

SUPPLEMENT TO EXHIBIT 15
WCHR-FM, Manahawkin, NJ
FCC Form 314

SUPPLEMENT TO WCHR-FM ASSIGNMENT APPLICATION

Millennium Shore License Holdco, LLC ("Millennium Shore"), the proposed assignee of WCHR-FM, Manahawkin, New Jersey, hereby supplements its response to Section III, Question 6, Exhibit 15 to the pending application for assignment of license (FCC File No. BALH-20030523AFB) in order to demonstrate that the proposed acquisition fully complies with the new broadcast multiple ownership regulations adopted by the Commission on June 2, 2003. *See 2002 Biennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996 et al., Report and Order and Notice of Proposed Rulemaking, FCC 03-127 ("June 2, 2003 Decision")*.

In this application, Millennium Shore seeks FCC consent to the voluntary assignment of licenses for WCHR-FM from Nassau Broadcasting II, LLC ("Nassau") to Millennium Shore. In Exhibit 15 to the application as originally filed, Millennium Shore demonstrated that grant of the application was fully compliant with the broadcast multiple ownership rules in effect prior to the effective date of the new broadcast multiple ownership rules adopted by the Commission on June 2, 2003. For the following reasons, grant of the application is also fully compliant with the broadcast multiple ownership rules adopted by the Commission on June 2, 2003.

Currently, Millennium Shore owns a total of 5 radio stations, 2 AM stations and 3 FM stations, in the Arbitron Monmouth-Ocean, New Jersey radio market: WADB(AM), Asbury Park, WOBM(AM), Lakewood Township, WJLK-FM, Asbury Park, WBBO(FM), Ocean Acres, and WOBM-FM, Toms River, all of New Jersey. Millennium Shore has a contract to sell WBBO(FM) to Press Communications, LLC ("Press"). The Commission has already approved that assignment under FCC File No. BALH-20030401AYK, granted May 30, 2003. The approval became final as of July 14, 2003. Consummation of the sale of that station to Press is contingent upon Millennium Shore's acquisition of WCHR-FM.

Under the prior and new broadcast multiple ownership rules, an entity may lawfully own 6 radio stations, only 4 of which may be in one class, if there are 15-29 radio stations in the local radio market. Consistent with the newly adopted multiple ownership rules, Millennium Shore has defined the local radio market in terms of the geographic market approach assigned by Arbitron. The most recent available Arbitron data for the Monmouth-Ocean radio market reveal that when the total number of commercial and noncommercial radio stations licensed to communities in the Monmouth-Ocean market is added to the total number of commercial and noncommercial radio stations licensed to other markets but which are considered "home" to the Monmouth-Ocean market, there are 22 commercial and noncommercial radio stations in the Monmouth-Ocean radio market. *See the BIA FCC Geographic Market Definition for Monmouth-Ocean, NJ, attached as Exhibit 1.*¹

¹ Monmouth County is part of both the Monmouth-Ocean metro market and the New York Arbitron metro market. Pursuant to the Commission's new rules, when Arbitron Metros are embedded, and the radio station at issue in the

Accordingly, even if Millennium Shore's plan to sell WBBO(FM) to Press were not factored in, Millennium Shore's acquisition of WCHR-FM would be fully compliant with the new broadcast multiple ownership rules since Millennium Shore would be permitted to own a total of 6 radio station of which 4 could be FM stations.²

The fact that Alta/Millennium Corp., which is a member of the parent company of Millennium Shore, has an attributable interest in WWSI(TV), Atlantic City, New Jersey, is not relevant because the television station and radio station, WCHR-FM, are located in separate DMAs and Arbitron radio markets. Specifically, WWSI(TV) is located in the Philadelphia, Pennsylvania DMA and in the Atlantic City-Cape May, New Jersey Arbitron radio market, while WCHR-FM is located in the New York City DMA and the Monmouth-Ocean, New Jersey Arbitron radio market.

As demonstrated above, a grant of this application fully complies with the new broadcast multiple ownership rules adopted by the Commission on June 2, 2003.

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application is located in the overlap area, the Commission is to examine each Arbitron metro separately and will not process the application unless the proposed combination complies with the local radio ownership rule in each Metro. *See June 2, 2003 Decision* at ¶ 276, fn. 583. WCHR-FM is home to only the Monmouth-Ocean market and physically located in Ocean County, which is only part of the Monmouth-Ocean market. Accordingly, an analysis of the New York Arbitron market is not required.

² Under the Commission's new multiple ownership rules, a modified contour overlap analysis is required if a company is proposing a radio station combination involving a station whose principal community contour overlaps the principal community contour of any commonly-owned station that is not licensed to a community that is within the geographic boundary of a metro. *See June 2, 2003 Decision* at ¶ 286. The chart, attached hereto as Exhibit 2, lists the community of license, Arbitron metro market, and geographic market of the radio stations owned or operated pursuant to an LMA by subsidiaries of Millennium Radio Group, LLC, including, Millennium Shore. As shown on the chart, WIXM(FM), Millville, New Jersey, while assigned to the Atlantic City-Cape May Arbitron metro, is not physically located in any Arbitron metro market. However, because the principal community contours of WCHR-FM and WIXM(FM) do not overlap, a modified contour overlap analysis is not required. *See Millennium radio duopoly map and analysis, attached at Exhibit 14 to the WCHR-FM assignment application, filed May 23, 2003.*

EXHIBIT 1



FCC Geographic Market Definition for Monmouth-Ocean, NJ

Call Letters	AM/FM	Freq	Station Type	Format	Home Market	Home Mkt Rank	Owner	City & State of License	County of License
WADB	AM	1310	C	Adlt Strndr	Monmouth-Ocean, NJ	52	Millennium Radio Group	Asbury Park, NJ	Monmouth Ocean
WBBO	FM	98.5	C	Top 40	Monmouth-Ocean, NJ	52	Millennium Radio Group	Ocean Acres, NJ	Ocean
WBGD	FM	91.9	NC	Educational	Monmouth-Ocean, NJ	52	Brick Township Board of Education	Bricktown, NJ	Ocean
WBHX	FM	99.7	C	Cisc Rock	Monmouth-Ocean, NJ	52	Press Communications LLC	Tuckerton, NJ	Ocean
WBJB	FM	90.5	NC	AAA	Monmouth-Ocean, NJ	52	Brookdale Community College	Lincroft, NJ	Monmouth Ocean
WCHR	FM	105.7	C	Cisc Rock	Monmouth-Ocean, NJ	52	Millennium Radio Group	Manahawkin, NJ	Ocean
WONU	FM	89.3	NC	Ethnic	Monmouth-Ocean, NJ	52	WVRM, Inc	Hazlet, NJ	Monmouth Ocean
WHTG	AM	1410	C	Oldies	Monmouth-Ocean, NJ	52	Press Communications LLC	Eatontown, NJ	Monmouth Ocean
WHTG	FM	106.3	C	Modern	Monmouth-Ocean, NJ	52	Press Communications LLC	Asbury Park, NJ	Monmouth Ocean
WALK	FM	94.3	C	Hot AC	Monmouth-Ocean, NJ	52	Millennium Radio Group	Manahawkin, NJ	Ocean
WURZ	FM	100.1	C	Oldies	Monmouth-Ocean, NJ	52	Greater Media Inc	Toms River, NJ	Ocean
WURZ	AM	1550	C	DARK	Monmouth-Ocean, NJ	52	Knox Broadcasting Group Inc	West Long Branch, NJ	Monmouth Ocean
WMCX	FM	88.9	NC	Alternative	Monmouth-Ocean, NJ	52	Monmouth University	Manahawkin, NJ	Ocean
WNLJ	FM	89.9	NC	Nws/TK/Inf	Monmouth-Ocean, NJ	52	New Jersey Public Broadcast Authority	Manahawkin, NJ	Ocean
WOBM	AM	1160	C	Adlt Strndr	Monmouth-Ocean, NJ	52	Millennium Radio Group	Lakewood Township, NJ	Ocean
WOBM	FM	92.7	C	AC	Monmouth-Ocean, NJ	52	Millennium Radio Group	Toms River, NJ	Ocean
WRAT	FM	95.9	C	AOR/C/Rck	Monmouth-Ocean, NJ	52	Greater Media Inc	Point Pleasant, NJ	Ocean
WRDR	FM	89.7	NC	Oldies	Monmouth-Ocean, NJ	52	Bridglight Corporation	Freehold Township, NJ	Monmouth Ocean
WVNU	FM	91.1	NC	Classical	Monmouth-Ocean, NJ	52	Mercer County Community College	Dover Township, NJ	Ocean
WVZY	FM	107.1	C	AC	Monmouth-Ocean, NJ	52	Press Communications LLC	Long Branch, NJ	Monmouth Ocean
WYGG	FM	88.1	NC	Variety	Monmouth-Ocean, NJ	52	Minority Business & Housing Development Inc	Asbury Park, NJ	Monmouth Ocean
WYRS	FM	90.7	NC	Christian	Monmouth-Ocean, NJ	52	Penn-Jersey Educational Radio Corp	Manahawkin, NJ	Ocean

Number of Stations in Geographic Market 22

"C" - Commercial Station; "NC" - Non Commercial Station
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"p" indicates pending sale to owner listed
 (c) BIA Financial Network, Inc.

EXHIBIT 2

MILLENNIUM RADIO STATIONS

STATION	COMMUNITY OF LICENSE	ARBITRON METRO MARKET	GEOGRAPHIC MARKET
WKXW (AM)	Atlantic City, NJ	Atlantic City-Cape May, NJ	Atlantic City-Cape May, NJ (Atlantic County)
WFPG-FM	Atlantic City, NJ	Atlantic City-Cape May, NJ	Atlantic City-Cape May, NJ (Atlantic County)
WPUR(FM)	Atlantic City, NJ	Atlantic City-Cape May, NJ	Atlantic City-Cape May, NJ (Atlantic County)
WKOE(FM)*	Ocean City, NJ	Atlantic City-Cape May, NJ	Atlantic City-Cape May, NJ (Cape May County)
WKXW-FM	Trenton, NJ	Middlesex-Somerset-Union, NJ	Trenton, NJ (Mercer County)
WBUD(AM)	Trenton, NJ	Trenton, NJ	Trenton, NJ (Mercer County)
WIXM(FM)	Millville, NJ	Atlantic City-Cape May, NJ	(Cumberland County)
WJLK-FM	Asbury Park, NJ	Monmouth-Ocean, NJ	Monmouth-Ocean, NJ/New York, NY (Monmouth County)
WADB(AM)	Asbury Park, NJ	Monmouth-Ocean, NJ	Monmouth-Ocean, NJ/New York, NY (Monmouth County)
WBBO(FM)	Ocean Acres, NJ	Monmouth-Ocean, NJ	Monmouth-Ocean, NJ (Ocean County)
WOBM-FM	Toms River, NJ	Monmouth-Ocean, NJ	Monmouth-Ocean, NJ (Ocean County)
WOBM(AM)	Lakewood Township, NJ	Monmouth-Ocean, NJ	Monmouth-Ocean, NJ (Ocean County)
WCHR-FM**	Manahawkin, NJ	Monmouth-Ocean, NJ	Monmouth-Ocean, NJ (Ocean County)

*LMA

**pending acquisition