

RADIO MARKET ANALYSIS
TOWNSQUARE MEDIA YAKIMA LICENSE, LLC
KRSE/KXDD/KATS/KFFM/KUTI/KIT RADIO STATIONS
YAKIMA, WASHINGTON
TOWNSQUARE MEDIA TRI-CITIES LICENSE, LLC
KEGX/KORD-FM RADIO STATIONS
RICHLAND, WASHINGTON
KTCR RADIO STATION
KENNEWICK, WASHINGTON
KUJ-FM RADIO STATION
BURBANK, WASHINGTON
KXRX RADIO STATION
WALLA WALLA, WASHINGTON
KFLD RADIO STATION
PASCO, WASHINGTON
November 2010

TECHNICAL STATEMENT

1. This Technical Statement and attached exhibits were prepared on behalf of Townsquare Media Yakima License, LLC (“TMYL”), licensee of stations KATS, Channel 233C1, KFFM, Channel 297C, KIT, 1280 kHz and KUTI, 1460 kHz, Yakima, Washington¹; and Townsquare Media Tri-Cities License, LLC (TMTL”), licensee of stations KXRX, Channel 246C0, Walla Walla, Washington; KORD-FM, Channel 274C0, Richland, Washington; and KFLD, 870 kHz, Pasco, Washington.² TMYL is also the proposed assignee of stations KRSE, Channel 289C1 and KXDD, Channel 281C1, Yakima, Washington. TMTL is also the proposed assignee of stations KEGX, Channel 293C0, Richland, Washington; KTCR, 1340 kHz, Kennewick, Washington; and KUJ-FM, Channel 256C1, Burbank, Washington.

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- 1) TMYL is also the current licensee of KDBL, Channel 225C2, Toppenish, Washington and KQMY, Channel 257A, Naches, Washington. Both of these stations are being placed in a trust, as part of a concurrently submitted application and, therefore, are not considered in this instant ownership study.
 - 2) TMTL is also the current licensee of KOLW, Channel 248C1, Basin City, Washington and KEYW, Channel 252C2, Pasco, Washington. Both of these stations are being placed in a trust, as part of a concurrently submitted application and, therefore, are not considered in this instant ownership study.

2. KATS, KFFM, KUTI, KRSE, KXDD, and KIT are all licensed to metro counties in the Yakima, Washington Arbitron Market. KFLD, KEGX, KTCR and KORD-FM are all licensed to metro counties in the Richland-Kennewick-Pasco, Washington (Tri-Cities) Arbitron Market. Both KXXR and KUJ-FM are considered home to the Richland-Kennewick-Pasco, Washington Arbitron Market, but are not licensed to a metro county in any Arbitron Market. Both KXXR and KUJ-FM have contour overlap with the city grade contours of KORD-FM, KEGX, KFLD and KTCR. Therefore, an ownership analysis for both a rated and non-rated market is needed to demonstrate compliance with the Commission's ownership rules.

ARBITRON/BIA MARKET REVIEW

3. As shown in Exhibit #1, there are twenty-eight AM and FM (commercial and non-commercial) stations listed in the Yakima, Washington Arbitron Market (Market #204). TMYL would be in control of four FM stations and two AM stations in the market. 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, TMYL is in compliance in the Yakima, Washington Arbitron Market.

4. As shown in Exhibit #2, there are twenty-six AM and FM (commercial and non-commercial) stations listed in the Richland-Kennewick-Pasco, Washington (Tri-Cities) Arbitron Market (Market #193). TMTL would be in control of four FM stations and two AM stations in

the market. 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, TMTL is in compliance in the Richland-Kennewick-Pasco, Washington Arbitron Market.

REVISED CONTOUR OVERLAP ANALYSIS

5. As both KXRX and KUJ-FM have contour overlap with some of the other subject stations in the market, a study has also been conducted to verify that common control of the subject stations is in compliance with the Commission's revised contour overlap rules in §73.3555. Exhibit #3 is a map depicting the contours of the subject stations.³ As shown, the overlap of city grade contours creates a distinct radio market. The contours of KXRX and KEGX create the Radio Market Boundary which will be used to determine the number of other commercial and non-commercial AM and FM stations that either have transmitter sites within or provide coverage to the Radio Market. Only those stations with transmitter sites within 92.0 kilometers of the common overlap area will be considered as contributors to the market. No other station in which TMTL or TMYL has an interest will be considered, unless it is a subject station in the market under review.

6. Exhibit #4 is a depiction of the stations within, or providing service, to the Radio Market. There are a total of fourteen other stations which are considered contributors to the Radio Market.⁴ When the six subject stations are added, there are a total of twenty stations in the

3) As neither KXRX or KUJ-FM have overlap with KFFM, KRSE, KXDD, KATS, KUIT or KIT, these stations are not considered further.

4) There are numerous additional stations, but they were not considered as the number was sufficient to allow for the common ownership of the subject stations.

Radio Market. Exhibit #5 is a tabulation of the stations in the Radio Market. The number of stations depicted 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 stations in the same service, is permissible. As such the contour overlap Radio Market is in compliance.

7. Therefore, based on the preceding, the assignment of KRSE and KXDD to TMYL and KEGX, KTCR and KUJ-FM to TMTL, is in compliance with §73.3555 of the Commission's multiple ownership rules for both rated and non-rated markets.

8. The foregoing technical statement was prepared on behalf of Townsquare Media Yakima License, LLC and Townsquare Media Tri-Cities License, 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 4.5. BIA database. All other data was extracted from the CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.



FCC Geographic Market Definition for Yakima, WA

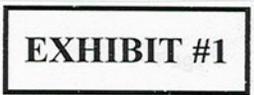
Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KARY	FM	100.9	C	Oldies	Yakima, WA	07/02/2003	204	Revitalization Partners LLC	Grandview, WA	Yakima
KATS	FM	94.5	C	Modern	Yakima, WA	07/02/2003	204	Townsquare Media LLC	Yakima, WA	Yakima
KAYB	FM	88.1	NC	CCTmp/Talk	Yakima, WA	07/02/2003	204	American Family Association Incorporated	Sunnyside, WA	Yakima
KBBO	AM	980	C	Tlk/Nws/Inf	Yakima, WA	07/02/2003	204	Revitalization Partners LLC	Selah, WA	Yakima
KDBL	FM	92.9	C	Country	Yakima, WA	07/02/2003	204	Townsquare Media LLC	Toppenish, WA	Yakima
KDNA	FM	91.9	NC	Spn/Edu/Pb	Yakima, WA	07/02/2003	204	Northwest Communities Educational Center	Yakima, WA	Yakima
KDYK	AM	1020	C	Mexican	Yakima, WA	07/02/2003	204	Adelante Media Group	Union Gap, WA	Yakima
KDYM	AM	1230	C	Mexican	Yakima, WA	07/02/2003	204	Adelante Media Group	Sunnyside, WA	Yakima
KFFM	FM	107.3	C	CHR	Yakima, WA	07/02/2003	204	Townsquare Media LLC	Yakima, WA	Yakima
KHHK	FM	99.7	C	RhyBl/HpHo	Yakima, WA	07/02/2003	204	Revitalization Partners LLC	Yakima, WA	Yakima
KIT	AM	1280	C	News/Talk	Yakima, WA	07/02/2003	204	Townsquare Media LLC	Yakima, WA	Yakima
KJOX	AM	1390	C	Sprts/Talk	Yakima, WA	07/02/2003	204	Revitalization Partners LLC	Yakima, WA	Yakima
KLES	FM	101.7	C	Span/Oldes	Yakima, WA	07/02/2003	204	Luna Comm Trust, Savage Media Group LLC,	Prosser, WA	Benton
KMNA	FM	98.7	C	Mexican	Yakima, WA	07/02/2003	204	Luna Comm Trust, Savage Media Group LLC,	Mabton, WA	Yakima
KNWY	FM	90.3	NC	Clsc/NPR	Yakima, WA	07/02/2003	204	Washington State University	Yakima, WA	Yakima
KQMY	FM	99.3	C	AC	Yakima, WA	07/02/2003	204	Townsquare Media LLC	Naches, WA	Yakima
KRSE	FM	105.7	C	80s & 90s	Yakima, WA	07/02/2003	204	Revitalization Partners LLC	Yakima, WA	Yakima
KSBC	FM	88.3	NC	ChrsContem	Yakima, WA	07/02/2003	204	Educational Media Foundation	Nile, WA	Yakima
KSOH	FM	89.5	NC	Christian	Yakima, WA	07/02/2003	204	LifeTalk Radio Inc	Wapato, WA	Yakima
KUTI	AM	1460	C	Country	Yakima, WA	07/02/2003	204	Townsquare Media LLC	Yakima, WA	Yakima
KXDD	FM	104.1	C	Country	Yakima, WA	07/02/2003	204	Revitalization Partners LLC	Yakima, WA	Yakima
KYAK	AM	930	C	Christian	Yakima, WA	07/02/2003	204	Read Broadcasting Network	Yakima, WA	Yakima
KYKV	FM	103.1	NC	ChrsContem	Yakima, WA	10/15/2007	204	Educational Media Foundation	Selah, WA	Yakima
KYNR	AM	1490	C	VarHt/Ethnc	Yakima, WA	07/02/2003	204	Yakama Nation Confederated Tribes & Bands	Toppenish, WA	Yakima
KYPL	FM	91.1	NC	ChrsContem	Yakima, WA	07/02/2003	204	Growing Christian Foundation	Yakima, WA	Yakima
KYVT	FM	88.5	NC	Alternative	Yakima, WA	07/02/2003	204	Yakima School District #7	Yakima, WA	Yakima
KZTA	FM	96.9	C	Mexican	Yakima, WA	07/02/2003	204	Adelante Media Group	Naches, WA	Yakima
KZXR	AM	1310	C	Span/Sprts	Yakima, WA	07/02/2003	204	Luna Comm Trust, Savage Media Group LLC,	Prosser, WA	Benton

Number of Stations in Geographic Market 28

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed





FCC Geographic Market Definition for

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KALE	AM	960	C	Sports	Richland-Kennewick-Pasco, WA	07/02/2003	193	Revitalization Partners LLC	Richland, WA	Benton
KBLD	FM	91.7	NC	Christian	Richland-Kennewick-Pasco, WA	07/02/2003	193	Calvary Chapel of Tri-Cities	Kennewick, WA	Benton
KEGX	FM	106.5	C	Clsc Rock	Richland-Kennewick-Pasco, WA	07/02/2003	193	Revitalization Partners LLC	Richland, WA	Benton
KEYW	FM	98.3	C	Hot AC	Richland-Kennewick-Pasco, WA	07/02/2003	193	Townsquare Media LLC	Pasco, WA	Franklin
KFAE	FM	89.1	NC	Clsc/NPR	Richland-Kennewick-Pasco, WA	07/02/2003	193	Washington State University	Richland, WA	Benton
KFLD	AM	870	C	Talk/Sprts	Richland-Kennewick-Pasco, WA	07/02/2003	193	Townsquare Media LLC	Pasco, WA	Franklin
KGDN	FM	101.3	C	Christian	Richland-Kennewick-Pasco, WA	07/02/2003	193	Read Broadcasting Network	Pasco, WA	Franklin
KIOK	FM	94.9	C	Country	Richland-Kennewick-Pasco, WA	07/02/2003	193	Revitalization Partners LLC	Richland, WA	Benton
KKSR	FM	95.7	C	Oldies	Richland-Kennewick-Pasco, WA	07/02/2003	193	Revitalization Partners LLC	Walla Walla, WA	Walla Walla
KLRF	FM	88.5	NC	Christian	Richland-Kennewick-Pasco, WA	09/14/2004	193	LifeTalk Radio Inc	Milton-Freewater, OR	Umatilla
KMMG	FM	96.7	C	Mexican	Richland-Kennewick-Pasco, WA	07/02/2003	193	Adelante Media Group	Benton City, WA	Benton
KOLU	FM	90.1	NC	RlgMs/Talk	Richland-Kennewick-Pasco, WA	07/02/2003	193	Riverview Baptist Christian Schools	Pasco, WA	Franklin
KOLW	FM	97.5	C	70s & 80s	Richland-Kennewick-Pasco, WA	07/02/2003	193	Townsquare Media LLC	Basin City, WA	Franklin
KONA	AM	610	C	Nws/Tlk/Spt	Richland-Kennewick-Pasco, WA	07/02/2003	193	Cherry Creek Radio LLC	Kennewick-Richland-P,	Benton
KONA	FM	105.3	C	AC	Richland-Kennewick-Pasco, WA	07/02/2003	193	Cherry Creek Radio LLC	Kennewick, WA	Benton
KORD	FM	102.7	C	Country	Richland-Kennewick-Pasco, WA	07/02/2003	193	Townsquare Media LLC	Richland, WA	Benton
KRKG	FM	93.7	C	Rock	Richland-Kennewick-Pasco, WA	07/02/2003	193	Alexandra Communications Inc	Pasco, WA	Franklin
KTCR	AM	1340	C	Talk	Richland-Kennewick-Pasco, WA	07/02/2003	193	Revitalization Partners LLC	Kennewick, WA	Benton
KTCV	FM	88.1	NC	Alternative	Richland-Kennewick-Pasco, WA	07/02/2003	193	Kennewick School District #17	Kennewick, WA	Benton
KUJ	AM	1420	C	Nws/Tlk/Spt	Richland-Kennewick-Pasco, WA	07/13/2007	193	Alexandra Communications Inc	Walla Walla, WA	Walla Walla
KUJ	FM	99.1	C	CHR	Richland-Kennewick-Pasco, WA	07/02/2003	193	Revitalization Partners LLC	Burbank, WA	Walla Walla
KUJJ	FM	101.9	C	NAC/SmJaz	Richland-Kennewick-Pasco, WA	04/17/2007	193	Alexandra Communications Inc	Weston, OR	Umatilla
KXRX	FM	97.1	C	Rock	Richland-Kennewick-Pasco, WA	07/02/2003	193	Townsquare Media LLC	Walla Walla, WA	Walla Walla
KZHR	FM	92.5	C	Mexican	Richland-Kennewick-Pasco, WA	07/02/2003	193	Cherry Creek Radio LLC	Dayton, WA	Columbia
KZTB	FM	97.9	C	Mexican	Richland-Kennewick-Pasco, WA	02/16/2005	193	Adelante Media Group	Milton-Freewater, OR	Umatilla
KZXR	AM	1310	C	Span/Sprts	Yakima, WA	07/02/2003	204	Luna Comm Trust, Savage Media Group LLC,	Prosser, WA	Benton

Number of Stations in Geographic Market 26

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed



Graham Brock, Inc. - Broadcast Technical Consultants

KFFM
 BLH-19990915AVQ
 Latitude: 46-38-26 N
 Longitude: 120-23-45 W
 ERP: 100.00 kW
 Channel: 297C
 Frequency: 107.3 MHz
 AMSL Height: 994.0 m
 Horiz. Pattern: Omni
 Prop Model : FCC

KRSE
 BLH-19971231KB
 Latitude: 46-42-41 N
 Longitude: 120-37-20 W
 ERP: 100.00 kW
 Channel: 289C1
 Frequency: 105.7 MHz
 AMSL Height: 749.0 m
 Horiz. Pattern: Omni
 Prop Model : FCC

KXDD
 BLH-20020305AAX
 Latitude: 46-30-48 N
 Longitude: 120-24-05 W
 ERP: 100.00 kW
 Channel: 281C1
 Frequency: 104.1 MHz
 AMSL Height: 629.0 m
 Horiz. Pattern: Directional
 Prop Model : FCC

KATS
 BLH-19840625CS
 Latitude: 46-31-59 N
 Longitude: 120-30-14 W
 ERP: 100.00 kW
 Channel: 233C1
 Frequency: 94.5 MHz
 AMSL Height: 631.0 m
 Horiz. Pattern: Omni
 Prop Model : FCC

KUTI
 Latitude: 46-33-29 N
 Longitude: 120-27-02 W
 ERP: 5.00 kW
 Frequency: 1460.0 KHz
 Prop Model : FCC/M3

KIT
 Latitude: 46-34-19 N
 Longitude: 120-29-41 W
 ERP: 5.00 kW
 Frequency: 1280.0 KHz
 Prop Model : FCC/M3

KATS 3.16 mV/m

KRSE 3.16 mV/m

KEGX 3.16 mV/m

KORD-FM
 BLH-20091009ADP
 Latitude: 46-05-58.40 N
 Longitude: 119-07-40.20 W
 ERP: 100.00 kW
 Channel: 274C0
 Frequency: 102.7 MHz
 AMSL Height: 721.0 m
 Horiz. Pattern: Omni
 Prop Model : FCC

KXRX
 BLH-20030908ACK
 Latitude: 45-59-04 N
 Longitude: 118-10-09 W
 ERP: 100.00 kW
 Channel: 246C0
 Frequency: 97.1 MHz
 AMSL Height: 1204.0 m
 Horiz. Pattern: Omni
 Prop Model : FCC

KEGX
 BLH-20060804AFO
 Latitude: 46-05-58 N
 Longitude: 119-07-40 W
 ERP: 100.00 kW
 Channel: 293C0
 Frequency: 106.5 MHz
 AMSL Height: 742.8 m
 Horiz. Pattern: Omni
 Prop Model : FCC

KUJ-FM
 BLH-20060905AAY
 Latitude: 46-05-58 N
 Longitude: 119-07-40 W
 ERP: 52.00 kW
 Channel: 256C1
 Frequency: 99.1 MHz
 AMSL Height: 703.1 m
 Horiz. Pattern: Directional
 Prop Model : FCC

KFLD
 Latitude: 46-13-41 N
 Longitude: 119-07-32 W
 ERP: 10.00 kW
 Frequency: 870.0 KHz
 Prop Model : FCC/M3

KTCR
 Latitude: 46-13-18 N
 Longitude: 119-11-10 W
 ERP: 1.00 kW
 Frequency: 1340.0 KHz
 Prop Model : FCC/M3

KFFM 3.16 mV/m

KUTI 5.0 mV/m

KXDD 3.16 mV/m

KORD-FM 3.16 mV/m

KFLD 5.0 mV/m

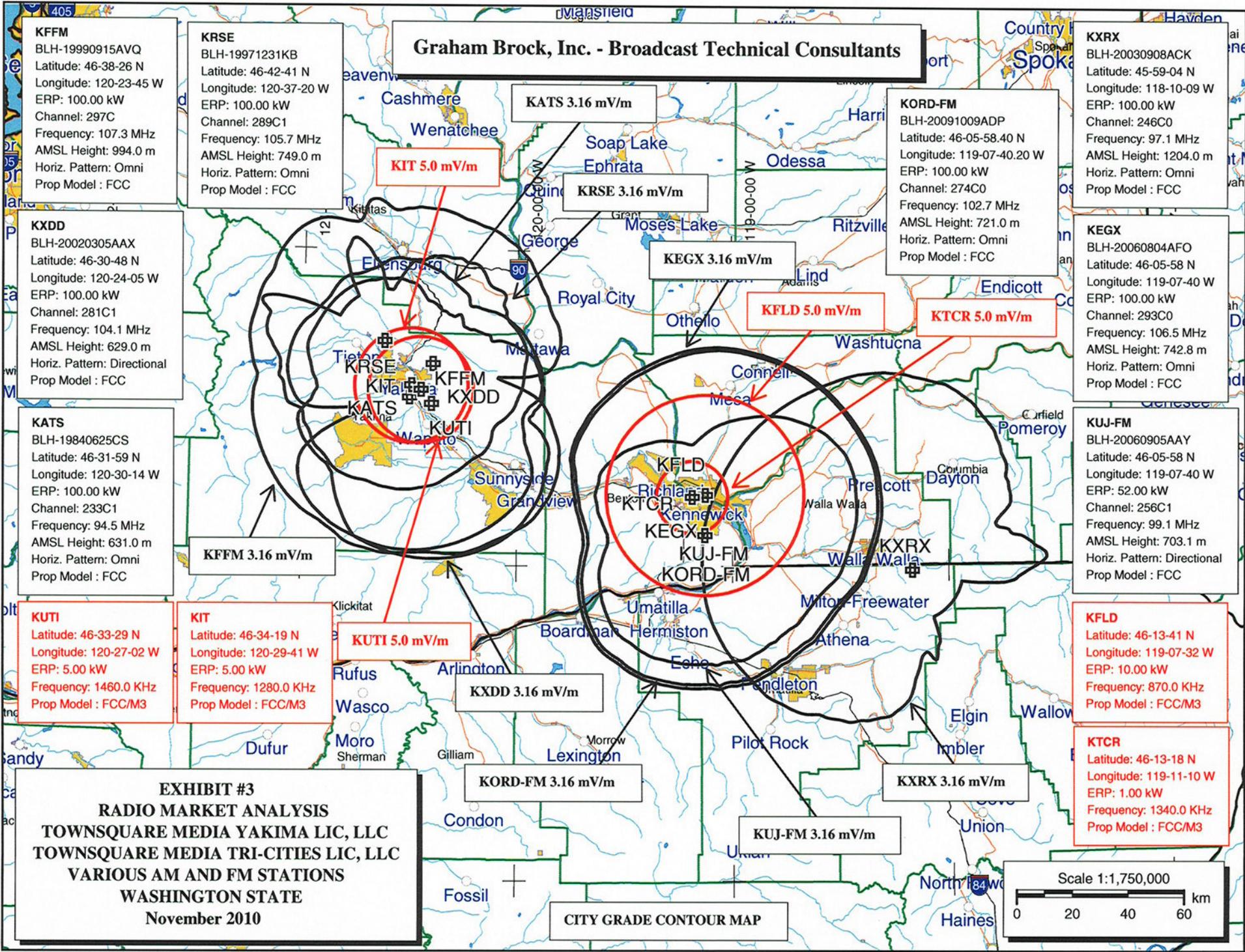
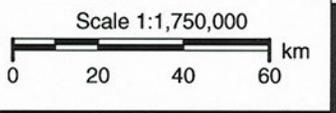
KTCR 5.0 mV/m

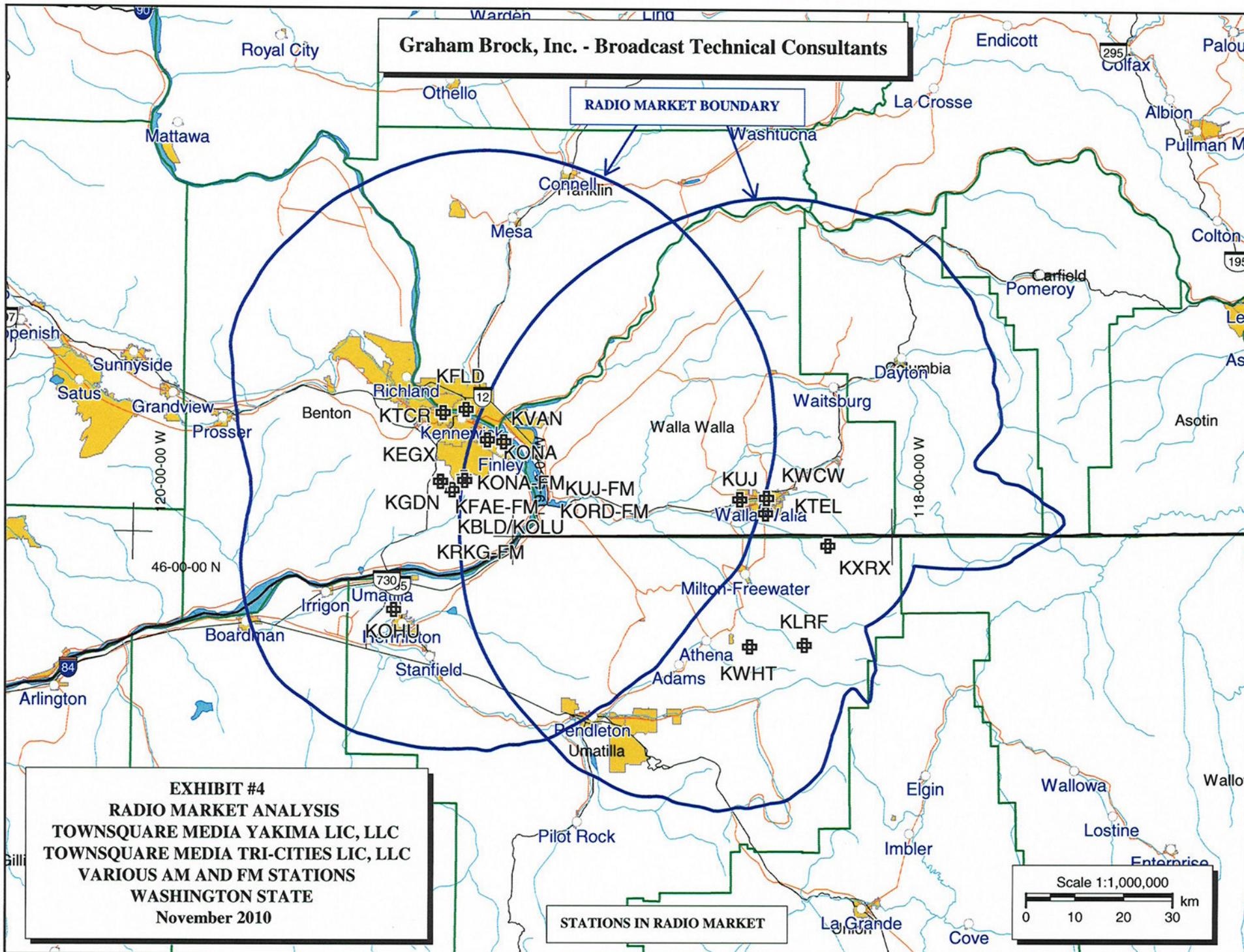
KUJ-FM 3.16 mV/m

KXRX 3.16 mV/m

EXHIBIT #3
RADIO MARKET ANALYSIS
TOWNSQUARE MEDIA YAKIMA LIC, LLC
TOWNSQUARE MEDIA TRI-CITIES LIC, LLC
VARIOUS AM AND FM STATIONS
WASHINGTON STATE
November 2010

CITY GRADE CONTOUR MAP



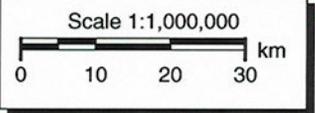


Graham Brock, Inc. - Broadcast Technical Consultants

RADIO MARKET BOUNDARY

EXHIBIT #4
RADIO MARKET ANALYSIS
TOWNSQUARE MEDIA YAKIMA LIC, LLC
TOWNSQUARE MEDIA TRI-CITIES LIC, LLC
VARIOUS AM AND FM STATIONS
WASHINGTON STATE
November 2010

STATIONS IN RADIO MARKET



RADIO MARKET ANALYSIS
TOWNSQUARE MEDIA YAKIMA LICENSE, LLC
TOWNSQUARE MEDIA TRI-CITIES LICENSE, LLC
WASHINGTON STATE
November 2010

EXHIBIT #5

Tabulation of Stations in Radio Market

AM Stations

KONA	610 kHz	Kennewick-Richland, Washington
* KFLD	870 kHz	Pasco, Washington
* KTCR	1340 kHz	Kennewick, Washington
KOHU	1360 kHz	Hermiston, Washington
KUJ	1420 kHz	Walla Walla, Washington
KTEL	1490 kHz	Walla Walla, Washington
KVAN	1560 kHz	Burbank, Washington

Total AM Stations - 7

FM Stations

KLRF	Ch 203C2	Milton-Freewater, Washington
KFAE-FM	Ch 206C	Richland, Washington
KOLU	Ch 211C2	Pasco, Washington
KWCW	Ch 213A	Walla Walla, Washington
KBLD	Ch 219C3	Kennewick, Washington
KRKG-FM	Ch 229A	Pasco, Washington
* KXXR	Ch 246C0	Walla Walla, Washington
* KUJ-FM	Ch 256C1	Burbank, Washington
KGDN	Ch 267C3	Pasco, Washington
* KORD-FM	Ch 274C0	Richland, Washington
KWHT	Ch 278C1	Pendleton, Washington
KONA-FM	Ch 287C	Kennewick, Washington
* KEGX	Ch 293C0	Richland, Washington

Total FM Stations - 13

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 20

* Subject station.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

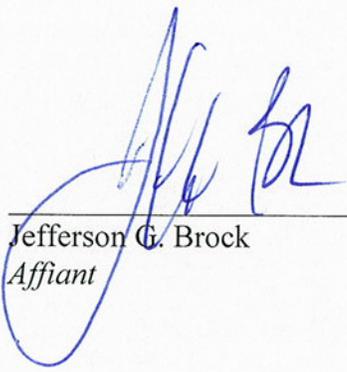
State of Georgia)
St. Simons Island) ss:
County of Glynn)

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 Yakima License, LLC, and Townsquare Media Tri-Cities 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.

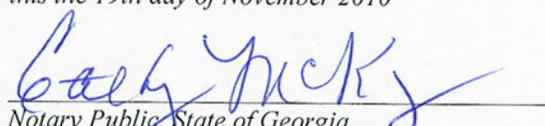
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 19th day of November 2010.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 19th day of November 2010*



Notary Public, State of Georgia
My Commission Expires: March 18, 2011