

RADIO MARKET ANALYSIS
CUMULUS LICENSING, LLC
KKCT/KACL/KBYZ RADIO STATIONS
BISMARCK, NORTH DAKOTA
October 2009

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Licensing LLC ("Cumulus"), licensee of KKCT, Channel 248C1, KACL, Channel 254C1, and KBYZ, Channel 243C1, Bismarck, North Dakota. Cumulus is submitting minor change/upgrade applications to improve KKCT, KACL and KBYZ, as such a Radio Market Analysis is needed. Cumulus is also the licensee of KLXX, 1270 kHz, Bismarck-Mandan, North Dakota and KUSB¹, Channel 277C1, Hazelton, North Dakota.² KKCT, KBYZ, KACL and KLXX are all licensed to communities within the Bismarck, North Dakota Arbitron/BIA Market. KUSB is not licensed to a community within a metro county in any Arbitron/BIA market, but is considered "home" to the Bismarck, North Dakota Arbitron Market. The 3.16 mV/m city grade contours of the proposed KKCT, KACL and KBYZ overlap with the 3.16 mV/m contour of KUSB (license and permit), and all four FM stations have a common area of overlap with the 5.0 mV/m contour of KLXX. As such, a hybrid analysis for ownership needs to be conducted for stations both in and out of a rated market.

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- 1) KUSB also has a permit to upgrade to Class C0 at its existing site. The KUSB permit will be considered in this multiple ownership study.
 - 2) Cumulus is submitting applications for stations KACL and KBYZ, which also propose upgrades. As each of these stations will share an antenna system with KKCT, all three will upgrade together. Therefore, the proposed upgrade city grade contours for KACL and KBYZ will be shown, in lieu of the licensed contours.

ARBITRON/BIA MARKET REVIEW

2. As shown on Exhibit #1, there are eighteen AM and FM (commercial and non-commercial) stations listed in the Bismarck, North Dakota Arbitron Market (Market #285). Cumulus would be in control of four FM stations and one AM station in the rated 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, control of KKCT, KBYZ, KACL, KUSB and KLXX in the Bismarck, North Dakota market is believed to be in compliance with the Commission's radio ownership rules for rated markets.

REVISED CONTOUR OVERLAP ANALYSIS

3. Since the contours of all four FM stations and the one AM station have a common area of overlap, a study has been conducted to verify that the ownership of these facilities is in compliance with the Commission's multiple ownership rules. The contours of the subject stations will be used to define the market boundary. No stations with transmitters located more than 92.0 kilometers from the boundary of the common overlap of subject stations will be considered. Further, no other facility controlled by Cumulus will be considered as a market contributor, unless it is a subject station in the pertinent radio market under study. A map of the subject stations is attached as Exhibit #2.

4. Exhibit #3 is a depiction of the AM and FM stations (commercial and non-commercial) providing service to the Radio Market. Exhibit #4 is a tabulation of the stations in the Radio

Market, showing a total of seventeen, including the five subject stations.³ The number of stations depicted 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. As such, control of four FM stations and one AM station, based on the revised contour overlap method, is in compliance with the Commission's rules.

5. Based on the compliance of the radio ownership rules in both rated and non-rated markets, the individual applications for KKCT, KACL and KBYZ at Bismarck, North Dakota are in compliance with the Commission's rules.

6. The foregoing technical statement was prepared for Cumulus Licensing LLC by Graham Brock, Inc, its Technical Consultant. 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 4.3. BIA database. All data relating to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.

3) There are additional stations providing service to the market, but they were not considered as the stations identified are sufficient to allow for common control of the stations which will be commonly owned.



FCC Geographic Market Definition for Bismarck, ND

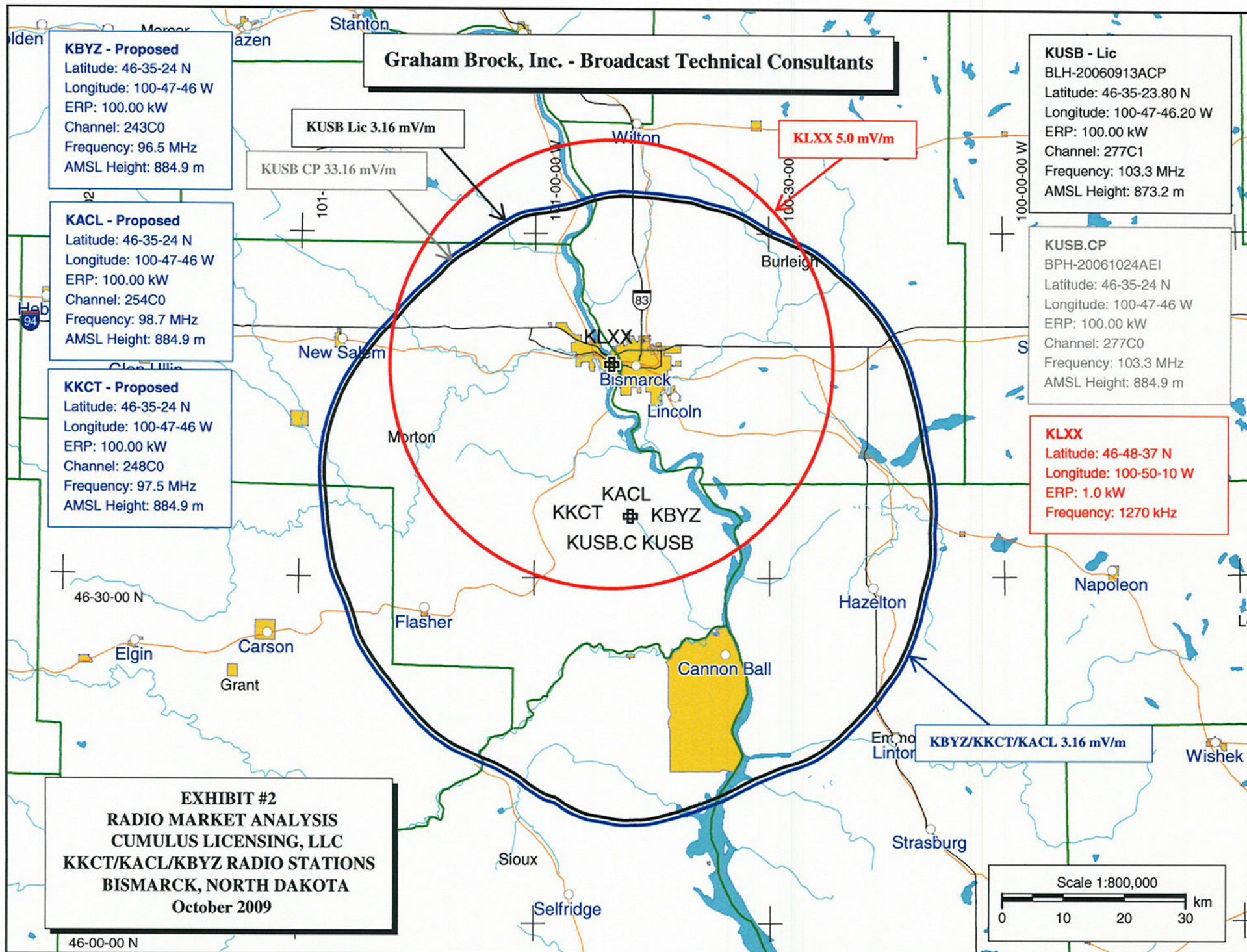
Call Letters	AM/ FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KBMR	AM	1130	C	Country	Bismarck, ND	07/02/2003	285	Clear Channel Communications Inc	Bismarck, ND	Burleigh
KFYR	AM	550	C	News/Talk	Bismarck, ND	07/02/2003	285	Clear Channel Communications Inc	Bismarck, ND	Burleigh
KLXX	AM	1270	C	Talk	Bismarck, ND	07/02/2003	285	Cumulus Broadcasting Inc	Bismarck-Mandan, ND	Burleigh
KNDR	FM	104.7	C	ChrsContem	Bismarck, ND	07/02/2003	285	Central Dakota Enterprises	Mandan, ND	Morton
KQDY	FM	94.5	C	Country	Bismarck, ND	07/02/2003	285	Clear Channel Communications Inc	Bismarck, ND	Burleigh
KYYY	FM	92.9	C	Hot AC	Bismarck, ND	07/02/2003	285	Clear Channel Communications Inc	Bismarck, ND	Burleigh
KBYZ	FM	96.5	C	Clsc Rock	Bismarck, ND	07/02/2003	285	Cumulus Broadcasting Inc	Bismarck, ND	Burleigh
KKCT	FM	97.5	C	Top 40	Bismarck, ND	07/02/2003	285	Cumulus Broadcasting Inc	Bismarck, ND	Burleigh
KSSS	FM	101.5	C	Clsc Rock	Bismarck, ND	07/02/2003	285	Clear Channel Communications Inc	Bismarck, ND	Burleigh
KACL	FM	98.7	C	Oldies	Bismarck, ND	07/02/2003	285	Cumulus Broadcasting Inc	Bismarck, ND	Burleigh
KXMR	AM	710	C	Nws/Tlk/Spt	Bismarck, ND	07/02/2003	285	Clear Channel Communications Inc	Bismarck, ND	Burleigh
KCND	FM	90.5	NC	Variety	Bismarck, ND	07/02/2003	285	Prairie Public Broadcasting	Bismarck, ND	Burleigh
KBMK	FM	88.3	NC	ChrsContem	Bismarck, ND	05/25/2005	285	Educational Media Foundation	Bismarck, ND	Burleigh
KBFR	FM	91.7	NC	Religion	Bismarck, ND	10/30/2003	285	Family Stations Inc	Bismarck, ND	Burleigh
KGCD	FM	89.1	NC	ChrsContem	Bismarck, ND	02/02/2006	285	Educational Media Foundation	Lincoln, ND	Burleigh
KNRI	FM	89.7	NC	Chrst/Rock	Bismarck, ND	02/15/2006	285	Educational Media Foundation	Bismarck, ND	Burleigh
KUSB	FM	103.3	C	Country	Bismarck, ND	12/01/2006	285	Cumulus Broadcasting Inc	Hazleton, ND	Emmons
KKBO	FM	105.9	C	Bob	Bismarck, ND	02/04/2009	285	p Connoisseur Media LLC	Flasher, ND	Morton

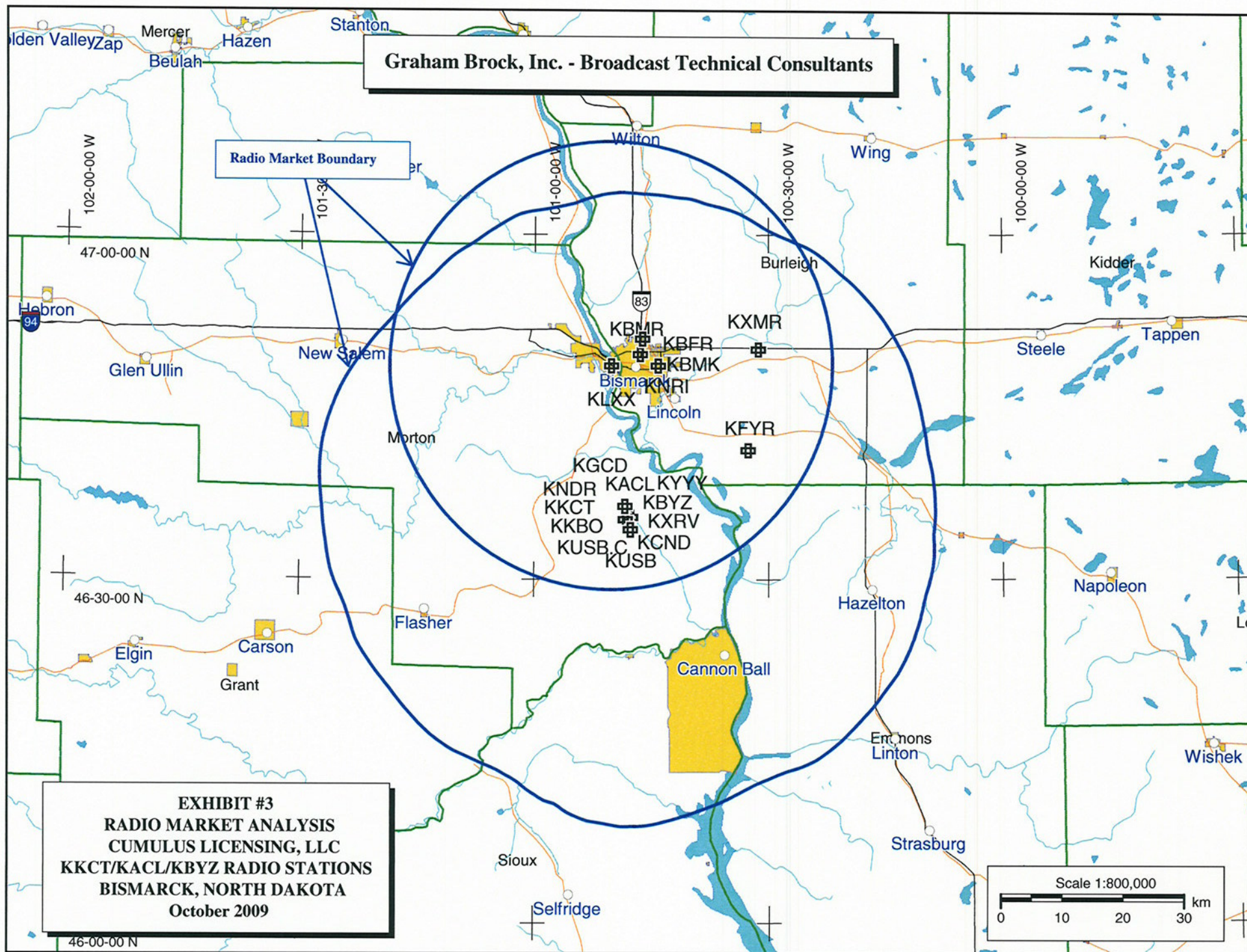
Number of Stations in Geographic Market 18

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed





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EXHIBIT #4

Tabulation of Stations in Radio Market

AM Stations

KFYR	550 kHz	Bismarck, North Dakota
KXMR	710 kHz	Bismarck, North Dakota
KBMR	1130 kHz	Bismarck, North Dakota
* KLXX	1270 kHz	Bismarck-Mandan, North Dakota

Total AM Stations - 4

FM Stations

KBMK	Ch 202C3	Bismarck, North Dakota
KGCD	Ch 206A	Bismarck, North Dakota
KNRI	Ch 209A	Bismarck, North Dakota
KCND	Ch 213C1	Bismarck, North Dakota
KBFR	Ch 219A	Bismarck, North Dakota
KYYY	Ch 225C	Bismarck, North Dakota
* KBYZ	Ch 243C0	Bismarck, North Dakota
* KKCT	Ch 248C0	Bismarck, North Dakota
* KACL	Ch 254C0	Bismarck, North Dakota
* KUSB	Ch 277C1	Hazleton, North Dakota
KNDR	Ch 284C1	Mandan, North Dakota
KKBO	Ch 290C1	Flasher, North Dakota
KXVR	Ch 298C1	Cannon Ball, North Dakota

Total FM Stations - 13

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 17

* Subject station.

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 by Cumulus Licensing LLC 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 22nd day of October 2009.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 22nd day of October 2009*



Notary Public, State of Georgia
My Commission Expires: June 16, 2012