

EXHIBIT 15
FCC Form 314
Section III, Question 6(b)

Multiple Ownership Compliance

A. TRANSACTION OVERVIEW

The instant application and six companion Form 314 applications seek FCC consent to assign the licenses of the 35 full-power television stations, operating in 25 television markets (“DMAs”) across the county, which currently are licensed to subsidiaries of Clear Channel Communications, Inc. (“Clear Channel TV Stations”), to TV Acquisition LLC (“TVA” or “Assignee”).¹ As detailed in Assignee Exhibits 11 and 13, TVA is wholly owned by certain commonly-controlled affiliates of Providence Equity Partners Inc. (“PEP”), and certain principals of PEP, through commonly-controlled investment funds, indirectly have attributable noncontrolling interests in entities with media interests in certain of the Clear Channel TV Station markets.²

Following the acquisition of the Clear Channel TV Stations, certain of these existing PEP interests would result in nonconforming combinations under the TV duopoly rule

¹ A separate Form 314 is being submitted for each of the following Clear Channel licensee subsidiaries (collectively, the “TVA Applications”): Ackerley Broadcasting Operations, LLC; Clear Channel Broadcasting Licenses, Inc.; Ackerley Broadcasting - Fresno, LLC; CCB Texas Licenses, L.P.; Citicasters Co.; Central NY News, Inc.; and Capstar TX Limited Partnership.

² The pertinent interests of these PEP principals are (i) a 19% interest in Univision Communications Inc. (“Univision”), (ii) a 16% interest in Freedom Communications Holdings, Inc. (“Freedom”), and (iii) a 33.3% interest in Bustos Media, LLC (“Bustos Media”). (Pursuant to *Shareholders of Hispanic Broadcasting Corporation*, 18 FCC Rcd 18834 (2003), Univision is “deemed” to hold an attributable interest in certain TV stations owned by Entravision Holdings, LLC (“Entravision”) if the Entravision station is affiliated with a Univision Network and Univision has the right to approve the sale of the station.) Exhibit 13 contains a complete listing of the attributable radio and television station interests of the Assignee parties to this application.

and/or the radio-television cross ownership rule in eight markets. In one other market (the Jacksonville, Florida, DMA) the existing Clear Channel duopoly may not be assigned intact to Assignee under the duopoly rule because of a recent change in station rankings. In each instance, the TVA Applications demonstrate that the public interest would be served, as part of this large, multi-station, multi-market transaction, by grant of a temporary 6-month waiver in order to permit a short period of time following consummation of the transaction for the Assignee parties to complete the steps necessary to achieve compliance with the multiple ownership restrictions in an orderly manner — maintaining throughout the limited waiver period the existing substantial diversity of media voices in the pertinent markets. In each instance, the parties will achieve compliance either by divesting a nonconforming television station or by divesting or converting an existing attributable interest into a non-attributable interest in a manner consistent with the Commission's attribution guidelines and the multiple ownership rules.

The affected markets are the following:

1. Bakersfield, California DMA
2. Monterey-Salinas, California DMA
3. San Francisco-Oakland-San Jose, California DMA
4. Santa Barbara-Santa Maria-San Luis Obispo, California DMA
5. Salt Lake City, Utah DMA
6. Albany-Schenectady-Troy, New York DMA
7. Jacksonville, Florida DMA
8. Fresno-Visalia, California DMA
9. San Antonio, Texas DMA

TVA also demonstrates that common ownership of KTCW(TV), Roseburg, Oregon, and KMTR(TV), Eugene, Oregon complies with Section 73.3555(b) of the Rules because the Grade B contours of the stations, taking into account terrain, do not overlap. Alternatively, the public interest would be served by reauthorizing KTCW(TV)'s satellite status.

Further, TVA shows that “good cause” exists, under Section 73.1125 of the Rules, to permit KOCW(TV), Hoisington, Kansas, and KAAS-TV, Salina, Kansas, both of which have long rebroadcast the programming of parent station KSAS-TV, Wichita, Kansas, to the outlying rural areas of the geographically expansive Wichita-Hutchinson DMA, to share the KSAS-TV main studio.

B. TVA APPLICATION FOR CONSENT TO ASSIGNMENT OF LICENSES OF CLEAR CHANNEL TV STATIONS LICENSED TO ACKERLEY BROADCASTING OPERATIONS, LLC

The instant application seeks FCC consent to acquire the licenses of nine Clear Channel TV Stations licensed to Clear Channel subsidiary Ackerley Broadcasting Operations, LLC (“Ackerley”). Because, as discussed above, PEP has an attributable interest in Univision, and Univision directly or indirectly owns or has an attributable interest in television stations in four of these markets (Bakersfield, Monterey-Salinas, San Francisco-Oakland-Santa Rosa, and Santa Barbara-Santa Maria-San Luis Obispo, all California), TVA respectfully requests a temporary waiver of the TV duopoly rule to allow it a sufficient period of time following consummation of the transaction to complete the steps necessary to come into compliance with the rule.³

³ Ackerley’s station KMCB(TV), Coos Bay, Oregon, is operated as a “satellite” of KMTR(TV). A continued satellite exemption under Note 5 is not being requested by TVA for KMCB(TV), however, because, as shown in Annex 5-B at Figure 1, the Grade B contour of KMCB(TV) does not overlap the predicted Grade B contour of either KMTR(TV) or KTCW(TV) and, thus, common ownership of the stations complies with Section 73.3555(b). As shown in Section B.2 below, common ownership of Ackerley’s KMTR(TV), Eugene, Oregon, and KTCW(TV), Roseburg, Oregon, is authorized under Section 73.3555(b) because the terrain-limited Grade B contours do not overlap and, alternatively, the public interest would be served by reauthorizing the satellite status of KTCW(TV).

1. Grant of a Temporary Six-Month Waiver Would Serve the Public Interest.

Grant of the requested 6-month waiver would accord with Commission precedent approving large, multi-market, multi-station transactions.⁴ The Commission has observed that “the overall benefits of allowing time for an orderly divestiture . . . outweigh any temporary impact on diversity and competition from common ownership,”⁵ and it has, accordingly, granted waivers in multi-station, multi-market transactions. Temporary waivers in the context of multi-station, multi-market acquisitions serve the public interest because, among other benefits, they allow for orderly divestiture of stations and avoid the unnecessary devaluation of stations and restriction of potential buyers that could occur if the stations had to be divested rapidly in a “fire sale.”⁶ Temporary waivers also avoid artificial limitations on the range of potential buyers.⁷

In addition to the brief duration of the waiver period requested by TVA,⁸ the existing diversity of voices and competition in the markets at issue – together with the commitment to maintain separate operations during the interim period – would mitigate even the

⁴ See *Telemundo Communications Group, Inc.*, 17 FCC Rcd 6958, 6978 ¶ 51 (2002) (“NBC/Telemundo”), citing *UTV of San Francisco*, 16 FCC Rcd 14975 (2001) (“Fox/Chris-Craft”), *aff’d*, *Office of Communication of the United Church of Christ v. Fed. Communications Comm’n*, 2002 WL 31596407 (2002). See also *Multimedia, Inc.*, 11 FCC Rcd 4883, 4885, ¶ 5 (1995); *Stockholders of CBS, Inc.*, 11 FCC Rcd 3733, 3755 ¶ 44 (1995) (“CBS/Westinghouse”); *Milton S. Maltz*, 13 FCC Rcd 15527, 15533-34 ¶ 20 (1998) (“Maltz”); *Guy Gannett*, 14 FCC Rcd 6204, 6216 ¶ 36 (MMB 1999).

⁵ *NBC/Telemundo* at 6978 ¶ 51, citing *Fox/Chris-Craft*. See also *CBS/Westinghouse* at 3755; *Providence Journal Co.*, 12 FCC Rcd 2883 (1997).

⁶ *Providence Journal Co.*, 12 FCC Rcd 2883 (1997); *Fox/Chris-Craft* at 14984.

⁷ *Fox/Chris-Craft* at 14984.

⁸ Compare, e.g., *Fox Television Stations, Inc.*, 16 FCC Rcd 14975, 14989 (2001) (24-month waiver of the newspaper/broadcast cross-ownership rule); *Capital Cities/ABC, Inc.*, 11 FCC Rcd 5841, 5862 (18-month waiver of broadcast television multiple ownership rule); *Telemundo Communications Group, Inc.*, 17 FCC Rcd 6958, 6978 (2002) (12-month waiver of broadcast television multiple ownership rule).

potential for impact on the underlying goals of the TV duopoly and radio-TV cross-ownership rules during the brief waiver period. As set forth in more detail in the Attachments 1-4 hereto, the implicated markets achieve a level of media diversity similar to or greater than markets in which the FCC previously has granted temporary duopoly waivers.⁹

It is noteworthy, moreover, that the current video marketplace faces dramatically increased competition from multi-channel video programming distributors. Last year, for example, the FCC found that “almost all consumers have the choice between over-the-air broadcast television, a cable service, and at least two DBS providers.”¹⁰ Broadcast television faces unprecedented competition from other video programming sources, and the Commission has found that “broadcast television stations’ audience shares have continued to fall as cable and DBS penetration, the number of cable channels, and the number of non-broadcast networks

⁹ See, e.g., *Applications for Transfer of Control of the Liberty Corporation*, 21 FCC Rcd 244, 245 (2006) (noting markets where two, three, and five independent television voices would exist for the brief waiver period); see also *Applications of AFLAC Broadcasting Group, Inc.*, 12 FCC Rcd 3907 (1997) (“*AFLAC Order*”) (temporary waiver in Hattiesburg-Laurel DMA, the 168th ranked DMA, where during the divestiture period there would be only one independent television voice in the DMA, and in the Savannah DMA, the 98th ranked DMA, where during the divestiture period there would be six independent television voices); *Maltz*, 13 FCC Rcd at 15527 (temporary waiver in Toledo, Ohio, then the 66th ranked DMA).

¹⁰ Twelfth Annual Report, *Annual Assessment of the Status of Competition in Markets for the Delivery of Video Programming*, 21 FCC Rcd 2503, 2506 (2006) (“*Twelfth Annual Report*”). Compare Fourth Annual Report, *Annual Assessment of the Status of Competition in Markets for the Delivery of Video Programming*, 13 FCC Rcd 1034, 1039 (1998). In June 1997, 73.6 million households subscribed to cable and direct-to-home satellite television services; as of June 2005, that number was greater than 109.6 million. *Twelfth Annual Report* at 2506. Further, consumers in some areas “may have access to video programming delivered by emerging technologies, such as digital broadcast spectrum, fiber to the home, or video over the Internet.” *Id.* at 2506. New technology means that consumers “are now able to maintain more control over what, when, and how they receive information. Further, MVPDs of all stripes are offering nonvideo services in tandem with their traditional video services.” *Id.*

continue to grow.”¹¹ Moreover, MVPDs have begun to supplement the locally-oriented and locally-originated programming already provided by over-the-air broadcasters to their communities.¹²

Notably, neither TVA nor PEP presently operates any broadcast station, nor does either entity have a controlling interest, in any broadcast licensee in any of the affected markets. PEP holds only a minority interest in Univision, which operates, or holds an attributable interest in, stations in the relevant markets. The circumstances of this transaction substantially minimize even the potential for impact on diversity in these markets during the brief waiver period.

Nonetheless, as a further safeguard to preserve media diversity in the markets at issue here, during the waiver period TVA will maintain the separate management, programming and sales operations of the stations in the markets in which duopoly waivers are granted. Moreover, TVA will continue the strong level of localism of each of the acquired Clear Channel stations in these markets. The FCC frequently has noted that this sort of commitment to continue independent operations provides strong additional basis for granting a temporary waiver.¹³

Accordingly, as shown in this Exhibit and its Attachments, the public interest will be served by granting the requested 6-month temporary waivers in the Bakersfield, Monterey-Salinas, San Francisco-Oakland-Santa Rosa, and Santa Barbara-Santa Maria-San Luis Obispo, California markets. The waivers in these markets will facilitate a multi-station transaction, and

¹¹ *Twelfth Annual Report* at 2550.

¹² *Id.* at 2521.

¹³ *See Telemundo Order*, 17 FCC Rcd at 6976. *Accord Guy Gannett Communications*, 14 FCC Rcd at 6215-16; *Maltz*, 13 FCC Rcd ¶¶ 9, 13; *Paxson Communications*, 13 FCC Rcd 15518, ¶ 6.

the “overall benefits of allowing time for an orderly divestiture will outweigh any temporary impact on diversity and competition from common ownership.”¹⁴

2. Common Ownership of KTCW(TV), Roseburg and KMTR(TV), Eugene is Permissible and Warranted.

Clear Channel TV Station KTCW(TV) (Ch. 46) is licensed to serve the small, geographically remote community of Roseburg, Oregon (population 20,017), located approximately 70 miles south of Eugene (population 142,716), the economic and population center of the lightly populated yet geographically expansive Eugene, Oregon television market (the 120th ranked DMA). KTCW(TV) (formerly KMTX-TV) has operated as a satellite of KMTR(TV), Eugene (Ch. 16, NBC) since it was originally authorized in 1992. While, as shown below, reauthorizing the satellite status of KMTR(TV), Roseburg, pursuant to Note 5 of Section 73.3555, which exempts satellite stations from the local TV ownership rule, would serve the public interest, an alternative basis exists under the current requirements of Section 73.3555(b) for authorizing common ownership of KTCW(TV) and KMTR(TV).

The area between Eugene and Roseburg is characterized by rough, generally mountainous terrain. As a result, the Eugene network affiliates utilize satellites or translators to provide off-air programming to the outlying Roseburg area. Due to the unusually rugged terrain, TVA has commissioned a study to determine the degree, if any, of actual Grade B overlap between KTCW(TV) and KMTR(TV) taking into account, as permitted by Section 73.684(f), terrain conditions. As reflected in the Engineering Statement of consulting engineers of du Treil Lundin & Rackley, Inc. (Annex 5-B), a Longley-Rice terrain-limited analysis demonstrates the

¹⁴ *Telemundo Order* at 6978.

lack of any actual Grade B contour overlap between the stations. Thus, common ownership of KTCW(TV) and KMTR(TV) complies with the duopoly provisions of Section 73.3555(b) which permits ownership of more than one television station in the same DMA where the Grade B contours of the stations do not overlap.¹⁵

Even if a contour overlap existed, the public interest would be well-served by reauthorizing the satellite exemption previously granted to KTCW(TV) under Note 5 of Section 73.3555. The FCC granted continuing authority for KTCW(TV) to operate as a satellite in 1995, 1999 and, most recently, when Clear Channel acquired the two stations in 2002.¹⁶ In that decision, the FCC found that “compelling circumstances justify continuing satellite status” for the station.¹⁷ The key factors underlying the *2002 Satellite Grant*, as well as the previous satellite authorizations, continue to justify a finding that the public interest is served by reauthorization of KTCW(TV), Roseburg as a satellite of KMTR(TV), Eugene.

The Engineering Statement (Annex 5-B) confirms that there continues to be no overlap of the stations’ City Grade contours. Also as was the case in 2002, “only two other stations are licensed to Roseburg,”¹⁸ and there continues to be very limited service to the

¹⁵ See, e.g., *John H. Phipps, Inc.*, 11 FCC Rcd 13053 n.1 (1996) (Commission uses terrain-limited analysis to conclude that while predicted Grade B contours overlapped, no actual Grade B overlap existed and “[t]herefore, common ownership of both stations does not contravene 47 C.F.R. § 73.3555(b)”; see also *Heritage Media, Inc.*, 13 FCC Rcd 5644, 5649 (1998) (holding that it is equally appropriate to utilize special terrain showings to establish *de minimis* Grade B overlap as well as the lack of Grade B overlap).

¹⁶ See Letter to Wicks Broadcasting Group Limited Partnership from Barbara J. Kreisman, Chief, Video Services Division (October 11, 1995); Letter to AK Media Group, Inc., from Barbara J. Kreisman, Chief, Video Services Division (March 12, 1999); *Ackerley Group, Inc.*, 17 FCC Rcd 10828, 10843-844 (2002) (“*2002 Satellite Grant*”) (Annex 5-A hereto).

¹⁷ *2002 Satellite Grant*, Annex 5-A ¶ 42.

¹⁸ *Id.* ¶ 40.

Roseburg community due to the rough terrain. Of the two other stations, KTVC(TV) (Ch. 36) is a full service station that airs paid programming, reruns of 1970s sitcoms and similar programming, and overnight programming from the shop-at-home network Jewelry Television. The other, KPIC(TV) (Ch. 4), operates as a satellite of CBS network affiliate KVAL-TV in Eugene, and the FCC has long authorized KPIC(TV) as a satellite of parent station KVAL-TV based on a finding that Roseburg was an underserved area.¹⁹

The FCC has repeatedly concluded that it is unlikely that an alternative operator would be willing to operate KTCW(TV) as a full-service station.²⁰ As the attached statement from Brian Cobb, the president and founder of CobbCorp, LLC, observes, the key conditions that led the FCC to that conclusion continue to exist.²¹ Due to the rugged terrain and the limited range of the KTCW(TV) signal,²² the station serves a small underpopulated area and, significantly, is unable to reach the key Eugene area. As noted, due to the unusual topography, the Eugene-based full-service stations must utilize satellites (in the case of NBC affiliate

¹⁹ See *Retlaw Broadcasting of Eugene, L.L.C.*, 14 FCC Rcd. 6667, 6678 (1999) (finding 49.8% of the area within the satellite station's Grade B contour, but outside the parent's Grade B contour, receives four or fewer television services). In granting continued satellite exemption to KVAL-TV's satellites in Roseburg and Coos Bay, the FCC found that both areas were underserved, that mountainous terrain made it difficult for those communities to receive over-the-air signals from Eugene stations, that no party had expressed interest in purchasing or operating the satellite stations as stand-alones, and therefore continuing their satellite status was in the public interest.

²⁰ See *2002 Satellite Grant*, Annex 5-A ¶ 42 (“[G]iven their inadequate signal coverage, their history as satellites, and the economic necessity to provide multiple signals in the Eugene market, it does not appear likely that an alternative operator would be willing to operate either of the satellites as full-service stations. The factors upon which we based our continuing satellite authorizations in 1995 and 1999 have not changed to such an extent as to alter that determination here.”).

²¹ See Letter from Brian Cobb, CobbCorp LLC, Annex 5-C.

²² See Annex 5-B.

KMTR(TV) and CBS affiliate KVAL-TV) or translators (in the case of ABC affiliate KEZI(TV) and Fox affiliate KLSR-TV). The Eugene stations have existing affiliations with ABC, CBS, NBC, Fox, CW, and MyNetworkTV. Thus, if the satellite arrangement is not reauthorized, KTCW(TV) would have to operate as an independent station. As the FCC previously has found, it would be extremely difficult for such a station to generate sufficient advertising revenues to purchase sought-after syndicated programming, particularly given the small size of the Roseburg area and the station's inability to reach the key Eugene area.

Common ownership of the stations provide the economies needed to continue important service of KTCW(TV) to the outlying area. For example, KMTR(TV) has a news bureau reporter assigned to Roseburg who routinely files weekday reports concerning news and events of interest to Roseburg viewers, along with coverage of weekend breaking news in that community. The stations also include weather coverage and forecasts for Roseburg in their newscasts. In addition, continuing KTCW(TV)'s satellite status will ensure the availability of the NBC/CW, syndicated and local programming (both analog and digital) to residents of the Roseburg area.

In short, the compelling circumstances that supported the *2002 Satellite Grant* determination regarding the infeasibility of converting KTCW(TV) to a viable full-service, stand-alone station continue to justify satellite status for that station pursuant to the Note 5 satellite exemption.²³

²³ See *2002 Satellite Grant*, Annex 5-A ¶ 42.

Attachment 1
Bakersfield, California

Through PEP's 19% minority interest in Univision, TVA will have an attributable interest in Univision station KUVI-TV, Bakersfield, California, (Ch. 45), which is located in the Bakersfield, California market (the 126th ranked DMA). Clear Channel television station KGET-TV, Bakersfield, California, is also located in this market. Because Section 73.3555(b) does not permit an attributable interest in two television stations in this market,¹ TVA requests a 6-month waiver period to divest one television station.

Television stations in this market face significant competition from various other sources, particularly including multi-channel video programming distributors. Over 81% of households in the Bakersfield California DMA subscribe to some form of MVPD service,² and there is a cable television penetration rate of 56% (168,710 households).³ Cable television service is provided by four cable systems owned by three different cable operators, including local cable service provided by Suddenlink and Bright House Networks in Bakersfield.⁴

DBS providers EchoStar and DIRECTV also service subscribers in the Bakersfield DMA, and both offer local-into-local delivery of broadcast television stations directly to their Bakersfield subscribers. Bakersfield residents also have access to two Satellite

¹ See Annex 1-A (providing details on the four independent television voices in the market, which will temporarily be reduced to three voices during the 6-month waiver period).

² See Television Bureau of Advertising, "Cable and ADS Penetration by DMA," http://www.tvb.org/rcentral/markettrack/Cable_and_ADS_Penetration_by_DMA.asp (Feb. 2007).

³ See Annex 1-B.

⁴ *Id.*

Digital Audio Radio Services, Sirius and XM Radio, each offering nearly 200 digital audio channels.

Additional diversity of voices and competition for advertising revenue in the market is supplied by 43 radio stations, including 18 Arbitron independent radio voices licensed to communities in the DMA. Furthermore, 1 daily newspaper and 5 weekly newspapers are published in the market, including *The Bakersfield Californian*, a local daily newspaper published by The Bakersfield Californian.⁵

Given the presence of substantial competition and the diversity of voices in the Bakersfield DMA, grant of the limited waiver sought is consistent with Commission precedent and would serve the public interest by facilitating the prompt consummation of the proposed multi-station transaction and an orderly process for achieving compliance with the Commission's ownership rules.

⁵ See Annexes 1-C and 1-D.

**ANNEX 1-A
FULL-POWER TELEVISION STATIONS
BAKERSFIELD, CA**

TV Stations Licensed to Communities in the Bakersfield, CA DMA

(Sources: Broadcasting & Cable Yearbook 2007, Television and Cable Factbook 2007 and FCC CDBS Database)

	Station	Channel	Community of License	Licensee (Owner)
1.	KGET-TV (24459)	17/25 (NBC)	Bakersfield, CA	Ackerley Broadcasting Operations, LLC (Clear Channel Communications)
2.	KERO-TV (40878)	23/10 (ABC)	Bakersfield, CA	McGraw-Hill Broadcasting Company, Inc.
3.	KUVI-TV (7700)	45/55 (IND)	Bakersfield, CA	KUVI License Partnership, G.P. (Broadcasting Media Partners, Inc.)
4.	KBAK-TV (4148)	29/33 (CBS)	Bakersfield, CA	Westwind Communications, L.L.C.

**ANNEX 1-B
CABLE TELEVISION SYSTEMS
BAKERSFIELD, CA**

Bakersfield, California DMA

Cable Television Systems

Cable Market Summary ^{1/}

Cable TV Households 168,710
Cable Penetration^{2/} 56%
Alternate Delivery 25%
Systems (including DBS,
SMATV, and MDS)
Penetration ^{3/}
Counties in DMA Kern West

Cable Systems in DMA ^{4/}

	Cable Company	Community	County or Counties	No. Channels	Homes Passed	Number of Subscribers
1	Bright House Networks	Bakersfield	Kern West	78	144,478	74,906
2	Suddenlink	Bakersfield	Kern West	54	40,000	22,500
3	Rapid Cable	Frazier Park	Kern West	65	Not Available	2,737
4	Bright House Networks	Tehachapi	Kern West & Kern East	122	13,187	9,942

^{1/} Source: *Broadcasting & Cable Yearbook 2006*

^{2/} Source: TVB.org Market Track, Cable and ADS Penetration by DMA, February 2007

^{3/} Source: TVB.org Market Track, Cable and ADS Penetration by DMA, February 2007

^{4/} Source: *Television & Cable Factbook 2007*

**ANNEX 1-C
RADIO STATIONS (BIA)¹
BAKERSFIELD, CA**

¹ BIA Financial Network data for the radio market is on file in connection with the pending Form 315 application for the transfer of control of the broadcast stations licensed to subsidiaries of Clear Channel Communications, Inc. from Shareholders of Clear Channel Communications, Inc. to Stockholders of BT Triple Crown Merger Co., Inc., File Nos. BTCH-20061212AVS *et al.* (as amended Jan. 17, 2007).



Bakersfield, CA (#81)

Market Name	Calls	AM or FM	FCC ID Number	City of License	State of License	Parent	Comments
Bakersfield, CA	KEBT	FM	11622	Lost Hills	CA	American General Media	
Bakersfield, CA	KERT	AM	35899	Wasco-Greenacres	CA	American General Media	
Bakersfield, CA	KERN	AM	6640	Bakersfield	CA	American General Media	
Bakersfield, CA	KGEO	AM	36233	Bakersfield	CA	American General Media	
Bakersfield, CA	KOFM	FM	36234	Bakersfield	CA	American General Media	
Bakersfield, CA	KISV	FM	18060	Bakersfield	CA	American General Media	
Bakersfield, CA	KKXX	FM	35953	Shafter	CA	American General Media	
Bakersfield, CA	KGOZ	FM	27153	Shafter	CA	Association for Community Education	
Bakersfield, CA	KCNQ	FM	36324	Kernville	CA	Bolin, Robert & Katherine	
Bakersfield, CA	KQAB	AM	35857	Lake Isabella	CA	Bolin, Robert & Katherine	
Bakersfield, CA	KVLI	FM	35856	Lake Isabella	CA	Bolin, Robert & Katherine	
Bakersfield, CA	KKBB	FM	7720	Bakersfield	CA	Buckley Broadcasting Corporation	
Bakersfield, CA	KLLY	FM	7709	Oildale	CA	Buckley Broadcasting Corporation	
Bakersfield, CA	KNZR	AM	7715	Bakersfield	CA	Buckley Broadcasting Corporation	
Bakersfield, CA	KSMJ	FM	8109	Shafter	CA	Buckley Broadcasting Corporation	
Bakersfield, CA	KBFP	AM	28846	Bakersfield	CA	Clear Channel Communications	
Bakersfield, CA	KBFP	FM	37774	Delano	CA	Clear Channel Communications	
Bakersfield, CA	KBKO	FM	28847	Bakersfield	CA	Clear Channel Communications	
Bakersfield, CA	KDFO	FM	64607	Delano	CA	Clear Channel Communications	
Bakersfield, CA	KHTY	AM	40868	Bakersfield	CA	Clear Channel Communications	
Bakersfield, CA	KRAB	FM	17359	Greenacres	CA	Clear Channel Communications	
Bakersfield, CA	KIPT	FM	66228	Tehachapi	CA	Clear Channel Communications	
Bakersfield, CA	KALB	FM	124884	Shafter	CA	Educational Media Foundation	
Bakersfield, CA	KYLU	FM	12216	Tehachapi	CA	Educational Media Foundation	
Bakersfield, CA	KFRB	FM	20902	Bakersfield	CA	Family Stations Inc	
Bakersfield, CA	KMYX	FM	21209	Arvin	CA	Family Stations Inc	
Bakersfield, CA	KAFY	AM	36027	Bakersfield	CA	Gomez, Nelson F.	
Bakersfield, CA	KLHC	AM	61420	Bakersfield	CA	Gore-Overgaard Broadcasting, Inc.	
Bakersfield, CA	KJPG	AM	2268	Frazier Park	CA	JHR Educational Broadcasting	
Bakersfield, CA	KPRX	FM	166077	McFarland	CA	JAB Broadcasting, Inc.	Pending sale to new stockholders
Bakersfield, CA	KWTD	FM	86917	Ridgecrest	CA	Living Proof Inc	
Bakersfield, CA	KCHJ	AM	35111	Delano	CA	Lotus Communications Corp	
Bakersfield, CA	KIWI	FM	8108	McFarland	CA	Lotus Communications Corp	
Bakersfield, CA	KPSL	FM	35108	Bakersfield	CA	Lotus Communications Corp	
Bakersfield, CA	KWAC	AM	35109	Bakersfield	CA	Lotus Communications Corp	
Bakersfield, CA	KPHC	FM	89679	Wasco	CA	Mary V Harris Foundation	

Bakersfield, CA	KCWR	FM		43749	Bakersfield	CA	Owens One Company Inc	
Bakersfield, CA	KUZZ	FM		7697	Bakersfield	CA	Owens One Company Inc	
Bakersfield, CA	KUZZ	AM		7695	Bakersfield	CA	Owens One Company Inc	
Bakersfield, CA	KTQX	FM		54494	Bakersfield	CA	Radio Bilingue Inc	
Bakersfield, CA	KBD5	FM		456	Taft	CA	Radio Camposina Bakersfield Inc	
Bakersfield, CA	KAXL	FM		60582	Greenacres	CA	Skyride Unlimited Inc	
Bakersfield, CA	KPRX	FM		72186	Bakersfield	CA	White Ash Broadcasting Inc	

Data taken from BIAfin's MEDIA Access Pro™, December 6, 2006
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**ANNEX 1-D
NEWSPAPERS
BAKERSFIELD, CA**

Newspaper Market: Bakersfield, CA

Newspaper Market Summary:

	<u>Total Circulation</u>	<u>Total Penetration</u>
Dailies	63,900	31.5
Sunday	74,300	36.6
Weeklies	24,800	12.2

Number of Households: 202,000

Daily Newspapers Published in DMA

	Title	City	M-F Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
1	<i>The Bakersfield Californian</i>	Bakersfield	63,900	31.5	74,300	36.6

Weekly Newspapers Published in DMA

	Title	City	Weekly Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
1	<i>The Delano Record</i>	Delano	4,600	2.3	N/A	N/A
2	<i>Kern Valley Sun</i>	Kern River Sun	6500	3.2	N/A	N/A
3	<i>Lamont Reporter</i>	Lamont	250/4,950*	0.1/2.4*	N/A	N/A
4	<i>The Midway Driller</i>	Taft	2,200	1.1	N/A	N/A
5	<i>Shafter Press</i>	Shafter	6,300	3.1	N/A	N/A

Source: BIA: Investing in Newspaper 2006

*Indicates free publication

Attachment 2
Monterey-Salinas, California

Through PEP's 19% minority interest in Univision, which is deemed to create an attributable interest in Entravision stations that are affiliated with the Univision network and for which Univision has a right to approve the sale of the such stations, TVA will be deemed to have an attenuated but attributable interest in Entravision station KSMS-TV Monterey, California, (Ch. 67), which is located in the Monterey-Salinas California market (the 124th ranked DMA). Clear Channel television station KION-TV, Monterey, California, (Ch. 16), is also located in this market. Because Section 73.3555(b) does not permit an attributable interest in two television stations in this market,¹ TVA requests a 6-month waiver period to divest one television station.²

The Monterey-Salinas market has strong diversity in media voices and abundant competition. Over 85% of households in the Monterey-Salinas DMA subscribe to some form of MVPD service,³ most commonly cable television service, which has a penetration rate of 59%

¹ See Annex 2-A (providing details on the five independent television voices in the market, which will temporarily be reduced to four voices during the 6-month waiver period). Clear Channel's KION-TV has a non-attributable agreement to program less than 15% of the broadcast time of station KCBA(TV), Salinas, California.

² Section 73.3555(c) permits ownership of one television station and one radio station in this market. It also permits a two television/one radio combination where permitted by the duopoly rule. The Grade A contours of KSMS-TV and KION-TV, both Monterey, California, encompass Santa Cruz, the community of license of station KSQL(FM), in which parties to the TVA Application have a minority attributable interest. To the extent that TVA's acquisition of Clear Channel TV Station KION-TV may be deemed to vary from the requirements of Section 73.3555(c) (owing to the temporary attributable interest in an additional TV station), the reasons set forth in Exhibit 15 and Attachment 2 as warranting a temporary duopoly waiver similarly justify a temporary waiver of the radio-television cross ownership rule.

³ See Television Bureau of Advertising, "Cable and ADS Penetration by DMA," [http://www.tvb.org/rcentral/markettrack/Cable and ADS Penetration by DMA.asp](http://www.tvb.org/rcentral/markettrack/Cable_and_ADS_Penetration_by_DMA.asp) (Feb. 2007).

(128,110 households) in the DMA and is provided by eight separate cable systems owned by three different cable operators.⁴ DBS providers EchoStar and DIRECTV also serve subscribers in the DMA, and both offer local-into-local delivery of broadcast television stations to their Monterey-Salinas subscribers. Monterey-Salinas residents also have access to two Satellite Digital Audio Radio Services, Sirius and XM Radio, each offering nearly 200 digital audio channels.

There are other voices that contribute to the diversity of voices and that compete for advertising revenue in the market. There are 45 radio stations licensed to communities in the DMA (including 22 Arbitron independent radio voices in the Monterey-Salinas-Santa Cruz market), as well as low power television service. Furthermore, 5 daily newspapers and 11 weekly newspapers are published in the market, including *The Monterey County Herald*, published by Knight Ridder.⁵

Given the presence of strong competition and the diversity of voices in the Monterey-Salinas DMA, grant of the limited waiver sought is consistent with Commission precedent and would serve the public interest by facilitating the prompt consummation of the proposed multi-station transaction and an orderly process for achieving compliance with the Commission's ownership rules.

⁴ See Annex 2-B.

⁵ See Annexes 2-C and 2-D.

**ANNEX 2-A
FULL-POWER TELEVISION STATIONS
MONTEREY-SALINAS, CA**

TV Stations Licensed to Communities in the Monterey-Salinas, CA DMA

(Sources: Broadcasting & Cable Yearbook 2007, Television and Cable Factbook 2007 and FCC CDBS Database)

<u>Station Count</u>	<u>Station</u>	<u>Channel Market</u>	<u>Community of License</u>	<u>Licensee (Owner)</u>
1.	KION-TV (26249)	46/32 (CBS)	Monterey, CA	Ackerley Broadcasting Operations, LLC (Clear Channel Communications)
2.	KSMS-TV (35611)	67/31 (UNI)	Monterey, CA	Entravision Holdings LLC
3.	KSBW (19653)	8/10 (NBC)	Salinas, CA	Hearst-Argyle Stations, INC. (Hearst-Argyle TV Incorporated)
4.	KCAH* (8214)	25/58 (ETV)	Watsonville, CA	Northern California Public Broadcasting, Inc.
5.	KCBA (14867)	35/13 (FOX)	Salinas, CA	Seal Rock Broadcasters L.L.C.

* Non-Commercial Educational Television Stations

**ANNEX 2-B
CABLE TELEVISION SYSTEMS
MONTEREY-SALINAS, CA**

Monterey-Salinas, California DMA

Cable Television Systems

Cable Market Summary ^{1/}

Cable TV Households 128,110
Cable Penetration ^{2/} 59%
Alternate Delivery 28%
Systems (including
DBS, SMATV, and
MDS) Penetration ^{3/}
Counties in DMA Monterey, San Benito
 & Santa Cruz

Cable Systems in DMA ^{4/}

	Cable Company	Community	County or Counties	No. Channels	Homes Passed	Number of Subscribers
1	Suddenlink	Ford Ord	Monterey	77	5,000	1,918
2	Charter Communications	Gilroy	Monterey, San Benito & Santa Clara	Not Available	11,409	6,041
3	Charter Communications	Greenfield	Monterey	35	2,735	1,444
4	Charter Communications	King City	Monterey	Not Available	3,500	2,481
5	Comcast Cable	Santa Cruz	Santa Cruz	78	64,912	48,560
6	Charter Communications	Soledad	Monterey	Not Available	4,629	2,850
7	Comcast Cable	Walnut Creek	Contra Costa & Monterey	70	184,902	126,919
8	Charter Communications	Watsonville	Santa Cruz	Not Available	22,934	13,183

^{1/} Source: *Broadcasting & Cable Yearbook 2006*

^{2/} Source: TVB.org Market Track, Cable and ADS Penetration by DMA, February 2007

^{3/} Source: TVB.org Market Track, Cable and ADS Penetration by DMA, February 2007

^{4/} Source: *Television & Cable Factbook 2007*

ANNEX 2-C
RADIO STATIONS (BIA)¹
MONTEREY-SALINAS, CA

¹ BIA Financial Network data for the radio market is on file in connection with the pending Form 315 application for the transfer of control of the broadcast stations licensed to subsidiaries of Clear Channel Communications, Inc. from Shareholders of Clear Channel Communications, Inc. to Stockholders of BT Triple Crown Merger Co., Inc., File Nos. BTCH-20061212AVS *et al.* (as amended Jan. 17, 2007).



Monterey-Salinas-Santa Cruz, CA (#79)

Market Name	CALLS	AM or FM	FCC ID Number	City of License	State of License	Parent	Comments
Monterey-Salinas-Santa Cruz, CA	KIDD	AM	7721	Monterey	CA	Buckley Broadcasting Corporation	
Monterey-Salinas-Santa Cruz, CA	KYAV	FM	7714	Monterey	CA	Buckley Broadcasting Corporation	
Monterey-Salinas-Santa Cruz, CA	KYZZ	FM	15197	Salinas	CA	Buckley Broadcasting Corporation	
Monterey-Salinas-Santa Cruz, CA	KAZU	FM	43591	Pacific Grove	CA	California State University	
Monterey-Salinas-Santa Cruz, CA	KDBV	AM	33755	Salinas	CA	Centro Cristiano Vida Abundante Inc	
Monterey-Salinas-Santa Cruz, CA	KABL	AM	26925	Salinas	CA	Clear Channel Communications	
Monterey-Salinas-Santa Cruz, CA	KDON	FM	26925	Salinas	CA	Clear Channel Communications	
Monterey-Salinas-Santa Cruz, CA	KCON	FM	8082	Pacific Grove	CA	Clear Channel Communications	
Monterey-Salinas-Santa Cruz, CA	KPHC	FM	8204	Salinas	CA	Clear Channel Communications	
Monterey-Salinas-Santa Cruz, CA	KTCM	FM	40145	Marina	CA	Clear Channel Communications	
Monterey-Salinas-Santa Cruz, CA	KDRH	FM	9663	King City	CA	Educational Media Foundation	
Monterey-Salinas-Santa Cruz, CA	KSRI	FM	12141	Santa Cruz	CA	Educational Media Foundation	
Monterey-Salinas-Santa Cruz, CA	KLOK	FM	49100	Greenfield	CA	Entravision Holdings LLC	
Monterey-Salinas-Santa Cruz, CA	KMBX	AM	64041	Seaside	CA	Entravision Holdings LLC	
Monterey-Salinas-Santa Cruz, CA	KSES	FM	3155	Seaside	CA	Entravision Holdings LLC	
Monterey-Salinas-Santa Cruz, CA	KFRS	FM	86669	Solidad	CA	Family Stations Inc	
Monterey-Salinas-Santa Cruz, CA	KSEA	FM	68169	Greenfield	CA	Farworker Educational Radio Network Inc.	
Monterey-Salinas-Santa Cruz, CA	KRML	AM	73064	Carmel	CA	Kimball, David C.	
Monterey-Salinas-Santa Cruz, CA	KRKC	AM	54554	King City	CA	King City Communications Corporation	
Monterey-Salinas-Santa Cruz, CA	KRKA	AM	9449	King City	CA	King City Communications Corporation	
Monterey-Salinas-Santa Cruz, CA	KXSM	FM	34526	Carmel Valley	CA	KRFA-AM LLC	
Monterey-Salinas-Santa Cruz, CA	KXSM	FM	4608	Hollister	CA	Lazer Broadcasting Corporation	
Monterey-Salinas-Santa Cruz, CA	KXSM	FM	29337	Felton	CA	Lazer Broadcasting Corporation	
Monterey-Salinas-Santa Cruz, CA	KBOO	FM	54621	Carmel	CA	Mapleton Communications LLC	
Monterey-Salinas-Santa Cruz, CA	KHHP	FM	9658	Gonzales	CA	Mapleton Communications LLC	
Monterey-Salinas-Santa Cruz, CA	KMBY	FM	15936	Seaside	CA	Mapleton Communications LLC	
Monterey-Salinas-Santa Cruz, CA	KPIG	FM	54745	Freedom	CA	Mapleton Communications LLC	
Monterey-Salinas-Santa Cruz, CA	KKMC	AM	43603	Gonzales	CA	Mapleton County Broadcasters Inc	
Monterey-Salinas-Santa Cruz, CA	KBDH	FM	51720	San Ardo	CA	Mapleton County Broadcasters Inc	
Monterey-Salinas-Santa Cruz, CA	KUSP	FM	51718	Santa Cruz	CA	Paraphysical Broadcasting Foundation Inc	
Monterey-Salinas-Santa Cruz, CA	KYNY	AM	65085	Monterey	CA	Paraphysical Broadcasting Foundation Inc	
Monterey-Salinas-Santa Cruz, CA	KYNY	AM	65085	Monterey	CA	Paraphysical Broadcasting Foundation Inc	
Monterey-Salinas-Santa Cruz, CA	KLVA	FM	53696	Prunedale	CA	People's Radio Inc	
Monterey-Salinas-Santa Cruz, CA	KHDC	FM	53696	Prunedale	CA	Prunedale Educational Association	
Monterey-Salinas-Santa Cruz, CA	KSPB	FM	57047	Chualar	CA	Radio Bilingual Inc	
Monterey-Salinas-Santa Cruz, CA	KFER	FM	59064	Pebble Beach	CA	Robert Louis Stevenson School	
Monterey-Salinas-Santa Cruz, CA	KZSC	FM	66310	Santa Cruz	CA	Santa Cruz Educ. Broadcasting Foundation	
Monterey-Salinas-Santa Cruz, CA	KSQL	FM	70033	Santa Cruz	CA	University of California	
Monterey-Salinas-Santa Cruz, CA	KEXA	FM	67104	King City	CA	Univision Communications Inc	
Monterey-Salinas-Santa Cruz, CA	KMLV	FM	54968	Solidad	CA	Wolhouse Radio Group Inc	
Monterey-Salinas-Santa Cruz, CA	KMLV	FM	33754	Salinas	CA	Wolhouse Radio Group Inc	
Monterey-Salinas-Santa Cruz, CA	KTGE	AM	65375	Salinas	CA	Wolhouse Radio Group Inc	
Monterey-Salinas-Santa Cruz, CA	KOMY	AM	22694	La Selva Beach	CA	Wolhouse Radio Group Inc	
Monterey-Salinas-Santa Cruz, CA	KSCO	AM	41594	Santa Cruz	CA	Zwerling Broadcasting Systems	

Data taken from BIA's MEDIA Access Pro™, December 6, 2006
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**ANNEX 2-D
NEWSPAPERS
MONTEREY-SALINAS, CA**

Newspaper Market: Monterey-Salinas

Newspaper Market Summary:

	<u>Total Circulation</u>	<u>Total Penetration</u>
Dailies	82,200	35.4
Sunday	59,800	25.8
Weeklies	270,100	116.4

Number of Households: 218,000

Daily Newspapers Published in DMA

	Title	City	M-F Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
1	<i>The Monterey County Herald</i>	Monterey	30,800	13.3	33,800	14.6
2	<i>Santa Cruz County Sentinel</i>	Santa Cruz	25,000	10.8	26,000	11.2
3	<i>The Californian</i>	Salinas	18,000	7.8	N/A	N/A
4	<i>The Register-Pajaronian</i>	Pajaro Valley	5,600	2.4	N/A	N/A
5	<i>The Hollister Free Lance</i>	Hollister	2,800	1.2	N/A	N/A

Weekly Newspapers Published in DMA

	Title	City	Weekly Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
1	<i>The Carmel Pine Cone</i>	Carmel	23,500	10.1	N/A	N/A
2	<i>Gonzales Tribune</i>	Gonzales	600	0.3	N/A	N/A
3	<i>Good Times</i>	Santa Cruz Co.	46,000*	19.8	N/A	N/A
4	<i>Greenfield News</i>	Greenfield	6,500/5,500*	2.8/2.4*	N/A	N/A
5	<i>King City Rustler</i>	King City	3,500	1.5	N/A	N/A
6	<i>The Pinnacle</i>	Hollister	54,500*	23.5	N/A	N/A
7	<i>Scotts Valley Banner</i>	Scotts Valley	4,500*	1.9	N/A	N/A
8	<i>Soledad Bee</i>	Soledad	1,500	0.6	N/A	N/A
9	<i>The Sunday Pinnacle</i>	Hollister	55,000*	23.7	N/A	N/A
10	<i>Valley Adviser</i>	Salinas	49,000*	21.1	N/A	N/A
11	<i>The Valley Press</i>	Felton	20,000	8.6	N/A	N/A

Source: BIA: Investing in Newspaper 2006

*Indicates free publication

Attachment 3
San Francisco-Oakland-San Jose, California

Through PEP's 19% minority interest in Univision, TVA will have an attributable interest in Univision stations KDTV(TV), San Francisco, California (Ch. 14) and KFSF-TV, Vallejo, California (Ch. 66), which are located in the San Francisco-Oakland-San Jose, California market (the 5th ranked DMA).¹ Clear Channel television station KTFY(TV), Santa Rosa, California, is also in the San Francisco-Oakland-San Jose market. Because Section 73.3555(b) does not permit an attributable interest in three television stations in this market, TVA requests a 6-month waiver period to divest one television station.²

The 23 television stations in this market face significant competition from various other sources, particularly including multi-channel video programming distributors. Over 88% of households in the San Francisco-Oakland-San Jose DMA subscribe to some form of MVPD service,³ and there is a cable television penetration rate of 68% (1,594,838 households).⁴ Cable

¹ A television duopoly is permitted under the local television ownership rule because there would be 16 independent television voices in the market after the acquisition (17 once the divestiture is accomplished) and because neither KDTV nor KFSF-TV are ranked in the top four stations in the market. *See* Annex 3-A.

² Parties to the TVA Applications also have a minority attributable interest in five radio stations in the San Francisco-Oakland-San Jose market. In its recent *Univision Order*, the FCC approved the 2 TV/5 radio combination as compliant with the radio-television cross ownership requirements of Section 73.3555(c). To the extent that TVA's acquisition of Clear Channel TV Station KFTY(TV) may be deemed to vary from those requirements (owing to the temporary attributable interest in an additional TV station), the reasons set forth in Exhibit 15 and Attachment 3 as warranting a temporary duopoly waiver similarly justify a temporary waiver of the radio-television cross ownership rule.

³ *See* Television Bureau of Advertising, "Cable and ADS Penetration by DMA," http://www.tvb.org/rcentral/markettrack/Cable_and_ADS_Penetration_by_DMA.asp (Feb. 2007).

⁴ *See* Annex 3-B.

television service is provided by over 50 separate cable systems owned by 10 different cable operators, including local cable service provided by Comcast Cable in San Francisco.

DBS providers EchoStar and DIRECTV also serve subscribers in the San Francisco-Oakland-San Jose DMA and both offer local-into-local delivery of broadcast television stations to their San Francisco-Oakland-San Jose subscribers. San Francisco-Oakland-San Jose residents also have access to two Satellite Digital Audio Radio Services, Sirius and XM Radio, each offering nearly 200 digital audio channels.

There are other voices that contribute to the diversity of voices and that compete for advertising revenue in the market. There are over 29 Arbitron independent radio voices in San Francisco, 20 Arbitron independent radio voices in Sacramento, and 8 Arbitron independent radio voices in Santa Rosa. Furthermore, low power television service is available in the market, and 22 daily newspapers and 53 weekly newspapers are published there, including *The San Francisco Chronicle*, a San Francisco daily newspaper published by Hearst Newspapers, and *The Press Democrat*, a Santa Rosa daily newspaper published by The New York Times Company.

Given the presence of strong competition and the diversity of voices in the San Francisco-Oakland-San Jose DMA, grant of the limited waiver sought is consistent with Commission precedent and would serve the public interest by facilitating the prompt consummation of the proposed multi-station transaction and an orderly process for achieving compliance with the Commission's ownership rules.

ANNEX 3-A

FULL-POWER TELEVISION STATIONS

SAN FRANCISCO-SAN JOSE-OAKLAND, CA

TV Stations Licensed to Communities in the Santa Rosa-San Francisco-Oakland, CA DMA
(Sources: Broadcasting & Cable Yearbook 2007, Television and Cable Factbook 2007 and FCC CDBS Database)

<u>Station Count</u>	<u>Station</u>	<u>Channel Network</u>	<u>Community of License</u>	<u>Licensee (Owner)</u>
1.	KGO-TV (34470)	7/24 (ABC)	San Francisco, CA	KGO Television, Inc. (ABC/Disney)
2.	KBCW (69619)	44/45 (CW/MNT)	San Francisco, CA	San Francisco Television Station KBCW INC (CBS Corporation)
	KPIX-TV (25452)	5/29 (CBS)	San Francisco, CA	CBS Broadcasting, Inc. (CBS Corporation)
3.	KTLN-TV (49153)	68/47 (IND)	Novato, CA	Christian Communications of Chicagoland
4.	KFTY (34440)	50/54 (IND)	Santa Rosa, CA	Ackerley Broadcasting Operations, LLC (Clear Channel Communications)
5.	KICU-TV (34564)	36/52 (IND)	San Jose, CA	KTVU Partnership (Cox Enterprises, Inc.)
	KTVU (35703)	2/56 (FOX)	Oakland, CA	KTVU Partnership (Cox Enterprises, Inc.)
6.	KCNS (71586)	38/39 (IND)	San Francisco, CA	MTB San Francisco Licensee LLC (EW Scripps)
7.	KBWB (51189)	20/19 (IND/CW)	San Francisco, CA	KBWB License, Inc., Debtor-In-Possession (Granite Broadcasting Corporation)
8.	KKPX (22644)	65/41 (ION)	San Jose, CA	Paxson San Jose License, Inc. (Ion Media Networks, Inc.)
9.	KQED* (35500)	9/30 (ETV)	San Francisco, CA	Northern California Public Broadcasting, Inc.
	KTEH* (35663)	54/50 (ETV)	San Jose, CA	Northern California Public Broadcasting, Inc.
10.	KTSF (37511)	26/27 (IND)	San Francisco, CA	Lincoln Broadcasting
11.	KMTP-TV* (43095)	32/33 (ETV)	San Francisco, CA	Minority Television Project
12.	KNTV (35280)	11/12 (NBC)	San Jose, CA	NBC Telemundo License Co. (NBC/GE)

<u>Station Count</u>	<u>Station</u>	<u>Channel Network</u>	<u>Community of License</u>	<u>Licensee (Owner)</u>
	KSTS (64987)	48/49 (TMO)	San Jose, CA	NBC Telemundo License Co. (NBC/GE)
13.	KTNC-TV (21533)	42/63 (IND)	Concord, CA	KTNC License, LLC (Pappas Telecasting Companies)
	KUNO-TV (8378)	8/15 (IND)	Fort Bragg, CA	Concord License, LLC (Pappas Telecasting Companies)
14.	KRCB* (57945)	22/23 (ETV)	Cotati, CA	Rural California Broadcasting Corp.
15.	KCSM-TV* (58912)	60/43 (ETV)	San Mateo, CA	San Mateo County Community College District
16.	KDTV (33778)	14/51 (UNV)	San Francisco, CA	KDTV License Partnership, G.P. (Broadcast Media Partners, Inc.)
	KFSF-TV (51429)	66/34 (TMO)	Vallejo, CA	Telefutura San Francisco LLC (Broadcast Media Partners, Inc.)
17.	KRON-TV (65526)	4/57 (MNT)	San Francisco, CA	Young Broadcasting of San Francisco, Inc. (Young Broadcasting, Inc.)

* Non-Commercial Educational Television Stations

ANNEX 3-B

CABLE TELEVISION SYSTEMS

SAN FRANCISCO-SAN JOSE-OAKLAND, CA

San Francisco-Oakland-San Jose, California DMA

Cable Television Systems

Cable Market Summary ^{1/}

Cable TV Households	1,594,838
Cable Penetration ^{2/}	68%
Alternate Delivery Systems (including DBS, SMATV, and MDS) Penetration ^{3/}	22%
Counties in DMA	Alameda, Contra Costa, Lake, Marin, Mendocino, Napa, San Francisco, San Mateo, Santa Clara, Solano West & Sonoma.

Cable Systems in DMA ^{4/}

	Cable Company	Community	County or Counties	No. Channels	Homes Passed	Number of Subscribers
1	Comcast Cable	Alameda	Alameda	80	38,520	16,927
2	Alameda Power & Telecom	Alameda	Alameda	250	28,500	1,473
3	Comcast Cable	Benicia	Solano West	45	8,800	8,006
4	Comcast Cable	Burlingame	San Mateo	65	13,200	8,009
5	Mediacom	Clearlake Oaks	Lake	Not Available	28,000	13,656
6	Astound Broadband	Concord	Contra Costa	Not Available	Not Available	10,000
7	Matrix Cablevision Inc.	Cupertino	Santa Clara	Not Available	211	Not Available
8	Comcast Cable	Fairfield	Solano West	69	37,686	28,866
9	Comcast Cable	Foster City	San Mateo	80	15,142	11,248
10	Comcast Cable	Franciscan Mobile Home Park	San Mateo	Not Available	Not Available	Not Available
11	Comcast Cable	Fremont	Alameda	Not Available	75,665	42,723
12	Comcast Cable	Half Moon Bay	San Mateo	78	8,500	6,957
13	Comcast Cable	Hayward	Alameda	80	120,343	68,928
14	Comcast Cable	Knightsen	Contra Costa	77	25,540	15,843

^{1/} Source: *Broadcasting & Cable Yearbook 2006*

^{2/} Source: TVB.org Market Track, Cable and ADS Penetration by DMA, February 2007

^{3/} Source: TVB.org Market Track, Cable and ADS Penetration by DMA, February 2007

^{4/} Source: *Television & Cable Factbook 2007*

15	Comcast Cable	Los Altos Hills	Santa Clara	60	2,200	1,152
16	Comcast Cable	Los Gatos	Santa Clara	83	14,602	6,528
17	Matrix Cablevision Inc,	Los Gatos (unincorporated areas)	Santa Clara	62	1,400	1,174
18	Comcast Cable	Marin County (southeastern portion)	Marin	75	100,200	80,000
19	Matrix Cablevision Inc.	Menlo Park	San Mateo	78	Not Available	700
20	Comcast Cable	Milpitas	Santa Clara	83	15,128	8,826
21	Comcast Cable	Mountain View	Santa Clara	77	28,981	13,537
22	Comcast Cable	Napa	Napa	72	28,280	24,500
23	Comcast Cable	Newark	Alameda	70	15,338	8,700
24	Horizon Cable TV Inc.	Novato	Marin	81	100	422
25	Comcast Cable	Oakland	Alameda & San Francisco	70	175,872	79,195
26	Comcast Cable	Pacifica	San Mateo	74	Not Available	35,798
27	Comcast Cable	Palo Alto	San Mateo & Santa Clara	78	56,000	28,432
28	Comcast Cable	Petaluma	Sonoma	71	39,300	35,300
29	MWR Cable	Petaluma Coast Guard Station	Sonoma	80	500	220
30	Comcast Cable	Pinole	Alameda & Contra Costa	82	108,763	71,114
31	Comcast Cable	Pittsburg	Contra Costa	77	69,809	43,304
32	Comcast Cable	Pleasanton	Alameda & Contra Costa	66	131,578	63,421
33	Horizon Cable TV Inc.	Point Reyes Station	Marin	89	1,994	736
34	Comcast Cable	Portola Valley	San Mateo	78	Not Available	Not Available
35	Comcast Cable	Rohnert Park	Sonoma	72	63,000	48,000
36	City of San Bruno Municipal Cable TV	San Bruno	San Mateo	78	15,000	11,300
37	Comcast Cable	San Francisco	San Francisco	75	331,405	186,500
38	RCN	San Francisco (southern portion)	San Francisco & San Mateo	Not Available	60,000	Not Available
39	Comcast Cable	San Jose	Santa Clara	77	288,187	195,000
40	Matrix Cablevision Inc.	San Jose	Santa Clara	Not Available	350	Not Available
41	Comcast Cable	San Mateo	San Mateo	78	88,529	54,363
42	Comcast Cable	Santa Clara	Santa Clara	75	36,543	19,250
43	Comcast Cable	Santa Rosa	Sonoma	70	56,400	49,000
44	Comcast Cable	Saratoga	Santa Clara	83	9,601	6,027
45	Comcast Cable	South San Francisco	San Mateo	75	22,955	Not Available
46	Comcast Cable	Sunnyvale	Santa Clara	76	Not Available	32,373
47	Central Valley Cable	The Sea Ranch	Mendocino & Sonoma	60	Not Available	1,185
48	Adelphia Communications	Ukiah	Mendocino	Not Available	23,500	12,755
49	Comcast Cable	Union City	Alameda	60	18,611	11,029
50	Comcast Cable	Vacaville	Solano West	64	25,546	22,000
51	Comcast Cable	Vallejo	Solano West	104	43,423	26,288
52	Comcast Cable	Walnut Creek	Contra Costa & Monterey	70	184,902	126,919

ANNEX 3-C
RADIO STATIONS (BIA)¹
SAN FRANCISCO-SAN JOSE-OAKLAND, CA

¹ BIA Financial Network data for the radio market is on file in connection with the pending Form 315 application for the transfer of control of the broadcast stations licensed to subsidiaries of Clear Channel Communications, Inc. from Shareholders of Clear Channel Communications, Inc. to Stockholders of BT Triple Crown Merger Co., Inc., File Nos. BTCH-20061212AVS *et al.* (as amended Jan. 17, 2007).



San Francisco, CA (#4)

Market Name	Calls	AM or FM	FCC ID Number	City of License	State of License	Parent	Comments
San Francisco, CA	KGO	AM	34471	San Francisco	CA	ABC/Disney	Proposed sale to Citadel Broadcasting Corp.
San Francisco, CA	KIKY	AM	96	Oakland	CA	ABC/Disney	
San Francisco, CA	KSEF	AM	34472	San Francisco	CA	ABC/Disney	
San Francisco, CA	KDIA	AM	87108	Valejo	CA	Bayridge Communications LLC	
San Francisco, CA	KDYS	AM	54263	San Francisco	CA	Bayridge Communications LLC	
San Francisco, CA	KFRC	FM	1084	San Francisco	CA	CBS Corporation	
San Francisco, CA	KFRC	FM	20897	San Francisco	CA	CBS Corporation	
San Francisco, CA	KITS	FM	18510	San Francisco	CA	CBS Corporation	
San Francisco, CA	KLLC	FM	9624	San Francisco	CA	CBS Corporation	
San Francisco, CA	KVCY	AM	25458	San Francisco	CA	CBS Corporation	
San Francisco, CA	KCRH	FM	61061	Haward	CA	Chabot-Las Positas Community College District	
San Francisco, CA	KDFC	FM	65486	San Francisco	CA	Church of Jesus Christ LDS	
San Francisco, CA	KMAX	FM	25446	San Francisco	CA	Church of Jesus Christ LDS	
San Francisco, CA	KOIT	AM	6389	San Francisco	CA	Church of Jesus Christ LDS	
San Francisco, CA	KOIT	FM	6380	San Francisco	CA	Church of Jesus Christ LDS	
San Francisco, CA	KVHS	FM	11903	Concord	CA	Clayton Valley High School	
San Francisco, CA	KIOI	FM	34930	San Francisco	CA	Clear Channel Communications	
San Francisco, CA	KISQ	FM	59964	San Francisco	CA	Clear Channel Communications	
San Francisco, CA	KKSF	FM	65484	San Francisco	CA	Clear Channel Communications	
San Francisco, CA	KMEL	FM	35121	San Francisco	CA	Clear Channel Communications	
San Francisco, CA	KNEW	AM	59966	Oakland	CA	Clear Channel Communications	
San Francisco, CA	KQKE	AM	59967	Oakland	CA	Clear Channel Communications	
San Francisco, CA	KSJD	FM	4117	San Jose	CA	Clear Channel Communications	
San Francisco, CA	KYLD	FM	59969	San Francisco	CA	Clear Channel Communications	
San Francisco, CA	KKOV	FM	35032	Walnut Creek	CA	Coast Radio Company Inc	
San Francisco, CA	KKIQ	FM	67818	Livermore	CA	Coast Radio Company Inc	

Data taken from BIA/In's MEDIA Access Pro™, December 6, 2006
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Market Name	CALLS	AM or FM	FCC ID Number	City of License	State of License	Parent	Comments
San Francisco, CA	KUIC	FM	54261	Vacaville	CA	Coast Radio Company Inc	
San Francisco, CA	KFOG	FM	54770	San Francisco	CA	Cumulus Media, Inc.	
San Francisco, CA	KNBR	AM	35208	San Francisco	CA	Cumulus Media, Inc.	
San Francisco, CA	KSAN	FM	14484	San Mateo	CA	Cumulus Media, Inc.	
San Francisco, CA	KTCT	AM	51188	San Mateo	CA	Cumulus Media, Inc.	
San Francisco, CA	KLSI	FM	91795	Moss Beach	CA	Educational Public Radio Inc	
San Francisco, CA	KECG	FM	19061	El Cerrito	CA	El Cerrito High School	
San Francisco, CA	KEAR	AM	1082	San Francisco	CA	Family Stations Inc	
San Francisco, CA	KNBY	FM	36029	Alameda	CA	Flying Bear Media	
San Francisco, CA	KOHL	FM	22626	Fremont	CA	Fremont-Newark Community College District	
San Francisco, CA	KNBL	FM	27946	Argwin	CA	Howell Mountain Broadcasting Co	
San Francisco, CA	KBLX	FM	28670	Berkeley	CA	Inner City Broadcasting Corporation	
San Francisco, CA	KVTO	AM	28681	Berkeley	CA	Inner City Broadcasting Corporation	
San Francisco, CA	KQED	FM	35501	San Francisco	CA	KQED Inc	
San Francisco, CA	KPIG	AM	40137	Pittsburg	CA	Mapleton Communications LLC	
San Francisco, CA	KATD	AM	52256	Pittsburg	CA	Multicultural Radio Broadcasting Inc	
San Francisco, CA	KEST	AM	17410	San Francisco	CA	Multicultural Radio Broadcasting Inc	
San Francisco, CA	KIOI	AM	50703	San Francisco	CA	Multicultural Radio Broadcasting Inc	
San Francisco, CA	KPFA	FM	51246	Berkeley	CA	Pacific Foundation	
San Francisco, CA	KPFB	FM	51243	Berkeley	CA	Pacific Foundation	
San Francisco, CA	KPOO	FM	89061	Pescadero	CA	Pescadero Public Radio Inc	
San Francisco, CA	KPOO	FM	53008	San Francisco	CA	Poor Peoples Radio Inc	
San Francisco, CA	KRVH	FM	56557	Rio Vista	CA	River Delta Unified School District	
San Francisco, CA	KFAX	AM	24510	San Francisco	CA	Salem Communications Corporation	
San Francisco, CA	KALW	FM	58830	San Francisco	CA	San Francisco Unified School District	
San Francisco, CA	KCSM	FM	58913	San Mateo	CA	San Mateo County Community College District	
San Francisco, CA	KSRM	FM	58923	San Rafael	CA	San Rafael High School	
San Francisco, CA	KCEA	FM	41168	Albion	CA	Sequoia Union High School District	
San Francisco, CA	KRZZ	FM	1092	San Francisco	CA	Spanish Broadcasting System	
San Francisco, CA	KSMC	FM	3024	Moraga	CA	St. Mary's College Student Association	
San Francisco, CA	KALX	FM	68999	Berkeley	CA	University of California	
San Francisco, CA	KUSF	FM	69143	San Francisco	CA	University of San Francisco	
San Francisco, CA	KBRG	FM	68839	San Jose	CA	Univision Communications, Inc.	Proposed sale to Broadcasting Media Partners, Inc.
San Francisco, CA	KSQL	FM	70032	San Francisco	CA	Univision Communications, Inc.	Proposed sale to Broadcasting Media Partners, Inc.
San Francisco, CA	KVWZ	FM	40136	San Rafael	CA	Univision Communications, Inc.	Proposed sale to Broadcasting Media Partners, Inc.
San Francisco, CA	KWMR	FM	89129	Point Reyes Station	CA	West Marin Community Radio Inc	
San Francisco, CA	KVON	AM	74430	Napa	CA	Wine Country Broadcasting Company	
San Francisco, CA	KVYN	FM	74429	St. Helena	CA	Wine Country Broadcasting Company	

ANNEX 3-D

NEWSPAPERS

SAN FRANCISCO-SAN JOSE-OAKLAND, CA

Newspaper Market: San Francisco-Oakland-San Jose

Newspaper Market Summary:

	<u>Total Circulation</u>	<u>Total Penetration</u>
Dailies	1,477,200	59.7
Sunday	1,400,700	56.6
Weeklies	1,010,540	40.8

Number of Households: 2,356,000

Daily Newspapers Published in DMA

	Title	City	M-F Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
1	<i>San Francisco Chronicle</i>	San Francisco	364,000	14.7	467,200	18.9
2	<i>San Jose Mercury News</i>	San Jose	249,100	10.1	278,400	11.3
3	<i>Contra Costa Times</i>	Walnut Creek	182,800	7.4	193,800	7.8
4	<i>San Francisco Examiner</i>	San Francisco	154,100	6.2	N/A	N/A
5	<i>The Press Democrat</i>	Santa Rosa	85,600	3.5	88,700	3.6
6	<i>The Oakland Tribune</i>	Oakland	62,600	2.5	61,400	2.5
7	<i>Valley Times</i>	Pleasanton	45,000	1.8	N/A	N/A
8	<i>Tri-Valley Herald</i>	Pleasanton	41,500	1.7	45,700	1.8
9	<i>Marin Independent Journal</i>	Novato	38,500	1.6	38,400	1.6
10	<i>The Daily Review</i>	Hayward	38,200	1.5	44,400	1.8
11	<i>San Mateo County Times</i>	San Mateo	34,700	1.4	26,900	1.1
12	<i>The Argus</i>	Fremont	31,400	1.3	30,600	1.2
13	<i>Palo Alto Daily News</i>	Palo Alto	30,000	1.2	30,000	1.2
14	<i>West County Times</i>	Richmond	29,600	1.2	30,100	1.2
15	<i>Vallejo Times-Herald</i>	Vallejo	19,700	0.8	20,100	0.8
16	<i>The Napa Valley Register</i>	Napa	17,300	0.7	17,900	0.7
17	<i>The Daily Republic</i>	Fairfield	17,000	0.7	19,700	0.8
18	<i>Benicia Herald</i>	Benicia	10,000	0.4	N/A	N/A
19	<i>Alameda Times-Star</i>	Alameda	7,300	0.3	N/A	N/A
20	<i>Lake County Record-Bee</i>	Lakeport	7,300	0.3	N/A	N/A
21	<i>Ukiah Daily Journal</i>	Ukiah	7,200	0.3	7,400	0.3
22	<i>The Gilroy Dispatch</i>	Gilroy	4,300	0.2	N/A	N/A

Source: BIA: Investing in Newspaper 2006

Weekly Newspapers Published in DMA: San Francisco-Oakland-San Jose

	Title	City	M-F Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
1	<i>Alameda Journal</i>	Alameda	23,500*	0.9	N/A	N/A
2	<i>Almaden Resident</i>	San Jose	18,000*	0.7	N/A	N/A
3	<i>The Almanac</i>	Menlo Park	18,000*	0.7	N/A	N/A
4	<i>Anderson Valley Advertiser</i>	Boonville	5,000	0.2	N/A	N/A
5	<i>Argus-Courier</i>	Petaluma	8,809/796*	0.4	N/A	N/A
6	<i>The Ark</i>	Tiburon	3,500	0.1	N/A	N/A
7	<i>Brentwood News</i>	E. Contra Costa Co.	2,900/300*	0.1	N/A	N/A
8	<i>Burlingame Independent</i>	Burlingame	1000*	N/A	N/A	N/A
9	<i>The Business Journal</i>	Santa Rosa	6,900//200*	0.3	N/A	N/A
10	<i>California Voice</i>	San Francisco	39,000	1.6	N/A	N/A
11	<i>Campbell Express</i>	Campbell	2500	0.1	N/A	N/A
12	<i>Campbell Reporter</i>	Los Gatos	18,000*	0.7	N/A	N/A
13	<i>Clearlake Observer-American</i>	Clearlake	4,200	0.2	N/A	N/A
14	<i>Cloverdale Reveille</i>	Cloverdale	2,500	0.1	N/A	N/A
15	<i>Community Voice</i>	Rohnert Park	15,000*	0.6	N/A	N/A
16	<i>Contra Costa Sun</i>	Lafayette	11,000*	0.4	N/A	N/A
17	<i>Cupertino Courier</i>	Cupertino	20,000*	0.8	N/A	N/A
18	<i>Fort Bragg Advocate-News</i>	Fort Bragg	5,500/20*	0.2	N/A	N/A
19	<i>Foster City Independent</i>	Foster City	10,500*	0.4	N/A	N/A
20	<i>Foster City Islander</i>	Foster City	6,000*	0.2	N/A	N/A
21	<i>Half Moon Bay Review</i>	Half Moon Bay	7,500	0.3	N/A	N/A
22	<i>Healdsburg Tribune</i>	Healdsburg	11,050	0.4	N/A	N/A
23	<i>Independent Coast Observer</i>	Gualala	3,500	0.1	N/A	N/A
24	<i>The Independent</i>	Livermore	48,774*	2.0	N/A	N/A
25	<i>The Journal</i>	Richmond	13,600*	0.5	N/A	N/A
26	<i>Los Gatos Weekly- Times</i>	Los Gatos	20,300*	0.8	N/A	N/A
27	<i>Marin Scope</i>	Sausalito	2,500	0.1	N/A	N/A
28	<i>Martinez News- Gazette</i>	Martinez	3,000/8,500*	0.5	N/A	N/A
29	<i>Mendocino Beacon</i>	Mendocino	2,600	0.1	N/A	N/A
30	<i>Middletown Times Star</i>	Middletown	2,500/500*	0.1	N/A	N/A
31	<i>Milpitas Post</i>	Milpitas	20,400	0.8	N/A	N/A
32	<i>The Montclairion</i>	Oakland	27,400*	1.1	N/A	N/A
33	<i>Morgan Hill Times</i>	Morgan Hill	17,000	0.7	N/A	N/A
34	<i>Novato Advance</i>	Novato	18,000	0.7	N/A	N/A
35	<i>Oakland Post</i>	Oakland	5000*	0.2	N/A	N/A

	Title	City	M-F Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
36	<i>Pacifica Tribune</i>	Pacifica	6,466	0.3	N/A	N/A
37	<i>Point Reyes Light</i>	Point Reyes Station	2,500/35,000*	1.5	N/A	N/A
38	<i>Redwood City Tribune Independent</i>	Redwood City	2,700*	0.1	N/A	N/A
39	<i>Rose Garden Resident</i>	San Jose	18,000*	0.7	N/A	N/A
40	<i>Rossmoor News</i>	Walnut Creek	7,000	0.3	N/A	N/A
41	<i>San Francisco Independent</i>	San Francisco	168,025	6.8	N/A	N/A
42	<i>San Mateo Weekly Independent</i>	San Mateo	200,000*	8.1	N/A	N/A
43	<i>Saratoga News</i>	Saratoga	9,200*	0.4	N/A	N/A
44	<i>Sonoma Index- Tribune</i>	Sonoma	12,000	0.5	N/A	N/A
45	<i>Sonoma West Times & News</i>	Western Sonoma Co.	15,000	0.6	N/A	N/A
46	<i>St. Helena Star</i>	St. Helena	6,500	0.3	N/A	N/A
47	<i>Sun Reporter</i>	San Francisco Bay	13,000	0.5	N/A	N/A
48	<i>Sunnyvale Sun</i>	Sunnyvale	36,500*	1.5	N/A	N/A
49	<i>Twin Cities Times</i>	Corte Madera	7,050	0.3	N/A	N/A
50	<i>The Weekly Calistogan</i>	Calistoga	2,500	0.1	N/A	N/A
51	<i>The Willits News</i>	Willits	5,300	0.2	N/A	N/A
52	<i>Willow Glen Resident</i>	San Jose	22,000*	0.9	N/A	N/A
53	<i>Windsor Times</i>	Windsor	600/2,950*	0.1	N/A	N/A

Source: BIA: Investing in Newspaper 2006

*Indicates free publication

Attachment 4
Santa Barbara-Santa Maria-San Luis Obispo, California

Through PEP's 19% minority interest in Univision, which is deemed to have an attributable interest in Entravision stations that are affiliated with the Univision network and for which Univision has a right to approve the sale of the such stations, TVA will be deemed to have an attenuated but attributable interest in Entravision station KPMR(TV), Santa Barbara, California (Ch. 38, Univision), which is located in the Santa Barbara-Santa Maria-San Luis Obispo market (the 122nd ranked DMA). Clear Channel television station KCOY-TV, Santa Maria, California (Ch. 12, CBS) is also located in this market. Because Section 73.3555(b) does not permit an attributable interest in two television stations in this market,¹ TVA requests a 6-month waiver period to divest one television station.

Television stations in this market face significant competition from various other sources, particularly including multi-channel video programming distributors. Over 91% of households in the Santa Barbara-Santa Maria-San Luis Obispo DMA subscribe to some form of MVPD service,² and there is a cable television penetration rate of 67% (149,558 households).³ Cable television service is provided by over seven separate cable systems owned by six different cable operators, including local cable service provided by Comcast Corporation in Lompoc and Cox Communications in Santa Barbara.

DBS providers EchoStar and DIRECTV also serve subscribers in the Santa Barbara-Santa Maria-San Luis Obispo DMA and both offer local-into-local delivery of broadcast

¹ See Annex 4-A (providing details on the five independent television voices in the market, which will temporarily be reduced to four voices during the 6-month waiver period).

² See Television Bureau of Advertising, "Cable and ADS Penetration by DMA," http://www.tvb.org/rcentral/markettrack/Cable_and_ADS_Penetration_by_DMA.asp (Feb. 2007).

³ See Annex 4-B.

television stations to their Santa Barbara-Santa Maria-San Luis Obispo subscribers. Santa Barbara-Santa Maria-San Luis Obispo residents also have access to two Satellite Digital Audio Radio Services, Sirius and XM Radio, each offering nearly 200 digital audio channels.

Additional diversity and competition is provided by the low power television stations licensed to communities in the DMA, as well as the 9 Arbitron independent radio voices in Santa Maria-Lompoc and 13 Arbitron independent radio voices in San Luis Obispo. Moreover, there are 4 daily newspapers and 7 weekly newspapers published in the market, including the *Santa Maria Times*, a daily newspaper published by Lee Enterprises, Inc.⁴

Given the presence of strong competition and the diversity of voices in the San Santa Barbara-Santa Maria-San Luis Obispo DMA, grant of the limited waiver sought is consistent with Commission precedent and would serve the public interest by facilitating the prompt consummation of the proposed multi-station transaction and an orderly process for achieving compliance with the Commission's ownership rules.

⁴ See Annexes 4-C and 4-D.

ANNEX 4-A

FULL-POWER TELEVISION STATIONS

SANTA BARBARA-SANTA MARIA-SAN LUIS OBISPO, CA

TV Stations Licensed to Communities in the Santa Barbara-Santa Maria-San Luis Obispo, CA DMA
(Sources: Broadcasting & Cable Yearbook 2007, Television and Cable Factbook 2007 and FCC CDBS Database)

<u>Station Count</u>	<u>Station</u>	<u>Channel</u>	<u>Community of License</u>	<u>Licensee (Owner)</u>
1.	KCOY-TV (63165)	12/19 (CBS)	Santa Maria, CA	Ackerley Broadcasting Operations, LLC (Clear Channel Communications)
2.	KPMR (12144)	38 (UNI)	Santa Barbara, CA	Entravision Holdings LLC
3.	KSBY (19654)	6/15 (NBC)	San Luis Obispo, CA	KSBY Communications, Inc. (Evening Post Publishing Co.)
4.	KTAS (12930)	33/34 (TMO)	San Luis Obispo, CA	Raul & Consuelo Palazuelos
5.	KEYT-TV (60637)	3/27 (ABC)	Santa Barbara, CA	Smith Media License Holdings, LLC (Smith Media, LLC)

ANNEX 4-B

CABLE TELEVISION SYSTEMS

SANTA BARBARA-SANTA MARIA-SAN LUIS OBISPO, CA

Santa Barbara-Santa Maria-San Luis Obispo, California DMA

Cable Television Systems

Cable Market Summary ^{1/}

Cable TV Households	149,558
Cable Penetration ^{2/}	67%
Alternate Delivery Systems (including DBS, SMATV, and MDS) Penetration ^{3/}	26%
Counties in DMA	San Luis Obispo, Santa Barbara (North) & Santa Barbara (South).

Cable Systems in DMA ^{4/}

	Cable Company	Community	County or Counties	No. Channels	Homes Passed	Number of Subscribers
1	Comcast Cable	Lompoc	Santa Barbara (North) & Santa Barbara (South)	60	Not Available	39,001
2	Charter Communications	Los Alamos	Santa Barbara (South)	53	500	320
3	Wave Broadband	New Cayama	Santa Barbara (North)	Not Available	200	150
4	Charter Communications	San Luis Obispo	San Luis Obispo & Santa Barbara (North)	Not Available	80,490	54,210
5	San Simeon Community Cable Inc.	San Simeon Acres	San Luis Obispo	36	1,200	500
6	Cox Communications	Santa Barbara	Montecito, Santa Barbara (South) & Ventura	78	80,000	92,000
7	Vandenberg Broadband	Vandenberg AFB	Santa Barbara (South)	78	3,000	1,400

^{1/} Source: *Broadcasting & Cable Yearbook 2006*

^{2/} Source: TVB.org Market Track, Cable and ADS Penetration by DMA, February 2007

^{3/} Source: TVB.org Market Track, Cable and ADS Penetration by DMA, February 2007

^{4/} Source: *Television & Cable Factbook 2007*

ANNEX 4-C
RADIO STATIONS (BIA)¹
SANTA BARBARA-SANTA MARIA-SAN LUIS OBISPO, CA

¹ BIA Financial Network data for the radio market is on file in connection with the pending Form 315 application for the transfer of control of the broadcast stations licensed to subsidiaries of Clear Channel Communications, Inc. from Shareholders of Clear Channel Communications, Inc. to Stockholders of BT Triple Crown Merger Co., Inc., File Nos. BTCH-20061212AVS *et al.* (as amended Jan. 17, 2007).



Market Name	CALLS	AM or FM	FCC ID Number	City of License	State of License	Parent	Comments
Santa Maria-Lompoc, CA	KBOX	FM	7049	Lompoc	CA	American General Media	
Santa Maria-Lompoc, CA	KPAT	FM	54755	Oreut	CA	American General Media	
Santa Maria-Lompoc, CA	KROK	FM	51264	Lompoc	CA	American General Media	
Santa Maria-Lompoc, CA	KLWG	FM	90485	Lompoc	CA	Calvary Chapel of Lompoc	
Santa Maria-Lompoc, CA	KSMA	AM	4123	Santa Maria	CA	Clear Channel Communications	
Santa Maria-Lompoc, CA	KSMY	FM	63553	Lompoc	CA	Clear Channel Communications	
Santa Maria-Lompoc, CA	KSNL	FM	4122	Santa Maria	CA	Clear Channel Communications	
Santa Maria-Lompoc, CA	KXFM	FM	5470	Santa Maria	CA	Clear Channel Communications	
Santa Maria-Lompoc, CA	KIDI	FM	7101	Guadalupe	CA	Emerald Wave Media	
Santa Maria-Lompoc, CA	KRTQ	FM	38306	Lompoc	CA	Emerald Wave Media	
Santa Maria-Lompoc, CA	KTAP	AM	6142	Santa Maria	CA	Emerald Wave Media	
Santa Maria-Lompoc, CA	KHFR	FM	87300	Santa Maria	CA	Family Stations Inc	
Santa Maria-Lompoc, CA	KINF	AM	24952	Santa Maria	CA	Knight Broadcasting Inc	
Santa Maria-Lompoc, CA	KSYV	FM	51185	Solvang	CA	Knight Broadcasting Inc	
Santa Maria-Lompoc, CA	KUHL	AM	51263	Lompoc	CA	Knight Broadcasting Inc	
Santa Maria-Lompoc, CA	KSBO	AM	38442	Santa Maria	CA	Lazer Broadcasting Corporation	
Santa Maria-Lompoc, CA	KGDP	FM	79035	Santa Maria	CA	People of Action	
Santa Maria-Lompoc, CA	KGDP	AM	54760	Oreut	CA	Radio Reps Inc	Pending CP to change comm. of license to Oldale, CA
Santa Maria-Lompoc, CA	KRQZ	FM	78929	Lompoc	CA	Trinity Church of the Nazarene	

**TV Acquisition LLC
FCC Form 314**

**Exhibit 15
Annex 4-C**



San Luis Obispo, CA (# 172)

Market Name	CALLS	AM or FM	FCC ID	City of License	State	Parent	Comments
San Luis Obispo, CA KIQO	FM		42066	Atascadero	CA	American General Media	
San Luis Obispo, CA KKAL	FM		64343	Paso Robles	CA	American General Media	
San Luis Obispo, CA KKJG	FM		71713	San Luis Obispo	CA	American General Media	
San Luis Obispo, CA KZOZ	FM		36025	San Luis Obispo	CA	American General Media	
San Luis Obispo, CA KCPR	FM		8324	San Luis Obispo	CA	California Polytechnical State Univ.	
San Luis Obispo, CA KSLY	FM		58894	San Luis Obispo	CA	Clear Channel Communications	
San Luis Obispo, CA KSTT	FM		63523	Los Osos-Baywood P	CA	Clear Channel Communications	
San Luis Obispo, CA KURQ	FM		54364	Grover Beach	CA	Clear Channel Communications	
San Luis Obispo, CA KVEC	AM		10870	San Luis Obispo	CA	Clear Channel Communications	
San Luis Obispo, CA KLVH	FM		52246	San Luis Obispo	CA	Educational Media Foundation	
San Luis Obispo, CA KTEA	FM		77773	Cambria	CA	Kampschroer, James R	
San Luis Obispo, CA KCBX	FM		33705	San Luis Obispo	CA	KCBX Inc	
San Luis Obispo, CA KLMM	FM		46401	Morro Bay	CA	Lazer Broadcasting Corporation	
San Luis Obispo, CA KLUN	FM		2243	Paso Robles	CA	Lazer Broadcasting Corporation	
San Luis Obispo, CA KLFF	FM		38281	San Luis Obispo	CA	Logos Broadcasting Corporation	
							TBA with Logos Broadcasting Corporation
San Luis Obispo, CA KLFF	AM		87729	Arroyo Grande	CA	Jerry Collins	
San Luis Obispo, CA KPYG	FM		9851	Cambria	CA	Mapleton Communications LLC	
San Luis Obispo, CA KWWV	FM		25960	Santa Margarita	CA	Mapleton Communications LLC	
San Luis Obispo, CA KXDZ	FM		70781	Templeton	CA	Mapleton Communications LLC	
San Luis Obispo, CA KXTZ	FM		30108	Pismo Beach	CA	Mapleton Communications LLC	
San Luis Obispo, CA KYNS	AM		73039	San Luis Obispo	CA	Mapleton Communications LLC	
San Luis Obispo, CA KPRL	AM		64342	Paso Robles	CA	North County Communications LLC	
San Luis Obispo, CA KXTK	AM		36026	Arroyo Grande	CA	Pacific Coast Media LLC	
San Luis Obispo, CA KJDJ	AM		29795	San Luis Obispo	CA	Padre Serra Communications Inc	
San Luis Obispo, CA KXTY	FM		58653	Morro Bay	CA	Salisbury Broadcasting Corporation	
San Luis Obispo, CA KKJL	AM		58897	San Luis Obispo	CA	San Luis Obispo Broadcasting	

Data taken from BIAfr's MEDIA Access Pro™, January 16, 2007 Copyright © BIA Financial Network, Inc.

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ANNEX 4-D

NEWSPAPERS

SANTA BARBARA-SANTA MARIA-SAN LUIS OBISPO, CA

Newspaper Market: Santa Barbara-Santa Maria-San Luis Obispo

Newspaper Market Summary:

	<u>Total Circulation</u>	<u>Total Penetration</u>
Dailies	126,000	53.4
Sunday	111,900	47.4
Weeklies	76,379	32.4

Number of Households: 224,000

Daily Newspapers Published in DMA

	Title	City	M-F Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
1	<i>Santa Barbara News- Press</i>	Santa Barbara	41,700	17.7	42,800	18.1
2	<i>The Tribune</i>	San Luis Obispo	39,300	16.7	43,900	18.6
3.	<i>Santa Maria Times</i>	Santa Maria	38,500	16.3	18,400	7.8
4.	<i>Lompoc Record</i>	Lompoc	6,500	2.8	6,800	2.9

Weekly Newspapers Published in DMA

	Title	City	Weekly Circulation (Total)	Mkt. Penetration	Sunday Circulation (Total)	Mkt. Penetration
1	<i>Atascadero News</i>	Atascadero	12,500/5,800*	5.3/2.5*	N/A	N/A
2	<i>The Cambrian</i>	Cambria	4,000	1.7	N/A	N/A
3	<i>Coastal View News</i>	Carpinteria	6,500*	2.8*	N/A	N/A
4	<i>Five Cities Times Press Recorder</i>	Arroyo Grande	4,000/300*	1.7/0.1*	N/A	N/A
5	<i>Paso Robles Press</i>	Paso Robles	7,500/12,379*	3.2/5.2*	N/A	N/A
6	<i>Santa Ynez Valley News Press</i>	Solvang	6,900/13,500*	2.9/5.7*	N/A	N/A
7	<i>Sun-Bulletin</i>	Morro Bay	3,000	1.3	N/A	N/A

Source: BIA: Investing in Newspaper 2006

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**Attachment 5
Roseburg, OR**

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ANNEX 5-A

2002 SATELLITE GRANT

17 F.C.C.R. 10828, 17 FCC Rcd. 10828, 2002 WL 1059488 (F.C.C.)

Federal Communications Commission (F.C.C.)
Memorandum Opinion and Order

****1 IN THE MATTER OF SHAREHOLDERS OF
THE ACKERLEY GROUP, INC. (TRANSFEROR)**

AND

**CLEAR-CHANNEL COMMUNICATIONS, INC.
(TRANSFeree)**

For Transfer of Control of the Ackerley Group, Inc.,
and Certain Subsidiaries, Licensees of KCOY-TV,
Santa Maria, CA; KTVF(TV), Fairbanks, AK;
KION(TV), Monterey, CA; KFTY(TV), Santa Rosa,
CA; KGET(TV), Bakersfield, CA; KVIQ(TV),
Eureka, CA; KMTR(TV), Eugene, OR; KMTZ(TV),
Coos Bay, OR; KMTX-TV, Roseburg, OR; KVOS-
TV, Bellingham, WA; KHHO(AM), Tacoma, WA;
KJR(AM), Seattle, WA; KBTB(FM), Seattle, WA;
KUBE(FM), Seattle, WA; WIVT(TV), Binghampton,
NY; WIXT-TV, Syracuse, NY; WOKR(TV),
Rochester, NY; WUTR(TV), Utica, NY;
WWTI(TV), Watertown, NY; and KGPE(TV),
Fresno, CA and Associated Television Translator
Stations.

File Nos. BTCCT, BTCTTA, BTCTTL, BTC,
BTCH, BTCTTV, BTCTT, BTCFT-20011017ACI-
AED
FCC 02-159

Adopted: May 24, 2002 Released: May 29, 2002

***10828** By the Commission: Commissioner Capps
approving in part, dissenting in part and issuing a
statement.**I. INTRODUCTION**

1. On October 17, 2001, Clear Channel filed
applications seeking Commission consent to the
transfer of control of Ackerley Media Group, Inc.
(AK Media), Central NY News, Inc., and Ackerley
Broadcasting Fresno, LLC, wholly owned
subsidiaries of the Ackerley Group, Inc. (Ackerley)
and licensees of 16 full-service television stations, as
well as two FM and two AM radio stations.^{FN[FN1]}
Buckley ***10829** Broadcasting of Monterey

(Buckley), licensee of KWAV(FM) and KIDD(AM),
Monterey, CA, filed a petition to deny on November
21, 2001.^{FN[FN2]} In addition, Congressman Sam Farr
and Douglas F. Elznic filed informal objections,
while the Minority Media and Telecommunications
Council (MMTC) filed comments in support of the
applications.^{FN[FN3]} Clear Channel filed oppositions to
the petition to deny and two informal
objections.^{FN[FN4]} Ackerley filed a separate
consolidated opposition to the Buckley petition and
the comments of Congressman Farr. On December 7,
2001, Alex Sheina filed comments requesting that the
Commission either block the sale of WOKR(TV),
Rochester, NY, or require the divestiture of
WHAM(AM), Rochester, NY.

2. Grant of the applications will result in the
creation of new radio/television combinations in
Bakersfield, CA; Eugene, OR; Fairbanks, AK;
Fresno, CA; Monterey-Salinas, CA; Santa Rosa, CA;
Binghampton, NY; Rochester, NY; Santa Maria, CA;
Syracuse, NY; and Utica, NY.^{FN[FN5]} Of the 11
combinations created, 5 will violate our
radio/television cross-ownership rule. In these
markets, Clear Channel has requested a 12-month
temporary waiver in order to come into compliance.
Elznic has challenged Clear Channel's
radio/television cross-ownership showing in the
Syracuse, NY and Utica, NY markets; opposes grant
of the 12-month temporary waiver; and raises
competition concerns specific to the Syracuse market.
Congressman Farr and Buckley raise concerns
specific to the Monterey-Salinas, CA market. Clear
Channel also requests a continuing satellite exception
to our broadcast television multiple ownership rule in
order to permit the continued operation of
KMTZ(TV), Coos Bay, OR and KMTX-TV,
Roseburg, OR as satellites of KMTR(TV), Eugene,
OR. For the reasons set forth below, we will grant a
12-month temporary waiver of the radio/television
cross-ownership rule in the 5 affected markets, as
well as the continuing satellite exception in the
Eugene, OR DMA. In the Monterey-Salinas market,
we will grant the proposed transfer of control of
KION(TV), Monterey, CA to Clear Channel, on the
condition that the existing Time Brokerage
Agreement (TBA) and related arrangements between
the licensee of KCBA(TV), Salinas, CA and a
subsidiary of Ackerley are reformed as set forth
below. Consequently, we will deny the petitions to
deny and other comments to the extent set forth
herein.

II. BACKGROUND

****2** 3. Clear Channel is a publicly traded

corporation with the majority of its shares held by the investing public, and has attributable interests in approximately 1200 full-service radio broadcast *10830 licenses,^{FN[FN6]} as well as 22 full-service television broadcast licenses. Pursuant to an Agreement and Plan of Merger dated October 5, 2001, Ackerley will merge with CCMM Sub, Inc., a new wholly owned subsidiary of Clear Channel. The surviving corporation will retain the Ackerley name, while the directors of the merger subsidiary will replace the current directors of Ackerley. The parties will exchange 100% of the outstanding voting and non-voting securities of Ackerley for shares of Clear Channel common stock. Clear Channel will pay Ackerley .35 Clear Channel shares in exchange for each Ackerley share, for a total merger consideration of approximately \$483 million. Clear Channel will also assume \$294 million in Ackerley debt, bringing the total value of the transaction to approximately \$775 million.

III. RADIO/TELEVISION CROSS-OWNERSHIP RULE

4. **The Standard.** The radio/television cross-ownership rule is implicated when the Grade A contour of a television station encompasses the entire community of license of a commonly owned AM or FM radio station, or when the 2 mV/m contour of an AM radio station, or the 1 mV/m contour of an FM radio station, encompasses the entire community of license of a commonly owned television station.^{FN[FN7]} Under the numerical ownership/voice count restrictions of the radio/television cross-ownership rule, a party may own 1 television station and up to 6 radio stations in any market where at least 20 independently owned media voices remain in the market after the proposed transaction.^{FN[FN8]} If, under the Commission's local television ownership rule, a single entity could own 2 television stations in the market, it may hold either 2 television and 6 radio stations or 1 television and 7 radio stations in that market.^{FN[FN9]} Under our local television multiple ownership rule, a party may own, operate or control 2 television stations within the same Nielsen Designated Market Area (DMA) if the Grade B contours of the stations do not overlap, or eight or more independently owned and operating commercial and noncommercial television stations will be licensed to the DMA and at least one of the stations is not ranked within the top four stations in the DMA in terms of audience share.^{FN[FN10]} Second, a party may own 1 television station and up to 4 radio stations in any market where at least 10 independently owned media voices remain in the market after the proposed transaction.^{FN[FN11]} If, under the Commission's local

television ownership rule, a single entity could own 2 television stations in the market, it may also hold 2 television stations and 4 radio stations in that market. Third, a party may own 1 television station and 1 radio station regardless of the number of independent voices remaining in the market.^{FN[FN12]} If, under the Commission's local television ownership rule, a single entity could own 2 television stations in the market, it may also hold 2 television stations and 1 radio station in that market.

*3 5. As set forth in the *Television Ownership Order*, where a resulting combination contains stations in more than one Arbitron radio metro market, the voice count prong of the radio/television cross-ownership rule must be satisfied in each market.^{FN[FN13]} Included as "voices" are those radio stations located *10831 outside a radio metro market, but with a "reportable share" in the market.^{FN[FN14]} The Commission noted that "[w]here there is no recognized Arbitron radio metro market, parties may use data associated with a 'functionally equivalent' radio market," and that parties may demonstrate that a geographic area constitutes a "functionally equivalent" market based on "the listening statistics of the populace in the counties that make up that geographical area" or the relevant signal contour overlaps of geographically proximate stations.^{FN[FN15]} In the *Television Ownership Reconsideration*, the Commission stated that "[w]e generally do not count radio stations located in one Arbitron radio market towards the limits on the number of radio stations a party may own in another Arbitron radio market, even when the radio stations in the different markets fall within the Grade A contour of a commonly owned TV station."^{FN[FN16]} However, the Commission will count radio stations in different Arbitron markets towards the limits that an entity may own if the radio station's relevant contour triggers the rule. As the Commission stated, "[g]iven that contour encompassment continues to trigger the radio/TV cross-ownership rule, we believe it is necessary to recognize that radio stations located in one market in fact have a presence in a distant market, if their contours reach into the distant market and trigger the rule."^{FN[FN17]}

6. **The Clear Channel Combinations.** Clear Channel has attached exhibits concluding that its proposed radio/television combinations will comply with the numerical ownership/voice count restrictions of the radio/television cross-ownership rule in Bakersfield, CA (1 tv and 6 radios); Fairbanks, AK (1 tv and 4 radios); Fresno, CA (1 tv and 6 radios); Monterey-Salinas, CA (1 tv and 6 radios); and Santa Rosa, CA (1 tv and 4 radios).^{FN[FN18]} With respect to

the Eugene, OR market, Clear Channel states that the Grade A contour of KMTR(TV), Eugene, OR will encompass the communities of license of commonly owned radio stations in the Eugene-Springfield, OR radio metro market (1 tv and 6 radios) as well as 5 radio stations in the separate, “functionally equivalent” Albany-Corvallis, OR market (1 tv and 5 radios).^{FN[FN19]} In constructing the “functionally equivalent” Albany-Corvallis market, Clear Channel states that it has counted those “geographically proximate radio stations with a principal community contour that overlaps or intersects with the principal community contours of its owned stations,” and those stations with a “reportable share in the area according to an Arbitron custom survey.”^{FN[FN20]} Although this is the first instance in which an applicant has constructed a “functionally equivalent” market in order to demonstrate compliance with the numerical ownership restrictions of the radio/television cross-ownership rule, Clear Channel’s showing appears founded on credible data from industry-recognized sources, and is consistent with the Commission’s determination to permit an applicant to demonstrate a “functionally *10832 equivalent” market where there exists no accepted Arbitron radio metro market.^{FN[FN21]} We, therefore, agree that, based upon Clear Channel’s showing, two combinations will be created in the Eugene, OR market, one in the Eugene-Springfield radio metro market and a second in the “functionally equivalent” Albany-Corvallis market.^{FN[FN22]} Based upon our review of Clear Channel’s showings, we agree that the combinations in these six markets will comply with the radio/television cross-ownership rule.

****4** 7. Clear Channel acknowledges that the resulting combinations in the remaining five markets will exceed the numerical ownership/voice count restrictions of the radio/television cross-ownership rule. In the Rochester, Santa Maria, and Syracuse markets, Clear Channel has filed showings concluding that new 1 tv/7 radio station combinations will result from grant of the applications.^{FN[FN23]} Based on its showing, Clear Channel states that, while enough independent media voices will remain in each market to permit a 1 tv/7 radio station combination, fewer than 8 independently owned and operating commercial and non-commercial television voices will remain in the respective DMAs post-merger. Consequently, Clear Channel states that it will only be able to hold a 1 tv/6 radio station combination in each of these markets since common ownership of two television stations in the respective DMAs will not be consistent with the revised duopoly rule.^{FN[FN24]} Clear Channel must, therefore, sell either 1 radio station or 1 television station in

each of these 3 markets to come into compliance with the radio/television cross-ownership rule. In Binghamton, NY, Clear Channel has filed an exhibit in which it concludes that a single new 1 tv/6 radio combination will result from the merger.^{FN[FN25]} Clear Channel states that only enough independent media “voices” will remain in the relevant market post merger to permit a 1 tv/4 radio station combination. Clear Channel must, therefore, sell 2 radio stations or 1 television station in the Binghamton market to come into compliance with the radio/television cross-ownership rule.

8. In Utica, NY, Clear Channel states that it will control a 1 tv/10 radio station combination,^{FN[FN26]} which will include its radio station in the Utica-Rome Arbitron radio metro market, as well as one radio station in the Syracuse radio metro market whose 2mV/m contour encompasses Utica. Clear Channel has submitted a showing in which it concludes that enough independent media voices will remain to permit a 1 tv/6 radio station combination in the Utica market. Based on this showing, Clear Channel will need to sell 4 radio stations or 1 television station to come into compliance in the Utica ***10833** market.^{FN[FN27]} Douglas Elznic, however, argues that Clear Channel’s showing was insufficient since the radio contour map for the Utica market fails to include Clear Channel radio station WXBB(FM), DeRuyter, NY, which is assigned to the adjacent Syracuse radio metro market. With WXBB(FM) included, Clear Channel would hold a 1 tv/11 radio station combination in the Utica market. Elznic also argues that Clear Channel has included several out-of-market stations in the voice count that have extremely low audience shares in the Utica market. Elznic argues that precedent exists for finding that the audience shares are too low for these out-of-market stations to be considered as “voices” in the Utica market.^{FN[FN28]} With these several out-of-market stations excluded, Elznic argues that a sufficient number of independent “voices” in the market exist to permit only a 1 tv/4 radio station combination. Elznic argues, therefore, that Clear Channel would need to divest 7 radio stations to come into compliance in the Utica market.^{FN[FN29]}

****5** 9. Clear Channel has submitted an amended engineering exhibit demonstrating that WXBB(FM) does not implicate the radio/television cross-ownership rule in the Utica market. With respect to the voice count, the Commission stated in the *Television Ownership Order* that “it is important to count radio stations with a reportable share in the relevant market because those stations clearly serve as a source of information and entertainment

programming for the market.”^{FN[FN30]} Therefore, consistent with the *Television Ownership Order*, all stations with a reportable audience share in the market are considered “voices” in determining compliance with the radio/television cross-ownership rule. The precedent cited by Elznic, a February 17, 2000 staff letter, is inapplicable here since it concerned our local radio market concentration analysis and, in particular, whether an out-of-market station should be considered part of a radio cluster when it has a reportable audience share, but no revenue share, within the local market.^{FN[FN31]} Because under our local radio market concentration analysis the Commission examines advertising revenue share and not audience share, the staff properly concluded that an out-of-market station could not be included in a radio cluster on the basis of audience share alone.^{FN[FN32]} We, therefore, find that Clear Channel will control a 1 tv/10 radio station combination in the Utica market, and that enough independent voices will exist to permit a 1 tv/6 radio station combination.

10. Waiver Request. Clear Channel has requested 12 months to come into compliance in all 5 markets where grant of the instant applications will result in a violation of the radio/television cross-ownership rule. As support, Clear Channel notes that the Commission has in the past granted temporary waivers in order to provide a reasonable time for the station divestitures necessary to come into compliance with Commission rules. Clear Channel concedes that in most recent cases, the Commission has found six months to be a reasonable period to divest the necessary stations. Clear Channel, however, argues that those waivers were granted in a different economic climate, and that the current economic climate justifies a 12-month temporary waiver.

11. In support of its contention that a 12-month waiver is justified, Clear Channel has submitted the declaration of Mark. R. Fratrik, Ph.D., Vice President of BIA Financial Network. Fratrik states that what had been strong growth in radio and industry revenues through the first three quarters of 2000 began to slow by the year's end, along with a general slowdown in the economy. In particular, he ***10834** states that radio industry advertising revenue declined by 7% during the first eight months of this year. He sees little prospect for a rebound in broadcast advertising revenue given the projected increase in the unemployment rate and concomitant decline in consumer spending.^{FN[FN33]} Because of this economic downturn, Fratrik concludes that lenders have been less willing to finance television station purchases. In addition, Fratrik contends that the low growth in

broadcast industry revenue was accompanied by slow acceptance of digital television receivers, the result of concerns over the potential costs associated with the digital transition. Consequently, the number and value of radio and television station sales has declined, according to Fratrik. Fratrik notes that the number of radio station sales during the first three quarters of this year have declined 20% from the corresponding period last year, and that the total value of radio station sales during the first three quarters of this year is only 18.9% of the total value during the corresponding period last year. With respect to the broadcast television industry, Fratrik notes that during the last two years, “the number of stations sold hovered around the 150-station level” but that “[s]o far the 56 stations sold this year only corresponds to less than 40% of that level.”^{FN[FN34]} Moreover, Fratrik states that “[t]he decrease in value is even more pronounced as the total value [of television station sales] for the first three-quarters of 2001 only represents about one-fifth the value of all of last year, with most of last year's revenue originating in the first three quarters.”^{FN[FN35]} According to Fratrik, it is unlikely that the broadcast television industry will witness strong revenue growth within the next 6 to 12 months. Potential buyers will need to see a sustained recovery, asserts Fratrik, before they will be willing to assume the risk of a television station purchase, especially in mid-sized and smaller markets facing the transition to digital television.

****6** 12. In its comments supporting the applications, MMTC argues that spin-offs from large mergers often provide the best opportunities for minorities and new entrants to acquire quality broadcast properties. MMTC contends, for instance, that the Viacom/CBS merger resulted in the acquisition of 5 large market broadcast properties by minorities, and that the Clear Channel/AMFM merger resulted in the acquisition of 40 radio properties by 9 minority-owned enterprises. MMTC asserts that additional broadcast properties can be acquired as a result of the merger between Ackerley and Clear Channel if there is sufficient time to assemble the necessary financing. Citing Dr. Fratrik, MMTC states that current economic conditions have led banks to become less willing to make risky loans, the very kind of loans new entrants rely upon for station purchases. MMTC states that it has developed relationships with numerous companies that could benefit from any station divestitures, but that 6 months is an insufficient length of time to assemble the necessary financing.

13. Elznic challenges Clear Channel's showing. He

notes that Clear Channel appears to have contracted with BIA for Dr. Fratrik's statement, and that the statement was procedurally deficient for several reasons.^{FN[FN36]} With respect to the economic analysis, he argues that the statement is "heavily opinionated" and reaches "sweeping conclusions." He asserts that no extensive research has been conducted linking the reduction in station sales to conditions in the economy. Elznic notes that other reasons may explain the decline in station sales, including industry consolidation following passage of the 1996 Telecom Act. Elznic states that, in any case, the figures provided by Dr. Fratrik for 2000 and 2001 do not show a dramatic decrease in the number of station sales. He contends that the Commission should perform its own extensive research of the industry before granting a 12-month waiver in this case. He claims that Clear Channel is requesting a 12-month waiver simply to drive up the sales price of its undesirable stations.

***10835 14. Discussion.** As noted by Clear Channel, several of our past decisions did conclude that temporary waivers of our multiple or cross-ownership rules were appropriate to facilitate multi-station transactions, especially when the waiver was incidental to the larger transaction.^{FN[FN37]} The current transaction, involving 20 full-service television and radio licenses, is similar in size and complexity to the most recent transactions where we granted temporary waivers of our multiple or cross-ownership rules. As always, in evaluating the propriety and nature of such waivers, we assess the need for the waiver and the harm to the goals underlying the rule.

15. After a careful review of the record, we conclude that allowing Clear Channel a limited period of time following consummation of the transaction to come into compliance with the radio/television cross-ownership rule in the Binghampton, Rochester, Santa Maria, Syracuse and Utica markets is in the public interest. The stations to be commonly owned represent a relatively small portion of this larger transaction. Moreover, we believe that immediate divestiture would hamper the search for buyers and thereby create the risk of a "fire sale." It has long been Commission policy to avoid any forced sale of assets that could unnecessarily restrict the value of stations to be divested and could artificially limit the range of potential buyers.^{FN[FN38]}

****7 16.** Moreover, we do not believe that a temporary waiver would unduly harm competition and diversity in the 5 affected markets during the short period of common ownership. In the Rochester, Santa Maria, and Syracuse markets, where Clear

Channel will temporarily control 1 tv/7 radio station combinations, 32, 24 and 26 independent media voices, respectively, will remain post-merger, a level of voice diversity consistent with that in previous temporary waivers of our radio/television cross-ownership and local television multiple ownership rule.^{FN[FN39]} In the Utica market, where Clear Channel will temporarily control a 1 tv/10 radio station combination, 22 independent media voices will remain post-merger, which is also a level of voice diversity consistent with previous temporary waivers. Finally, in Binghampton, Clear Channel will control a 1 tv/6 radio station combination, and 18 independent media voices will remain post-merger. Although this level of concentration is higher than we have permitted in prior cases, we do not believe it is likely to produce undue adverse effects on diversity or competition given the temporary nature of the combination and level of independent service remaining in the community. In this latter respect, we note that, were two additional voices present in Binghampton, no divestitures would be required. Given these facts, we do not believe that providing a temporary period to divest in these 5 markets will unduly harm diversity or hinder competition in a manner inconsistent with the public interest.

17. We conclude that, in this instance, a 12-month temporary waiver of the radio/television cross-ownership rule would provide a reasonable time for a broad range of qualified buyers to take advantage of the opportunity to own a broadcast station as a result of this multi-station transaction. MMTC states that after the Clear Channel/AMFM merger it assisted in bringing "over three dozen" companies into contact with "lenders and investment houses."^{FN[FN40]} MMTC further states that "the relationships born of these contacts survive today, and could result in additional acquisitions if stations ***10836** are available to buy and if there is sufficient time...to assemble the financing."^{FN[FN41]} All 5 markets are relatively small, making the divestiture stations less attractive purchases. Citing Dr. Fratrik, MMTC notes that banks will now only lend 5 times a station's cash flows to finance a purchase, whereas previously loans were often for six times a station's cash flows.^{FN[FN42]} Given the nature of the local markets and the difficult financial environment, it is reasonable to assume that finding potential buyers and assembling the necessary financing has become more difficult. In light of our concern that any shorter period may limit the number of prospective buyers, we find that a 12-month temporary waiver of our radio/television cross-ownership rule is in the public interest.

IV. SYRACUSE AND MONTEREY-SALINAS

MARKETS

****8 18. Background and Standard.** The petitioners have raised arguments relating to the Syracuse and Monterey-Salinas markets where they believe grant of the applications would be anticompetitive, contrary to Commission rules, or otherwise not in the public interest. The arguments are similar to other pleadings filed in previous proceedings or applications involving these two markets.^{FN[FN43]} Parties challenging an application to transfer control must set forth “specific allegations of fact sufficient to show that...a grant of the application would be *prima facie* inconsistent with [the public interest].”^{FN[FN44]} The Commission must designate an application for hearing where the “totality of evidence” raises a “substantial and material question of fact” concerning whether grant of the application would serve the public interest.^{FN[FN45]}

19. Syracuse Market. Elznic contends that Clear Channel holds an unfair competitive advantage in the Syracuse radio market since its stations have the best signal coverage and technical facilities. He also states that the combination of a television station with the existing radio cluster “will allow Clear Channel to create custom-package, multimedia advertising campaigns to help increase its overall radio revenue figures.”^{FN[FN46]} He, therefore, requests that the Commission require Clear Channel to divest one of its technically and economically competitive radio stations in order to “‘even out’ the playing field in the radio market.”^{FN[FN47]} He notes that the Commission is currently reviewing certain policies and rules as a result of the *Local Radio Ownership NPRM*, including the Commission’s current treatment of local broadcast radio and television advertising as separate product markets.^{FN[FN48]} Consequently, he further requests that the Commission defer consideration of the instant application until all comments and reply comments have been received in the local radio ownership proceeding.

20. Clear Channel responds that compliance with the radio/television cross-ownership rule is based solely on the number of voices remaining in the market. According to Clear Channel, Elznic’s arguments should have been raised during the rulemaking revising the local broadcast television multiple ***10837** ownership rule. Clear Channel further responds that the instant transaction involves only the acquisition of a television station and, therefore, the pending local radio ownership proceeding has no bearing on grant of the instant application.

21. Since November 19, 1999, the Commission has applied the numerical ownership/voice count restrictions of the radio/television cross-ownership rule to radio/television combinations.^{FN[FN49]} The Commission has not otherwise examined the competitive impact of an acquisition on the advertising market for radio and television, in part because it has believed that radio advertising and television advertising constitute separate product markets. However, in our local radio ownership proceeding we are currently seeking comment on whether this belief is correct.^{FN[FN50]}

****9 22.** We nonetheless deny Elznic’s request that we defer considering these applications until all comments have been received in the Local Radio Ownership NPRM. Rather, consistent with our procedure with regard to radio station applications, until the local radio ownership proceeding is completed, we will presume that radio advertising and television advertising constitute separate product markets, although we will consider the particular facts of each case. Here, we find no evidence in the record that raises a substantial and material issue that radio and television advertising do not constitute separate markets in the Syracuse area. Accordingly, on this record, we will analyze Clear Channel’s radio/television combination only pursuant to the numerical ownership/voice count limitations of the radio/television cross-ownership rule. As noted above, Clear Channel will control a 1 tv/7 radio station combination in violation of the radio/television cross-ownership rule, and it must divest either 1 television or 1 radio station to achieve compliance. We will not specify which station or stations Clear Channel must divest, as we do not consider the technical capabilities of commonly owned stations in determining compliance with the numerical ownership restrictions of the radio/television cross-ownership rule.^{FN[FN51]}

23. Monterey-Salinas Market. Congressman Sam Farr requests that the Commission designate the KION(TV), Monterey, CA transfer application for hearing, arguing that Clear Channel’s assumption of a Time Brokerage Agreement (TBA) between AK Media Group, Inc. (AK Media), a wholly owned subsidiary of Ackerley, and Seal Rock Broadcasters, LLC (Seal Rock), the licensee of KCBA(TV), Salinas, CA (a Fox affiliate) will result in a “*de facto* television duopoly” in the Monterey-Salinas market that will violate the local television multiple ownership rule.^{FN[FN52]} He claims that the TBA is not consistent with Commission policy because the commonly owned stations are collocated, as well as share the same General Manager, National Sales

Manager, Production Manager, News Director, post office box, fax number, and advertising rep firm. Congressman Farr also states that the Station Manager of KCBA(TV) is the Business Manager of KION(TV). He contends that the relationship between AK Media and Seal Rock “does not square with the FCC staff’s finding [in a January 5, 2000 staff letter] that the stations maintained separate personnel and facilities within the Salinas building under the previous LMA.”^{FN[FN53]} He further claims that the TBA has not served Monterey residents well since it has caused the removal of the only English-language station operating from the Monterey peninsula, and has violated an alleged commitment to maintain at least 4.5 hours of daily local news broadcasts.

***10838** 24. Both Congressman Farr and Buckley also raise competition concerns similar to those raised within the context of the Syracuse market. Congressman Farr is concerned that Clear Channel will be able to leverage its local outdoor advertising business, syndicated radio programming business, and concert promotion business to increase its dominance in radio and television advertising sales in the Monterey-Salinas market. He states that Clear Channel has taken advantage of a number of ownership and attribution “loopholes” in order to create a “powerful multimedia combination” and, therefore, grant of the application would not serve the public interest. He cites the pending radio ownership proceeding, and argues that the Commission should delay approval until the Commission determines the extent to which the local markets for radio and television advertising sales overlap.^{FN[FN54]} Buckley raises similar arguments and claims that the grant of the KION(TV) application will violate the spirit and goal of the radio/television cross-ownership rule by failing to protect competition for advertising sales, contending that the radio/television cross-ownership rule as adopted was not intended for a market the size of Monterey-Salinas.

****10** 25. Ackerley, in the consolidated opposition, argues that the TBA is non-attributable, since it provides for a maximum of 15% of the weekly programming for KCBA(TV).^{FN[FN55]} Ackerley notes that Commission staff already reached this conclusion in the January 5, 2000 letter consenting to the assignment of the KION(TV) license to AK Media, and further responds that the TBA is fully consistent with Commission rules since the licensee retains control over basic policies concerning programming, finances, and personnel. Ackerley states that the licensee employs and pays at least three employees at KCBA(TV), one of which is a

manager. With respect to common personnel, Ackerley states that KION(TV) and KCBA(TV) do not share either a General Manager or a National Sales Manager, and that the Station Manager of KCBA(TV) and the Business Manager of KION(TV) are not the same person. Ackerley acknowledges that the stations do share a Production Manager, News Director, post office box, fax number, and advertising representative firm, but that the Commission noted that such cooperative arrangements result in operational benefits when it decided to permit LMAs. Any programming changes, Ackerley asserts, were the result of changes in the local and national economy, and did not violate any commitment made to the Commission.

26. With respect to competition in the Monterey-Salinas market, both Ackerley in the consolidated opposition and Clear Channel in its separate opposition argue that grant of the KION(TV) application will be consistent with the numerical ownership/voice count restrictions of the local television multiple ownership rule. Ackerley, in its consolidated opposition, argues that Buckley has provided no factual evidence to support its contention that grant of the KION(TV) application will subvert competition. With respect to Congressman Farr’s concerns regarding the advertising market in Monterey-Salinas, Clear Channel reiterates that compliance with the radio/television cross-ownership rule is premised solely upon the number of independent voices remaining in the relevant market. According to Clear Channel, its other non-broadcast interests, as well as the technical capacities of its radio stations, are irrelevant to determining compliance with the radio/television cross-ownership rule. As with the Syracuse market, Clear Channel argues that the proposed transaction involves only the acquisition of a ***10839** television station and, therefore, the pending local radio ownership proceeding has no bearing on grant of the instant KION(TV) application.

27. Buckley, in its reply to the oppositions of Clear Channel and Ackerley, states that Clear Channel’s ownership combination appears to be in compliance with the broadcast television multiple ownership and radio/television cross-ownership rule, but that the Commission must nevertheless fully examine the operation of the KCBA(TV) TBA to determine the competitive impact on the Monterey-Salinas market.^{FN[FN56]} Buckley argues that Congressman Farr has raised questions concerning whether KION(TV) and KCBA(TV) are really independent operators in light of the shared personnel and the fact that the 85% of programming not provided by the broker is

nationally syndicated. Buckley also states that AK Media has entered into a related joint sales arrangement (JSA) with the licensee of KCBA(TV) in combination with the TBA, and that this arrangement should be investigated in order to determine its compliance with Commission's policies and the public interest. As set forth in Section 6 of the TBA, the JSA contemplates that AK Media will retain all advertising and other revenues related to the programming provided under the TBA as well as all revenue from programming provided by Seal Rock, with the exception of network compensation revenues. Buckley acknowledges that Commission staff did find in the January 5, 2000 letter that the KCBA(TV) TBA would not be attributable to Ackerley, but that this finding is incomplete since the staff did not review the effect Clear Channel's ownership of the stations would have on concentration in the market for television and radio advertising.

****11 28. Discussion.** On March 28, 2002, the staff released a letter requesting further information regarding the process by which programming decisions are made under the KCBA(TV) TBA and related business arrangements outside that agreement.^{FN[FN57]} In particular, the staff sought information concerning the role of Ackerley and Seal Rock in initially acquiring programs (syndicated or otherwise), as well as the role of the Seal Rock and Ackerley employees in such programming decisions. Ackerley filed a response on April 3, 2002, to which it attached the declarations of George Kriste, 50% owner of the parent of Seal Rock and General Manager of KCBA(TV), and Mark Faylor, Senior Vice President of AK Media, as well as a copy of the January 12, 2000 TBA between AK Media and Seal Rock. Buckley filed its reply on April 10, 2002.

29. Ackerley states that apart from the programming provided under the TBA, KCBA(TV)'s programming consists of Fox programming, syndicated programming and paid programming.^{FN[FN58]} Ackerley argues that the programming of station KCBA(TV) has been conducted in full compliance with the TBA and in compliance with Commission rules and policies. Kriste declares that much of the programming not provided by Ackerley under the TBA was in place at the time Seal Rock acquired KCBA(TV), and that he made the transfer of the Fox affiliation agreement a condition upon the purchase. He further declares that syndicated programming acquired since that time has been obtained with the assistance of Ackerley personnel and resources, but that the broadcast of such programming is subject to his specific approval,

and that he is the only Seal Rock employee involved in the approval of programming. He declares that he is actively involved in the affairs of KCBA(TV), spending approximately 7 to 10 hours per month at the station while being in regular telephone contact with the station at other times. Faylor declares that Ackerley suggests programming to Seal Rock during the hours not covered by the TBA, but that Seal Rock is free to reject such suggestions. He further declares that Ackerley's assistance is mutually beneficial since Seal Rock is able to acquire programming on better terms than would otherwise *10840 be available without the TBA and related business arrangements. Buckley, in its reply, argues that Ackerley's response reveals that it actually provides more than 15% of KCBA(TV)'s weekly programming and, thus, the TBA should be attributable. Buckley asserts that Kriste never reveals who makes the programming decisions before Ackerley secures the programming in the first place.^{FN[FN59]} Buckley states that, while Seal Rock is apparently free to obtain programming from any source, it appears not to have done so.^{FN[FN60]}

30. On January 5, 2000, the staff issued a letter consenting to the assignment of KION(TV) from Harron Television of Monterey (Harron) to AK Media. AK Media owned KCBA(TV) prior to the acquisition of KION(TV) and, pursuant to an April 24, 1996 LMA arrangement, brokered "all non-CBS programming aired" on KION(TV) "up to an including 24 hours of programming per day, seven days per week."^{FN[FN61]} In the January 5, 2000 letter, the staff correctly concluded that the Commission had permitted the particular relationships between AK Media and Harron and, therefore, the various petitioners failed to demonstrate that the LMA arrangement raised a substantial and material question of fact concerning either an unauthorized transfer of control or other violation of Commission rules, including the broadcast television multiple ownership rule.^{FN[FN62]} In particular, the staff noted that, at the time the parties entered into the KION(TV) LMA arrangement, the Commission permitted brokers to enter into an LMA and an Option/Right of First Refusal Agreement with a licensee while at the same time acting as a guarantor for a loan to the licensee, as well as permitted a broker to collect a station's advertising revenue.^{FN[FN63]} The staff also correctly noted that the licensee's retention of two employees, one of whom was management, complies with the minimum staffing requirements of the main studio rule. Ackerley subsequently acquired the KION(TV) license, but because both KION(TV) and KCBA(TV) are located in the same Monterey-Salinas DMA,

which has fewer than 8 independently owned and operating television “voices,” AK Media sold its interest in KCBA(TV) and entered into a new TBA arrangement on January 12, 2000 with the new licensee, Seal Rock. The staff approved the KCBA(TV) TBA arrangement in Footnote 3 of the January 5, 2000 letter, stating that “AK Media’s [TBA] with Seal Rock, which is limited to ‘up to 15%’ of the broadcast hours per week of KCBA(TV), would not be attributable to AK Media.”^{FN[FN64]}

****12** 31. The KCBA(TV) TBA arrangement is identical in all material respects to the KION(TV) LMA arrangement,^{FN[FN65]} except that KCBA(TV) is the brokered station while AK Media, the licensee of KION(TV), is the broker, and the TBA expressly limits the amount of programming to be provided under the TBA to 15% of KCBA(TV)’s weekly programming hours, as set forth in Attachment I to the agreement.^{FN[FN66]} Under the Commission’s 1999 *Attribution Order*, LMAs became generally attributable to the brokering station unless the LMA covers no more than 15% of the weekly broadcast hours of the brokered station. The KCBA(TV) TBA and related arrangements appear intended to comply with this ***10841** standard by reciting compliance with the 15% criterion. After examining the full extent of the relationship between Ackerley and Seal Rock, including, in particular, the joint sales arrangement between AK Media and Seal Rock as well as Ackerley’s response to the staff’s inquiry letter of March 28, 2002, we do not believe that the 15% limitation recited in the TBA is sufficient to avoid attribution. The combination of agreements raises a level of concern sufficient enough for the Commission to closely examine the facts of this particular case.

32. Section 6 of the KCBA(TV) TBA states that “[AK Media] shall retain all advertising and other revenues, including accounts receivable, arising from or relating to the [programming provided under the TBA] and to programming provided by [Seal Rock], during the term hereof (other than network compensation revenues)...”^{FN[FN67]} Thus, as written Ackerley has a right to collect advertising revenues arising from all non-network programming, and it appears that Seal Rock may receive programming free of charge. Moreover, based on Ackerley’s response to the staff’s March 28, 2002 letter of inquiry and Buckley’s reply, it does not appear that Seal Rock employees have an affirmative obligation to actively pursue programming options for KCBA(TV). Rather, as acknowledged by Ackerley in the response to the March 28, 2002 inquiry letter, Ackerley personnel assist in the acquisition of

KCBA(TV) programming, as well as make programming suggestions to Kriste. Buckley correctly notes that Ackerley has failed to provide any instances where Kriste has refused Ackerley’s programming suggestions. Because Seal Rock, by the terms of the TBA and related agreements, does not have the right to collect advertising revenue from non-network programming not included within the 15% provided under the TBA, Kriste does not have an economic incentive to refuse such programming suggestions by Ackerley.

33. In the *Attribution Order*, the Commission “declin[ed] to impose new rules attributing [Joint Sales Agreements] as long as they deal primarily with the sale of advertising time and do not contain terms that affect programming or other core operations of the stations such that they are, in fact, substantively equivalent to LMAs.”^{FN[FN68]} Based on the factors discussed in Paragraph 32 above, we conclude that Section 6 of the TBA and related agreements with Seal Rock do not provide the licensee with an economic incentive to control the 85% of programming not provided by the broker under the LMA. As a result, we conclude that these agreements together are “substantively equivalent” to an LMA for more than 15% of KCBA(TV)’s weekly broadcast hours. Consequently, as the KCBA(TV) TBA and related agreements between Seal Rock and AK Media are currently constructed, Ackerley is in violation of the local broadcast television multiple ownership rule, and grant of the KION(TV) transfer application would result in a further violation of the local broadcast television multiple ownership rule. Since this is a case of first impression interpreting language in the Commission’s *Attribution Order*, we will not impose sanctions on Ackerley as a result of the current violation of the local television multiple ownership rule, but will condition grant of the KION(TV) application upon removal of any contractual right or other arrangement that would result in the broker being entitled to advertising revenues no resulting solely from the 15% of programming provided under the TBA. As a result of this order, all advertising revenues received by the broker should be associated with the discrete blocks of time purchased, as set forth in Attachment I to the current TBA.^{FN[FN69]} In order to determine whether the parties have reformed the TBA and related arrangements consistent with our instructions and Commission policies, we direct that the ***10842** amended TBA be submitted to the Commission for review within 30 days of the release date of this order.^{FN[FN70]}

****13** 34. With respect to Congressman Farr’s

contention that Ackerley failed to abide by the staff's previous finding that stations KION(TV) and KCBA(TV) maintained separate personnel and facilities, the January 5, 2000 letter noted that the licensee intended to retain two employees, one of which was management, and that this was consistent with Commission policy.^{FN[FN71]} Here Ackerley has demonstrated that at least two employees, one of which is management, are employed and solely accountable to the licensee of KCBA(TV). Apart from his assertion, the Congressman has not supported by affidavit or other probative information that Ackerley has not maintained a separate two-member staff or that the station facilities have not been operated as Ackerley had earlier stated. Concerning Ackerley's service and programming, the Commission has eliminated previous guidelines requiring that television licensees provide specified quantities of certain types of nonentertainment programming, granting licensees instead broad discretion to choose, in good faith, which issues are of concern to the community and the best way to address those issues.^{FN[FN72]} Therefore, we do not believe that Congressman Farr's allegation that the TBA arrangement failed to adequately serve the Monterey-Salinas market warrants further inquiry.

35. The allegations of market concentration in the Monterey-Salinas market raise issues similar to those discussed with respect to the Syracuse market. The commenters contend that if the transaction is approved, Clear Channel will dominate the local advertising market, as it will have substantial holdings of the local radio, television and billboard outlets, and that it will be able to leverage its holdings in one medium to benefit its holdings in another.

36. BIA data shows that, of those radio stations identifying the Monterey-Salinas-Santa Cruz Arbitron metro as their "home," Clear Channel stations garner approximately 30% of both the audience and the advertising revenue, less if "out-of-market" stations are included. Indeed, the highest rated station in the metro is KGO(AM), whose home metro is San Francisco. Although Buckley contends that Clear Channel earns approximately 50% of the radio advertising revenues in the Monterey-Salinas area according to data supplied by Miller, Kaplan, Araso & Co.,^{FN[FN73]} it has not submitted that data. With regard to the television market, Ackerley owns KION(TV) in the Monterey-Salinas-Santa Cruz DMA, and, as discussed above, has both a TBA and a joint sales arrangement with KCBA(TV). The two stations earn approximately 48% of the television advertising revenue in this market.^{FN[FN74]} However,

there is no data in the record with respect to the advertising revenues earned by the local cable systems. Nor is there any evidence in the record with respect to who owns billboards in the Monterey-Salinas-Santa Cruz area except for Congressman Farr's statement that he understands that Clear Channel owns local outdoor advertising businesses in nearby San Jose and Fresno.^{FN[FN75]}

****14 *10843** 37. As we stated above, consistent with our procedure with regard to radio station applications, until the local radio ownership proceeding is completed, we will presume that radio advertising and television advertising constitute separate product markets, although we will consider the particular facts of each case. Here, we find no evidence in the record that raises a substantial and material issue that radio and television advertising do not constitute separate markets in the Monterey-Salinas area. We also find no evidence in the record that raises a substantial and material issue that Clear Channel would be able to dominate the local media advertising market. Accordingly, on this record, we will analyze Clear Channel's radio/television combination only pursuant to the numerical ownership/voice count limitations of the radio/television cross-ownership rule. In contrast to the situation in the Syracuse market, Clear Channel meets the numerical ownership/voice count restrictions of the radio/television cross-ownership rule. The Commission took markets the size Monterey-Salinas into consideration in developing the bright-line numerical ownership/voice count limitations of the radio/television cross-ownership rule. Consequently, we do not believe that grant of the KION(TV) application would violate the spirit and goal of the radio/television cross-ownership rule.

V. CONTINUING SATELLITE EXCEPTION

38. Clear Channel proposes to continue operating KMTZ(TV), Coos Bay, OR and KMTX-TV, Roseburg, OR as satellites of KMTR(TV), Eugene, OR pursuant to Note 5 of Section 73.3555 of the Commission's Rules, which exempts satellite stations from application of the local television multiple ownership rule.^{FN[FN76]} The Commission originally granted satellite status to KMTZ(TV) and KMTX-TV in 1991 and 1992, respectively, and authorized continued satellite status for both stations on two separate occasions.^{FN[FN77]} Clear Channel contends that the circumstances underlying the previous grants of continuing satellite status have not changed.

39. Pursuant to the Commission's television satellite policy, as set forth in *Television Satellite*

Stations, an applicant for satellite status is entitled to a presumption that the proposed satellite operation is in the public interest if it meets three criteria: (1) there is no City Grade overlap between the parent and the satellite; (2) the proposed satellite would provide service to an underserved area; and (3) no alternative operator is ready and able to construct or to purchase and operate the satellite as a full-service station.^{FN[FN78]} Applications meeting these criteria, when un rebutted, will be viewed favorably by the Commission. If an applicant cannot qualify for the presumption, the Commission will evaluate the proposal on an *ad hoc* basis, and grant the application if there are compelling circumstances that warrant approval.^{FN[FN79]}

40. With respect to the first criterion, Clear Channel has supplied an engineering exhibit demonstrating that no City Grade overlap exists between KMTR(TV) and either KMTX-TV or KMTZ(TV). With respect to the second criterion, Clear Channel has demonstrated, by using our “transmission” test, the respective areas are underserved. The “transmission” test deems an area underserved if there are two or fewer full-service television stations licensed to a proposed satellite's community of license.^{FN[FN80]} Only one other full-service television station is licensed to Coos Bay, KMTZ(TV)'s community of license, and only two other stations are licensed to Roseburg, KMTX-TV's community of license.

****15 *10844** 41. As to the third criterion, we note that the Commission has approved continuing satellite status for these stations on two occasions. Clear Channel asserts that, as was the case in 1999, no prospective purchaser would be interested in either of the satellite stations on a “stand alone” basis. In support, Clear Channel submits an October 15, 2001 letter from Brian Cobb, who states that it would be difficult for KMTR(TV) to compete with other stations in the Eugene, OR market without the accompanying satellites since most other stations also provide multiple signals. Moreover, he states that the satellites provide inadequate coverage of the Eugene, OR market due to rugged terrain. In light of this fact, if the satellites were to operate as “stand alone” stations, they would do so as independents. The likelihood of their survival in such circumstances would be slim, according to Brian Cobb. Clear Channel further argues that the “general downturn in the U.S. economy has had a negative impact on the broadcast industry and has made it even more difficult for television stations to be profitable.

42. While we do not believe that this showing

meets our “presumptive” satellite standard since Clear Channel has failed to adequately demonstrate compliance with the third criterion, we do believe that Clear Channel's showing is strong enough to justify continued satellite status for KMTZ(TV) and KMTX-TV under our *ad hoc* satellite procedures. We agree that, given their inadequate signal coverage, their history as satellites, and the economic necessity to provide multiple signals in the Eugene market, it does not appear likely that an alternative operator would be willing to operate either of the satellites as full-service stations. The factors upon which we based our continuing satellite authorizations in 1995 and 1999 have not changed to such an extent as to alter that determination here. Although the showing does not meet the “presumptive” satellite standard, we do believe “compelling circumstances” justify continuing satellite status in this instance. Thus, we conclude, continued operation of KMTZ(TV) and KMTX-TV as satellites of KMTR(TV) would serve the public interest.

VI. ADMINISTRATIVE MATTERS

43. We have reviewed the proposed merger and related pleadings and find that the applicants are fully qualified and that grant of the transfer of control of the Ackerley broadcast stations to Clear Channel will serve the public interest, convenience, and necessity.

44. Accordingly, IT IS ORDERED, That the informal objections of Douglas F. Elznic and Congressman Sam Farr, the comments of Alex Sheina, and the petition to deny of Buckley Broadcasting of Monterey, ARE GRANTED IN PART as set forth above, and DENIED IN ALL OTHER RESPECTS.

45. IT IS ORDERED, That the requests for 12 months to come into compliance with the radio/television cross-ownership rule, 47 C.F.R. § 73.3555(c), in the Binghamton, NY; Rochester, NY; Santa Maria, CA; Syracuse, NY; and Utica, NY markets ARE GRANTED, but within 12 months of consummation of the transaction, Clear Channel is directed to file the applications necessary to bring it into compliance in all five markets.

****16** 46. IT IS FURTHER ORDERED, That continued television satellite authorization, pursuant to Note 5 of Section 73.3555, for KMTZ(TV), Coos Bay, Oregon and KMTX-TV, Roseburg, Oregon, satellite stations of KMTR(TV), Eugene, Oregon IS GRANTED.

47. Accordingly, IT IS ORDERED, That the

application for consent to the transfer of control of Ackerley Media Group, Inc., parent of licensee of KION(TV), Monterey, CA, application BTCCT-20011017ACK, IS GRANTED, conditioned upon reformation of the January 12, 2000 Time Brokerage Agreement between AK Media Group, Inc., and Seal Rock Broadcasters, L.L.C., to remove any contractual right or other related arrangement entitling the broker to advertising revenues not resulting solely from the 15% of programming provided under Attachment I of the agreement.

***10845** 48. Accordingly, IT IS ORDERED, That the applications for consent to the transfer of control of Ackerley Media Group, Inc., Central NY News, Inc., and Ackerley Broadcasting Fresno, LLC, wholly owned subsidiaries of the Ackerley Group, Inc., applications BTCCT, BTCCTA, BTCCTL, BTC, BTCH, BTCTTV, BTCTT, BTCFT 20011017ACI-ACJ, and ACL-AEF, as listed in Appendix A, ARE GRANTED.

FEDERAL COMMUNICATIONS COMMISSION

Marlene H. Dortch
Secretary

FN1. A list of the stations to be transferred, along with associated low power, Class A, and television translator stations, is attached as Appendix A. Pursuant to the merger agreement, Clear Channel will assume Ackerley's Local Marketing Agreements (LMAs) with the licensees of KCBA(TV), Salinas, CA and WETM-TV, Elmira, NY. Clear Channel will also acquire Ackerley's attributable interest in KFNK(FM), Eatonville, WA.

FN2. Buckley has standing as a party-in-interest since it is a competitor of Clear Channel in the Monterey-Salinas market. *FCC v. Sanders Brothers Radio Station*, 309 U.S. 470 (1940).

FN3. Elznic styled his pleading as "Informal Comments to Deny." The pleading was not supported by an affidavit from someone with personal knowledge of the facts alleged and, therefore, will be considered as an informal objection pursuant to Section 73.3587 of the Commission's rules. 47 C.F.R. § 73.3587.

FN4. On November 14, 2001, the Commission received a one-page comment from Brown and Cole Stores requesting that the Commission condition grant of the KVOs-TV application on retaining NewsView, a locally oriented news program. On

November 21, 2001 the Commission received comments from the Northwest Air Pollution Authority and Michael Frome, Ph.D., and on November 20, 2001 and November 29, 2001, respectively, the Commission received comments from the Bellingham/Whatcom Chamber of Commerce and Industry and Representative Doug Erickson of the Washington State House of Representatives, raising identical concerns as Brown and Cole Stores. Because the Commission generally relies on market forces rather than regulatory oversight to arbitrate format changes, we will dismiss the objections. *FCC v. WNCN Listeners Guild*, 450 U.S. 582, 683 (1981) (Upholding Commission policy not to consider past or proposed format changes in its review of license transfer applications).

FN5. Grant of the applications will also implicate the broadcast radio multiple ownership rule, 47 C.F.R. § 73.3555(a), in the Seattle-Tacoma, WA area. Clear Channel currently controls KMNT(FM), Centralia, WA, and is acquiring KJR(AM), KBTB(FM), and KUBE(FM), Seattle, WA; and KHHO(AM), Tacoma, WA. In its Technical Statement, Clear Channel sufficiently demonstrates that two combinations will be created, both of which will comply with the broadcast radio multiple ownership rule. *See 47 C.F.R. § 73.3555(a)(1)*.

FN6. Clear Channel also has an approximately 26% non-voting equity interest in Hispanic Broadcasting Corporation (HBC), which is convertible to a voting interest only upon prior FCC consent. The Commission has previously determined that this interest is not attributable. *See Shareholders of AMFM, Inc.*, 15 FCC Rcd 16062, 16078 (2000). No facts or circumstances exist which would call for a review of this ownership relationship within the context of the instant applications.

FN7. 47 C.F.R. § 73.3555(c)(i) and (ii).

FN8. 47 C.F.R. § 73.3555(c)(2)(i)(A).

FN9. 47 C.F.R. § 73.3555(c)(2)(i)(B).

FN10. 47 C.F.R. § 73.3555(b).

FN11. 47 C.F.R. § 73.3555(c)(2)(ii).

FN12. 47 C.F.R. § 73.3555(c)(2).

FN13. *Review of the Commission's Regulations Governing Television Broadcasting ("Television Ownership Order")*, 14 FCC Rcd 12903, 12952 n.173 (1999).

FN14. *Id.* at 12951.

FN15. *Id.* at 12951 n.170. *See, also*, 47 C.F.R. § 73.3555(c)(3)(ii)(C).

FN16. *Review of the Commission's Regulations Governing Television Broadcasting, Memorandum Opinion and Second Order on Reconsideration ("Television Ownership Reconsideration")*, 16 FCC Rcd 1067, 1081 (2000).

FN17. *Id.*

FN18. Specifically, Clear Channel will control the following television and radio station combinations: **Bakersfield, CA** - KGET(TV), KDFO(AM), KZTK(AM) and KKXF-FM, Bakersfield, CA; KDFO-FM and KKDJ(FM), Delano, CA; and KRAB(FM), Greenacres, CA: **Fairbanks, AK** - KTVF(TV), KAKQ-FM, KIAK(AM), KIAK-FM and KKED(FM), Fairbanks, AK: **Fresno, CA** - KGPE(TV), KALZ(FM), and KCBL(AM), Fresno, CA; KRDU(AM) and KSOJ(FM), Dinuba, CA; KEZL(FM), Fowler, CA; and KRZR(FM), Hanford, CA: **Monterey-Salinas, CA** - KION(TV), KDON-FM, KTOM(AM), KTOM-FM and KTXS(AM), Salinas, CA; KMJO(FM), Marina, CA; and KOCN(FM), Pacific Grove, CA: **Santa Rosa, CA** - KFTY(TV), Santa Rosa, CA; KABL(AM) and KNEW(AM), Oakland, CA; KSTE(AM), Sacramento, CA; and KISQ-FM, San Francisco, CA.

FN19. Consequently, Clear Channel states that it will control the following combinations in the Eugene market: **Eugene-Springfield, OR** - KMTR(TV), KPNW(AM), and KODZ(FM), Eugene, OR; KFLY(FM) and KLOO-FM, Corvallis, OR; KDUK-FM, Florence, OR; and KRKT-FM, Albany, OR: **Albany-Corvallis, OR** - KMTR(TV), Eugene, OR; KEJO(AM), KFLY(FM), KLOO(AM), and KLOO(FM), Corvallis, OR; and KRKT-FM, Albany, OR.

FN20. Radio/Television Cross-Ownership Showing, page 5 n.6.

FN21. *See* ¶ 6, *supra*.

FN22. Of the 5 radio stations within the "functionally equivalent" Albany-Corvallis market, 3 will also encompass Eugene, OR, the community of license of KMTR(TV), and are, therefore, included in the Eugene-Springfield combination. Neither of the 2 remaining Albany-Corvallis stations excluded from the Eugene-Springfield combination have reportable

shares in the Eugene-Springfield radio metro market.

FN23. Specifically, Clear Channel will control the following 1 tv/7 radio station combinations: **Rochester, NY** - WOKR(TV), WHAM(AM), WHTK(AM) and WVOR-FM, Rochester, NY; WISY(FM), Canandaigua, NY; WKGS(FM), Irondequoit, NY; WLCL(FM), Honeoye Falls, NY; and WNVE(FM), S. Bristol Township, NY: **Santa Maria, CA** - KCOY-TV, KSMA(AM), KSNI-FM, and KXFM(FM), Santa Maria, CA; KSMY(FM), Lompoc, CA; KSLY-FM, San Luis Obispo, CA; KSTT-FM, Los Osos, CA; and KURQ(FM), Grover Beach, CA: **Syracuse, NY** - WIXT(TV), WHEN(AM), WSYR(AM), WWHT(FM), WYYY(FM), Syracuse, NY; WBBS(TV), Fulton, NY; WPHR(FM), Auburn, NY; and WxBB(FM), DeRuyter, NY.

FN24. *See* ¶ 5, *supra*.

FN25. Clear Channel will control the following combination in the Binghamton, NY market: WIVT(TV) and WINR(AM), Binghamton, NY; WENE(AM) and WMRV-FM, Endicott, NY; WBBJ(FM), Endwell, NY; WKGB-FM, Conklin, NY; and WMXW(FM), Vestal, NY.

FN26. Clear Channel will control the following combination in the Utica, NY market: WUTR(TV), WOUR(FM) and WUTQ(AM), Utica, NY; WADR(AM) and WRFM(FM), Remsen, NY; WLFH(AM) and WSKU(FM), Little Falls, NY; WRBY(FM) and WRNY(AM), Rome, NY; WSKS(FM), Whitesboro, NY; and WSYR(AM), Syracuse, NY.

FN27. Common ownership of the 10 radio stations will not violate the broadcast radio multiple ownership rule because not all 10 stations are in the same market as defined by our rules. 47 C.F.R. § 73.3555(a)(1).

FN28. *See* Letter to Robert C. Fisher, Esq., from Linda Blair, Chief, Audio Services Division (February 17, 2000).

FN29. Though not mentioned in Elznic's informal objection, we note that Clear Channel could also come into compliance with the radio/television cross-ownership rule by selling 1 television station.

FN30. Television Ownership Order, 14 FCC Rcd at 12951.

FN31. *See* Letter to Robert C. Fisher, Esq., at page

3.

FN32. See KIXK, Inc., 13 FCC Rcd 15685, 15687 (1998); Shareholders of Jacor Communications, Inc., 14 FCC Rcd 6867 (1999).

FN33. He contends that the events of September 11 have also dampened investment in the short term.

FN34. Fratrik Declaration, page 6.

FN35. *Id.*

FN36. He states that Dr. Fratrik failed to sign the statement or submit it himself, and that the certification was insufficient.

FN37. See, e.g., In Re UTV of San Francisco, Inc., 16 FCC Rcd 14975 (2001)(6-month temporary waiver of television duopoly rule granted in transfer of 10 full-service television licenses); LINT Co., 15 FCC Rcd 18130 (2000)(6-month temporary waiver of duopoly rule granted in assignment and transfer of 13 full-service television stations); Shareholders of CBS Corporation, 15 FCC Rcd 8230 (2000)(6-month temporary waiver of radio/television cross-ownership rule granted in transfer of 17 full-service television stations, and 161 full-service radio stations).

FN38. Multimedia, Inc., 11 FCC Rcd 4883, 4885 (1995).

FN39. See, e.g., In Re UTV of San Francisco, Inc., 16 FCC Rcd 14984; Lint Co., 15 FCC Rcd at 18133; and Shareholders of CBS Corporation, 15 FCC Rcd at 8243.

FN40. Comments of MMTC, page 3.

FN41. *Id.*

FN42. *Id.* at page 1.

FN43. See, e.g., February 7, 2000 Letter to Robert C. Fisher, Esq; Letter to Steven J. Stone, Esq. et al., from Barbara A. Kreisman, Chief, Video Services Division (January 5, 2000) (Consenting to the assignment of license of KION(TV), Monterey, CA, from Harron Television of Monterey to AK Media Group, Inc.).

FN44. 47 U.S.C. § 309(d)(1). Informal objections must also contain adequate and specific allegations sufficient to warrant the relief requested. Turner Broadcast System, Inc. 11 FCC Rcd 19595, 19609 (1996).

FN45. 47 U.S.C. § 309(d)(1) and (2). See, also, Astroline Communications Co. v. FCC, 857 F.2d 1556, 1562 (D.C. Cir. 1988); Serafyn v. FCC, 149 F.3d 1213, 1216 (D.C. Cir. 1998).

FN46. Informal Comments to Deny, page 7.

FN47. *Id.*

FN48. See Notice of Proposed Rulemaking, Rules and Policies Concerning Multiple Ownership of Radio Broadcast Stations in Local Markets (Local Radio Ownership NPRM), 16 FCC Rcd 19861 (2001).

FN49. See Television Ownership Order, 14 FCC Rcd 12903; 47 C.F.R. § 73.3555(c).

FN50. See Local Radio Ownership NPRM, 16 FCC Rcd 19861

FN51. For the above reasons, we find that the December 7, 2001 comments of Alex Sheina also fail to raise a substantial and material question of fact that grant of the WOKR(TV) application would not be in the public interest. Consistent with our precedent, we will not specify which stations Clear Channel must divest to come into compliance with our rules.

FN52. Common ownership of KION(TV) and KCBA(TV) would violate the television duopoly rule since only four independently owned and operating stations would remain in the Monterey-Salinas DMA post-merger. 47 C.F.R. § 73.3555(b).

FN53. Comments of Congressman Farr, at page 2.

FN54. Congressman Farr also states that he is “aware of increasing allegations that large media companies such as these are utilizing supposedly independent operators to ‘warehouse’ stations they cannot own under the Commission’s ownership limits.” Comments of Congressman Farr, at page 3. Because Congressman Farr does not submit any specific information in support of this contention, we will not consider this general allegation further within the context of this individual transaction.

FN55. In the Attribution Order, the Commission decided to “attribute television LMAs, or time brokerage of another television station in the same market, for more than 15 percent of the brokered station’s broadcast hours per week and to count such LMAs toward the brokering licensee’s local ownership limits.” Review of the Commission’s

Regulations Governing Attribution of Broadcast and Cable/MDS Interests ("Attribution Order"), 14 FCC Rcd 12559, 12597 (1999).

FN56. Buckley did not address the KCBA(TV) TBA in its original petition to deny. However, because Ackerley filed a consolidated opposition addressing both Buckley's and Congressman Farr's arguments, we believe it is appropriate to consider Buckley's arguments regarding the KCBA(TV) TBA.

FN57. See Letter to James Winston, Esq. and Christopher Robbins, Esq., from Barbara A. Kreisman, Chief, Video Division (March 28, 2002).

FN58. See Letter to Barbara A. Kreisman, Chief, Video Division, from James Winston, Esq. (April 3, 2002).

FN59. Buckley Comments in reply to March 28, 2002 Letter of Inquiry, Page 3.

FN60. Buckley Comments in reply to March 28, 2002 Letter of Inquiry, Page 5.

FN61. January 5, 2000 Letter to Steven J. Stone, Esq. et al, at page 3.

FN62. January 5, 2000 Letter to Steven J. Stone, Esq. et al, at page 4-6.

FN63. See *Public Notice*, "Processing of Applications Proposing Local Marketing Agreements," Report No. 54161 (June 1, 1995); *WGPR, Inc.*, 10 FCC Rcd 8140, 8141 (1995); *Main Studio and Program Origination Rules (Clarification)*, 3 FCC Rcd 5024 (1998), *recon. denied in part and granted in part*, 7 FCC Rcd 6800 (1992).

FN64. January 5, 2000 Letter to Steven J. Stone, Esq. et al, at page 2, n.3.

FN65. Instead of an Option Agreement, as was the case with the KION(TV) LMA arrangement, AK Media and Seal Rock have entered into a Right of First Refusal Agreement. This fact has no bearing on our analysis.

FN66. According to the TBA, Ackerley provides programming from 5:00-8:00 p.m., and from 10:00-11:00 p.m., Sunday through Saturday. See Attachment I to Time Brokerage Agreement between Seal Rock and AK Media. This block of time is not to exceed 15% of KCBA(TV)'s weekly broadcast hours.

FN67. See April 3, 2002 Letter from James Winston, Esq., Exhibit C.

FN68. Attribution Order, 14 FCC Rcd at 12612-12613.

FN69. Our holding is based on the understanding that the broadcast hours listed in Attachment I to the TBA constitute 15% of KCBA(TV)'s weekly broadcast hours. Of course, Ackerley is entitled to advertising revenue associated with any additional programming provided, as long such programming is at or below the 15% threshold.

FN70. See *Id.* at 12600-12601. We intend this requirement to apply to whatever entity functions as the broker of KCBA(TV)'s time under the TBA, whether that is Ackerley as currently constituted, or Ackerley as controlled by Clear Channel.

FN71. See *WGPR, Inc.*, 10 FCC Rcd at 8143; *Main Studio and Program Origination Rules (Clarification)*, 3 FCC Rcd 5024 (1988). See, also, Letter to Steven J. Stone, et al, at page 6.

FN72. See *Commercial Television Stations*, 98 FCC 2d 1076, 1090-1092 (1984).

FN73. See Comments of Buckley at 5; Reply Comments of Buckley at 2.

FN74. Of the \$36.4 million of advertising revenues in the Monterey-Salinas-Santa Cruz DMA, KION(TV) earned \$8 million (22%) and KCBA earned \$9.3 million (25.5%).

FN75. The commenters also do not provide any evidence about the ownership and revenues earned by other media outlets, for example, newspapers.

FN76. 47 C.F.R. § 73.3555, Note 5.

FN77. See Letter to Wicks Broadcasting Group Limited Partnership from Barbara J. Kreisman, Chief, Video Services Division (October 11, 1995); Letter to AK Media Group, Inc. from Barbara J. Kreisman, Chief, Video Services Division (March 12, 1999).

FN78. Television Satellite Stations, 6 FCC Rcd 4212, 4213-4214 (1991) (subsequent citations omitted).

FN79. Id. at 4214.

FN80. Id. at 4215.

***10846 Appendix A**

**of Ackerley Group, Inc. to Clear Channel
 Communications, Inc.**

Licenses to be Transferred from the Shareholders

cols = 4colWidth = 12

Station	Community License	of	File Number	Facility ID Number
KCOY-TV	Santa Maria, CA		BTCCT-20011017ACI	63165
KTVF(TV)	Fairbanks, AK		BTCCT- 20011017ACJ	49621
KION(TV)	Monterey, CA		BTCCT- 20011017ACK	26249
KFTY(TV)	Santa Rosa, CA		BTCCT- 20011017ACL	34440
KGET(TV)	Bakersfield, CA		BTCCT- 20011017ACM	34459
KVIQ(TV)	Eureka, CA		BTCCT- 20011017ACN	42640
KKFX-CA	San Luis Obispo, CA		BTCTTA- 20011017ACO	33870
KMTR(TV)	Eugene, OR		BTCCT- 20011017ACP	35189
KMTZ(TV)	Coos Bay, OR		BTCCT- 20011017ACQ	35183
KMTX-TV	Roseburg, OR		BTCCT- 20011017ACR	35187
KMOR-LP	Eugene, OR		BTCTTL- 20011017ACS	25325
KVOS-TV	Bellingham, WA		BTCCT- 20011017ACT	35862
KHHO(AM)	Tacoma, WA		BTC-20011017ACU	18523
KJR(AM)	Seattle, WA		BTC-20011017ACV	48386
KBTB(FM)	Seattle, WA		BTCH- 20011017ACW	48385
KUBE(FM)	Seattle, WA		BTCH-20011017ACX	48387
KO6LA	Healy, AK		BTCTTV- 20011017ACY	49626

K07NJ	Delta Junction, AK	BTCTTV- 20011017ACZ	49617
K44DN	Paso Robles, CA	BTCTT- 20011017ADA	63172
K57AV	Santa Cruz, CA	BTCTT- 20011017ADB	26248
K59AY	Hollister, CA	BTCTTV- 20011017ADC	26247
K08HJ	Orleans, CA	BTCTTV- 20011017ADD	42632
K08LD	Miranda, CA	BTCTTV- 20011017ADE	42633
K10FS	Rio Dell, CA	BTCTTV- 20011017ADF	42631
K10HX	Garberville, CA	BTCTTV- 20011017ADG	42637
K10KY	Shelter Cove, CA	BTCTTV- 20011017ADH	42639
K10EN	Willow Creek, CA	BTCTTV- 20011017ADI	42638
K11NE	Hoopa, CA	BTCTTV- 20011017ADJ	42634
K03CQ	Mapleton, OR	BTCTTV- 20011017ADK	39855
K05DF	Mapleton, OR	BTCTTV- 20011017ADL	39854
DW45AE	Massena, NY	BTCTTL- 20011017ADM	5775
DK11HW	Mapleton, OR	BTCTTV- 20011017ADN	39853
K19AD	Tri City, OR	BTCTT- 20011017ADO	35184
K31AE	Sutherlin, OR	BTCTT- 20011017ADP	35172
K46AS	Coos Bay, OR	BTCTT- 20011017ADQ	35188
K60DQ	Eugene, OR	BTCTT- 20011017ADR	71616

K60DO	Cottage Grove, OR	BTCTT- 20011017ADS	61126
K61EH	Powers, OR	BTCTT- 20011017ADT	53295
K277AB	Edmonds, WA	BTCFT- 20011017ADU	35019
WIVT(TV)	Binghampton, NY	BTCCT- 20011017ADW	11260
WIXT-TV	Syracuse, NY	BTCCT- 20011017ADX	73113
WBGH-CA	Binghampton, NY	BTCTTA- 20011017ADY	15569
WOKR(TV)	Rochester, NY	BTCCT- 20011017ADZ	73371
WUTR(TV)	Utica, NY	BTCCT- 20011017AEA	57837
WWTI(TV)	Watertown, NY	BTCCT- 20011017AEB	16747
W07BA	Syracuse-Dewitt, NY	BTCTTV- 20011017AEC	73114
W63AE	Oneonta, NY	BTCTT- 20011017AED	57823
KGPE(TV)	Fresno, CA	BTCCT- 20011017AEF	56034

***10848 STATEMENT OF COMMISSIONER MICHAEL J. COPPS APPROVING IN PART, DISSENTING IN PART**

In the Matter of Transfer of Control of Certain Subsidiaries of the Ackerley Group, Inc. to Clear Channel Communications, Inc.

****17** Approval of this transaction would result in new radio-television station combinations in 11 markets. In five of those 11 markets, the transactions would exceed the Commission's rules limiting common ownership of radio and television stations. I cannot support the waiver of the Commission's local television-radio ownership rule in those markets, and thus dissent from the approval of transfers in those five markets.

The television markets in which Clear Channel will acquire stations in violation of our local ownership restrictions are not among the largest or most diverse in the nation. Indeed, they range from Syracuse, NY, the 71st largest market, to Utica, the 168th largest. Our ownership rules, as well as the statute on which those rules are based, permit ownership of multiple stations in a direct relationship to the size of the market - the larger the market, the more stations one owner may own. Congress and the Commission set those limits to ensure diversity in those markets. I do not see where a waiver of those limits served the public interest.

17 F.C.C.R. 10828, 17 FCC Rcd. 10828, 2002 WL 1059488 (F.C.C.)
END OF DOCUMENT

ANNEX 5-B

ENGINEERING STATEMENT

ENGINEERING STATEMENT

I, Jerome J. Manarchuck, do hereby declare and state:

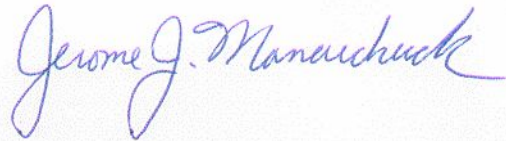
1. I am a consulting engineer with du Treil, Lundin & Rackley, Inc., a broadcast engineering firm specializing in frequency allocation, signal coverage optimization of broadcast stations, and propagation and coverage studies. Our firm has more than sixty years' experience in the broadcast radio frequency field.
2. I have worked as a broadcast consultant for more than eleven years, and have consulted on dozens of multiple ownership and several cross-ownership studies over that time. I am also a member of the Association of Federal Communications Consulting Engineers.
3. I personally supervised the preparation of the exhibits included with this Engineering Statement. The predicted coverage contours for the proposed operation were calculated in accordance with the provisions of Section 73.313 for the FCC Rules. The average terrain elevations from 3 to 16 kilometers along 36 radials evenly spaced at 10 degree intervals, were obtained from the National Geophysical Data Center's (NGDC) 30-second terrain database. The terrain elevations were then used in combination with the effective radiated power for determining the distances to coverage contours.
4. The information displayed herein is accurate, and was prepared using generally accepted engineering standards and principles.
5. Figure 1 is a map showing the FCC Predicted City Grade (80 dBu), Grade A (74 dBu), and Grade B (64 dBu) contours of KTCW(TV) (Roseburg) and KMTR(TV) (Eugene). As shown, there is no City Grade overlap, but there is FCC Predicted Grade B (64 dBu) overlap of the two stations. However, as shown in terrain profiles of Figures 2 and 3, there is rugged terrain (Cascade Mountain Range) between the two stations and the area of predicted Grade B overlap, which precludes actual Grade B overlap of the two stations. Thus, field strength calculations were made for each station in the direction of the predicted Grade B overlap, based on the Longley-Rice Method (otherwise known as Tech Note 101).^{*} The predicted field strengths of KMTR(TV) and KTCW(TV) were calculated along several radials toward the area of predicted overlap as a more precise alternative to the standard FCC method. The following parameters were employed, along with each station's licensed technical facilities, in the Longley-Rice calculations for each station:

^{*} It is noted that Section 73.684(f) of the FCC Rules, permits supplemental showings using alternative prediction methods where the terrain in the general vicinity of the area of concern departs widely from the average terrain of the 3 to 16 kilometer sector used in the standard prediction method. As noted, such widely varying terrain exists between the pertinent antenna sites and the overlap area.

Location Variability:	50%
Time Availability:	50%
Situation Availability:	50%
Polarization:	Horizontal
Conductivity:	0.005 S/m
Dielectric Constant:	15.0
Climate Zone:	Continental Temp.
Receive Antenna Height AGL:	9.1 m
Clutter Factor:	0 dB

Specifically, terrain profiles and field strength calculations were made every 10 degrees of azimuth from 185° thru 215° from the KMTR(TV) transmitter site toward the overlap area and likewise, terrain profiles and field strength calculations were made every 10 degrees of azimuth from 320° thru 70° true from the KTCW(TV) transmitter site toward the area of overlap. Results of the calculations show that based on the Longley-Rice Methodology the distance to the Grade B contours for each station are significantly reduced, and thus there is no predicted Grade B overlap of the two stations. Figure 4 is a map depicting the Grade B contours for KMTR(TV) and KTCW(TV) based on both the FCC's methodology and also based on the Longley-Rice methodology towards the area of concern. Finally, it is noted that the FCC has approved waivers of the satellite exception to the duopoly prohibition based on use of the Longley-Rice Methodology.[†]

6. Finally, Figure 1 also shows that the FCC Predicted City Grade (80 dBu) and Grade B contours (64 dBu) of KMCB(TV) (Coos Bay) do not overlap with the respective contours of KTCW(TV) or KMTR(TV).
7. If there are any questions regarding this technical statement please contact the office of the undersigned.



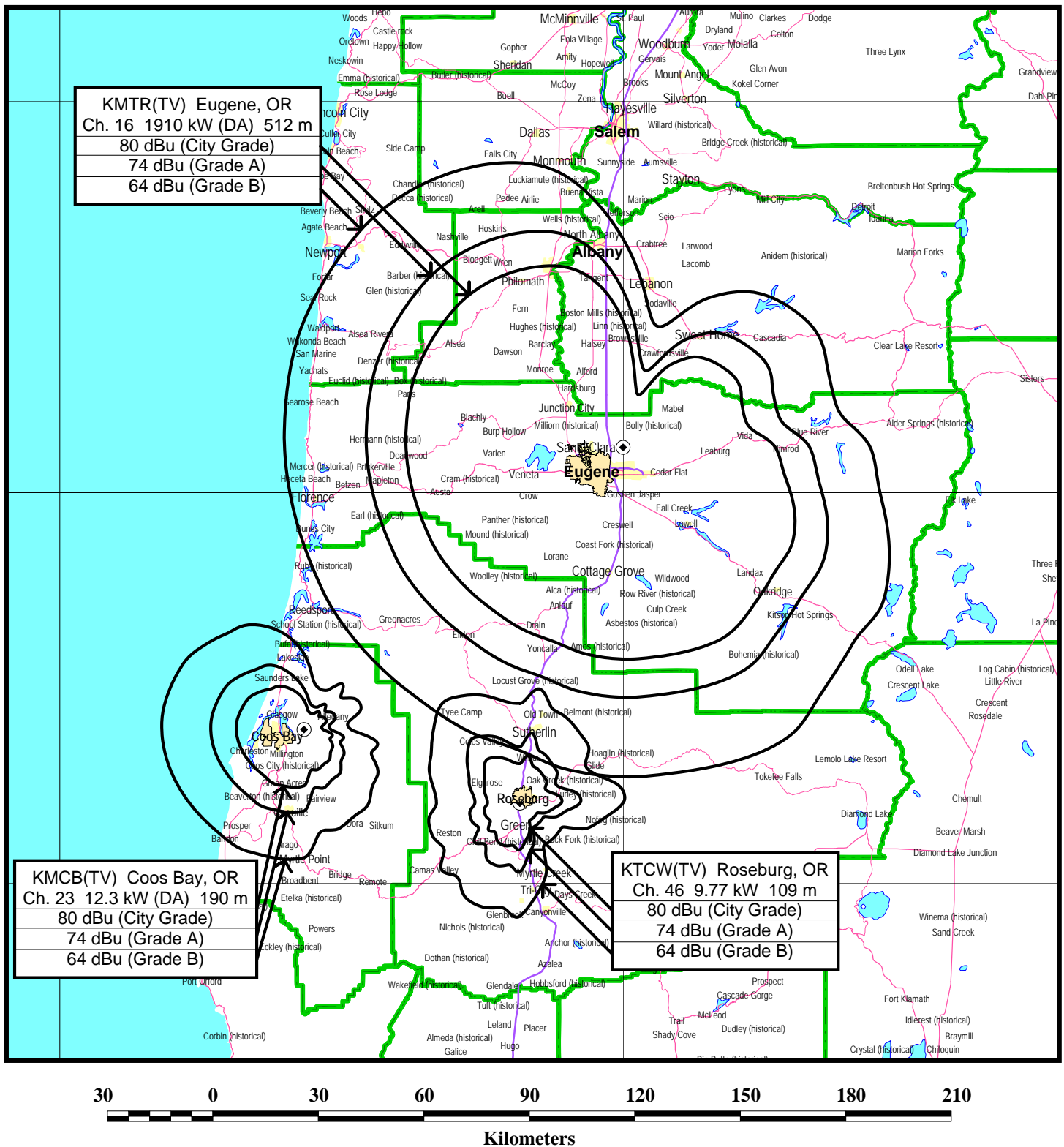
Jerome J. Manarchuck

du Treil, Lundin & Rackley, Inc.
201 Fletcher Ave.
Sarasota, Florida 34237
(941)329-6000

May 4, 2007

[†] See Memorandum Opinion and Order concerning File Nos. BTCCT-970519ZF, BALCT-870805KK and BALCT-970805KH, adopted January 16, 1998, released January 23, 1998.

Figure 1

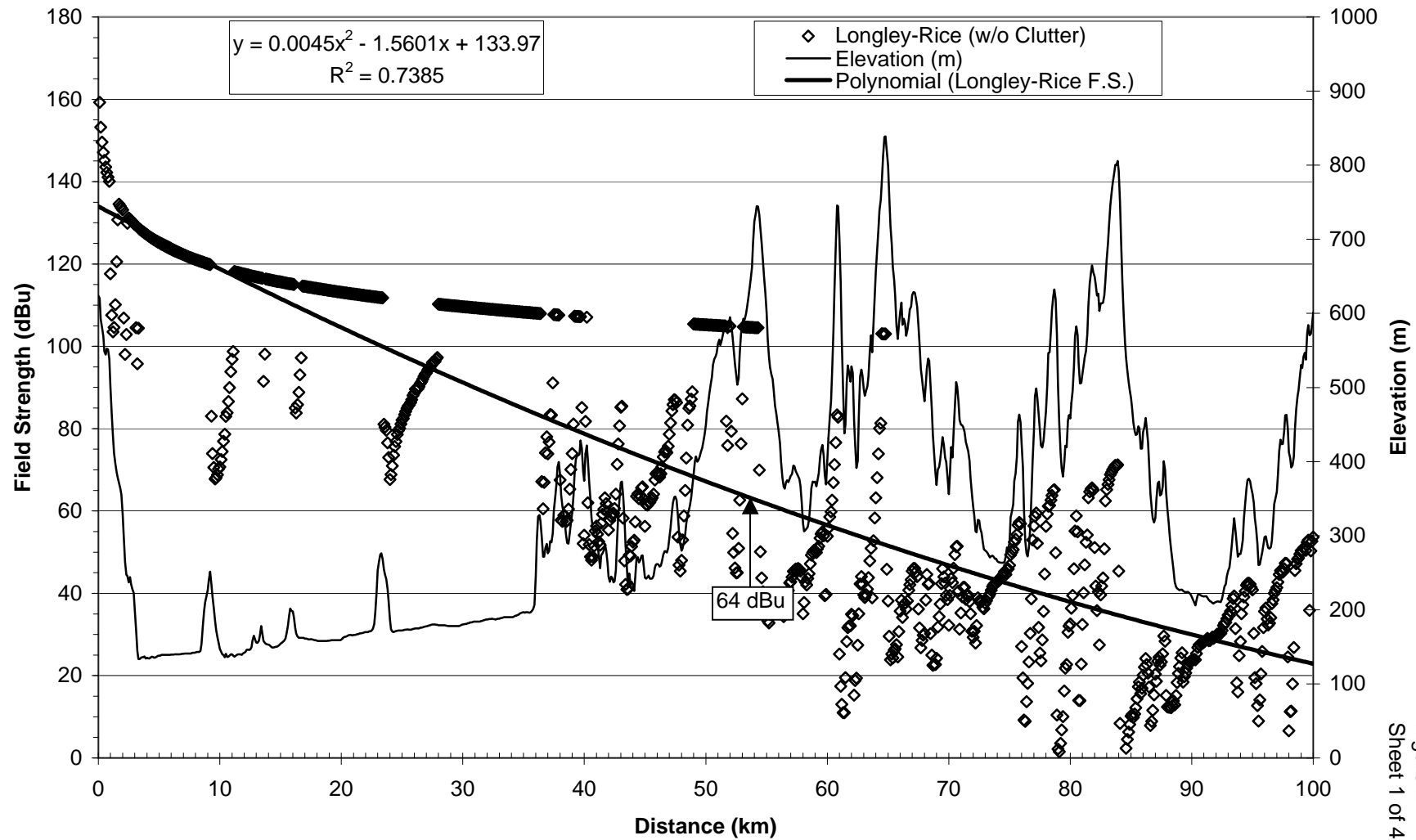


FCC PREDICTED COVERAGE CONTOURS

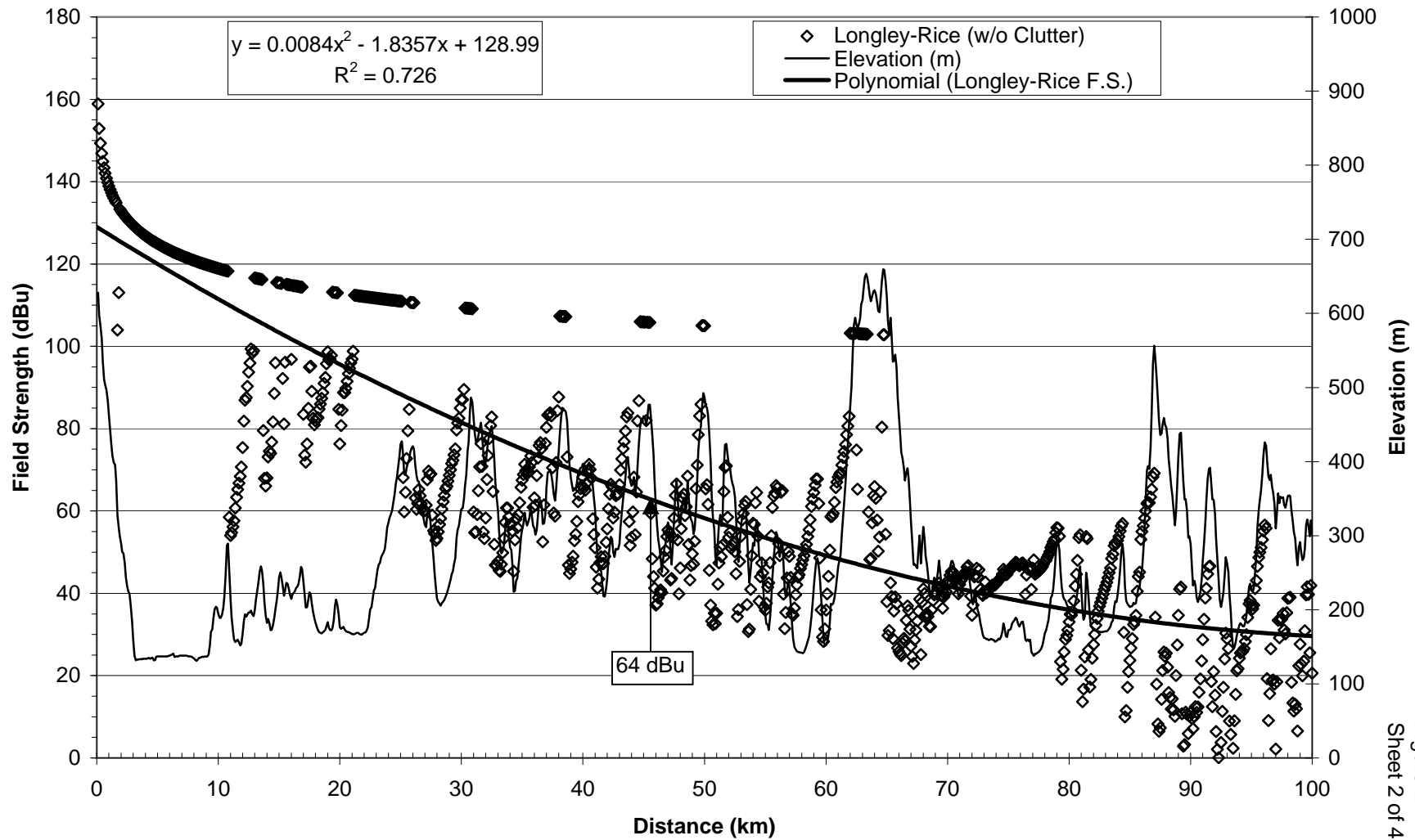
NTSC STATIONS KTCW(TV), KMTR(TV), KMCB(TV)

du Treil, Lundin & Rackley, Inc. Sarasota, Florida

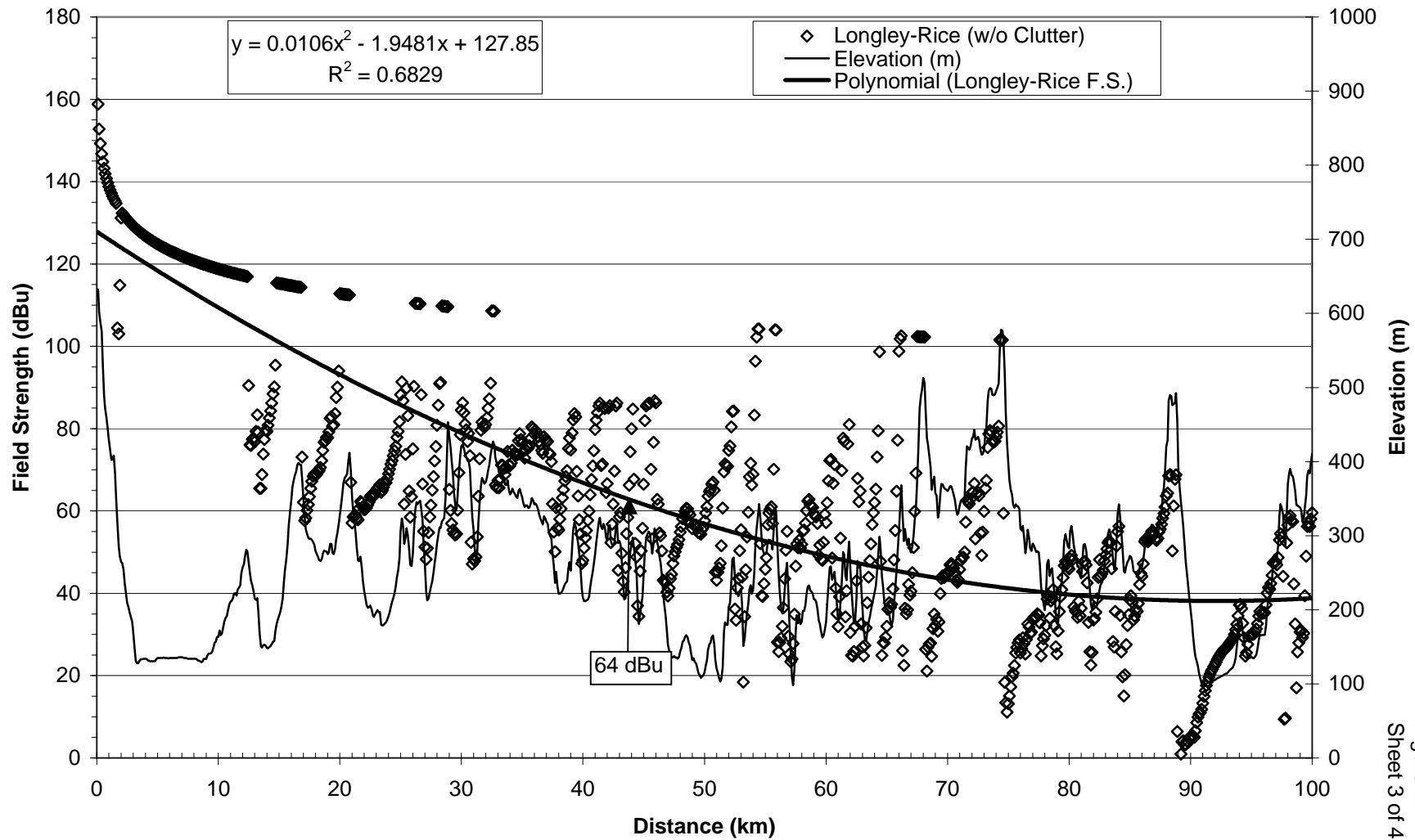
KMTR(Ch. 16), EUGENE, OREGON - 185 DEGREES TRUE



KMTR(Ch. 16), EUGENE, OREGON - 195 DEGREES TRUE



KMTR(Ch. 16), EUGENE, OREGON - 205 DEGREES TRUE



KMTR(Ch. 16), EUGENE, OREGON - 215 DEGREES TRUE

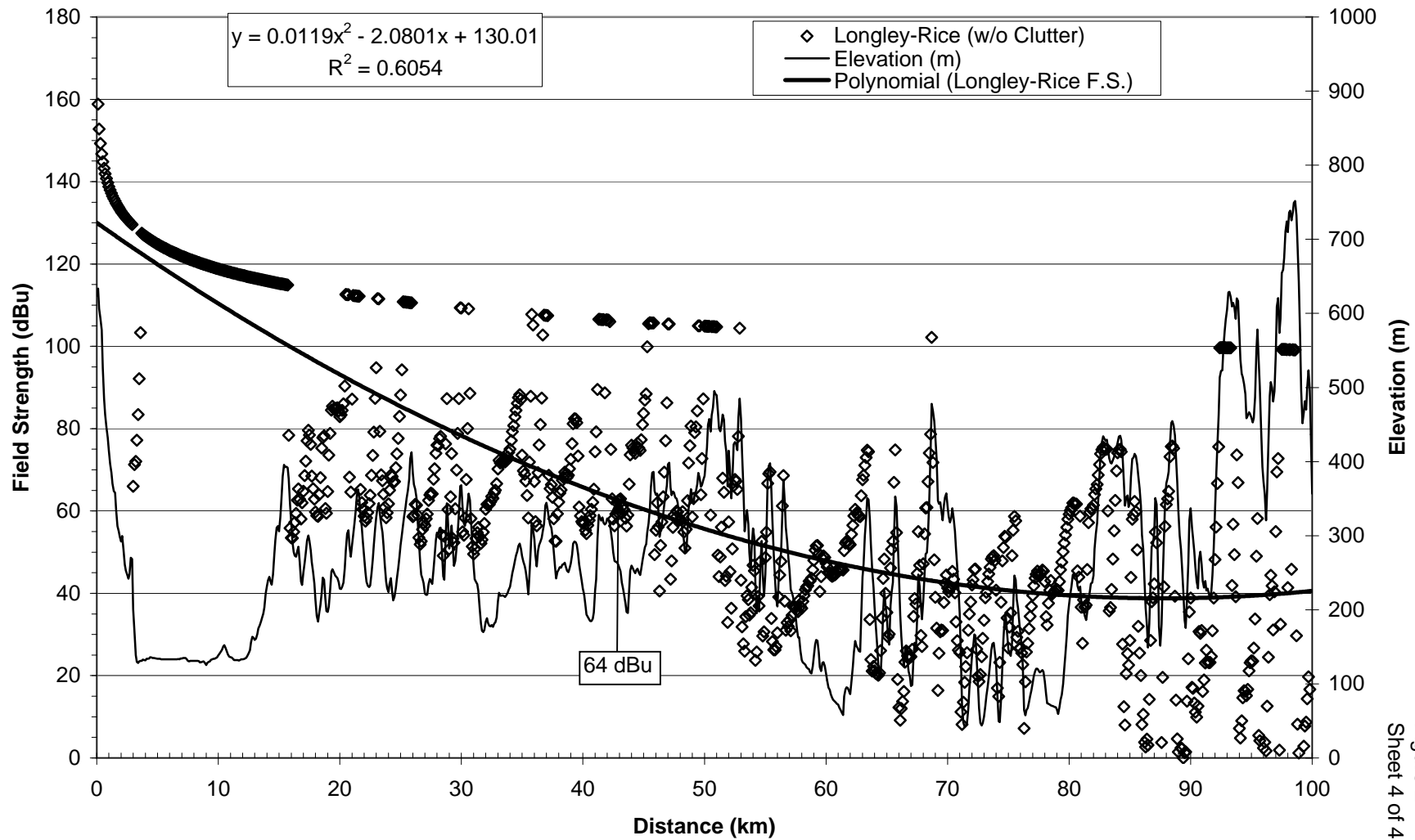
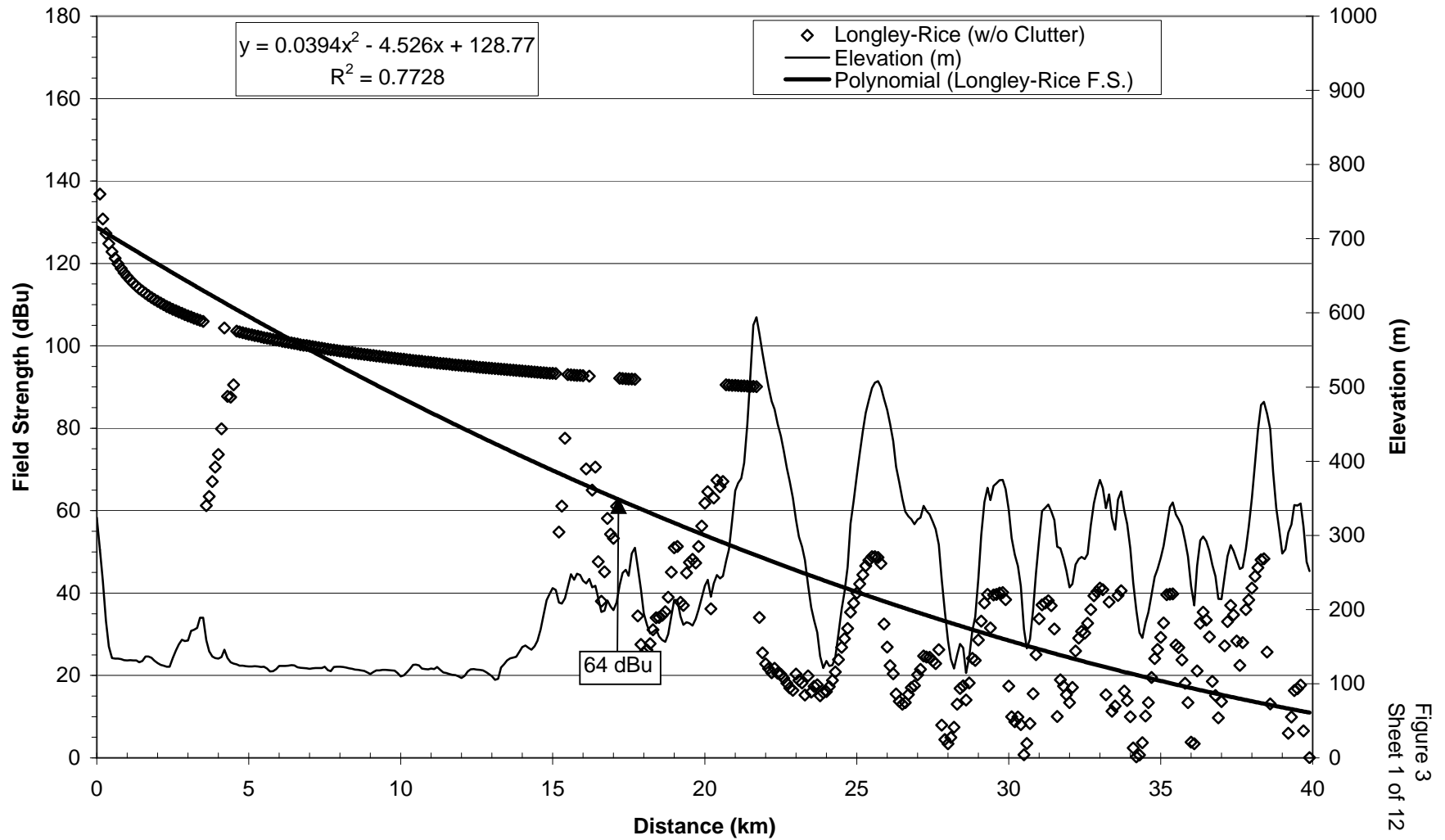
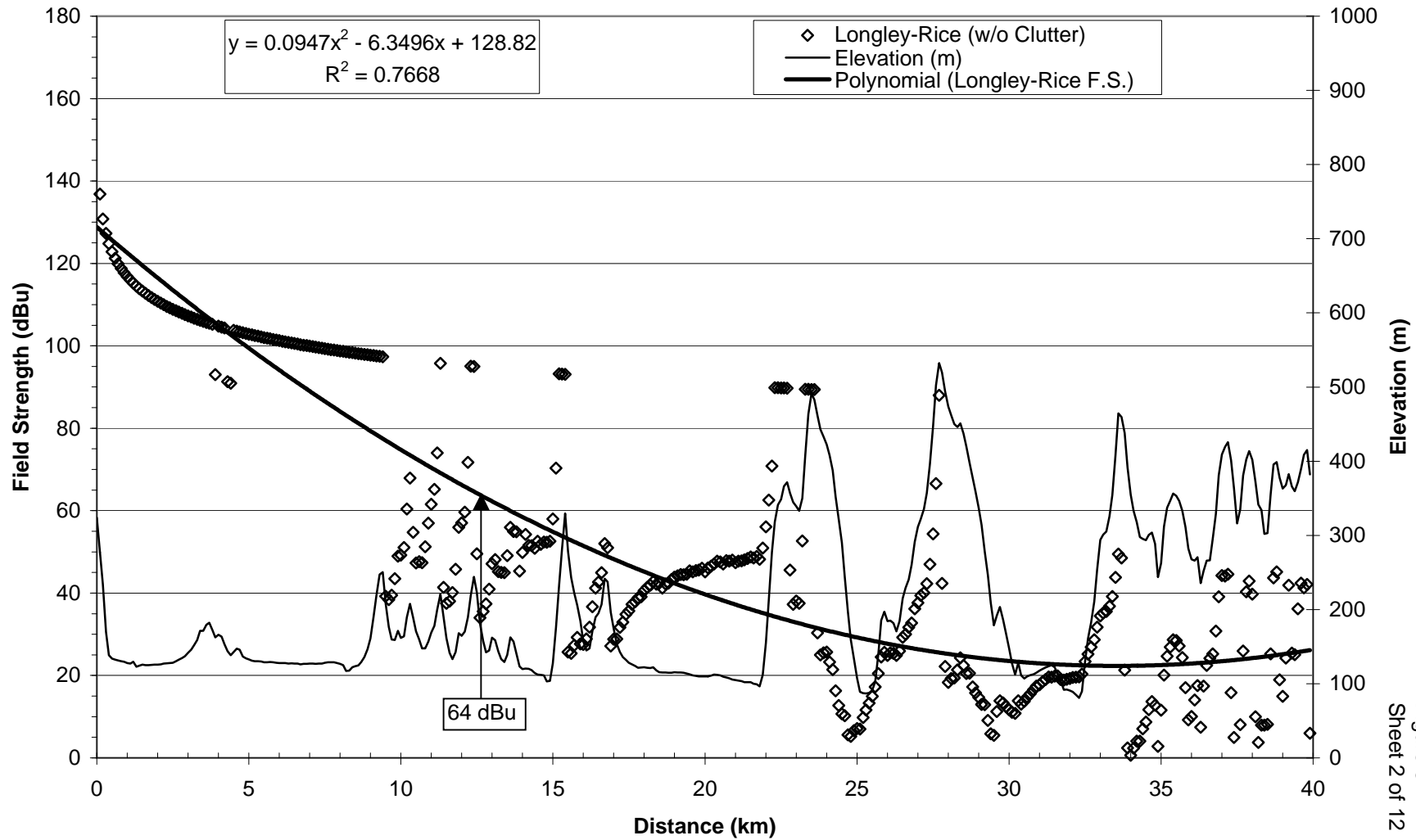


Figure 2
Sheet 4 of 4

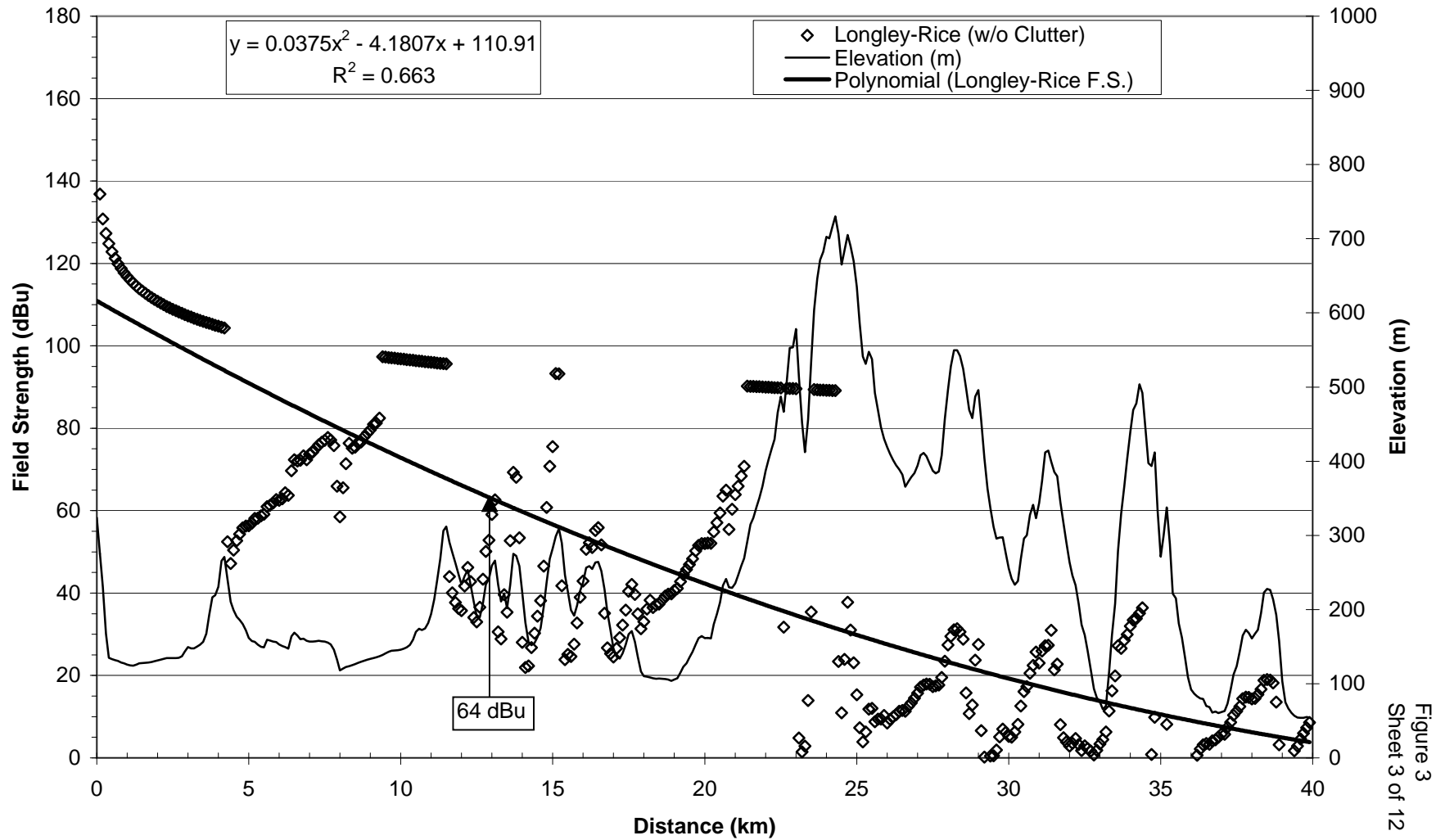
KTCW(Ch. 46), ROSEBURG, OREGON - 320 DEGREES TRUE



KTCW(Ch. 46), ROSEBURG, OREGON - 330 DEGREES TRUE



KTCW(Ch. 46), ROSEBURG, OREGON - 340 DEGREES TRUE



KTCW(Ch. 46), ROSEBURG, OREGON - 350 DEGREES TRUE

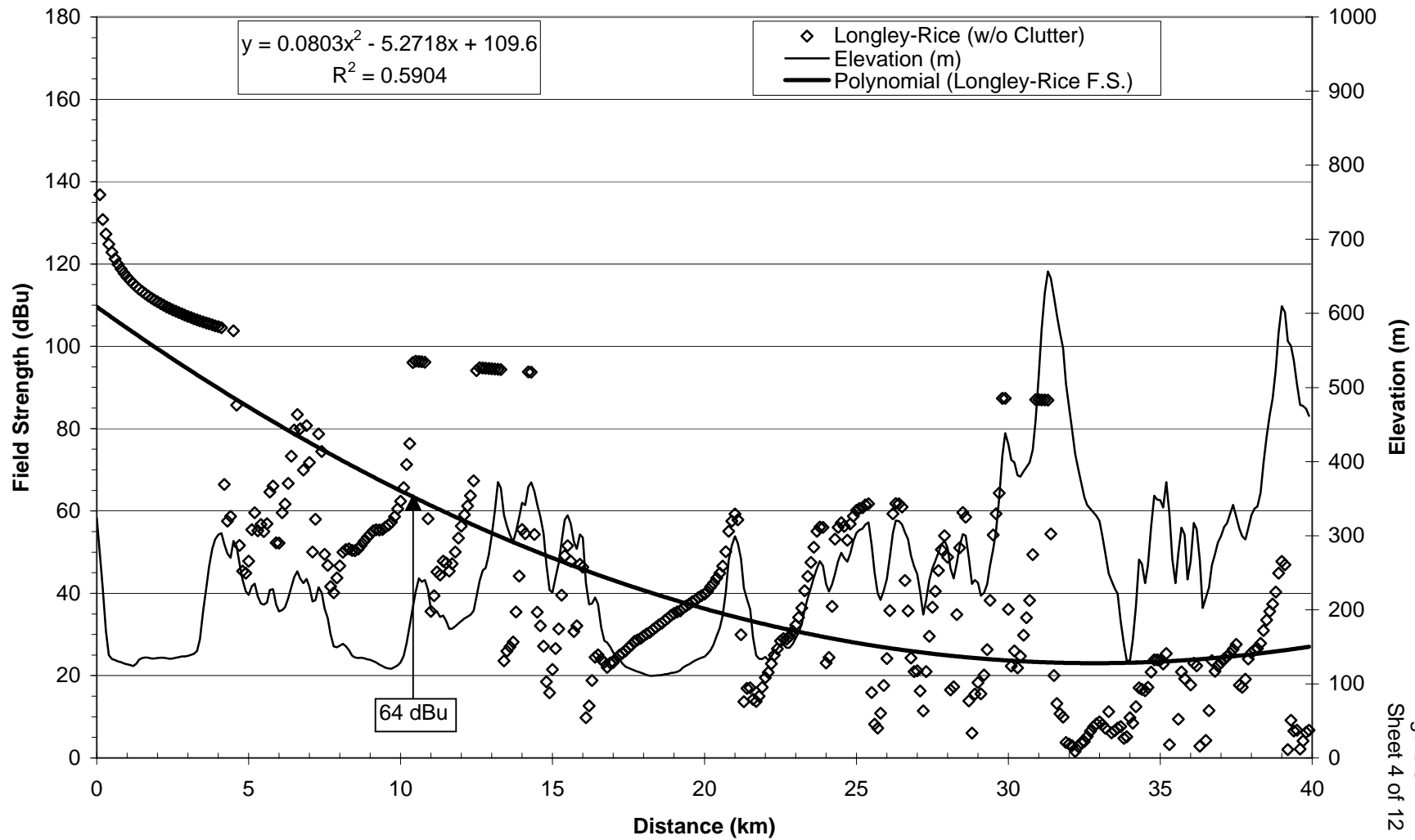


Figure 3
Sheet 4 of 12

KTCW(Ch. 46), ROSEBURG, OREGON - 0 DEGREES TRUE

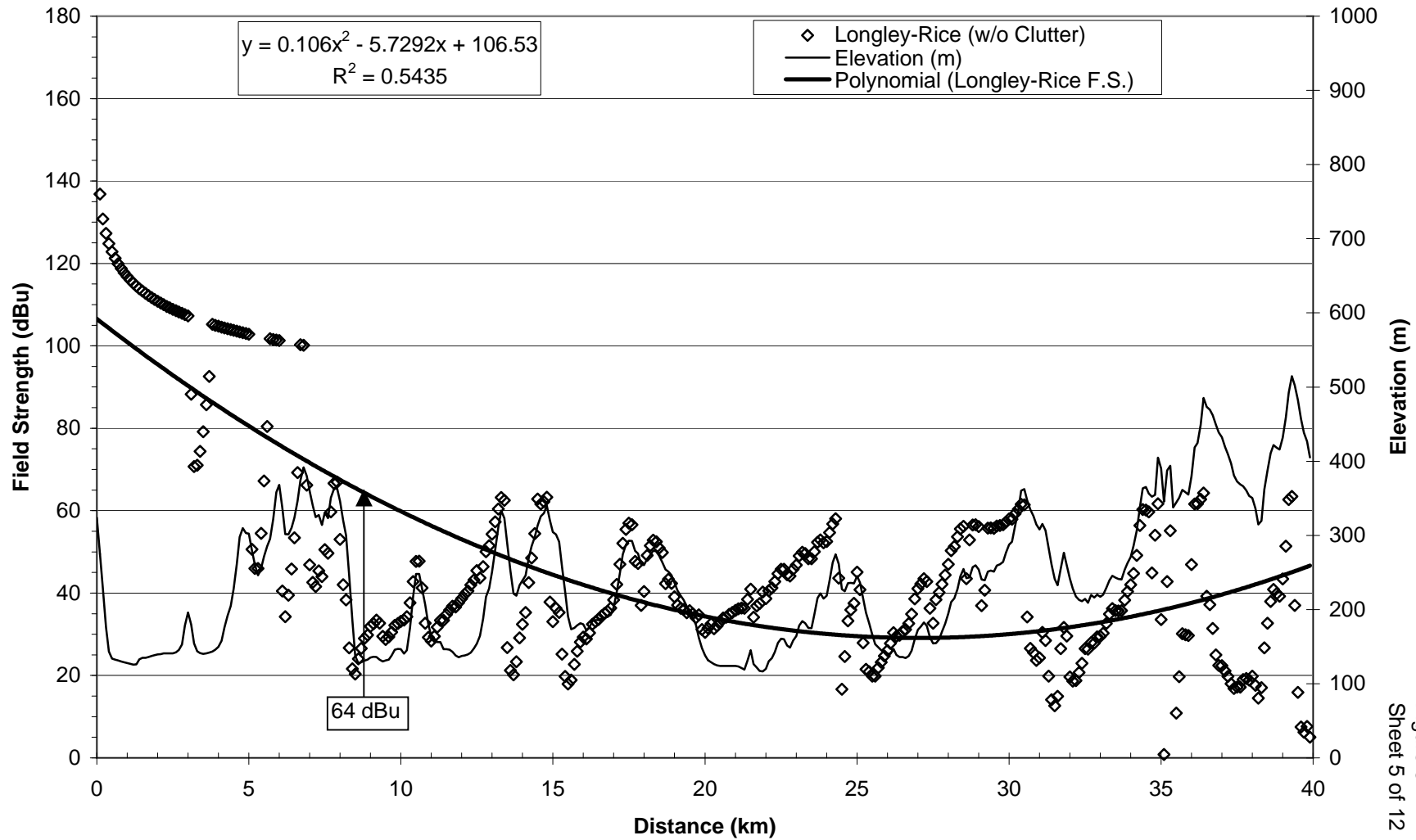
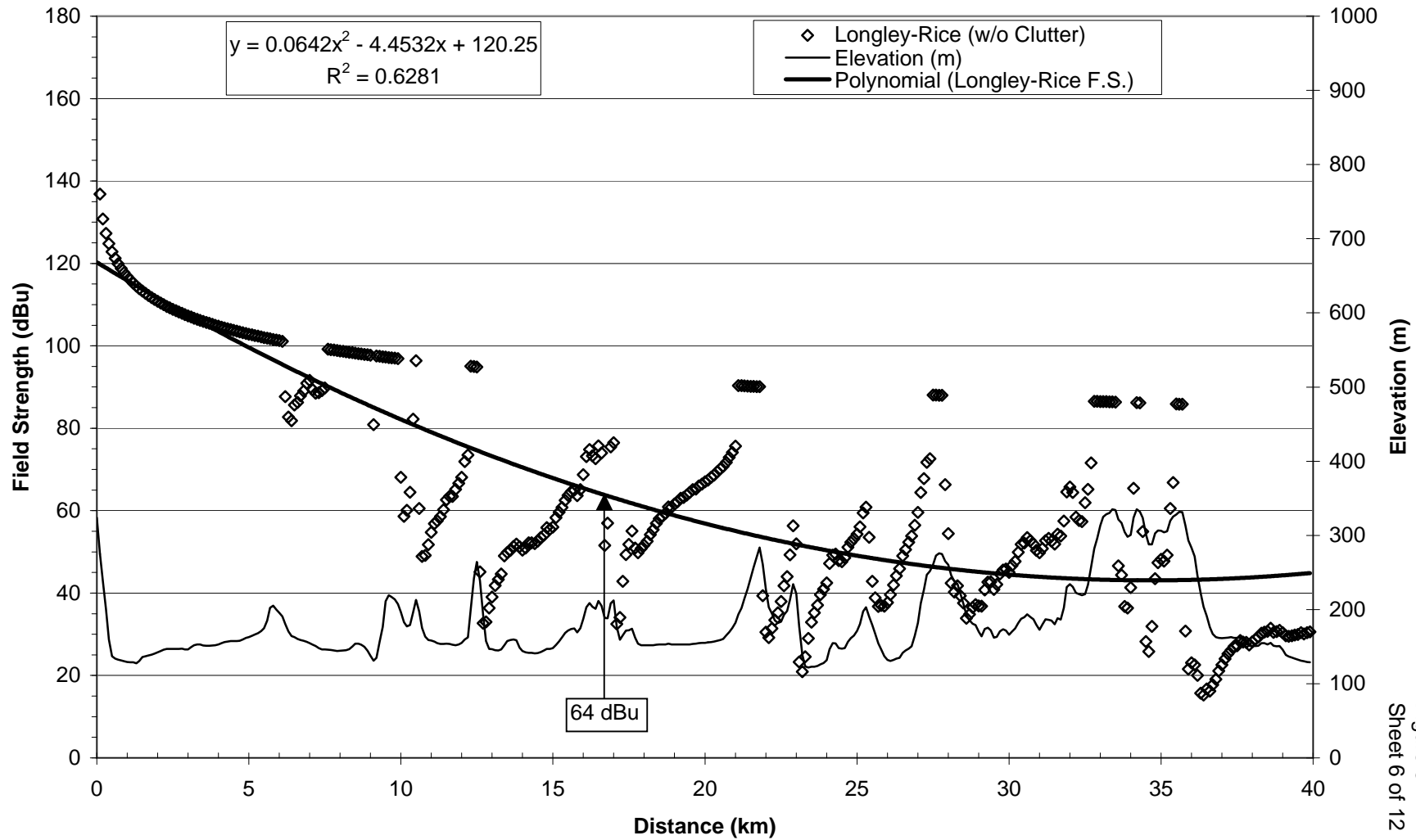


Figure 3
Sheet 5 of 12

KTCW(Ch. 46), ROSEBURG, OREGON - 10 DEGREES TRUE



KTCW(Ch. 46), ROSEBURG, OREGON - 20 DEGREES TRUE

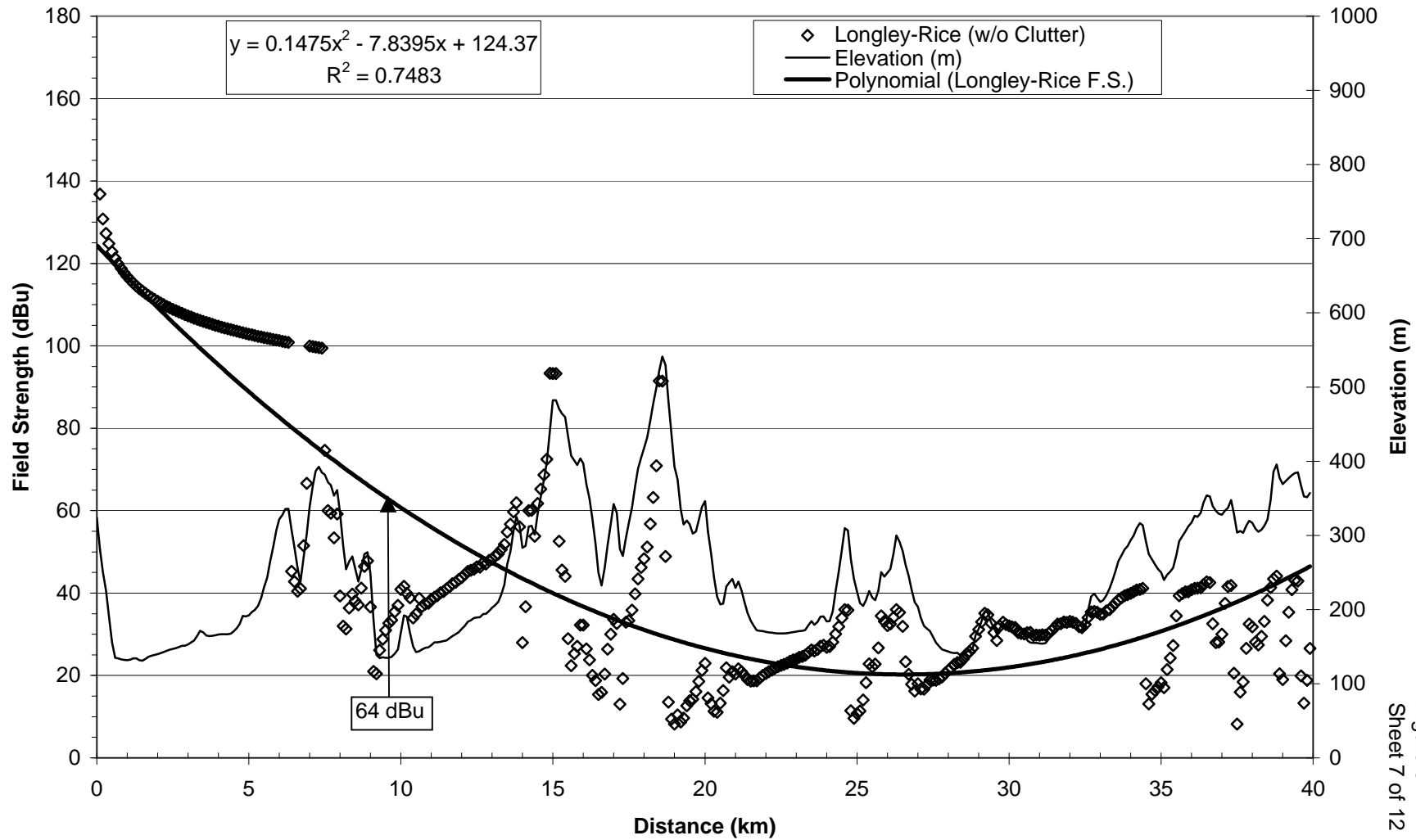


Figure 3
Sheet 7 of 12

KTCW(Ch. 46), ROSEBURG, OREGON - 30 DEGREES TRUE

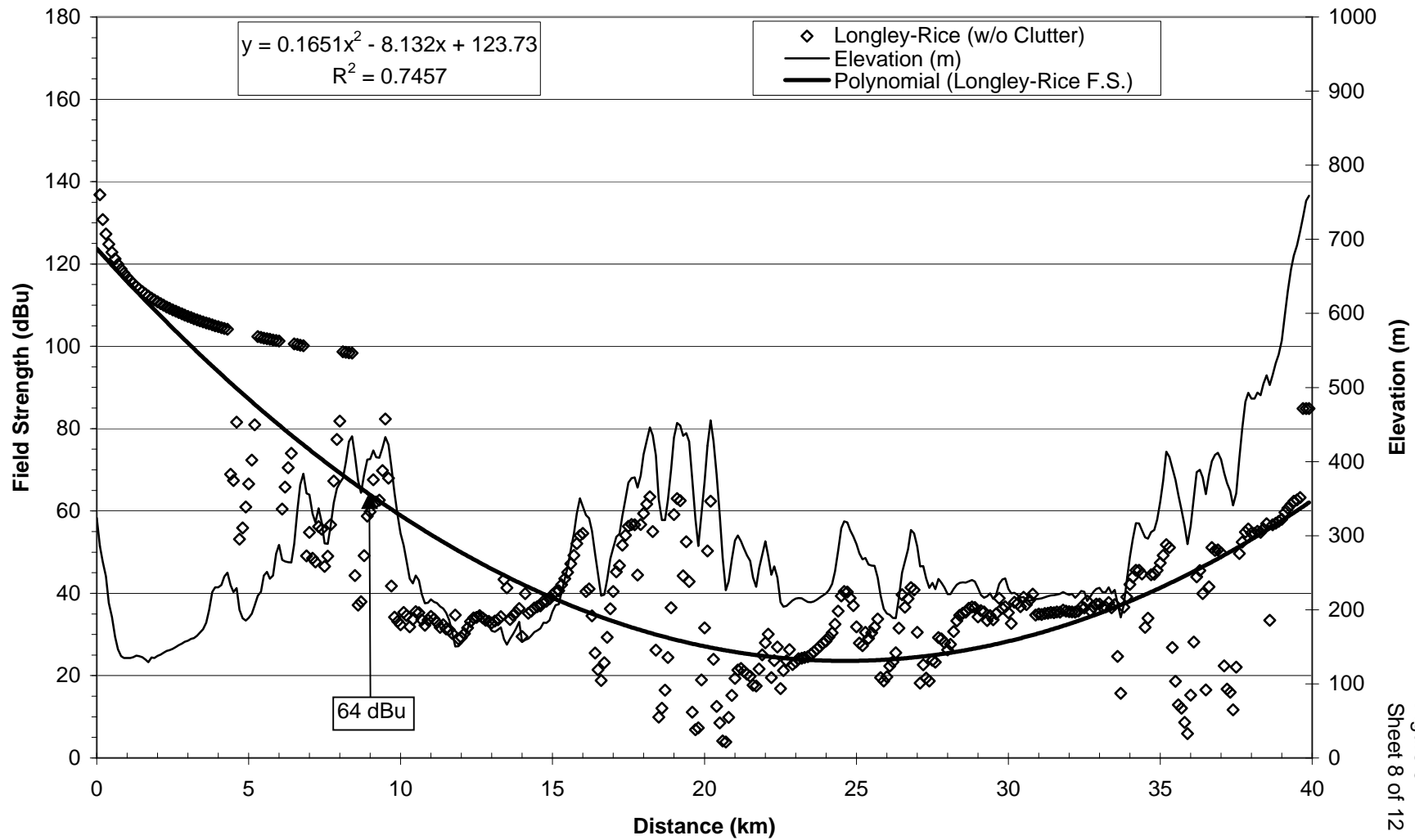


Figure 3
Sheet 8 of 12

KTCW(Ch. 46), ROSEBURG, OREGON - 40 DEGREES TRUE

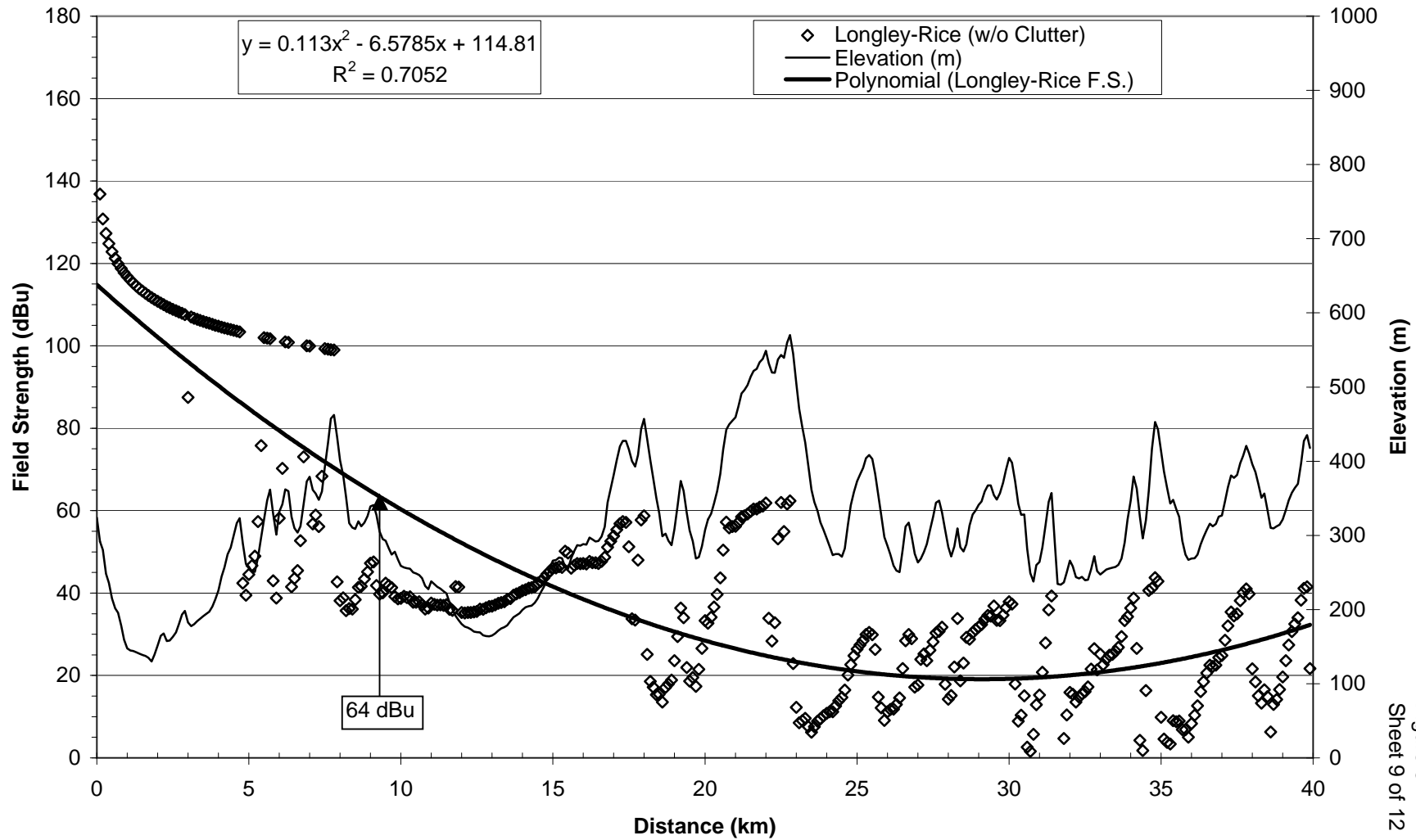
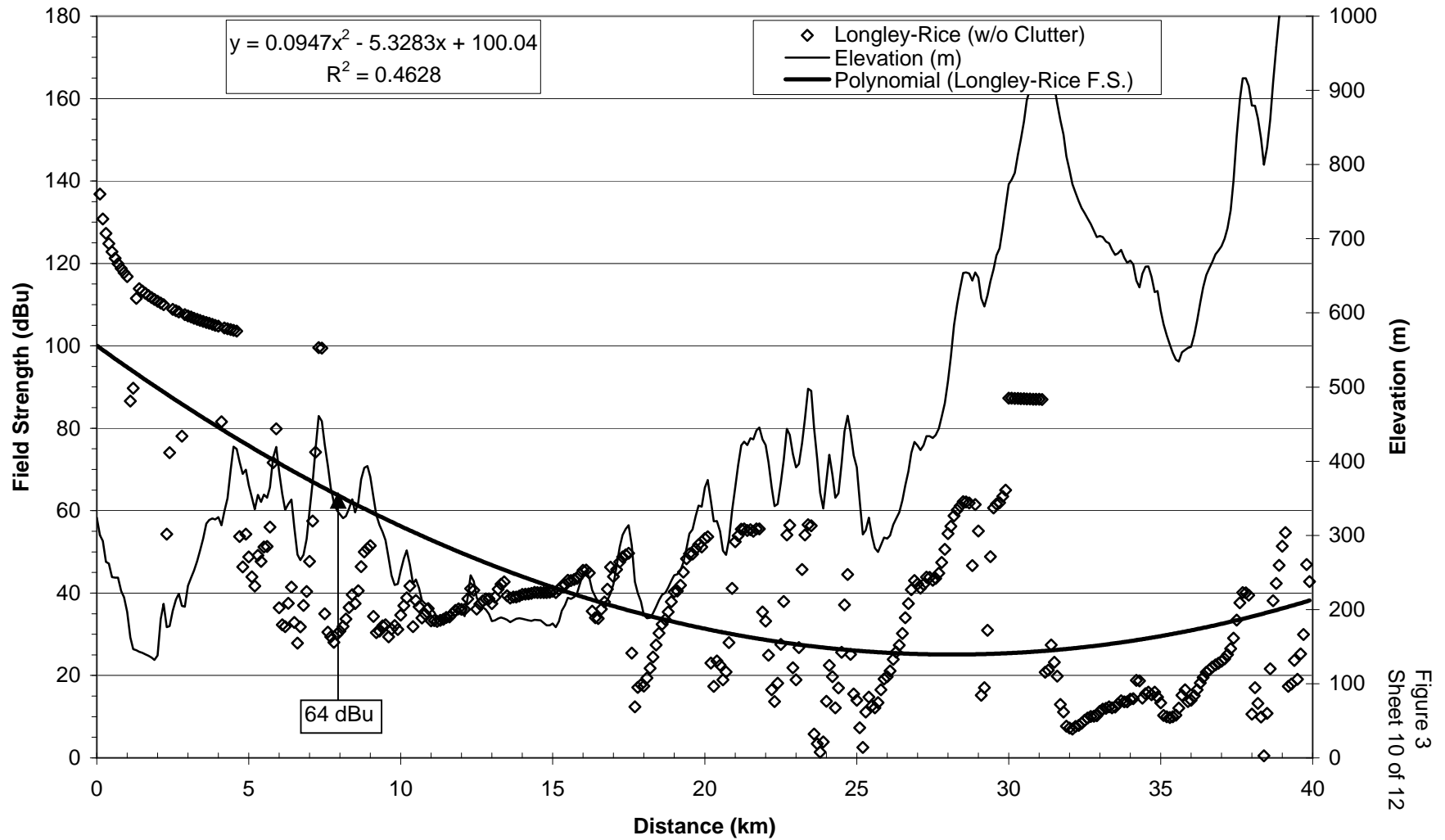
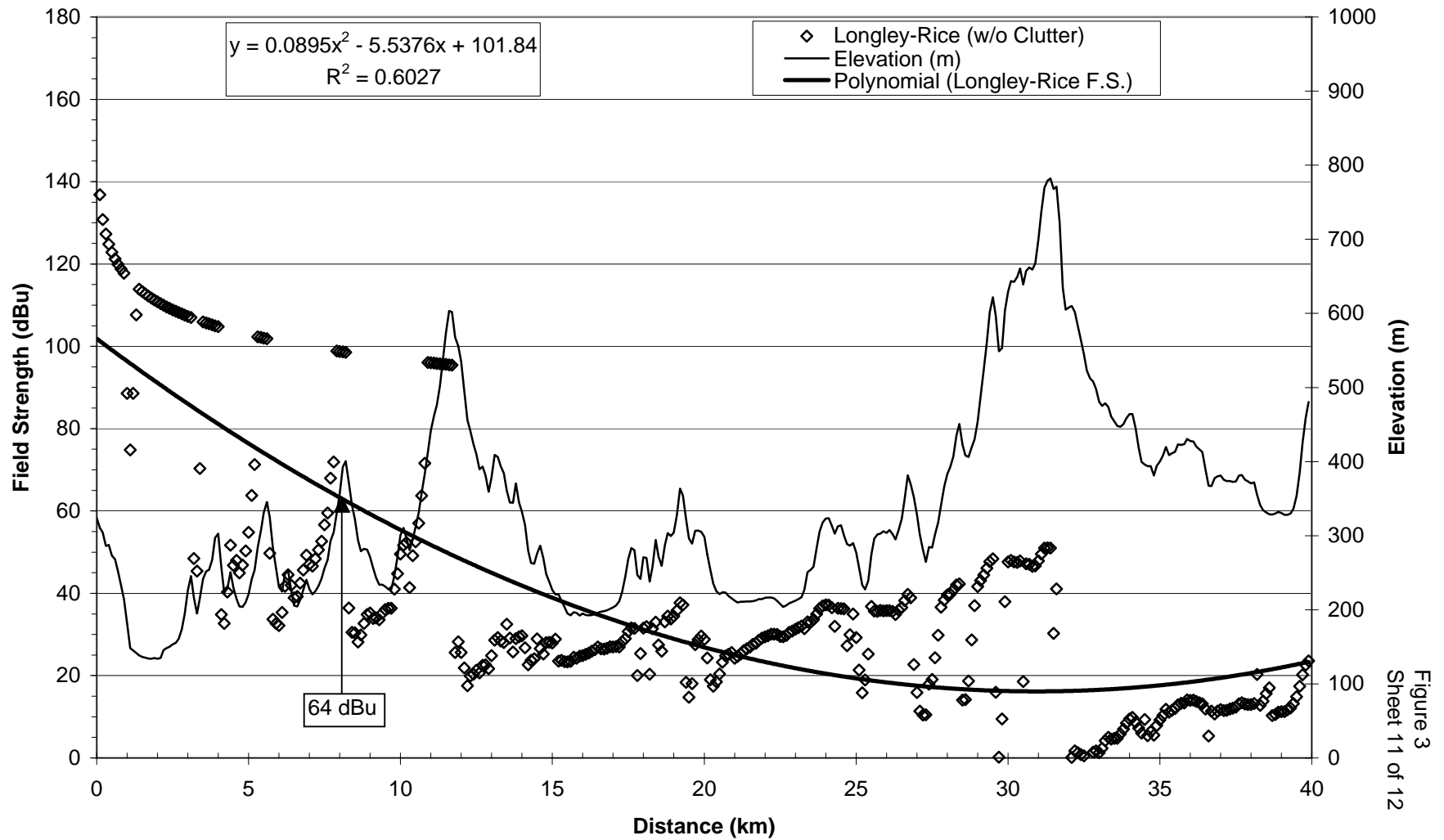


Figure 3
Sheet 9 of 12

KTCW(Ch. 46), ROSEBURG, OREGON - 50 DEGREES TRUE



KTCW(Ch. 46), ROSEBURG, OREGON - 60 DEGREES TRUE



KTCW(Ch. 46), ROSEBURG, OREGON - 70 DEGREES TRUE

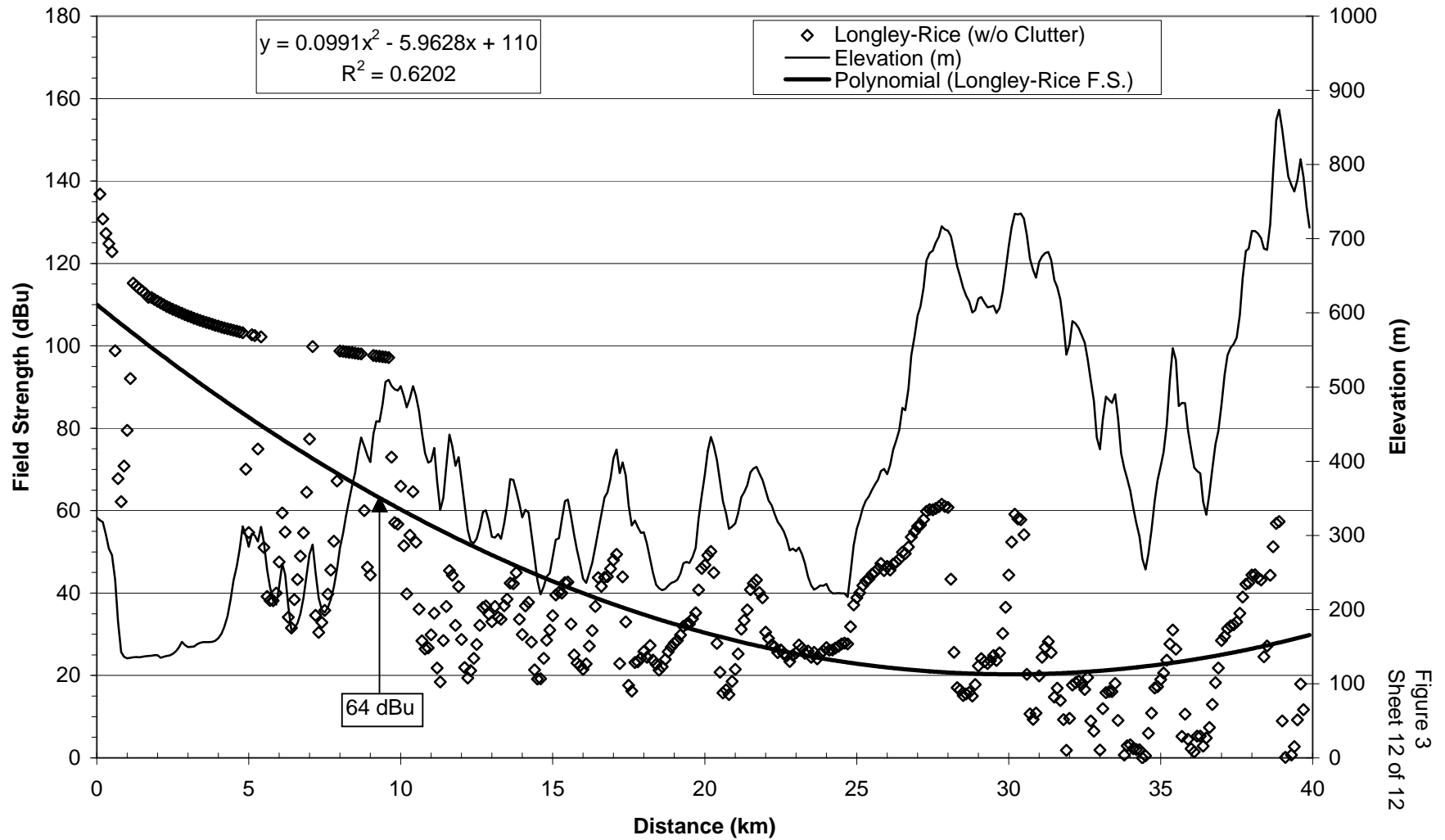
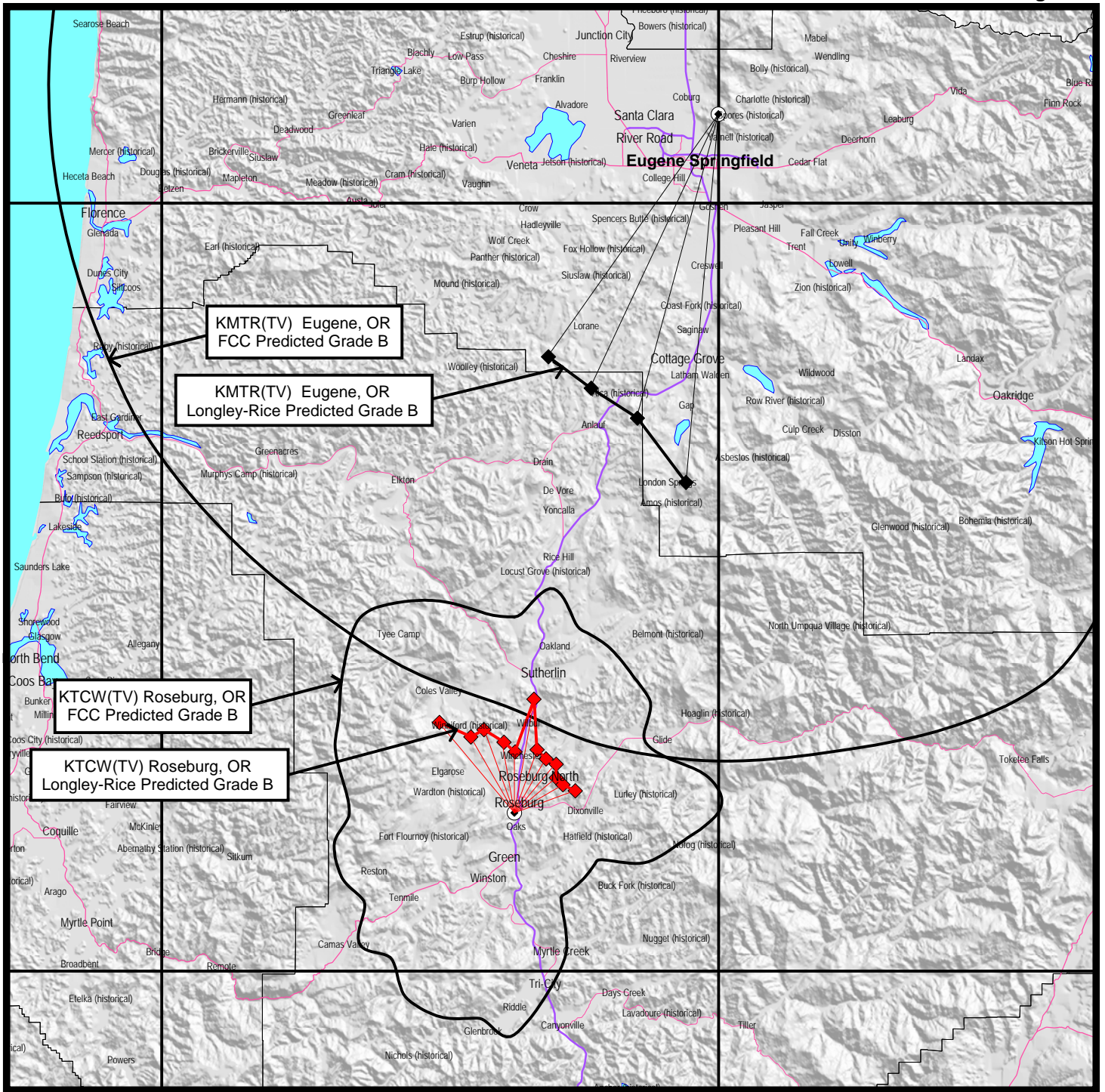


Figure 4



FCC AND LONGLEY-RICE PREDICTED 64 DBU COVERAGE

KMTR(TV)/KTCW(TV)

du Treil, Lundin & Rackley, Inc. Sarasota, Florida

ANNEX 5-C

DECLARATION OF BRIAN COBB, COBBCORP LLC

CobbCorp, LLC

800 Laurel Oak Dr., Suite 210 • Naples, Florida 34108
202-478-3737 • Facsimile: 239-596-0660

May 3, 2007

Ms. Monica Shah Desai
Chief - Media Bureau
Federal Communications Commission
445 12th Street, SW
Room #3-C740
Washington, DC 20554

Re: Assignment of Licenses of Television Stations:

KMTR, Eugene, Oregon (Facility ID 35189)
KTCW, Roseburg, Oregon (Facility ID 35187)

Dear Ms. Desai:

In connection with the above referenced applications, I have been requested by the proposed assignee TV Acquisition LLC to supply you with information and my considered judgments related to the continued operation of KTCW (Roseburg) as a satellite of KMTR-TV (Eugene). This letter addresses the feasibility of operating and marketing KTCW as a stand-alone operation rather than a satellite.

By way of background, I have more than thirty-five years of experience in the broadcasting industry as an owner, manager and broker of broadcast stations. I am the founder and president of CobbCorp, LLC, and a former founder and managing director of Media Venture Partners, both nationally recognized media brokerage and appraisal firms. During the past twenty years, I have personally been involved in the brokerage of more television stations than my other media broker in the United States. I served as the President of the National Association of Media Brokers and regularly speak on industry panels.

I am familiar with the Eugene market and its surrounding television markets, am knowledgeable of the signals of the television stations available in the Eugene market, and the level of competition among them and other relevant market data. As a result, I have enough knowledge to reach certain conclusions concerning KTCW's position in the Eugene market. In this connection, I previously have studied the characteristics of the market and opined on these stations in 2001 and 2006.

Cobb Corp, LLC

Ms. Desai
May 3, 2007
Page Two

From its inception in 1992, KTCW has operated as a satellite, and the FCC repeatedly has reauthorized it to operate as a satellite of KMTR. There are 10 operating commercial television stations assigned to the Eugene DMA, the 120th largest television market as defined by Nielsen. All the full-service nonsatellite stations are located in Eugene except for one in Roseburg, which airs paid programming, reruns of 1970s sitcoms and similar programming provided by the "Retro Television Network." Due to the rugged terrain, the Eugene network affiliates must operate satellites or translators to reach the distant outlying Roseburg and Coos Bay areas (about 70 and 100 miles distant, respectively). The CBS affiliate operates a satellite in each community and the ABC and Fox affiliates operate translators in those areas.

If KTCW were converted to a full service station, it would operate at a serious competitive advantage and, based on my analysis, it is very probable that KTCW would be financially unsuccessful. Coverage maps of the station show that it is unable to adequately cover the DMA and, most significantly, the station does not reach Eugene, the major population center, in large part due to the rough terrain separating Eugene and Roseburg.

Even if it were possible for KTCW to serve a greater portion of the market, it would have little if any prospect of garnering an affiliation agreement with any of the existing full service networks, as all of the major networks are currently affiliated with stations based in Eugene. Nor would KTCW be able to acquire high-priced syndicated programming as an independent stand-alone facility, due to the small size of Roseburg and the advertising base in the area and the station's limited service contour. If KTCW were forced to broadcast as a stand-alone independent and compete against the other stations currently serving the market, the prospect of financial survival would be doubtful at best.

As a result of the severe signal deficiencies, the small size of the area covered, the lack of any prospect of acquiring any meaningful network affiliation or strong syndicated programming, and competition of the network stations in Eugene, it is my opinion that KTCW could not operate as a viable stand-alone station. For the station to survive and continue to provide service to its community (including existing news and weather coverage of Roseburg), KTCW must continue to operate as a satellite of a more viable facility.

If you have any questions concerning the foregoing opinions, I will be available to respond to them.

Sincerely,
Brian E. Cobb

Brian E. Cobb
President