Exhibit 15
FCC Form 314
KEAR(FM), San Francisco, CA
April 2005

MULTIPLE OWNERSHIP SHOWING

With this application, Infinity Radio Inc. ("Infinity") proposes to acquire radio station KEAR(FM) (Facility ID No. 20897), San Francisco, California ("KEAR"). Infinity's acquisition of KEAR implicates two of the Commission's multiple ownership rules: (1) the local radio multiple ownership rule and (2) the radio-television cross-ownership rule. As demonstrated below, following Infinity's intended sale of a radio station in the FM service in the San Francisco Metro and radio station KFRC(AM), Infinity's acquisition of KEAR will fully comply with both the local radio multiple ownership rule and the radio-television cross-ownership rule.

I. Compliance With The Local Radio Ownership Rule

The Commission's local radio multiple ownership rule provides that in markets with 45 or more full-power, commercial and non-commercial radio stations, one party may have a cognizable interest in licenses for up to eight commercial radio stations, not more than five of which are in the same service (AM or FM). 47 C.F.R. § 73.3555(a)(1)(i). The Commission defines the relevant market to be Arbitron Metros where Arbitron market definitions exist. *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*, 18 FCC Rcd 13620, 13712-13 (2003) ("*Ownership Report and Order*").

For the purposes of the local radio ownership rule, KEAR, which is licensed to San Francisco, is deemed to be a part of the San Francisco Arbitron Metro. As

demonstrated in the attached "FCC Geographic Market Definition for San Francisco, CA," which was compiled on April 13, 2005 using BIA Research, Inc.'s *Media Access Pro* database, there are 105 full-power, commercial and non-commercial radio stations licensed to communities within the San Francisco Metro or which Arbitron designates as "home" to the San Francisco Metro. *See* Attachment A, Table 1. Accordingly, Infinity may have a cognizable interest in eight commercial radio stations (with five in the same service) in the San Francisco market.

Infinity either directly or indirectly through affiliate companies has a cognizable interest in the following eight radio stations in the San Francisco Arbitron Metro, five in the FM service and three in the AM service. *See* Attachment A, Table 1.

Call Sign	Facility ID	City of License
KCBS(AM)	9637	San Francisco, CA
KLLC(FM)	9624	San Francisco, CA
KFRC(AM)	1082	San Francisco, CA
KFRC-FM	1084	San Francisco, CA
KYCY(AM)	25458	San Francisco, CA
KITS-FM	18510	San Francisco, CA
KBAY(FM)	35401	Gilroy, CA
KEZR(FM)	1176	San Jose, CA

With the acquisition of KEAR, Infinity will be one FM station over the limit prescribed by the local radio ownership rule and thus required to divest one FM radio station in order to come into compliance with that rule. Infinity intends to sell one of the radio stations that it currently controls in the FM service in the San Francisco Arbitron Metro and therefore will accept a condition on the grant of this application that prohibits the closing on the acquisition of KEAR until Infinity has closed or is simultaneously closing

on the sale of the FM station. After the divestiture of the FM station and the subsequent acquisition of KEAR, Infinity will be in full compliance with the local radio ownership rule.[1]

II. Compliance With The Radio-Television Cross-Ownership Rule

Infinity's acquisition of KEAR fully complies with the cross-media limits, 47 C.F.R. § 73.3555(c), adopted by the Commission following the repeal of the radio-television cross-ownership rule. *See Ownership Report and Order*, 18 FCC Rcd at 13747. The Third Circuit's stay of the effective date of the FCC's multiple ownership rules imposed in 2003 remains in effect, however, as to the repeal of the radio-television cross-ownership rule. *See Prometheus Radio Project v. FCC,* No. 03-3388 (3d Cir. Sept. 3, 2003); 373 F.3d 372, 435 (3d Cir. 2003) (remanding portions of the Commission's modified multiple ownership rules and ordering that the stay continue pending review of the Commission's action on remand). *See also Prometheus Radio Project v. FCC*, No. 03-3388 (3d Cir. Oct. 21, 2004) (denying motion to lift stay of the radio-television cross-ownership rule). Infinity thus remains subject to the radio-television cross-ownership rule.

The radio-television cross-ownership rule is triggered when either (a) the Grade A contour of a television station encompasses the community of license of a commonly owned radio station, or (b) when the 1 mV/m contour of an FM station or the 2 mV/m contour of an AM station encompasses the community of license of a commonly owned

[1] As described below, Infinity's affiliate has entered into an agreement to sell KFRC(AM). Following consummation of the sale of KFRC(AM), the number of stations controlled by Infinity and its affiliates in the San Francisco-San Jose Metro will be reduced by one AM station.

television station. Infinity's acquisition of KEAR triggers the rule because the 1 mV/m contour of KEAR entirely encompasses the city of San Francisco, the community of license of two television stations controlled by Infinity's parent, Viacom Inc.: KPIX-TV, San Francisco, California and KBHK-TV, San Francisco, California. The rule is independently triggered because the predicted Grade A contours of the KPIX-TV and KBHK-TV entirely encompass the city of San Francisco, the community of license of KEAR. *See* Attachment B, Map Showing Contours of KPIX-TV, KBHK-TV, KEZR(FM) and KBAY(FM).

Under the radio-television cross-ownership rule, an entity may control two commercial television stations (to the extent permitted by the local television multiple ownership rule) and six commercial radio stations in a market if at least 20 independently owned and operated media voices will remain in the market post-merger. 47 C.F.R. § 73.3555(c) (2002). Following consummation of the KEAR acquisition, there will be at least 70 independently owned and operated media voices in the San Francisco market.[2] *See* Attachment A, Tables 2, 3 and 4. Accordingly, Infinity and its parent, Viacom Inc., may control two commercial television and six commercial radio stations in the San Francisco market consistent the radio-television cross-ownership rule.

[2] No effort has been made to identify all independently owned and operated media voices in the San Francisco Metro, and the applicant hereby reserves the right to supplement this showing with additional independent voices if necessary.

Viacom Inc. controls through subsidiaries the licenses for the following six radio stations in the San Francisco market:[3]

Call Sign	Facility ID	City of License
KCBS(AM)	9637	San Francisco, CA
KLLC(FM)	9624	San Francisco, CA
KFRC(AM)	1082	San Francisco, CA
KFRC-FM	1084	San Francisco, CA
KYCY(AM)	25458	San Francisco, CA
KITS-FM	18510	San Francisco, CA

Viacom Inc.'s subsidiary, UPN Stations Group Inc. ("UPN"), and Family Stations, Inc. ("Family"), the assignor of station KEAR, have also entered into an asset purchase agreement, dated as of March 7, 2005, pursuant to which UPN will sell and Family will acquire radio station KFRC(AM). Infinity's acquisition of KEAR is specifically conditioned on the closing of the sale of radio station KFRC(AM). On March 8, 2005, UPN filed an application requesting FCC consent to the assignment of the license for KFRC(AM) from UPN to Family. *See* FCC File No. BAL-20050308ACB. Following the divestiture of radio station KFRC(AM), Infinity and its affiliates will control two commercial television stations and five commercial radio stations. Thus, Infinity's acquisition of KEAR will result in Infinity and its affiliates controlling two commercial television stations and six commercial radio stations in the San Francisco market, in full compliance with the radio-television cross-ownership rule.

[3] The Grade A contours of KBHK-TV and KPIX-TV do not entirely encompass San Jose and Gilroy, California, the communities of license of KEZR(FM) and KBAY(FM), respectively. In addition, the 1 mV/m contours of KEZR and KBAY do not encompass San Francisco, the community of license of KBHK-TV and KPIX-TV. KEZR and KBAY thus do not count towards Infinity's radio-television cross-ownership limits here. *See* Attachment B, Map Showing Contours of KPIX-TV, KBHK-TV, KEZR(FM) and KBAY(FM).

ATTACHMENT A

Table 1: FCC Geographic Market Definition for San Francisco, CA Metro

Table 2: Independently Owned TV/Radio Voices, San Francisco Market

Table 3: Independently Owned Cable Voices, San Francisco-Oakland-San Jose DMA

Table 4: Independently Owned Newspaper Voices, San Francisco-Oakland-San Jose DMA

Table 1: FCC Geographic Market Definition for San Francisco, CA

Call Letters	AM/ FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank		Owner	City & State of License	County of License
KABL	FM	92.1	C	Adlt Stndrd	San Francisco, CA	07/02/2003	4		Chase Radio Partners	Walnut Creek, CA	Contra Costa
KABN	AM	1480	C	Information	San Francisco, CA	07/02/2003	4		American Radio Brokers Inc/SFO	Concord, CA	Contra Costa
KALW	FM	91.7	NC	Nws/Tlk/Inf	San Francisco, CA	07/02/2003	4		San Francisco Unified School District	San Francisco, CA	San Francisco
KALX	FM	90.7	NC	Variety	San Francisco, CA	07/02/2003	4		Regents of the University of California	Berkeley, CA	Alameda
KATD	AM	990	C	Span/Talk	San Francisco, CA	07/02/2003	4		Multicultural Radio Broadcasting Inc	Pittsburg, CA	Contra Costa
KAZA	AM	1290	C	Span/Varty	San Jose, CA	07/02/2003	33		Radio Fiesta	Gilroy, CA	Santa Clara
KBAY	FM	94.5	C	AC	San Jose, CA	07/02/2003	33		Infinity Broadcasting	Gilroy, CA	Santa Clara
KBBF	FM	89.1	NC	Span/AC	Santa Rosa, CA	07/02/2003	117		Bi-Lingual Broadcasting Foundation	Santa Rosa, CA	Sonoma
KBLX	FM	102.9	C	Urban AC	San Francisco, CA	07/02/2003	4		Inner City Broadcasting Corporation	Berkeley, CA	Alameda
KBRG	FM	100.3	C	Span/AdHts	San Francisco, CA	01/26/2005	4		Entravision Holdings LLC	San Jose, CA	Santa Clara
KCBS	AM	740	C	News	San Francisco, CA	07/02/2003	4		Infinity Broadcasting	San Francisco, CA	San Francisco
KCEA	FM	89.1	NC	Nostalgia	San Francisco, CA	07/02/2003	4		Menlo Atherton High School	Atherton, CA	San Mateo
KCNL	FM	104.9	C	Alternative	San Jose, CA	01/26/2005	33		Clear Channel Communications	Sunnyvale, CA	Santa Clara
KCRH	FM	89.9	NC	Variety	San Francisco, CA	07/02/2003	4		South County Community College District	Hayward, CA	Alameda
KCSM	FM	91.1	NC	Jazz	San Francisco, CA	07/02/2003	4		San Mateo County Community College District	San Mateo, CA	San Mateo
KDFC	FM	102.1	C	Classical	San Francisco, CA	07/02/2003	4		Bonneville International Corp	San Francisco, CA	San Francisco
KDIA	AM	1640	C	Religion	San Francisco, CA	07/02/2003	4		Baybridge Communications LLC	Vallejo, CA	Solano
KDYA	AM	1190	C	Gospel	San Francisco, CA	07/02/2003	4		Baybridge Communications LLC	Vallejo, CA	Solano
KEAR	FM	106.9	C	Religion	San Francisco, CA	07/02/2003	4		Family Stations Inc	San Francisco, CA	San Francisco
KECG	FM	88.1	NC	Eclectic	San Francisco, CA	07/02/2003	4		El Cerrito High School	El Cerrito, CA	Contra Costa
KEST	AM	1450	C	Asian	San Francisco, CA	07/02/2003	4		Multicultural Radio Broadcasting Inc	San Francisco, CA	San Francisco
KEZR	FM	106.5	C	AC	San Jose, CA	07/02/2003	33		Infinity Broadcasting	San Jose, CA	Santa Clara
KFAX	AM	1100	C	Chrst/Talk	San Francisco, CA	07/02/2003	4		Salem Communications Corporation	San Francisco, CA	San Francisco
KFFG	FM	97.7	C	AOR	San Jose, CA	01/26/2005	33		Susquehanna Radio	Los Altos, CA	Santa Clara
KFGY	FM	92.9	C	Country	Santa Rosa, CA	07/02/2003	117		Maverick Media LLC	Healdsburg, CA	Sonoma
KFJC	FM	89.7	NC	Variety	San Jose, CA	07/02/2003	33		Foothill-DeAnza Community College District	Los Altos, CA	Santa Clara
KFOG	FM	104.5	C	AAA	San Francisco, CA	07/02/2003	4		Susquehanna Radio	San Francisco, CA	San Francisco
KFRC	AM	610	C	Oldies	San Francisco, CA	07/02/2003	4	p	Family Stations Inc	San Francisco, CA	San Francisco
KFRC	FM	99.7	C	Oldies	San Francisco, CA	07/02/2003	4		Infinity Broadcasting	San Francisco, CA	San Francisco
KGO	AM	810	C	News/Talk	San Francisco, CA	07/02/2003	4		ABC/Disney	San Francisco, CA	San Francisco
KIOI	FM	101.3	C	80s Hits	San Francisco, CA	07/02/2003	4		Clear Channel Communications	San Francisco, CA	San Francisco
KIQI	AM	1010	C	Span/Talk	San Francisco, CA	07/02/2003	4		Multicultural Radio Broadcasting Inc	San Francisco, CA	San Francisco
KISQ	FM	98.1	C	Rhythm/Blu	San Francisco, CA	07/02/2003	4		Clear Channel Communications	San Francisco, CA	San Francisco
KITS	FM	105.3	C	Alternative	San Francisco, CA	07/02/2003	4		Infinity Broadcasting	San Francisco, CA	San Francisco

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

"p" indicates pending sale to owner listed

(c) BIA Financial Network, Inc.

Table 1: FCC Geographic Market Definition for San Francisco, CA

Call Letters	AM/ FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KJZY	FM	93.7	C	Smooth	Santa Rosa, CA	07/02/2003	117	Redwood Empire Stereocasters	Sebastopol, CA	Sonoma
KKIQ	FM	101.7	C	AC	San Francisco, CA	07/02/2003	4	Coast Radio Company Inc	Livermore, CA	Alameda
KKSF	FM	103.7	C	Smooth	San Francisco, CA	07/02/2003	4	Clear Channel Communications	San Francisco, CA	San Francisco
KKUP	FM	91.5	NC	Variety	San Jose, CA	07/02/2003	33	Assurance Sciences Foundation	Cupertino, CA	Santa Clara
KLIV	AM	1590	C	News	San Jose, CA	07/02/2003	33	Empire Broadcasting Corp	San Jose, CA	Santa Clara
KLLC	FM	97.3	C	AC	San Francisco, CA	07/02/2003	4	Infinity Broadcasting	San Francisco, CA	San Francisco
KLOK	AM	1170	C	Span/Trpcl	San Jose, CA	07/02/2003	33	Entravision Holdings LLC	San Jose, CA	Santa Clara
KLVR	FM	91.9	NC	ChrsContem	Santa Rosa, CA	07/02/2003	117	Educational Media Foundation	Santa Rosa, CA	Sonoma
KMEL	FM	106.1	C	HpHop/Rhy	San Francisco, CA	07/02/2003	4	Clear Channel Communications	San Francisco, CA	San Francisco
KMHX	FM	104.1	C	Hot AC	Santa Rosa, CA	07/02/2003	117	Results Radio LLC	Windsor, CA	Sonoma
KMKY	AM	1310	C	Children	San Francisco, CA	07/02/2003	4	ABC/Disney	Oakland, CA	Alameda
KMTG	FM	89.3	NC	DARK	San Jose, CA	07/02/2003	33	San Jose Unified School District	San Jose, CA	Santa Clara
KMZT	AM	1510	C	Oldies	San Francisco, CA	07/02/2003	4	Mt Wilson FM Broadcasters	Piedmont, CA	Alameda
KNBR	AM	680	C	Sports	San Francisco, CA	07/02/2003	4	Susquehanna Radio	San Francisco, CA	San Francisco
KNDL	FM	89.9	NC	Religion	San Francisco, CA	07/02/2003	4	Howell Mountain Broadcasting Co	Angwin, CA	Napa
KNEW	AM	910	C	Talk	San Francisco, CA	07/02/2003	4	Clear Channel Communications	Oakland, CA	Alameda
KNGY	FM	92.7	C	Dance	San Francisco, CA	07/02/2003	4	Flying Bear Media	Alameda, CA	Alameda
KNOB	FM	96.7	C	Hot AC	Santa Rosa, CA	07/02/2003	117	JYH Broadcasting	Healdsburg, CA	Sonoma
KNTS	AM	1220	C	Talk	San Jose, CA	07/02/2003	33	Salem Communications Corporation	Palo Alto, CA	Santa Clara
KOHL	FM	89.3	NC	CHR	San Francisco, CA	07/02/2003	4	Fremont-Newark Community College District	Fremont, CA	Alameda
KOIT	AM	1260	C	Soft AC	San Francisco, CA	07/02/2003	4	Bonneville International Corp	San Francisco, CA	San Francisco
KOIT	FM	96.5	C	Soft AC	San Francisco, CA	07/02/2003	4	Bonneville International Corp	San Francisco, CA	San Francisco
KPFA	FM	94.1	NC	Ecltc/Varty	San Francisco, CA	07/02/2003	4	Pacifica Foundation	Berkeley, CA	Alameda
KPFB	FM	89.3	NC	Ecltc/Varty	San Francisco, CA	07/02/2003	4	Pacifica Foundation	Berkeley, CA	Alameda
KPOO	FM	89.5	NC	Diverse	San Francisco, CA	07/02/2003	4	Poor Peoples Radio Inc	San Francisco, CA	San Francisco
KQED	FM	88.5	NC	Nws/Tlk/Inf	San Francisco, CA	07/02/2003	4	KQED Inc	San Francisco, CA	San Francisco
KQKE	AM	960	C	Talk	San Francisco, CA	07/02/2003	4	Clear Channel Communications	Oakland, CA	Alameda
KRCB	FM	91.1	NC	Variety	Santa Rosa, CA	07/02/2003	117	Rural California Broadcasting Corp	Santa Rosa, CA	Sonoma
KRPQ	FM	104.9	C	Country	Santa Rosa, CA	07/02/2003	117	Results Radio LLC	Rohnert Park, CA	Sonoma
KRRS	AM	1460	C	Mexican	Santa Rosa, CA	07/02/2003	117	Moon Broadcasting Corp	Santa Rosa, CA	Sonoma
KRSH	FM	95.9	C	AAA	Santa Rosa, CA	07/02/2003	117	Sinclair Telecable Inc	Healdsburg, CA	Sonoma
KRTY	FM	95.3	C	Country	San Jose, CA	07/02/2003	33	Empire Broadcasting Corp	Los Gatos, CA	Santa Clara
KRVH	FM	90.9	NC	DARK	San Francisco, CA	07/02/2003	4	River Delta Unified School District	Rio Vista, CA	Solano
KRZZ	FM	93.3	C	Mexican	San Francisco, CA	07/02/2003	4	Spanish Broadcasting System	San Francisco, CA	San Francisco

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Table 1: FCC Geographic Market Definition for San Francisco, CA

Call Letters	AM/ FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank		Owner	City & State of License	County of License
KSAN	FM	107.7	C	Clsc Rock	San Francisco, CA	07/02/2003	4		Susquehanna Radio	San Mateo, CA	San Mateo
KSCU	FM	103.3	NC	Variety	San Jose, CA	07/02/2003	33		Santa Clara University	Santa Clara, CA	Santa Clara
KSFH	FM	87.9	NC	Variety	San Jose, CA	07/02/2003	33		St. Francis High School of Mt. View	Mountain View, CA	Santa Clara
KSFO	AM	560	C	Talk	San Francisco, CA	07/02/2003	4		ABC/Disney	San Francisco, CA	San Francisco
KSJO	FM	92.3	C	AOR	San Francisco, CA	07/02/2003	4		Clear Channel Communications	San Jose, CA	Santa Clara
KSJS	FM	90.5	NC	Variety	San Jose, CA	07/02/2003	33		San Jose State University	San Jose, CA	Santa Clara
KSJX	AM	1500	C	Asian	San Jose, CA	07/02/2003	33		Multicultural Radio Broadcasting Inc	San Jose, CA	Santa Clara
KSMC	FM	89.5	NC	Alternative	San Francisco, CA	07/02/2003	4		St. Mary's College Student Association	Moraga, CA	Contra Costa
KSOL	FM	98.9	C	Span/Mexcn	San Francisco, CA	07/02/2003	4		Univision Communications Inc	San Francisco, CA	San Francisco
KSQQ	FM	96.1	C	Ethnic	San Jose, CA	07/02/2003	33		Coyote Communications Inc	Morgan Hill, CA	Santa Clara
KSRH	FM	88.1	NC	Variety	San Francisco, CA	07/02/2003	4		San Rafael High School	San Rafael, CA	Marin
KSRO	AM	1350	C	Nws/Tlk/Spt	Santa Rosa, CA	07/02/2003	117		Maverick Media LLC	Santa Rosa, CA	Sonoma
KSRT	FM	107.1	C	RhyBl/HpHo	Santa Rosa, CA	07/02/2003	117	p	Results Radio LLC	Cloverdale, CA	Sonoma
KSVY	FM	91.3	NC	Variety	Santa Rosa, CA	03/15/2005	117		Commonbond Foundation	Sonoma, CA	Sonoma
KTCT	AM	1050	C	Sports	San Francisco, CA	07/02/2003	4		Susquehanna Radio	San Mateo, CA	San Mateo
KTOB	AM	1490	C	Mexican	Santa Rosa, CA	07/02/2003	117		Moon Broadcasting Corp	Petaluma, CA	Sonoma
KUFX	FM	98.5	C	Clsc Rock	San Jose, CA	07/02/2003	33		Clear Channel Communications	San Jose, CA	Santa Clara
KUIC	FM	95.3	C	AC	San Francisco, CA	07/02/2003	4		Coast Radio Company Inc	Vacaville, CA	Solano
KUSF	FM	90.3	NC	Variety	San Francisco, CA	07/02/2003	4		University of San Francisco	San Francisco, CA	San Francisco
KVHS	FM	90.5	NC	New Rock	San Francisco, CA	07/02/2003	4		Clayton Valley High School	Concord, CA	Contra Costa
KVON	AM	1440	C	Nws/Tlk/Spt	San Francisco, CA	07/02/2003	4		Wine Country Broadcasting Company	Napa, CA	Napa
KVRV	FM	97.7	C	Clsc Rock	Santa Rosa, CA	07/02/2003	117		Maverick Media LLC	Monte Rio, CA	Sonoma
KVTO	AM	1400	C	Ethnic	San Francisco, CA	07/02/2003	4		Inner City Broadcasting Corporation	Berkeley, CA	Alameda
KVVF	FM	105.7	C	Span/CHR	San Jose, CA	07/02/2003	33		Univision Communications Inc	Santa Clara, CA	Santa Clara
KVVN	AM	1430	C	Ethnic	San Jose, CA	07/02/2003	33		Inner City Broadcasting Corporation	Santa Clara, CA	Santa Clara
KVVZ	FM	100.7	C	Span/CHR	San Francisco, CA	07/02/2003	4		Univision Communications Inc	San Rafael, CA	Marin
KVYN	FM	99.3	C	Clsc Hits	San Francisco, CA	07/02/2003	4		Wine Country Broadcasting Company	St. Helena, CA	Napa
KWMR	FM	90.5	NC	Variety	San Francisco, CA	07/02/2003	4		West Marin Community Radio Inc	Point Reyes Station, CA	Marin
KXFX	FM	101.7	C	AOR	Santa Rosa, CA	07/02/2003	117		Maverick Media LLC	Santa Rosa, CA	Sonoma
KXTS	FM	100.9	C	Span/Varty	Santa Rosa, CA	07/02/2003	117		Sinclair Telecable Inc	Calistoga, CA	Napa
KYCY	AM	1550	C	Talk	San Francisco, CA	07/02/2003	4		Infinity Broadcasting	San Francisco, CA	San Francisco
KYLD	FM	94.9	C	CHR/Dance	San Francisco, CA	07/02/2003	4		Clear Channel Communications	San Francisco, CA	San Francisco
KZBR	FM	95.7	C	Country	San Francisco, CA	07/02/2003	4		Bonneville International Corp	San Francisco, CA	San Francisco
KZSF	AM	1370	C	Span/Mexcn	San Jose, CA	07/02/2003	33		Duharte, Carlos A.	San Jose, CA	Santa Clara

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

"p" indicates pending sale to owner listed

(c) BIA Financial Network, Inc.

Table 1: CC Geographic Market Definition for San Francisco, CA

Call Letters	AM/ FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KZSJ	AM	1120	C	Asian	San Jose, CA	07/02/2003	33	Bustos Media Enterprises LLC	San Martin, CA	Santa Clara
KZST	FM	100.1	C	AC	Santa Rosa, CA	07/02/2003	117	Redwood Empire Stereocasters	Santa Rosa, CA	Sonoma
KZSU	FM	90.1	NC	Variety	San Jose, CA	07/02/2003	33	Leland Jr University	Stanford, CA	Santa Clara

Number of Stations in Geographic Market 105

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

"p" indicates pending sale to owner listed

(c) BIA Financial Network, Inc.

Table 2:
Independently Owned Media Voices
San Francisco Radio Metro
TV/Radio

#	Owner	Call Sign	Service	Location	Primary Arbitron Metro (Radio)
1	Clear Channel Communications	KABL	FM	Walnut Creek, CA	San Francisco, CA
	Clear Channel Communications	KCNL	FM	Sunnyvale, CA	San Jose, CA
	Clear Channel Communications	KFTY	TV	Santa Rosa, CA	n/a
	Clear Channel Communications	KIOI	FM	San Francisco, CA	San Francisco, CA
	Clear Channel Communications	KISQ	FM	San Francisco, CA	San Francisco, CA
	Clear Channel Communications	KKSF	FM	San Francisco, CA	San Francisco, CA
	Clear Channel Communications	KMEL	FM	San Francisco, CA	San Francisco, CA
	Clear Channel Communications	KNEW	AM	Oakland, CA	San Francisco, CA
	Clear Channel Communications	KQKE	AM	Oakland, CA	San Francisco, CA
	Clear Channel Communications	KSJO	FM	San Jose, CA	San Francisco, CA
	Clear Channel Communications	KUFX	FM	San Jose, CA	San Jose, CA
	Clear Channel Communications	KYLD	FM	San Francisco, CA	San Francisco, CA
2	Viacom Inc/Infinity Broadcasting Corporation	KBAY	FM	Gilroy, CA	San Jose, CA
	Viacom Inc/Infinity Broadcasting Corporation	KBHK-TV	TV	San Francisco, CA	n/a
	Viacom Inc/Infinity Broadcasting Corporation	KCBS	AM	San Francisco, CA	San Francisco, CA
	Viacom Inc/Infinity Broadcasting Corporation	KEAR	FM	San Francisco, CA	San Francisco, CA
	Viacom Inc/Infinity Broadcasting Corporation	KEZR	FM	San Jose, CA	San Jose, CA
	Viacom Inc/Infinity Broadcasting Corporation	KFRC	FM	San Francisco, CA	San Francisco, CA
	Viacom Inc/Infinity Broadcasting Corporation	KITS	FM	San Francisco, CA	San Francisco, CA
	Viacom Inc/Infinity Broadcasting Corporation	KLLC	FM	San Francisco, CA	San Francisco, CA
	Viacom Inc/Infinity Broadcasting Corporation	KPIX-TV	TV	San Francisco, CA	n/a
	Viacom Inc/Infinity Broadcasting Corporation	KSFM	FM	Woodland, CA	Sacramento, CA
	Viacom Inc/Infinity Broadcasting Corporation	KYCY	AM	San Francisco, CA	San Francisco, CA
3	Univision Communications Inc	KDTV	TV	San Francisco, CA	n/a
	Univision Communications Inc	KFSF	TV	Vallejo, CA	n/a
	Univision Communications Inc	KSOL	FM	San Francisco, CA	San Francisco, CA
	Univision Communications Inc	KSQL	FM	Santa Cruz, CA	Monterey-Salinas-Santa Cruz, CA
	Univision Communications Inc	KVVF	FM	Santa Clara, CA	San Jose, CA
	Univision Communications Inc	KVVZ	FM	San Rafael, CA	San Francisco, CA
4	Susquehanna Radio	KFFG	FM	Los Altos, CA	San Jose, CA
	Susquehanna Radio	KFOG	FM	San Francisco, CA	San Francisco, CA
	Susquehanna Radio	KNBR	AM	San Francisco, CA	San Francisco, CA
	Susquehanna Radio	KSAN	FM	San Mateo, CA	San Francisco, CA
	Susquehanna Radio	KTCT	AM	San Mateo, CA	San Francisco, CA
5	ABC/Disney	KGO	AM	San Francisco, CA	San Francisco, CA
	ABC/Disney	KGO-TV	TV	San Francisco, CA	n/a
	ABC/Disney	KMKY	AM	Oakland, CA	San Francisco, CA
	ABC/Disney	KSFO	AM	San Francisco, CA	San Francisco, CA
6	Bonneville International Corp	KDFC	FM	San Francisco, CA	San Francisco, CA
	Bonneville International Corp	KOIT	AM	San Francisco, CA	San Francisco, CA
	Bonneville International Corp	KOIT	FM	San Francisco, CA	San Francisco, CA
	Bonneville International Corp	KZBR	FM	San Francisco, CA	San Francisco, CA
7	Maverick Media LLC	KFGY	FM	Healdsburg, CA	Santa Rosa, CA
	Maverick Media LLC	KSRO	AM	Santa Rosa, CA	Santa Rosa, CA
	Maverick Media LLC	KVRV	FM	Monte Rio, CA	Santa Rosa, CA
	Maverick Media LLC	KXFX	FM	Santa Rosa, CA	Santa Rosa, CA
8	Multicultural Radio Broadcasting Inc	KATD	AM	Pittsburg, CA	San Francisco, CA
	Multicultural Radio Broadcasting Inc	KEST	AM	San Francisco, CA	San Francisco, CA
	Multicultural Radio Broadcasting Inc	KIQI	AM	San Francisco, CA	San Francisco, CA

Source: Information based on most current industry data available from BIA Research, Inc. (Note: Includes independently owned out-of-market broadcast radio stations with a minimum Arbitron share)

* Noncommercial station