

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

TECHNICAL STATEMENT

1. This Technical Statement and attached exhibits were prepared on behalf of Cumulus Media Inc. ("CMI") in connection with the proposed transfer of control of Citadel Broadcasting Corporation and its indirect licensee subsidiary Radio License Holding III, LLC ("RLH"). CMI is the licensee of KROC, 1340 kHz; KOLM, 1520 kHz; KROC-FM, Channel 295C0; and KWWK, Channel 243C2, Rochester, Minnesota; KDZZ, Channel 299A, St. Charles, Minnesota; KFIL, 1060 kHz; and KFIL-FM, Channel 276C3, Chatfield, Minnesota; KYBA, Channel 287C2, Stewartville, Minnesota; KVGO, Channel 282C3, Spring Valley, Minnesota; KDCZ, Channel 280A,t Eyota, Minnesota; KDHL, 920 kHz; and KQCL, Channel 240A, Faribault, Minnesota; and KFRO, 1390 kHz, and KRFO-FM, Channel 285A, Owatonna, Minnesota. RLH is the licensee of KQRS-FM, Channel 223C, Golden Valley, Minnesota; KXXR, Channel 229C, Minneapolis, Minnesota; WGVY, Channel 287C3, Cambridge, Minnesota; WGVZ, Channel 289A, Eden Prairie, Minnesota; and WGVX, Channel 286A, Lakeville, Minnesota.

2. KOLM, KROC, KROC-FM, KWWK, KYBA, and KDCZ are each authorized to a community in a metro county in the Rochester, Minnesota Arbitron market. The remaining Cumulus stations are not licensed to a community in any rated market and are not considered

“home” in any market. However, they do have contour overlap with one or more of the metro stations. KQRS-FM, KXXR, WGVY, WGVZ, and WGVX are each authorized to a community in a metro county in the Minneapolis, Minnesota Arbitron market. Some of these stations have contour overlap with several of the non-metro stations. Therefore, this review will verify compliance of commonly owned stations in both rated and non-rated markets.

ROCHESTER, MINNESOTA ARBITRON/BIA MARKET REVIEW

3. As shown on Exhibit #1, there are seventeen AM and FM (commercial and non-commercial) stations listed in the Rochester, Minnesota Arbitron Market (Market #232). Upon consummation of the proposed transaction, CMI would control 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, CMI will be in compliance in the rated Rochester, Minnesota market.

MINNEAPOLIS, MINNESOTA ARBITRON/BIA MARKET REVIEW

4. As shown on Exhibit #2, there are fifty-five AM and FM (commercial and non-commercial) stations listed in the Minneapolis, Minnesota Arbitron Market (Market #16). Upon consummation of the proposed transaction, CMI would control five FM stations in the market. The number of stations indicated falls in the forty-five or more stations tier of §73.3555(a)(1)(i) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, CMI will be in compliance in the rated Minneapolis, Minnesota market.

REVISED CONTOUR OVERLAP REVIEW

5. The city grade contours of all the are shown on Exhibit #3.¹ Based on these facilities and their respective city grade contours, eight distinct radio overlap markets are created. Market #1 consists of AM station KDHL and FM stations WGVX, KQRS-FM, and KXXR. Market #2 consists of AM stations KROC and KOLM and FM stations KDCZ, KDZZ, KWWK, and KROC-FM. Market #3 consists of AM stations KOLM and KFIL and FM stations KROC-FM and KFIL-FM. Market #4 consists of AM stations KFIL and KOLM and FM stations KROC-FM, KVGO, and KYBA. Market #5 consists of AM stations KOLM and KDHL and FM station KWWK. Market #6 consists of AM stations KDHL and KRFO and FM station KWWK. Market #7 consists of AM stations KDHL and KRFO and FM station KRFO-FM. Market #8 consists of AM stations KDHL and KRFO and FM station KQCL.

6. A study, therefore, has been conducted to determine if ownership of these facilities complies with §73.3555 of the Commission's rules. For Market #1, the contours of KXXR/KQRS-FM and KDHL are used for the market boundary. As the city grade contour of KROC-FM is a subject station in Markets #2 through #4, we will use this contour to determine the number of contributing stations which have sites within, or provide city grade service to, the market. To these tabulations, we will then add the relevant subject stations to show compliance in the first four markets. Therefore, the KROC-FM contour establishes the "Radio Market Boundary" for this review. Only those stations with transmitter sites within 92.0 kilometers will be considered as contributors to the market. No other station to be controlled by CMI will be considered, unless it is a subject station in the market under review.

1) AM station KOEL and FM station KKHQ-FM, Oelwein, Iowa are shown on Exhibit #3. They do not have contour overlap with any of the Rochester or Minneapolis, Minnesota area facilities and are, therefore, not considered further in this instant review. These two stations are included in a separate analysis.

7. Exhibit #4 is a depiction of the stations in the KXXR/KQRS-FM/KDHL Radio Market boundary. A total of nine stations are depicted, including the four subject stations. Exhibit #5 is a tabulation of the stations in Radio Market #1. The number of stations depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commissions rules.² Therefore, CMI will be in compliance in the non-rated Market #1.

8. Exhibit #6 is a depiction of the non-subject contributing stations within, or providing service to, the KROC-FM Radio Market boundary. A total of eleven stations are depicted. Exhibit #7 is a tabulation of the stations in the Radio Market #2 (KROC/KOLM/KLCX/KWWK/KROC-FM), which totals seventeen stations, including the six subject stations. 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.³ At the fifteen to twenty-nine stations level, common ownership or control of up to six stations, with no more than four in the same service is permissible. Therefore, CMI will be in compliance in non-rated Market #2.

9. Exhibit #8 is a tabulation of the stations in the Radio Market #3 (KOLM/KFIL/KROC-FM/KFIL-FM), which totals fifteen, including the four subject stations. 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.⁴ At the fifteen to twenty-nine stations level, common ownership or control of up to six stations, with no more than four in the same service is permissible. Therefore, CMI will be in compliance in non-rated Market #3.

2) There are additional stations, but they were not considered since there was a sufficient number to show compliance based on the number of stations to be commonly held.

3) See Footnote #2, *supra*.

4) See Footnote #2, *supra*.

10. Exhibit #9 is a tabulation of the stations in the Radio Market #4 (KFIL/KOLM/KROC-FM/KVGO/KYBA), which totals sixteen, including the five subject stations. 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.⁵ At the fifteen to twenty-nine stations level, common ownership or control of up to six stations, with no more than four in the same service is permissible. Therefore, CMI will be in compliance in non-rated Market #4.

11. As the city grade contour of AM station KDHL is a subject station in Markets #5 through #8, we will determine the number of contributing stations that have sites within, or provide city grade service to, the KDHL contour. To this list, we will then add the relevant subject stations to show compliance in Markets #5 through #8. Therefore, the KDHL contour establishes the "Radio Market Boundary" for this review. Only those stations with transmitter sites within 92.0 kilometers will be considered as contributors to the market. No other station to be controlled by CMI will be considered, unless it is a subject station in the market under review.

12. Exhibit #10 is a depiction of the non-subject contributing stations within, or providing service to, the KDHL Radio Market boundary. A total of five stations are depicted. Exhibit #11 is a tabulation of the stations in the Radio Market #5 (KOLM/KDHL/KWWK), which totals eight stations, including the three subject stations. The number of stations depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules.⁶ At the fourteen or fewer stations level, common ownership or control of up to five stations, with no

5) See Footnote #2, *supra*.

6) See Footnote #2, *supra*.

more than three in the same service is permissible, provided the number of stations to be held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in non-rated Market #5.

13. Exhibit #12 is a tabulation of the stations in the Radio Market #6 (KDHL/KRFO/KWWK), which totals eight stations, including the three subject stations. The number of stations depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules.⁷ At the fourteen or fewer stations level, common ownership or control of up to five stations, with no more than three in the same service is permissible, provided the number of stations to be held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in non-rated Market #6.

14. Exhibit #13 is a tabulation of the stations in the Radio Market #7 (KDHL/KRFO/KRFO-FM), which totals eight stations, including the three subject stations. The number of stations depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules.⁸ At the fourteen or fewer stations level, common ownership or control of up to five stations, with no more than three in the same service is permissible, provided the number of stations to be held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in non-rated Market #7.

15. Exhibit #14 is a tabulation of the stations in the Radio Market #8 (KDHL/KRFO/KQCL), which totals eight stations, including the three subject stations. The number of stations

7) See Footnote #2, *supra*.

8) See Footnote #2, *supra*.

depicted falls in the fourteen or fewer stations tier of §73.3555(a)(1)(iv) of the Commission's rules.⁹ At the fourteen or fewer stations level, common ownership or control of up to five stations, with no more than three in the same service is permissible, provided the number of stations to be held does not exceed 50% of the stations in the market. Therefore, CMI will be in compliance in non-rated Market #8.

16. Based the compliance shown in both rated and non-rated markets, the proposed transfer of control is in compliance with the Commission's multiple ownership rules, with regard to the above referenced stations.

17. The foregoing technical statement was prepared on behalf of Cumulus Media Inc. 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. 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. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.

9) See Footnote #2, *supra*.



FCC Geographic Market Definition for Rochester, MN

Call Letters	AM/FM	Type	Freq	Station	Format	Home Market	Market		City & State of License	County of License
							Designtn	Home Mkt Rank		
							Date			
KDCZ	FM	C	103.9	C	Clsc Hits	Rochester, MN	03/31/2008	232	Cumulus Broadcasting Inc	Eyota, MN
KFSI	FM	C	92.9	C	ChrsContem	Rochester, MN	07/02/2003	232	Faith Sound Incorporated	Rochester, MN
KLCH	FM	C	94.9	C	70s Oldies	Rochester, MN	07/02/2003	232	Quarnstrom, Alan	Lake City, MN
KLSE	FM	NC	91.7	NC	Clsc/News	Rochester, MN	07/02/2003	232	Minnesota Public Radio	Rochester, MN
KMFX	AM	C	1190	C	DARK	Rochester, MN	07/02/2003	232	p Minority Media and Telecommunications Council	Wabasha
KMFX	FM	C	102.5	C	Country	Rochester, MN	07/02/2003	232	Clear Channel Communications Inc	Wabasha
KMSE	FM	NC	88.7	NC	AAA	Rochester, MN	07/02/2003	232	Minnesota Public Radio	Olmsted
KNXR	FM	C	97.5	C	Adlt Strnd	Rochester, MN	07/02/2003	232	United Audio Corp	Olmsted
KOLM	AM	C	1520	C	Sports	Rochester, MN	07/02/2003	232	Cumulus Broadcasting Inc	Olmsted
KRCH	FM	C	101.7	C	Clsc Rock	Rochester, MN	07/02/2003	232	Clear Channel Communications Inc	Olmsted
KROC	AM	C	1340	C	News/Talk	Rochester, MN	07/02/2003	232	Cumulus Broadcasting Inc	Olmsted
KROC	FM	C	106.9	C	Top 40	Rochester, MN	07/02/2003	232	Cumulus Broadcasting Inc	Olmsted
KRPR	FM	NC	89.9	NC	Clsc Rock	Rochester, MN	07/02/2003	232	Rochester Public Radio	Olmsted
KWEB	AM	C	1270	C	Sports	Rochester, MN	07/02/2003	232	Clear Channel Communications Inc	Olmsted
KWWK	FM	C	96.5	C	Country	Rochester, MN	07/02/2003	232	Cumulus Broadcasting Inc	Olmsted
KYBA	FM	C	105.3	C	Soft AC	Rochester, MN	07/02/2003	232	Cumulus Broadcasting Inc	Olmsted
KZSE	FM	NC	90.7	NC	Nws/Tlk/Inf	Rochester, MN	07/02/2003	232	Minnesota Public Radio	Olmsted

Number of Stations in Geographic Market 17

Previous Stations in Geographic Market

KOAQ	AM	970	C	Country	02/16/2005	0	Hometown Broadcasting Inc (MN)	Austin, MN	Mower
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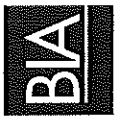
"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

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EXHIBIT #1



FCC Geographic Market Definition for Minneapolis-St. Paul, MN

Call Letters	AM/FM	Freq	Type	Station	Format	Home Market	Market		Owner	City & State of License	County of License
							Designthn	Home Mkt Rank			
KBEM	FM	88.5	NC	Jazz		Minneapolis-St. Paul, MN	07/02/2003	16	Board of Education, SSD No. 1	Minneapolis, MN	Hennepin
KDIZ	AM	1440	C	Family Hits		Minneapolis-St. Paul, MN	07/02/2003	16	ABC/Disney	Golden Valley, MN	Hennepin
KDWA	AM	1450	C	Nws/Spt/Tlk		Minneapolis-St. Paul, MN	07/02/2003	16	K & M Broadcasting Inc	Hastings, MN	Dakota
KDWB	FM	101.3	C	CHR		Minneapolis-St. Paul, MN	07/02/2003	16	Clear Channel Communications Inc	Richfield, MN	Hennepin
KDXL	FM	106.5	NC	Public		Minneapolis-St. Paul, MN	07/02/2003	16	Independent School District 283	St. Louis Park, MN	Hennepin
KEEY	FM	102.1	C	Country		Minneapolis-St. Paul, MN	07/02/2003	16	Clear Channel Communications Inc	St. Paul, MN	Ramsey
KFAI	FM	90.3	NC	Eclectic		Minneapolis-St. Paul, MN	07/02/2003	16	Fresh Air Inc	Minneapolis, MN	Hennepin
KFAN	AM	1130	C	Spts/Talk		Minneapolis-St. Paul, MN	07/02/2003	16	Clear Channel Communications Inc	Minneapolis, MN	Hennepin
KFXN	AM	690	C	Spts/Talk		Minneapolis-St. Paul, MN	07/02/2003	16	p Minority Media and Telecommunications Council	Minneapolis, MN	Hennepin
KHTC	FM	96.3	C	CHR		Minneapolis-St. Paul, MN	07/02/2003	16	Northern Lights Broadcasting LLC	Edina, MN	Hennepin
KKMS	AM	980	C	Chrst/Talk		Minneapolis-St. Paul, MN	07/02/2003	16	Salem Communications Corporation	Richfield, MN	Hennepin
KLBB	AM	1220	C	Adlt Strdnd		Minneapolis-St. Paul, MN	07/02/2003	16	Endurance Broadcasting LLC	Stillwater, MN	Washington
KLCI	FM	106.1	C	Country		Minneapolis-St. Paul, MN	07/02/2003	16	Milestone Radio, LLC	Elk River, MN	Sherburne
KMKL	FM	90.3	NC	ChrsContem		Minneapolis-St. Paul, MN	07/02/2003	16	Educational Media Foundation	North Branch, MN	Chicago
KMNQ	AM	1470	C	Mexican		Minneapolis-St. Paul, MN	07/02/2003	16	Davidson Media Group LLC	Brooklyn Park, MN	Hennepin
KMNV	AM	1400	C	Mexican		Minneapolis-St. Paul, MN	07/02/2003	16	Davidson Media Group LLC	St. Paul, MN	Ramsey
KMOJ	FM	89.9	NC	Urban CHR		Minneapolis-St. Paul, MN	07/02/2003	16	Center for Communication & Development	Minneapolis, MN	Hennepin
KNOF	FM	95.3	C	Gospel		Minneapolis-St. Paul, MN	07/02/2003	16	Selby Gospel Broadcasting	St. Paul, MN	Ramsey
KNOW	FM	91.1	NC	Nws/Tlk/Inf		Minneapolis-St. Paul, MN	07/02/2003	16	Minnesota Public Radio	Minneapolis-St. Paul, MN	Hennepin
KPNP	AM	1600	C	Ethnic		Minneapolis-St. Paul, MN	07/02/2003	16	Self Retire Inc	Watertown, MN	Carver
KQQL	FM	107.9	C	Cisc Hits		Minneapolis-St. Paul, MN	07/02/2003	16	Clear Channel Communications Inc	Anoka, MN	Anoka
KQRS	FM	92.5	C	Cisc Rock		Minneapolis-St. Paul, MN	07/02/2003	16	Citadel/ABC	Golden Valley, MN	Hennepin
KQSP	AM	1530	C	Tropical		Minneapolis-St. Paul, MN	10/29/2004	16	Broadcast One Inc	Shakopee, MN	Scott
KRWC	AM	1360	C	News/Info		Minneapolis-St. Paul, MN	07/02/2003	16	Donnell Incorporated	Buffalo, MN	Wright
KSJN	FM	99.5	NC	Classical		Minneapolis-St. Paul, MN	07/02/2003	16	Minnesota Public Radio	Minneapolis, MN	Hennepin
KSTP	AM	1500	C	Sports		Minneapolis-St. Paul, MN	07/02/2003	16	Hubbard Broadcasting Inc	St. Paul, MN	Ramsey
KSTP	FM	94.5	C	AC		Minneapolis-St. Paul, MN	07/02/2003	16	Hubbard Broadcasting Inc	St. Paul, MN	Ramsey
KTCZ	FM	97.1	C	AAA		Minneapolis-St. Paul, MN	07/02/2003	16	Clear Channel Communications Inc	Minneapolis, MN	Hennepin
KTIS	AM	900	NC	Talk		Minneapolis-St. Paul, MN	07/02/2003	16	Northwestern College	Minneapolis, MN	Hennepin
KTIS	FM	98.5	NC	ChrsContem		Minneapolis-St. Paul, MN	07/02/2003	16	Northwestern College	Minneapolis, MN	Hennepin
KTLK	FM	100.3	C	News/Talk		Minneapolis-St. Paul, MN	07/02/2003	16	Clear Channel Communications Inc	Minneapolis, MN	Hennepin
KTMV	FM	107.1	C	Talk		Minneapolis-St. Paul, MN	07/02/2003	16	Hubbard Broadcasting Inc	Coon Rapids, MN	Anoka
KTNF	AM	950	C	News/Talk		Minneapolis-St. Paul, MN	07/02/2003	16	JR Broadcasting LLC	St. Louis Park, MN	Hennepin

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

"p" indicates pending sale to owner listed



FCC Geographic Market Definition for Minneapolis-St. Paul, MN

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market		Owner	City & State of License	County of License
						Designthn Date	Home Mkt Rank			
KUOM	AM	770	NC	Alternative	Minneapolis-St. Paul, MN	07/02/2003	16	University of Minnesota	Minneapolis, MN	Hennepin
KUOM	FM	106.5	NC	Alternative	Minneapolis-St. Paul, MN	10/22/2003	16	University of Minnesota	St. Louis Park, MN	Hennepin
KXXR	FM	93.7	C	Rock	Minneapolis-St. Paul, MN	07/02/2003	16	Citadel/ABC	Minneapolis, MN	Hennepin
KYCR	AM	1570	C	BusNw/Talk	Minneapolis-St. Paul, MN	07/02/2003	16	Salem Communications Corporation	Golden Valley, MN	Hennepin
KZJK	FM	104.1	C	Jack	Minneapolis-St. Paul, MN	07/02/2003	16	CBS Radio	St. Louis Park, MN	Hennepin
WCCO	AM	830	C	News	Minneapolis-St. Paul, MN	07/02/2003	16	CBS Radio	Minneapolis, MN	Hennepin
WCTS	AM	1030	NC	Religion	Minneapolis-St. Paul, MN	07/02/2003	16	Central Baptist Seminary	Maplewood, MN	Ramsey
WDGY	AM	740	C	Oldies	Minneapolis-St. Paul, MN	07/02/2003	16	Borgen, Gregory	Hudson, WI	St Croix
WDMO	FM	95.9	C	DARK	Minneapolis-St. Paul, MN	02/26/2009	16	Zoe Communications Inc	Durand, WI	Pepin
WEVR	AM	1550	C	Soft AC	Minneapolis-St. Paul, MN	07/02/2003	16	Hanten Broadcasting Co Inc	River Falls, WI	Pierce
WEVR	FM	106.3	C	Soft AC	Minneapolis-St. Paul, MN	07/02/2003	16	Hanten Broadcasting Co Inc	River Falls, WI	Pierce
WGVX	FM	105.1	C	Oldies/StrAC	Minneapolis-St. Paul, MN	07/02/2003	16	Citadel/ABC	Lakeville, MN	Dakota
WGVY	FM	105.3	C	Oldies/StrAC	Minneapolis-St. Paul, MN	07/02/2003	16	Citadel/ABC	Cambridge, MN	Isanti
WGVZ	FM	105.7	C	Oldies/StrAC	Minneapolis-St. Paul, MN	07/02/2003	16	Citadel/ABC	Eden Prairie, MN	Hennepin
WIXK	AM	1590	C	Country	Minneapolis-St. Paul, MN	07/02/2003	16	Hubbard Broadcasting Inc	New Richmond, WI	St Croix
WLKX	FM	95.9	C	Chrst/Talk	Minneapolis-St. Paul, MN	07/02/2003	16	HomeNet Incorporated	Forest Lake, MN	Washington
WLOL	AM	1390	C	Religion	Minneapolis-St. Paul, MN	07/02/2003	16	Starboard Media Foundation Inc D/B/A Relevant	Minneapolis, MN	Hennepin
WLTE	FM	102.9	C	AC	Minneapolis-St. Paul, MN	07/02/2003	16	CBS Radio	Minneapolis, MN	Hennepin
WMCN	FM	91.7	NC	Variety	Minneapolis-St. Paul, MN	07/02/2003	16	Macalester College	St. Paul, MN	Ramsey
WREY	AM	630	C	Mexican	Minneapolis-St. Paul, MN	07/02/2003	16	Borgen, Gregory	St. Paul, MN	Ramsey
WRFW	FM	88.7	NC	Talk	Minneapolis-St. Paul, MN	07/02/2003	16	University of Wisconsin	River Falls, WI	Pierce
WWTC	AM	1290	C	News/Talk	Minneapolis-St. Paul, MN	07/02/2003	16	Salem Communications Corporation	Minneapolis, MN	Hennepin

Number of Stations in Geographic Market 55

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

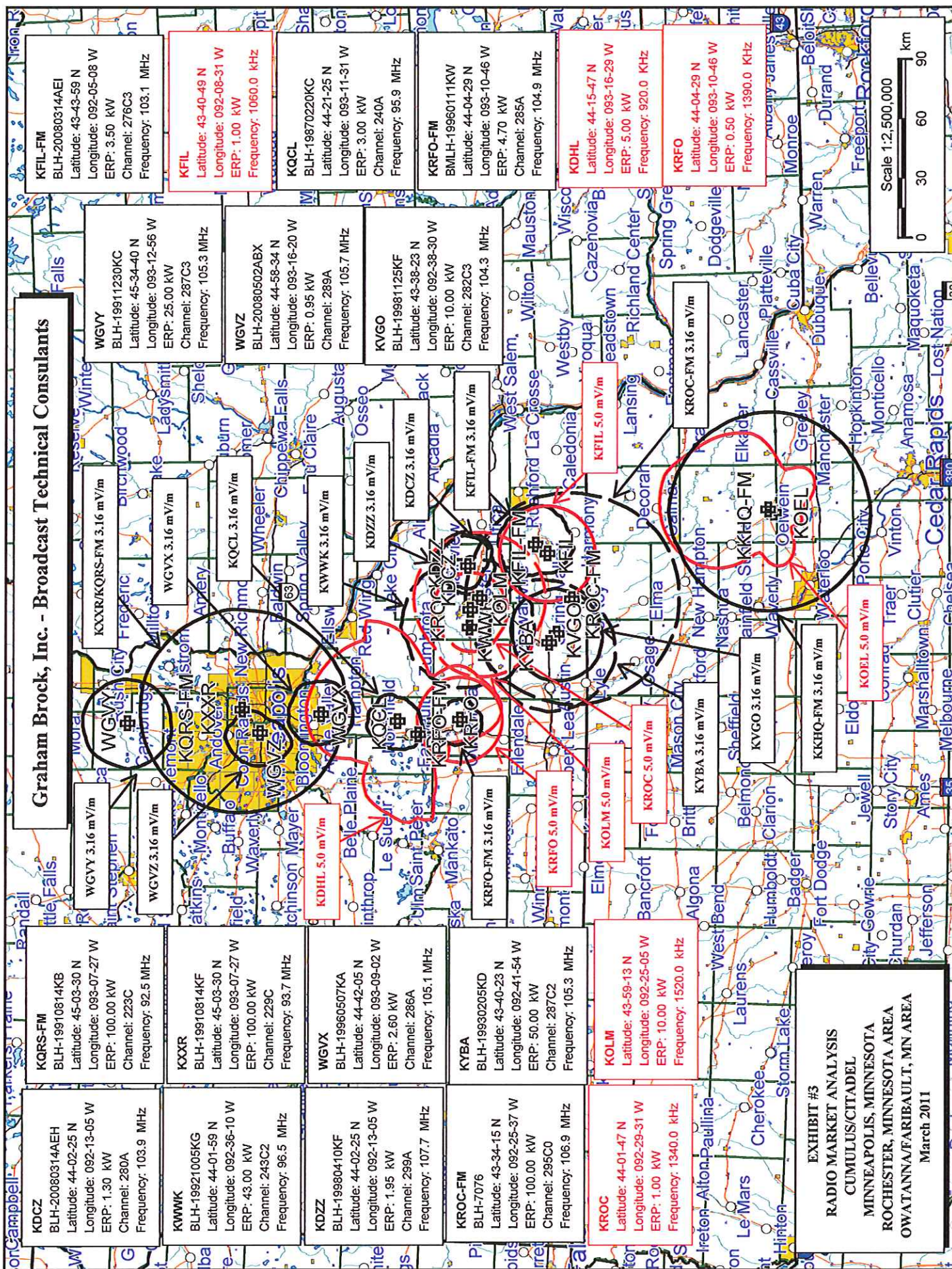
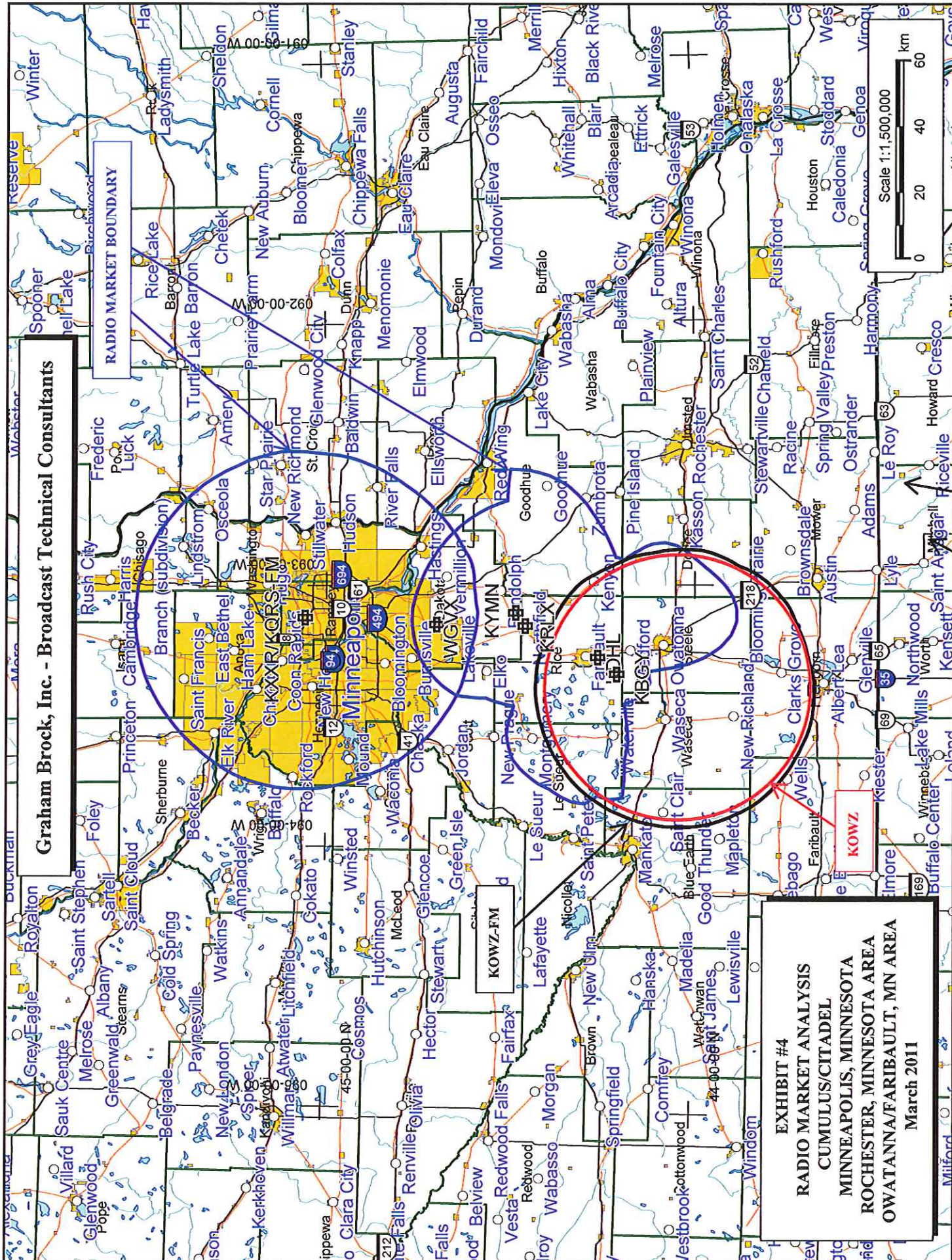


EXHIBIT #3
RADIO MARKET ANALYSIS
CUMULUS/CITADEL
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MN AREA
March 2011



Graham Brock, Inc. - Broadcast Technical Consultants

RADIO MARKET BOUNDARY

Scale 1:1,500,000

0 20 40 60 km

EXHIBIT #4
RADIO MARKET ANALYSIS
CUMULUS/CITADEL
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARBULT, MN AREA
March 2011

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

EXHIBIT # 5

Tabulation of Stations in Radio Market # 1

AM Stations

* KDHL	920 kHz	Faribault, Minnesota
KYMN	1080 kHz	Northfield, Minnesota
+ KOWZ	1170 kHz	Waseca, Minnesota

Total AM Stations - 3

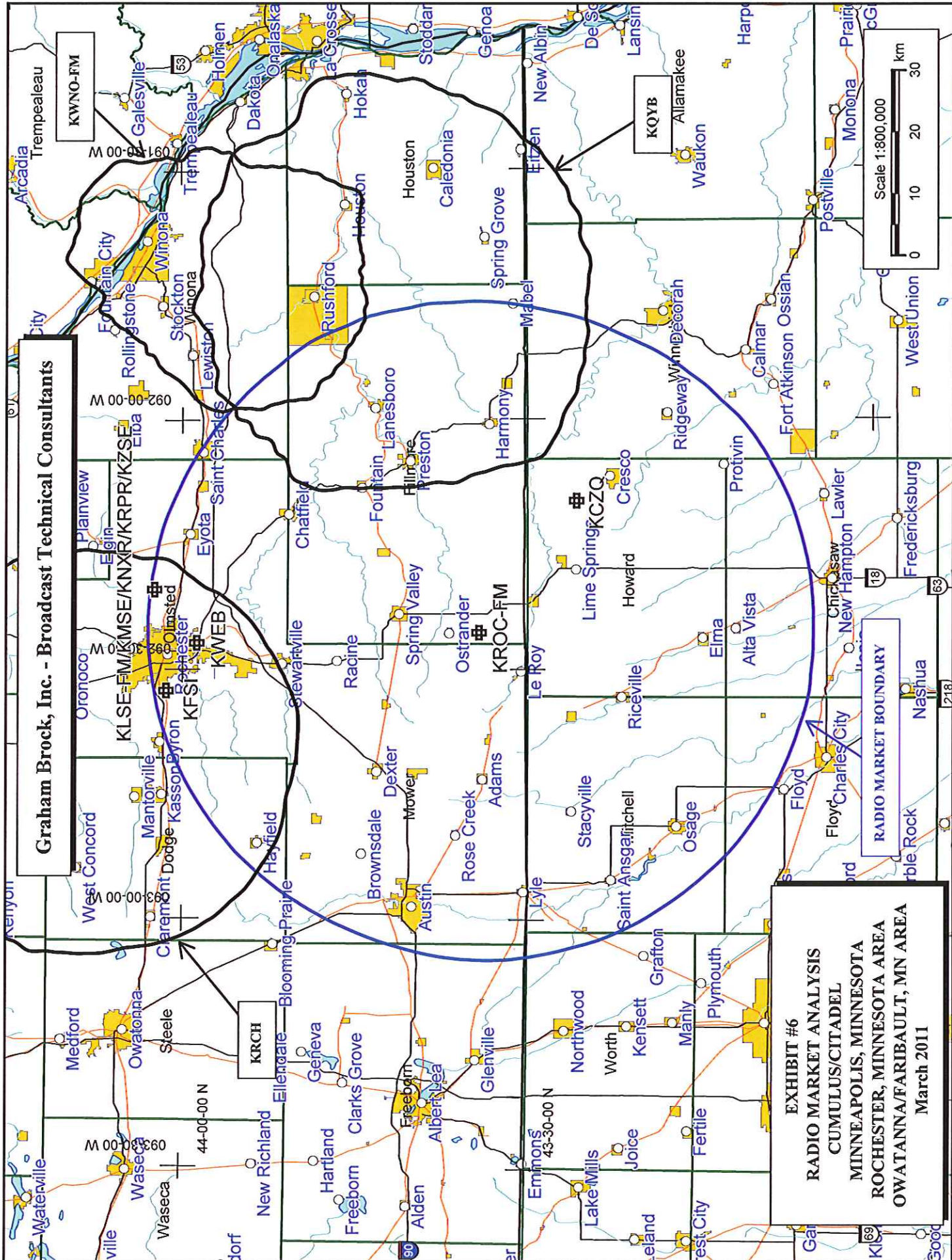
FM Stations

KRLX	Ch 201A	Northfield, Minnesota
* KQRS-FM	Ch 223C	Golden Valley, Minnesota
* KXXR	Ch 229C	Minneapolis, Minnesota
+ KOWZ-FM	Ch 265C1	Blooming Prairie, Minnesota
* WGVX	Ch 286A	Lakeville, Minnesota
KBGY	Ch 298C2	Faribault, Minnesota

Total FM Stations - 6

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 9

- * Subject station.
- + Provides city grade coverage to radio market.



Graham Brock, Inc. - Broadcast Technical Consultants

EXHIBIT #6
RADIO MARKET ANALYSIS
CUMULUS/CITADEL
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MN AREA
March 2011

Scale 1:800,000



RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

EXHIBIT # 7

Tabulation of Stations in Radio Market #2

AM Stations

	KWEB	1270 kHz	Rochester, Minnesota
*	KROC	1340 kHz	Rochester, Minnesota
*	KOLM	1520 kHz	Rochester, Minnesota

Total AM Stations - 3

FM Stations

	KMSE	Ch 204A	Rochester, Minnesota
	KRPR	Ch 210C3	Rochester, Minnesota
	KZSE	Ch 214C3	Rochester, Minnesota
	KLSE-FM	Ch 219C1	Rochester, Minnesota
	KFSI	Ch 225A	Rochester, Minnesota
*	KWWK	Ch 243C2	Rochester, Minnesota
	KNXR	Ch 248C	Rochester, Minnesota
+	KQYB	Ch 252C2	Spring Grove, Minnesota
+	KWNO-FM	Ch 257C3	Rushford, Minnesota
	KRCH	Ch 269C2	Rochester, Minnesota
	KCZQ	Ch 272A	Cresco, Iowa
*	KDCZ	Ch 280A	Eyota, Minnesota
*	KROC-FM	Ch 295C0	Rochester, Minnesota
*	KDZZ	Ch 299A	St. Charles, Minnesota

Total FM Stations - 14

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 17

- * Subject station.
- + Provides city grade coverage to radio market.

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

EXHIBIT # 8

Tabulation of Stations in Radio Market #3

AM Stations

* KFIL	1060 kHz	Preston, Minnesota
KWEB	1270 kHz	Rochester, Minnesota
* KOLM	1520 kHz	Rochester, Minnesota

Total AM Stations - 3

FM Stations

KMSE	Ch 204A	Rochester, Minnesota
KRPR	Ch 210C3	Rochester, Minnesota
KZSE	Ch 214C3	Rochester, Minnesota
KLSE-FM	Ch 219C1	Rochester, Minnesota
KFSI	Ch 225A	Rochester, Minnesota
KNXR	Ch 248C	Rochester, Minnesota
+ KQYB	Ch 252C2	Spring Grove, Minnesota
+ KWNO-FM	Ch 257C3	Rushford, Minnesota
KRCH	Ch 269C2	Rochester, Minnesota
KCZQ	Ch 272A	Cresco, Iowa
* KFIL-FM	Ch 276C3	Chatfield, Minnesota
* KROC-FM	Ch 295C0	Rochester, Minnesota

Total FM Stations - 12

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 15

- * Subject station.
- + Provides city grade coverage to radio market.

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

EXHIBIT # 9

Tabulation of Stations in Radio Market #4

AM Stations

* KFIL	1060 kHz	Preston, Minnesota
KWEB	1270 kHz	Rochester, Minnesota
* KOLM	1520 kHz	Rochester, Minnesota

Total AM Stations - 3

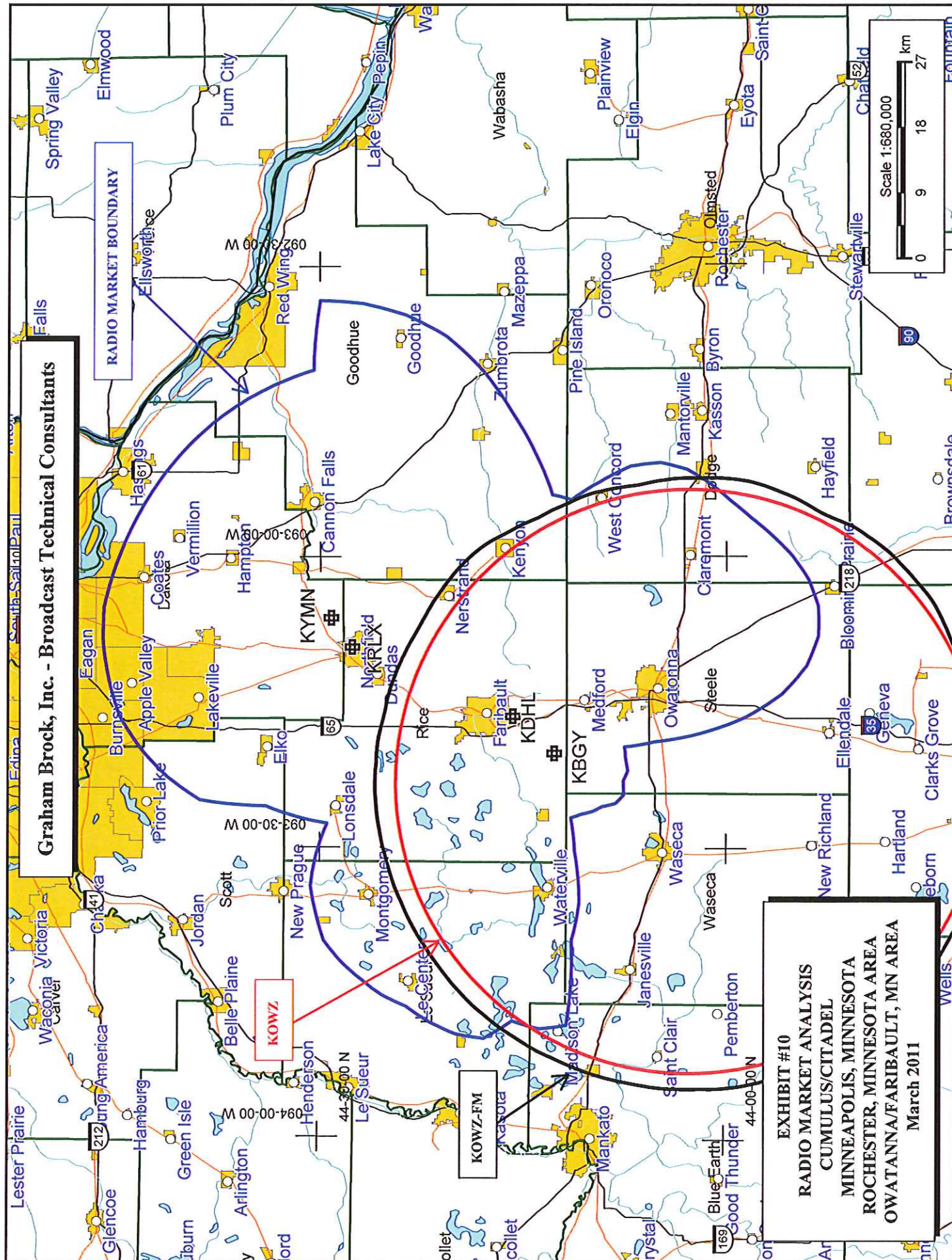
FM Stations

KMSE	Ch 204A	Rochester, Minnesota
KRPR	Ch 210C3	Rochester, Minnesota
KZSE	Ch 214C3	Rochester, Minnesota
KLSE-FM	Ch 219C1	Rochester, Minnesota
KFSI	Ch 225A	Rochester, Minnesota
KNXR	Ch 248C	Rochester, Minnesota
+ KQYB	Ch 252C2	Spring Grove, Minnesota
+ KWNO-FM	Ch 257C3	Rushford, Minnesota
KRCH	Ch 269C2	Rochester, Minnesota
KCZQ	Ch 272A	Cresco, Iowa
* KVGO	Ch 282C3	Spring Valley, Minnesota
* KYBA	Ch 287C2	Stewartville, Minnesota
* KROC-FM	Ch 295C0	Rochester, Minnesota

Total FM Stations - 13

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 16

- * Subject station.
- + Provides city grade coverage to radio market.



Graham Brock, Inc. - Broadcast Technical Consultants

RADIO MARKET BOUNDARY

Scale 1:680,000



EXHIBIT #10
RADIO MARKET ANALYSIS
CUMULUS/CITADEL
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MN AREA
March 2011

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

EXHIBIT # 11

Tabulation of Stations in Radio Market #5

AM Stations

* KDHL	920 kHz	Faribault, Minnesota
KYMN	1080 kHz	Northfield, Minnesota
+ KOWZ	1170 kHz	Waseca, Minnesota
* KOLM	1520 kHz	Rochester, Minnesota

Total AM Stations - 4

FM Stations

KRLX	Ch 201A	Northfield, Minnesota
* KWWK	Ch 243C2	Rochester, Minnesota
+ KOWZ-FM	Ch 265C1	Blooming Prairie, Minnesota
KBGY	Ch 298C2	Faribault, Minnesota

Total FM Stations - 4

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 8

- * Subject station.
- + Provides city grade coverage to radio market.

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

EXHIBIT # 12

Tabulation of Stations in Radio Market #6

AM Stations

* KDHL	920 kHz	Faribault, Minnesota
KYMN	1080 kHz	Northfield, Minnesota
+ KOWZ	1170 kHz	Waseca, Minnesota
* KRFO	1390 kHz	Owatonna, Minnesota

Total AM Stations - 4

FM Stations

KRLX	Ch 201A	Northfield, Minnesota
* KWWK	Ch 243C2	Rochester, Minnesota
+ KOWZ-FM	Ch 265C1	Blooming Prairie, Minnesota
KBGY	Ch 298C2	Faribault, Minnesota

Total FM Stations - 4

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 8

- * Subject station.
- + Provides city grade coverage to radio market.

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

EXHIBIT # 13

Tabulation of Stations in Radio Market #7

AM Stations

* KDHL	920 kHz	Faribault, Minnesota
KYMN	1080 kHz	Northfield, Minnesota
+ KOWZ	1170 kHz	Waseca, Minnesota
* KRFO	1390 kHz	Owatonna, Minnesota

Total AM Stations - 4

FM Stations

KRLX	Ch 201A	Northfield, Minnesota
+ KOWZ-FM	Ch 265C1	Blooming Prairie, Minnesota
* KRFO-FM	Ch 285A	Owatonna, Minnesota
KBGY	Ch 298C2	Faribault, Minnesota

Total FM Stations - 4

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 8

- * Subject station.
- + Provides city grade coverage to radio market.

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
RADIO LICENSE HOLDING III, LLC
MINNEAPOLIS, MINNESOTA
ROCHESTER, MINNESOTA AREA
OWATONNA/FARIBAULT, MINNESOTA
March 2011

EXHIBIT # 14

Tabulation of Stations in Radio Market #8

AM Stations

* KDHL	920 kHz	Faribault, Minnesota
KYMN	1080 kHz	Northfield, Minnesota
+ KOWZ	1170 kHz	Waseca, Minnesota
* KRFO	1390 kHz	Owatonna, Minnesota

Total AM Stations - 4

FM Stations

KRLX	Ch 201A	Northfield, Minnesota
* KQCL	Ch 240A	Faribault, Minnesota
+ KOWZ-FM	Ch 265C1	Blooming Prairie, Minnesota
KBGY	Ch 298C2	Faribault, Minnesota

Total FM Stations - 4

GRAND TOTAL OF STATIONS CONSIDERED IN STUDY - 8

- * Subject station.
- + Provides city grade coverage to radio market.

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

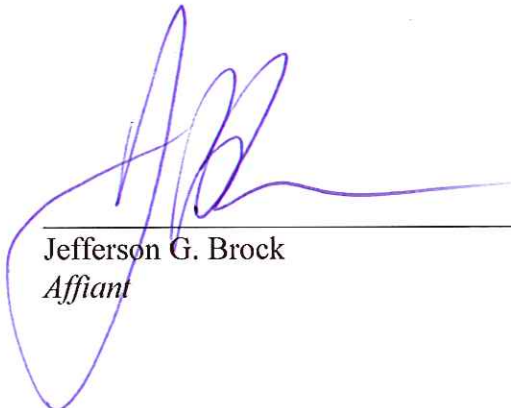
State of Georgia)
St. Simons Island) ss:
County of Glynn)

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 Media Inc. 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.

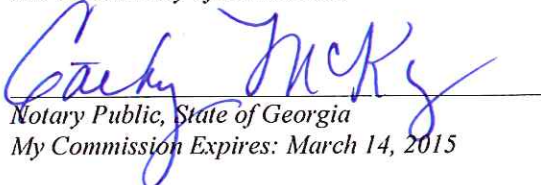
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 28th day of March 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 28th day of March 2011*



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