

Radio/TV Cross-Ownership

The instant application is one of eighteen (18) contemporaneously-filed applications seeking Commission consent to the transfer of control of Cumulus Media Partners, LLC ("CMP") and its indirect licensee subsidiary (in this case, KRBE Lico, Inc.). As a result of the proposed transaction, the proposed transferee will hold an attributable interest in the licenses for the following radio stations located in the Houston/Beaumont/Port Arthur, Texas area:

KFNC(FM), Beaumont, TX (Facility ID 52407)
KHJK(FM), La Porte, TX (Facility ID 48676)
KRBE(FM), Houston, TX (Facility ID 35524)

As stated in Licensee's Exhibit 7, certain Blackstone funds and/or their affiliates which hold an attributable interest in CMP, also hold an attributable interest in Freedom Communications Holdings, Inc. which, through subsidiaries, holds an attributable interest in the following full-power television station:

KFDM-TV, Beaumont, TX (Facility ID 22589)

Annexed hereto as Appendix A is a map demonstrating that (1) the Grade A contour of KFDM-TV encompasses the entire community of license of KFNC(FM); and (2) the 1 mV/m contours of KHJK(FM) (formerly KIOL) and KFNC(FM) encompass the entire community of license of KFDM-TV, thus triggering the radio/TV cross-ownership rule.¹ KFNC(FM) is part of the Beaumont-Port Arthur, TX Arbitron radio metro market, while KHJK(FM) is part of the Houston-Galveston, TX Arbitron radio metro market. Although these radio stations fall within two separate Arbitron radio metro markets, the Commission counts a radio station assigned to one Arbitron radio market toward an entity's ownership limits in a distant market when the contour of the radio station triggers the rule.² Because the 1 mV/m contour of KHJK(FM)

¹ The 1 mV/m contour of KRBE(FM) does not encompass KFDM-TV's community of license, nor does the Grade A contour of KFDM-TV encompass the community of license of KRBE(FM). Therefore, the radio/TV cross-ownership rule is not triggered by this combination. KRBE(FM)'s contour is included for reference. Appendix A includes a Technical Statement by Jefferson G. Brock of Graham Brock, Inc. stating that he has reviewed the contour map contained in Appendix A and that the technical information contained therein regarding radio stations KFNC, KHJK, and KRBE is accurate and up to date.

² Memorandum Opinion and Second Order on Reconsideration, *Review of the Commission's Regulations Governing Television Broadcasting*, 16 FCC Rcd 1067, 1081 (2001) ("[F]or purposes of the radio/TV cross-ownership rule, we generally do not count radio stations located in one Arbitron radio market toward the limits on the number of radio stations a party may own in another Arbitron radio market, even when the radio stations in the different markets fall within the Grade A contour of a commonly owned TV station. . . . We *do* count, however, a radio station assigned to one Arbitron radio market toward an entity's ownership limits in a distant market when the contour of the radio station triggers the rule because the rule continues to be triggered by contour encompassment, and such a radio station has a presence for competition and diversity purposes in the distant market") (emphasis in original).

triggers the radio/TV cross-ownership rule independently of the TV station, the resulting combination includes the following stations:

KFNC(FM), Beaumont, TX (Facility ID 52407)
KHJK(FM), La Porte, TX (Facility ID 48676)
KFDM-TV, Beaumont, TX (Facility ID 22589)

The Commission's rules permit common ownership of two commercial television and four commercial radio stations (to the extent permitted by the television duopoly and local radio ownership limits) if at least 10 independently-owned media voices would remain in the market post-merger.³

Annexed hereto as Appendix B are BIA Geographic Market Definitions for the Beaumont-Port Arthur, TX and Houston-Galveston, TX Arbitron radio metro markets demonstrating that at least 10 independent media voices will remain in both of those radio markets post-merger.⁴ This is a sufficient number of voices to permit common ownership of the 1 TV/2 radio combination. Therefore, the proposed transfer of control is in compliance with Section 73.3555(c)(2)(ii) of the Commission's rules.

³ Section 73.3555(c)(2)(ii).

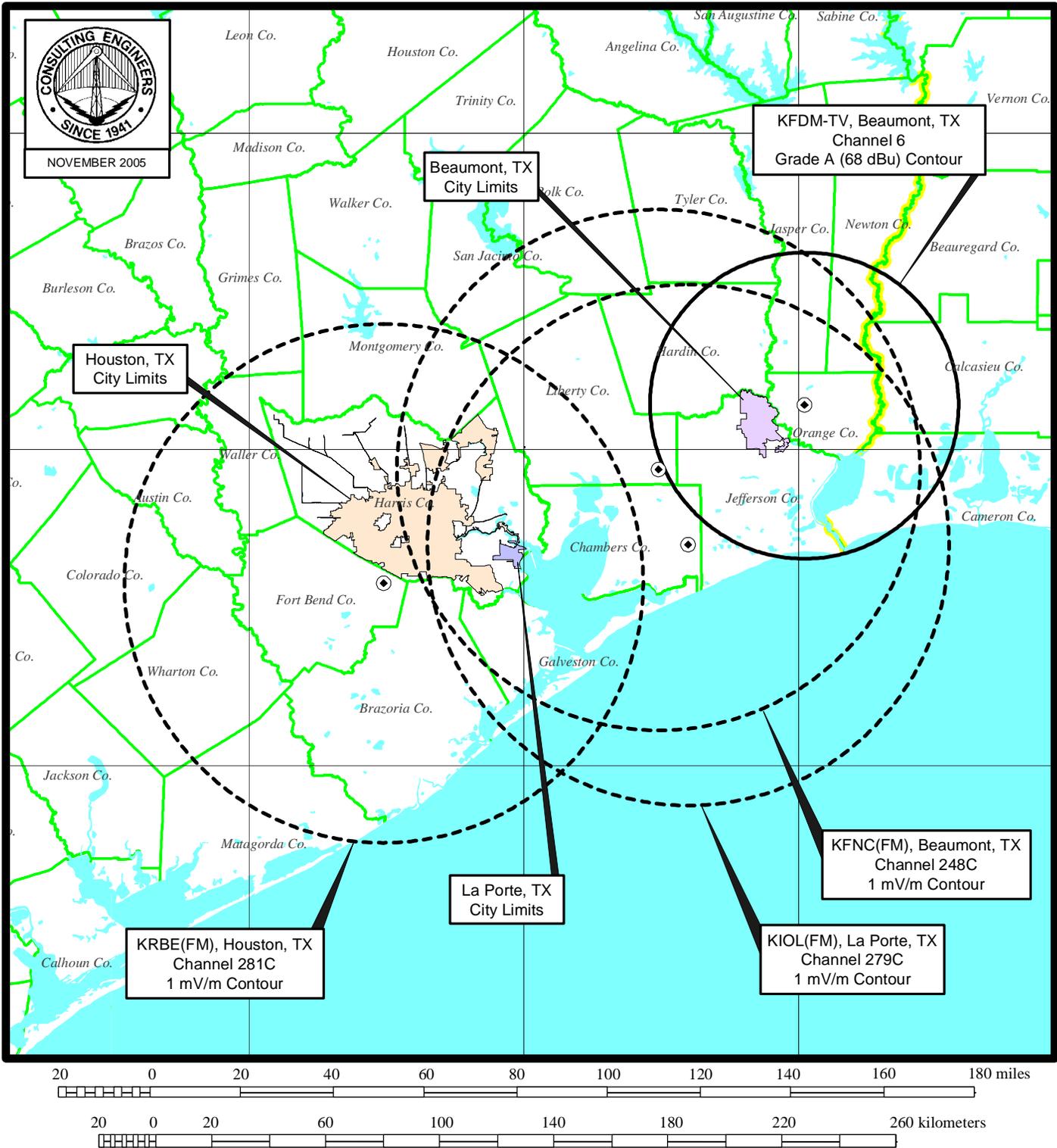
⁴ Section 73.3555(c)(3)(ii)(B) of the Commission's rules states that "[w]hen a proposed combination involves stations in different radio markets, the voice requirement must be met in each market."

APPENDIX A

Cross-Ownership Analysis Map

and

Statement of Jefferson G. Brock



CROSS-OWNERSHIP ANALYSIS MAP

du Treil, Lundin & Rackley, Inc. Sarasota, Florida

TV/RADIO CROSS-OWNERSHIP REVIEW
CUMULUS MEDIA PARTNERS, LLC
KFDM-TV - BEAUMONT, TEXAS
KFNC RADIO - BEAUMONT, TEXAS
KHJK RADIO - LA PORTE, TEXAS
KRBE RADIO - HOUSTON, TEXAS
December 2007

TECHNICAL STATEMENT

Graham Brock, Inc., has been asked to review a November 2005 TV/Radio Cross-Ownership study involving VHF TV station KFDM-TV, Beaumont, Texas; and FM radio stations KFNC, Beaumont, Texas; KHJK, La Porte, Texas; and KRBE, Houston, Texas. Specifically, the review will determine whether there have been any technical changes to these four facilities which would alter the predicted field strength contours shown on the map associated with the study.¹

The contours of the relevant stations were reviewed and found to accurately reflect the current contours of each of these stations. However, it is noted that since the map was prepared the call sign for the La Porte, Texas facility has been changed from KIOL to KHJK. Additionally, there is an outstanding permit for KFNC to implement a change of city of license to Mont Belvieu, Texas (BPH-20060419ABC). The KFNC city of license change is to be implemented at the present licensed site, as such, no change in the KFNC contour will result. Further, Mont Belvieu is located outside the Grade A contour of KFDM-TV. As such, the contours depicted still reflect the actual facilities of the stations.

1) The was prepared by du Treil, Lundin & Rackley, Inc., however, it is undated.

The foregoing was prepared on behalf of Cumulus Media Partners, LLC by Graham Brock, Inc. All information contained herein is true and accurate to the best of our belief and knowledge. Data relating to the stations was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in that database.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

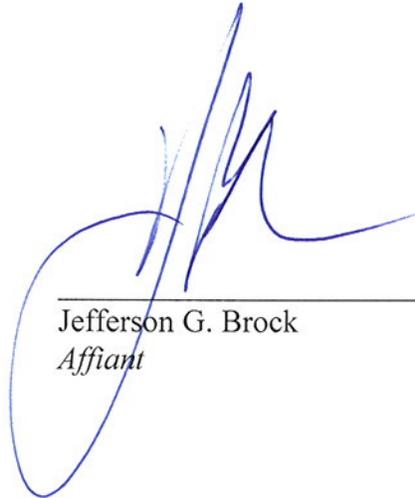
State of Georgia)
St. Simons Island) ss:
County of Glynn)

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 Partners, LLC 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 5th day of December 2007.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 5th day of December 2007*



Notary Public, State of Georgia
My Commission Expires: March 18, 2011

APPENDIX B

BIA Geographic Market Definitions

for

Beaumont-Port Arthur, TX and Houston-Galveston, TX



FCC Geographic Market Definition for Beaumont-Port Arthur, TX

Call Letters	AM/FM	Freq	Type	Station Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KCOL	FM	92.5	C	Oldies	Beaumont-Port Arthur, TX	07/02/2003	138	p Clear Channel	Groves, TX	Jefferson
KDEI	AM	1250	NC	Christian	Beaumont-Port Arthur, TX	07/02/2003	138	Radio Maria Inc	Port Arthur, TX	Jefferson
KIKR	AM	1450	C	Sprts/Talk	Beaumont-Port Arthur, TX	07/02/2003	138	p Cumulus	Beaumont, TX	Jefferson
KBPO	AM	1150	C	Span/Sprts	Beaumont-Port Arthur, TX	07/02/2003	138	p Augustus, Michael & Anderson, Sylvester	Port Neches, TX	Jefferson
KBED	AM	1510	C	Black Gospl	Beaumont-Port Arthur, TX	07/02/2003	138	p Cumulus	Nederland, TX	Jefferson
KTJM	FM	98.5	C	Mexican	Houston-Galveston, TX	07/02/2003	6	Lieberman Broadcasting Inc	Port Arthur, TX	Jefferson
KRCM	AM	1380	C	Talk	Beaumont-Port Arthur, TX	07/02/2003	138	Voice in the Wilderness Broadcasting Inc	Beaumont, TX	Jefferson
KIOC	FM	106.1	C	Rock	Beaumont-Port Arthur, TX	07/02/2003	138	p Clear Channel	Orange, TX	Orange
KSET	AM	1300	C	Sprts/Talk	Beaumont-Port Arthur, TX	07/02/2003	138	Hill, William G.	Silsbee, TX	Hardin
KKMY	FM	104.5	C	AC	Beaumont-Port Arthur, TX	07/02/2003	138	p Clear Channel	Orange, TX	Orange
KLVI	AM	560	C	News/Talk	Beaumont-Port Arthur, TX	07/02/2003	138	p Clear Channel	Beaumont, TX	Jefferson
KOGT	AM	1600	C	Cntry/Talk	Beaumont-Port Arthur, TX	07/02/2003	138	G-CAP Communications	Orange, TX	Orange
KOLE	AM	1340	C	Talk	Beaumont-Port Arthur, TX	07/02/2003	138	p Birach Broadcasting Corporation	Port Arthur, TX	Jefferson
KQXY	FM	94.1	C	CHR	Beaumont-Port Arthur, TX	07/02/2003	138	p Cumulus	Beaumont, TX	Jefferson
KZZB	AM	990	C	Gospel	Beaumont-Port Arthur, TX	07/02/2003	138	Martin Broadcasting Inc	Beaumont, TX	Jefferson
KAYD	FM	101.7	C	Country	Beaumont-Port Arthur, TX	07/02/2003	138	p Cumulus	Silsbee, TX	Hardin
KQBU	FM	93.3	C	Mexican	Beaumont-Port Arthur, TX	10/23/2003	138	Univision	Port Arthur, TX	Jefferson
KQQK	FM	107.9	C	Spanish AC	Houston-Galveston, TX	07/02/2003	6	Lieberman Broadcasting Inc	Beaumont, TX	Jefferson
KYKR	FM	95.1	C	Country	Beaumont-Port Arthur, TX	07/02/2003	138	p Clear Channel	Beaumont, TX	Jefferson
KFNC	FM	97.5	C	Sports	Houston-Galveston, TX	07/02/2003	6	Cumulus Media Partners LLC	Beaumont, TX	Jefferson
KTCX	FM	102.5	C	Urban	Beaumont-Port Arthur, TX	07/02/2003	138	p Cumulus	Beaumont, TX	Jefferson
KTXB	FM	89.7	NC	Religion	Beaumont-Port Arthur, TX	07/02/2003	138	Family Stations Inc	Beaumont, TX	Jefferson
KVLU	FM	91.3	NC	Clscl/Varty	Beaumont-Port Arthur, TX	07/02/2003	138	Lamar University	Beaumont, TX	Jefferson
KZFT	FM	90.5	NC	Christian	Beaumont-Port Arthur, TX	09/14/2004	138	American Family Association Incorporated	Fannett, TX	Jefferson
KLBT	FM	88.1	NC	ChrsContem	Beaumont-Port Arthur, TX	08/26/2005	138	King's Musician Educational Foundation Inc	Beaumont, TX	Jefferson
KHCJ	FM	91.9	NC	Christian	Beaumont-Port Arthur, TX	11/10/2003	138	Houston Christian Broadcasters Inc	Jefferson, TX	Jefferson

Number of Stations in Geographic Market 26

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed



FCC Geographic Market Definition for Houston-Galveston, TX

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KHJK	FM	103.7	C	Adult Hits	Houston-Galveston, TX	07/02/2003	6	Cumulus Media Partners LLC	La Porte, TX	Harris
KBRZ	AM	1460	C	Span/CCtm	Houston-Galveston, TX	07/02/2003	6	Aleluya Christian Broadcasting	Freeport, TX	Brazoria
KWWJ	AM	1360	C	Gospl/Chrst	Houston-Galveston, TX	07/02/2003	6	Salt of the Earth Broadcasting Inc	Baytown, TX	Harris
KCOH	AM	1430	C	Urban	Houston-Galveston, TX	07/02/2003	6	KCOH Inc	Houston, TX	Harris
KEYH	AM	850	C	Span/Oldes	Houston-Galveston, TX	07/02/2003	6	Liberman Broadcasting Inc	Houston, TX	Harris
KBXX	FM	97.9	C	R&BOd/HpH	Houston-Galveston, TX	07/02/2003	6	Radio One Inc	Houston, TX	Harris
KRTX	AM	980	C	Tejano	Houston-Galveston, TX	07/02/2003	6	Univision	Rosenburg/Richmond, TX	Fort Bend
KPTY	FM	104.9	C	Hip Hop	Houston-Galveston, TX	07/02/2003	6	Univision	Missouri City, TX	Fort Bend
KGBC	AM	1540	C	Religion	Houston-Galveston, TX	07/02/2003	6	SIGA Broadcasting Corporation	Galveston, TX	Galveston
KTBZ	FM	94.5	C	Modern	Houston-Galveston, TX	07/02/2003	6	Clear Channel	Houston, TX	Harris
KGOW	AM	1560	C	Ethnic	Houston-Galveston, TX	07/02/2003	6	Gow Communications LLC	Bellaire, TX	Harris
KHCB	FM	105.7	NC	Christian	Houston-Galveston, TX	07/02/2003	6	Houston Christian Broadcasters Inc	Houston, TX	Harris
KTJM	FM	98.5	C	Mexican	Houston-Galveston, TX	07/02/2003	6	Liberman Broadcasting Inc	Port Arthur, TX	Jefferson
KIKK	AM	650	C	Bus News	Houston-Galveston, TX	07/02/2003	6	CBS Radio	Pasadena, TX	Harris
KHJZ	FM	95.7	C	Smooth	Houston-Galveston, TX	07/02/2003	6	CBS Radio	Houston, TX	Harris
KJOJ	AM	880	C	Asian	Houston-Galveston, TX	07/02/2003	6	Liberman Broadcasting Inc	Conroe, TX	Montgomery
KHCB	AM	1400	NC	Span/Chrst	Houston-Galveston, TX	07/02/2003	6	Houston Christian Broadcasters Inc	Galveston, TX	Galveston
KILT	AM	610	C	Sports	Houston-Galveston, TX	07/02/2003	6	CBS Radio	Houston, TX	Harris
KJOJ	FM	103.3	C	Mexican	Houston-Galveston, TX	07/02/2003	6	Liberman Broadcasting Inc	Freeport, TX	Brazoria
KBME	AM	790	C	Sports	Houston-Galveston, TX	07/02/2003	6	Clear Channel	Houston, TX	Harris
KKBQ	FM	92.9	C	Country	Houston-Galveston, TX	07/02/2003	6	Cox Radio Inc	Pasadena, TX	Harris
KLAT	AM	1010	C	Spr/Nws/Tlk	Houston-Galveston, TX	07/02/2003	6	Univision	Houston, TX	Harris
KHTC	FM	107.5	C	Clsc Hits	Houston-Galveston, TX	07/02/2003	6	Cox Radio Inc	Lake Jackson, TX	Brazoria
KLOL	FM	101.1	C	Span/Regat	Houston-Galveston, TX	07/02/2003	6	Clear Channel	Houston, TX	Harris
KKRW	FM	93.7	C	Clsc Rock	Houston-Galveston, TX	07/02/2003	6	Clear Channel	Houston, TX	Harris
KLVL	AM	1480	C	Span/Varty	Houston-Galveston, TX	07/02/2003	6	SIGA Broadcasting Corporation	Pasadena, TX	Harris
KMJQ	FM	102.1	C	Urban	Houston-Galveston, TX	07/02/2003	6	Radio One Inc	Houston, TX	Harris
KYOK	AM	1140	C	Gospl/CCtm	Houston-Galveston, TX	07/02/2003	6	Martin Broadcasting Inc	Conroe, TX	Montgomery
KQUE	AM	1230	C	Ranchera	Houston-Galveston, TX	07/02/2003	6	Liberman Broadcasting Inc	Houston, TX	Harris
KODA	FM	99.1	C	Soft AC	Houston-Galveston, TX	08/22/2003	6	Clear Channel	Houston, TX	Harris
KPRC	AM	950	C	Talk	Houston-Galveston, TX	07/02/2003	6	Clear Channel	Houston, TX	Harris
KCHN	AM	1050	C	Ethnic	Houston-Galveston, TX	07/02/2003	6	Multicultural Radio Broadcasting Inc	Brookshire, TX	Waller
KLTN	FM	102.9	C	Mexican	Houston-Galveston, TX	07/02/2003	6	Univision	Houston, TX	Harris

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FCC Geographic Market Definition for Houston-Galveston, TX

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KKHT	FM	100.7	C	Chrst/Talk	Houston-Galveston, TX	07/02/2003	6	Salem Communications Corporation	Winnie, TX	Chambers
KRBE	FM	104.1	C	CHR	Houston-Galveston, TX	07/02/2003	6	Cumulus Media Partners LLC	Houston, TX	Harris
KHMX	FM	96.5	C	Hot AC	Houston-Galveston, TX	07/02/2003	6	p Clear Channel	Houston, TX	Harris
KTEK	AM	1110	C	Cst/Tik/Eth	Houston-Galveston, TX	07/02/2003	6	Salem Communications Corporation	Alvin, TX	Brazoria
KTRH	AM	740	C	Nws/Tik/Spt	Houston-Galveston, TX	07/02/2003	6	p Clear Channel	Houston, TX	Harris
KGOL	AM	1180	C	Internat'l	Houston-Galveston, TX	07/02/2003	6	Entravision Holdings LLC	Humble, TX	Harris
KILT	FM	100.3	C	Country	Houston-Galveston, TX	07/02/2003	6	CBS Radio	Houston, TX	Harris
KQQK	FM	107.9	C	Spanish AC	Houston-Galveston, TX	07/02/2003	6	Liberman Broadcasting Inc	Beaumont, TX	Jefferson
KXYZ	AM	1320	C	Internat'l	Houston-Galveston, TX	07/02/2003	6	Multicultural Radio Broadcasting Inc	Houston, TX	Harris
KOVE	FM	106.5	C	Spn/Var/AHt	Houston-Galveston, TX	07/02/2003	6	Univision	Galveston, TX	Galveston
KMIC	AM	1590	C	Famly/Top4	Houston-Galveston, TX	07/02/2003	6	ABC/Disney	Houston, TX	Harris
KYST	AM	920	C	Spn/Nws/Tik	Houston-Galveston, TX	07/02/2003	6	Hispanic Broadcasting Inc	Texas City, TX	Galveston
KROI	FM	92.1	C	Gospel	Houston-Galveston, TX	07/02/2003	6	Radio One Inc	Seabrook, TX	Harris
KNTH	AM	1070	C	Nws/Tik/Inf	Houston-Galveston, TX	07/02/2003	6	Salem Communications Corporation	Houston, TX	Harris
KSEV	AM	700	C	Talk	Houston-Galveston, TX	07/02/2003	6	Liberman Broadcasting Inc	Tomball, TX	Harris
KHPT	FM	106.9	C	80s Hits	Houston-Galveston, TX	07/02/2003	6	Cox Radio Inc	Conroe, TX	Montgomery
KPTI	FM	105.3	C	Hip Hop	Houston-Galveston, TX	07/02/2003	6	Univision	Crystal Beach, TX	Galveston
KSHN	FM	99.9	C	AC/Old/Cty	Houston-Galveston, TX	07/02/2003	6	Trinity River Valley Broacasting Company	Liberty, TX	Liberty
KFNC	FM	97.5	C	Sports	Houston-Galveston, TX	07/02/2003	6	Cumulus Media Partners LLC	Beaumont, TX	Jefferson
KYND	AM	1520	C	Ethnic	Houston-Galveston, TX	07/02/2003	6	Provenzano, Matthew	Cypress, TX	Harris
KTHT	FM	97.1	C	Country	Houston-Galveston, TX	07/02/2003	6	Cox Radio Inc	Cleveland, TX	Liberty
KSTB	FM	101.5	C	Country	Houston-Galveston, TX	07/02/2003	6	p Cumulus	Crystal Beach, TX	Galveston
KVST	FM	99.7	C	Country	Houston-Galveston, TX	07/02/2003	6	New Wavo Communications Group	Willis, TX	Montgomery
KACC	FM	89.7	NC	AOR	Houston-Galveston, TX	07/02/2003	6	Alvin Community College	Alvin, TX	Brazoria
KAFR	FM	88.3	NC	ChrsContem	Houston-Galveston, TX	07/02/2003	6	American Family Association Incorporated	Conroe, TX	Montgomery
KFTG	FM	88.1	NC	Gospel	Houston-Galveston, TX	07/02/2003	6	Aleluya Christian Broadcasting	Pasadena, TX	Harris
KJIC	FM	90.5	NC	Gospel	Houston-Galveston, TX	07/02/2003	6	Community Radio Inc	Santa Fe, TX	Galveston
KPFT	FM	90.1	NC	Ecltc/PubSv	Houston-Galveston, TX	07/02/2003	6	Pacifica Foundation	Houston, TX	Harris
KPVU	FM	91.3	NC	NPR/SJz/Gs	Houston-Galveston, TX	07/02/2003	6	Prairie View A&M University	Prairie View, TX	Waller
KSBJ	FM	89.3	NC	ChrsContem	Houston-Galveston, TX	07/02/2003	6	KSBJ Educational Foundation	Humble, TX	Harris
KTRU	FM	91.7	NC	Variety	Houston-Galveston, TX	07/02/2003	6	Rice University	Houston, TX	Harris
KTSU	FM	90.9	NC	Jaz/Old/BGs	Houston-Galveston, TX	07/02/2003	6	Texas Southern University	Houston, TX	Harris
KUHF	FM	88.7	NC	NPR/Clscl	Houston-Galveston, TX	07/02/2003	6	University of Houston	Houston, TX	Harris

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

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FCC Geographic Market Definition for Houston-Galveston, TX

Call Letters	AM/FM	Freq	Type	Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KYBJ	FM	91.1	NC	ChrsContem		Houston-Galveston, TX	07/02/2003	6	KSBJ Educational Foundation	Lake Jackson, TX	Brazoria
KTWL	FM	105.3	C	Soft AC		Houston-Galveston, TX	11/07/2003	6	Henderson, Roy E	Hempstead, TX	Waller

Number of Stations in Geographic Market 68

Previous Stations in Geographic Market

KIOX	FM	96.9	C	Spanish AC			05/11/2006	0	Liberman Broadcasting Inc	El Campo, TX	Wharton
KXGJ	FM	101.7	C	Span/Oldes			05/11/2006	0	Liberman Broadcasting Inc	Bay City, TX	Matagorda

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