

Agreements and Summary of Transaction

This application seeks Commission consent to the assignment of the licenses of 33 full-power radio stations from NM Licensing, LLC (“Assignor”), the licensee subsidiary of NextMedia Group, Inc. (“NextMedia”), to NM License, LLC (“Assignee”), a wholly-owned subsidiary of NM Acquisition Sub, LLC (“NM Acquisition”). A separate application (the “Matrix Application”) seeks Commission consent to the assignment of the licenses of two full-power radio stations (the “Matrix Stations”) from The Mile High Station Trust, LLC, as Trustee (“MHST”) to Matrix Broadcasting, LLC (“Matrix”).

The assignment of licenses will be made pursuant to an Asset Purchase Agreement among NextMedia, NM Acquisition, MHST, and Palm Beach Broadcasting, LLC, dated as October 8, 2013 (the “APA”). NM Acquisition has directed NextMedia to assign to the Assignee the FCC licenses held by the Assignor used in the operation of the NextMedia radio stations. MHST is a divestiture trustee of The Mile High Station Trust, of which NextMedia is the sole beneficiary. Pursuant to a separate Asset Purchase Agreement by and between NM Acquisition and Matrix dated as of October 8, 2013, NM Acquisition has agreed to direct MHST to assign to Matrix its right, title and interest in certain assets (including the FCC licenses) used in the operation of two radio stations licensed to MHST. Matrix is not affiliated with NM Acquisition, and NM Acquisition does not have an attributable interest in Matrix. As described in the Matrix Application, NM Acquisition has agreed to provide certain services to support Matrix’s operation of the Matrix Stations, subject to the supervision and control of Matrix. The parties respectfully request that this application and the Matrix Application, together with certain other related applications regarding non-broadcast facilities, be processed concurrently.

This application seeks consent to the assignment of the licenses for the following radio stations currently held by NM Licensing, LLC:

<i>Call Letters</i>	<i>Community of License</i>	<i>Facility ID</i>
KEZR(FM)	San Jose, CA	1176
KBAY(FM)	Gilroy, CA	35401
WERV-FM,	Aurora, IL	73171
WCCQ(FM)	Crest Hill, IL	10677
WJOL(AM)	Joliet, IL	62235
WSSR(FM)	Joliet, IL	62240
WRXQ(FM)	Coal City, IL	3959
WKRS(AM)	Waukegan, IL	10450
WXLG(FM),	Waukegan, IL	10451
WCEN-FM	Hemlock, MI	60787
WSGW(AM)	Saginaw, MI	22674
WSGW-FM	Carrollton, MI	41842
WGER(FM)	Saginaw, MI	20384
WTLZ(FM)	Saginaw, MI	74093
WERO(FM)	Washington, NC	64609
WRNS(AM)	Kinston, NC	36944
WRNS-FM	Kinston, NC	36950
WXQR-FM	Jacksonville, NC	28172
WQSL(FM)	Jacksonville, NC	28171
WQZL(FM)	Belhaven, NC	47883

<i>Call Letters</i>	<i>Community of License</i>	<i>Facility ID</i>
WANG(AM)	Havelock, NC	47108
WHBC(AM)	Canton, OH	4489
WHBC-FM	Canton, OH	4488
WKZQ-FM	Forestbrook, SC	13890
WRNN(AM)	Myrtle Beach, SC	24775
WRNN-FM	Socastee, SC	53949
WYAV(FM)	Myrtle Beach, SC	36947
WMYB(FM)	Myrtle Beach, SC	27265
KMKT(FM)	Bells, TX	77588
KMAD-FM	Whitesboro, TX	54812
KLAK(FM)	Tom Bean, TX	36265
WIIL(FM)	Union Grove, WI	28473
WLIP(AM)	Kenosha, WI	28478

Multiple Ownership. In Exhibit 18 to this application, Assignee has provided showings demonstrating that the proposed acquisition complies with the ownership limitations set forth in Section 73.3555(a)(1) of the Commission's Rules:

- **San Jose:** Assignee proposes to acquire two FM stations in the San Jose, California Arbitron market. The San Jose market includes 25 full-power commercial radio stations. Thus, in this market a party may own up to six radio stations, up to four of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(iii) of the Commission's Rules.
- **Saginaw:** Assignee proposes to acquire four FM stations and one AM station in the Saginaw, Michigan area, outside of any Arbitron market. These stations form two contour-defined markets, each defined by three FM and one AM station. These two contour-defined markets include 45 and 46 full-power commercial radio stations. Thus, in either market a party may own up to eight radio stations, up to five of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(i) of the Commission's Rules.
- **Canton:** Assignee proposes to acquire one AM station and one FM station in the Canton, Ohio Arbitron market. The Canton market includes 13 full-power commercial radio stations. Thus, in this market a party may own up to five radio stations, up to three of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(iv) of the Commission's Rules.
- **Myrtle Beach:** Assignee proposes to acquire four FM stations and one AM station in the Myrtle Beach, South Carolina Arbitron market. The Myrtle Beach market includes 32 full-power commercial radio stations. Thus, in this market a party may own up to seven radio stations, up to four of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(ii) of the Commission's Rules.
- **Dallas:** Assignee proposes to acquire one FM station in the Dallas, Texas Arbitron market. The Dallas market includes 89 full-power commercial radio stations. Thus, in this market a party may own up to eight radio stations, up to five of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(i) of the Commission's Rules.

- **North Dallas:** Assignee proposes to acquire three FM stations located north of Dallas, Texas, two of which are located outside of any Arbitron market. These three stations form a contour-defined market that includes 42 full-power commercial radio stations. Thus, in this market a party may own up to seven radio stations, up to four of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(ii) of the Commission's Rules.
- **Milwaukee-Racine:** Assignee proposes to acquire one FM station in the Milwaukee-Racine, Wisconsin Arbitron market. The Milwaukee-Racine market includes 43 full-power commercial radio stations. Thus, in this market a party may own up to seven radio stations, up to four of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(ii) of the Commission's Rules.
- **Chicago:** Assignee proposes to acquire five FM stations and three AM stations in the Chicago, Illinois Arbitron market. The Chicago market includes 137 full-power commercial radio stations. Thus, in this market a party may own up to eight radio stations, up to five of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(i) of the Commission's Rules.
- **Greenville-New Bern-Jacksonville:** Assignee proposes to acquire five FM stations and two AM stations in the Greenville-New Bern-Jacksonville, North Carolina Arbitron market. The Greenville-New Bern-Jacksonville market includes 58 full-power commercial radio stations. Thus, in this market a party may own up to eight radio stations, up to five of which may be in the same service. The proposed combination complies with Section 73.3555(a)(1)(i) of the Commission's Rules.

Attachments. The APA is included in Exhibit 5 to this application. The APA complies with the FCC's rules and policies. However, Assignee responds "no" to Section III, Question 3 because, as set forth in Exhibit 5, certain exhibits and schedules are not being submitted with this application pursuant to FCC policy and practice.¹ The omitted exhibits and schedules contain information that is proprietary, not germane to the Commission's evaluation of the application, or already in the Commission's possession. These materials will be provided to the Commission upon request.

¹ See *LUJ, Inc.*, 17 FCC Rcd 16980 (2002).