

RADIO MARKET ANALYSIS
TOWNSQUARE MEDIA
AUGUSTA/WATERVILLE LICENSE, LLC
WJZN/WMME-FM - AUGUSTA, MAINE
WTVL/WEBB - WATERVILLE, MAINE
May 2012

TECHNICAL STATEMENT

1. This Technical Statement and attached exhibits were prepared on behalf of Townsquare Media Augusta/Waterville License, LLC (Townsquare), proposed assignee of WJZN, 1400 kHz, and WMME-FM, Channel 222B, Augusta, Maine; and WTVL, 1490 kHz, and WEBB, Channel 253C1, Waterville, Maine. WJZN, WTVL, WMME-FM, and WEBB are each licensed to a community in a metro county in the Augusta-Waterville, Maine Arbitron Market. Therefore, this review will verify that the referenced stations are in compliance in a rated market.

AUGUSTA-WATERVILLE, MAINE BIA/ARBITRON MARKET

2. As shown on Exhibit #1, there are sixteen AM and FM (commercial and non-commercial) stations listed in the Augusta-Waterville, Maine Arbitron Market (Market #260). Townsquare would control two FM stations and two AM stations in the market (WJZN, WTVL, WEBB and WMME-FM). 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, Townsquare is in compliance in the rated Augusta-Waterville, Maine market.

3. Based on the compliance shown in the rated market reviewed, the proposed acquisition of WJZN, WTVL, WEBB and WMME-FM is in compliance with §73.3555 of the Commission's multiple ownership rules.

4. The foregoing technical statement was prepared on behalf of Townsquare Media Augusta/Waterville License, LCC, 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 was extracted from the CDBS database. Data regarding the relevant Arbitron market was determined using the BIA MEDIA Access Pro Version 4.6. We assume no liability for errors or omissions in those databases which may be adverse to the information contained herein.

FCC Geographic Market Definition for Augusta-Waterville, ME

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WABK	FM	104.3	C	Oldies	Augusta-Waterville, ME	07/02/2003	260	Blueberry Broadcasting LLC	Gardiner, ME	Kennebec
WCTB	FM	93.5	C	Oldies	Augusta-Waterville, ME	01/07/2008	260	Mountain Wireless	Fairfield, ME	Somerset
WEBB	FM	98.5	C	Country	Augusta-Waterville, ME	07/02/2003	260	Cumulus Media Holdings Inc	Waterville, ME	Kennebec
WFAU	AM	1280	C	Sports	Augusta-Waterville, ME	07/02/2003	260	Blueberry Broadcasting LLC	Gardiner, ME	Kennebec
WFMX	FM	107.9	C	AC	Augusta-Waterville, ME	01/07/2008	260	Mountain Wireless	Skowhegan, ME	Somerset
WJZN	AM	1400	C	Adlt Stndrd	Augusta-Waterville, ME	07/02/2003	260	Cumulus Media Holdings Inc	Augusta, ME	Kennebec
WMDR	AM	1340	NC	Chrst/Talk	Augusta-Waterville, ME	07/02/2003	260	Light of Life Ministries	Augusta, ME	Kennebec
WMDR	FM	88.9	NC	Cst/Cty/SGp	Augusta-Waterville, ME	10/24/2005	260	Light of Life Ministries	Oakland, ME	Kennebec
WMEW	FM	91.3	NC	News/Varty	Augusta-Waterville, ME	07/02/2003	260	Maine Public Broadcasting Corporation	Waterville, ME	Kennebec
WMHB	FM	89.7	NC	Alternative	Augusta-Waterville, ME	07/02/2003	260	Mayflower Hill Broadcasting Corp	Waterville, ME	Kennebec
WMME	FM	92.3	C	Top 40	Augusta-Waterville, ME	07/02/2003	260	Cumulus Media Holdings Inc	Augusta, ME	Kennebec
WSKW	AM	1160	C	Country	Augusta-Waterville, ME	01/07/2008	260	Mountain Wireless	Skowhegan, ME	Somerset
WTOS	FM	105.1	C	AOR	Augusta-Waterville, ME	07/02/2003	260	Blueberry Broadcasting LLC	Skowhegan, ME	Somerset
WTVL	AM	1490	C	Adlt Stndrd	Augusta-Waterville, ME	07/02/2003	260	Cumulus Media Holdings Inc	Waterville, ME	Kennebec
WVQM	FM	101.3	C	News/Talk	Augusta-Waterville, ME	07/02/2003	260	Blueberry Broadcasting LLC	Augusta, ME	Kennebec
WWWA	FM	95.3	NC	ChrsContem	Augusta-Waterville, ME	07/02/2003	260	Light of Life Ministries	Winslow, ME	Kennebec

Number of Stations in Geographic Market 16

Previous Stations in Geographic Market

WLOB	AM	1310	C	Nws/Tlk/Inf	Portland, ME	02/09/2005	90	Atlantic Coast Radio LLC	Portland, ME	Cumberland
WPPI	FM	95.5	C	Sports	Portland, ME	01/25/2007	90	Atlantic Coast Radio LLC	Topsham, ME	Sagadahoc

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

"p" indicates pending sale to owner listed

EXHIBIT #1

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

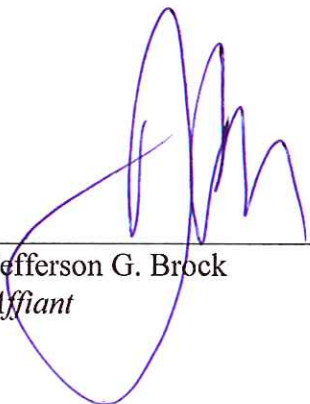
State of Georgia)
St. Simons Island) ss:
County of Glynn)

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Townsquare Media Augusta/Waterville License, 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.

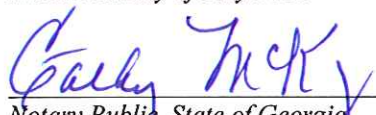
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 1st day of May 2012.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 1st day of May 2012*



Notary Public, State of Georgia
My Commission Expires: March 14, 2015