

Identification of Stations to Be Divested

This amendment identifies the radio stations that CBS Radio and Entercom propose to assign to either third parties or a divestiture trust prior to or at the Merger in order to comply with the FCC’s local radio ownership rule. In the applications as originally filed with the FCC, the parties noted that to comply with the Commission’s local radio ownership rule, Entercom would need to divest 14 stations in seven markets, as follows:

Market	Required Divestitures
Boston, MA	2 FM stations
Los Angeles, CA	1 FM station
Sacramento, CA	3 FM stations
San Diego, CA	1 FM station
San Francisco, CA	4 FM stations
Seattle-Tacoma, WA	2 FM stations
Wilkes Barre-Scranton, PA	1 FM station

In order to satisfy the divestiture requirement, CBS Radio and Entercom proposed to make the Required Divestitures to a divestiture trust. In the applications as originally filed, however, CBS Radio and Entercom, sought consent to assign to the divestiture trust more than the required number of stations in order to retain the flexibility to select the exact stations to be placed in trust during the period between the filing of the applications and the closing. CBS Radio and Entercom noted, as did the FCC in its Public Notice of the applications, that the divestiture trust would not be allowed to hold all of the stations identified in the original applications. CBS Radio and Entercom therefore committed, and the FCC required, an amendment setting forth the parties’ final, rule-compliant divestiture plan.¹

Accordingly, the parties amend their pending applications to specify that the stations listed below will be sold to third parties or assigned to the divestiture trust:

Licensee	Market	Station	Facility ID No.	Community of License
CBS Radio East Inc.	Boston	WBZ(AM)	25444	Boston, MA
CBS Radio Inc. of Boston	Boston	WZLX(FM)	13806	Boston, MA
CBS Radio KMVQ-FM, Inc.	San Francisco	KMVQ-FM ²	1084	San Francisco, CA
CBS Radio Stations Inc.	Boston	WBZ-FM	1901	Boston, MA
CBS Radio Stations Inc.	Sacramento	KHTK(AM)	20352	Sacramento, CA
CBS Radio Stations Inc.	Sacramento	KNCI(FM)	20353	Sacramento, CA
CBS Radio Stations Inc.	Sacramento	KYMX(FM)	72116	Sacramento, CA

¹ See footnote 2 to Comprehensive Exhibit. See also *Entercom Communications and CBS Radio Seek Approval to Transfer Control of and Assign FCC Authorizations and Licenses*, Public Notice, DA 17-299 at 2 & n.5 (rel. Mar. 31, 2017).

² The application also includes the associated booster station KMVQ-FM3, Walnut Creek, CA (Facility ID No. 1090).

<u>Licensee</u>	<u>Market</u>	<u>Station</u>	<u>Facility ID No.</u>	<u>Community of License</u>
CBS Radio Stations Inc.	Sacramento	KZZO(FM)	65481	Sacramento, CA
CBS Radio Stations Inc.	Seattle-Tacoma	KFNQ(AM)	6387	Seattle, WA
CBS Radio Stations Inc.	Seattle-Tacoma	KJAQ(FM)	1091	Seattle, WA
CBS Radio Stations Inc.	Seattle-Tacoma	KZOK-FM	20357	Seattle, WA
Entercom License, LLC	Boston	WKAF(FM)	19633	Brockton, MA
Entercom License, LLC	Boston	WRKO(AM)	1902	Boston, MA
Entercom License, LLC	Los Angeles	KSWD(FM) ³	70038	Los Angeles, CA
Entercom License, LLC	San Francisco	KBLX-FM	28670	Berkley, CA
Entercom License, LLC	San Francisco	KOIT(FM) ⁴	6380	San Francisco, CA
Entercom License, LLC	San Francisco	KUFX(FM) ⁵	65415	San Jose, CA
Entercom San Diego License, LLC	San Diego	KSOQ-FM	49206	Escondido, CA
Entercom Wilkes-Barre Scranton, LLC	Wilkes Barre-Scranton	WGGI(FM) ⁶	19543	Benton, PA

The stations listed above include the 14 Required Divestitures, as well as certain other stations that CBS Radio and Entercom have proposed to divest to obtain clearance for the Merger from the Antitrust Division of the Department of Justice under the Hart-Scott-Rodino Antitrust Improvements Act. CBS Radio and Entercom request consent to the assignment of the above-listed stations to The Entercom Divestiture Trust. The number of stations that will be held by the divestiture trust in each market complies with the FCC’s local radio ownership rule. The parties are simultaneously amending the Divestiture Trust Applications to remove any station not listed above.

Three of the stations identified above – KSWD, Los Angeles, CA; KSOQ-FM, Escondido, CA; and WGGI, Benton, PA – are the subject of pending applications seeking consent to the sale to Educational Media Foundation (“EMF”). See FCC File Nos. BALH-20170926AFA, BALH-20170926AFF, and BALH-20170926AFG. The parties nevertheless request consent to have these three stations placed in the divestiture trust in the event that the sale to EMF has not been approved or has not closed by the date of the Merger. In that event, the stations will be assigned to the divestiture trust subject to the agreement with EMF, and the divestiture trustee will seek consent to assign them to EMF.

Amendment to Temporary Cross-Ownership Waiver Request

In the applications as originally filed, the parties requested a short-term waiver of the radio-television cross-ownership rule in Miami, Boston, Sacramento, and San Francisco. Because the parties intend to divest additional radio stations in the Boston and Sacramento

³ The application also includes the associated booster station KSWD-FM2, Los Angeles, CA (Facility ID No. 198254).

⁴ The application also includes the associated booster station KOIT-FM3, Martinez et. al. (Facility Id. No. 6374).

⁵ The application also includes the associated booster stations KUFX-FM2, Morgan Hill, CA (Facility ID No. 65413) and KUFX-FM3, Pleasanton, CA (Facility ID No. 136624).

⁶ This application also included the associated booster station WGGI-FM1, Bloomsburg, PA (Facility Id. No. 199791).

markets as discussed above, a waiver of the radio-television cross-ownership rule in Boston and Sacramento is no longer needed.