

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
WXBM-FM - MILTON, FLORIDA
WMEZ - PENSACOLA, FLORIDA
May 2012

TECHNICAL STATEMENT

1. This Technical Statement and attached exhibits were prepared on behalf of Cumulus Licensing LLC ("Cumulus"), proposed assignee of WXBM-FM, Channel 274C, Milton, Florida and WMEZ, Channel 231C0, Pensacola, Florida. WXBM-FM and WMEZ are each licensed to a community in a metro county in the Pensacola, Florida Arbitron Market. Cumulus is also the licensee of WCOA, 1370 kHz, and WCOA-FM, Channel 264C, Pensacola, Florida and WRRX, Channel 291A, Gulf Breeze, Florida. Therefore, this review will verify that the referenced stations are in compliance in a rated market.

2. Cumulus is also the licensee of station WABD, Channel 281C, Atmore, Alabama. WABD is currently operating pursuant to Automatic Program Test Authority with the facilities permitted in BPH-20120331AJS, with a license to cover permit, BLH-20120507ABD, at Saraland, Alabama. When licensed to Atmore, WABD was considered "home" to the Mobile, Alabama rated market, based on its county. However, as a result of the city of license change to Saraland, Alabama, WABD is now considered a metro station in the Mobile, Alabama rated market. As indicated on Exhibit #1, in the rated Mobile, Alabama market, Cumulus remains in compliance with the ownership rules.¹ Therefore, WABD is no longer considered a "non-rated" station requiring a contour overlap review with any other attributable Cumulus stations.

1) Neither WXBM-FM nor WMEZ are considered part of the Mobile, Alabama market.

PENSACOLA, FLORIDA BIA/ARBITRON MARKET

3. As shown on Exhibit #2, there are twenty-three AM and FM (commercial and non-commercial) stations listed in the Pensacola, Florida Arbitron Market (Market #128). Cumulus would control four FM stations and one AM station in the same rated market. The number of stations indicated falls in the fifteen to twenty-nine stations tier of §73.3555(a)(1)(iii) of the Commission's rules. At this level, common ownership or control of up to six stations, with no more than four in the same service, is permissible. Therefore, Cumulus is in compliance in the rated Pensacola, Florida market.

4. Based on the compliance shown in the rated market reviewed, the proposed acquisition of WXBM-FM and WMEZ is in compliance with §73.3555 of the Commission's multiple ownership rules.

5. The foregoing technical statement was prepared on behalf of Cumulus Licensing LLC, by Graham Brock, Inc., its Technical Consultants. All information contained herein is true and accurate to the best of our belief and knowledge. All data relating to AM and FM facilities was extracted from the CDBS database. Data regarding the relevant Arbitron market was determined using the BIA MEDIA Access Pro Version 4.6. We assume no liability for errors or omissions in those databases which may be adverse to the information contained herein.

FCC Geographic Market Definition for Mobile, AL

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WABB	AM	1480	C	News/Talk	Mobile, AL	07/02/2003	97	Dittman Group	Mobile, AL	Mobile
WABD	FM	104.1	C	Top 40	Mobile, AL	07/02/2003	97	Cumulus Media Holdings Inc	Atmore, AL	Escambia
WABF	AM	1220	C	Adlt Stndrd	Mobile, AL	07/02/2003	97	Gulf Coast Broadcasting Co Inc	Fairhope, AL	Baldwin
WASG	AM	540	C	BkGsp/Educ	Mobile, AL	01/14/2009	97	Wilkins Communications Network Inc	Daphne, AL	Baldwin
WAVH	FM	106.5	C	Talk	Mobile, AL	07/02/2003	97	Bigler Broadcasting LLC	Daphne, AL	Baldwin
WBHY	AM	840	C	Chrst/Talk	Mobile, AL	07/02/2003	97	Goforth Media Inc	Mobile, AL	Mobile
WBHY	FM	88.5	NC	Christian	Mobile, AL	07/02/2003	97	Goforth Media Inc	Mobile, AL	Mobile
WBLX	FM	92.9	C	Urban	Mobile, AL	07/02/2003	97	Cumulus Media Holdings Inc	Mobile, AL	Mobile
WBZR	AM	1000	C	Sprts/Talk	Mobile, AL	07/02/2003	97	Gulf Coast Broadcasting Co Inc	Robertsdale, AL	Baldwin
WCSN	FM	105.7	C	AC	Mobile, AL	07/02/2003	97	Gulf Coast Broadcasting Co Inc	Orange Beach, AL	Baldwin
WDLT	FM	98.3	C	Urban AC	Mobile, AL	07/02/2003	97	Cumulus Media Holdings Inc	Chickasaw, AL	Mobile
WGOK	AM	900	C	Black Gospl	Mobile, AL	07/02/2003	97	Cumulus Media Holdings Inc	Mobile, AL	Mobile
WHEP	AM	1310	C	News/Sprts	Mobile, AL	07/02/2003	97	Stewart Broadcasting Co	Foley, AL	Baldwin
WHIL	FM	91.3	NC	Nws/Cls/Jaz	Mobile, AL	07/02/2003	97	University of Alabama	Mobile, AL	Mobile
WIJD	AM	1270	C	Chrst/Talk	Mobile, AL	07/02/2003	97	Wilkins Communications Network Inc	Prichard, AL	Mobile
WKSJ	FM	94.9	C	Country	Mobile, AL	07/02/2003	97	Clear Channel Communications Inc	Mobile, AL	Mobile
WLPR	AM	960	NC	Gospl/SGspI	Mobile, AL	07/02/2003	97	Goforth Media Inc	Prichard, AL	Mobile
WLVM	FM	97.5	C	ChrsContem	Mobile, AL	07/02/2003	97	p Educational Media Foundation	Mobile, AL	Mobile
WMOB	AM	1360	C	Nws/Cst/Tlk	Mobile, AL	07/02/2003	97	Buddy Tucker Association Inc	Mobile, AL	Mobile
WMXC	FM	99.9	C	AAA	Mobile, AL	07/02/2003	97	Clear Channel Communications Inc	Mobile, AL	Mobile
WNGI	AM	1410	C	Relgn/Talk	Mobile, AL	07/02/2003	97	Archangel Communications Inc	Mobile, AL	Mobile
WNXP	FM	105.5	C	Sports	Mobile, AL	07/02/2003	97	.COM+ LLC	Bay Minette, AL	Baldwin
WNTM	AM	710	C	News/Talk	Mobile, AL	07/02/2003	97	Clear Channel Communications Inc	Mobile, AL	Mobile
WQUA	FM	102.1	NC	Religion	Mobile, AL	07/02/2003	97	Family Worship Center Church Inc	Citronelle, AL	Mobile
WRKH	FM	96.1	C	Clsc Rock	Mobile, AL	07/02/2003	97	Clear Channel Communications Inc	Mobile, AL	Mobile
WTOF	AM	1110	C	Religion	Mobile, AL	07/02/2003	97	Buddy Tucker Association Inc	Bay Minette, AL	Baldwin
WXQW	AM	660	C	Black Gospl	Mobile, AL	07/02/2003	97	Cumulus Media Holdings Inc	Fairhope, AL	Baldwin
WZEW	FM	92.1	C	AAA	Mobile, AL	07/02/2003	97	.COM+ LLC	Fairhope, AL	Baldwin

Number of Stations in Geographic Market 28

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed

FCC Geographic Market Definition for Pensacola, FL

Call Letters	AM/FM	Freq	Type	Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WBSR	AM	1450	C	Sports		Pensacola, FL	07/02/2003	128	Easy Media Inc	Pensacola, FL	Escambia
WCOA	AM	1370	C	News/Talk		Pensacola, FL	07/02/2003	128	Cumulus Media Holdings Inc	Pensacola, FL	Escambia
WCOA	FM	100.7	C	News/Talk		Pensacola, FL	07/02/2003	128	Cumulus Media Holdings Inc	Pensacola, FL	Escambia
WDWR	AM	1230	C	Religion		Pensacola, FL	07/02/2003	128	Divine Word Communications	Pensacola, FL	Escambia
WEBY	AM	1330	C	News/Talk		Pensacola, FL	07/02/2003	128	Spinnaker Communications	Milton, FL	Santa Rosa
WEGS	FM	91.7	NC	ChrsContem		Pensacola, FL	07/02/2003	128	Florida Public Radio Inc	Milton, FL	Santa Rosa
WKFP	FM	95.7	C	Christian		Pensacola, FL	07/02/2003	128	Satellite Radio Network	Navarre, FL	Santa Rosa
WMEZ	FM	94.1	C	AC		Pensacola, FL	07/02/2003	128	Pamal Broadcasting Ltd	Pensacola, FL	Escambia
WNRP	AM	1620	C	News/Talk		Pensacola, FL	07/02/2003	128	ADX Communications	Gulf Breeze, FL	Santa Rosa
WNVY	AM	1070	C	Chrst/Talk		Pensacola, FL	07/02/2003	128	Wilkins Communications Network Inc	Cantonment, FL	Escambia
WPCS	FM	89.5	NC	Christian		Pensacola, FL	07/02/2003	128	Pensacola Christian College Inc	Pensacola, FL	Escambia
WPFL	FM	105.1	C	Oldies		Pensacola, FL	07/02/2003	128	Tri-County Broadcasting Incorporated (Kansas)	Century, FL	Escambia
WPNN	AM	790	C	News/Talk		Pensacola, FL	07/02/2003	128	Schroeder, Gerald D	Pensacola, FL	Escambia
WRGV	FM	107.3	C	Top 40		Pensacola, FL	07/02/2003	128	Clear Channel Communications Inc	Pensacola, FL	Escambia
WRNE	AM	980	C	Urb/Old/Gsp		Pensacola, FL	07/02/2003	128	Media One Communications Inc	Gulf Breeze, FL	Santa Rosa
WRRX	FM	106.1	C	Urban AC		Pensacola, FL	07/02/2003	128	Cumulus Media Holdings Inc	Gulf Breeze, FL	Santa Rosa
WTGF	FM	90.5	NC	Sothn Gspel		Pensacola, FL	07/02/2003	128	Faith Bible College	Milton, FL	Santa Rosa
WTKE	AM	1490	C	Sports		Pensacola, FL	07/02/2003	128	Camax Communication Group Inc	Milton, FL	Santa Rosa
WTKX	FM	101.5	C	Rock		Pensacola, FL	07/02/2003	128	Clear Channel Communications Inc	Pensacola, FL	Escambia
WUWF	FM	88.1	NC	Public		Pensacola, FL	07/02/2003	128	University of West Florida	Pensacola, FL	Escambia
WVTJ	AM	610	C	Urban/Gospl		Pensacola, FL	07/02/2003	128	Wilkins Communications Network Inc	Pensacola, FL	Escambia
WXBM	FM	102.7	C	Country		Pensacola, FL	07/02/2003	128	Pamal Broadcasting Ltd	Milton, FL	Santa Rosa
WYCT	FM	98.7	C	Country		Pensacola, FL	08/10/2004	128	ADX Communications	Pensacola, FL	Escambia

Number of Stations in Geographic Market 23

Previous Stations in Geographic Market

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"p" indicates pending sale to owner listed

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT


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

JEFFERSON G. BROCK, being duly sworn, deposes and says that he is an officer of Graham Brock, Inc. Graham Brock has been engaged by Cumulus Licensing LLC to prepare the attached Technical Exhibit.

His qualifications are a matter of record before the Federal Communications Commission. He has been active in Broadcast Engineering since 1979.

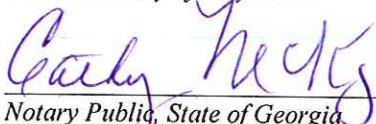
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 7th day of May 2012.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 7th day of May 2012*



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