2003	University of Arkansas	Little Rock, AR	Pulaski
KUCA	FM	91.3 NC	NC	Top 40	Little Rock, AR	07/02/2003	85	07/02/2003	University of Arkansas	Conway, AR	Faulkner
KURB	FM	98.5 C	C	Hot AC	Little Rock, AR	07/02/2003	85	07/02/2003	Citadel Broadcasting Company	Little Rock, AR	Pulaski
KVDW	AM	1530 C	C	Gosp/Talk	Little Rock, AR	07/02/2003	85	07/02/2003	Wells Broadcasting Inc	England, AR	Lonoke

"p" indicates pending sale to owner listed

"C" - Commercial Station; "NC" - Non Commercial Station

EXHIBIT #1

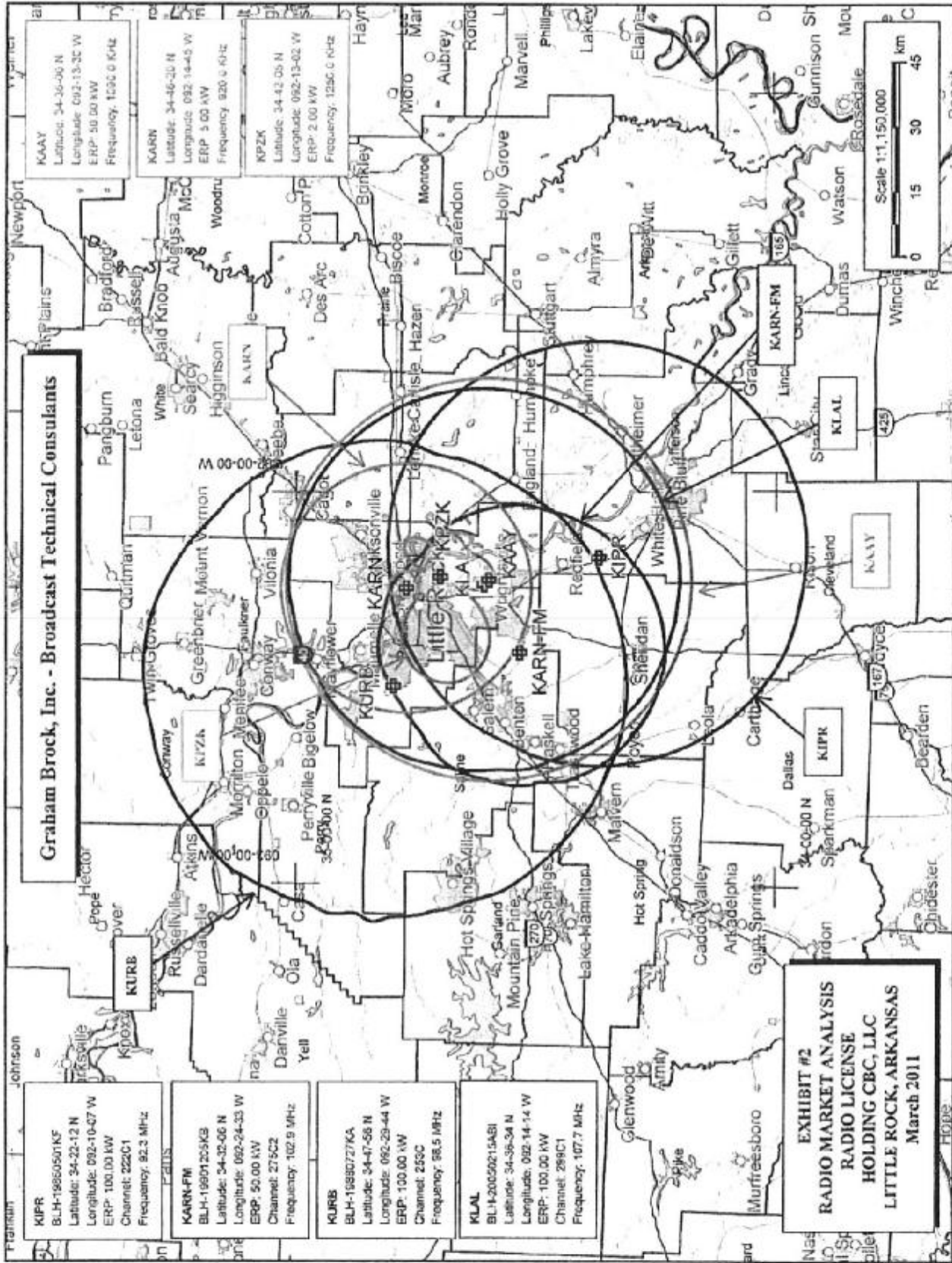


FCC Geographic Market Definition for Little Rock, AR

Call Letters	AM/FM	Type	Station Freq	Format	Home Market	Market		City & State of License	County of License
						Designn Date	Home Mkt Rank		
KVLO	FM	101.7 C	Gospel	Little Rock, AR	07/02/2003	85	The Last Beatnik Station Trust LLC	Humnoke, AR	Lonoke
KWLR	FM	95.9 NC	ChrisContem	Little Rock, AR	07/02/2003	85	Flinn Broadcasting Corporation	Maumelle, AR	Pulaski
KZTD	AM	1350 C	Span/Sprts	Little Rock, AR	07/02/2003	85	p Carrera, Emanuel	Cabot, AR	Lonoke
KZTS	FM	101.1 C	Urban	Little Rock, AR	07/02/2003	85	Flinn Broadcasting Corporation	Cammack Village, AR	Pulaski
Number of Stations in Geographic Market 37									
<u>Previous Stations in Geographic Market</u>									
KLRG	AM	880 C	Talk/Gosp		10/27/2008	0	Wagewood Advertising Group Inc	Shendan, AR	Grant

C - Commercial Station; *NC* - Non Commercial Station *p* indicates pending sale to owner listed

Graham Brock, Inc. - Broadcast Technical Consultants



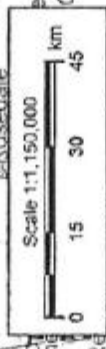
KIPR
 BLH-198501KFS
 Latitude: 34-22-12 N
 Longitude: 092-10-07 W
 ERP: 100.00 kW
 Channel: 222C1
 Frequency: 92.3 MHz

KARN-FM
 BLH-1990125K93
 Latitude: 34-32-06 N
 Longitude: 092-24-33 W
 ERP: 50.00 kW
 Channel: 275C2
 Frequency: 102.9 MHz

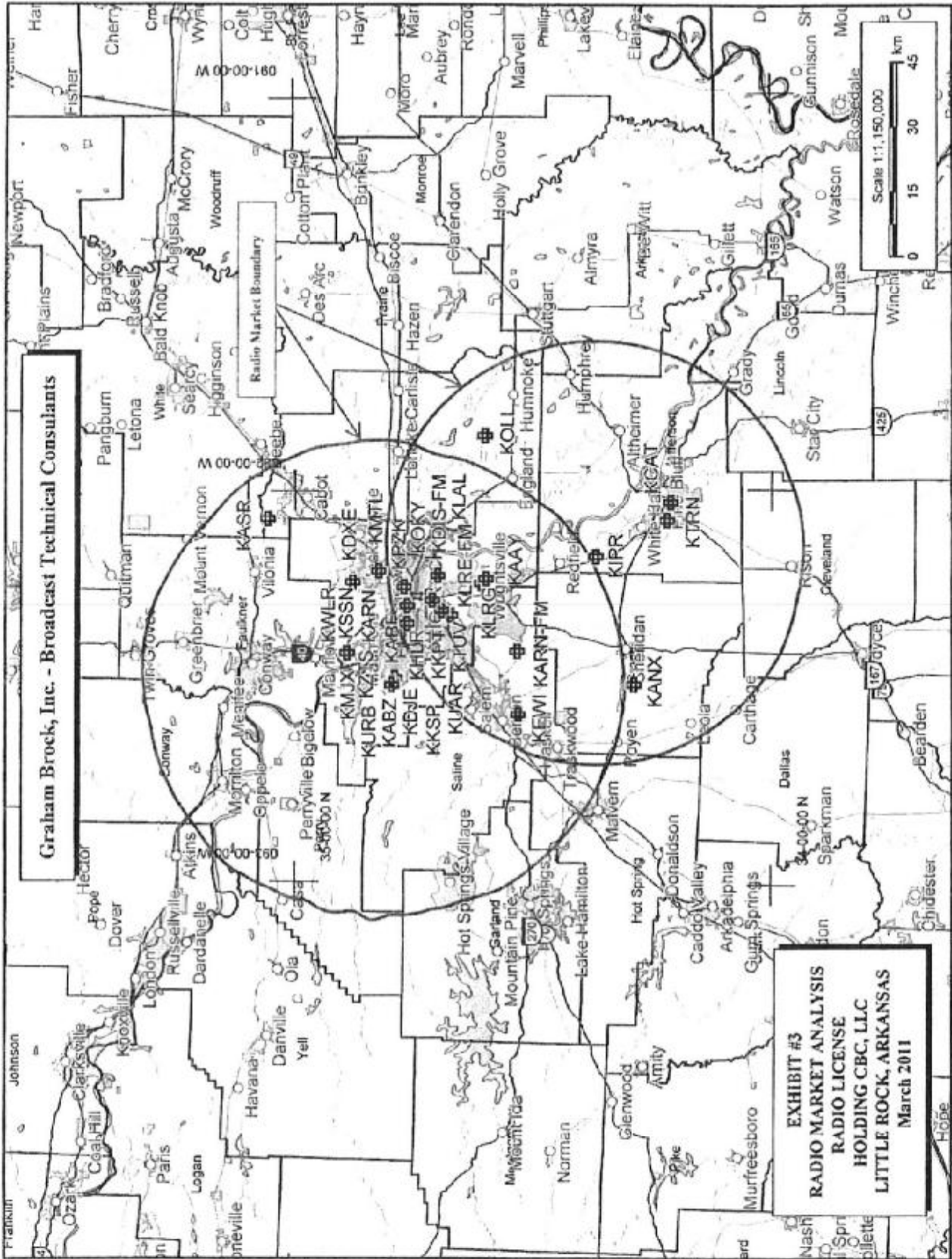
KURB
 BLH-1989027KA
 Latitude: 34-47-56 N
 Longitude: 092-29-44 W
 ERP: 100.00 kW
 Channel: 253C
 Frequency: 98.5 MHz

KLAL
 BLH-20050215AB1
 Latitude: 34-35-34 N
 Longitude: 092-14-14 W
 ERP: 100.00 kW
 Channel: 289C1
 Frequency: 107.7 MHz

EXHIBIT #2
RADIO MARKET ANALYSIS
RADIO LICENSE
HOLDING CBC, LLC
LITTLE ROCK, ARKANSAS
March 2011



Graham Brock, Inc. - Broadcast Technical Consultants



RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
KAAY/KARN/KPZK/KURB
LITTLE ROCK, ARKANSAS
KARN-FM - SHERIDAN, ARKANSAS
KIPR - PINE BLUFF, ARKANSAS
KLAL - WRIGHTSVILLE, ARKANSAS
March 2011

EXHIBIT #4

Tabulation of Stations in Radio Market

AM Stations

KEWI	690 kHz	Benton, Arkansas
KMTL	760 kHz	Sherwood, Arkansas
KLRG	880 kHz	Sheridan, Arkansas
* KARN	920 kHz	Little Rock, Arkansas
* KAAY	1090 kHz	Little Rock, Arkansas
* KPZK	1250 kHz	Little Rock, Arkansas
KCAT	1340 kHz	Pine Bluff, Arkansas
KDXE	1380 kHz	North Little Rock, Arkansas
KTUV	1440 kHz	Little Rock, Arkansas

Total AM Stations - 9

FM Stations

KABF	Ch 202C1	Little Rock, Arkansas
KUAR	Ch 206C1	Little Rock, Arkansas
KLRE-FM	Ch 213C2	Little Rock, Arkansas
KANX	Ch 216C2	Sheridan, Arkansas
* KIPR	Ch 222C1	Pine Bluff, Arkansas
KASR	Ch 224C3	Vilonia, Arkansas
KKSP	Ch 227C3	Bryant, Arkansas
KKPT	Ch 231C	Little Rock, Arkansas
KSSN	Ch 239C	Little Rock, Arkansas
KWLR	Ch 245A	Maumelle, Arkansas
* KURB	Ch 253C	Little Rock, Arkansas

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
KAAY/KARN/KPZK/KURB
LITTLE ROCK, ARKANSAS
KARN-FM - SHERIDAN, ARKANSAS
KIPR - PINE BLUFF, ARKANSAS
KLAL - WRIGHTSVILLE, ARKANSAS
March 2011

EXHIBIT #4 (continued)

Tabulation of Stations in Radio Market

KDIS-FM	Ch 258A	Little Rock, Arkansas
KDJE	Ch 262C1	Jacksonville, Arkansas
KZTS	Ch 266A	Cammack Villa, Arkansas
KOKY	Ch 271A	Sherwood, Arkansas
* KARN-FM	Ch 275C2	Sheridan, Arkansas
KABZ	Ch 279C	Little Rock, Arkansas
KTRN	Ch 283A	White Hall, Arkansas
KMJX	Ch 286C1	Conway, Arkansas
KOLL	Ch 292C2	Lonoke, Arkansas
KHLR	Ch 294C2	Benton, Arkansas
* KLAL	Ch 299C1	Wrightsville, Arkansas

Total FM Station - 22

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 31

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

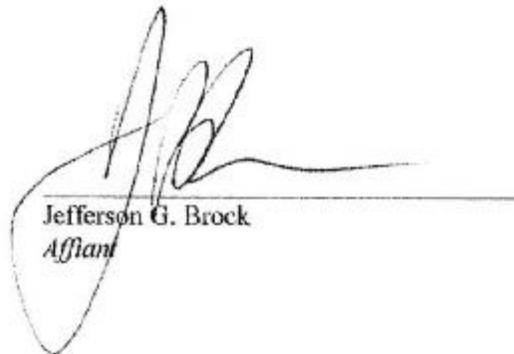
State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

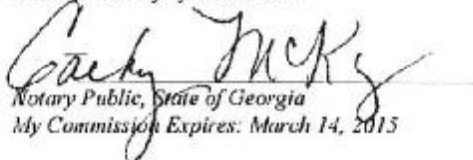
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



Cathy Tucker
Notary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WGKX - MEMPHIS, TENNESSEE
WXXM - MILLINGTON, TENNESSEE
WKIM - MUNFORD, TENNESSEE
WRBO - COMO, MISSISSIPPI
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Media Inc. in connection with the proposed transfer of control of Citadel Broadcasting Corporation and its indirect licensee subsidiary, Radio License Holding CBC, LLC ("RLH"). RLH is the licensee of WGKX, Channel 290C, Memphis, Tennessee; WXXM, Channel 252C1, Millington, Tennessee, WKIM, Channel 255C1, Munford, Tennessee; and WRBO, Channel 278C1, Como, Mississippi. WGKX, WXXM and WKIM are each licensed to a community in a metro county in the Memphis, Tennessee Arbitron Market. WRBO is not a metro station in the Memphis market, but is considered home to the market. Therefore, this review will verify compliance of commonly owned stations in both a rated market and non-rated market.

MEMPHIS, TENNESSEE ARBITRON/BIA MARKET REVIEW

2. As shown on Exhibit #1, there are fifty-six AM and FM (commercial and non-commercial) stations listed in the Memphis, Tennessee Arbitron Market (Market #49). RLH controls four FM stations in the market. The number of stations indicated falls in the forty-five or more stations tier of §73.3555(a)(1)(I) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, RLH is in compliance in the rated Memphis, Tennessee market.

CONTOUR OVERLAP MARKET

3. Since WRBO is considered "home" to the Memphis market and has contour overlap with the other stations considered herein, a study has been conducted to verify that the ownership of this station, in conjunction with the other stations in the Memphis market, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations for the contour overlap analysis are shown on Exhibit #2.

4. The city grade contour of WGKX will be used to determine the number of other stations in the market to which the subject stations in the market will then be added to reach the total number of stations in or providing service to the market. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility controlled by RLH will be considered as a market contributor, unless it is a subject station in the radio market under study.

5. Exhibit #3 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to Radio Market boundary. Exhibit #4 is a tabulation of the stations in the Radio Market. A total of thirteen stations are shown, including the four subject stations.¹ The number of stations depicted falls in the fifteen or less stations tier of 73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly

1) There are additional stations, but they are not considered as the stations identified are sufficient to allow common control of the stations which will be commonly owned.

held does not exceed 50% of the stations in the market. Therefore, this combination of stations is in compliance in the non-rated Radio Market.

6. Based on the compliance shown in both rated and non-rated markets, the proposed transfer of control of RLH is in compliance with §73.3555 of the Commission's rules, regarding the above referenced stations.

7. The foregoing technical statement was prepared on behalf of Cumulus Media Inc. by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media Access Pro, Version 4.5, BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.



FCC Geographic Market Definition for Memphis, TN

Call Letters	AM/FM	Type	Station	Format	Home Market	Market Designation	Home Rank	Market Date	Owner	City & State of License	County of License
KAMJ	FM	93.9 C	Urban AC	Memphis, TN	07/02/2003	49	Sudbury Broadcast Group	Gosnell, AR	Mississippi		
KBCM	FM	86.3 NC	Chrst/Talk	Memphis, TN	07/02/2003	49	American Family Association Incorporated	Blytheville, AR	Mississippi		
KCJF	FM	103.9 C	Sports	Memphis, TN	12/15/2003	49	Flinn, Catherine Joanna	Earle, AR	Crittenden		
KHLS	FM	96.3 C	Country	Memphis, TN	07/02/2003	49	Sudbury Broadcast Group	Blytheville, AR	Mississippi		
KJMS	FM	101.1 C	Rhythm/Blu	Memphis, TN	07/02/2003	49	Clear Channel Communications Inc	Olive Branch, MS	De Soto		
KKLV	FM	94.7 NC	Chrst/Contem	Jonesboro, AR	09/03/2009	284	Educational Media Foundation	Turrell, AR	Crittenden		
KLCN	AM	910 C	News/Talk	Memphis, TN	07/02/2003	49	Sudbury Broadcast Group	Blytheville, AR	Mississippi		
KOSE	AM	860 C	Country	Memphis, TN	07/02/2003	49	Sudbury Broadcast Group	Wilson, AR	Mississippi		
KCTC	AM	830 C	Talk	Memphis, TN	07/10/2008	49	Fuchs, Staven & Rochelle	Kennett, MO	Dunklin		
KCPN	AM	730 C	Sports	Memphis, TN	07/02/2003	49	KOPN Inc	West Memphis, AR	Crittenden		
KQXF	FM	107.3 C	Hot AC	Memphis, TN	07/02/2003	49	Sudbury Broadcast Group	Osceola, AR	Mississippi		
KWAM	AM	960 C	Nws/Tlk/Spt	Memphis, TN	07/02/2003	49	Legacy Media Holdings LLC	Memphis, TN	Shelby		
KWNW	FM	101.9 C	CHR	Memphis, TN	09/10/2010	49	Clear Channel Communications Inc	Jonesboro, AR	Craighead		
KXHT	FM	107.1 C	Hip Hop	Memphis, TN	07/02/2003	49	Flinn Broadcasting Corporation	Manon, AR	Crittenden		
WAVN	AM	1240 C	Gospel	Memphis, TN	07/02/2003	49	Flinn Broadcasting Corporation	Southaven, MS	De Soto		
WBBP	AM	1480 C	Religion	Memphis, TN	07/02/2003	49	Sountful Blessings	Memphis, TN	Shelby		
WCNA	FM	95.9 C	Clsc Rock	Tupelo, MS	07/02/2003	192	Air South Radio Inc	Petts Camp, MS	Marshall		
WCRV	AM	840 C	Chrst/Talk	Memphis, TN	07/02/2003	49	Bolt Radio Network	Collierville, TN	Shelby		
WDIA	AM	1070 C	OldBlk/Tlk	Memphis, TN	07/02/2003	49	Clear Channel Communications Inc	Memphis, TN	Shelby		
WEGR	FM	102.7 C	Clsc Rock	Memphis, TN	07/02/2003	49	Clear Channel Communications Inc	Arington, TN	Shelby		
WIEV	FM	89.9 NC	Variety	Memphis, TN	07/02/2003	49	Southern Communication Volunteers Inc	Memphis, TN	Shelby		
WGKX	FM	105.9 C	Country	Memphis, TN	07/02/2003	49	Citadel Broadcasting Company	Memphis, TN	Shelby		
WGSF	AM	1030 C	Mexican	Memphis, TN	07/02/2003	49	Flinn Broadcasting Corporation	Memphis, TN	Shelby		
WHAL	FM	95.7 C	Inspiration	Memphis, TN	07/02/2003	49	Clear Channel Communications Inc	Memphis, TN	De Soto		
WHBQ	AM	560 C	Sprts/Talk	Memphis, TN	07/02/2003	49	Flinn Broadcasting Corporation	Horn Lake, MS	Shelby		
WHBQ	FM	107.5 C	Top 40	Memphis, TN	07/02/2003	49	Flinn Broadcasting Corporation	Memphis, TN	Shelby		
WHRK	FM	97.1 C	Urban	Memphis, TN	07/02/2003	49	Clear Channel Communications Inc	Germanatown, TN	Shelby		
WKBL	AM	1250 C	Country	Memphis, TN	07/02/2003	49	Covington Broadcasting	Memphis, TN	Shelby		
WKBQ	FM	93.5 C	Country	Memphis, TN	07/02/2003	49	Covington Broadcasting	Covington, TN	Tipton		
WKIM	FM	98.9 C	Adult Hits	Memphis, TN	07/02/2003	49	Covington Broadcasting	Covington, TN	Tipton		
WKNO	FM	91.1 NC	Clsc/News	Memphis, TN	07/02/2003	49	Mid-South Public Communications Foundation	Memphis, TN	Shelby		
WKQK	FM	94.1 C	Clsc Hits	Memphis, TN	07/02/2003	49	Enterroom	Germanatown, TN	Shelby		
WKRA	AM	1110 C	Gospel	Memphis, TN	07/02/2003	49	Autry, Billy	Holly Springs, MS	Marshall		

C - Commercial Station; *NC* - Non Commercial Station

p indicates pending sale to owner listed



FCC Geographic Market Definition for Memphis, TN

Call Letters	AM/FM	Freq	Type	Station Format	Home Market	Market Designator	Home Mkt Rank	Owner	City & State of License	County of License
WKRA	FM	92.7	C	Urban/AC	Memphis, TN	07/02/2003	49	Aury, Billy	Holly Springs, MS	Marshall
WKVF	FM	94.9	NC	ChrsContem	Memphis, TN	07/02/2003	49	Educational Media Foundation	Byhalla, MS	Marshall
WLOK	AM	1340	C	Gospel	Memphis, TN	07/02/2003	49	Gilliam Communications Inc	Memphis, TN	Shelby
WLRM	AM	1380	C	Religion	Memphis, TN	07/02/2003	49	CPT&T Radio Station Inc	Millington, TN	Shelby
WMC	AM	790	C	Country	Memphis, TN	07/02/2003	49	Entercom	Memphis, TN	Shelby
WMC	FM	98.7	C	AC	Memphis, TN	07/02/2003	49	Entercom	Memphis, TN	Shelby
WMFS	AM	580	C	Sports	Memphis, TN	07/02/2003	49	Entercom	Memphis, TN	Shelby
WMFS	FM	92.9	C	Sports	Memphis, TN	07/02/2003	49	Entercom	Bartlett, TN	Shelby
WMPS	AM	1210	C	Inspiration	Memphis, TN	07/02/2003	49	Finn Broadcasting Corporation	Bartlett, TN	Shelby
WMQM	AM	1600	C	Chrst/Talk	Memphis, TN	07/02/2003	49	F. W. Robbert Broadcasting	Lakeland, TN	Shelby
WMWB	FM	88.9	NC	Chrst/Talk	Memphis, TN	04/09/2008	49	American Family Association Incorporated	Byhalla, MS	Marshall
WOWW	AM	1430	C	Children	Memphis, TN	07/02/2003	49	Finn Broadcasting Corporation	Germanatown, TN	Shelby
WPLX	AM	1180	C	Blues	Memphis, TN	07/02/2003	49	Pollack Broadcasting Company	Turrell, AR	Crittenden
WQOX	FM	88.5	NC	Urban AC	Memphis, TN	07/02/2003	49	Memphis City Schools	Memphis, TN	Shelby
WRBO	FM	103.5	C	Rhy/Bl/Oldes	Memphis, TN	07/02/2003	49	Citadel Broadcasting Company	Como, MS	Panola
WREC	AM	600	C	Nws/Tk/Inf	Memphis, TN	07/02/2003	49	Clear Channel Communications Inc	Memphis, TN	Shelby
WRVR	FM	104.5	C	Soft AC	Memphis, TN	07/02/2003	49	Entercom	Memphis, TN	Shelby
WSTN	AM	1410	NC	Religion	Memphis, TN	07/02/2003	49	Family Worship Center Church Inc	Somerville, TN	Fayette
WUMR	FM	91.7	NC	Jazz	Memphis, TN	07/02/2003	49	University of Memphis	Memphis, TN	Shelby
WURC	FM	88.1	NC	Tk/Jaz/Gsp	Memphis, TN	07/02/2003	49	Rust College	Holly Springs, MS	Marshall
WVIM	FM	95.3	C	Country	Memphis, TN	05/10/2005	49	First Ventures Capital Partners Inc	Coldwater, MS	Tate
WXMX	FM	98.1	C	Clsc Rock	Memphis, TN	07/02/2003	49	Citadel Broadcasting Company	Millington, TN	Shelby
WYPL	FM	89.3	NC	Nws/Tk/Inf	Memphis, TN	07/02/2003	49	Memphis Public Library & Info Center	Memphis, TN	Shelby

Number of Stations in Geographic Market 55

Previous Stations in Geographic Market

KBUD	FM	102.1	C	Black Gospel		05/11/2005	0	Finn Broadcasting Corporation	Sardis, MS	Panola
WVVG	FM	96.1	C	Top 40		11/05/2007	0	Finn Broadcasting Corporation	Tunica, MS	Tunica

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

Graham Brock, Inc. - Broadcast Technical Consultants

WGKX
 BLH-20041018ACR
 Latitude: 35-09-16 N
 Longitude: 089-49-20 W
 ERP: 100.00 kW
 Channel: 290C
 Frequency: 105.9 MHz

WXMX
 BLH-20001018ACK
 Latitude: 35-09-16 N
 Longitude: 089-49-20 W
 ERP: 100.00 kW
 Channel 281C1
 Frequency: 98.1 MHz

WKIM
 BLH-20040903AAU
 Latitude: 35-09-16 N
 Longitude: 089-49-20 W
 ERP: 100.00 kW
 Channel: 255C1
 Frequency: 96.9 MHz

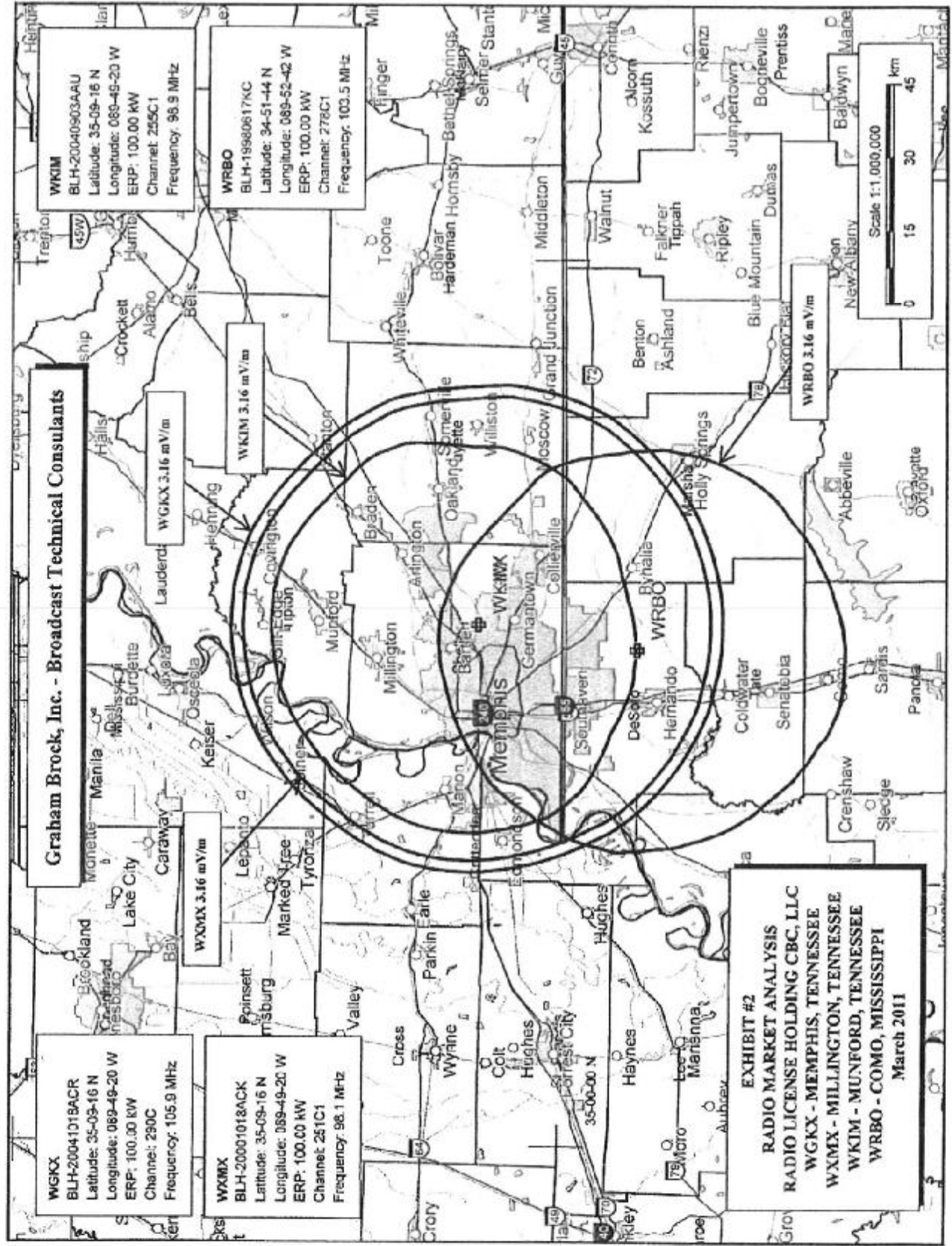
WRBO
 BLH-19980617KC
 Latitude: 34-51-44 N
 Longitude: 089-52-42 W
 ERP: 100.00 kW
 Channel: 276C1
 Frequency: 103.5 MHz

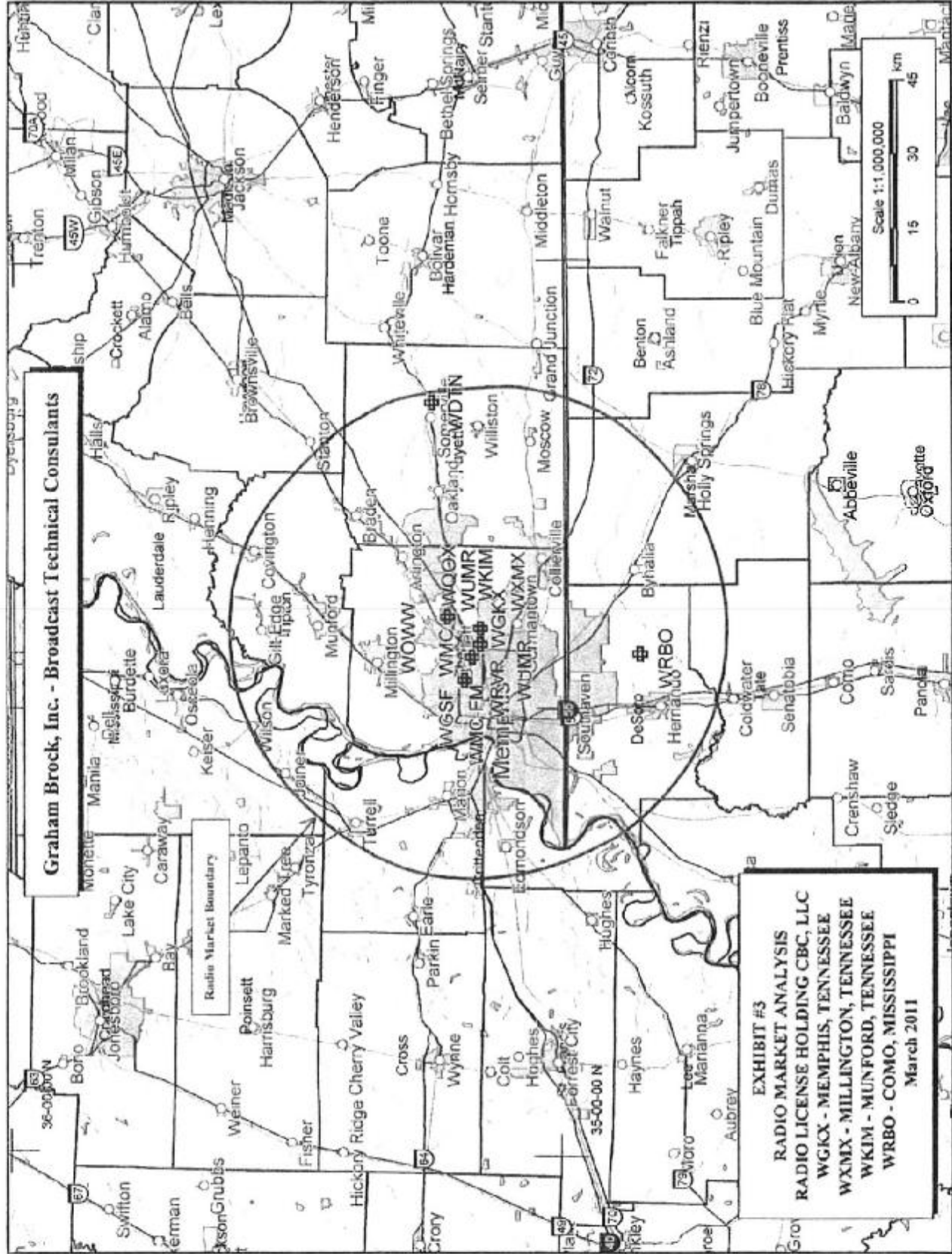
WGKX 3.16 mV/m

WKIM 3.16 mV/m

WXMX 3.16 mV/m

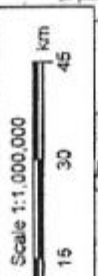
EXHIBIT #2
RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
 WGKX - MEMPHIS, TENNESSEE
 WXMX - MILLINGTON, TENNESSEE
 WKIM - MUNFORD, TENNESSEE
 WRBO - COMO, MISSISSIPPI
 March 2011





Graham Brock, Inc. - Broadcast Technical Consultants

EXHIBIT #3
RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
 WGKX - MEMPHIS, TENNESSEE
 WXXM - MILLINGTON, TENNESSEE
 WKIM - MUNFORD, TENNESSEE
 WRBO - COMO, MISSISSIPPI
 March 2011



RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WGKX - MEMPHIS, TENNESSEE
WXMX - MILLINGTON, TENNESSEE
WKIM - MUNFORD, TENNESSEE
WRBO - COMO, MISSISSIPPI
March 2011

EXHIBIT #4

Tabulation of Stations in Radio Market

AM Stations

WMC	790 kHz	Memphis, Tennessee
WGSF	1030 kHz	Memphis, Tennessee
WSTN	1410 kHz	Somerville, Tennessee
WOWW	1430 kHz	Germantown, Tennessee

Total AM Stations - 4

FM Stations

WQOX	Ch 203C2	Memphis, Tennessee
WEVL	Ch 210C3	Memphis, Tennessee
WUMR	Ch 219C2	Memphis, Tennessee
* WXMX	Ch 251C1	Millington, Tennessee
* WKIM	Ch 255C1	Munford, Tennessee
WMC-FM	Ch 259C	Memphis, Tennessee
* WRBO	Ch 278C1	Como, Mississippi
WRVR	Ch 283C1	Memphis, Tennessee
* WGKX	Ch 290C	Memphis, Tennessee

Total FM Stations - 9

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 13

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

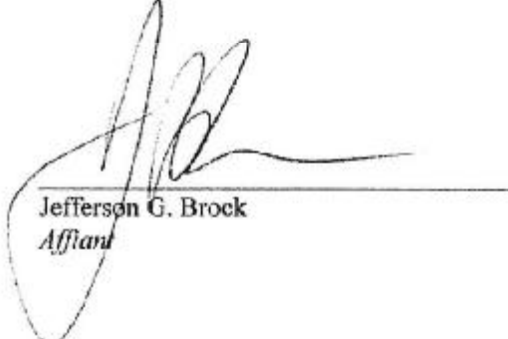
State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

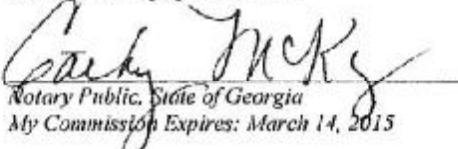
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



Rotary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WKY AM / KATT-FM / KYIS
OKLAHOMA CITY, OKLAHOMA
WWLS - MOORE, OKLAHOMA
WWLS-FM - THE VILLAGE, OKLAHOMA
KKWD - BETHANY, OKLAHOMA
KQOB - ENID, OKLAHOMA
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Media Inc. ("CMI") in connection with the proposed transfer of control of Citadel Broadcasting Corporation and its indirect licensee subsidiary, Radio License Holding CBC, LLC ("RLH"). RLH is the licensee of WKY, 930 kHz, KATT-FM, Channel 263C1, and KYIS, Channel 255C, Oklahoma City, Oklahoma; WWLS, 640 kHz, Moore, Oklahoma; WWLS-FM, Channel 251C1, The Village, Oklahoma; and KKWD, Channel 285A, Bethany, Oklahoma. RLH also has a License Management Agreement with the licensee of KQOB, Channel 245C, Enid, Oklahoma. WKY, KATT-FM, KYIS, WWLS, WWLS-FM and KKWD are each licensed to a community in a metro county in the Oklahoma City, Oklahoma Arbitron Market. KQOB is not licensed to a community in a metro county in any Arbitron Market, but is considered home to the Oklahoma City market. Therefore, a study to verify compliance of commonly owned stations in both a rated market and non-rated market is needed.

OKLAHOMA CITY, OKLAHOMA ARBITRON/BIA MARKET REVIEW

2. As shown on Exhibit #1, there are fifty AM and FM (commercial and non-commercial) stations listed in the Oklahoma City, Oklahoma Arbitron Market (Market #47).

Upon consummation of the proposed transaction, CMI would control four FM stations and two FM stations in the market. The number of stations indicated falls in the forty-five or more stations tier of §73.3555(a)(1)(I) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, CMI will be in compliance in the rated Oklahoma City, Oklahoma market.

CONTOUR OVERLAP MARKET

3. Since KQOB has contour overlap with the other stations considered herein, a study has been conducted to verify that the control of this station, in conjunction with the other stations in the Oklahoma City market, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations for the contour overlap analysis are shown on Exhibit #2.

4. The city grade contour of WKY will be used for the Radio Market Boundary. This boundary will be used to determine the number of other stations in the market to which the subject stations in the market will then be added to reach the total number of stations in or providing service to the market. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility to be controlled by CMI will be considered as a market contributor, unless it is a subject station in the radio market under study.

5. Exhibit #3 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to Radio Market boundary. Exhibit #4 is a tabulation of the stations in the

Radio Market. A total of forty-five stations are shown, including the seven subject stations.¹ The number of stations depicted falls in the forty-five or more stations tier of 73.3555(a)(1)(I) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, CMI will be in compliance in the non-rated Radio Market.

6. Based on the compliance shown in both rated and non-rated markets, the proposed transfer of control is in compliance with §73.3555 of the Commission's rules, regarding the above referenced stations.

7. The foregoing technical statement was prepared on behalf of Cumulus Media Inc. by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media Access Pro, Version 4.5. BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.

1) There are additional stations, but they are not considered as the stations identified are sufficient to allow common control of the stations which will be commonly owned.



FCC Geographic Market Definition for Oklahoma City, OK

Call Letters	AM/FM	Type	Station	Format	Home Market	Market Home	Designation	Mkt Rank	Owner	City & State of License	County of License
KALU	FM	89.3	NC	Urb/Hip/Jaz	Oklahoma City, OK	07/02/2003	47	Langston University	Langston, OK	Logan	
KATT	FM	100.5	C	AOR	Oklahoma City, OK	07/02/2003	47	Citadel Broadcasting Company	Oklahoma City, OK	Oklahoma	
KBRU	FM	94.7	C	Clisc Rock	Oklahoma City, OK	07/02/2003	47	Clear Channel Communications Inc	Oklahoma City, OK	Oklahoma	
KGSC	FM	90.1	NC	Classical	Oklahoma City, OK	07/02/2003	47	University of Central Oklahoma	Edmond, OK	Oklahoma	
KEBC	AM	1550	C	Children	Oklahoma City, OK	08/09/2003	47	Tyler Media Corporation	Del City, OK	Oklahoma	
KFXU	FM	90.5	NC	Adk Strndrd	Oklahoma City, OK	04/01/2008	47	Sisler Sherry Lynn Foundation Inc	Chickasha, OK	Gady	
KGFF	AM	1450	C	Oldies	Oklahoma City, OK	07/02/2003	47	Citizen Potawatomi Nation	Shawnee, OK	Pottawatomie	
KGHM	AM	1340	C	Sports	Oklahoma City, OK	07/02/2003	47	Clear Channel Communications Inc	Midwest City, OK	Oklahoma	
KGOU	FM	106.3	NC	Nws/Tlk/Jaz	Oklahoma City, OK	07/02/2003	47	University of Oklahoma	Norman, OK	Cleveland	
KINB	FM	105.3	C	Alternative	Oklahoma City, OK	07/02/2003	47	The Last Bastion Station Trust LLC	Kingfisher, OK	Kingfisher	
KIRC	FM	105.9	C	Country	Oklahoma City, OK	07/02/2003	47	One Ten Broadcast Group	Seminole, OK	Seminole	
KJKE	FM	93.3	C	Country	Oklahoma City, OK	07/02/2003	47	Tyler Media Corporation	Newcastle, OK	McClain	
KJYO	FM	102.7	C	Top 40	Oklahoma City, OK	07/02/2003	47	Clear Channel Communications Inc	Oklahoma City, OK	Oklahoma	
KKNG	FM	97.3	C	Country	Oklahoma City, OK	07/02/2003	47	Tyler Media Corporation	Blairhard, OK	McClain	
KKWD	FM	104.9	C	CHR/Rhythmic	Oklahoma City, OK	07/02/2003	47	Citadel Broadcasting Company	Edith, OK	Oklahoma	
KJPS	AM	1490	NC	Religion	Oklahoma City, OK	07/02/2003	47	Family Worship Center Church Inc	Guthrie, OK	Logan	
KJGL	FM	104.1	C	AC	Oklahoma City, OK	07/02/2003	47	Renda Broadcasting Corporation	Oklahoma City, OK	Oklahoma	
KJMS	FM	88.1	NC	CCJ/Clu/TK	Oklahoma City, OK	07/02/2003	47	Creative Educational Media Corp Inc	Moore, OK	Cleveland	
KOCD	FM	103.7	C	Adult Hits	Oklahoma City, OK	09/28/2007	47	KESC Enterprises LLC	Oklahoma City, OK	Oklahoma	
KOKC	AM	1520	C	News/Talk	Oklahoma City, OK	07/02/2003	47	Renda Broadcasting Corporation	Oklahoma City, OK	Oklahoma	
KOKF	FM	90.9	NC	ChristiAthe	Oklahoma City, OK	07/02/2003	47	Educational Media Foundation	Edmond, OK	Oklahoma	
KOMA	FM	92.5	C	Oldies	Oklahoma City, OK	07/02/2003	47	Renda Broadcasting Corporation	Oklahoma City, OK	Oklahoma	
KOSU	FM	91.7	NC	Nws/Tlk/Clis	Oklahoma City, OK	08/12/2005	47	Oklahoma State University	Stillwater, OK	Payne	
KQCV	AM	800	C	Relign/Talk	Oklahoma City, OK	07/02/2003	47	Bot Radio Network	Oklahoma City, OK	Oklahoma	
KQCV	FM	95.1	NC	Relign/Talk	Oklahoma City, OK	07/02/2003	47	Bot Radio Network	Shawnee, OK	Pottawatomie	
KQOB	FM	96.9	C	Clisc Hits	Oklahoma City, OK	07/02/2003	47	Chisholm Trail Broadcasting Co.	Enid, OK	Garfield	
KREF	AM	1400	C	Sports	Oklahoma City, OK	07/02/2003	47	Metro Radio Group LLC	Norman, OK	Cleveland	
KRMP	AM	1140	C	AC	Oklahoma City, OK	07/02/2003	47	Perry Broadcasting Company Inc	Oklahoma City, OK	Oklahoma	
KROU	FM	105.7	NC	Nws/Tlk/Jaz	Oklahoma City, OK	07/02/2003	47	University of Oklahoma	Spencer, OK	Oklahoma	
KRXO	FM	107.7	C	Clisc Rock	Oklahoma City, OK	07/02/2003	47	Renda Broadcasting Corporation	Oklahoma City, OK	Oklahoma	
KSLE	FM	104.7	C	Clisc Hits	Oklahoma City, OK	06/15/2006	47	One Ten Broadcast Group	Wewoka, OK	Seminole	
KSSO	FM	89.3	NC	Religion	Oklahoma City, OK	08/12/2005	47	Family Worship Center Church Inc	Norman, OK	Cleveland	
KTLR	AM	890	C	Talk	Oklahoma City, OK	07/02/2003	47	Tyler Media Corporation	Oklahoma City, OK	Oklahoma	

"C" - Commercial Station; "NC" - Non Commercial Station

"g" indicates pending sale to owner listed



FCC Geographic Market Definition for Oklahoma City, OK

Call Letters	AM/FM	Type	Station	Format	Home Market	Market Designation	Home Mkt Rank	Owner	City & State of License	County of License
KTLV	AM	1220	C	Black Gospel	Oklahoma City, OK	07/02/2003	47	First Choice Broadcasting	Midwest City, OK	Oklahoma
KTCO	AM	1000	C	News/Talk	Oklahoma City, OK	07/02/2003	47	Clear Channel Communications Inc	Oklahoma City, OK	Oklahoma
KTST	FM	101.9	C	Country	Oklahoma City, OK	07/02/2003	47	Clear Channel Communications Inc	Oklahoma City, OK	Oklahoma
KTJZ	FM	106.7	C	Mexican	Oklahoma City, OK	07/02/2003	47	Tyler Media Corporation	Oklahoma City, OK	Canadian
KVSP	FM	103.5	C	Hip Hop	Oklahoma City, OK	11/04/2004	47	Perry Broadcasting Company Inc	Anadarko, OK	Caddo
KWCO	FM	105.5	C	Classical	Oklahoma City, OK	06/15/2006	47	Mollman Communications Inc	Chickasha, OK	Grady
KWSH	AM	1260	C	City/Spa/Talk	Oklahoma City, OK	06/15/2006	47	One Ten Broadcast Group	Wewoka, OK	Seminole
KXTH	FM	89.1	NC	Christian	Oklahoma City, OK	06/15/2006	47	Love Station Inc	Seminole, OK	Seminole
KXXY	FM	96.1	C	Country	Oklahoma City, OK	07/02/2003	47	Clear Channel Communications Inc	Oklahoma City, OK	Oklahoma
KYIS	FM	98.9	C	Modern AC	Oklahoma City, OK	07/02/2003	47	Citadel Broadcasting Company	Oklahoma City, OK	Oklahoma
KYLV	FM	88.9	NC	Christian	Oklahoma City, OK	07/02/2003	47	Educational Media Foundation	Oklahoma City, OK	Oklahoma
KZLS	FM	99.7	C	Oldies	Oklahoma City, OK		47	Chisholm Trail Broadcasting Co	Mustang, OK	Canadian
KZTH	FM	88.5	NC	Christian	Oklahoma City, OK		47	Love Station Inc	Piedmont, OK	Canadian
KZUE	AM	1460	C	Spanish	Oklahoma City, OK	07/02/2003	47	La Tremenda Radio Mexcc, Inc.	El Reno, OK	Canadian
WKY	AM	930	C	Mexican	Oklahoma City, OK	07/02/2003	47	Citadel Broadcasting Company	Oklahoma City, OK	Oklahoma
WWLS	FM	98.1	C	Sports	Oklahoma City, OK	07/02/2003	47	Citadel Broadcasting Company	The Village, OK	Oklahoma
WWLS	AM	840	C	Sports	Oklahoma City, OK	07/02/2003	47	Citadel Broadcasting Company	Moore, OK	Cleveland

Number of Stations in Geographic Market 50

Previous Stations in Geographic Market

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

Graham Brock, Inc. - Broadcast Technical Consultants

KATT-FM
 BLH-20060324AAX
 Latitude: 35-53-37 N
 Longitude: 097-29-07 W
 ERP: 31.00 kW
 Channel: 263C1
 Frequency: 100.5 MHz

WWLS-FM
 BLH-20080721ACN
 Latitude: 35-33-37 N
 Longitude: 097-29-07 W
 ERP: 31.00 kW
 Channel: 251C1
 Frequency: 98.1 MHz

KYIS
 BLH-20070904AAD
 Latitude: 35-33-37 N
 Longitude: 097-29-07 W
 ERP: 100.00 kW
 Channel: 255C
 Frequency: 98.9 MHz

KQOB
 BLH-20071115ACM
 Latitude: 35-58-50 N
 Longitude: 097-41-42 W
 ERP: 100.00 kW
 Channel: 245C
 Frequency: 96.5 MHz

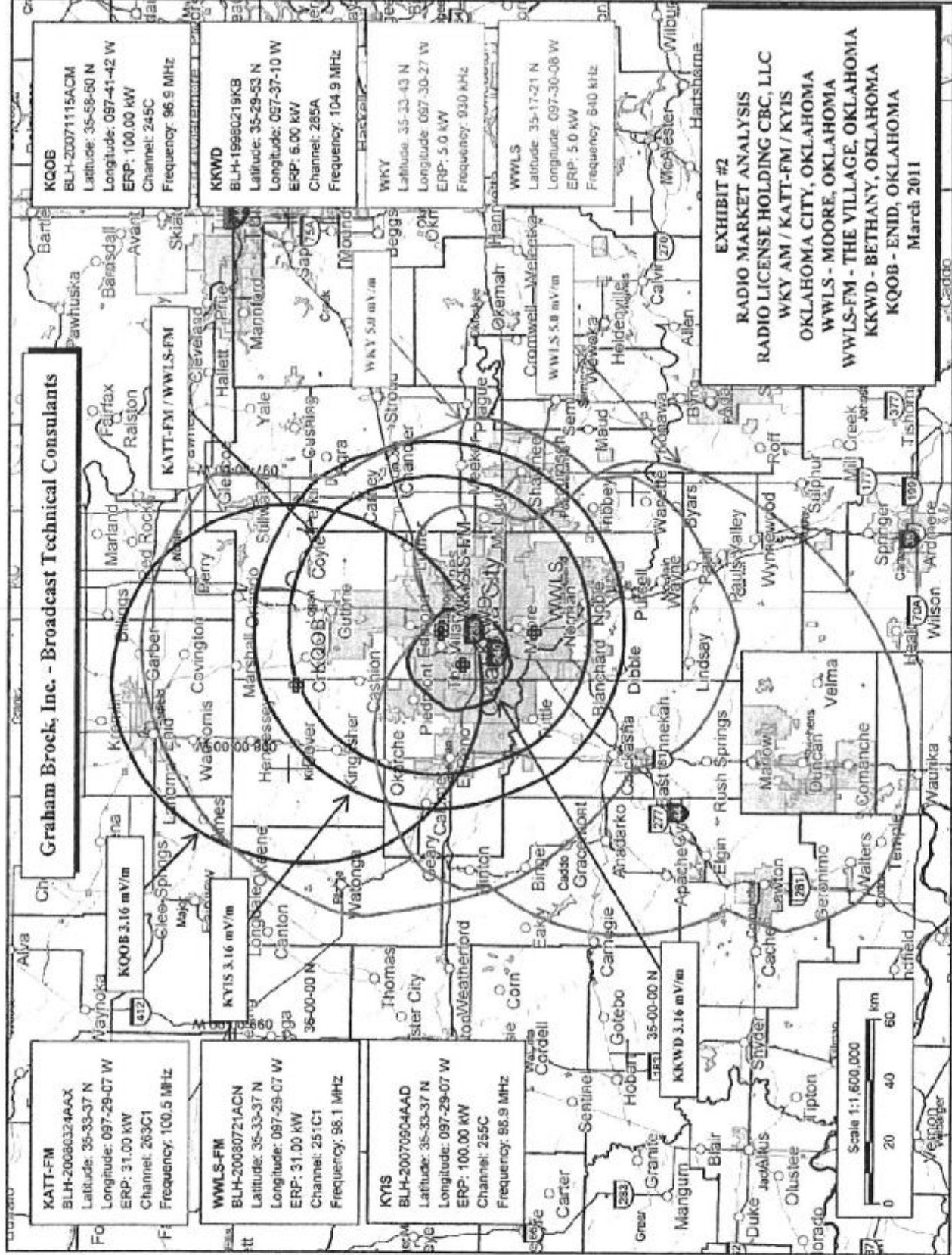
KKWD
 BLH-19960219KB
 Latitude: 35-29-53 N
 Longitude: 097-37-10 W
 ERP: 5.00 kW
 Channel: 285A
 Frequency: 104.9 MHz

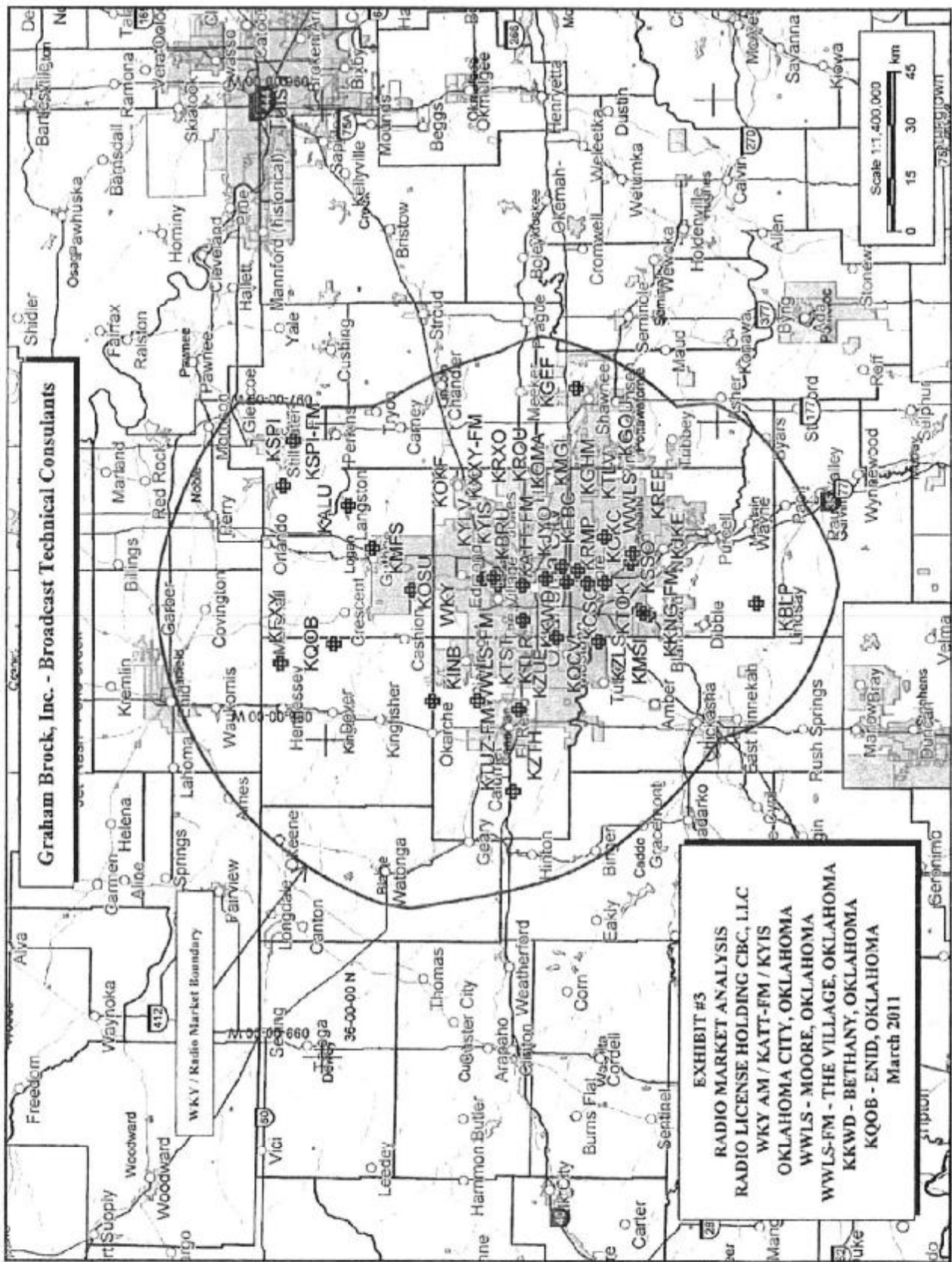
WKY
 Latitude: 35-33-43 N
 Longitude: 097-30-27 W
 ERP: 5.0 kW
 Frequency: 930 kHz

WWLS
 Latitude: 35-17-21 N
 Longitude: 097-30-08 W
 ERP: 5.0 kW
 Frequency: 840 kHz

KATT-FM / WWLS-FM

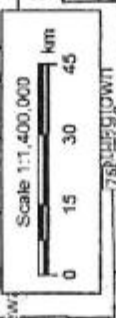
EXHIBIT #2
RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WKY AM / KATT-FM / KYIS
OKLAHOMA CITY, OKLAHOMA
WWLS - MOORE, OKLAHOMA
WWLS-FM - THE VILLAGE, OKLAHOMA
KKWD - BETHANY, OKLAHOMA
KQOB - ENID, OKLAHOMA
 March 2011





Graham Brock, Inc. - Broadcast Technical Consultants

EXHIBIT #3
RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WKY AM / KATF-FM / KYIS
OKLAHOMA CITY, OKLAHOMA
WWLS-FM - MOORE, OKLAHOMA
KKWD - BETHANY, OKLAHOMA
KQOB - ENID, OKLAHOMA
 March 2011



RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WKY AM / KATT-FM / KYIS
OKLAHOMA CITY, OKLAHOMA
WWLS - MOORE, OKLAHOMA
WWLS-FM - THE VILLAGE, OKLAHOMA
KKWD - BETHANY, OKLAHOMA
KQOB - ENID, OKLAHOMA
 March 2011

EXHIBIT #4

Tabulation of Stations in Radio Market

AM Stations

* WWLS	640 kHz	Moore, Oklahoma
KSPI	780 kHz	Stillwater, Oklahoma
KQCV	800 kHz	Oklahoma City, Oklahoma
KTLR	890 kHz	Oklahoma City, Oklahoma
* WKY	930 kHz	Oklahoma City, Oklahoma
KTOK	1000 kHz	Oklahoma City, Oklahoma
KRMP	1140 kHz	Oklahoma City, Oklahoma
KTLV	1220 kHz	Midwest City, Oklahoma
KGHM	1340 kHz	Midwest City, Oklahoma
KREF	1400 kHz	Norman, Oklahoma
KGFF	1450 kHz	Shawnee, Oklahoma
KZUE	1460 kHz	El Reno, Oklahoma
KMFS	1490 kHz	Guthrie, Oklahoma
KOKC	1520 kHz	Oklahoma City, Oklahoma
KEBC	1560 kHz	Del City, Oklahoma
KFXV	1640 kHz	Enid, Oklahoma

Total AM Stations - 16

FM Stations

KMSI	Ch 201C1	Moore, Oklahoma
KZTH	Ch 203C1	Piedmont, Oklahoma
KYLV	Ch 205C1	Oklahoma City, Oklahoma
KSSO	Ch 207A	Norman, Oklahoma

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WKY AM / KATT-FM / KYIS
OKLAHOMA CITY, OKLAHOMA
WWLS - MOORE, OKLAHOMA
WWLS-FM - THE VILLAGE, OKLAHOMA
KKWD - BETHANY, OKLAHOMA
KQOB - ENID, OKLAHOMA
March 2011

EXHIBIT #4 (continued)

KALU	Ch 207A	Langston, Oklahoma
KCSC	Ch 211C1	Edmond, Oklahoma
KOKF	Ch 215C1	Edmond, Oklahoma
KOSU	Ch 219C0	Stillwater, Oklahoma
KOMA	Ch 223C	Oklahoma City, Oklahoma
KJKE	Ch 227C1	Newcastle, Oklahoma
KSPI-FM	Ch 229C2	Stillwater, Oklahoma
KBRU	Ch 234C	Oklahoma City, Oklahoma
KXXY-FM	Ch 241C	Oklahoma City, Oklahoma
* KQOB	Ch 245C	Enid, Oklahoma
KKNG-FM	Ch 247A	Blanchard, Oklahoma
* WWLS-FM	Ch 251C1	The Village, Oklahoma
* KYIS	Ch 255C	Oklahoma City, Oklahoma
KZLS	Ch 259C3	Mustang, Oklahoma
* KATT-FM	Ch 263C1	Oklahoma City, Oklahoma
KTST	Ch 270C	Oklahoma City, Oklahoma
KJYO	Ch 274C	Oklahoma City, Oklahoma
KMGL	Ch 281C	Oklahoma City, Oklahoma
* KKWD	Ch 285A	Bethany, Oklahoma
KBLP	Ch 286A	Lindsay, Oklahoma
KINB	Ch 287A	Kingfisher, Oklahoma
KROU	Ch 289A	Spencer, Oklahoma
KGOU	Ch 292A	Norman, Oklahoma
KTUZ-FM	Ch 294C2	Okarche, Oklahoma
KRXO	Ch 299C	Oklahoma City, Oklahoma

Total FM Stations - 29

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 45

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT


State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

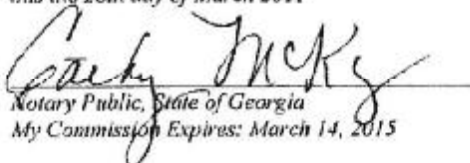
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



Notary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
KKOH/KNEV - RENO, NEVADA
KBUL-FM - CARSON CITY, NEVADA
KWYL - SOUTH LAKE TAHOE, CALIFORNIA
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Media Inc. ("CMI") in connection with the proposed transfer of control of Citadel Broadcasting Corporation and its indirect licensee subsidiary, Radio License Holding CBC, LLC ("RLH"). RLH is the licensee of KKOH, 780 kHz, and KNEV, Channel 238C, Reno, Nevada; KBUL-FM, Channel 251C, Carson, City, Nevada; and KWYL, Channel 275C, South Lake Tahoe, California. KKOH, KNEV and KBUL-FM are each licensed to a community in a metro county in the Reno, Nevada Arbitron Market. KWYL is not licensed to a community in a metro county in the market, but is considered "home" to the Reno market. Therefore, a study to verify compliance of commonly owned stations in both a rated market and non-rated market is needed.

RENO, NEVADA ARBITRON/BIA MARKET REVIEW

2. As shown on Exhibit #1, there are thirty-three AM and FM (commercial and non-commercial) stations listed in the Reno, Nevada Arbitron Market (Market #121). Upon consummation of the proposed transaction, CMI would control three FM stations and one AM station in the market. The number of stations indicated falls in the thirty to forty-four stations tier of §73.3555(a)(1)(ii) of the Commission's rules. At this level, common ownership or control of up to seven stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the rated Reno, Nevada market.

CONTOUR OVERLAP MARKET

3. Since KWYL is considered "home" to the market and has contour overlap with the other stations in the market, a study has been conducted to verify that the control of these stations, in conjunction with the other stations noted herein, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations for the contour overlap analysis are shown on Exhibit #3. As noted, the location of the overlap of the city grade contours of the stations creates a market requiring review. The contours of the stations will be used to determine the number of other stations in the market. The subject stations will then be added to reach the total number of stations in or providing service to the market. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility to be controlled by CMI will be considered as a market contributor, unless it is a subject station in the radio market under study.

4. Exhibit #4 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the Radio Market, which depicts six contributing stations. Exhibit #5 is a tabulation of the stations in the Radio Market. A total of ten stations are shown, including the four subject stations.¹ The number of stations indicated falls in the fourteen or less stations tier of §73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market.

1) There are additional stations, but they are not considered as the stations identified are sufficient to allow common control of the stations which will be commonly owned.

5. Based on the compliance shown in both rated and non-rated markets, the proposed transfer of control is in compliance with §73.3555 of the Commission's rules, regarding the above referenced stations.

6. The foregoing technical statement was prepared on behalf of Cumulus Media Inc. by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media Access Pro, Version 4.5. BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.



FCC Geographic Market Definition for Reno, NV

Call Letters	AM/FM	Freq	Type	Station Format	Home Market	Market Designation	Home Mkt Rank	Owner	City & State of License	County of License
KRDB	AM	1400	C	Spanish AC	Reno, NV	07/02/2003	121	Flinn Broadcasting Corporation	Sparks, NV	Washoe
KBUL	FM	98.1	C	Country	Reno, NV	07/02/2003	121	Citadel Broadcasting Company	Carson City, NV	Carson City
KBZZ	AM	1270	C	Talk	Reno, NV	07/02/2003	121	Americom Broadcasting	Sparks, NV	Washoe
KCMY	AM	1300	C	Country	Reno, NV	07/02/2003	121	Evans Broadcasting Company Inc	Carson City, NV	Carson City
KDOT	FM	104.5	C	ADR	Reno, NV	07/02/2003	121	Lotus Communications Corp	Reno, NV	Washoe
KFBR	FM	91.5	NC	Variety	Reno, NV	01/25/2011	121	Friends Of Black Rock High Rock Inc	Geflach, NV	Washoe
KHIT	AM	1450	C	Sports	Reno, NV	07/02/2003	121	Lotus Communications Corp	Reno, NV	Washoe
KHIM	AM	920	C	Religion/Talk	Reno, NV	07/02/2003	121	IHR Educational Broadcasting	Reno, NV	Washoe
KJFK	AM	1230	C	Progressive	Reno, NV	07/02/2003	121	Americom Broadcasting	Reno, NV	Washoe
KKOH	AM	780	C	News/Talk	Reno, NV	07/02/2003	121	Citadel Broadcasting Company	Reno, NV	Washoe
KLAP	FM	89.5	NC	Country	Reno, NV	06/24/2010	121	OpenSkyRadio Corp	Geflach, NV	Washoe
KLCA	FM	96.5	C	Modern AC	Reno, NV	07/02/2003	121	Americom Broadcasting	Tahoe City, CA	Placer
KLRH	FM	88.3	NC	ChrsContem	Reno, NV	09/14/2004	121	Educational Media Foundation	Sparks, NV	Washoe
KNEV	FM	95.5	C	AC	Reno, NV	07/02/2003	121	Citadel Broadcasting Company	Reno, NV	Washoe
KNIS	FM	91.3	NC	ChrsContem	Reno, NV	07/02/2003	121	Western Inspirational Broadcasters Inc	Carson City, NV	Carson City
KODS	FM	103.7	C	Oldies	Reno, NV	07/02/2003	121	Americom Broadcasting	Carnelian Bay, CA	Placer
KOZZ	FM	105.7	C	Disc Rock	Reno, NV	07/02/2003	121	Lotus Communications Corp	Reno, NV	Washoe
KPLY	AM	630	C	Sports	Reno, NV	07/02/2003	121	Lotus Communications Corp	Reno, NV	Washoe
KOLO	AM	1590	C	Spam/Talk	Reno, NV	07/02/2003	121	Jliah Media Inc	Sun Valley, NV	Washoe
KRNO	FM	106.9	C	AC/Strk	Reno, NV	07/02/2003	121	Americom Broadcasting	Incline Village, NV	Washoe
KRNV	FM	102.1	C	Mexican	Reno, NV	07/02/2003	121	Entravision Communications Corp	Reno, NV	Washoe
KRZQ	FM	100.9	C	Alternative	Reno, NV	07/02/2003	121	Wilks Broadcast Group LLC	Sparks, NV	Washoe
KSRN	FM	107.7	C	Mexican	Reno, NV	07/02/2003	121	Lazer Broadcasting Corporation	Kings Beach, CA	Placer
KTHX	FM	100.1	C	AAA	Reno, NV	07/02/2003	121	Wilks Broadcast Group LLC	Dayton, NV	Lyon
KUNR	FM	88.7	NC	Nws/Clis/Jaz	Reno, NV	07/02/2003	121	Nevada System of Higher Education	Reno, NV	Washoe
KURK	FM	92.9	C	Disc Rock	Reno, NV	07/02/2003	121	Wilks Broadcast Group LLC	Reno, NV	Washoe
KUJB	FM	94.5	C	Sports	Reno, NV	07/02/2003	121	Lotus Communications Corp	Sun Valley, NV	Washoe
KWFP	FM	92.1	C	Country	Reno, NV	07/02/2003	121	Wilks Broadcast Group LLC	Sparks, NV	Washoe
KWNZ	FM	93.7	C	CHR/Top40	Reno, NV	07/02/2003	121	Flinn Broadcasting Corporation	Sun Valley, NV	Washoe
KWYL	FM	102.9	C	CHR	Reno, NV	07/02/2003	121	Citadel Broadcasting Company	South Lake Tahoe, CA	El Dorado
KXEQ	AM	1340	C	Mexican	Reno, NV	07/02/2003	121	Azteca Broadcasting Corp	Reno, NV	Washoe
KXTO	AM	1550	C	Spanish	Reno, NV	07/02/2003	121	First Broadcasting of Nevada Inc	Reno, NV	Washoe
KZTQ	FM	97.3	C	80s & 50s	Reno, NV	07/02/2003	121	Americom Broadcasting	Carson City, NV	Carson City

"C" - Commercial Station; "NC" - Non Commercial Station

p indicates pending sale to owner listed

EXHIBIT #1



FCC Geographic Market Definition for Reno, NV

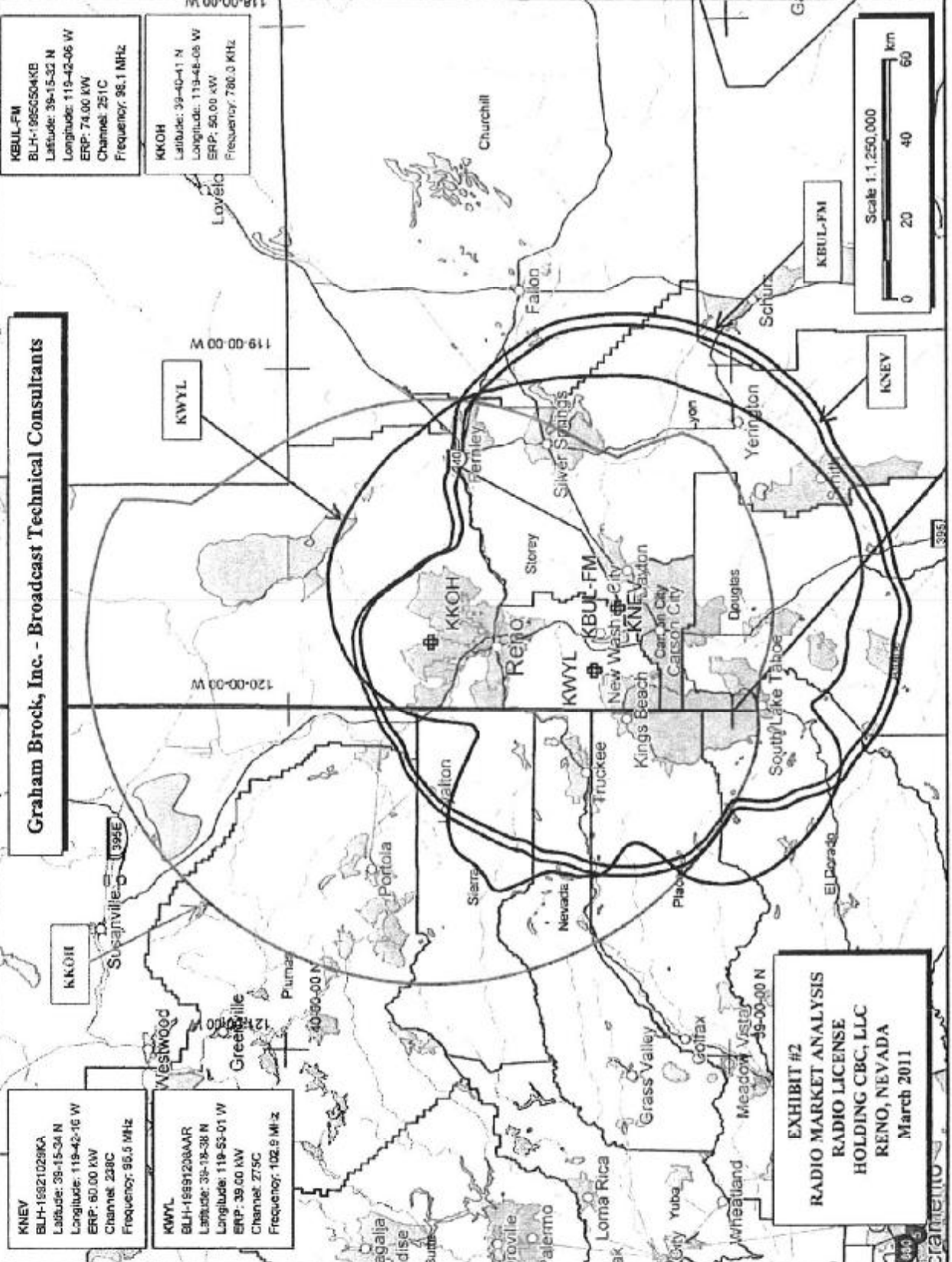
Call Letters	AM/FM	Freq	Type	Station Format	Home Market	Market Designation	Home Mkt Rank	Owner	City & State of License	County of License
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Number of Stations in Geographic Market 33

Previous Stations in Geographic Market

C - Commercial Station; *NC* - Non Commercial Station

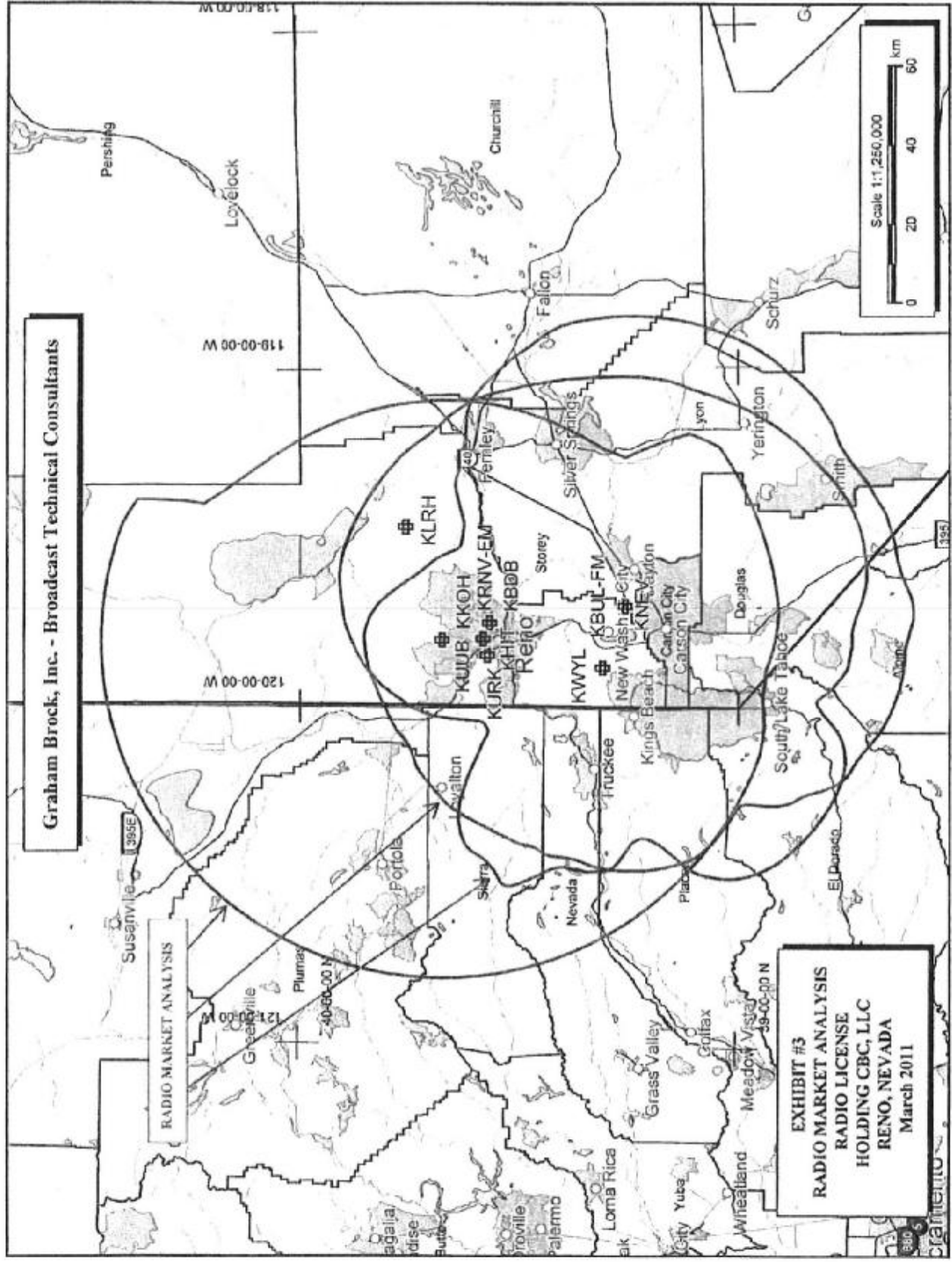
p indicates pending sale to owner listed



Graham Brock, Inc. - Broadcast Technical Consultants

**EXHIBIT #2
RADIO MARKET ANALYSIS
RADIO LICENSE
HOLDING CBC, LLC
RENO, NEVADA
March 2011**

Graham Brock, Inc. - Broadcast Technical Consultants



RADIO MARKET ANALYSIS

EXHIBIT #3
RADIO MARKET ANALYSIS
RADIO LICENSE
HOLDING CBC, LLC
RENO, NEVADA
March 2011

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
KKOH/KNEV - RENO, NEVADA
KBUL-FM - CARSON CITY, NEVADA
KWYL - SOUTH LAKE TAHOE, CALIFORNIA
March 2011

EXHIBIT #4

Tabulation of Stations in Radio Market

AM Stations

* KKOH	780 kHz	Reno, Nevada
KBDB	1400 kHz	Sparks, Nevada
KHIT	1450 kHz	Reno, Nevada

Total AM Stations - 3

FM Stations

KLRH	Ch 202C1	Sparks, Nevada
KURK	Ch 225C2	Reno, Nevada
KUUB	Ch 233C2	Sun Valley, Nevada
* KNEV	Ch 238C	Reno, Nevada
* KBUL-FM	Ch 251C	Carson City, Nevada
KRNV-FM	Ch 271C3	Reno, Nevada
* KWYL	Ch 275C	South Lake Tahoe, California

Total FM Station - 7

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 10

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

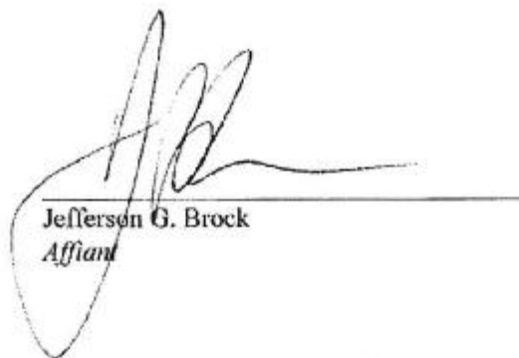
State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

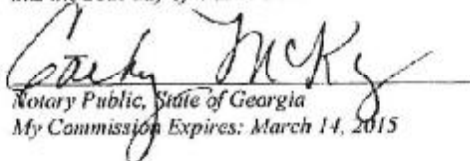
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



Notary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
WYNN-FM/WYNN - FLORENCE, SOUTH CAROLINA
WWFN-FM - LAKE CITY, SOUTH CAROLINA
WTOD/WBZF - HARTSVILLE, SOUTH CAROLINA
WMXT - PAMPLICO, SOUTH CAROLINA
WYMB - MANNING, SOUTH CAROLINA
WCMG - LATTA, SOUTH CAROLINA
WHLZ - MARION, SOUTH CAROLINA
RADIO LICENSE HOLDING CBC, LLC
WISW/WLXC - COLUMBIA, SOUTH CAROLINA
WNKT - EASTOVER, SOUTH CAROLINA
WOMG - LEXINGTON, SOUTH CAROLINA
WTCB - ORANGEBURG, SOUTH CAROLINA
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Media Inc. ("CMI") in connection with the proposed transfer of Citadel Broadcasting Corporation and its indirect licensee subsidiary, Radio License Holding CBC, LLC ("RLH"). CMI is the licensee of WYNN-FM, Channel 292A, and WYNN, 540 kHz, Florence, South Carolina; WWFN-FM, Channel 261A, Lake City, South Carolina; WTOD, 1450 kHz, and WBZF, Channel 253A, Hartsville, South Carolina; WMXT, Channel 271C2, Pamplico, South Carolina; WYMB, 920 kHz, Manning, South Carolina; WCMG, Channel 232C3, Latta, South Carolina; and WHLZ, Channel 263C3, Marion, South Carolina. RLH is the licensee of WISW, 1320 kHz, and WLXC, Channel 276A, Columbia, South Carolina; WNKT, Channel 298C2, Eastover, South Carolina; WOMG, Channel 253A, Lexington, South Carolina; and WTCB, Channel 294C1, Orangeburg, South Carolina.

2. WWFN-FM, WTOD, WYNN-FM, WYNN, WMXT and WBZF are all licensed to communities in a metro county in the Florence, South Carolina Arbitron Market. WISW,

WLXC, WNKT, WOMG and WTCB are all licensed to communities in a metro county in the Columbia, South Carolina Arbitron Market. WYMB, WCMG and WHLZ are not licensed to a community in a metro county in any Arbitron market.¹ Therefore, this review will verify compliance of commonly owned stations in both rated and non-rated markets.

FLORENCE, SOUTH CAROLINA ARBITRON/BIA MARKET REVIEW

3. As shown on Exhibit #1, there are twenty-one AM and FM (commercial and non-commercial) stations listed in the Florence, South Carolina Arbitron Market (Market #220). Upon consummation of the proposed transaction, CMI would control four FM stations and two AM stations in the market. The number of stations indicated falls in the fifteen to twenty-nine stations tier of §73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the rated Florence, South Carolina market.

COLUMBIA, SOUTH CAROLINA ARBITRON/BIA MARKET REVIEW

4. As shown on Exhibit #2, there are thirty AM and FM (commercial and non-commercial) stations listed in the Columbia, South Carolina Arbitron Market (Market #88). Upon consummation of the proposed transaction, CMI would control four FM stations and one AM station in the market. The number of stations indicated falls in the thirty to forty-four stations tier of §73.3555(a)(1)(ii) of the Commission's rules. At this level, common ownership or control of up to seven stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the rated Columbia, South Carolina market.

1) WHSC and WBZF do not have contour overlap with any non-metro stations and are therefore not considered further herein.

REVISED CONTOUR OVERLAP REVIEW

5. Since WYMB, WCMG and WHLZ are non-metro stations, a study has been conducted to verify that the ownership of it, in conjunction with the other subject stations, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations are shown on Exhibit #3. As noted, the locations of the city grade contours create areas of overlap requiring review. Based on the areas of overlap, four distinct markets are created. Market #1 consists of FM stations WCMG, WHLZ and WYNN-FM and AM station WYNN. Market #2 consists of FM stations WHLZ, WYNN-FM and WMXT and AM station WYNN. Market #3 consists of FM station WXMT and AM station WYMB and Market #4 consists of FM stations WTCB and WNKT and AM station WYMB.

6. Since WYNN is a subject station in Markets #1, #2 and #3, its contour will be used to determine the number of other stations providing service to the market. The WTCB contour will be used to determine the number of other station providing service to Market #4. The relevant subject stations will then be added to the stations in each market to determine the total number of stations in the respective markets. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility to be controlled by CMI will be considered as a market contributor, unless it is a subject station in the pertinent radio market under study.

7. Exhibit #4 is a depiction of the other AM and FM stations (commercial and non-commercial) providing service to the WYNN / Radio Market Boundary, showing seven

contributing stations. Exhibit #5 is a tabulation of the stations in Radio Market #1, which totals eleven when the four subject stations are included.² The number of stations depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations with no more than three in the same service is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #1.

8. Exhibit #6 is a tabulation of the stations in Radio Market #2, which totals eleven when the four subject stations are included.³ The number of stations depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations with no more than three in the same service is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #2.

9. Exhibit #7 is a tabulation of the stations in Radio Market #3, which totals nine when the two subject stations are included.⁴ The number of stations depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations with no more than three in the same service is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #3.

2) There are additional stations, but they were not considered as the stations identified are sufficient to allow for common control of the stations which will be commonly owned.

3) See Footnote 2, *supra*.

4) See Footnote 2, *supra*.

10. Exhibit #8 is a depiction of the other AM and FM stations (commercial and non-commercial) providing service to the WTCB / Radio Market Boundary, showing five contributing stations. Exhibit #9 is a tabulation of the stations in Radio Market #4, which totals eight when the three subject stations are included.⁵ The number of stations depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations with no more than three in the same service is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #4.

11. Based on the compliance shown in rated and non-rated markets, the proposed transfer of control is in compliance with §73.3555 of the Commission's rules, regarding the above referenced stations.

12. The foregoing technical statement was prepared on behalf of Cumulus Media Inc by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media Access Pro, Version 4.5. BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.

5) See Footnote 2, *supra*.



FCC Geographic Market Definition for Florence, SC

Call Letters	AM/FM	Freq	Station Type	Format	Home Market	Market Designation	Home Mkt Rank	Owner	City & State of License	County of License
WALD	AM	1080	C	DARK	Florence, SC	07/11/2007	220	Glory Communications Inc	Johnsonville, SC	Florence
WEZF	FM	98.5	C	Gospel	Florence, SC	07/02/2003	220	Cumulus Broadcasting Inc	Hartsville, SC	Darlington
WDAR	FM	105.5	C	AC	Florence, SC	07/02/2003	220	Quantum Communications Corp	Darlington, SC	Darlington
WEGX	FM	92.9	C	Country	Florence, SC	07/02/2003	220	Quantum Communications Corp	Dillon, SC	Dillon
WFRK	FM	95.3	C	Clas Rock	Florence, SC	05/19/2010	220	Miller Communications Inc (SC)	Quincy, SC	Florence
WHYM	AM	1260	C	Spi/Nws/Tlk	Florence, SC	07/02/2003	220	Miller Communications Inc (SC)	Lake City, SC	Florence
WJDJ	AM	1490	C	Enty/BlGis	Florence, SC	07/02/2003	220	Beaver Communications, a General Partnership	Hartsville, SC	Darlington
WJMX	AM	970	C	Nws/Tlk/Spt	Florence, SC	07/02/2003	220	Quantum Communications Corp	Florence, SC	Florence
WLPG	FM	91.7	NC	Christian	Florence, SC	07/02/2003	220	Augusta Radio Fellowship Institute	Florence, SC	Florence
WNXT	FM	102.1	C	Clas Rock	Florence, SC	07/02/2003	220	Cumulus Broadcasting Inc	Pamplico, SC	Florence
WOLH	AM	1230	C	Spi/Nws/Tlk	Florence, SC	07/02/2003	220	Miller Communications Inc (SC)	Florence, SC	Florence
WPDT	FM	105.1	C	Gosp/OCrm	Florence, SC	07/02/2003	220	Glory Communications Inc	Coward, SC	Florence
WRZE	FM	94.1	C	AC	Florence, SC	05/14/2009	220	Quantum Communications Corp	Kingstree, SC	Williamsburg
WSIM	FM	93.7	C	Soft Rock	Florence, SC	02/05/2004	220	Miller Communications Inc (SC)	Lamar, SC	Darlington
WTOD	AM	1450	C	Sports	Florence, SC	07/02/2003	220	Cumulus Broadcasting Inc	Hartsville, SC	Darlington
WWFN	FM	100.1	C	Sports	Florence, SC	07/02/2003	220	Cumulus Broadcasting Inc	Lake City, SC	Florence
WWKT	FM	99.3	C	Rhythmic/CHR	Florence, SC	05/19/2008	220	Miller Communications Inc (SC)	Kingstree, SC	Williamsburg
WWRK	AM	1400	C	Gosp/Talk	Florence, SC	07/02/2003	220	Quantum Communications Corp	Darlington, SC	Darlington
WYNN	FM	106.3	C	Urban	Florence, SC	07/02/2003	220	Cumulus Broadcasting Inc	Florence, SC	Florence
WYNN	AM	540	C	Gospel	Florence, SC	07/02/2003	220	Cumulus Broadcasting Inc	Florence, SC	Florence
WZTF	FM	102.9	C	Urban AC	Florence, SC	07/02/2003	220	Quantum Communications Corp	Scranton, SC	Florence

Number of Stations in Geographic Market 21

Previous Stations in Geographic Market

WCMG	FM	94.3	C	Rock		01/07/2008	0	Cumulus Broadcasting Inc	Latta, SC	Dillon
WHLZ	FM	100.5	C	Country		01/07/2008	0	Cumulus Broadcasting Inc	Marion, SC	Marion
WJMX	FM	103.3	C	CHR		02/23/2009	0	Quantum Communications Corp	Cheraw, SC	Chesterfield
WWBD	FM	94.7	C	Rock		12/03/2007	0	Miller Communications Inc (SC)	Sumter, SC	Sumter
WYMB	AM	920	C	Sports		02/09/2005	0	Cumulus Broadcasting Inc	Manning, SC	Clarendon

C - Commercial Station; *NC* - Non Commercial Station

p indicates pending sale to owner listed





FCC Geographic Market Definition for Columbia, SC

Call Letters	AM/ FM	Freq	Station Type	Format	Home Market	Market Designator	Home Mkt Rank	Owner	City & State of License	County of License
WARQ	FM	93.5	C	Alternative	Columbia, SC	88	88	Inner City Broadcasting Corporation	Columbia, SC	Richland
WBAJ	AM	890	C	ChristTalk	Columbia, SC	88	88	Family Firs	Bythewood, SC	Richland
WBLR	AM	1430	C	Span/Christ	Columbia, SC	88	88	Augusta Radio Fellowship Institute	Batesburg, SC	Lexington
WCEO	AM	840	C	Mexican	Columbia, SC	88	88	Norsan Consulting and Management Inc	Columbia, SC	Richland
WCOS	FM	97.5	C	Country	Columbia, SC	88	88	Clear Channel Communications Inc	Columbia, SC	Richland
WCOS	AM	1400	C	Sports	Columbia, SC	88	88	Clear Channel Communications Inc	Columbia, SC	Richland
WDEK	AM	1170	C	DARK	Columbia, SC	88	88	Bronnfield Broadcasting of Lexington Inc	Lexington, SC	Lexington
WFMV	FM	95.3	C	Gsp/BGp/In	Columbia, SC	88	88	Glory Communications Inc	South Congaree, SC	Lexington
WGCV	AM	620	C	Blk/Tlk/Inp	Columbia, SC	88	88	Glory Communications Inc	Cayce, SC	Lexington
WHXT	FM	103.9	C	Hip Hop	Columbia, SC	88	88	Glory Communications Inc	Orangeburg, SC	Lexington
WISW	AM	1320	C	News/Talk	Columbia, SC	88	88	Inner City Broadcasting Corporation	Columbia, SC	Richland
WLTR	FM	91.3	NC	Cls/News/MP	Columbia, SC	88	88	Citadel Broadcasting Company	Columbia, SC	Richland
WLTY	FM	96.7	C	Variety Hit	Columbia, SC	88	88	South Carolina Educational Television	Columbia, SC	Lexington
WLXC	FM	103.1	C	Urban AC	Columbia, SC	88	88	Clear Channel Communications Inc	Columbia, SC	Richland
WMFX	FM	102.3	C	Clisc Rock	Columbia, SC	88	88	Citadel Broadcasting Company	Columbia, SC	Richland
WMHK	FM	89.7	NC	ChrisContem	Columbia, SC	88	88	Inner City Broadcasting Corporation	St Andrews, SC	Richland
WNKT	FM	107.5	C	Sports	Columbia, SC	88	88	Columbia International University	Columbia, SC	Richland
WNOK	FM	104.7	C	CHR	Columbia, SC	88	88	Citadel Broadcasting Company	Eastover, SC	Richland
WOIC	AM	1230	C	Talk	Columbia, SC	88	88	Clear Channel Communications Inc	Columbia, SC	Richland
WOMG	FM	98.5	C	Oldies	Columbia, SC	88	88	Inner City Broadcasting Corporation	Columbia, SC	Richland
WOXL	AM	1470	C	Christian	Columbia, SC	88	88	Citadel Broadcasting Company	Columbia, SC	Lexington
WTCB	FM	106.7	C	AC	Columbia, SC	88	88	Glory Communications Inc	Columbia, SC	Richland
WUSC	FM	90.5	NC	Variety	Columbia, SC	88	88	Citadel Broadcasting Company	Orangeburg, SC	Orangeburg
WVOC	AM	560	C	News/Talk	Columbia, SC	88	88	University of South Carolina	Columbia, SC	Richland
WWDM	FM	101.3	C	Urban	Columbia, SC	88	88	Clear Channel Communications Inc	Columbia, SC	Richland
WWNQ	FM	94.3	C	Clisc Hits	Columbia, SC	88	88	Inner City Broadcasting Corporation	Columbia, SC	Richland
WWNU	FM	92.1	C	Lite AC	Columbia, SC	88	88	Double O Radio LLC	Sumter, SC	Sumter
WKBT	FM	100.1	C	HipHop/R&B	Columbia, SC	88	88	Double O Radio LLC	Forest Acres, SC	Richland
WYFV	FM	88.5	NC	ChristTalk	Columbia, SC	88	88	Clear Channel Communications Inc	Irmo, SC	Lexington
WZMJ	FM	93.1	C	Sports	Columbia, SC	88	88	Bible Broadcasting Network	West Columbia, SC	Lexington
						88	88	Inner City Broadcasting Corporation	Cayce, SC	Lexington
						88	88	Inner City Broadcasting Corporation	Batesburg, SC	Lexington

Number of Stations in Geographic Market 30

Previous Stations in Geographic Market

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

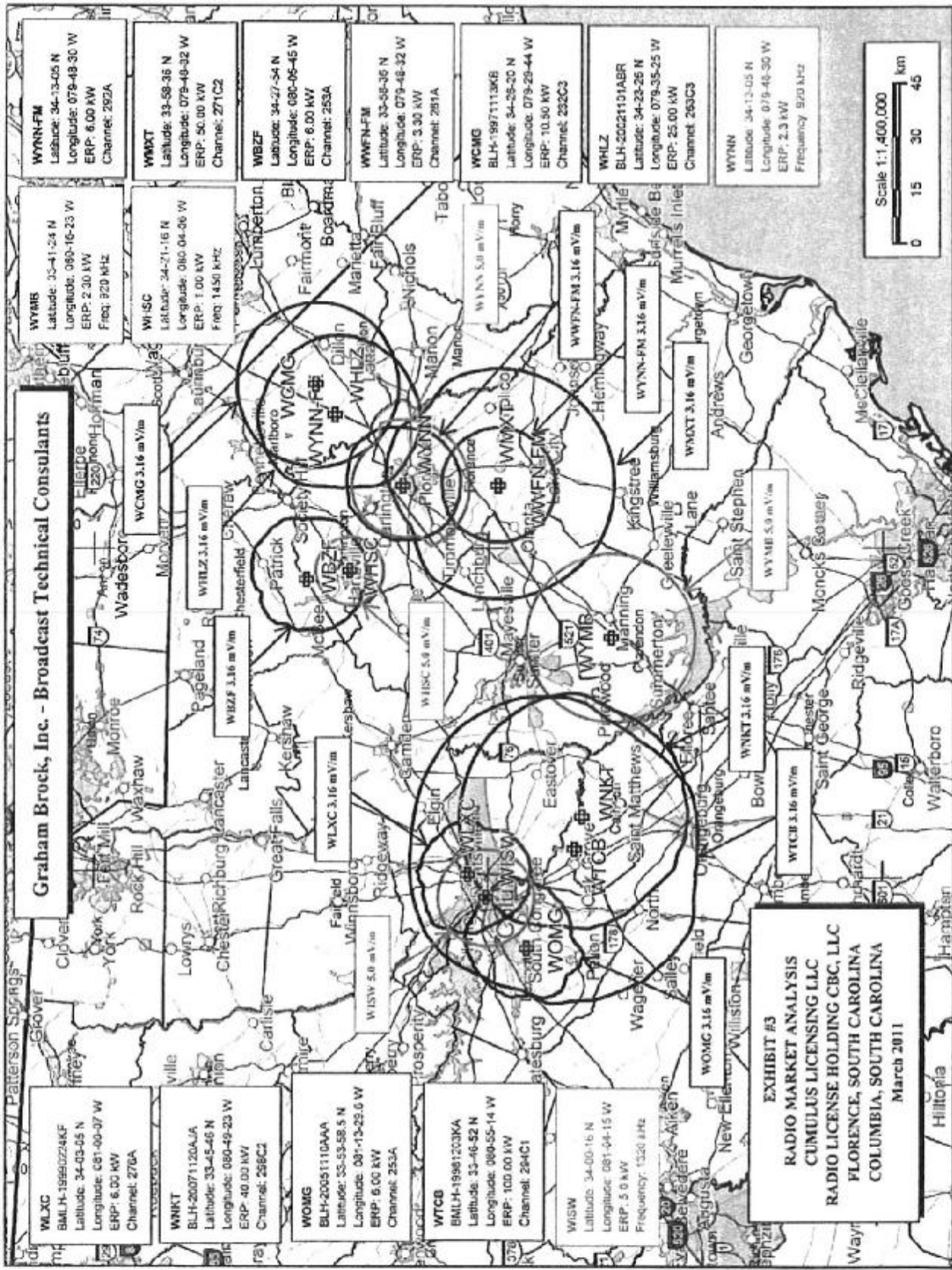


FCC Geographic Market Definition for Columbia, SC

Call Letters	AM/FM	Type	Freq	Station Format	Home Market	Market Home		City & State of License	County of License	
						Designtr Date	Mkt Rank			
WLJI	FM	98.3 C	Gospel			05/12/2008	0	Glory Communications Inc	Summerton, SC	Clarendon
WSCZ	FM	93.9 C	Clse Rock			05/19/2008	0	Miller Communications Inc (SC)	Winnsboro, SC	Fairfield

C - Commercial Station; *NC* - Non Commercial Station

p indicates pending sale to owner listed



Graham Brock, Inc. - Broadcast Technical Consultants

WLXC
 BMLH-19960224KF
 Latitude: 34-03-05 N
 Longitude: 081-00-07 W
 ERP: 6.00 kW
 Channel: 276A

WNKT
 BLH-20071120AJA
 Latitude: 33-45-46 N
 Longitude: 080-49-23 W
 ERP: 40.00 kW
 Channel: 268C2

WOMG
 BLH-20051110AAA
 Latitude: 35-53-58.5 N
 Longitude: 081-13-23.0 W
 ERP: 6.00 kW
 Channel: 253A

WTCC
 BMLH-19981203KA
 Latitude: 33-46-52 N
 Longitude: 080-55-14 W
 ERP: 100.00 kW
 Channel: 284C1

WISW
 Latitude: 34-00-16 N
 Longitude: 081-04-15 W
 ERP: 5.0 kW
 Frequency: 1320 kHz

WYNN-FM
 Latitude: 34-13-05 N
 Longitude: 079-48-30 W
 ERP: 6.00 kW
 Channel: 292A

WMDT
 Latitude: 33-58-36 N
 Longitude: 079-49-32 W
 ERP: 50.00 kW
 Channel: 271C2

WBZF
 Latitude: 34-27-54 N
 Longitude: 080-05-45 W
 ERP: 6.00 kW
 Channel: 253A

WVFN-FM
 Latitude: 33-58-36 N
 Longitude: 079-48-32 W
 ERP: 3.30 kW
 Channel: 281A

WCMG
 BLH-9871113K6
 Latitude: 34-25-20 N
 Longitude: 079-29-44 W
 ERP: 10.50 kW
 Channel: 232C3

WHLZ
 BLH-20021101ABR
 Latitude: 34-23-26 N
 Longitude: 079-35-25 W
 ERP: 25.00 kW
 Channel: 263C3

WYNN
 Latitude: 34-13-05 N
 Longitude: 079-48-30 W
 ERP: 2.3 kW
 Frequency: 970 kHz

WYMR
 Latitude: 33-41-24 N
 Longitude: 080-16-23 W
 ERP: 2.30 kW
 Freq: 820 kHz

WJSC
 Latitude: 34-21-16 N
 Longitude: 080-04-06 W
 ERP: 1.00 kW
 Freq: 1450 kHz

WVFN-FM
 Latitude: 33-58-36 N
 Longitude: 079-48-32 W
 ERP: 3.30 kW
 Channel: 281A

WCMG
 BLH-9871113K6
 Latitude: 34-25-20 N
 Longitude: 079-29-44 W
 ERP: 10.50 kW
 Channel: 232C3

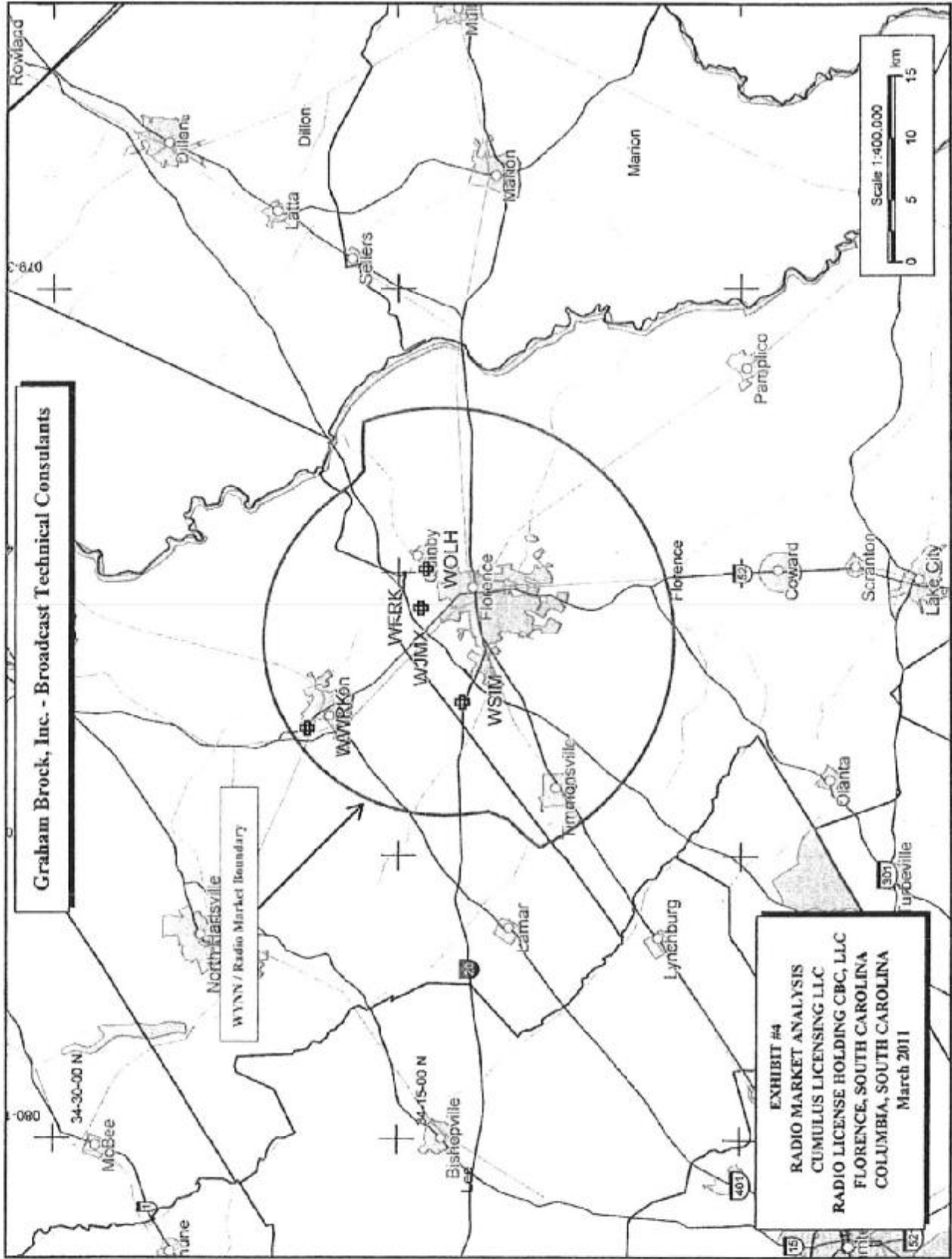
WHLZ
 BLH-20021101ABR
 Latitude: 34-23-26 N
 Longitude: 079-35-25 W
 ERP: 25.00 kW
 Channel: 263C3

WYNN
 Latitude: 34-13-05 N
 Longitude: 079-48-30 W
 ERP: 2.3 kW
 Frequency: 970 kHz

WYMR
 Latitude: 33-41-24 N
 Longitude: 080-16-23 W
 ERP: 2.30 kW
 Freq: 820 kHz

EXHIBIT #3
 RADIO MARKET ANALYSIS
 CUMULUS LICENSING LLC
 FLORENCE, SOUTH CAROLINA
 COLUMBIA, SOUTH CAROLINA
 March 2011

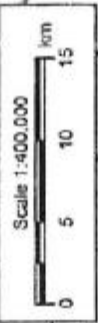




Graham Brock, Inc. - Broadcast Technical Consultants

WYNN / Radio Market Boundary

EXHIBIT #4
 RADIO MARKET ANALYSIS
 CUMULUS LICENSING LLC
 RADIO LICENSE HOLDING CBC, LLC
 FLORENCE, SOUTH CAROLINA
 COLUMBIA, SOUTH CAROLINA
 March 2011



RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING CBC, LLC
FLORENCE, SOUTH CAROLINA
COLUMBIA, SOUTH CAROLINA
March 2011

EXHIBIT #5

Tabulation of Stations in Radio Market #1

AM Stations

* WYNN	540 kHz	Florence, South Carolina
WJMX	970 kHz	Florence, South Carolina
WOLH	1230 kHz	Florence, South Carolina
WWRK	1400 kHz	Darlington, South Carolina

Total AM Stations - 4

FM Stations

* WYNN-FM	Ch 292A	Florence, South Carolina
WLPG	Ch 219C2	Florence, South Carolina
WWKT-FM	Ch 257C3	Kingstree, South Carolina
WZTF	Ch 275A	Scranton, South Carolina
WPDT	Ch 286C3	Coward, South Carolina
* WCMG	Ch 232C3	Latta, South Carolina
* WHLZ	Ch 263C3	Marion, South Carolina

Total FM Stations - 7

GRAND TOTAL OF STATION CONSIDERED IN STUDY - 11

- * Subject station.

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING CBC, LLC
FLORENCE, SOUTH CAROLINA
COLUMBIA, SOUTH CAROLINA
March 2011

EXHIBIT #6

Tabulation of Stations in Radio Market #2

AM Stations

* WYNN	540 kHz	Florence, South Carolina
WJMX	970 kHz	Florence, South Carolina
WOLH	1230 kHz	Florence, South Carolina
WWRK	1400 kHz	Darlington, South Carolina

Total AM Stations - 4

FM Stations

* WYNN-FM	Ch 292A	Florence, South Carolina
WLPG	Ch 219C2	Florence, South Carolina
WWKT-FM	Ch 257C3	Kingstree, South Carolina
WZTF	Ch 275A	Scranton, South Carolina
* WMXT	Ch 271C2	Pamplico, South Carolina
WPDT	Ch 286C3	Coward, South Carolina
* WHLZ	Ch 263C3	Marion, South Carolina

Total FM Stations - 7

GRAND TOTAL OF STATION CONSIDERED IN STUDY - 11

* Subject station.

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING CBC, LLC
FLORENCE, SOUTH CAROLINA
COLUMBIA, SOUTH CAROLINA
March 2011

EXHIBIT #7

Tabulation of Stations in Radio Market #3

AM Stations

* WYMB	920 kHz	Manning, South Carolina
WJMX	970 kHz	Florence, South Carolina
WOLH	1230 kHz	Florence, South Carolina
WWRK	1400 kHz	Darlington, South Carolina

Total AM Stations - 4

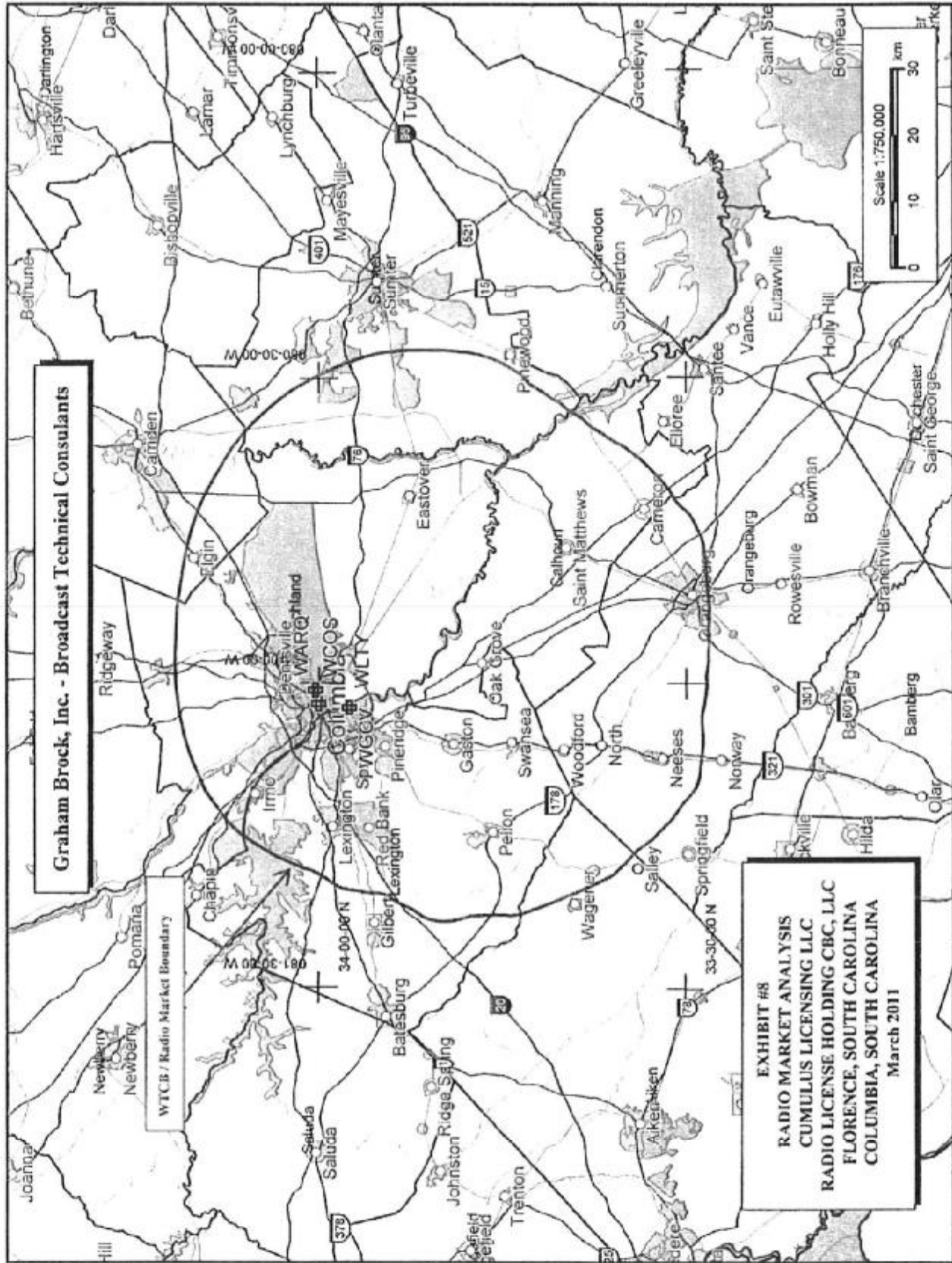
FM Stations

WLPG	Ch 219C2	Florence, South Carolina
WWKT-FM	Ch 257C3	Kingstree, South Carolina
WZTF	Ch 275A	Scranton, South Carolina
* WMXT	Ch 271C2	Pamplico, South Carolina
WPDT	Ch 286C3	Coward, South Carolina

Total FM Stations - 5

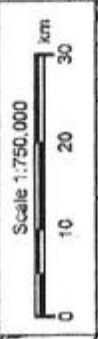
GRAND TOTAL OF STATION CONSIDERED IN STUDY - 9

- * Subject station.



Graham Brock, Inc. - Broadcast Technical Consultants

EXHIBIT #8
 RADIO MARKET ANALYSIS
 CUMULUS LICENSING LLC
 RADIO LICENSE HOLDING CBC, LLC
 FLORENCE, SOUTH CAROLINA
 COLUMBIA, SOUTH CAROLINA
 March 2011



RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING CBC, LLC
FLORENCE, SOUTH CAROLINA
COLUMBIA, SOUTH CAROLINA
March 2011

EXHIBIT #9

Tabulation of Stations in Radio Market #4

AM Stations

WGCV	620 kHz	Cayce, South Carolina
* WYMB	920 kHz	Manning, South Carolina
WISW	1320 kHz	Columbia, South Carolina
WCOS	1400 kHz	Columbia, South Carolina

Total AM Stations - 4

FM Stations

* WTCB	Ch 294C1	Orangeburg, South Carolina
* WNKT	Ch 298C2	Eastover, South Carolina
WARQ	Ch 228A	Columbia, South Carolina
WLTY	Ch 244C3	Cayce, South Carolina

Total FM Stations - 4

GRAND TOTAL OF STATION CONSIDERED IN STUDY - 8

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

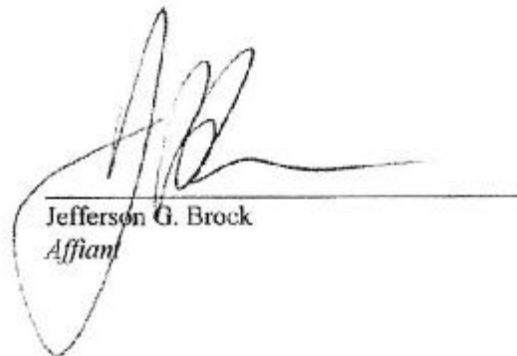
State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

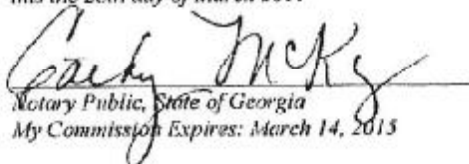
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



Notary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WIVK-FM/WNML - KNOXVILLE, TENNESSEE
WNML-FM - LOUDEN, TENNESSEE
WOKI - OLIVER SPRINGS, TENNESSEE
WNRX - JEFFERSON CITY, TENNESSEE
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Media Inc. ("CMI") in connection with the proposed transfer of control of Citadel Broadcasting Corporation and its indirect licensee subsidiary, Radio License Holding CBC, LLC ("RLH"). RLH is the licensee of WIVK-FM, Channel 299C, and WNML, 990 kHz, Knoxville, Tennessee; WNML-FM¹, Channel 256A, Louden, Tennessee; WOKI, Channel 254C3, Oliver Springs, Tennessee; and WNRX², Channel 257A, Jefferson City, Tennessee. WIVK-FM, WNML and WNML-FM are each licensed to a community in a metro county in the Knoxville, Tennessee Arbitron Market. WOKI is not a metro station in the Knoxville market, but is considered "home" to the market. WNRX is not licensed to nor considered "home" in any Arbitron market. Therefore, this review will verify compliance of commonly owned stations in both a rated market and non-rated market.

KNOXVILLE, TENNESSEE ARBITRON/BIA MARKET REVIEW

2. As shown on Exhibit #1, there are forty-eight AM and FM (commercial and non-commercial) stations listed in the Knoxville, Tennessee Arbitron Market (Market #70). Upon

-
- 1) WNML-FM has a permit to relocate and change its city of license to Friendship, Tennessee (BPH-20101008ABK). Friendship is a community in the Knoxville, Tennessee Arbitron Market, so WNML-FM will remain a metro station.
- 2) WNRX has a permit to relocate (BPH-20101008ABH), which is considered herein.

consummation of the proposed transaction, CMI would control three FM stations and one AM station in the market. The number of stations indicated falls in the forty-five or more stations tier of §73.3555(a)(1)(I) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, CMI will be in compliance in the rated Knoxville, Tennessee market.

CONTOUR OVERLAP MARKET

3. WOKI is considered "home" to the Knoxville market and WNRX is a non-metro station. Since these stations have contour overlap with other stations considered herein, a study has been conducted to verify that the ownership of this station, in conjunction with the other stations in the Knoxville market, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations for the contour overlap analysis are shown on Exhibit #2. Based on the area of overlap of the stations, three distinct markets are created. Market #1 consists of FM stations WIVK-FM and WOKI and AM station WNML. Market #2 consists of FM stations WIVK-FM and WNRX (lic) and AM station WNML and Market #3 consists of FM stations WIVK-FM and WNRX (CP).

4. Since WIVK-FM is a subject station in each market, its contour will be used to define the Radio Market Boundary. This boundary will be used to determine the number of other stations in the market to which the subject stations in the market will then be added to reach the total number of stations in or providing service to the respective market. No stations with transmitters

located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility to be controlled by CMI will be considered as a market contributor, unless it is a subject station in the radio market under study.

5. Exhibit #3 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the WIVK-FM / Radio Market boundary. Exhibit #4 is a tabulation of the stations in Radio Market #1. A total of ten stations are shown, including the three subject stations.³ The number of stations depicted falls in the fifteen or less stations tier of 73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #1.

6. Exhibit #5 is a tabulation of the stations in Radio Market #2. A total of ten stations are shown, including the three subject stations.⁴ The number of stations depicted falls in the fifteen or less stations tier of 73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #2.

3) There are additional stations, but they are not considered as the stations identified are sufficient to allow common control of the stations which will be commonly owned.

4) See Footnote 3, *supra*.

7. Exhibit #6 is a tabulation of the stations in Radio Market #3. A total of nine stations are shown, including the two subject stations.⁵ The number of stations depicted falls in the fifteen or less stations tier of 73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #3.

8. Based on the compliance shown in both rated and non-rated markets, the proposed transfer of control is in compliance with §73.3555 of the Commission's rules, regarding the above referenced stations.

9. The foregoing technical statement was prepared on behalf of Cumulus Media Inc. by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media Access Pro, Version 4.5, BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.

5) See Footnote 3, *supra*.



FCC Geographic Market Definition for Knoxville, TN

Call Letters	AM/FM	Type	Freq	Station	Format	Home Market	Market			City & State of License	County of License
							Home	Designtrn	Mkt		
							Date	Rank	Owner		
WATO	AM	1290	C	DARK	Knoxville, TN		07/02/2003	70	Sheepdog Broadcasting Corporation	Oak Ridge, TN	Anderson
WBRC	AM	1470	C	Nws/Tk/Spt	Knoxville, TN		07/02/2003	70	Blount County Broadcasting	Alcoa, TN	Blount
WBLC	AM	1360	C	Religion	Knoxville, TN		07/02/2003	70	Three Angels Bcstg Network Inc	Lenoir City, TN	Loudon
WCYQ	FM	93.1	C	Country	Knoxville, TN		07/02/2003	70	Journal Broadcast Group Inc	Kams, TN	Knox
WDVX	FM	89.9	NC	Americana	Knoxville, TN		07/02/2003	70	Cumberland Communities Communications	Clinton, TN	Anderson
WETR	AM	760	C	Talk	Knoxville, TN		07/02/2003	70	Mo/Fl Thomas H. Jr	Knoxville, TN	Knox
WFV	FM	105.3	C	AAA	Knoxville, TN		07/02/2003	70	Home Radio LLC	Loudon, TN	Loudon
WGAP	AM	1400	C	Country	Knoxville, TN		07/02/2003	70	Meredith, Ronald C	Maryville, TN	Blount
WIFA	AM	1240	C	AdCHR/CCI	Knoxville, TN		07/02/2003	70	Progressive Media Inc	Knoxville, TN	Knox
WIHG	FM	105.7	C	Class Hits	Knoxville, TN		03/10/2007	70	Crossville Radio Inc	Rockwood, TN	Roane
WIMZ	FM	103.5	C	Class Rock	Knoxville, TN		07/02/2003	70	South Central Communications Corporation	Knoxville, TN	Knox
WITA	AM	1480	C	Religion	Knoxville, TN		07/02/2003	70	F. W. Robbert Broadcasting	Knoxville, TN	Knox
WIVK	FM	107.7	C	Country	Knoxville, TN		07/02/2003	70	Citadel Broadcasting Company	Knoxville, TN	Knox
WJBZ	FM	96.3	C	Sothn Gospel	Knoxville, TN		07/02/2003	70	Seymour Communications	Seymour, TN	Sevier
WJRV	FM	106.1	C	Hot AC	Knoxville, TN		10/27/2009	70	Momentum Broadcasting LLC	Oliver Springs, TN	Roane
WJXB	FM	97.5	C	AC	Knoxville, TN		07/02/2003	70	South Central Communications Corporation	Knoxville, TN	Knox
WKCE	AM	1120	C	Spts/Span	Knoxville, TN		07/02/2003	70	Kirkland Wireless Broadcasters Inc	Maryville, TN	Blount
WKCS	FM	91.1	NC	Oldies	Knoxville, TN		07/02/2003	70	Fulton High School	Knoxville, TN	Knox
WKGN	AM	1340	C	Mexican	Knoxville, TN		07/02/2003	70	Norsan Consulting and Management Inc	Knoxville, TN	Knox
WKHT	FM	104.5	C	CHR/Rhymc	Knoxville, TN		07/02/2003	70	Journal Broadcast Group Inc	Knoxville, TN	Knox
WKTI	AM	1040	C	Country	Knoxville, TN		07/02/2003	70	Journal Broadcast Group Inc	Knoxville, TN	Knox
WKVL	AM	850	C	Country	Knoxville, TN		07/02/2003	70	Blount Broadcasting Corporation	Powell, TN	Knox
WKXV	AM	900	C	Gospel	Knoxville, TN		07/02/2003	70	Knoxville Ra-Tel	Knoxville, TN	Knox
WKZX	FM	93.5	C	Mexican	Knoxville, TN		07/02/2003	70	BP Broadcasters LLC	Knoxville, TN	Knox
WLIL	AM	730	C	Country	Knoxville, TN		07/02/2003	70	Fowlers Holdings LLLP	Lenoir City, TN	Loudon
WLCD	AM	1140	C	Country	Knoxville, TN		07/02/2003	70	Blount Broadcasting Corporation	Lenoir City, TN	Loudon
WMTY	AM	670	C	Oldies	Knoxville, TN		07/02/2003	70	Home Radio LLC	Loudon, TN	Loudon
WMYL	FM	96.7	C	Country	Knoxville, TN		10/04/2006	70	Meredith, Ronald C	Farragut, TN	Knox
WINFZ	FM	94.3	C	Altcr/Rock	Knoxville, TN		07/02/2003	70	Pirkle, John W	Halls Crossroads, TN	Knox
WINML	FM	99.1	C	Sports	Knoxville, TN		07/02/2003	70	Citadel Broadcasting Company	Loudon, TN	Loudon
WINML	AM	980	C	Sports	Knoxville, TN		07/02/2003	70	Citadel Broadcasting Company	Knoxville, TN	Knox
WINOX	FM	100.3	C	News/Talk	Knoxville, TN		07/02/2003	70	Pirkle, John W	Oak Ridge, TN	Anderson
WINFZ	AM	1580	C	Gospel	Knoxville, TN		07/02/2003	70	Metropolitan Broadcasting Network LLC	Knoxville, TN	Knox

EXHIBIT #1

"b" indicates pending sale to owner listed

"C" - Commercial Station; "NC" - Non Commercial Station



FCC Geographic Market Definition for Knoxville, TN

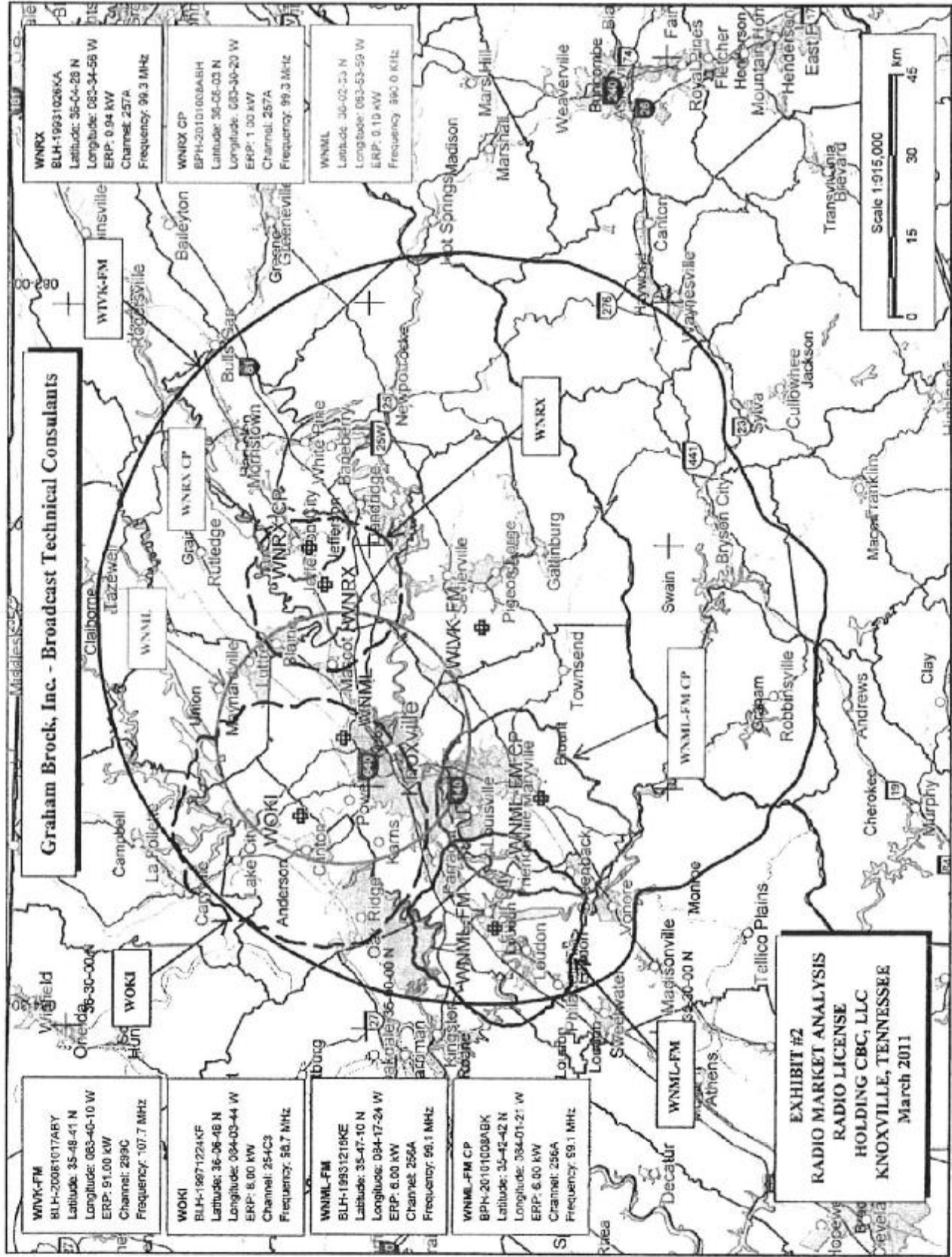
Call Letters	AM/FM	Freq	Station Type	Format	Home Market	Market Designn Date	Home Mkt Rank	Owner	City & State of License	County of License
WO/FM	FM	89.1	NC	Christ/Alive	Knoxville, TN	07/02/2003	70	p Educational Media Foundation	Alcoa, TN	Blount
WOKI	FM	98.7	C	News/Talk	Knoxville, TN	07/02/2003	70	Citadel Broadcasting Company	Oliver Springs, TN	Roane
WPFT	FM	106.3	C	Class Hits	Knoxville, TN	10/09/2007	70	Whitfield Communications Inc	Pigeon Forge, TN	Sevier
WQJK	FM	95.7	C	Jack	Knoxville, TN	07/02/2003	70	South Central Communications Corporation	Maryville, TN	Blount
WRJK	FM	106.7	C	Jack	Knoxville, TN	07/02/2003	70	South Central Communications Corporation	Norris, TN	Anderson
WRJZ	AM	620	C	Relign/Talk	Knoxville, TN	07/02/2003	70	Moffitt, Thomas H., Jr	Knoxville, TN	Knox
WSEV	AM	930	C	Information	Knoxville, TN	07/02/2003	70	Perme, C J	Sevierville, TN	Sevier
WSEV	FM	105.5	C	AC	Knoxville, TN	07/02/2003	70	Whitfield Communications Inc	Gallatinburg, TN	Sevier
WUOT	FM	91.9	NC	NPR/Cls/Jaz	Knoxville, TN	07/02/2003	70	University of Tennessee	Knoxville, TN	Knox
WUTK	FM	90.3	NC	Modern	Knoxville, TN	07/02/2003	70	University of Tennessee	Knoxville, TN	Knox
WVLZ	AM	1180	C	Sports	Knoxville, TN	07/02/2003	70	Kirkland Wireless Broadcasters Inc	Knoxville, TN	Knox
WWST	FM	102.1	C	CHR/Dance	Knoxville, TN	07/02/2003	70	Journal Broadcast Group Inc	Sevierville, TN	Sevier
WYFC	FM	95.3	NC	Christ/Talk	Knoxville, TN	07/02/2003	70	Bible Broadcasting Network	Clinton, TN	Anderson
WYLV	FM	86.3	NC	ChrisContem	Knoxville, TN	07/02/2003	70	p Educational Media Foundation	Maynardville, TN	Union
WYSH	AM	1380	C	Country	Knoxville, TN	07/02/2003	70	Meredith, Ronald C	Clinton, TN	Anderson

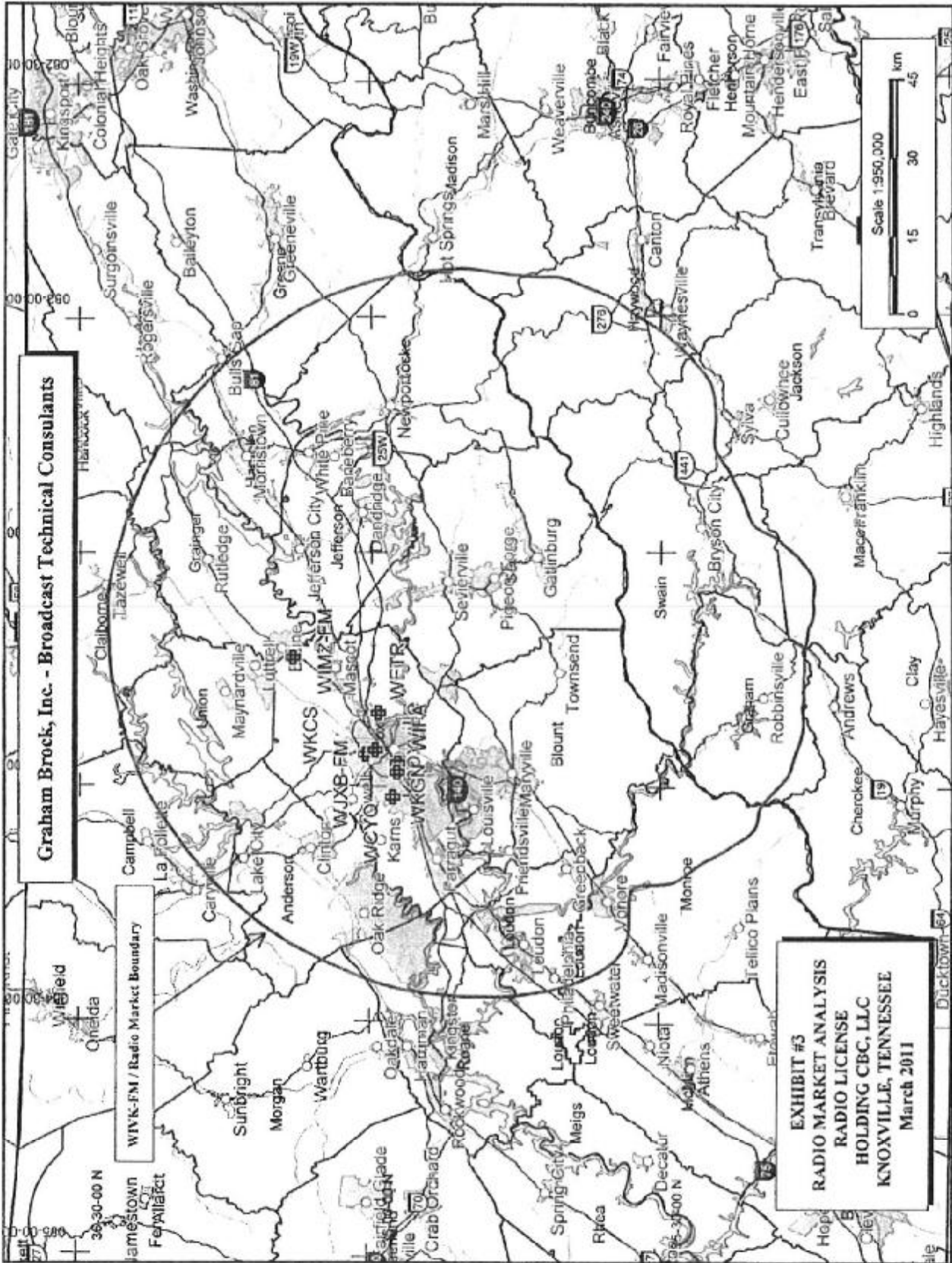
Number of Stations in Geographic Market 48

Previous Stations in Geographic Market

C - Commercial Station; *NC* - Non Commercial Station

p Indicates pending sale to owner listed





Graham Brock, Inc. - Broadcast Technical Consultants

WKYC-FM / Radio Market Boundary

**EXHIBIT #3
RADIO MARKET ANALYSIS
RADIO LICENSE
HOLDING CBC, LLC
KNOXVILLE, TENNESSEE
March 2011**

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WIVK-FM/WNML - KNOXVILLE, TENNESSEE
WNML-FM - LOUDEN, TENNESSEE
WOKI - OLIVER SPRINGS, TENNESSEE
WNRX - JEFFERSON CITY, TENNESSEE
March 2011

EXHIBIT #4

Tabulation of Stations in Radio Market #1

AM Stations

WETR	760 kHz	Knoxville, Tennessee
* WNML	990 kHz	Knoxville, Tennessee
WIFA	1240 kHz	Knoxville, Tennessee
WKGN	1340 kHz	Knoxville, Tennessee

Total AM Stations - 4

FM Stations

WKCS	Ch 216A	Knoxville, Tennessee
WCYQ	Ch 226A1	Karns, Tennessee
WJXB-FM	Ch 248C	Knoxville, Tennessee
* WOKI	Ch 254C3	Oliver Springs, Tennessee
WIMZ-FM	Ch 278C	Knoxville, Tennessee
* WIVK-FM	Ch 299C	Knoxville, Tennessee

Total FM Stations - 6

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 10

* Subject station.

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WIVK-FM/WNML - KNOXVILLE, TENNESSEE
WNML-FM - LOUDEN, TENNESSEE
WOKI - OLIVER SPRINGS, TENNESSEE
WNRX - JEFFERSON CITY, TENNESSEE
March 2011

EXHIBIT #5

Tabulation of Stations in Radio Market #2

AM Stations

WETR	760 kHz	Knoxville, Tennessee
* WNML	990 kHz	Knoxville, Tennessee
WIFA	1240 kHz	Knoxville, Tennessee
WKGK	1340 kHz	Knoxville, Tennessee

Total AM Stations - 4

FM Stations

WKCS	Ch 216A	Knoxville, Tennessee
WCYQ	Ch 226A	Karns, Tennessee
WJXB-FM	Ch 248C	Knoxville, Tennessee
* WNRX (lic)	Ch 257A	Jefferson City, Tennessee
WIMZ-FM	Ch 278C	Knoxville, Tennessee
* WIVK-FM	Ch 299C	Knoxville, Tennessee

Total FM Stations - 6

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 10

* Subject station.

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
WIVK-FM/WNML - KNOXVILLE, TENNESSEE
WNML-FM - LOUDEN, TENNESSEE
WOKI - OLIVER SPRINGS, TENNESSEE
WNRX - JEFFERSON CITY, TENNESSEE
March 2011

EXHIBIT #6

Tabulation of Stations in Radio Market #3

AM Stations

WETR	760 kHz	Knoxville, Tennessee
WIFA	1240 kHz	Knoxville, Tennessee
WKGN	1340 kHz	Knoxville, Tennessee

Total AM Stations - 3

FM Stations

WKCS	Ch 216A	Knoxville, Tennessee
WCYQ	Ch 226A	Karns, Tennessee
WJXB-FM	Ch 248C	Knoxville, Tennessee
* WNRX (CP)	Ch 257A	Jefferson City, Tennessee
WIMZ-FM	Ch 278C	Knoxville, Tennessee
* WIVK-FM	Ch 299C	Knoxville, Tennessee

Total FM Stations - 6

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 9

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT


State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

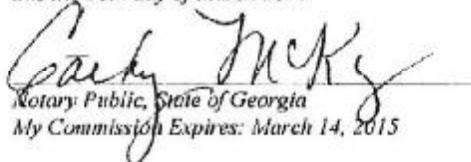
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



Cary McKee
Notary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
KKND - BELLE CHASSE, LOUISIANA
KMEZ - PORT SULPHUR, LOUISIANA
WMTI - PICAYUNE, MISSISSIPPI
WRKN - LAPLACE, LOUISIANA
KQXL-FM - NEW ROADS, LOUISIANA
WCDV - HAMMOND, LOUISIANA
WEMX - KENTWOOD, LOUISIANA
WIBR - BATON ROUGE, LOUISIANA
WXOK - PORT ALLEN, LOUISIANA
KNEK/KNEK-FM - WASHINGTON, LOUISIANA
KRRQ/KSMB - LAFAYETTE, LOUISIANA
KXKC - NEW IBERIA, LOUISIANA
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Media Inc. ("CMI") in connection with the proposed transfer of control of Citadel Broadcasting Corporation and its indirect licensee subsidiary, Radio License Holding CBC, LLC ("RLH"). RLH is the licensee of KKND¹, Channel 275C3, Belle Chasse, Louisiana; KMEZ, Channel 294C1, Port Sulphur, Louisiana; WMTI, Channel 291C2, Picayune, Mississippi; WRKN, Channel 222C, Laplace, Louisiana; KQXL-FM, Channel 293C2, New Roads, Louisiana; WCDV, Channel 277C, Hammond, Louisiana; WEMX, Channel 231C1, Kentwood, Louisiana; WIBR, 1300 kHz, Baton Rouge, Louisiana; WXOK, 1460 kHz, Port Allen, Louisiana; KNEK, 1190 kHz, and KNEK-FM, Channel 284C3, Washington, Louisiana; KRRQ, Channel 238C2, and KSMB, Channel 233C, Lafayette, Louisiana; and KXKC, Channel 256C0, New Iberia, Louisiana.

1) KKND has a construction permit to relocate (BPH-20080520AAF), but will remain "home" to the market.

2. WRKN is licensed to a community in a metro county in the New Orleans, Louisiana Arbitron Market. Neither KKND, KMEZ nor WMTI is licensed to a community in a metro county in the market, but each is considered "home" to the New Orleans market. WIBR and WXOK are each licensed to a community in a metro county in the Baton Rouge, Louisiana Arbitron Market. Neither KQXL-FM, WCDV nor WEMX is licensed to a community in a metro county in the market, but each is considered "home" to the Baton Rouge market. KNEK, KNEK-FM, KRRQ, KSMB and KXKC are each licensed to a community in a metro county in the Lafayette, Louisiana Arbitron Market. Therefore, a study to verify compliance of commonly owned stations in both a rated market and non-rated market is needed.

NEW ORLEANS, LOUISIANA ARBITRON/BIA MARKET REVIEW

3. As shown on Exhibit #1, there are forty AM and FM (commercial and non-commercial) stations listed in the New Orleans, Louisiana Arbitron Market (Market #52). Upon consummation of the proposed transaction, CMI would control four FM stations in the market. The number of stations indicated falls in the thirty to forty-four stations tier of §73.3555(a)(1)(ii) of the Commission's rules. At this level, common ownership or control of up to seven stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the rated New Orleans, Louisiana market.

BATON ROUGE, LOUISIANA ARBITRON/BIA MARKET REVIEW

4. As shown on Exhibit #2, there are twenty-six AM and FM (commercial and non-commercial) stations listed in the Baton Rouge, Louisiana Arbitron Market (Market #79).

Upon consummation of the proposed transaction, CMI would control three FM stations and two AM stations in the market. The number of stations indicated falls in the fifteen to twenty-nine stations tier of §73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the rated Baton Rouge, Louisiana market.

LAFAYETTE, LOUISIANA ARBITRON/BIA MARKET REVIEW

5. As shown on Exhibit #3, there are thirty-six AM and FM (commercial and non-commercial) stations listed in the Lafayette, Louisiana Arbitron Market (Market #105).

Upon consummation of the proposed transaction, CMI would control four FM stations and one AM station in the market. The number of stations indicated falls in the thirty to forty-four stations tier of §73.3555(a)(1)(ii) of the Commission's rules. At this level, common ownership or control of up to seven stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the rated Lafayette, Louisiana market.

CONTOUR OVERLAP MARKET

6. Since KKND, KMEZ, WMTI, KQXL-FM, WCDV and WEMX are considered "home" to the various markets and have contour overlap with other stations considered herein, a study has been conducted to verify that the control of this station, in conjunction with the other stations noted herein, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations for the contour overlap analysis are shown on

Exhibit #4. As noted, the locations of the city grade contours of the stations create five distinct radio markets requiring review. Market #1 consists of FM stations WRKN, KMEZ and KKND license and permit. Market #2 consists of FM stations WMTI and KMEZ. Market #3 consists of FM stations WMTI, WRKN and WCDV. Market #4 consists of FM stations WEMX, WCDV, WRKN and KQXL-FM and AM stations WIBR and WXOK and Market #5 consists of FM stations KXKC, KQXL-FM and WCDV and AM stations WIBR and WXOK.

7. The city grade contour of WRKN will be used to define the boundary for Radio Markets #1, #3 and #4. The city grade contour of KMEZ will be used to define the boundary for Radio Market #2 and the city grade contour of WCDV will be used to define the boundary for Radio Market #5. These boundaries will be used to determine the number of other stations in the respective market to which the subject stations in that market will then be added to reach the total number of stations in or providing service to the market. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility to be controlled by CMI will be considered as a market contributor, unless it is a subject station in the radio market under study.

8. Exhibit #5 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the WRKN/Radio Market, which depicts thirteen contributing stations. Exhibit #6 is a tabulation of the stations in the Radio Market #1. A total of sixteen stations are shown, including the three subject stations.² The number of stations depicted falls in the fifteen to

2) There are additional stations, but they are not considered as the stations identified are sufficient to allow common control of the stations which will be commonly owned.

twenty-nine stations tier of 73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the non-rated Radio Market #1.

9. Exhibit #7 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the KMEZ/Radio Market, which depicts five contributing stations. Exhibit #8 is a tabulation of the stations in the Radio Market #2. A total of seven stations are shown, including the two subject stations.³ The number of stations depicted falls in the fifteen or less stations tier of 73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #2.

10. Exhibit #9 is a tabulation of the stations in the Radio Market #3. A total of sixteen stations are shown, including the three subject stations.⁴ The number of stations depicted falls in the fifteen to twenty-nine stations tier of 73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the non-rated Radio Market #3.

11. Exhibit #10 is a tabulation of the stations in the Radio Market #4. A total of nineteen stations are shown, including the six subject stations.⁵ The number of stations depicted falls in the

3) See Footnote 2, *supra*.

4) See Footnote 2, *supra*.

5) See Footnote 2, *supra*.

fifteen to twenty-nine stations tier of 73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, CMI will be in compliance in the non-rated Radio Market #4.

12. Exhibit #11 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the WCDV/Radio Market, which depicts eight contributing stations. Exhibit #12 is a tabulation of the stations in Radio Market #5. A total of thirteen stations are shown, including the five subject stations.⁶ The number of stations depicted falls in the fifteen or less stations tier of 73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in the non-rated Radio Market #5.

13. Based on the compliance shown in both rated and non-rated markets, the proposed transfer of control is in compliance with §73.3555 of the Commission's rules, regarding the above referenced stations.

14. The foregoing technical statement was prepared on behalf of Cumulus Media Inc. by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media

6) See Footnote 2, *supra*.

Access Pro, Version 4.5. BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.



FCC Geographic Market Definition for New Orleans, LA

Call Letters	AM/FM	Freq	Station Type	Home Market	Market Designation	Home Rank	Owner	City & State of License	County of License
KCLL	FM	107.5	C	Country	New Orleans, LA	52	Sunburst Media Inc	Houma, LA	Terrebonne
KGLA	AM	1540	C	Spr-AC/Vart	New Orleans, LA	52	Crocodile Broadcasting Corp Inc	Gretna, LA	Jefferson
KXND	FM	102.9	C	Rhymo/CHR	New Orleans, LA	52	Citadel Broadcasting Company	Belle Chasse, LA	Plaquemines
KKNO	AM	750	C	Christian	New Orleans, LA	52	Blakes, Robert C, Sr	Gretna, LA	Jefferson
KMEZ	FM	106.7	C	Urban AC	New Orleans, LA	52	Citadel Broadcasting Company	Port Sulphur, LA	Plaquemines
WBOK	AM	1230	C	News/Talk	New Orleans, LA	52	Bakewell Media of Louisiana LLC	New Orleans, LA	Orleans
WBSN	FM	89.1	NC	ChrisContem	New Orleans, LA	52	Providence Educational Foundation	New Orleans, LA	Orleans
WBYU	AM	1450	C	Family Hills	New Orleans, LA	52	ABC/Disney	New Orleans, LA	Orleans
WCKW	AM	1010	C	Christian	New Orleans, LA	52	Covenant Network	Garyville, LA	St John The Baptist
WEZB	FM	97.1	C	CHR	New Orleans, LA	52	Entercom	New Orleans, LA	Orleans
WFNO	AM	830	C	Sprn740/Var	New Orleans, LA	52	Sunburst Media Inc	Norco, LA	St Charles
WGSO	AM	980	C	Talk	New Orleans, LA	52	Northshore Radio LLC	New Orleans, LA	Orleans
WIST	AM	690	C	Sprts/Talk	New Orleans, LA	52	GHB Broadcasting	New Orleans, LA	Orleans
WJSH	FM	104.7	C	70s & 80s	New Orleans, LA	52	Dowdy, Wayne	Folsom, LA	St Tammany
WKBU	FM	95.7	C	Cisc Rock	New Orleans, LA	52	Entercom	New Orleans, LA	Orleans
WLMG	FM	101.9	C	Soft AC	New Orleans, LA	52	Entercom	New Orleans, LA	Orleans
WLNG	AM	1060	C	Religion	New Orleans, LA	52	Communicom	New Orleans, LA	Orleans
WMTI	FM	106.1	C	Oldies	New Orleans, LA	52	Citadel Broadcasting Company	Picayune, MS	Pearl River
WNVK	FM	91.1	NC	ChrisContem	New Orleans, LA	52	Educational Media Foundation	Norco, LA	St Charles
WNOE	FM	101.1	C	Country	New Orleans, LA	52	Clear Channel Communications Inc	New Orleans, LA	Orleans
WODT	AM	1280	C	Gospel	New Orleans, LA	52	Clear Channel Communications Inc	New Orleans, LA	Orleans
WOMN	AM	1110	C	Country	New Orleans, LA	52	Pitman Broadcasting Services LLC	Franklinton, LA	Washington
WPRF	FM	94.9	C	Christ/Gospel	New Orleans, LA	52	Dowdy, Wayne	Reserve, LA	St John The Baptist
WQUE	FM	93.3	C	Hip Hop	New Orleans, LA	52	Clear Channel Communications Inc	New Orleans, LA	Orleans
WRBH	FM	88.3	NC	Public Svc	New Orleans, LA	52	Radio for the Blind & Handicap Inc	New Orleans, LA	Orleans
WRKN	FM	92.3	C	Hot AC	New Orleans, LA	52	Citadel Broadcasting Company	Laplace, LA	Orleans
WRNO	FM	99.5	C	News/Talk	New Orleans, LA	52	Clear Channel Communications Inc	New Orleans, LA	Orleans
WSHO	AM	800	C	CCmp/Tak	New Orleans, LA	52	Shadowlands Communications LLC	New Orleans, LA	Orleans
WSLA	AM	1660	C	Sports	New Orleans, LA	52	Mapa Broadcasting LLC	Slidell, LA	St Tammany
WTVX	FM	94.3	C	Oldies	New Orleans, LA	52	Fleur de Lis Broadcasting	Galliano, LA	Lafourche
WTUL	FM	91.5	NC	PigeonVarty	New Orleans, LA	52	Tulane Educational Fund	New Orleans, LA	Orleans
WVOG	AM	500	C	Christ/Talk	New Orleans, LA	52	F.W. Robbert Broadcasting	New Orleans, LA	Orleans
WWL	FM	105.3	C	Nws/Tik/Spt	New Orleans, LA	52	Entercom	Kenner, LA	St Tammany

"C" - Commercial Station; "NC" - Non Commercial Station

"b" indicates pending sale to owner listed



FCC Geographic Market Definition for New Orleans, LA

Call Letters	AM/FM	Type	Freq	Station	Format	Home Market	Market Designation	Home Mkt Rank	Owner	City & State of License	County of License
WWL	AM	C	870	Nws/Tk/Spt	New Orleans, LA	07/02/2003	52	Entercom	New Orleans, LA	Orleans	
WWNO	FM	NC	89.9	Cisc/NPR	New Orleans, LA	07/02/2003	52	Louisiana State University	New Orleans, LA	Orleans	
WWOZ	FM	NC	90.7	Variety	New Orleans, LA	07/02/2003	52	Friends of WWOZ Inc	New Orleans, LA	Orleans	
WWWL	AM	C	1350	Sports	New Orleans, LA	07/02/2003	52	Entercom	New Orleans, LA	Orleans	
WYLD	AM	C	940	Gospel	New Orleans, LA	07/02/2003	52	Clear Channel Communications Inc	New Orleans, LA	Orleans	
WYLD	FM	C	99.5	Rhythm/Blu	New Orleans, LA	07/02/2003	52	Clear Channel Communications Inc	New Orleans, LA	Orleans	
WYLK	FM	C	94.7	AC	New Orleans, LA	07/02/2003	52	Dowdy, Wayne	Lacombe, LA	St. Tammany	

Number of Stations in Geographic Market 40

Previous Stations in Geographic Market

KNQJ	FM	104.5	C	Rock & Roll		08/25/2005	0	Power Broadcasting LLC	Empire, LA	Plaquemines
KOBW	FM	104.1	C	Rock	Baton Rouge, LA	01/11/2007	79	Clear Channel Communications Inc	Houma, LA	Terrebonne

C - Commercial Station; *NC* - Non-Commercial Station

P indicates pending sale to owner listed



FCC Geographic Market Definition for Baton Rouge, LA

Call Letters	AM/FM	Type	Station	Format	Home Market	Market Designator	Market		Owner	City & State of License	County of License
							Date	Rank			
KBRH	AM	1260	NC	Classical	Baton Rouge, LA	07/02/2003	79	East Baton Rouge Parish School Board	Baton Rouge, LA	East Baton Rouge	
KDDK	FM	105.5	C	SpnAC/Alt	Baton Rouge, LA	10/12/2005	79	Radio & Investments Inc	Addis, LA	West Baton Rouge	
KLSU	FM	91.1	NC	Alternative	Baton Rouge, LA	07/02/2003	79	Louisiana State University	Baton Rouge, LA	East Baton Rouge	
KNOX	FM	104.9	C	Alternative	Baton Rouge, LA	07/02/2003	79	Guaranty Broadcasting Company LLC	Denslonsville, LA	Ascension	
KCBW	FM	104.1	C	Rock	Baton Rouge, LA	01/11/2007	79	Clear Channel Communications Inc	Houma, LA	Terrebonne	
KPAE	FM	91.5	NC	Christ/Educa	Baton Rouge, LA	07/02/2003	79	Port Allen Educational Broadcasting Foundation	Erwinville, LA	West Baton Rouge	
KDXL	FM	105.5	C	Urban AC	Baton Rouge, LA	07/02/2003	79	Citadel Broadcasting Company	New Roads, LA	Pointe Coupee	
KRVE	FM	96.1	C	Life Rock	Baton Rouge, LA	07/02/2003	79	Clear Channel Communications Inc	Brushy, LA	West Baton Rouge	
WBRH	FM	90.3	NC	Jazz	Baton Rouge, LA	07/02/2003	79	East Baton Rouge Parish School Board	Baton Rouge, LA	East Baton Rouge	
WCDO	FM	103.3	C	90s & 2000s	Baton Rouge, LA	07/02/2003	79	Citadel Broadcasting Company	Hammond, LA	Tangipahoa	
WDGL	FM	98.1	C	Class Rock	Baton Rouge, LA	07/02/2003	79	Guaranty Broadcasting Company LLC	Baton Rouge, LA	East Baton Rouge	
WEWX	FM	94.1	C	Hip Hop	Baton Rouge, LA	07/02/2003	79	Citadel Broadcasting Company	Kentwood, LA	Tangipahoa	
WFME	FM	102.5	C	Top 40	Baton Rouge, LA	07/02/2003	79	Clear Channel Communications Inc	Baton Rouge, LA	East Baton Rouge	
WIBR	AM	1300	C	Smooth	Baton Rouge, LA	07/02/2003	79	Citadel Broadcasting Company	Baton Rouge, LA	East Baton Rouge	
WJBO	AM	1150	C	Nws/Tk/Inf	Baton Rouge, LA	07/02/2003	79	Clear Channel Communications Inc	Baton Rouge, LA	East Baton Rouge	
WJFM	FM	88.5	NC	Religion	Baton Rouge, LA	07/02/2003	79	Family Worship Center Church Inc	Baton Rouge, LA	East Baton Rouge	
WNXX	FM	104.5	C	Sports	Baton Rouge, LA	07/02/2003	79	Guaranty Broadcasting Company LLC	Jackson, LA	East Feliciana	
WPFC	AM	1550	C	Urban/Gospel	Baton Rouge, LA	07/02/2003	79	Victory & Power Inc	Baton Rouge, LA	West Baton Rouge	
WPYR	AM	1380	C	Religion	Baton Rouge, LA	07/02/2003	79	Catholic Community Radio Inc	Baton Rouge, LA	East Baton Rouge	
WRXF	FM	89.3	NC	News/Info	Baton Rouge, LA	07/02/2003	79	Public Radio Inc (LA)	Baton Rouge, LA	East Baton Rouge	
WSKR	AM	1210	C	Sports	Baton Rouge, LA	07/02/2003	79	Clear Channel Communications Inc	Denham Springs, LA	Livingston	
WTGE	FM	100.7	C	Country	Baton Rouge, LA	07/02/2003	79	Guaranty Broadcasting Company LLC	Baton Rouge, LA	East Baton Rouge	
WLBR	AM	910	C	DARK	Baton Rouge, LA	07/02/2003	79	Communications Capital Company	Baton Rouge, LA	East Baton Rouge	
WXOK	AM	1480	C	Gospel	Baton Rouge, LA	07/02/2003	79	Citadel Broadcasting Company	Port Allen, LA	West Baton Rouge	
WYNK	FM	101.5	C	Country	Baton Rouge, LA	07/02/2003	79	Clear Channel Communications Inc	Baton Rouge, LA	East Baton Rouge	
WYPY	FM	107.3	C	Country	Baton Rouge, LA	07/02/2003	79	Guaranty Broadcasting Company LLC	Baker, LA	East Baton Rouge	

Number of Stations in Geographic Market 26

Previous Stations in Geographic Market

KRDJ	FM	93.7	C	Alternative	Lafayette, LA	01/11/2007	105	The Last Bastion Station Trust LLC	New Iberia, LA	Iberia
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"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed



FCC Geographic Market Definition for Lafayette, LA

Call Letters	AM/FM	Station Type	Format	Home Market	Market Designm Date	Home Mkt Rank	Owner	City & State of License	County of License
KAJN	FM	102.9 C	ChrisContem	Lafayette, LA	07/02/2003	105	Agepe Broadcasters Inc	Crowley, LA	Acadia
KANE	AM	1240 C	Variety	Lafayette, LA	07/02/2003	105	Coastal Broadcasting of Larose, Inc.	New Iberia, LA	Iberia
KBON	FM	101.1 C	Variety	Lafayette, LA	07/02/2003	105	Mark, Rose Ann	Mamou, LA	Evangeline
KCKR	FM	91.9 NC	Religion	Lafayette, LA	07/02/2003	105	Family Worship Center Church Inc	Church Point, LA	Acadia
KEUN	AM	1490 C	News/Talk	Lafayette, LA	07/02/2003	105	p Roger Caviness Testamentary Sub-Trust FBO	Eunice, LA	St Landry
KEUN	FM	105.5 C	Country	Lafayette, LA	07/02/2003	105	p Roger Caviness Testamentary Sub-Trust FBO	Eunice, LA	St Landry
KFTE	FM	105.1 C	Alternative	Lafayette, LA	07/02/2003	105	Fl Collins/Lafayette Divesiture Trust	Abbeville, LA	Vermilion
KFPX	AM	1520 C	Chris/Talk	Lafayette, LA	07/02/2003	105	Pittman Broadcasting Services LLC	Lafayette, LA	Lafayette
KFPX	FM	105.9 C	Urban AC	Lafayette, LA	07/02/2003	105	Pittman Broadcasting Services LLC	Opelousas, LA	St Landry
KHXT	FM	107.9 C	C-CHR/Rhythmic	Lafayette, LA	07/02/2003	105	Townsquare Media LLC	Eriath, LA	Vermilion
KIKL	FM	90.9 NC	ChrisContem	Lafayette, LA	07/02/2003	105	Educational Media Foundation	Lafayette, LA	Lafayette
KITA	FM	89.5 NC	ChrisContem	Lafayette, LA	105	Educational Media Foundation	Iota, LA	Acadia	
KJCB	AM	770 C	Urban	Lafayette, LA	07/02/2003	105	R&M Broadcasting Inc	Lafayette, LA	Lafayette
KLEJ	FM	105.7 C	Oldies	Lafayette, LA	07/02/2003	105	Broadcast Partners Inc	Rayne, LA	Acadia
KLWB	FM	103.7 C	Cisc Rock	Lafayette, LA	06/06/2010	105	Della Media Corporation	Opelousas, LA	St Landry
KMDL	FM	97.3 C	Country	Lafayette, LA	07/02/2003	105	Townsquare Media LLC	Kaplan, LA	Vermilion
KNEK	AM	1190 C	Urban AC	Lafayette, LA	07/02/2003	105	Citadel Broadcasting Company	Washington, LA	St Landry
KNEK	FM	104.7 C	Urban AC	Lafayette, LA	07/02/2003	105	Citadel Broadcasting Company	Washington, LA	St Landry
KNIR	AM	1360 NC	Christian	Lafayette, LA	07/02/2003	105	Radio Maria Inc	New Iberia, LA	Iberia
KOGM	FM	107.1 C	80s & 90s	Lafayette, LA	07/02/2003	105	p Delta Media Corporation	Opelousas, LA	St Landry
KPEL	FM	96.5 C	News/Talk	Lafayette, LA	07/02/2003	105	Townsquare Media LLC	Breaux Bridge, LA	St Martin
KPEL	AM	1420 C	Sports	Lafayette, LA	07/02/2003	105	Townsquare Media LLC	Lafayette, LA	Lafayette
KRDJ	FM	93.7 C	Alternative	Lafayette, LA	01/11/2007	105	The Last Bestion Station Trust LLC	New Iberia, LA	Iberia
KROF	AM	960 C	Oldies	Lafayette, LA	07/02/2003	105	Townsquare Media LLC	Abbeville, LA	Vermilion
KRRQ	FM	95.5 C	Urban/Hiphop	Lafayette, LA	07/02/2003	105	Citadel Broadcasting Company	Lafayette, LA	Lafayette
KRVS	FM	88.7 NC	Variety	Lafayette, LA	07/02/2003	105	University of Louisiana	Lafayette, LA	Lafayette
KSIG	AM	1450 C	Oldies	Lafayette, LA	07/02/2003	105	Broadcast Partners Inc	Crowley, LA	Acadia
KSJY	FM	89.9 NC	Christ/Talk	Lafayette, LA	04/25/2005	105	American Family Association Incorporated	St Martinville, LA	St Martin
KSLO	AM	1230 C	Country	Lafayette, LA	07/02/2003	105	p Delta Media Corporation	Opelousas, LA	St Landry
KSMB	FM	94.5 C	CHR	Lafayette, LA	07/02/2003	105	Citadel Broadcasting Company	Lafayette, LA	Lafayette
KTDY	FM	99.9 C	AC	Lafayette, LA	07/02/2003	105	Townsquare Media LLC	Lafayette, LA	Lafayette
KVOL	AM	1330 C	News/Talk	Lafayette, LA	07/02/2003	105	Pittman Broadcasting Services LLC	Lafayette, LA	Lafayette
KXKC	FM	99.1 C	Country	Lafayette, LA	07/02/2003	105	Citadel Broadcasting Company	New Iberia, LA	Iberia

"p" indicates pending sale to owner listed

"C" - Commercial Station; "NC" - Non Commercial Station



FCC Geographic Market Definition for Lafayette, LA

Call Letters	AM/FM	Frag	Type	Station	Format	Home Market	Market			City & State of License	County of License
							Designator	Home Mkt Rank	Owner		
KYBG	FM	102.1	C	Soft Rock	Lafayette, LA	07/02/2003	105	Broadcast Partners Inc	Basile, LA	Evangeline	
KYMK	FM	106.3	C	Urban AC	Lafayette, LA	07/02/2003	105	Pittman Broadcasting Services LLC	Maurice, LA	Vermillion	
WHFG	FM	91.3	NC	DARK	Lafayette, LA	09/23/2008	105	Mary V Harris Foundation	Broussard, LA	Lafayette	

Number of Stations in Geographic Market 36

Previous Stations in Geographic Market

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
NEW ORLEANS, LOUISIANA
BATON ROUGE, LOUISIANA
LAFAYETTE, LOUISIANA
March 2011

EXHIBIT #6

Tabulation of Stations in Radio Market #1

AM Stations

KTIB	640 kHz	Thibodaux, Louisiana
WFNO	830 kHz	Norco, Louisiana
WCKW	1010 kHz	Garyville, Louisiana
WBOK	1230 kHz	New Orleans, Louisiana
WBYU	1450 kHz	New Orleans, Louisiana
KJIN	1490 kHz	Houma, Louisiana
KGLA	1540 kHz	Gretna, Louisiana

Total AM Stations - 7

FM Stations

KTLN	Ch 213A	Thibodaux, Louisiana
WNKV	Ch 216A	Norco, Louisiana
* WRKN	Ch 222C	Laplace, Louisiana
WPRF	Ch 235C2	Reserve, Louisiana
KLRZ	Ch 262C1	Larose, Louisiana
* KKND	Ch 275C3	Bell Chasse, Louisiana
KXOR-FM	Ch 292C3	Thibodaux, Louisiana
* KMEZ	Ch 294C1	Port Sulphur, Louisiana
KCIL	Ch 298C1	Houma, Louisiana

Total FM Stations - 9

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 16

* Subject station.

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
NEW ORLEANS, LOUISIANA
BATON ROUGE, LOUISIANA
LAFAYETTE, LOUISIANA
March 2011

EXHIBIT #8

Tabulation of Stations in Radio Market #2

AM Stations

WYLD	940 kHz	New Orleans, Louisiana
KSLA	1560 kHz	Slidell, Louisiana

Total AM Stations - 2

FM Stations

WYLD-FM	Ch 253C0	New Orleans, Louisiana
WNOE-FM	Ch 266C0	New Orleans, Louisiana
KNOU	Ch 283C2	Empire, Louisiana
* WMTI	Ch 291C2	Picayune, Mississippi
* KMEZ	Ch 294C1	Port Sulphur, Louisiana

Total FM Stations - 5

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 7

* Subject station.

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, L.L.C
NEW ORLEANS, LOUISIANA
BATON ROUGE, LOUISIANA
LAFAYETTE, LOUISIANA
March 2011

EXHIBIT #9

Tabulation of Stations in Radio Market #3

AM Stations

KTIB	640 kHz	Thibodaux, Louisiana
WFNO	830 kHz	Norco, Louisiana
WCKW	1010 kHz	Garyville, Louisiana
WBOK	1230 kHz	New Orleans, Louisiana
WBYU	1450 kHz	New Orleans, Louisiana
KJIN	1490 kHz	Houma, Louisiana
KGLA	1540 kHz	Gretna, Louisiana

Total AM Stations - 7

FM Stations

KTLN	Ch 213A	Thibodaux, Louisiana
WNKV	Ch 216A	Norco, Louisiana
* WRKN	Ch 222C	Laplace, Louisiana
WPRF	Ch 235C2	Reserve, Louisiana
KLRZ	Ch 262C1	Larose, Louisiana
* WCDV	Ch 277C	Hammond, Louisiana
* WMTI	Ch 291C2	Picayune, Mississippi
KXOR-FM	Ch 292C3	Thibodaux, Louisiana
KCIL	Ch 298C1	Houma, Louisiana

Total FM Stations - 9

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 16

* Subject station.

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
NEW ORLEANS, LOUISIANA
BATON ROUGE, LOUISIANA
LAFAYETTE, LOUISIANA
March 2011

EXHIBIT #10

Tabulation of Stations in Radio Market #4

AM Stations

KTIB	640 kHz	Thibodaux, Louisiana
WFNO	830 kHz	Norco, Louisiana
WCKW	1010 kHz	Garyville, Louisiana
WBOK	1230 kHz	New Orleans, Louisiana
* WIBR	1300 kHz	Baton Rouge, Louisiana
WBYU	1450 kHz	New Orleans, Louisiana
* WXOK	1460 kHz	Port Allen, Louisiana
KJIN	1490 kHz	Houma, Louisiana
KGLA	1540 kHz	Gretna, Louisiana

Total AM Stations - 9

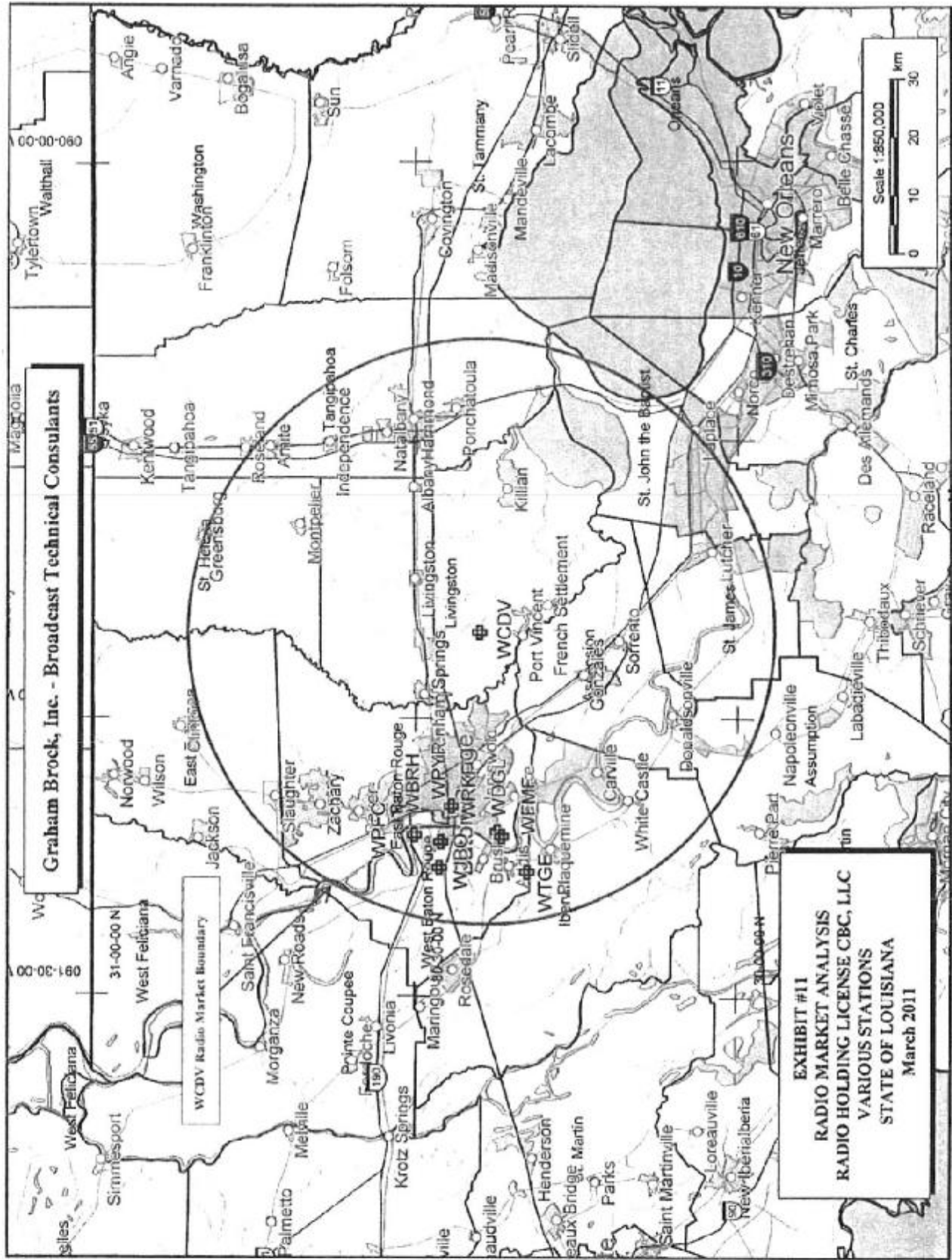
FM Stations

KTLN	Ch 213A	Thibodaux, Louisiana
WNKV	Ch 216A	Norco, Louisiana
* WRKN	Ch 222C	Laplace, Louisiana
* WEMX	Ch 231C1	Kentwood, Louisiana
WPRF	Ch 235C2	Reserve, Louisiana
KLRZ	Ch 262C1	Larose, Louisiana
* WCDV	Ch 277C	Hammond, Louisiana
KXOR-FM	Ch 292C3	Thibodaux, Louisiana
* KQLX-FM	Ch 293C2	New Roads, Louisiana
KCIL	Ch 298C1	Houma, Louisiana

Total FM Stations - 10

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 19

* Subject station.



Graham Brock, Inc. - Broadcast Technical Consultants

EXHIBIT #11
 RADIO MARKET ANALYSIS
 RADIO HOLDING LICENSE CBC, LLC
 VARIOUS STATIONS
 STATE OF LOUISIANA
 March 2011



00-00-080

00-00-160

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

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31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

31-00-00 N

RADIO MARKET ANALYSIS
RADIO LICENSE HOLDING CBC, LLC
NEW ORLEANS, LOUISIANA
BATON ROUGE, LOUISIANA
LAFAYETTE, LOUISIANA
March 2011

EXHIBIT #12

Tabulation of Stations in Radio Market #5

AM Stations

WJBO	1150 kHz	Baton Rouge, Louisiana
* WIBR	1300 kHz	Baton Rouge, Louisiana
WPYR	1380 kHz	Baton Rouge, Louisiana
* WXOK	1460 kHz	Port Allen, Louisiana
WPFC	1550 kHz	Baton Rouge, Louisiana

Total AM Stations - 5

FM Stations

* KXKC	Ch 256C0	New Iberia, Louisiana
* KQXL-FM	Ch 293C2	New Roads, Louisiana
* WCDV	Ch 277C	Hammond, Louisiana
WBRH	Ch 212A	Baton Rouge, Louisiana
WDGL	Ch 251C	Baton Rouge, Louisiana
WFMF	Ch 273C	Baton Rouge, Louisiana
WRKF	Ch 207C1	Baton Rouge, Louisiana
WTGE	Ch 264C	Baton Rouge, Louisiana

Total FM Stations - 8

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 13

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

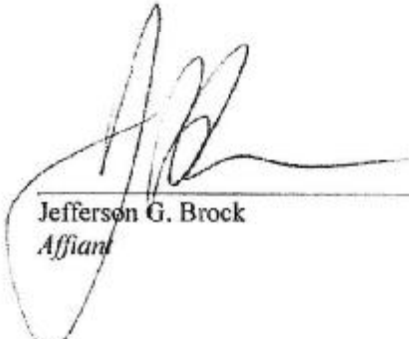
State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Media Inc. to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

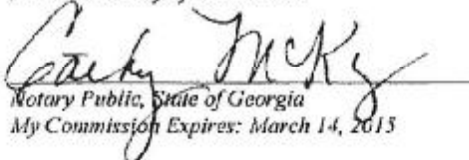
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



Notary Public, State of Georgia
My Commission Expires: March 14, 2015

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
WNMQ/WJWF/WKOR-FM
COLUMBUS, MISSISSIPPI
WMXU/WSSO - STARKVILLE, MISSISSIPPI
WSMS - ARTESIA, MISSISSIPPI
RADIO LICENSE HOLDING CBC, LLC
WFFN - COALINGA, ALABAMA
WTSK - TUSCALOOSA, ALABAMA
WTUG-FM - NORTHPORT, ALABAMA
WBEI - REFORM, ALABAMA
WDGM - GREENSBORO, ALABAMA
WAPI/WJOX-FM/WJOX/WUHT/WZRR
BIRMINGHAM, ALABAMA
WAPI-FM - HELENA, ALABAMA
March 2011

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Licensing LLC ("Cumulus") and Radio License Holding CBC, LLC ("RLH"). Applications to transfer control of Cumulus and RLH are being submitted to the Commission. Cumulus is the licensee of WNMQ, Channel 276C2, WKOR-FM, Channel 235C2, and WJWF, 1400 kHz, Columbus, Mississippi; WMXU, Channel 291C2, and WSSO, 1230 kHz, Starkville, Mississippi; and WSMS, Channel 260C2, Artesia, Mississippi.¹ RLH is the licensee of WJOX-FM, Channel 233C0, WUHT, Channel 299C1, WZRR, Channel 258C0, WAPI, 1070 kHz, and WJOX, 690 kHz, Birmingham, Alabama; WAPI-FM, Channel 263C1, Helena, Alabama; WFFN, Channel 237C2, Coaling, Alabama; WTUG-FM, Channel 225C1, Northport, Alabama, WBEI, Channel 269C2, Reform, Alabama; WDGM, Channel 256C3, Greensboro, Alabama; and WTSK, 790 kHz, Tuscaloosa, Alabama.

1) Cumulus is currently the licensee of WKOR, 980 kHz, Starkville, Mississippi. Cumulus is placing WKOR in a divestiture trust and, as such, will no longer have an attributable interest in that facility upon consummation of the proposed transaction.

2. WNMQ, WKOR-FM, WJWF, WMXU, WSSO and WSMS are each licensed to a community in a metro county in the Columbus-Starkville-West Point, Mississippi Arbitron Market. WFFN, WTSK and WTUG-FM are each licensed to a community in a metro county in the Tuscaloosa, Alabama Arbitron Market. WBEI and WDGM are not licensed to communities in a metro county in the Tuscaloosa market, but are considered "home" to that market. WAPI, WAPI-FM, WJOX, WJOX-FM, WUHT and WZRR are each licensed to a community in a metro county in the Birmingham, Alabama Arbitron Market. WBEI and WDGM have contour overlap with other stations in the market. Therefore, this review will verify compliance of commonly owned stations in both rated market and non-rated markets.

**COLUMBUS-STARKVILLE-WEST POINT, MISSISSIPPI
ARBITRON/BIA MARKET REVIEW**

3. As shown on Exhibit #1, there are nineteen AM and FM (commercial and non-commercial) stations listed in the Columbus-Starkville-West Point, Mississippi Arbitron Market (Market #268). Cumulus controls four FM stations and two AM stations in the market. The number of stations indicated falls in the fifteen to twenty-nine stations tier of 73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, Cumulus is in compliance in the rated Columbus-Starkville-West Point, Mississippi market.

TUSCALOOSA, ALABAMA ARBITRON/BIA MARKET REVIEW

4. As shown on Exhibit #2, there are seventeen AM and FM (commercial and non-commercial) stations listed in the Tuscaloosa, Alabama Arbitron Market (Market #228). RLH

controls four FM stations and one AM station in the market. The number of stations indicated falls in the fifteen to twenty-nine stations tier of 73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, RLH is in compliance in the rated Tuscaloosa, Alabama market.

BIRMINGHAM, ALABAMA ARBITRON/BIA MARKET REVIEW

5. As shown on Exhibit #3, there are fifty AM and FM (commercial and non-commercial) stations listed in the Birmingham, Alabama Arbitron Market (Market #57). Cumulus controls four FM stations and two AM stations in the market. The number of stations indicated falls in the forty-five or more stations tier of 73.3555(a)(1)(i) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, RLH is in compliance in the rated Birmingham, Alabama market.

CONTOUR OVERLAP MARKET

6. Since WBEI and WDGM are considered "home" to the Tuscaloosa market and have contour overlap with other stations considered herein, a study has been conducted to verify that the control of this station, in conjunction with the other stations noted herein, is also in compliance with the Commission's multiple ownership rules. The city grade contours of the subject stations for the contour overlap analysis are shown on Exhibit #4. As noted, the locations of the city grade contours of the stations create four distinct radio markets requiring review. Market #1 consists of FM stations WAPI-FM, WFFN, WTUG-FM and WBEI and AM stations

WJOX and WTSK. Market #2 consists of FM stations WDGM, WTUG-FM, WBEI, WFFN and WAPI-FM and AM station WTSK. Market #3 consists of FM stations WBEI, WTUG-FM and WKOR-FM and Market #4 consists of FM stations WNMQ, WBEI and WKOR-FM.

7. The city grade contours of WAPI-FM and WTUG-FM will be used to define the boundary for Radio Markets #1. The city grade contours of WTUG-FM, WBEI and WAPI-FM will be used to define the boundary for Radio Market #2. The city grade contour of WTUG-FM and WBEI will be used to define the boundary for Radio Market #3. The city grade contour of WBEI and WNMQ will be used to define the boundary of Radio Market #4. These boundaries will be used to determine the number of other stations in the respective market to which the subject stations in that market will then be added to reach the total number of stations in or providing service to the market. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility controlled by Cumulus or RLH will be considered as a market contributor, unless it is a subject station in the radio market under study.

8. Exhibit #5 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the WAPI-FM/WTUG-FM/Radio Market, which depicts ten contributing stations. Exhibit #6 is a tabulation of the stations in the Radio Market #1. A total of sixteen stations are shown, including the six subject stations.² The number of stations depicted falls in the fifteen to twenty-nine stations tier of 73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same

2) There are additional stations, but they are not considered as the stations identified are sufficient to allow common control of the stations which will be commonly owned.

service, is permissible. Therefore, this combination of stations is in compliance in the non-rated Radio Market #1.

9. Exhibit #7 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the WTUG-FM/WBEI/WAPI-FM/Radio Market, which depicts thirty-nine contributing stations. Exhibit #8 is a tabulation of the stations in the Radio Market #2. A total of forty-five stations are shown, including the two subject stations.³ The number of stations depicted falls in the forty-five or more stations tier of 73.3555(a)(1)(i) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, this combination of stations is in compliance in the non-rated Radio Market #2.

10. Exhibit #9 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the WBEI/WTUG-FM/Radio Market, which depicts four contributing stations. Exhibit #10 is a tabulation of the stations in the Radio Market #3. A total of thirteen stations are shown, including the three subject stations.⁴ The number of stations depicted falls in the fifteen to twenty-nine stations tier of 73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, this combination of stations is in compliance in the non-rated Radio Market #3.

3) See Footnote 2, *supra*.

4) See Footnote 2, *supra*.

11. Exhibit #11 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the WBEL/WNMQ/Radio Market, which depicts four contributing stations Exhibit #12 is a tabulation of the stations in the Radio Market #4. A total of seven stations are shown, including the three subject stations.⁵ The number of stations depicted falls in the fourteen or fewer stations tier of 73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number of stations to be commonly held does not exceed 50% of the stations in the market. Therefore, this combination of stations is in compliance in the non-rated Radio Market #4.

12. Based on the compliance shown in a rated market, the proposed transfer of control is in compliance with §73.3555 of the Commission's rules, regarding the above referenced stations.

13. The foregoing technical statement was prepared on behalf of Cumulus Media Inc. by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media Access Pro, Version 4.5. BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.

5) See Footnote 2, *supra*.



FCC Geographic Market Definition for Columbus-Starkville-West

Call Letters	AM/FM	Freq	Type	Station	Format	Home Market	Market Designtrn Date	Home Mkt Rank	Owner	City & State of License	County of License
WAQR	FM	105.3	C	Urban AC	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	04/24/2006	268	URBAN Radio Broadcasting LLC	Columbus Ab, MS	Lowndes
WAJV	FM	98.9	C	Urban/Gospel	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	URBAN Radio Broadcasting LLC	Brooksville, MS	Noxubee
WCOS	FM	90.5	NC	CCrmp/Talk	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	09/12/2006	268	American Family Association Incorporated	Columbus, MS	Lowndes
WJWF	AM	1400	C	Sports	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Cumulus Broadcasting Inc	Columbus, MS	Lowndes
WJZB	FM	88.7	NC	Chrs/UInspr	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	08/15/2009	268	American Family Association Incorporated	Starkville, MS	Oktibbeha
WKBB	FM	100.9	C	Talk	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	TeleSouth Communications Inc	West Point, MS	Clay
WKOR	AM	980	C	Sports	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Cumulus Broadcasting Inc	Starkville, MS	Oktibbeha
WKOR	FM	94.9	C	Country	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Cumulus Broadcasting Inc	Columbus, MS	Lowndes
WMAB	FM	89.9	NC	NPR/News	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Mississippi Authority for Educational Television	Mississippi State, MS	Oktibbeha
WMSV	FM	92.1	C	HpHop/Urba	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	URBAN Radio Broadcasting LLC	Starkville, MS	Oktibbeha
WMSV	FM	91.1	NC	AAA	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Mississippi State University	Starkville, MS	Oktibbeha
WMLW	FM	88.5	NC	Variety	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	02/20/2008	268	Mississippi University For Women	Columbus, MS	Lowndes
WMLX	FM	106.1	C	Urban	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Cumulus Broadcasting Inc	Starkville, MS	Oktibbeha
WNMQ	FM	103.1	C	Sports	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Cumulus Broadcasting Inc	Columbus, MS	Lowndes
WQJB	FM	104.5	NC	ChrsContem	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Finn Broadcasting Corporation	State College, MS	Oktibbeha
WROB	AM	1450	C	DARK	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	TeleSouth Communications Inc	West Point, MS	Clay
WSMS	FM	99.9	C	Rock	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	08/05/2006	268	Cumulus Broadcasting Inc	Artesia, MS	Lowndes
WSSO	AM	1230	C	Sports	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	Cumulus Broadcasting Inc	Starkville, MS	Oktibbeha
WTTW	AM	1050	C	Talk/BkGsp	Columbus-Starkville-West Point, MS	Columbus-Starkville-West Point, MS	07/02/2003	268	T & W Communications Corporation	Columbus, MS	Lowndes

Number of Stations in Geographic Market 19

Previous Stations in Geographic Market

"C" - Commercial Station, "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

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EXHIBIT #1



FCC Geographic Market Definition for Tuscaloosa, AL

Call Letters	AM/FM	Freq	Station Type	Format	Home Market	Market Designtrn Date	Home Mkt Rank	Owner	City & State of License	County of License
WACT	AM	1420	C	News/Talk	Tuscaloosa, AL	07/02/2003	228	Clear Channel Communications Inc	Tuscaloosa, AL	Tuscaloosa
WBFI	FM	101.7	C	Hct AC	Tuscaloosa, AL	07/02/2003	228	Citadel Broadcasting Company	Reform, AL	Pickens
WDGM	FM	99.1	C	Oldies	Tuscaloosa, AL	07/02/2003	228	Citadel Broadcasting Company	Greensboro, AL	Hale
WFFN	FM	95.3	C	Country	Tuscaloosa, AL	10/18/2004	228	Citadel Broadcasting Company	Coaling, AL	Tuscaloosa
WJRD	AM	1150	C	Oldies	Tuscaloosa, AL	07/02/2003	228	JRD Inc	Tuscaloosa, AL	Tuscaloosa
WWFT	FM	85.9	NC	RgMs/Chrst	Tuscaloosa, AL	10/18/2005	228	Moody Bible Institute of Chicago Incorporated	Tuscaloosa, AL	Tuscaloosa
WVXB	AM	1290	C	Urban	Tuscaloosa, AL	07/02/2003	228	Lawson Communications	Tuscaloosa, AL	Tuscaloosa
WRTR	FM	105.9	C	News/Talk	Tuscaloosa, AL	07/02/2003	228	Clear Channel Communications Inc	Brookwood, AL	Tuscaloosa
WSJL	FM	88.1	NC	Chrst/Talk	Birmingham, AL	02/19/2010	57	Mary V Harris Foundation	Northport, AL	Tuscaloosa
WTBC	AM	1230	C	AdStd/Talk	Tuscaloosa, AL	07/02/2003	228	John Sisty Enterprises Inc	Tuscaloosa, AL	Tuscaloosa
WTSK	AM	790	C	Gospel	Tuscaloosa, AL	07/02/2003	228	Citadel Broadcasting Company	Tuscaloosa, AL	Tuscaloosa
WTUG	FM	52.9	C	Urban AC	Tuscaloosa, AL	07/02/2003	228	Citadel Broadcasting Company	Tuscaloosa, AL	Tuscaloosa
WXTT	FM	58.1	C	Country	Tuscaloosa, AL	07/02/2003	228	Clear Channel Communications Inc	Northport, AL	Tuscaloosa
WUAL	FM	91.5	NC	Nws/Cls/Jaz	Tuscaloosa, AL	07/02/2003	228	University of Alabama	Fayette, AL	Fayette
WVJA	FM	90.7	NC	NwRck/HpH	Tuscaloosa, AL	07/02/2003	228	University of Alabama	Tuscaloosa, AL	Tuscaloosa
WWPG	FM	104.3	C	Rhythm/Blu	Tuscaloosa, AL	07/02/2003	228	Lawson Communications	Eutaw, AL	Greene
WZBQ	FM	84.1	C	Variety Hit	Tuscaloosa, AL	07/02/2003	228	Clear Channel Communications Inc	Carrollton, AL	Pickens

Number of Stations in Geographic Market 17

Previous Stations in Geographic Market	City & State
WUHT FM 107.7 C	Urban AC Birmingham, AL
	Citadel Broadcasting Company
	Birmingham, AL
	Jefferson

C - Commercial Station; *NC* - Non Commercial Station; *p* indicates pending sale to owner listed





FCC Geographic Market Definition for Birmingham, AL

Call Letters	AM/FM	Freq	Station Type	Format	Home Market	Market Designator	Home Mkt Rank	Owner	City & State of License	County of License
KRLE	FM	91.3	NC	ChrsContem	Birmingham, AL	12/02/2009	57	Educational Media Foundation	Oberlin, KS	Decatur
WAGG	AM	510	C	Gospel	Birmingham, AL	07/02/2003	57	Cox Radio Inc	Birmingham, AL	Jefferson
WAPI	AM	1070	C	Talk/News	Birmingham, AL	07/02/2003	57	Citadel Broadcasting Company	Birmingham, AL	Jefferson
WAPI	FM	100.5	C	Talk/News	Birmingham, AL	07/02/2003	57	Citadel Broadcasting Company	Helena, AL	Shelby
WATV	AM	900	C	Urb/Old/BG	Birmingham, AL	07/02/2003	57	Sheridan Broadcasting Corp	Birmingham, AL	Jefferson
WAYE	AM	1220	C	DARK	Birmingham, AL	07/02/2003	57	Willis Broadcasting Corporation	Birmingham, AL	Jefferson
WAYU	FM	91.1	NC	ChrsContem	Birmingham, AL	11/10/2010	57	WAY-FM Media Group Inc	Sleeve, AL	St Clair
WBFR	FM	89.5	NC	Religion	Birmingham, AL	07/02/2003	57	Family Stations Inc	Birmingham, AL	Jefferson
WBHJ	FM	95.7	C	HipHop/Rby	Birmingham, AL	07/02/2003	57	Cox Radio Inc	Midfield, AL	Jefferson
WBHK	FM	98.7	C	Urban AC	Birmingham, AL	07/02/2003	57	Cox Radio Inc	Warrior, AL	Jefferson
WBHM	FM	90.3	NC	News/Ciscl	Birmingham, AL	07/02/2003	57	University of Alabama	Birmingham, AL	Jefferson
WBPT	FM	106.9	C	Cisc Hits	Birmingham, AL	07/02/2003	57	Cox Radio Inc	Homewood, AL	Jefferson
WBYE	AM	1370	C	DARK	Birmingham, AL	07/02/2003	57	Progressive United Communications	Calera, AL	Shelby
WCOC	AM	1010	C	DARK	Birmingham, AL	07/02/2003	57	Macias, Javier	Dora, AL	Walker
WQRL	AM	1570	C	Oldies	Birmingham, AL	07/02/2003	57	Blount County Broadcasting	Oneonta, AL	Blount
WDJC	FM	93.7	C	Christian	Birmingham, AL	07/02/2003	57	Crawford Broadcasting Company	Birmingham, AL	Jefferson
WDXB	FM	102.5	C	Country	Birmingham, AL	07/02/2003	57	Clear Channel Communications Inc	Pelham, AL	Shelby
WENN	AM	1320	C	Talk	Birmingham, AL	07/02/2003	57	Cox Radio Inc	Birmingham, AL	Jefferson
WERC	FM	105.5	C	News/Talk	Birmingham, AL	07/02/2003	57	Clear Channel Communications Inc	Hcover, AL	Jefferson
WPHK	AM	1430	C	Country	Birmingham, AL	07/02/2003	57	Stocks Broadcasting Inc	Pell City, AL	St Clair
WGIB	FM	91.9	NC	Christian	Birmingham, AL	07/02/2003	57	Glen Ins Baptist School	Birmingham, AL	Jefferson
WHPH	FM	97.7	C	Oldies	Birmingham, AL	02/18/2011	57	Great South Wireless LLC	Jemison, AL	Chilton
WIXI	AM	1360	C	Country	Birmingham, AL	07/02/2003	57	Snavely Broadcasting Company LLC	Jasper, AL	Walker
WJBE	FM	88.5	NC	Country	Birmingham, AL	05/29/2008	57	Big South Community Broadcasting Inc	Five Points, AL	Walker
WJLD	AM	1400	C	R&B/TW/Gs	Birmingham, AL	07/02/2003	57	Richardson Broadcasting Corporation	Fairfield, AL	Jefferson
WJLX	AM	1240	C	Oldies	Birmingham, AL	07/02/2003	57	WalWin LLC	Jasper, AL	Walker
WJOX	FM	94.5	C	Sprts/Talk	Birmingham, AL	07/02/2003	57	Citadel Broadcasting Company	Birmingham, AL	Jefferson
WJOX	AM	690	C	Sprts/Talk	Birmingham, AL	07/02/2003	57	Citadel Broadcasting Company	Birmingham, AL	Jefferson
WJSR	FM	91.1	NC	Cisc Rock	Birmingham, AL	07/02/2003	57	Jefferson State Community College	Birmingham, AL	Jefferson
WKDG	AM	1540	C	Sothn Gspel	Birmingham, AL	07/02/2003	57	Communications and Educ Development Initiative	Sumiton, AL	Walker
WLJR	FM	88.5	NC	Religion	Birmingham, AL	07/02/2003	57	Brianwood Presbyterian Church	Birmingham, AL	Jefferson
WMJJ	FM	96.5	C	AC	Birmingham, AL	07/02/2003	57	Clear Channel Communications Inc	Birmingham, AL	Jefferson
WNCB	FM	97.3	C	Country	Birmingham, AL	07/02/2003	57	Cox Radio Inc	Gardendale, AL	Jefferson

"p" indicates pending sale to owner listed

"C" - Commercial Station, "NC" - Non Commercial Station



FCC Geographic Market Definition for Birmingham, AL

Call Letters	AM/FM	Freq	Station Type	Format	Home Market	Market		City & State of License	County of License
						Designn	Home Mkt Rank		
WQCR	AM	1500	C	Mexcn/SpnA	Birmingham, AL	07/02/2003	57	Alabaster, AL	Shelby
WQEM	FM	101.5	C	Christian	Birmingham, AL	07/02/2003	57	Columbiana, AL	Shelby
WQEN	FM	103.7	C	CHR	Birmingham, AL	07/02/2003	57	Trussville, AL	Jefferson
WQOH	AM	1480	C	Reigrn/Talk	Birmingham, AL	07/02/2003	57	Irondale, AL	Jefferson
WQSB	FM	105.1	C	Country	Birmingham, AL	07/02/2003	57	Aberville, AL	Marshall
WSJL	FM	88.1	NC	ChristuTalk	Birmingham, AL	02/19/2010	57	Northport, AL	Tuscaloosa
WUHT	FM	107.7	C	Urban AC	Birmingham, AL	01/28/2004	57	Birmingham, AL	Jefferson
WURL	AM	750	C	Gospel	Birmingham, AL	07/02/2003	57	Moody, AL	St Clair
WVSU	FM	91.1	NC	Smooth	Birmingham, AL	07/02/2003	57	Birmingham, AL	Jefferson
WVVB	AM	950	C	News/Talk	Birmingham, AL	07/02/2003	57	Birmingham, AL	Jefferson
WXJC	AM	850	C	Religion	Birmingham, AL	07/02/2003	57	Birmingham, AL	Jefferson
WXJC	FM	92.5	C	Religion	Birmingham, AL	07/02/2003	57	Birmingham, AL	Jefferson
WYDE	AM	1260	C	Talk	Birmingham, AL	07/02/2003	57	Cordova, AL	Walker
WYDE	FM	101.1	C	Talk	Birmingham, AL	07/02/2003	57	Birmingham, AL	Jefferson
WZGX	AM	1450	C	Mexican	Birmingham, AL	07/02/2003	57	Cullman, AL	Cullman
WZRR	FM	99.5	C	Cisc Rock	Birmingham, AL	07/02/2003	57	Bessemer, AL	Jefferson
WZZK	FM	104.7	C	Country	Birmingham, AL	07/02/2003	57	Birmingham, AL	Jefferson

Number of Stations in Geographic Market 50

Previous Stations in Geographic Market

WZZN	FM	97.7	C	Sprns/Talk	Huntsville, AL	02/18/2011	106	Union Grove, AL	Marshall
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"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING CBC, LLC
ALABAMA / MISSISSIPPI
March 2011

EXHIBIT #6

Tabulation of Stations in Radio Market #1

AM Stations

* WJOX	690 kHz	Birmingham,
* WTSK	790 kHz	Tuscaloosa, Alabama
WACT	1420 kHz	Tuscaloosa, Alabama
WJRD	1150 kHz	Tuscaloosa, Alabama
WTBC	1230 kHz	Tuscaloosa, Alabama
WMXB	1280 kHz	Tuscaloosa, Alabama

Total AM Stations - 6

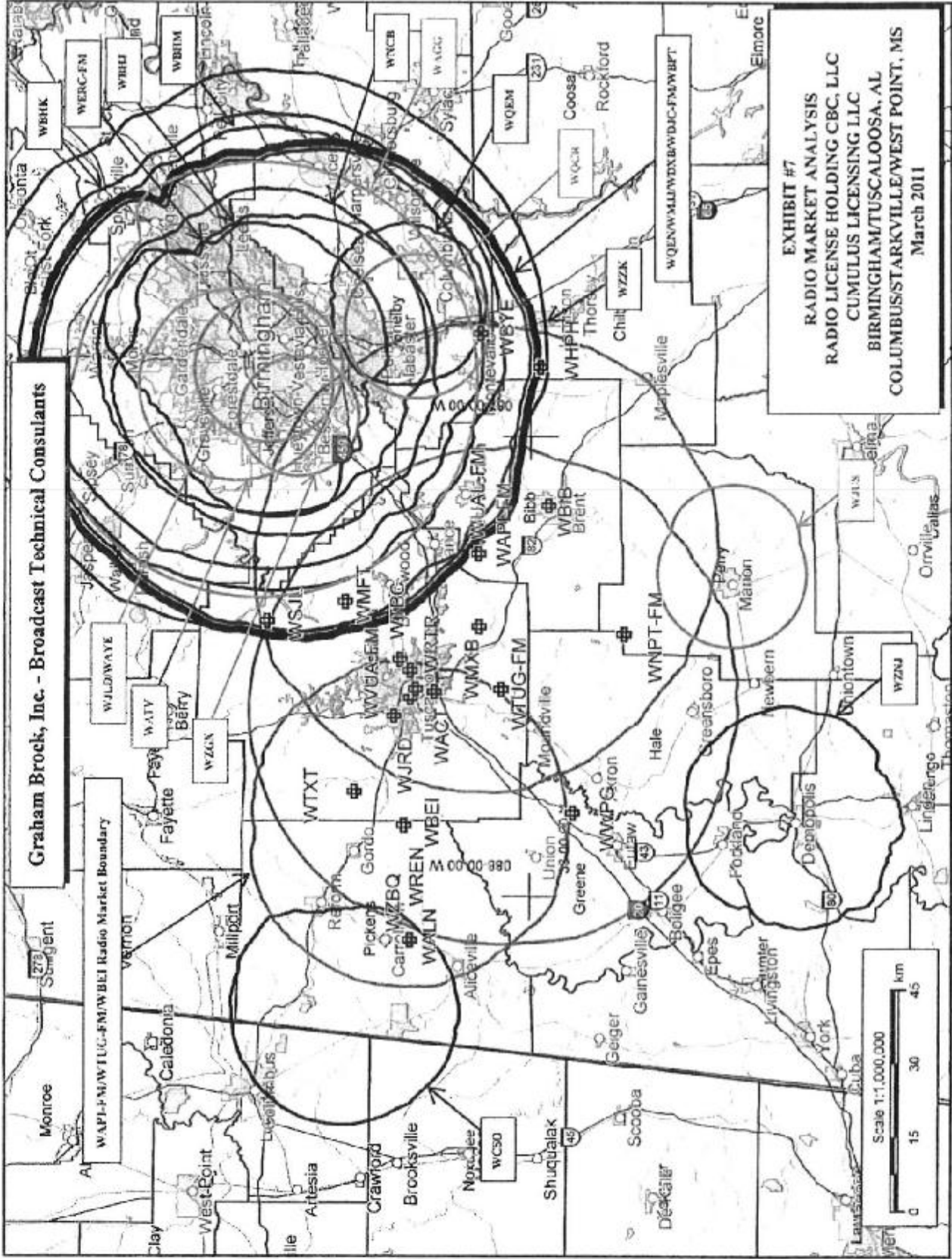
FM Stations

WSJL	Ch 201C2	Northport, Alabama
WMFT	Ch 205C1	Tuscaloosa, Alabama
WVUA-FM	Ch 214A	Tuscaloosa, Alabama
WUAL-FM	Ch 218C1	Tuscaloosa, Alabama
* WTUG-FM	Ch 225C1	Northport, Alabama
* WFFN	Ch 237C2	Coaling, Alabama
WTXT	Ch 251C1	Fayette, Alabama
* WAPI-FM	Ch 263C1	Birmingham, Alabama
* WBEI	Ch 269C2	Reform, Alabama
WRTR	Ch 290C3	Brookwood, Alabama

Total FM Stations - 10

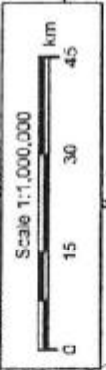
GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 16

* Subject station.



Graham Brock, Inc. - Broadcast Technical Consultants

EXHIBIT #7
 RADIO MARKET ANALYSIS
 RADIO LICENSE HOLDING CBC, LLC
 CUMULUS LICENSING LLC
 BIRMINGHAM/TUSCALOOSA, AL
 COLUMBUS/STARKVILLE/WEST POINT, MS
 March 2011



RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING CBC, LLC
ALABAMA / MISSISSIPPI
March 2011

EXHIBIT #8

Tabulation of Stations in Radio Market #2

AM Stations

	WREN	590 kHz	Carrollton, Alabama
+	WAGG	610 kHz	Birmingham, Alabama
*	WTSK	790 kHz	Tuscaloosa, Alabama
+	WATV	900 kHz	Birmingham, Alabama
	WBIB	1110 kHz	Centreville, Alabama
	WJRD	1150 kHz	Tuscaloosa, Alabama
+	WAYE	1220 kHz	Birmingham, Alabama
	WTBC	1230 kHz	Tuscaloosa, Alabama
	WMXB	1280 kHz	Tuscaloosa, Alabama
+	WJUS	1310 kHz	Marion, Alabama
	WBYE	1370 kHz	Calera, Alabama
+	WJLD	1400 kHz	Fairfield, Alabama
	WACT	1420 kHz	Tuscaloosa, Alabama
+	WZGX	1450 kHz	Bessmer, Alabama
+	WQCR	1500 kHz	Alabaster, Alabama

Total AM Stations - 15

FM Stations

	WSJL	Ch 201C2	Northport, Alabama
	WMFT	Ch 205C1	Tuscaloosa, Alabama
	WALN	Ch 207C2	Carrollton, Alabama
+	WBHM	Ch 212C1	Birmingham, Alabama
+	WCSO	Ch 213C2	Columbus, Mississippi
	WVUA-FM	Ch 214A	Tuscaloosa, Alabama
	WUAL-FM	Ch 218C1	Tuscaloosa, Alabama