

Request for Waiver

The purpose of this Exhibit is to request a waiver of Section 73.3555(a)(1)(iv) of the Commission's rules to allow Cumulus Licensing LLC ("Cumulus") to acquire the license and other authorizations (the "Licenses") for radio station WBCK(AM) in Battle Creek, Michigan ("WBCK" or the "Station").

Background

The instant application proposes the assignment from Capstar TX Limited Partnership ("Capstar") to Cumulus of licenses for WBCK as well as WBXX(FM) in Battle Creek, Michigan, WBFN(AM) in Battle Creek, Michigan ("WBFN"), and WRCC(FM) in Marshall, Michigan. Cumulus is already the licensee of radio station WKFR(FM) in Battle Creek, Michigan. All of the foregoing stations are located in the Battle Creek, Michigan Arbitron Metro.

In radio markets with 14 or fewer full power commercial and noncommercial stations, Section 73.3555(a)(1)(iv) allows a single party to own up to five (5) radio stations (with no more than three in the same service) with the qualification that the number of commonly-owned radio stations cannot exceed 50% of the stations in the market. There are only seven (7) stations in the Battle Creek Metro: the six (6) reflected in the Technical Statement from Graham Brock, Inc. annexed hereto as Attachment A and WOLY(AM).¹ Therefore, Cumulus cannot hold licenses

¹ WOLY(AM) was licensed to Christian Family Network, Inc. ("CFN"). That license was cancelled on June 13, 2006 because of CFN's failure to timely file a renewal application. For that reason, WOLY(AM) is not included on the list of stations included within the Technical Statement. CFN is apparently seeking to obtain a Special Temporary Authorization to continue operations while it pursues efforts to have the license reinstated.

for more than three (3) radio stations and, because Cumulus already is the licensee of one station in the market, Section 73.3555(a)(1)(iv) would not permit Cumulus to acquire more than two (2) stations from Capstar.

Cumulus proposes to assign the license for WBFN to Family Life Broadcasting System (“Family Life”), which is already the licensee of WUFN(FM) in the Battle Creek Metro. A separate Form 314 application has been filed to effectuate that proposed assignment.²

The assignment of WBFN to Family Life, however, would still leave Cumulus with four (4) stations in the Battle Creek Metro upon consummation of the application. Under the unusual circumstances presented by the instant situation, a waiver of Section 73.3555(c)(1)(iv) is warranted and is hereby requested.

Waiver Warranted

As the Media Bureau (the “Bureau”) recently explained, “A party seeking a waiver ‘faces a high hurdle’ and must demonstrate that deviation from the general rule is warranted by special circumstances and will serve the public interest.” *Letter to David D. Oxenford, Esq.*, DA 06-1741 (MB September 1, 2006) (“KEGK”) at 3 (footnotes omitted), *citing WAIT Radio v. FCC*, 418 F.2d 1153, 1157 (D.C. Cir. 1969) & *Northeast Cellular Telephone Co. v. FCC*, 897 F.2d 1164, 1166 (D.C. Cir. 1990). In determining whether the applicant has satisfied that standard, the Commission needs to conclude that a grant of the waiver “will not undermine the policy, served by the rule, that has been adjudged in the public interest.” *WAIT Radio v. FCC*, 418 F.2d at 1157.

² The assignment of WBFN to Family Life will be consummated simultaneously with the consummation of the assignment of the licenses for the Capstar stations to Cumulus.

Cumulus's waiver request to acquire WBCK comports with the foregoing case law. In adopting new rules related to the definition of a radio market in 2003, the Commission wrestled with the question whether a party like Capstar in Battle Creek, Michigan should be allowed to sell intact an existing combination of radio stations that complied with the earlier market definition but not with the definition in the new rule. *See 2002 Biennial Regulatory Review*, 18 FCC Rcd 13620, 13809-10 (2003), *aff'd in part and remanded in part*, *Prometheus Radio Project v. FCC*, 373 F.3d 372 (2004), *stay modified on rehearing*, No. 03-3388 (3d Cir. September 3, 2004), *cert. denied*, 545 U.S. 1123 (2005) ("Biennial Review Order"). The Commission ultimately decided to allow parties to retain existing combinations that conflict with the new rule but (with one general exception) rejected proposals that would allow such owners to sell their respective non-compliant combinations intact to a new buyer. The Commission reasoned that station "spin-offs" would result from the dismemberment of such combinations and that those spin-offs would provide opportunities for "new entrants" and "also give smaller station owners in the market the opportunity to acquire more stations and take advantage of the benefits of combined operations." 18 FCC Rcd at 13810.

Cumulus Media Inc., Cumulus's ultimate parent company, filed a Petition for Reconsideration of the *Biennial Review Order*, asking, *inter alia*, that the Commission revise its new policy so that non-compliant radio clusters would be grandfathered on a permanent basis and thus allow the current owner to sell the entire cluster intact. Cumulus Media Inc. explained that grant of its request would not adversely affect the competitive balance in a market or deprive new entrants of a meaningful opportunity to acquire viable stations: "By eliminating grandfather status, the existing owner will have to separate one or more 'orphan' stations, and the practical reality is that an 'orphan' station separated from its group – and the efficiencies which it

produced – will lose much of its value.” Cumulus Media Inc., Petition for Reconsideration, MB Dk. No. 02-277 (September 4, 2003) at 19.

That observation has particular relevance to Cumulus’s waiver request to allow it to acquire WBCK. At present, the Battle Creek Metro includes one competitor (Capstar) who owns four (4) radio stations; if Cumulus’s waiver request is granted, there will remain in the market one competitor (Cumulus) with four (4) radio stations. However, in contrast to the existing situation, the post-consummation environment will include another competitor in the market (Family Life) with two radio stations (assuming consummation of the proposed assignment of the license for WBFN to Family Life). That licensee will therefore be able to enjoy efficiencies from common ownership of two radio stations that were not possible prior to the instant transaction.

To be sure, a denial of Cumulus’s waiver request would provide a theoretical opportunity for a new entrant to acquire WBCK. However, the benefits of that opportunity are more imaginary than real because, as Cumulus predicted in its reconsideration petition, WBCK will become an “orphan” station with little value.

As a starting point, it should be remembered that the Battle Creek Metro is the 258th market and therefore has only limited radio advertising dollars for commercial stations and limited financial support for noncommercial stations. As explained by George Reed, an experienced media broker and appraiser with Media Services Group (whose Declaration is annexed hereto as Attachment B), it would be exceedingly difficult for any party to succeed financially in such a small market by operating a stand-alone AM radio station like WBCK. That difficulty would be compounded by the loss of the Station’s programming format – as reflected in the Asset Exchange Agreement attached in Exhibit 4 to this application, the

programming currently aired on WBCK is to be transferred prior to closing to WRCC(FM). As a result, any third-party buyer of WBCK would, in effect, be confronted with a start-up operation and would, as Mr. Reed explains in his attached Declaration, be hard-pressed to generate enough revenue to provide meaningful programming services to listeners.

In contrast, as reflected in the Declaration of Cumulus CEO Lew Dickey (annexed hereto as Attachment C), Cumulus would be able to maintain the same efficiencies that Capstar enjoyed and thus be able to provide listeners with diversity in programming content and format (in part because, as Mr. Dickey explains in his Declaration, none of the Cumulus stations would duplicate the programming of any other Cumulus station). More specifically, Cumulus will use the increased efficiencies of joint operation to (1) expand the local news programming on all three of the Capstar stations by 50% and (2) change the format of one station to give the Battle Creek Metro its first country station. Stated another way, listeners in the Battle Creek Metro will not, in any practical sense, lose any of the diversity which they currently have if this waiver request is granted and Cumulus acquires WBCK (as well as WBXX(FM) and WREC(FM)). Rather, they will enjoy additional benefits from Cumulus's proposed changes and, beyond that, the additional efficiencies from Family Life's acquisition of a second station (WBFN) in the market.

Those benefits compare well with the bases for the Bureau's grant of a temporary waiver of the Commission's multiple ownership rules and policies in *KEGK*. In that decision, the Bureau allowed one competitor in the Fargo, North Dakota market – Triad Broadcasting Company, LLC (“Triad”) – to retain a non-grandfathered Joint Sales Agreement (a “JSA”) to preserve the status quo while the Commission considered a reconsideration petition that Triad had filed against the *Biennial Review Order* which requested permanent grandfathered status for

JSAs. The Bureau granted the waiver because of its concern that termination of the non-grandfathered JSA (as otherwise required by its new rules) might produce a competitive imbalance with another group owner in the market (Clear Channel Communications, Inc.).

Like Triad, Cumulus has filed a reconsideration petition of the *Biennial Review Order* which, if granted, would preserve the grandfathered status of a non-compliant radio station arrangement (like Capstar's station group in Battle Creek) on a permanent basis. Like Triad's reconsideration petition, Cumulus's reconsideration petition is currently under review by the Commission in its newly-inaugurated proceeding with respect to the multiple ownership rules. *See 2006 Quadrennial Regulatory Review*, FCC 06-93 (July 24, 2006), Appendix A. And, as in the case of the waiver requested by Triad, the waiver requested by Cumulus would not disturb the status quo. Indeed, Cumulus's waiver request would be accompanied (through the assignment of WBFN) by an improvement in the competitive balance.

In contrast to the Triad situation, however, the waiver requested by Cumulus should not be temporary. As explained in the attached Declaration of George Reed, there is no conceivable set of probable circumstances under which WBCK would generate enough revenue in the Battle Creek Metro to be a meaningful programming outlet for listeners in that market. Consequently, in contrast to the hope expressed in the *Biennial Review Order*, the availability of WBCK would not provide a meaningful opportunity for a "new entrant."

Nor would a denial of Cumulus's waiver request "give smaller station owners in the market the opportunity to acquire more stations in that market." Annexed hereto as Exhibits D and E are Declarations from CFN and Family Life – the two other competitors in the market – stating that they would have no interest in purchasing WBCK if it became available for sale. Those declarations reinforce the nature of WBCK's status as an "orphan" station and also

distinguish Cumulus's waiver request from any other similar waiver request. In no other situation (in any published decision) has the Commission been presented with declarations from every other station owner in the market disavowing any interest in purchasing the station to be covered by the waiver.

In view of the foregoing, the waiver requested by Cumulus would be warranted even if the Commission were to reject Cumulus's request for reconsideration on the grandfather issue in the pending *Quadrennial Regulatory Review* proceeding. Accordingly, it is respectfully requested that a waiver be granted to allow Cumulus to acquire the Licenses for WBCK.

Attachment A

Technical Statement of Graham Brock, Inc.

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
WBCK/WBXX RADIO STATIONS
BATTLE CREEK, MICHIGAN
WRCC RADIO STATION
MARSHALL, MICHIGAN
December 2006

TECHNICAL STATEMENT

1. This technical statement and attached exhibits were prepared on behalf of Cumulus Licensing LLC ("Cumulus"), proposed assignee of WBCK, 930 kHz, and WBXX, Channel 237A, Battle Creek, Michigan, and WRCC (formerly WWKN), Channel 285A, Marshall, Michigan. Cumulus is also the licensee of WKFR, Channel 277B, Battle Creek, Michigan. All of these facilities are licensed to metro counties in the Battle Creek, Michigan Arbitron market.¹ It is also noted that WKFR is considered "home" in the Kalamazoo, Michigan market.

2. As shown on Exhibit #1, there are six AM and FM (commercial and non-commercial) stations listed in the Battle Creek, Michigan Arbitron Market (Market #258). Cumulus would be in control of three FM stations and one AM station in the same market. The number of stations indicated falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules. At this level, common ownership or control of up to five stations, with no more than three in the same service, is permissible, provided the number to be held does not exceed 50% of the stations in the market. As there are only six stations, Cumulus' ownership of three FM stations and one AM station would exceed the 50% threshold. As such, this combination of stations would require a waiver of §73.3555(a) of the rules.

1) No other Cumulus station, located in any non-rated markets, or considered "home" to a rated market, has contour overlap with any of these to-be-acquired stations.

3. Since WKFR is considered “home” to the Kalamazoo, Michigan market (as well as being a metro station in Battle Creek), a review of the Kalamazoo market was also undertaken. As shown on Exhibit #2, there are eighteen AM and FM (commercial and non-commercial) stations listed in the Kalamazoo, Michigan Arbitron Market (Market #184). Cumulus would be in control of two FM stations and one AM station in the same market.² 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, Cumulus’ ownership of two FM stations and one AM station in the Kalamazoo, Michigan market is in compliance with the ownership rules.

4. The foregoing technical statement was prepared on behalf of Cumulus Licensing LLC by Graham Brock, Inc., its Technical Consultants. 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 4.0. BIA database. We assume no liability for errors or omissions in the database which may be adverse to the information contained herein.

2) In addition to WKFR, Cumulus is also the licensee of WKMI, 1360 kHz, Kalamazoo, Michigan and WRKR, Channel 299B, Portage, Michigan.



FCC Geographic Market Definition for Battle Creek, MI

Call Letters	AM/FM	Freq	Type	Station Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WBCK	AM	930	C	News/Talk	Battle Creek, MI	07/02/2003	258	Clear Channel Communications	Battle Creek, MI	Calhoun
WBFN	AM	1400	C	Adult Standard	Battle Creek, MI	07/02/2003	258	Clear Channel Communications	Battle Creek, MI	Calhoun
WBXX	FM	95.3	C	Soft Rock	Battle Creek, MI	07/02/2003	258	Clear Channel Communications	Battle Creek, MI	Calhoun
WKFR	FM	103.3	C	Top 40	Kalamazoo, MI	07/02/2003	184	Cumulus Broadcasting Inc	Battle Creek, MI	Calhoun
WUFN	FM	96.7	NC	Inspiration	Battle Creek, MI	07/02/2003	258	Family Life Communications Inc	Albion, MI	Calhoun
WRCC	FM	104.9	C	Classical	Battle Creek, MI	07/02/2003	258	Clear Channel Communications	Marshall, MI	Calhoun

Number of Stations in Geographic Market 6

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

Printed: 10/23/2006 Data: 08/22/2006

"p" indicates pending sale to owner listed

(c) BIA Financial Network, Inc.

EXHIBIT #1



FCC Geographic Market Definition for Kalamazoo, MI

Call Letters	AM/FM	Freq	Type	Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WAYK	FM	88.3	NC	ChrsContem	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Cornerstone University	Kalamazoo, MI	Kalamazoo
WFAT	FM	96.5	C	Cisc Rock	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Midwest Communications Incorporated	Portage, MI	Kalamazoo
WIDR	FM	89.1	NC	Variety	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Western Michigan University	Kalamazoo, MI	Kalamazoo
WKDS	FM	89.9	NC	Variety	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Kalamazoo Board of Education	Kalamazoo, MI	Kalamazoo
WKFR	FM	103.3	C	Top 40	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Cumululus Broadcasting Inc	Battle Creek, MI	Calhoun
WKMI	AM	1360	C	Talk	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Cumululus Broadcasting Inc	Kalamazoo, MI	Kalamazoo
WKPR	AM	1420	C	Religion	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Kuiper Stations	Kalamazoo, MI	Kalamazoo
WKZO	AM	590	C	News/Talk	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Midwest Communications Incorporated	Kalamazoo, MI	Kalamazoo
WMUK	FM	102.1	NC	Classical	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Western Michigan University	Kalamazoo, MI	Kalamazoo
WNWN	AM	1560	C	Urban AC	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Midwest Communications Incorporated	Portage, MI	Kalamazoo
WNWN	FM	98.5	C	Country	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Midwest Communications Incorporated	Portage, MI	Kalamazoo
WOFR	FM	89.5	NC	Religion	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Family Stations Inc	Coldwater, MI	Branch
WQLR	FM	106.5	C	AC	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Midwest Communications Incorporated	Schoolcraft, MI	Kalamazoo
WQSN	AM	1660	C	Sports	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Midwest Communications Incorporated	Kalamazoo, MI	Kalamazoo
WQXC	FM	100.9	C	Oldies	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Forum Communications Incorporated	Kalamazoo, MI	Kalamazoo
WRKR	FM	107.7	C	AOR/CIRok	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Forum Communications Incorporated	Oshtemo, MI	Allegan
WTNP	FM	91.9	NC	CP - NOA	Kalamazoo, MI	Kalamazoo, MI	12/09/2005	184	Cumululus Broadcasting Inc	Portage, MI	Kalamazoo
WZUU	FM	92.3	C	Cisc Rock	Kalamazoo, MI	Kalamazoo, MI	07/02/2003	184	Forum Communications Incorporated	Richland, MI	Kalamazoo
										Allegan, MI	Allegan

Number of Stations in Geographic Market 18

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

Printed: 10/23/2006 Data: 08/22/2006

"p" indicates pending sale to owner listed

(c) BIA Financial Network, Inc.

EXHIBIT #2

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

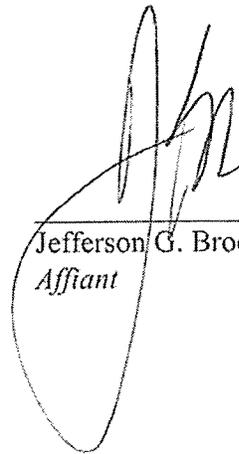
State of Georgia)
St. Simons Island) ss:
County of Glynn)

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 13th day of December 2006.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 13th day of December 2006*



Notary Public, State of Georgia
My Commission Expires: September 3, 2007

Attachment B

Declaration of George Reed

DECLARATION

George R. Reed hereby declares as follows:

1. I am the Managing Director of Media Services Group (“MSG”), a national media brokerage firm that represents buyers and sellers in the sale and acquisition of radio stations and also provides appraisal, financing, and consulting services for buyers and sellers as well as lenders and investors. MSG has offices in eight (8) locations throughout the country. My office is located at 3948 South Third Street, Jacksonville Beach, Florida 32250.

2. I have been actively involved in the broadcast industry since 1972, first as a sales manager for radio stations in Atlanta, Georgia. In 1987, I joined Chapman Associates as a broker/consultant. I have been with MSG since its founding in 1990.

3. My practice currently consists of station brokerage, valuations, investment banking, and work-out consulting. I have served as an expert witness in state and federal courts concerning station evaluations and as a court-appointed receiver for radio stations. I am a past President of the National Association of Media Brokers and serve on the Boards of Directors of the Georgia Association of Broadcasters, the North Carolina Association of Broadcasters, and The John Bayliss Broadcast Foundation.

4. I have been asked by Cumulus Licensing LLC (“Cumulus”) to assess the extent to which WBCK(AM) in the Battle Creek, Michigan Arbitron Metro could become a viable competitor in that market if (a) the station is operated as a stand-alone facility and (b) the programming currently aired on that station is transferred to another station in the market to be acquired by Cumulus. In conjunction with that assessment, Cumulus has advised me that it

proposes to assign the licenses and other assets for WBFN(AM) to Family Life Broadcasting Systems, which is the licensee of WUFN(AM) in the Battle Creek Metro.

5. The Battle Creek Metro is a small market which has seven (7) radio stations: four FM radio stations and three AM radio stations (two of which are operated on a noncommercial basis, and one of those – WOLY – is in the process of trying to have its license reinstated). According to BIA, the market only has about \$2.4 million in radio advertising dollars.

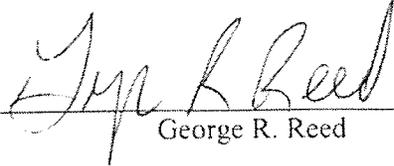
6. It is difficult under almost any circumstance for a stand-alone AM station to compete against other stations (particularly FM stations) in a market, but that is especially true in a small market like the Battle Creek Metro. That difficulty would be compounded in the case of WBCK by the loss of programming. A new owner would not only have to face the inherent problems of operating a stand-alone AM station – with no efficiencies from joint operation – but would also encounter the added obstacles (and cost) of trying to develop a programming format that could attract a stable audience, and, with that audience, advertising dollars. I am therefore of the opinion that it is highly unlikely that a new owner (other than Cumulus) could make WBCK into a viable competitor in the Battle Creek Metro.

7. A word should be added about the competition that can be provided by noncommercial radio stations. Even though such stations do not solicit or broadcast advertising, they do attract listeners as well as underwriting support which can reduce the radio advertising dollars available to commercial stations. Consequently, Cumulus's proposal to assign the licenses and other assets for WBFN(AM) to Family Life Broadcasting System will enable that licensee to operate more efficiently (by spreading its costs over two stations) and presumably generate programming that will be that much more attractive to listening audiences (which in turn will expand the underwriting support that Family Life Broadcasting System currently

receives for WUFN(AM) alone). That result will compound the difficulties of a new owner operating WBCN as a stand-alone facility.

[Remainder of page intentionally left blank]

I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my information and belief.


George R. Reed

11/27/06
Date

Attachment C

Declaration of Lew Dickey

DECLARATION

Lewis W. Dickey, Jr. hereby declares as follows:

1. I am the Chief Executive Officer and President of Cumulus Licensing LLC (“Cumulus”), the proposed assignee of licenses and other assets for radio stations WBCK(AM) in Battle Creek, Michigan (“WBCK”), WRCC(FM) in Marshall, Michigan (“WRCC”), and WBXX(FM) in Battle Creek, Michigan (“WBXX”), which are currently licensed to Capstar TX Limited Partnership (“Capstar”). Cumulus is also the proposed assignee of WBFN(AM) in Battle Creek, Michigan (“WBFN”) but proposes to re-assign that station’s licenses and assets to Family Life Broadcasting System, Inc., which is already the licensee of WUFN(FM) in Battle Creek, Michigan.

2. This Declaration is being prepared in support of the request by Cumulus for waiver of the rules of the Federal Communications Commission (the “FCC”) to enable Cumulus to acquire the licenses and other assets for WBCK.

3. Cumulus is currently the licensee of radio station WKFR(FM) in Battle Creek, Michigan. Therefore, acquisition of the Capstar radio stations would give Cumulus four (4) radio stations in the market, which is one (1) more than would otherwise be permitted by FCC rules.

4. Acquisition of the licenses and other assets for the Capstar stations (other than WBFN) will serve the public interest in the Battle Creek Metro. With four (4) stations (instead of three), Cumulus will be able to enjoy considerable efficiencies, including (a) operation of the stations from a single studio and (b) use of a combined

traffic sales and back office support system. Those efficiencies will enable Cumulus to invest more money in improved programming for the Battle Creek Metro.

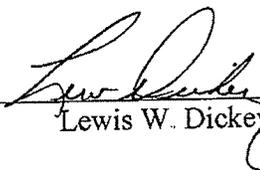
5. One of the programming changes to be offered by Cumulus will be a 50% increase in the local news currently being provided by WBCK, WBXX, and WRCC. As a result of that increase, WBCK will broadcast 18 local newscasts each day, WBXX will broadcast 10 local newscasts each day, and WRCC will broadcast 10 local newscasts each day.

6. In addition to the increase in local news programming, Cumulus will change the format of WRCC from classic rock to country, thereby giving the Battle Creek Metro its first full-service country station. The introduction of that full-service country station will further diversify the formats available to the community from the current arrangement.

7. None of the four (4) stations to be operated by Cumulus in the Battle Creek Metro will duplicate the programming of any other station. Each station will have a distinct programming format. That approach will help insure a diversity of programming for the market.

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I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my information and belief.



Lewis W. Dickey, Jr.

12-18-06
Date

Attachment D

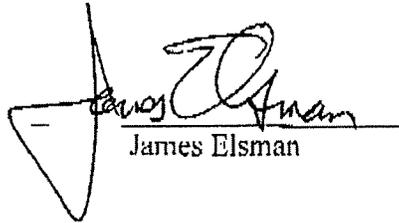
Declaration of James Elsmar

DECLARATION

James Elsman hereby declares as follows:

1. I am President of Christian Family Network ("CFN"), whose offices are located at 635 Elm Street, Birmingham, Michigan 48009.
2. CFN would have no interest in purchasing WBCK(AM), which is located in the Battle Creek Arbitron Metro, if that station became available for sale.

I hereby declare under penalty of perjury that the foregoing is true and correct.


James Elsman


Date

Attachment E

Declaration of Michael Brinks

DECLARATION

Michael Brinks hereby declares as follows:

1. I am Director of Signal Growth and FCC Compliance for Family Life Broadcasting System ("Family Life"), whose offices are located at 7355 North Oracle Road, Tucson, Arizona 85704. Family Life holds a license from the Federal Communications Commission for radio station WUFN(FM) in Albion, Michigan, which is located in the Battle Creek Arbitron Metro.
2. Family Life would have no interest in purchasing WBCK(AM), which is also located in the Battle Creek Arbitron Metro, if that station became available for sale.

I hereby declare under penalty of perjury that the foregoing is true and correct.


Michael Brinks

12-14-06
Date