

### **MULTIPLE OWNERSHIP SHOWING**

With this application, Matrix Broadcasting, LLC (“Matrix”), seeks to acquire the following full-power radio stations (the “Stations”) from The Mile High Station Trust, LLC:

WFXF(FM), Dundee, IL (Facility ID No. 3135)  
WZSR(FM), Woodstock, IL (Facility ID No. 53505)

Grant of this application will be fully consistent with the Commission’s local radio multiple ownership rule

Section 73.3555(a) of the FCC’s rules provides that in a radio market with 45 or more full-power, commercial and noncommercial radio stations, a single entity may not have a cognizable interest in more than eight commercial radio stations in total and not more than five commercial stations in the same service (AM or FM). The Commission defines the relevant market to be the “Nielsen Audio Radio Market,” in those markets so designated by Nielsen Media (formerly Arbitron). *See 2002 Biennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, 18 FCC Rcd 13620, 13712-13 (2003).

For purposes of the local radio ownership rule, the Stations are deemed to be included in the Chicago, Illinois Nielsen Audio Radio Market. As shown on the attached BIA FCC Geographic Market Definition Report for the Chicago, Illinois radio market, there are 137 full-power commercial and noncommercial stations in the Chicago, Illinois Nielsen Audio Radio Market. Neither Matrix nor any party with an attributable interest in Matrix currently holds a cognizable interest in any stations in the Chicago, Illinois Nielsen Audio Radio Market. Following Matrix’s proposed acquisition of the Stations, Matrix will have a cognizable interest in two commercial radio stations (both FM stations) in the Chicago, Illinois radio market. As explained above, common ownership of eight commercial radio stations (not more than five in the same service) is permissible under the FCC’s local radio ownership rule. Accordingly, Matrix ownership of two FM stations in the Chicago, Illinois radio market fully complies with the FCC’s local radio ownership rule.

# FCC Geographic Market Definition for Chicago, IL

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WAES	FM	88.1	NC	Variety	Chicago, IL	07/02/2003	3	Adlai E Stevenson HS Dist 125	Lincolnshire, IL	Lake
WAIT	AM	850	C	Christian	Chicago, IL	07/02/2003	3	Newsweb Radio Company	Crystal Lake, IL	McHenry
WAKE	AM	1500	C	Oldies	Chicago, IL	07/02/2003	3	Porter County Broadcasting	Valparaiso, IN	Porter
WARG	FM	88.9	NC	Alternative	Chicago, IL	07/02/2003	3	Community High School Dist 217	Summit, IL	Cook
WBBM	AM	780	C	News	Chicago, IL	07/02/2003	3	CBS Radio	Chicago, IL	Cook
WBBM	FM	96.3	C	CHR	Chicago, IL	07/02/2003	3	CBS Radio	Chicago, IL	Cook
WBEQ	FM	90.7	NC	Nws/Tlk/Inf	Chicago, IL	03/05/2004	3	WBEZ Alliance Inc	Morris, IL	Grundy
WBEW	FM	89.5	NC	Nws/Tlk/Inf	Chicago, IL	07/02/2003	3	WBEZ Alliance Inc	Chesterton, IN	Porter
WBEZ	FM	91.5	NC	Nws/Tlk/Inf	Chicago, IL	07/02/2003	3	WBEZ Alliance Inc	Chicago, IL	Cook
WBGX	AM	1570	C	Gosp/Talk	Chicago, IL	07/02/2003	3	Great Lakes Radio	Harvey, IL	Cook
WBIG	AM	1280	C	Nws/Tlk/Spt	Chicago, IL	07/02/2003	3	Jakle-McNaughton Stations	Aurora, IL	Du Page
WBMF	FM	88.1	NC	Religion	Chicago, IL	12/22/2003	3	Family Worship Center Church Inc	Crete, IL	Will
WCCQ	FM	98.3	C	Country	Chicago, IL	07/02/2003	3	NextMedia Group Inc	Crest Hill, IL	Will
WCEV	AM	1450	C	Ethnic	Chicago, IL	07/02/2003	3	Migala Communications Corp	Cicero, IL	Cook
WCFJ	AM	1470	C	Variety	Chicago, IL	07/02/2003	3	Newsweb Radio Company	Chicago Heights, IL	Cook
WCFL	FM	104.7	NC	ChrsContem	Chicago, IL	07/02/2003	3	Illinois Bible Institute Inc	Morris, IL	Grundy
WCFS	FM	105.9	C	News	Chicago, IL	07/02/2003	3	CBS Radio	Elmwood Park, IL	Cook
WCGO	AM	1590	C	Ethnic	Chicago, IL	07/02/2003	3	Kovas Family GST Trust, Joseph W. Walburn,	Evanston, IL	Cook
WCKG	AM	1530	C	Alternative	Chicago, IL	07/02/2003	3	Joseph J Gentile Inc	Elmhurst, IL	Du Page
WCLR	FM	88.3	NC	Chrst/Altve	Chicago, IL	01/12/2004	3	Educational Media Foundation	Arlington Heights, IL	Cook
WCNM	FM	88.9	NC	DARK	Chicago, IL	04/16/2012	3	Calvary Radio Network Inc (IN)	Harvard, IL	McHenry
WCPQ	FM	99.9	C	Talk	Chicago, IL	07/02/2003	3	Newsweb Radio Company	Park Forest, IL	Cook
WCPT	AM	820	C	Talk	Chicago, IL	07/02/2003	3	Newsweb Radio Company	Willow Springs, IL	Cook
WCPT	FM	92.7	C	Talk	Chicago, IL	07/02/2003	3	Newsweb Radio Company	Arlington Heights, IL	Cook
WCPY	FM	92.5	C	Talk	Chicago, IL	01/20/2005	3	Newsweb Radio Company	DeKalb, IL	DeKalb
WCRX	FM	88.1	NC	CHR/Rhymc	Chicago, IL	07/02/2003	3	Columbia College	Chicago, IL	Cook
WCSF	FM	88.7	NC	Rock/Altve	Chicago, IL	07/02/2003	3	University of St. Francis	Joliet, IL	Will
WCSJ	AM	1550	C	AdStd/News	Peoria, IL	10/05/2011	154	GS Radio of Illinois LLC	Morris, IL	Grundy
WCSJ	FM	103.1	C	AdStd/News	Chicago, IL	07/02/2003	3	Nelson Multimedia Inc	Morris, IL	Grundy
WDCB	FM	90.9	NC	Jazz/News	Chicago, IL	07/02/2003	3	College Of Du Page	Glen Ellyn, IL	Du Page
WDGC	FM	88.3	NC	Variety	Chicago, IL	07/02/2003	3	Du Page City, IL School District #99	Downers Grove, IL	Du Page
WDRV	FM	97.1	C	Rock	Chicago, IL	07/02/2003	3	Hubbard Radio LLC	Chicago, IL	Cook
WDSO	FM	88.3	NC	Rock/Varty	Chicago, IL	07/02/2003	3	Duneland School Corp	Chesterton, IN	Porter
WEEF	AM	1430	C	Ethnic	Chicago, IL	07/02/2003	3	Polnet Communications Ltd	Deerfield, IL	Lake

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

"p" indicates pending sale to owner listed

# FCC Geographic Market Definition for Chicago, IL

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WEPS	FM	88.9	NC	News/Talk	Chicago, IL	07/02/2003	3	IL School Dist U-46	Elgin, IL	Kane
WERV	FM	95.9	C	Clsc Hits	Chicago, IL	07/02/2003	3	NextMedia Group Inc	Aurora, IL	Du Page
WETN	FM	88.1	NC	ChrsContem	Chicago, IL	07/02/2003	3	Wheaton College	Wheaton, IL	Du Page
WFMT	FM	98.7	C	Classical	Chicago, IL	07/02/2003	3	Window to the World Comm Inc	Chicago, IL	Cook
WFXF	FM	103.9	C	Clsc Rock	Chicago, IL	07/02/2003	3	The Mile High Station Trust LLC	Dundee, IL	Kane
WGBK	FM	88.5	NC	Educational	Chicago, IL	07/02/2003	3	Glenbrook High School District	Glenview, IL	Cook
WGCI	FM	107.5	C	Urban	Chicago, IL	07/02/2003	3	Clear Channel Communications Inc	Chicago, IL	Cook
WGEN	FM	88.9	NC	RlgMs/Educ	Chicago, IL	07/02/2003	3	Life On The Way Communications Inc	Monee, IL	Will
WGN	AM	720	C	Nws/Tlk/Spt	Chicago, IL	07/02/2003	3	p Tribune Company	Chicago, IL	Cook
WGRB	AM	1390	C	Inspiration	Chicago, IL	07/02/2003	3	Clear Channel Communications Inc	Chicago, IL	Cook
WGTD	FM	91.1	NC	NPR/Clsci	Chicago, IL	07/02/2003	3	Gateway Technical College	Kenosha, WI	Kenosha
WGVE	FM	88.7	NC	Var/Tlk/Spt	Chicago, IL	07/02/2003	3	Gary Community School Corp	Gary, IN	Lake
WHCM	FM	88.3	NC	Variety	Chicago, IL	07/02/2003	3	William Rainey Harper College	Palatine, IL	Cook
WHFH	FM	88.5	NC	AOR	Chicago, IL	07/02/2003	3	Community High School District No. 233	Flossmoor, IL	Cook
WHPK	FM	88.5	NC	Variety	Chicago, IL	07/02/2003	3	University of Chicago	Chicago, IL	Cook
WHSD	FM	88.5	NC	Variety	Chicago, IL	07/02/2003	3	Hinsdale Twp.	Hinsdale, IL	Du Page
WIIT	FM	88.9	NC	Variety	Chicago, IL	07/02/2003	3	Illinois Institute of Technology	Chicago, IL	Cook
WILV	FM	100.3	C	AC	Chicago, IL	07/02/2003	3	Hubbard Radio LLC	Chicago, IL	Cook
WIND	AM	560	C	News/Talk	Chicago, IL	07/02/2003	3	Salem Communications Corporation	Chicago, IL	Cook
WIQI	FM	101.1	C	Adult Hits	Chicago, IL	07/02/2003	3	Merlin Media LLC	Chicago, IL	Cook
WJCH	FM	91.9	NC	Christian	Chicago, IL	07/02/2003	3	Family Stations Inc	Joliet, IL	Will
WJDK	FM	95.7	C	AC	Chicago, IL	07/02/2003	3	Nelson Multimedia Inc	Seneca, IL	Grundy
WJKL	FM	94.3	NC	ChrsContem	Chicago, IL	07/02/2003	3	Educational Media Foundation	Glendale Heights, IL	DuPage
WJMK	FM	104.3	C	Clsc Hits	Chicago, IL	07/02/2003	3	CBS Radio	Chicago, IL	Cook
WJOB	AM	1230	C	Nws/Tlk/Spt	Chicago, IL	07/02/2003	3	Vazquez Development LLC	Hammond, IN	Lake
WJOL	AM	1340	C	Nws/Tlk/Spt	Chicago, IL	07/02/2003	3	NextMedia Group Inc	Joliet, IL	Will
WKKC	FM	89.3	NC	Urban AC	Chicago, IL	07/02/2003	3	Community College District #508	Chicago, IL	Cook
WKRS	AM	1220	C	Span/Sprts	Chicago, IL	07/02/2003	3	NextMedia Group Inc	Waukegan, IL	Lake
WKSC	FM	103.5	C	CHR	Chicago, IL	07/02/2003	3	Clear Channel Communications Inc	Chicago, IL	Cook
WKTA	AM	1330	C	Ethnic	Chicago, IL	07/02/2003	3	Polnet Communications Ltd	Evanston, IL	Cook
WLEY	FM	107.9	C	Mexican	Chicago, IL	07/02/2003	3	Spanish Broadcasting System	Aurora, IL	Du Page
WLIP	AM	1050	C	News/Talk	Chicago, IL	07/02/2003	3	NextMedia Group Inc	Kenosha, WI	Kenosha
WLIT	FM	93.9	C	AC	Chicago, IL	07/02/2003	3	Clear Channel Communications Inc	Chicago, IL	Cook
WLJE	FM	105.5	C	Country	Chicago, IL	07/02/2003	3	Porter County Broadcasting	Valparaiso, IN	Porter

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Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WLPR	FM	89.1	NC	Nws/Tlk/Spt	Chicago, IL	04/21/2006	3	Northwest Indiana Public Broadcasting Inc	Lowell, IN	Lake
WLRA	FM	88.1	NC	Variety	Chicago, IL	07/02/2003	3	Lewis University	Lockport, IL	Will
WLS	AM	890	C	News/Talk	Chicago, IL	07/02/2003	3	Cumulus Media Holdings Inc	Chicago, IL	Cook
WLS	FM	94.7	C	Clsc Hits	Chicago, IL	07/02/2003	3	Cumulus Media Holdings Inc	Chicago, IL	Cook
WLTH	AM	1370	C	Talk/RhyBI	Chicago, IL	07/02/2003	3	Marshall Media Group Inc	Gary, IN	Lake
WTLT	FM	88.1	NC	Variety	Chicago, IL	07/02/2003	3	Lyons Township High School	La Grange, IL	Cook
WLUP	FM	97.9	C	Clsc Rock	Chicago, IL	07/02/2003	3	Merlin Media LLC	Chicago, IL	Cook
WLUW	FM	88.7	NC	Variety	Chicago, IL	07/02/2003	3	Loyola University of Chicago	Chicago, IL	Cook
WMBI	AM	1110	NC	Span/Relgn	Chicago, IL	07/02/2003	3	Moody Bible Institute of Chicago Incorporated	Chicago, IL	Cook
WMBI	FM	90.1	NC	Religion	Chicago, IL	07/02/2003	3	Moody Bible Institute of Chicago Incorporated	Chicago, IL	Cook
WMTH	FM	90.5	NC	Eclectic	Chicago, IL	07/02/2003	3	Maine Township #207	Park Ridge, IL	Cook
WMVP	AM	1000	C	Sports	Chicago, IL	07/02/2003	3	ABC/Disney	Chicago, IL	Cook
WMXM	FM	88.9	NC	Variety	Chicago, IL	07/02/2003	3	Lake Forest College	Lake Forest, IL	Lake
WNDZ	AM	750	C	Variety	Chicago, IL	07/02/2003	3	Newsweb Radio Company	Portage, IN	Porter
WNTD	AM	950	C	Relgn/Talk	Chicago, IL	07/02/2003	3	M&S WNTD LLC	Chicago, IL	Cook
WNTH	FM	88.1	NC	Variety	Chicago, IL	07/02/2003	3	New Trier Township District #203 Bd of Education	Winnetka, IL	Cook
WNUA	FM	95.5	C	Mexican	Chicago, IL	07/02/2003	3	Clear Channel Communications Inc	Chicago, IL	Cook
WNUR	FM	89.3	NC	Variety	Chicago, IL	07/02/2003	3	Northwestern University	Evanston, IL	Cook
WNVN	AM	1030	C	Polish	Chicago, IL	07/02/2003	3	Polnet Communications Ltd	Vernon Hills, IL	Lake
WNWI	AM	1080	C	Intnl/Talk	Chicago, IL	07/02/2003	3	Birach Broadcasting Corporation	Oak Lawn, IL	Cook
WOJO	FM	105.1	C	Mexican	Chicago, IL	07/02/2003	3	Univision	Evanston, IL	Cook
WONC	FM	89.1	NC	AOR	Chicago, IL	07/02/2003	3	North Central College	Naperville, IL	Du Page
WPJX	AM	1500	C	Rock	Chicago, IL	07/02/2003	3	Polnet Communications Ltd	Zion, IL	Lake
WPNA	AM	1490	C	Polish	Chicago, IL	07/02/2003	3	Polish National Alliance	Oak Park, IL	Cook
WPPN	FM	106.7	C	Spanish AC	Chicago, IL	07/02/2003	3	Univision	Des Plaines, IL	Cook
WPWX	FM	92.3	C	Urban	Chicago, IL	07/02/2003	3	Crawford Broadcasting Company	Hammond, IN	Lake
WRDZ	AM	1300	C	Family Hits	Chicago, IL	07/02/2003	3	ABC/Disney	La Grange, IL	Cook
WRLT	AM	1450	C	Span/Talk	Chicago, IL	10/24/2003	3	Midway Broadcasting	Cicero, IL	Cook
WRMN	AM	1410	C	News/Talk	Chicago, IL	07/02/2003	3	Fox Valley Broadcasting Co Inc	Elgin, IL	Kane
WRRG	FM	88.9	NC	Alternative	Chicago, IL	07/02/2003	3	Triton College	River Grove, IL	Cook
WRSE	FM	88.7	NC	Variety	Chicago, IL	07/02/2003	3	Elmhurst College	Elmhurst, IL	Du Page
WRTE	FM	90.5	NC	Varty/Span	Chicago, IL	07/02/2003	3	WBEZ Alliance Inc	Chicago, IL	Cook
WRTD	AM	1200	C	SpNws/Talk	Chicago, IL	07/02/2003	3	Univision	Chicago, IL	Cook
WRTW	FM	90.5	NC	Christian	Chicago, IL	04/12/2010	3	Hyles-Anderson College	Crown Point, IN	Lake

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WRXQ	FM	100.7	C	Rock	Chicago, IL	07/02/2003	3	NextMedia Group Inc	Coal City, IL	Grundy
WSBC	AM	1240	C	Variety	Chicago, IL	07/02/2003	3	Newsweb Radio Company	Chicago, IL	Cook
WSCR	AM	670	C	Sprts/Talk	Chicago, IL	07/02/2003	3	CBS Radio	Chicago, IL	Cook
WSPY	AM	1480	C	70s Hits	Chicago, IL	07/02/2003	3	Nelson Multimedia Inc	Geneva, IL	Kane
WSPY	FM	107.1	C	Nws/Tlk/SA	Chicago, IL	07/02/2003	3	Nelson Multimedia Inc	Plano, IL	Kendall
WSRB	FM	106.3	C	Urban AC	Chicago, IL	07/02/2003	3	Crawford Broadcasting Company	Lansing, IL	Cook
WSRI	FM	88.7	NC	Chrst/Altve	Chicago, IL	05/24/2005	3	Educational Media Foundation	Sugar Grove, IL	Kane
WSSD	FM	88.1	NC	Gospl/BIGrs	Chicago, IL	07/02/2003	3	Lakeside Telecommunications Inc	Chicago, IL	Cook
WSSR	FM	96.7	C	AC	Chicago, IL	07/02/2003	3	NextMedia Group Inc	Joliet, IL	Will
WTMK	FM	88.5	NC	ChrsContem		09/23/2008	0	Olivet Nazarene University	Lowell, IN	Lake
WTMX	FM	101.9	C	Hot AC	Chicago, IL	07/02/2003	3	Hubbard Radio LLC	Skokie, IL	Cook
WTZI	FM	88.1	NC	Religion	Chicago, IL		3	Calvary Radio Network Inc (IN)	Rosemont, IL	Cook
WTZY	FM	91.3	NC	Religion	Chicago, IL	11/26/2012	3	Calvary Radio Network Inc (IN)	Wonder Lake, IL	McHenry
WUON	FM	89.3	NC	ChrsContem	Chicago, IL	04/18/2011	3	Olivet Nazarene University	Morris, IL	Grundy
WUSN	FM	99.5	C	Country	Chicago, IL	07/02/2003	3	CBS Radio	Chicago, IL	Cook
WVAZ	FM	102.7	C	Urban AC	Chicago, IL	07/02/2003	3	Clear Channel Communications Inc	Oak Park, IL	Cook
WVIV	FM	103.1	C	Span/Pop	Chicago, IL	07/02/2003	3	Univision	Highland Park, IL	Lake
WVIX	FM	93.5	C	Span/Pop	Chicago, IL	07/02/2003	3	Univision	Lemont, IL	Cook
WVON	AM	1690	C	Talk	Chicago, IL	07/02/2003	3	Clear Channel Communications Inc	Berwyn, IL	Cook
WVUR	FM	95.1	NC	Diverse	Chicago, IL	07/02/2003	3	Valparaiso University	Valparaiso, IN	Porter
WWCA	AM	1270	NC	Relgn/Talk	Chicago, IL	07/02/2003	3	Starboard Media Foundation Inc D/B/ARelevant	Gary, IN	Lake
WWDV	FM	96.9	C	Rock	Chicago, IL	07/02/2003	3	Hubbard Radio LLC	Zion, IL	Lake
WWHN	AM	1510	C	Black Gospl	Chicago, IL		3	Hawkins Broadcasing Co	Joliet, IL	Will
WWTG	FM	88.1	NC	Chrst/Talk	Chicago, IL	01/10/2012	3	Cary Grove Adventist Fellowship	Carpentersville, IL	Kane
WXAV	FM	88.3	NC	Variety	Chicago, IL	07/02/2003	3	St Xavier University	Chicago, IL	Cook
WXLC	FM	102.3	C	Hot AC	Chicago, IL	07/02/2003	3	NextMedia Group Inc	Waukegan, IL	Lake
WXRd	FM	103.9	C	Clsc Rock	Chicago, IL	07/02/2003	3	Porter County Broadcasting	Crown Point, IN	Lake
WXRT	FM	93.1	C	AAA	Chicago, IL	07/02/2003	3	CBS Radio	Chicago, IL	Cook
WYCA	FM	102.3	C	Gospel	Chicago, IL	07/02/2003	3	Crawford Broadcasting Company	Crete, IL	Will
WYKT	FM	105.5	C	Clsc Rock	Chicago, IL	07/02/2003	3	STARadio Corp	Wilmington, IL	Will
WYLL	AM	1160	C	Chrst/Talk	Chicago, IL	07/02/2003	3	Salem Communications Corporation	Chicago, IL	Cook
WZKL	FM	91.7	NC	ChrsContem	Chicago, IL	06/08/2010	3	Educational Media Foundation	Woodstock, IL	McHenry
WZRD	FM	88.3	NC	Variety	Chicago, IL	07/02/2003	3	Northeastern Illinois University	Chicago, IL	Cook
WZSR	FM	105.5	C	Hot AC	Chicago, IL	07/02/2003	3	The Mile High Station Trust LLC	Woodstock, IL	McHenry

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WZVN	FM	107.1	C	AC	Chicago, IL	07/02/2003	3	Porter County Broadcasting	Lowell, IN	Lake

Number of Stations in Geographic Market 137

## Previous Stations in Geographic Market

WIIL	FM	95.1	C	Adult Rock	Milwaukee-Racine, WI	04/02/2010	38	NextMedia Group Inc	Union Grove, WI	Racine
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