

ATTACHMENT A

Statement Regarding Applications and Request for Expedited Processing

CXR Holdings, Inc. (“CXR”), licensee of Radio Station WODL(FM), Channel 247A, Homewood, Alabama; Scott Communications, Inc. (“Scott”), licensee of Radio Station WJAM-FM, Channel 247A, Orrville, Alabama; and Great South RFDC, LLC (“Great South”), proposed assignee of Radio Station WZLM(FM), Channel 247A, Dadeville, Alabama,¹ and Radio Station WSSY-FM, Channel 248A, Talladega, Alabama,² pursuant to Section 73.3517(e) of the FCC’s Rules, are filing on a contingent basis on the date hereof applications for modification of their respective facilities, described as follows:

1. **WODL(FM)**. CXR’s application for WODL(FM) (the “WODL Application”) proposes a one-step upgrade on Channel 247 from Class A to Class C3 in accordance with Section 73.203(b) of the FCC’s Rules. The WODL Application proposes an allotment reference site that is fully spaced with the facilities specified in the WZLM Application and WSSY-FM Application, described below.

2. **WJAM-FM**. To accommodate WODL(FM)’s upgrade, Scott’s application for WJAM-FM (the “WJAM-FM Application”) proposes a one-step channel change from Channel 247A to Channel 300A in accordance with Section 73.203(b) of the FCC’s Rules and a change in the reference site for WJAM-FM to a location that would be fully-spaced to the reference allotment site proposed in the WODL(FM) Application.

3. **WZLM(FM)**. To accommodate WODL(FM)’s upgrade, Great South’s application for WZLM(FM) (the “WZLM Application”) proposes to relocate WZLM(FM)’s transmitter site. The WZLM Application also requests processing under Section 73.215 of the FCC’s Rules to provide contour protection to the facilities specified in the WODL Application, the facilities specified in the WSSY-FM Application (described below) and the licensed facilities of WFXF(FM) on Channel 247C, at Bainbridge, Georgia.

4. **WSSY-FM**. To accommodate WODL(FM)’s upgrade, Great South’s application for WSSY-FM (the “WSSY-FM Application”) proposes to relocate WSSY-FM’s transmitter site. The WSSY-FM Application also requests processing under Section 73.215 of the FCC’s Rules to provide contour protection to the facilities specified in the WODL Application, the facilities specified in the WZLM Application and the licensed facilities of WPZE(FM) on Channel 248C3, at Fayetteville, Georgia.

The parties request that these applications be processed and acted upon together and that none of them be granted or acted upon in the absence of the other.

¹ See FCC File No. BALH-20030108ABW.

² See FCC File No. BALH-20030107AAW.

Attached to the WODL Application are the following facilities modification agreements with Scott and Great South:

Facilities Modification Agreement dated as of December 20, 2002, among Cox Radio, Inc., CXR Holdings, Inc. and Scott Communications, Inc. pertaining to WJAM-FM, Orrville, Alabama.

Facilities Modification Agreement dated as of December 20, 2002, among Cox Radio, Inc., CXR Holdings, Inc. and Great South RFDC, LLC, pertaining to WZLM(FM), Dadeville, Alabama.

Facilities Modification Agreement dated as of December 20, 2002, among Cox Radio, Inc., CXR Holdings, Inc., and Great South RFDC, LLC, as amended by a First Amendment to Facilities Modification Agreement dated as of January 7, 2003, pertaining to WSSY-FM, Talladega, Alabama.

The facilities modification agreement for each station also is attached to the application for that station.

These applications are being filed under a highly unique set of circumstances. In a separate proceeding, CXR and its parent company, Cox Radio, Inc., have requested approval of channel allotment changes for WODL(FM), WJAM-FM, WZLM(FM) and WSSY-FM. These changes are set forth in the Comments and Counterproposal (the "Cox Counterproposal") filed by Cox Radio, Inc. and CXR in the FCC's currently pending rulemaking proceeding in MM Docket No. 01-104. By *Report and Order* released on August 30, 2002 (DA-02-2063), the Audio Division of the FCC's Media Bureau dismissed the Cox Counterproposal. Cox Radio, Inc., CXR and other parties filed a petition for reconsideration of the FCC's decision on October 9, 2002 (the "Petition"), which Petition remains pending.

The modifications proposed in the instant applications are neither inconsistent with nor contingent upon the grant of the Cox Counterproposal. Should these applications be pending when the FCC grants the Petition and Cox Counterproposal, CXR, Great South and Scott will amend the applications to implement the allotment changes specified in the Cox Counterproposal. If the FCC grants these applications before taking action on the Petition and Cox Counterproposal, the parties will implement the modifications proposed herein. In the event the FCC grants the Petition and Cox Counterproposal following grant of these applications and construction of the modified facilities, the parties would file further applications to implement the Cox Counterproposal channel allotment changes.

CXR, Scott and Great South also respectfully request that the FCC expedite its processing of the instant applications. Although filed in June 2001, the FCC did not act on the Cox Counterproposal until August 2002, over a year later. During that time, the financial condition of several of these stations, WZLM and WSSY-FM in particular, has made a steady downturn and continues to worsen. Once it became public that the stations were planning to modify their facilities and change community of license, the current owners began to lose advertising sales and necessary personnel. Now, 18 months later, these stations are in a

precarious financial situation that will only be alleviated through the sale of their stations to Great South and Great South's implementation of the modifications proposed herein.

CXR's station WODL also has suffered economically. The delay in a decision on the Cox Counterproposal has precluded this station from upgrading its facilities and increasing its service in the Birmingham area which are absolutely critical to survive in the highly competitive Birmingham market. Absent some relief allowing this station to upgrade its facilities, its financial condition also will worsen.

Finally, CXR is experiencing significant technical problems with WODL(FM)'s current transmitting antenna and may need to replace it in the very near term. However, it would be economically burdensome for CXR to acquire a new replacement antenna now and then incur the expense of acquiring and installing yet another antenna in a few short months upon grant of the WODL Application. Expedited processing of these applications will permit WODL to maintain and improve its service to the Birmingham region without this significant expense.

Accordingly, based on the unique facts and circumstances presented here, the parties request expedited processing of the instant modification applications.