

Lima, Ohio Combination

GoodRadio proposes to acquire the licenses of the following six radio stations which have overlapping principal community contours and/or are listed as “home” to an Arbitron Metro market or are licensed to a community within the geographic boundaries of an Arbitron Metro market:

<i>Station</i>	<i>Community</i>	<i>Current Licensee</i>
WBUK(FM)	Ottawa, Ohio	Citicasters
WIMA(AM)	Lima, Ohio	Jacor
WIMT(FM)	Lima, Ohio	Jacor
WLWD(FM)	Columbus Grove, Ohio	CC Licenses
WMLX(FM)	St. Marys, Ohio	Jacor
WZRX-FM	Fort Shawnee, Ohio	Jacor

As described below and in the attached Engineering Statement, the instant application complies with the FCC’s current local radio ownership rules utilizing the Commission’s modified contour overlap methodology.¹ Clear Channel Communications’ current interests in the six stations listed above is a “grandfathered” combination, as it complies with the multiple ownership rules under the contour overlap methodology and pre-dates the effective date of the Arbitron Metro market methodology adopted by the Commission in 2003.² GoodRadio proposes to assign the license of at least one of the stations listed above to a divestiture trust prior to or contemporaneously with the closing of the merger. Upon the completion of these transactions, GoodRadio’s attributable interests in the Lima, Ohio Arbitron metro market will comply with the Commission’s local radio ownership rule under the Arbitron Markets methodology.

Arbitron Markets Methodology: All six stations identified above are listed by Arbitron as “home” to the Lima, Ohio radio market.³ The communities of license of all stations except WBUK(FM), Ottawa, Ohio and WLWD(FM), Columbus Grove, Ohio, are located within the geographic boundaries of that market. The BIA Media Access Pro Database identifies eighteen full-power commercial and non-commercial stations as “home” to or licensed within the Lima market. GoodRadio may hold attributable interests in only four of the five FM stations listed above in this market, and accordingly, GoodRadio proposes to assign the license of one of the stations listed above to a properly

¹ 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, *Report & Order & Notice of Proposed Rulemaking*, 18 FCC Rcd 13,620, ¶ 285 (2003) (“*Biennial Review*”).

² Biennial Review at ¶484.

³ See BIA Financial Network, “Lima, OH Market Overview,” and “FCC Geographic Market Definition for Lima, OH,” available at BIA Media Access Pro Database.

insulated divestiture trust prior to or contemporaneously with the closing of the transactions contemplated by the instant application. After assignment to the trust, GoodRadio's interests in the Lima market will comply with the local radio ownership rule under the Arbitron Metro Market methodology.

Modified Contour Overlap Methodology: As detailed in the attached Engineering Statement, the principal community contours of a number of the stations listed above overlap each other, creating two separate radio markets in which GoodRadio proposes to hold an attributable interest.

Market 1. Overlap of the principal community contours of WBUK(FM), WIMT(FM), WLWD(FM), and WIMA(AM) creates one radio market for application of the Commission's modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least twenty-five additional full-power stations in which GoodRadio does not propose to hold an attributable interest, for a total market of twenty-nine full-power radio stations. Consequently, Good Radio's proposed ownership of three FM stations and one AM station in this market complies with the Commission's local radio ownership rule.

Market 2. Overlap of the principal community contours of WIMT(FM), WLWD(FM), WMLX(FM), WZR(X)FM, and WIMA(AM) creates a second radio market for application of the Commission's modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least twenty-six additional full-power stations in which GoodRadio does not propose to hold an attributable interest, for a total market of thirty-one full-power radio stations. Consequently, GoodRadio's proposed ownership of four FM stations and one AM station in this market complies with the Commission's local radio ownership rule.

ATTACHMENT 1

Engineering Exhibit of duTreil, Lundin & Rackley, Inc.

ENGINEERING STATEMENT
RADIO MULTIPLE OWNERSHIP ANALYSIS
LIMA, OHIO

This radio multiple ownership analysis was prepared to consider common ownership of the stations tabulated below under the FCC “Interim” contour analysis method. * GoodRadio.TV License, LLC. is acquiring several radio stations in the Lima, Ohio area. Below is a tabulation of facilities for each station.

Call Sign / Facility ID	Location	Facilities
WBUK(FM)/40172	Ottawa, OH	CH 292A 1.4 kW 149 M
WIMT(FM)/37497	Lima, OH	CH 271B 11 kW 323 M
WLWD(FM)/40714	Columbus Grove, OH	CH 230B1 14 kW 133 M
WMLX(FM)/37499	St. Marys, OH	CH 277A 1.95 KW 170 M
WZRZ-FM/8061	Fort Shawnee, OH	CH 298A 1.35 kW 151 M
WIMA(AM)/37498	Lima, OH	1150 kHz 1 kW-U DA-N

The principal community contours of these stations are depicted on a map included herein as Figure 1. Since the principal community contours (5 mV/m for AM stations, 3.16 mV/m for FM stations) of some of the stations are involved in mutual overlap, an ownership study was prepared in accordance with the Federal Communications Commission multiple ownership rules as outlined in Section 73.3555.

* See Report and Order and Notice of Proposed Rulemaking, MB Docket 02-277, FCC 03-127, Released July 2, 2003.

Radio Markets

The “radio markets” applicable to common ownership of the subject stations are defined as the areas encompassed by the mutually overlapping principal community contours of the stations proposed to be commonly owned. The table below lists the defined markets:

Defined Radio Market	Stations that Define Radio Market	
	AM Stations	FM Stations
Market 1	WIMA	WBUK/WIMT/WLWD
Market 2	WIMA	WIMT/WLWD/WMLX/WZRZ

Count of Stations in the Defined Market

The number of radio stations in a “radio market” is determined by counting the operating stations having principal community contours which overlap or intersect the principal community contours which define the radio market. Only those stations located within 92 km of the perimeter of the mutual overlap area of the defined market area were employed in the count of stations. Commonly owned stations were not considered in the count of stations in the defined markets. The results of the analysis are tabulated below:

Defined Radio Markets	Minimum Number of Other Stations in the Radio Market
Market 1	7 AM, 18 FM; 25 Total
Market 2	6 AM, 20 FM; 26 Total

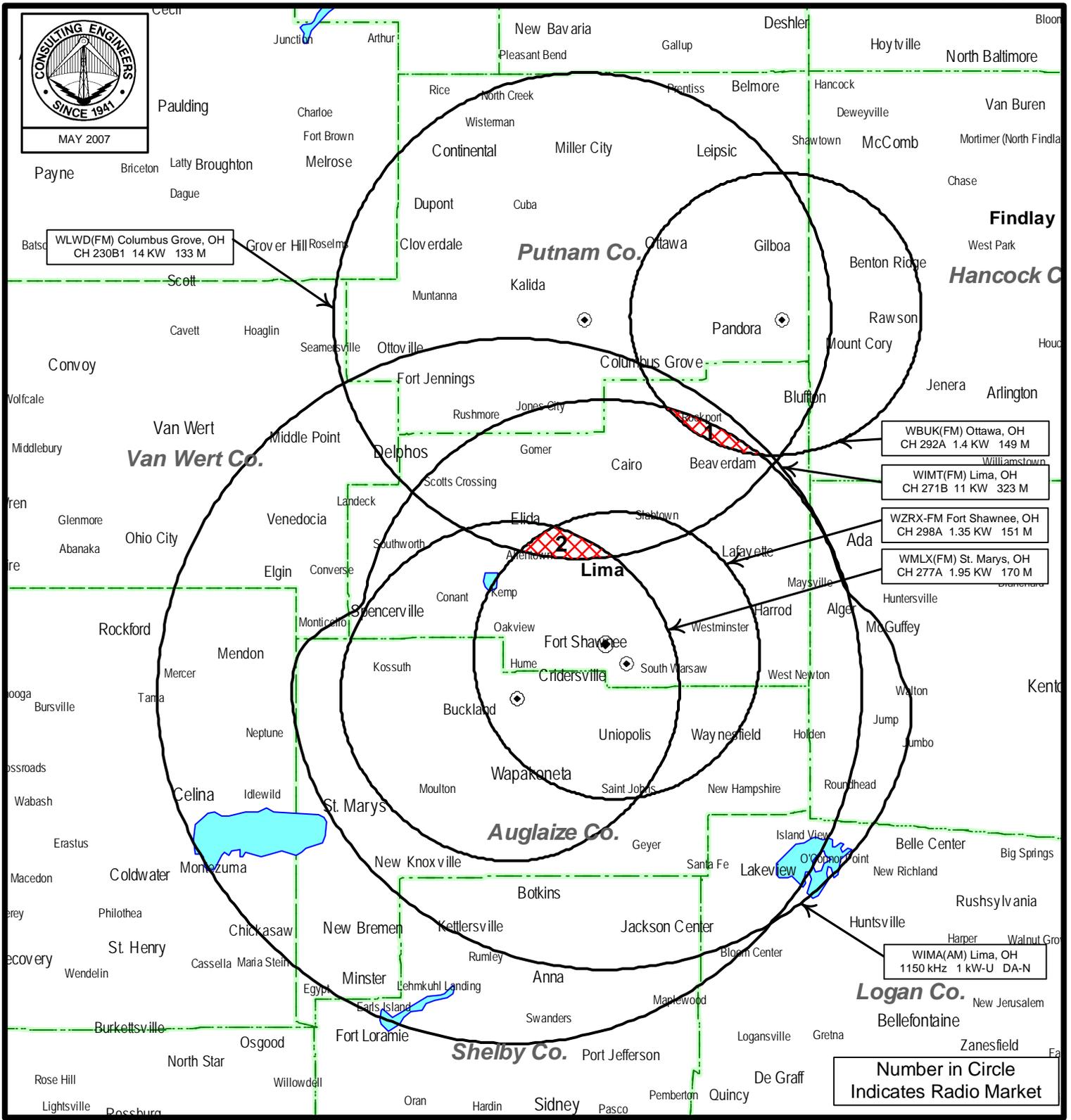
Figure 2 are tabulations of the radio stations identified in the defined radio market. Only known licensed, operating stations were employed for the study. Distances to the AM coverage contours were predicted using the antenna patterns as identified in the Commission's AM database and the appropriate Ground Wave Field Strength versus Distance Graph of 47 CFR 73.184. Ground conductivity data were obtained from FCC Figure M3. Distances to the FM contours were determined based on the method of 47 CFR 73.313. Terrain data was derived from the N.G.D.C. 30 second computer database for each of the FM stations using radials evenly-spaced every 45 degrees of azimuth.

Charles A. Cooper

du Treil, Lundin & Rackley, Inc.
201 Fletcher Ave.
Sarasota, Florida 34237
(941)329-6000

May 9, 2007

Figure 1



PRINCIPAL COMMUNITY CONTOURS OF SUBJECT STATIONS LIMA, OHIO

GOODRADIO.TV LICENSE, LLC.

du Treil, Lundin & Rackley, Inc., Sarasota, Florida

TECHNICAL STATEMENT
 RADIO MULTIPLE OWNERSHIP ANALYSIS
 GOODRADIO.TV LICENSE, LLC.

Tabulation of Other Stations Defined in the Radio Market #1

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
WBCJ	Spencerville	OH	201
WHJM	Anna	OH	204
WYSM	Lima	OH	207
WGLE	Lima	OH	214
WBIE	Delphos	OH	218
WWSR	Wapakoneta	OH	221
WFGF	Lima	OH	226
WKKI	Celina	OH	232
WONB	Ada	OH	235
WHIO-FM	Piqua	OH	239
WCSM-FM	Celina	OH	244
WTGN	Lima	OH	249
WDFM	Defiance	OH	251
WKXA-FM	Findlay	OH	263
WEGE	Lima	OH	285
WMVR-FM	Sidney	OH	288
WZOM	Defiance	OH	289
WDOH	Delphos	OH	296
WJYM	Bowling Green	OH	730
WZOQ	Lima	OH	940
WERT	Van Wert	OH	1220
WONW	Defiance	OH	1280
WFIN	Findlay	OH	1330
WCSM	Celina	OH	1350
WBLL	Bellefontaine	OH	1390

Tabulation of Other Stations Defined in the Radio Market #2

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
WBCJ	Spencerville	OH	201
WHJM	Anna	OH	204
WYSM	Lima	OH	207
WDPG	Greenville	OH	210
WGLE	Lima	OH	214
WBIE	Delphos	OH	218
WWSR	Wapakoneta	OH	221
WFGF	Lima	OH	226
WKKI	Celina	OH	232
WONB	Ada	OH	235
WHIO-FM	Piqua	OH	239
WCSM-FM	Celina	OH	244
WTGN	Lima	OH	249
WDFM	Defiance	OH	251
WKXA-FM	Findlay	OH	263
WEGE	Lima	OH	285

Figure 2

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
WMVR-FM	Sidney	OH	288
WZOM	Defiance	OH	289
WDSJ	Greenville	OH	293
WDOH	Delphos	OH	296
WZOQ	Lima	OH	940
WERT	Van Wert	OH	1220
WONW	Defiance	OH	1280
WFIN	Findlay	OH	1330
WCSM	Celina	OH	1350
WBLL	Bellefontaine	OH	1390

ATTACHMENT 2

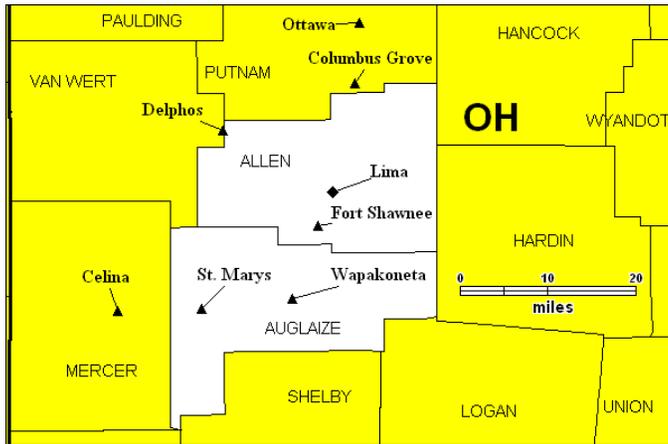
Lima, Ohio Combination

Printouts from BIA Media Access Pro Database

Metro Rank: 250

Revenue Rank: 247

Lima, OH Market Overview



Metro Counties / Population (000)

Allen, OH	106.3
Auglaize, OH	47.1
	153.4

Market Radio Financials

(all figures in 000's, except percentages and ratios)

ESTIMATED GROSS REVENUES ★★★	2001	2002	2003	2004	2005	2006	Δ 01 - 06
		\$5,200	\$5,600	\$5,800	\$6,300	\$6,500	\$6,200
	Δ 05 - 06	2007	2008	2009	2010	2011	Δ 06 - 11
	-4.6%	\$6,200	\$6,400	\$6,500	\$6,600	\$6,700	1.6%

	2001	2006	2011	Est. Breakout
Revenue/Retail Sales	\$2.30/1,000	\$2.26/1,000	\$2.13/1,000	Local 89%
Revenue/Capita	\$33.51	\$40.42	\$44.05	National 11%

Demographic and Economic Overview

(000's, except Retail Sales and EBI in 000,000's)

	2001	2006	Growth Rate	2006	2011	Growth Rate
MSA Population	155.2	153.4	-0.2%	153.4	152.1	-0.2%
Households	57.1	59.1	0.7%	59.1	59.3	0.1%
Retail Sales	2,258.7	2,739.9	3.9%	2,739.9	3,151.0	2.8%
EBI	2,407.2	2,647.1	1.9%	2,647.1	2,908.8	1.9%

Demographic Breakdown

	Total	Under 12	12 - 17	18 - 24	25 - 34	35 - 44	45 - 54	Over 55	
Men (000)	75.7	12.8	6.9	8.5	9.1	10.1	11.3	17.0	
Women (000)	77.7	12.2	6.6	7.6	8.7	10.2	11.3	21.4	
Total	153.4	24.9	13.5	16.1	17.7	20.3	22.6	38.3	
Percentage	100.0%	16.2%	8.8%	10.5%	11.6%	13.2%	14.7%	25.0%	
Per Capita	\$ 17,254								
					Median Household	\$ 37,573		Avg Household	\$ 44,822
Ethnic Population:	White 88.7%		Black 8.2%		Asian 0.8%		Hispanic 1.4%		

Market Summary

FM Classes	Class A	Class B	Class C	Viable Stations	All FMs	All AMs	Total
# Stations	9	2		8	11	2	13
Tot 12+	38.6	22.2		57.4	60.8	6.8	67.6
Avg 12+	4.3	11.1		7.2	5.5	3.4	5.2
Tot LCS	57.1	32.8		84.9	89.9	10.1	100.0
Avg LCS	6.3	16.4		10.6	8.2	5.0	7.7



FCC Geographic Market Definition for Lima, OH

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WWSR	FM	92.1	C	Hot AC	Lima, OH	07/02/2003	250	Maverick Media LLC	Wapakoneta, OH	Auglaize
WZOQ	AM	940	C	Sports	Lima, OH	07/02/2003	250	Maverick Media LLC	Lima, OH	Allen
WCMS	FM	96.7	C	AC	Lima, OH	08/16/2004	250	Hayco Broadcasting Inc	Celina, OH	Mercer
WDOH	FM	107.1	C	Lite Rock	Lima, OH	07/02/2003	250	Maverick Media LLC	Delphos, OH	Allen
WIMA	AM	1150	C	Nws/Tik/Spt	Lima, OH	07/02/2003	250	p Clear Channel	Lima, OH	Allen
WIMT	FM	102.1	C	Country	Lima, OH	07/02/2003	250	p Clear Channel	Lima, OH	Allen
WKKI	FM	94.3	C	AAA	Lima, OH	07/02/2003	250	Sonshine Communications Corporation	Celina, OH	Mercer
WEGE	FM	104.9	C	Clsc Rock	Lima, OH	07/02/2003	250	Maverick Media LLC	Lima, OH	Allen
WZRX	FM	107.5	C	Rock	Lima, OH	07/02/2003	250	p Clear Channel	Fort Shawnee, OH	Allen
WTGN	FM	97.7	NC	Christian	Lima, OH	07/02/2003	250	Associated Christian Broadcasters Inc	Lima, OH	Allen
WBUK	FM	106.3	C	Oldies	Lima, OH	07/02/2003	250	p Clear Channel	Ottawa, OH	Putnam
WFGF	FM	93.1	C	Country	Lima, OH	07/02/2003	250	Maverick Media LLC	Lima, OH	Allen
WMLX	FM	103.3	C	Hot AC	Lima, OH	07/02/2003	250	p Clear Channel	St. Marys, OH	Auglaize
WBCJ	FM	88.1	NC	ChrsContem	Lima, OH	07/02/2003	250	Taylor University Broadcasting	Spencerville, OH	Allen
WGLE	FM	90.7	NC	Clsc/Jazz	Lima, OH	07/02/2003	250	Public Broadcasting Foundation of NW Ohio	Lima, OH	Allen
WBIE	FM	91.5	NC	Christian	Lima, OH	07/02/2003	250	Kayser Broadcast Ministries Inc	Delphos, OH	Allen
WYSM	FM	89.3	NC	ChrsContem	Lima, OH	07/02/2003	250	Side by Side Inc	Lima, OH	Allen
WLWD	FM	93.9	C	Top 40	Lima, OH	07/02/2003	250	p Clear Channel	Columbus Grove, OH	Putnam

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