

RADIO MARKET ANALYSIS
CUMULUS LICENSING LLC
WSM-FM RADIO STATION
CH 238C - 95.5 MHZ - 100.0 KW
NASHVILLE, TENNESSEE
September 2011

TECHNICAL STATEMENT

1. This Technial Statement and attached exhibits were prepared on behalf of Cumulus Licensing LLC ("Cumulus"), licensee of WSM-FM, Channel 238C, Nashville, Tennessee. Cumulus is submitting an application for minor change and therefore a Radio Market analysis is needed. Cumulus is also the licensee of stations WNFN, Channel 294C3, Millersville, Tennessee; WQQK, Channel 221A Goodlettsville, Tennessee; WRQQ, Channel 246C2, Belle Meade, Tennessee; and WWTN, Channel 259C0, Hendersonville, Tennessee.¹ Each of these facilities is licensed to a community in a metro county in the Nashville, Tennessee Arbitron Market. Therefore, this review will verify compliance of commonly owned stations in a rated market.

NASHVILLE, TENNESSEE ARBITRON/BIA MARKET REVIEW

2. As shown on Exhibit #1, there are 65 AM and FM (commercial and non-commercial) stations listed in the Nashville, Tennessee Arbitron Market (Market #44). Cumulus would be in control of five FM stations in the same market. The number of stations indicated falls in the

1) It is noted that there is a pending application before the Commission seeking a transfer of control of stations presently licensed to entities of Citadel Broadcasting to parties with attributable interest in Cumulus. In Nashville, Cumulus would, when approved, have an interest in stations WGFX, Channel 283C1, Gallatin, Tennessee and WKDF, Channel 277C0, Nashville, Tennessee. Stations WNFN and WRQQ would be transferred to a third party (in which Cumulus has no interest) in order for Cumulus to meet the ownership limits in the Nashville rated market. The net result would be that Cumulus would have five FM stations in the Nashville rated market. As will be shown, common ownership of five FM facilities is in compliance with the ownership rules. For the purposes of this instant review, only the stations presently authorized to Cumulus will be considered.

forty-five or more stations tier of §73.3555(a)(1)(i) of the Commission's rules. At this level, common ownership or control of up to eight stations, with no more than five in the same service, is permissible. Therefore, Cumulus would be in compliance in the rated Nashville, Tennessee market.

3. Based on the compliance shown in the rated market reviewed, the proposed minor change application for WSM-FM is in compliance with the Commission's rules.

4. The foregoing technical statement was prepared on behalf of Cumulus Licensing LLC by Graham Brock, Inc., their 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 in the relevant BIA/Arbitron market was determined using the BIA Financial Network, Inc. Media Access Pro, Version 4.6. BIA database. Technical data related to AM and FM facilities was extracted from the Commission's CDBS database. We assume no liability for errors or omissions in either database which may be adverse to the information contained herein.



FCC Geographic Market Definition for Nashville, TN

| Call Letters | AM/FM | Freq | Type Station | Format | Home Market | Market Designtn Date | Home Mkt Rank | Owner | City & State of License | County of License |
|--------------|-------|-------|--------------|-------------|---------------|----------------------|---------------|---|-------------------------|-------------------|
| WAKM | AM | 950 | C | Country | Nashville, TN | 07/02/2003 | 44 | Franklin Radio Assoc | Franklin, TN | Williamson |
| WAMB | AM | 1200 | C | Adlt Stndrd | Nashville, TN | 07/02/2003 | 44 | Barry, William | Nashville, TN | Davidson |
| WANT | FM | 98.9 | C | Cntry/Sprts | Nashville, TN | 07/02/2003 | 44 | James, Susan | Lebanon, TN | Wilson |
| WAYM | FM | 88.7 | NC | ChrsContem | Nashville, TN | 08/17/2007 | 44 | WAY-FM Media Group Inc | Spring Hill, TN | Mauzy |
| WBOZ | FM | 104.9 | C | Sothn Gspel | Nashville, TN | 07/02/2003 | 44 | Salem Communications Corporation | Woodbury, TN | Cannon |
| WBUZ | FM | 102.9 | C | Rock | Nashville, TN | 07/02/2003 | 44 | Cromwell Group Inc, The | La Vergne, TN | Rutherford |
| WCJK | FM | 96.3 | C | Adult Hits | Nashville, TN | 07/02/2003 | 44 | South Central Communications Corporation | Murfreesboro, TN | Rutherford |
| WCOR | AM | 1490 | C | Cntry/Sprts | Nashville, TN | 07/02/2003 | 44 | Barry, William | Lebanon, TN | Wilson |
| WCRT | AM | 1160 | C | Religion | Nashville, TN | 11/17/2005 | 44 | Bott Radio Network | Donelson, TN | Davidson |
| WDBL | AM | 1590 | C | News/Talk | Nashville, TN | 07/02/2003 | 44 | Lightning Broadcasting LLC | Springfield, TN | Robertson |
| WDKN | AM | 1260 | C | Country | Nashville, TN | 07/02/2003 | 44 | R & F Communications Inc | Dickson, TN | Dickson |
| WECV | FM | 89.1 | NC | Chrst/CHR | Nashville, TN | 07/02/2003 | 44 | Bott Radio Network | Nashville, TN | Davidson |
| WENO | AM | 760 | C | Gospel | Nashville, TN | 07/02/2003 | 44 | p Anchor Radio LLC | Nashville, TN | Davidson |
| WFCL | FM | 91.1 | NC | Classical | Nashville, TN | 07/02/2003 | 44 | Vanderbilt University | Nashville, TN | Davidson |
| WFCM | AM | 710 | NC | Inspiration | Nashville, TN | 07/02/2003 | 44 | Moody Bible Institute of Chicago Incorporated | Smyrna, TN | Rutherford |
| WFCM | FM | 91.7 | NC | Inspiration | Nashville, TN | 07/02/2003 | 44 | Moody Bible Institute of Chicago Incorporated | Murfreesboro, TN | Rutherford |
| WFFH | FM | 94.1 | C | ChrsContem | Nashville, TN | 07/02/2003 | 44 | Salem Communications Corporation | Smyrna, TN | Rutherford |
| WFFI | FM | 93.7 | C | ChrsContem | Nashville, TN | 07/02/2003 | 44 | Salem Communications Corporation | Kingston Springs, TN | Cheatham |
| WFGZ | FM | 94.5 | C | ChrsContem | Nashville, TN | 07/02/2003 | 44 | Grace Broadcasting Services Inc | Lobelville, TN | Perry |
| WFMQ | FM | 91.5 | NC | Variety | Nashville, TN | 07/02/2003 | 44 | Cumberland University | Lebanon, TN | Wilson |
| WFSK | FM | 88.1 | NC | NAC/SmJaz | Nashville, TN | 07/02/2003 | 44 | Fisk University | Nashville, TN | Davidson |
| WGBQ | FM | 91.9 | NC | Religion | Nashville, TN | 11/10/2010 | 44 | Network of Glory Inc | Lynchburg, TN | Moore |
| WGFX | FM | 104.5 | C | Spt/Nws/Tlk | Nashville, TN | 07/02/2003 | 44 | p Cumulus Broadcasting Inc | Gallatin, TN | Sumner |
| WGNS | AM | 1450 | C | Talk | Nashville, TN | 07/02/2003 | 44 | Rutherford Group Inc | Murfreesboro, TN | Rutherford |
| WHEW | AM | 1380 | C | Mexcn/Varty | Nashville, TN | 07/02/2003 | 44 | Guzman, Salvador | Franklin, TN | Williamson |
| WHIN | AM | 1010 | C | Country | Nashville, TN | 07/02/2003 | 44 | WHIN Inc | Gallatin, TN | Sumner |
| WJXA | FM | 92.9 | C | AC | Nashville, TN | 07/02/2003 | 44 | South Central Communications Corporation | Nashville, TN | Davidson |
| WKDA | AM | 900 | C | Span/Chrst | Nashville, TN | 07/02/2003 | 44 | James, Susan | Lebanon, TN | Wilson |
| WKDF | FM | 103.3 | C | Country | Nashville, TN | 07/02/2003 | 44 | p Cumulus Broadcasting Inc | Nashville, TN | Davidson |
| WLAC | AM | 1510 | C | Nws/Tlk/Spt | Nashville, TN | 07/02/2003 | 44 | Clear Channel Communications Inc | Nashville, TN | Davidson |
| WMDB | AM | 880 | C | Talk | Nashville, TN | 07/02/2003 | 44 | Davidson Media Group LLC | Nashville, TN | Davidson |
| WMGC | AM | 810 | C | Mexican | Nashville, TN | 07/02/2003 | 44 | Radio 810 Nashville Limited | Murfreesboro, TN | Rutherford |
| WMOT | FM | 89.5 | NC | Jazz/News | Nashville, TN | 07/02/2003 | 44 | Middle Tennessee State University | Murfreesboro, TN | Rutherford |

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

"p" indicates pending sale to owner listed



FCC Geographic Market Definition for Nashville, TN

| Call Letters | AM/FM | Freq | Type Station | Format | Home Market | Market Designtn Date | Home Mkt Rank | Owner | City & State of License | County of License |
|--------------|-------|-------|--------------|-------------|---------------|----------------------|---------------|---|-------------------------|-------------------|
| WMRO | AM | 1560 | C | Hot AC | Nashville, TN | 07/02/2003 | 44 | Classic Broadcasting Inc | Gallatin, TN | Sumner |
| WMTS | FM | 88.3 | NC | Variety | Nashville, TN | 07/02/2003 | 44 | Middle Tennessee State University | Murfreesboro, TN | Rutherford |
| WNAH | AM | 1360 | C | Chrst/Talk | Nashville, TN | 07/02/2003 | 44 | Hermitage Broadcasting | Nashville, TN | Davidson |
| WNFN | FM | 106.7 | C | Top 40 | Nashville, TN | 07/02/2003 | 44 p | Knoblauch, Scott | Millersville, TN | Davidson |
| WNQM | AM | 1300 | C | Chrst/Talk | Nashville, TN | 07/02/2003 | 44 | F.W. Robbert Broadcasting | Nashville, TN | Davidson |
| WNRQ | FM | 105.9 | C | Clsc Rock | Nashville, TN | 07/02/2003 | 44 | Clear Channel Communications Inc | Nashville, TN | Davidson |
| WNRZ | FM | 91.5 | NC | Chrst/CHR | Nashville, TN | 07/02/2003 | 44 | Bott Radio Network | Dickson, TN | Dickson |
| WNSR | AM | 560 | C | Talk/Sprts | Nashville, TN | 07/02/2003 | 44 | Southern Wabash Communications Corporation | Brentwood, TN | Williamson |
| WNVL | AM | 1240 | C | Mexican | Nashville, TN | 07/02/2003 | 44 | Davidson Media Group LLC | Nashville, TN | Davidson |
| WPPD | AM | 850 | C | DARK | Nashville, TN | 07/02/2003 | 44 | Guzman, Salvador | Fairview, TN | Williamson |
| WPLN | AM | 1430 | NC | Nws/Tlk/Cls | Nashville, TN | 07/02/2003 | 44 | Nashville Public Radio | Madison, TN | Davidson |
| WPLN | FM | 90.3 | NC | News/Clsc | Nashville, TN | 07/02/2003 | 44 | Nashville Public Radio | Nashville, TN | Davidson |
| WPRT | FM | 102.5 | C | Rhymc/CHR | Nashville, TN | 07/02/2003 | 44 | Cromwell Group Inc, The | Pegram, TN | Cheatham |
| WQKR | AM | 1270 | C | Adlt Stndrd | Nashville, TN | 07/02/2003 | 44 | Venture Broadcasting LLC | Portland, TN | Sumner |
| WQQK | FM | 92.1 | C | UrbAC/R&B | Nashville, TN | 07/02/2003 | 44 | Cumulus Broadcasting Inc | Goodlettsville, TN | Davidson |
| WQSE | AM | 1030 | C | Sothn Gspel | Nashville, TN | 07/02/2003 | 44 | Grace Broadcasting Services Inc | White Bluff, TN | Dickson |
| WQSV | AM | 790 | C | Oldes/Gospl | Nashville, TN | 07/02/2003 | 44 | Sycamore Valley Broadcasting | Ashland City, TN | Cheatham |
| WQZQ | AM | 830 | C | DARK | Nashville, TN | 07/02/2003 | 0 | Cromwell Group Inc, The | Goodlettsville, TN | Davidson |
| WRLT | FM | 100.1 | C | AAA | Nashville, TN | 07/02/2003 | 44 | Tuned In Broadcasting Inc | Franklin, TN | Williamson |
| WRQQ | FM | 97.1 | C | Clsc Hits | Nashville, TN | 07/02/2003 | 44 p | Knoblauch, Scott | Belle Meade, TN | Davidson |
| WRVW | FM | 107.5 | C | CHR | Nashville, TN | 07/02/2003 | 44 | Clear Channel Communications Inc | Lebanon, TN | Wilson |
| WSGI | AM | 1100 | C | Variety | Nashville, TN | 07/02/2003 | 44 | Lightning Broadcasting LLC | Springfield, TN | Robertson |
| WSIX | FM | 97.9 | C | Country | Nashville, TN | 07/02/2003 | 44 | Clear Channel Communications Inc | Nashville, TN | Davidson |
| WSM | AM | 650 | C | Country | Nashville, TN | 07/02/2003 | 44 | Gaylord Entertainment Company | Nashville, TN | Davidson |
| WSM | FM | 95.5 | C | Country | Nashville, TN | 07/02/2003 | 44 | Cumulus Broadcasting Inc | Nashville, TN | Davidson |
| WUBT | FM | 101.1 | C | Urban | Nashville, TN | 07/02/2003 | 44 | Clear Channel Communications Inc | Russellville, KY | Logan |
| WVCP | FM | 88.5 | NC | Oldes/Rock | Nashville, TN | 07/02/2003 | 44 | Volunteer State Community College | Gallatin, TN | Sumner |
| WVOL | AM | 1470 | C | Urban/Oldes | Nashville, TN | 07/02/2003 | 44 | Heidelberg Broadcasting LLC | Berry Hill, TN | Davidson |
| WVRY | FM | 105.1 | C | Sothn Gspel | Nashville, TN | 07/02/2003 | 44 | Grace Broadcasting Services Inc | Waverly, TN | Humphreys |
| WWTN | FM | 99.7 | C | Talk | Nashville, TN | 07/02/2003 | 44 | Cumulus Broadcasting Inc | Hendersonville, TN | Sumner |
| WYFN | AM | 980 | NC | Chrst/Talk | Nashville, TN | 07/02/2003 | 44 | Bible Broadcasting Network | Nashville, TN | Davidson |
| WYXE | AM | 1130 | C | Span/Chrst | Nashville, TN | 07/02/2003 | 44 | Iglesia de Dios Hispana Pentecostal, Nashville TN | Gallatin, TN | Sumner |

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FCC Geographic Market Definition for Nashville, TN

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|-----------------|-----------|------|-----------------|--------|-------------|----------------------------|---------------------|-------|----------------------------|----------------------|
|-----------------|-----------|------|-----------------|--------|-------------|----------------------------|---------------------|-------|----------------------------|----------------------|

Number of Stations in Geographic Market 65

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed

AFFIDAVIT AND QUALIFICATIONS OF CONSULTANT

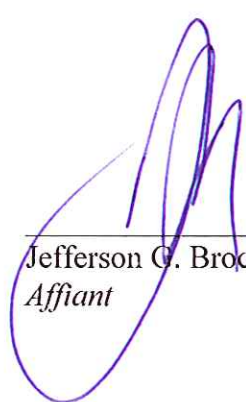
State of Georgia)
St. Simons Island) ss:
County of Glynn)

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.

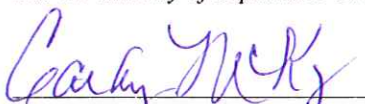
The attached report was either prepared by him or under his direction and all material and exhibits attached hereto are believed to be true and correct.

This the 2nd day of September 2011.



Jefferson G. Brock
Affiant

*Sworn to and subscribed before me
this the 2nd day of September 2011*



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