

Wheeling, West Virginia Combination

Frequency proposes to acquire the licenses of the following six radio stations that are licensed to communities located within the Wheeling, West Virginia Arbitron Metro market and are listed by Arbitron as “home” to that market:¹

| <i>Station</i> | <i>Community</i> | <i>Current Licensee</i> |
|----------------|-------------------------|-------------------------|
| WEGW(FM) | Wheeling, West Virginia | Capstar |
| WKWK-FM | Wheeling, West Virginia | Capstar |
| WOVK(FM) | Wheeling, West Virginia | Capstar |
| WVKF(FM) | Shadyside, Ohio | Capstar |
| WBBD(AM) | Wheeling, West Virginia | Capstar |
| WWVA(AM) | Wheeling, West Virginia | Capstar |

The principal community contours of these six stations do not overlap those of any other station not listed above in which Frequency holds or proposes to hold an attributable interest. Accordingly, the Arbitron Metro methodology is appropriate for this combination.²

The BIA Media Access Pro Database identifies nineteen full-power commercial and non-commercial stations as “home” to or licensed within the Wheeling market. Consequently, Frequency’s proposed ownership of the stations listed above complies with the Commission’s local radio ownership rules under the Arbitron markets methodology.

¹ See BIA Financial Network, “Wheeling, WV Market Overview” and “FCC Geographic Market Definition for Wheeling, WV,” *available at* BIA Media Access Pro Database.

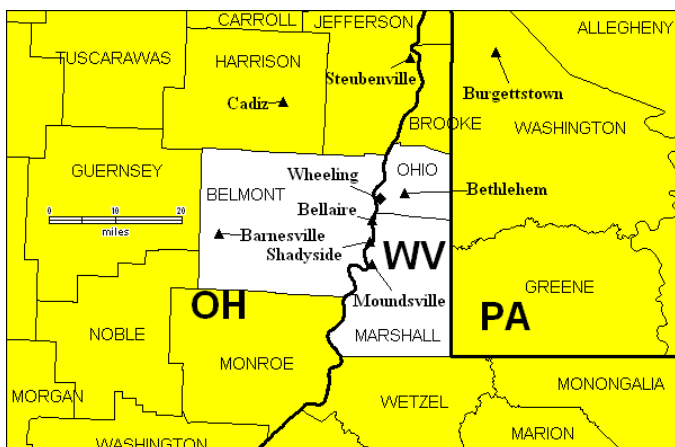
² See 2002 Biennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, *Report & Order & Notice of Proposed Rulemaking*, 18 FCC Rcd 13,620 (2003) (“*Biennial Review*”).

ATTACHMENT 1

Wheeling, West Virginia Combination

Printouts from BIA Media Access Pro Database

Revenue Rank: 233

BIA
fr

| | |
|--------------|-------|
| Marshall, WV | 34.5 |
| Ohio, WV | 44.8 |
| Belmont, OH | 69.2 |
| | <hr/> |
| | 148.5 |

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

| | | | | | | | |
|---|------------------|--------------|--------------|-------------|-------------|----------------------|------------------|
| ESTIMATED GROSS REVENUES ★★★ | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> | <u>Δ 01 - 06</u> |
| | \$5,800 | \$6,200 | \$6,100 | \$6,300 | \$6,600 | \$6,800 | 3.2% |
| | <u>Δ 05 - 06</u> | <u>2007</u> | <u>2008</u> | <u>2009</u> | <u>2010</u> | <u>2011</u> | <u>Δ 06 - 11</u> |
| | 3.0% | \$6,900 | \$7,100 | \$7,300 | \$7,400 | \$7,600 | 2.3% |
| | <u>2001</u> | <u>2006</u> | <u>2011</u> | | | <u>Est. Breakout</u> | |
| Revenue/Retail Sales | \$3.21/1,000 | \$3.15/1,000 | \$3.34/1,000 | | | Local | 85% |
| Revenue/Capita | \$37.96 | \$45.79 | \$52.41 | | | National | 15% |

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

| | 2001 | 2006 | Growth Rate | 2006 | 2011 | Growth Rate |
|----------------|---------|---------|-------------|---------|---------|-------------|
| MSA Population | 152.8 | 148.5 | -0.6% | 148.5 | 145.0 | -0.5% |
| Households | 61.4 | 61.5 | 0.0% | 61.5 | 60.5 | -0.3% |
| Retail Sales | 1,809.0 | 2,156.2 | 3.6% | 2,156.2 | 2,277.1 | 1.1% |
| EBI | 2,248.0 | 2,356.3 | 0.9% | 2,356.3 | 2,554.3 | 1.6% |

| | Total | Under 12 | 12 - 17 | 18 - 24 | 25 - 34 | 35 - 44 | 45 - 54 | Over 55 | |
|--------------------|-----------|----------|------------------|---------|-----------|---------|---------------|---------|-----------|
| Men (000) | 72.0 | 9.4 | 5.9 | 7.4 | 8.4 | 9.6 | 11.8 | 19.5 | |
| Women (000) | 76.5 | 9.0 | 5.5 | 6.7 | 7.7 | 9.7 | 12.1 | 25.8 | |
| Total | 148.5 | 18.4 | 11.4 | 14.1 | 16.1 | 19.3 | 23.8 | 45.4 | |
| Percentage | 100.0% | 12.4% | 7.7% | 9.5% | 10.8% | 13.0% | 16.1% | 30.5% | |
| Per Capita | \$ 15,864 | | Median Household | | \$ 29,737 | | Avg Household | | \$ 38,333 |
| Ethnic Population: | White | 95.3% | Black | 3.1% | Asian | 0.6% | Hispanic | 0.6% | |

| <u>FM Classes</u> | <u>Class A</u> | <u>Class B</u> | <u>Class C</u> | <u>Viable Stations</u> | <u>All FMs</u> | <u>All AMs</u> | <u>Total</u> |
|-------------------|----------------|----------------|----------------|------------------------|----------------|----------------|--------------|
| # Stations | 3 | 7 | | 7 | 10 | 6 | 16 |
| Tot 12+ | 2.4 | 63.5 | | 63.5 | 65.9 | 21.6 | 87.5 |
| Avg 12+ | 0.8 | 9.1 | | 9.1 | 6.6 | 3.6 | 5.5 |
| Tot LCS | 2.7 | 72.6 | | 72.6 | 75.3 | 24.7 | 100.0 |
| Avg LCS | 0.9 | 10.4 | | 10.4 | 7.5 | 4.1 | 6.3 |



FCC Geographic Market Definition for Wheeling, WV

| Call Letters | AM/FM | Freq | Type Station | Format | Home Market | Market Designtn Date | Home Mkt Rank | Owner | City & State of License | County of License |
|--------------|-------|-------|--------------|-------------|--------------|----------------------|---------------|---|-------------------------|-------------------|
| WVLY | AM | 1370 | C | Nws/Tlk/Inf | Wheeling, WV | 07/02/2003 | 248 | Monroe Communications LLC | Moundsville, WV | Marshall |
| WVKF | FM | 95.7 | C | Top 40 | Wheeling, WV | 07/02/2003 | 248 | p Clear Channel | Shadyside, OH | Belmont |
| WBBD | AM | 1400 | C | Nostalgia | Wheeling, WV | 07/02/2003 | 248 | p Clear Channel | Wheeling, WV | Ohio |
| WKWK | FM | 97.3 | C | Lite Rock | Wheeling, WV | 07/02/2003 | 248 | p Clear Channel | Wheeling, WV | Ohio |
| WOMP | AM | 1290 | C | Sports | Wheeling, WV | 07/02/2003 | 248 | Keymarket of PA/Ohio LLC | Bellaire, OH | Belmont |
| WYJK | FM | 100.5 | C | Jack | Wheeling, WV | 07/02/2003 | 248 | Keymarket of PA/Ohio LLC | Bellaire, OH | Belmont |
| WOVK | FM | 98.7 | C | Country | Wheeling, WV | 07/02/2003 | 248 | p Clear Channel | Wheeling, WV | Ohio |
| WSTV | AM | 1340 | C | Sports | Wheeling, WV | 07/02/2003 | 248 | Keymarket of PA/Ohio LLC | Steubenville, OH | Jefferson |
| WKKX | AM | 1600 | C | News/Talk | Wheeling, WV | 07/02/2003 | 248 | RCK 1 Group LLC | Wheeling, WV | Ohio |
| WWVA | AM | 1170 | C | Nws/Tlk/Rlg | Wheeling, WV | 07/02/2003 | 248 | p Clear Channel | Wheeling, WV | Ohio |
| WEGW | FM | 107.5 | C | Clsc Rock | Wheeling, WV | 07/02/2003 | 248 | p Clear Channel | Wheeling, WV | Ohio |
| WCDK | FM | 106.3 | C | Clsc Hits | Wheeling, WV | 07/02/2003 | 248 | Priority Communications Inc | Cadiz, OH | Harrison |
| WRKP | FM | 96.5 | C | ChrsContem | Wheeling, WV | 07/02/2003 | 248 | p Educational Media Foundation | Moundsville, WV | Marshall |
| WUKL | FM | 105.5 | C | Oldies | Wheeling, WV | 07/02/2003 | 248 | Keymarket of PA/Ohio LLC | Bethlehem, WV | Ohio |
| WBNV | FM | 93.5 | C | AC | Wheeling, WV | 07/02/2003 | 248 | Hafley, W. Grant | Barnesville, OH | Belmont |
| WGLZ | FM | 91.5 | NC | Rock | Wheeling, WV | 07/02/2003 | 248 | West Liberty State College | West Liberty, WV | Ohio |
| WPHP | FM | 91.9 | NC | CHR | Wheeling, WV | 07/02/2003 | 248 | Ohio County Board of Education | Wheeling, WV | Ohio |
| WVNP | FM | 89.9 | NC | Nws/Tlk/Inf | Wheeling, WV | 07/02/2003 | 248 | West Virginia Educational Public Broadcasting | Wheeling, WV | Ohio |
| WRSG | FM | 91.5 | NC | Variety | Wheeling, WV | 11/04/2004 | 248 | Tyler County Board of Education | Middlebourne, WV | Tyler |
| WVJW | FM | 94.1 | NC | CP - NOA | Wheeling, WV | | 248 | Kol Ami Havurah | Benwood, WV | Marshall |

Number of Stations in Geographic Market 20

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed