

**Exhibit 15**

**Compliance with Local Radio Ownership Rule (47 C.F.R. § 73.3555(a))**

By this application, CXR Holdings, Inc. (“CXR”) is requesting FCC consent to its proposed acquisition of the licenses for KHNR(AM), Honolulu, Hawaii, and KHCM(AM), Waipahu, Hawaii, from Salem Media of Hawaii, Inc. (“Salem”). Pursuant to the Asset Exchange Agreement, dated July 2, 2004, between CXR and Cox Radio, Inc. (“CRI”) and Salem, and the Asset Purchase Agreement (the “APA”), dated August 27, 2004, between CXR and CRI and Honolulu Broadcasting, Inc. (“HBI”), CXR and CRI are to acquire KGMZ-FM, Aiea, Hawaii, from HBI and immediately sell KGMZ-FM to Salem in exchange for KHNR(AM) and KHCM(AM). Concurrently with this application, HBI is filing an application requesting FCC consent to the assignment of the license for KGMZ-FM from HBI to Salem (passing through CXR and CRI as an intermediary).

KHNR(AM) and KHCM(AM) are reported by BIA as “home” to the Honolulu, HI Arbitron Metro Market (“Honolulu Metro Market”) and their communities of license, Honolulu and Waipahu, respectively, are located inside the geographic boundaries of the Honolulu Metro Market. As required by the instructions and worksheets to the Form 314, this exhibit demonstrates compliance of CXR’s proposed acquisition of the licenses for KHNR(AM) and KHCM(AM) with the FCC’s local radio ownership rules under the Arbitron Metro methodology.

As noted, KHNR(AM) and KHCM(AM) are reported by BIA as “home” to the Honolulu Metro Market.<sup>1</sup> CXR currently owns four radio stations that either have communities of licenses located within the Honolulu Metro Market or are “home” to the Metro Market:

1. KXME(FM), Kaneohe, Hawaii
2. KRTR-FM, Kailua, Hawaii
3. KCCN-FM, Honolulu, Hawaii
4. KINE-FM, Honolulu, Hawaii

BIA and FCC data together confirm that there are thirty-six commercial and noncommercial stations in the Honolulu Metro Market. BIA reports thirty-three full-power, commercial radio stations as located within or “home” to the Honolulu Metro Market<sup>2</sup> and, according to the FCC

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<sup>1</sup> See BIA Financial Network, *2004 Investing in Radio Market Report*, 1st Ed., “Honolulu, HI Market Overview,” Metro Rank 63 (2004) (“*BIA Market Report*”).

<sup>2</sup> See *id.* Not included in the *BIA Market Report* is KUPA(AM) (formerly KFIF(AM)), Pearl City, Hawaii, whose community of license is located within the Honolulu Metro Market. The FCC database indicates KUPA(AM) is a full-power, commercial radio station, which is licensed and silent. Including KUPA(AM) in the count of full-power, commercial radio stations in the

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database, three noncommercial radio stations have communities of licenses located within the Honolulu Metro Market.<sup>3</sup> Under the Commission's local radio ownership limits as set forth at 47 C.F.R. § 73.3555(a)(1)(ii), in a radio market with between thirty and forty-four full-power, commercial and noncommercial radio stations, a party may have a cognizable interest in up to seven full-power, commercial radio stations, not more than four of which are in the same service (AM or FM). CXR's acquisition of the licenses for KHNR(AM) and KHCM(AM) would result in its ownership of six full-power commercial radio stations (four FM stations and two AM stations) in the Honolulu Metro Market, which is fewer than the maximum radio stations permitted for a market of that size.<sup>4</sup> Accordingly, CXR's acquisition and ownership of KHNR(AM) and KHCM(AM) would comply with the FCC's local radio ownership limits under the Arbitron Metro Market methodology.

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Honolulu Metro Market brings the total number of full-power, commercial radio stations in that market to thirty-four.

<sup>3</sup> These noncommercial stations are KHPR(FM), Honolulu, Hawaii; KIPO(FM), Honolulu, Hawaii; and KTUH(FM), Honolulu, Hawaii.

<sup>4</sup> In its July 2, 2003 *Report and Order and Notice of Proposed Rulemaking*, the FCC determined that radio joint sales agreements (JSAs) would be considered attributable interests but provided parties with existing in-market radio JSAs two years from the effective date of the new rules to terminate JSAs if necessary to comply with the local radio ownership limits. *See 2002 Biennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996; Cross-Ownership of Broadcast Stations and Newspapers; Rules and Policies Concerning Multiple Ownership of Radio Broadcast Stations in Local Markets; Definition of Radio Markets; Definition of Radio Markets for Areas Not Located in an Arbitron Survey Area*, Report and Order and Notice of Proposed Rulemaking, 18 FCC Rcd 13620, ¶ 325 (2003), *aff'd in part and remanded in part*, Prometheus Radio Project, et. al. v. FCC, 373 F.3d 372 (3d Cir. 2004), *stay modified*, No. 03-3388 (Sept. 3, 2004) ("*July 2003 R&O*"). CXR's sole shareholder, CRI, is the broker under an existing Joint Sales Agreement dated April 27, 2000, with HBI for KGMZ-FM (the "KGMZ-FM JSA"). Under the APA, the KGMZ-FM JSA will automatically terminate upon the closing of the pass-through of KGMZ-FM from HBI to CXR and CRI (and then to Salem), which would occur just prior to CXR's acquisition of KHNR(AM) and KHCM(AM). As required by the *July 2003 R&O* and the instructions and worksheets to the Form 314, a copy of the KGMZ-FM JSA is included at Exhibit 14 of this application. *See July 2003 R&O* at ¶ 324.