

MULTIPLE OWNERSHIP EXHIBIT

Riviera Broadcast Group, LLC (“RBG”) is the parent of RBG Las Vegas Licenses, LLC (“RBG Las Vegas”), which is the licensee of two radio stations in the Las Vegas Arbitron Market: KVG(S)(FM), Laughlin, Nevada,¹ and KOAS(FM), Dolan Springs, Arizona. The instant application proposes changes to RBG that will result in a transfer of control of RBG Las Vegas. As a result of these changes, Goldman, Sachs & Co., a New York Limited Partnership (“GS & Co.”) proposes to hold an attributable interest in the reconstituted RBG. The Goldman Sachs Group, Inc. (“GSG”) is one of two general partners, and sole limited partner, of GS & Co. The other general partner of GS & Co. is The Goldman, Sachs & Co., LLC, of which GSG is the sole member. Through subsidiaries, GSG holds an indirect attributable interest in (i) Western Broadcasting LS, LLC, licensee of KURR(FM), Hurricane, Utah,² and (ii) Simmons Media Group, LLC, which, through affiliates, provides programming for KZHK(FM), St. George, Utah,³ pursuant to a local marketing agreement. As demonstrated herein, the instant application complies with the Commission’s multiple ownership rules (47 C.F.R. Section 73.3555) taking into consideration GSG’s indirect attributable interests.

Las Vegas, Nevada Arbitron Metro⁴

In the Las Vegas Arbitron Metro there are 53 commercial and noncommercial educational stations. According to the FCC’s local ownership “tiers,” in a Metro reported by BIA as having 45 or more stations, a party may have a cognizable interest in up to eight commercial stations, not more than five of which are in the same service (AM or FM). This application complies with the local ownership rule because four stations (KVG(S) (FM), KOAS(FM), KURR(FM) and KZHK(FM)) will be attributable to the applicant.⁵

Unrated Market

The current communities of license of KOAS(FM), KURR(FM), and KZHK(FM) are located outside of the Las Vegas Arbitron Metro. Thus, a contour-overlap study was prepared to demonstrate compliance with the Commission’s multiple ownership rules in the unrated markets created by the overlap of these stations. *See* Attachment 2.

¹ KVG(S)(FM) holds a construction permit to change its community of license to Meadview, Arizona. *See* BPH-20070122ALT. Compliance with the Commission’s multiple ownership rules will be demonstrated at both the KVG(S)(FM) license and permit sites.

² KURR(FM) holds a construction permit to change its community of license to Indian Springs, Nevada. *See* BPH-20070726AHG. Compliance with the Commission’s multiple ownership rules will be demonstrated at both the KURR(FM) license and permit sites.

³ KZHK(FM) holds a construction permit to change its community of license to Bunkerville, Nevada. *See* BPH-20050404AED. Compliance with the Commission’s multiple ownership rules will be demonstrated at both the KZHK(FM) license and permit sites.

⁴ *See* Attachment 1.

⁵ The BIA report attached hereto as Attachment 1 shows that KHIJ(FM) is owned by Simmons Media Group Inc. The FCC granted an application to assign this station to Simmons Media Group Inc., however that transaction was never consummated.

At the stations' licensed facilities, there are two separate markets created by KURR(FM), KZHK(FM), KVGS(FM), and KOAS(FM). *See* Attachment 2, Figure 1. The first market consists of KURR(FM) and KZHK(FM). The second market consists of KVGS(FM) and KOAS(FM). In order for these markets to comply with the Commission's multiple ownership rules, there must be at least two other stations in each market.⁶ As the contour-overlap study demonstrates, these markets each contain at least ten other stations. *See* Attachment 2, Note 1.

As discussed above, KVGS(FM), KURR(FM), and KZHK(FM) each hold construction permits to change community of license. Thus, Attachment 2 contains a contour overlap study that demonstrates compliance with the Commission's multiple ownership rules at these stations' construction permit sites and at KOAS(FM)'s license site. As shown, one market is created that consists of KZHK(FM), KOAS(FM), and KVGS(FM). *See* Attachment 2, Figure 2. In order for this market to comply with the Commission's multiple ownership rules, there must be at least three other commercial and non-commercial stations in the market.⁷ As the contour-overlap study demonstrates, this markets contains at least thirty-seven other stations. *See* Attachment 2, Page 5-6.

⁶ According to the FCC's local ownership "tiers," in a market containing 15 or fewer stations, a party may have a cognizable interest in up to 5 commercial stations, not more than 3 of which are in the same service (AM or FM), provided that an entity may not have a cognizable interest in more than half the stations in the market.

⁷ *Id.*