

COMPLIANCE WITH MULTIPLE OWNERSHIP RULES

By this application, and two other applications filed simultaneously herewith (the “Applications”), Citadel Broadcasting Company (“Citadel”) proposes to purchase radio broadcast stations WLCS(FM), North Muskegon, Michigan (FCC File No. BALH-20041118AAW), and WUBR(AM), Whitehall, Michigan (FCC File No. BAL-20041118AAV), from Unity Broadcasting, Inc. (the “Unity Stations”), WVIB(FM) (formerly WSHN-FM), Holton, Michigan from Noordyk Broadcasting, Inc. (the “Noordyk Station,” pursuant to FCC File No. BALH-20041118AAT), and a construction permit for WODJ(FM), Newaygo, Michigan from Donald James Noordyk (the “Permit,” pursuant to FCC File No. BAPH-20041118AAQ). In a separate transaction, Citadel proposes to purchase radio broadcast station WCXT(FM) from Waters Broadcasting Corporation (FCC File No. BALH-20050106AAK). Citadel has been programming the Unity Stations and the Noordyk Station pursuant to a Time Brokerage Agreement. There is no Time Brokerage Agreement pertaining to WCXT(FM). The Unity Stations and the Noordyk Station are licensed to communities located in Muskegon County, Michigan, and report the Muskegon Arbitron Metro as their “home” market, and therefore, for purposes of compliance with the multiple ownership rules, are considered to be part of the Muskegon radio market as defined by Arbitron.

The facilities authorized in the Permit are not constructed. When built, the station will serve the community of license of Newaygo, Michigan, which is located in Newaygo County, Michigan. Newaygo County is not included in an Arbitron Metro. Although the Permit facilities are unconstructed, in order to provide a complete overview, a multiple ownership showing using the prescribed contour-overlap methodology has been provided herewith.

WCXT(FM) serves the community of license of Hart, Michigan, which is located in Oceana County, Michigan. Oceana County is not included in an Arbitron Metro; however, WCXT(FM) reports Muskegon as its “home” market, and therefore, for multiple ownership purposes, is considered a Muskegon market station.

The attached Exhibit 1 was compiled on March 10, 2005 using BIA Research, Inc.’s *Media Access Pro* database. The exhibit lists all radio stations, including the Unity Stations, the Noordyk Station, and WCXT that are listed as “home” to the Muskegon, Michigan Arbitron market, or that have a community of license located within the counties comprising the Muskegon, Michigan Arbitron market, even if such stations list another Arbitron market as “home.”

As demonstrated in the exhibit, there are 14 stations either in the Muskegon, Michigan Arbitron market or that serve communities of license that are located in counties included in the Muskegon, Michigan Arbitron market¹. Pursuant to the revised local radio ownership rules, 47 C.F.R. § 73.3555(a)(1), a person or single entity (or entities under common control) in a radio market with 14 or fewer full-power, commercial and

¹ The BIA report shows 16 stations in the Muskegon Market; however, stations WMCQ(FM) and WPQZ(FM) are indicated as “Construction Permit – Not On Air” and are therefore excluded from the count of stations.

noncommercial radio stations may have a cognizable interest in not more than 5 commercial radio stations in total, and not more than 3 commercial stations in the same service (AM or FM).

As demonstrated in the attached exhibit, upon a grant of the aforementioned applications, Citadel would own 4 stations in the market (1 AM, and 3 FM), and therefore would comply with the revised local radio ownership rule.

Also attached is a Technical Statement prepared by duTreil, Lundin & Rackley, Inc. which analyzes the proposed transaction using the interim contour analysis method and which takes into account Citadel's proposed acquisition of WCXT(FM). The analysis provided includes station WEEG-FM, which has been subsequently excluded from the transaction. As demonstrated in the Technical Statement, even including WEEG-FM, grants of the above-referenced applications would be consistent with the multiple ownership rules using the contour overlap methodology.

The proposed transactions therefore comply with 47 C.F.R. § 73.3555.