

RADIO MARKET ANALYSIS
KRBE RADIO STATION
HOUSTON, TEXAS
KIOL RADIO STATION
LA PORTE, TEXAS
KFNC RADIO STATION
BEAUMONT, TEXAS
November 2005

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared in conjunction with an assignment and a transfer of control application (“transfers”) for stations KRBE, Channel 281C, Houston, Texas; KIOL, Channel 279C, La Porte, Texas and KFNC, Channel 248C, Beaumont, Texas. KRBE and KIOL are authorized in communities within metro counties in the Houston-Galveston, Texas Arbitron Market (Market #7). Further, KFNC is licensed to a community within a metro county in the Beaumont-Port Arthur, Texas Arbitron market (Market #133), but is considered “home” to the Houston-Galveston, Texas market. As such, a review of each market will be conducted to show the proposed combination of KRBE, KIOL and KFNC is in compliance with the rules.

HOUSTON-GALVESTON, TEXAS MARKET

2. As shown on Exhibit #1, there are sixty-nine AM and FM (commercial and non-commercial) stations listed in the Houston-Galveston, Texas Arbitron Market. The Transferee would be in control of 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, the transfer of control of KRBE, KIOL and KFNC, in the Houston-Galveston, Texas market, is believed to be in compliance with the Commission's radio ownership rules.

BEAUMONT-PORT ARTHUR, TEXAS MARKET

3. Only station KFNC is considered a metro station, based on its county of license, in the Beaumont-Port Arthur, Texas market. However, principals of the Transferee have interests in the licensees of KBED, 1510 kHz, Nederland, Texas; KIKR, 1450 kHz, Beaumont, Texas; KQXY, Channel 231C1, Beaumont, Texas; and KTCX, Channel 273C2, Beaumont, Texas. The same licensee is operating station KAYD-FM, Channel 269C3, Silsbee, Texas under a LMA. Each of these additional five stations are licensed to counties within the Beaumont-Port Arthur, Texas market. As shown on Exhibit #2, there are twenty-five AM and FM (commercial and non-commercial) stations listed in the Beaumont-Port Arthur, Texas Arbitron Market. The transferee would be in control of four FM 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, the transfer of control of station KFNC, in the Beaumont-Port Arthur, Texas market, is believed to be in compliance with the Commission's radio ownership rules.

4. Based on the compliance with each combination of stations in the two separate markets, the transfer of control of stations of KRBE, KIOL and KFNC is in compliance with the Commission's rules.

5. The foregoing technical statement was prepared by Graham Brock, Inc. 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 4.0. BIA database. We assume no liability for errors or omissions in that database which may be adverse to the information contained herein.



FCC Geographic Market Definition for Houston-Galveston, TX

| Call Letters | AM/FM | Freq | Type Station | Format | Home Market | Market Designn Date | Home Mkt Rank | Owner | City & State of License | County of License |
|--------------|-------|-------|--------------|-------------|-----------------------|---------------------|---------------|--|-------------------------|-------------------|
| KACC | FM | 89.7 | NC | AOR | Houston-Galveston, TX | 07/02/2003 | 7 | Alvin Community College | Alvin, TX | Brazoria |
| KAJR | FM | 88.3 | NC | ChrsContem | Houston-Galveston, TX | 07/02/2003 | 7 | American Family Association Incorporated | Conroe, TX | Montgomery |
| KBME | AM | 790 | C | Sports | Houston-Galveston, TX | 07/02/2003 | 7 | Clear Channel Communications | Houston, TX | Harris |
| KBRZ | AM | 1460 | C | Span/CCtmp | Houston-Galveston, TX | 07/02/2003 | 7 | Aleluya Christian Broadcasting | Freeport, TX | Brazoria |
| KBXX | FM | 97.9 | C | R&BOd/HpH | Houston-Galveston, TX | 07/02/2003 | 7 | Radio One Inc | Houston, TX | Harris |
| KCHN | AM | 1050 | C | Ethnic | Houston-Galveston, TX | 07/02/2003 | 7 | Multicultural Radio Broadcasting Inc | Brookshire, TX | Waller |
| KCOH | AM | 1430 | C | Urban | Houston-Galveston, TX | 07/02/2003 | 7 | KCOH Inc | Houston, TX | Harris |
| KEYH | AM | 850 | C | Span/Mexcn | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Houston, TX | Harris |
| KEZB | FM | 105.3 | C | Soft AC | Houston-Galveston, TX | 11/07/2003 | 7 | Henderson, Roy E | Hempstead, TX | Waller |
| KFNC | FM | 97.5 | C | News/Talk | Houston-Galveston, TX | 07/02/2003 | 7 | Cumulus Broadcasting Inc | Beaumont, TX | Jefferson |
| KFTG | FM | 88.1 | NC | Gospel | Houston-Galveston, TX | 07/02/2003 | 7 | Aleluya Christian Broadcasting | Pasadena, TX | Harris |
| KGBC | AM | 1540 | C | Religion | Houston-Galveston, TX | 07/02/2003 | 7 | SIGA Broadcasting Corp | Galveston, TX | Galveston |
| KGOL | AM | 1180 | C | Asian | Houston-Galveston, TX | 07/02/2003 | 7 | Entravision Holdings LLC | Humble, TX | Harris |
| KHCB | FM | 105.7 | NC | Christian | Houston-Galveston, TX | 07/02/2003 | 7 | Houston Christian Broadcasters Inc | Houston, TX | Harris |
| KHCB | AM | 1400 | NC | Span/Chrst | Houston-Galveston, TX | 07/02/2003 | 7 | Houston Christian Broadcasters Inc | Galveston, TX | Galveston |
| KHJZ | FM | 95.7 | C | Smooth Jazz | Houston-Galveston, TX | 07/02/2003 | 7 | Infinity Broadcasting | Houston, TX | Harris |
| KHMX | FM | 96.5 | C | Hot AC | Houston-Galveston, TX | 07/02/2003 | 7 | Clear Channel Communications | Houston, TX | Harris |
| KHPT | FM | 106.9 | C | 80s Hits | Houston-Galveston, TX | 07/02/2003 | 7 | Cox Radio Inc | Conroe, TX | Montgomery |
| KIKK | AM | 650 | C | Bus News | Houston-Galveston, TX | 07/02/2003 | 7 | Infinity Broadcasting | Pasadena, TX | Harris |
| KILE | AM | 1560 | C | Ethnic | Houston-Galveston, TX | 07/02/2003 | 7 | SkyWave Broadcasting Inc | Bellaire, TX | Harris |
| KILT | AM | 610 | C | Sports | Houston-Galveston, TX | 07/02/2003 | 7 | Infinity Broadcasting | Houston, TX | Harris |
| KILT | FM | 100.3 | C | Country | Houston-Galveston, TX | 07/02/2003 | 7 | Infinity Broadcasting | Houston, TX | Harris |
| KIOL | FM | 103.7 | C | Rock | Houston-Galveston, TX | 07/02/2003 | 7 | Cumulus Broadcasting Inc | La Porte, TX | Harris |
| KIOX | FM | 96.9 | C | Span/CHR | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | El Campo, TX | Wharton |
| KJIC | FM | 90.5 | NC | Gospel | Houston-Galveston, TX | 07/02/2003 | 7 | Community Radio Inc | Santa Fe, TX | Galveston |
| KJOJ | AM | 880 | C | Asian | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Conroe, TX | Montgomery |
| KJOJ | FM | 103.3 | C | Mexican | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Freeport, TX | Brazoria |
| KKBQ | FM | 92.9 | C | Country | Houston-Galveston, TX | 07/02/2003 | 7 | Cox Radio Inc | Pasadena, TX | Harris |
| KKHT | FM | 100.7 | C | Chrst/Talk | Houston-Galveston, TX | 07/02/2003 | 7 | Salem Communications Corporation | Winnie, TX | Chambers |
| KKRW | FM | 93.7 | C | Clsc Rock | Houston-Galveston, TX | 07/02/2003 | 7 | Clear Channel Communications | Houston, TX | Harris |
| KLAT | AM | 1010 | C | Spn/Nws/Tlk | Houston-Galveston, TX | 07/02/2003 | 7 | Univision Communications Inc | Houston, TX | Harris |
| KLDE | FM | 107.5 | C | Oldies | Houston-Galveston, TX | 07/02/2003 | 7 | Cox Radio Inc | Lake Jackson, TX | Brazoria |

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

"p" indicates pending sale to owner listed

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(c) BIA Financial Network, Inc.

EXHIBIT #1



FCC Geographic Market Definition for Houston-Galveston, TX

| Call Letters | AM/FM | Freq | Type Station | Format | Home Market | Market Designn Date | Home Mkt Rank | Owner | City & State of License | County of License |
|--------------|-------|-------|--------------|-------------|-----------------------|---------------------|---------------|--|-------------------------|-------------------|
| KLOL | FM | 101.1 | C | Spanish | Houston-Galveston, TX | 07/02/2003 | 7 | Clear Channel Communications | Houston, TX | Harris |
| KLTN | FM | 102.9 | C | Span/Mexcn | Houston-Galveston, TX | 07/02/2003 | 7 | Univision Communications Inc | Houston, TX | Harris |
| KLVL | AM | 1480 | C | Span/Varty | Houston-Galveston, TX | 07/02/2003 | 7 | SIGA Broadcasting Corp | Pasadena, TX | Harris |
| KMIC | AM | 1590 | C | Kids/Top40 | Houston-Galveston, TX | 07/02/2003 | 7 | ABC/Disney | Houston, TX | Harris |
| KMJQ | FM | 102.1 | C | Urban | Houston-Galveston, TX | 07/02/2003 | 7 | Radio One Inc | Houston, TX | Harris |
| KNTH | AM | 1070 | C | Nws/Tlk/Inf | Houston-Galveston, TX | 07/02/2003 | 7 | Salem Communications Corporation | Houston, TX | Harris |
| KODA | FM | 99.1 | C | Soft AC | Houston-Galveston, TX | 08/22/2003 | 7 | Clear Channel Communications | Houston, TX | Harris |
| KOVE | FM | 106.5 | C | Span/AdCH | Houston-Galveston, TX | 07/02/2003 | 7 | Univision Communications Inc | Galveston, TX | Galveston |
| KPFT | FM | 90.1 | NC | Ecltc/Talk | Houston-Galveston, TX | 07/02/2003 | 7 | Pacifica Foundation | Houston, TX | Harris |
| KPRC | AM | 950 | C | Talk | Houston-Galveston, TX | 07/02/2003 | 7 | Clear Channel Communications | Houston, TX | Harris |
| KPTI | FM | 105.3 | C | Hip Hop | Houston-Galveston, TX | 07/02/2003 | 7 | Univision Communications Inc | Crystal Beach, TX | Galveston |
| KPTY | FM | 104.9 | C | Hip Hop | Houston-Galveston, TX | 07/02/2003 | 7 | Univision Communications Inc | Missouri City, TX | Fort Bend |
| KPVU | FM | 91.3 | NC | NPR/SJz/Gs | Houston-Galveston, TX | 07/02/2003 | 7 | Prairie View A&M University | Prairie View, TX | Waller |
| KQQK | FM | 107.9 | C | Span/CHR | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Beaumont, TX | Jefferson |
| KQUE | AM | 1230 | C | Ranchera | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Houston, TX | Harris |
| KRBE | FM | 104.1 | C | CHR | Houston-Galveston, TX | 07/02/2003 | 7 | p Cumulus Media Partners LLC | Houston, TX | Harris |
| KROI | FM | 92.1 | C | Mexican | Houston-Galveston, TX | 07/02/2003 | 7 | Radio One Inc | Seabrook, TX | Harris |
| KRTX | AM | 980 | C | Tejano | Houston-Galveston, TX | 07/02/2003 | 7 | Univision Communications Inc | Rosenburg/Richmond, TX | Fort Bend |
| KSBJ | FM | 89.3 | NC | ChrsContem | Houston-Galveston, TX | 07/02/2003 | 7 | KSBJ Educational Foundation | Humble, TX | Harris |
| KSEV | AM | 700 | C | Talk | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Tomball, TX | Harris |
| KSHN | FM | 99.9 | C | AC/Old/Cty | Houston-Galveston, TX | 07/02/2003 | 7 | Trinity River Valley Broacasting Company | Liberty, TX | Liberty |
| KSTB | FM | 101.5 | C | Country | Houston-Galveston, TX | 07/02/2003 | 7 | Cumulus Broadcasting Inc | Crystal Beach, TX | Galveston |
| KTBZ | FM | 94.5 | C | Modern Rock | Houston-Galveston, TX | 07/02/2003 | 7 | Clear Channel Communications | Houston, TX | Harris |
| KTEK | AM | 1110 | C | Cst/Tlk/Eth | Houston-Galveston, TX | 07/02/2003 | 7 | Salem Communications Corporation | Alvin, TX | Brazoria |
| KTHT | FM | 97.1 | C | Country | Houston-Galveston, TX | 07/02/2003 | 7 | Cox Radio Inc | Cleveland, TX | Liberty |
| KTJM | FM | 98.5 | C | Mexican | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Port Arthur, TX | Jefferson |
| KTRH | AM | 740 | C | News/Sprts | Houston-Galveston, TX | 07/02/2003 | 7 | Clear Channel Communications | Houston, TX | Harris |
| KTRU | FM | 91.7 | NC | Variety | Houston-Galveston, TX | 07/02/2003 | 7 | Rice University | Houston, TX | Harris |
| KTSU | FM | 90.9 | NC | Jaz/Old/BGs | Houston-Galveston, TX | 07/02/2003 | 7 | Texas Southern University | Houston, TX | Harris |
| KUHF | FM | 88.7 | NC | Classical | Houston-Galveston, TX | 07/02/2003 | 7 | University of Houston | Houston, TX | Harris |
| KVST | FM | 99.7 | C | Country | Houston-Galveston, TX | 07/02/2003 | 7 | New Wavo Communications Group | Willis, TX | Montgomery |
| KWWJ | AM | 1360 | C | Gosp/Chrst | Houston-Galveston, TX | 07/02/2003 | 7 | Salt of Earth Broadcasting | Baytown, 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 |
|-----------------|-----------|------|-----------------|-------------|-----------------------|----------------------------|---------------------|--------------------------------------|----------------------------|----------------------|
| KXYZ | AM | 1320 | C | Span/Intnl | Houston-Galveston, TX | 07/02/2003 | 7 | Multicultural Radio Broadcasting Inc | Houston, TX | Harris |
| KYBJ | FM | 91.1 | NC | ChrsContem | Houston-Galveston, TX | 07/02/2003 | 7 | KSBJ Educational Foundation | Lake Jackson, TX | Brazoria |
| KYND | AM | 1520 | C | Ethnic | Houston-Galveston, TX | 07/02/2003 | 7 | Provenzano, Matthew | Cypress, TX | Harris |
| KYOK | AM | 1140 | C | Gosp/CCtm | Houston-Galveston, TX | 07/02/2003 | 7 | Martin Broadcasting | Conroe, TX | Montgomery |
| KYST | AM | 920 | C | Spn/Nws/Tlk | Houston-Galveston, TX | 07/02/2003 | 7 | Hispanic Broadcasting Inc | Texas City, TX | Galveston |

Number of Stations in Geographic Market 69

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

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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 |
|--------------|-------|-------|--------------|-------------|--------------------------|----------------------|---------------|--|-------------------------|-------------------|
| KAYD | FM | 101.7 | C | Country | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Cumulus Broadcasting Inc | Silsbee, TX | Hardin |
| KBED | AM | 1510 | C | Black Gospl | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Cumulus Broadcasting Inc | Nederland, TX | Jefferson |
| KCOL | FM | 92.5 | C | Oldies | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Clear Channel Communications | Groves, TX | Jefferson |
| KDEI | AM | 1250 | NC | Christian | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Radio Maria Inc | Port Arthur, TX | Jefferson |
| KFNC | FM | 97.5 | C | News/Talk | Houston-Galveston, TX | 07/02/2003 | 7 | Cumulus Broadcasting Inc | Beaumont, TX | Jefferson |
| KIKR | AM | 1450 | C | Sprts/Talk | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Cumulus Broadcasting Inc | Beaumont, TX | Jefferson |
| KIOC | FM | 106.1 | C | Rock | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Clear Channel Communications | Orange, TX | Orange |
| KKMY | FM | 104.5 | C | AC | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Clear Channel Communications | Orange, TX | Orange |
| KLBT | FM | 88.1 | NC | cp - NOA | Beaumont-Port Arthur, TX | 08/26/2005 | 133 | King's Musician Educational Foundation Inc | Beaumont, TX | Jefferson |
| KLVI | AM | 560 | C | News/Talk | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Clear Channel Communications | Beaumont, TX | Jefferson |
| KOGT | AM | 1600 | C | Cntry/Talk | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | G-CAP Communications | Orange, TX | Orange |
| KOLE | AM | 1340 | C | Talk | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Voice in the Wilderness Broadcasting Inc | Port Arthur, TX | Jefferson |
| KQBU | FM | 93.3 | C | Span/Mexcn | Beaumont-Port Arthur, TX | 10/23/2003 | 133 | Univision Communications Inc | Port Arthur, TX | Jefferson |
| KQQK | FM | 107.9 | C | Span/CHR | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Beaumont, TX | Jefferson |
| KQXY | FM | 94.1 | C | CHR | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Cumulus Broadcasting Inc | Beaumont, TX | Jefferson |
| KRCM | AM | 1380 | C | Talk | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Voice in the Wilderness Broadcasting Inc | Beaumont, TX | Jefferson |
| KSET | AM | 1300 | C | Sprts/Talk | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Hill, William G. | Silsbee, TX | Hardin |
| KTCX | FM | 102.5 | C | Urban | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Cumulus Broadcasting Inc | Beaumont, TX | Jefferson |
| KTJM | FM | 98.5 | C | Mexican | Houston-Galveston, TX | 07/02/2003 | 7 | Liberman Broadcasting Inc | Port Arthur, TX | Jefferson |
| KTXB | FM | 89.7 | NC | Religion | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Family Stations Inc | Beaumont, TX | Jefferson |
| KUHD | AM | 1150 | C | Spn/Cst/Nws | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Vision Latina Broadcasting Inc | Port Neches, TX | Jefferson |
| KVLU | FM | 91.3 | NC | Clsc/Varty | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Lamar University | Beaumont, TX | Jefferson |
| KYKR | FM | 95.1 | C | Country | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Clear Channel Communications | Beaumont, TX | Jefferson |
| KZFT | FM | 90.5 | NC | Christian | Beaumont-Port Arthur, TX | 09/14/2004 | 133 | American Family Association Incorporated | Fannett, TX | Jefferson |
| KZZB | AM | 990 | C | Gospel | Beaumont-Port Arthur, TX | 07/02/2003 | 133 | Martin Broadcasting | Beaumont, TX | Jefferson |

Number of Stations in Geographic Market **25**

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

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(c) BIA Financial Network, Inc.

EXHIBIT #2

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

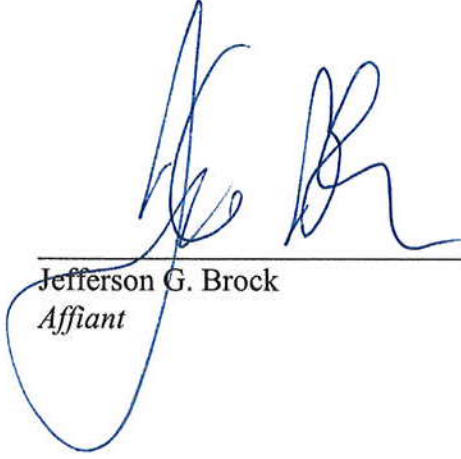
State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged 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 10th day of November, 2005.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 10th day of November, 2005*



Notary Public, State of Georgia
My Commission Expires: September 3, 2007