

STATEMENT REGARDING MARKET CONCENTRATION

As the proposed assignee in the instant application, Millennium Shore License Holdco, LLC ("Millennium Shore") seeks FCC consent to acquire from Nassau Broadcasting II, L.L.C. ("Nassau"), broadcast station WCHR-FM, Manahawkin, New Jersey, located in the Monmouth-Ocean Arbitron metro radio market (the "Radio Market").

Millennium Shore currently owns five radio stations in the Radio Market.. They are: WADB(AM), Asbury Park, New Jersey, WJLK-FM, Asbury Park, New Jersey, WOBN(AM), Lakewood Township, New Jersey, WOBN-FM, Toms River, New Jersey, and WBBO(FM), Ocean Acres, New Jersey (collectively, the "Millennium Stations"). However, Millennium Shore has agreed to sell WBBO(FM) to Press Communications, LLC ("Press") and, as a result, there is currently pending before the FCC an application for FCC consent to the voluntary assignment of licenses for that station to Press. See FCC File No. BALH-20030401AYK. Greater Media, another competitor in the Radio Market, was offered the opportunity to purchase WBBO(FM). That acquisition would have increased Greater Media's revenue share in the Radio Market. Greater Media made an offer that turned out to be well below Press's offer. Thus, with the sale of WBBO(FM) to Press, Millennium has provided Press with the opportunity to build itself into a very credible third competitor in the Radio Market, with a market share comparable to that of Greater Media.

A grant of the WCHR-FM assignment application is fully consistent with the Commission's multiple ownership regulations and its market concentration policies and will clearly serve the public interest.

Millennium's acquisition of WCHR-FM from Nassau, in the context of its sale of WBBO(FM) to Press, will have the effect of (i) allowing Millennium to improve its coverage of the Radio Market by substituting a Class B1 station (WCHR-FM) for a Class A station (WBBO(FM)), (ii) allowing Millennium to reach, with its New Jersey radio network, a demographic not currently covered by its other stations in the Radio Market, (iii) reducing Millennium's market share in the Radio Market, (iv) strengthening Press as a third competitor in the Radio Market, and (v) increasing overall competition in the Radio Market.

The Commission approved Millennium's acquisition of the Millennium Stations in *Nassau Broadcasting II, LLC*, Memorandum Opinion and Order, FCC 02-145, released May 17, 2002. In that decision, the Commission found that the benefits of the transaction cited by Millennium, including the creation of a state-wide New Jersey news, traffic, weather, and information radio network, were "real and substantial." See Nassau Decision at ¶ 44. Millennium's acquisition of WCHR-FM proposed herein will add to those benefits. As a result of its acquisition of WCHR-FM, a Class B1 station with an effective radiated power of 13 kilowatts, Millennium will be able to improve its coverage of the Radio Market. See Dataworld duopoly map attached as part of Millennium Exhibit 15. Thus, the WCHR-FM acquisition, when compared with the coverage of WBBO(FM), will permit Millennium to potentially reach more New Jersey residents with programming especially geared to their own local interests and

concerns. Furthermore, the programming format of WCHR-FM should attract a demographic (male demographics) not currently covered by the other Millennium Stations (female demographics), thereby expanding the benefits of Millennium's radio network to an even larger potential audience within the signal contours of the Millennium Stations.

The "exchange" of WCHR-FM for WBBO(FM) will result in an immediate reduction in Millennium's revenue share in the Radio Market. WCHR-FM went on the air in March, 2002. According to BIA's Investing in Radio 2003, WCHR-FM's estimated revenues for 2002 were \$500,000 or 1.9% of the market. However, the same report shows that WBBO(FM)'s 2002 estimated revenues were \$2,200,000 or 8.6% of the market. Accordingly, based on BIA's estimated revenues for 2002, Millennium's acquisition of WCHR-FM, and its sale of WBBO(FM) to Press, will decrease Millennium's revenue share in the Radio Market from 60.3 percent to 53.7 percent, a percentage far lower than the 63.8 percent market share approved by the Commission in *Nassau Broadcasting II, LLC*.

The sale of WBBO(FM) to Press will also make Press a much stronger third competitor in the Radio Market. When Millennium first acquired the Millennium Stations, Press only owned WHTG(AM/FM) which represented about a 3.9 percent revenue share in the Radio Market. At the current time, Press owns WBHX-FM, WHTG-FM, WHTG(AM) and WWZY-FM which represents a 15.2 percent market share based on BIA's estimated revenues for 2002. With its acquisition of WBBO(FM), Press's market share will increase to 23.7 percent based on the same data, a percentage which is comparable to Greater Media's market share of 22.6 percent.

The "exchange" will also make the Radio Market less concentrated and more competitive overall. Based on BIA's estimated revenues for 2002, Millennium's market share is 60.3 percent in the Radio Market; Greater Media's market share, 22.6 percent; and Press's market share, 15.2 percent. However, as a result of the sale of WBBO(FM) to Press and Millennium's acquisition of WCHR-FM, Millennium's market share will fall to 53.7 percent; Press's market share will rise to 23.7 percent; and Greater Media's market share will remain the same at 22.6 percent. Thus, these transactions will have the effect of making the Radio Market less concentrated and more competitive.

Finally, according to BIA's Investing in Radio 2003, absent the "exchange," Millennium's revenue share in the Radio Market would be 62.3 percent. For these reasons, whether or not the sale of WBBO(FM) to Press is factored in, the grant of the instant application for assignment of WCHR-FM to Millennium Shore will clearly serve the public interest. Under either scenario, Millennium's revenue share in the Radio Market will be no more than 62.3 percent, which is still below the 63.8 percent previously approved by the Commission in *Nassau Broadcasting II, LLC*.