

Multiple Ownership Compliance Statement

RADIO DUOPOLY

WBIN Media Co., Inc. proposes to acquire 17 radio stations as set forth in the application.

Portland, ME

The six stations listed below are located in the Portland, Maine Arbitron Market:

1. WBQQ(FM), Kennebunk
2. WFNK(FM), Lewiston
3. WHXR(FM), Scarborough
4. WLVP(AM), Gorham
5. WLAM(AM), Lewiston
6. WTHT(FM), Auburn

As reflected in the BIA FCC Geographic Market Definition for Portland, ME report, attached as Exhibit A, there are a total of 46 stations in the Arbitron market. However, only 31 stations are considered in determining whether WBIN Media Co., Inc. may acquire the above stations, as 15 of the stations were added to the market within the past two years. Under Section 73.3555(a)(1)(ii) of the FCC's rules, in a market with 30-44 stations, a single entity may own up to 7 stations, not more than 4 of which are in the same service. Based upon the foregoing, WBIN Media Co., Inc.'s acquisition of the 4 FM and 2 AM stations complies with the FCC's rules.

Bangor, ME

Station WBYA(FM) is in the Bangor, Maine Arbitron Market and is the only station being acquired in that market. Attribution of one station in a market is always permitted, so no further analysis is required.

Concord, NH

The five stations listed below are located in the Concord, New Hampshire Arbitron Market:

1. WEMJ(AM), Laconia
2. WJYY(FM), Concord
3. WNHW(FM), Belmont
4. WLNH(FM), Laconia
5. WNNH(FM), Henniker

As reflected in the BIA FCC Geographical Market Definition for Concord, NH report, attached as Exhibit B, there are a total of 33 stations in the Arbitron market. However only 29 stations are considered in determining whether WBIN Media Co., Inc. may acquire the above stations, as 4 of the stations were added to the market within the past two years. Under Section 73.3555(a)(1)(iii) of the FCC's rules, in a market with 15-29 stations, a single entity may own up to 6 stations, not more than 4 of which are in the same service. Based upon the foregoing, WBIN Media Co., Inc.'s acquisition of 4 FM and 1 AM station complies with the FCC's rules.

Manchester, NH

Station WFNQ(FM) is in the Manchester, NH Arbitron Market and is the only station being acquired in that market. Attribution of one station in a market is always permitted, so no further analysis is required.

Lebanon-Rutland-White River Junction, VT

Station WXL(FM) is in the Lebanon-Rutland-White River Junction Arbitron Market and is the only station being acquired in that market. Attribution of one station in a market is always permitted, so no further analysis is required.

Non-Arbitron Market Stations

Station WZLF(FM), Bellows Falls, Vermont, is not included in an Arbitron market. The principal community contour of this station does not overlap with the principal community contour of any of the other radio stations being purchased by WBIN Media Co., Inc. (see Exhibit C) and thus complies with the FCC's rules.

Station WBQI(FM), Bar Harbor, Maine, is not included in an Arbitron market. The principal community contour of this station does not overlap with the principal community contour of any of the other radio stations being purchased by WBIN Media Co., Inc. (see Exhibit C) and complies with the FCC's rules.

Station WBQX(FM), Thomaston, Maine, is not included in an Arbitron market. The principal community contour of WBQX overlaps with the principal community contour of station WBYA(FM), Islesboro, ME, which WBIN Media Co., Inc. proposes to purchase in the instant application. However, there are at least three other FM stations in the market created by the overlapping contours of these two stations: WMCM, Rockland, ME, WQSS(FM), Camden, ME, and WMEP, Camden, ME) - establishing that WBIN

Media Co., Inc. would control less than 50% of the stations in this market¹ and thus complies with the rules.

RADIO-TELEVISION CROSS-OWNERSHIP

The proposed assignee, WBIN Media Co., Inc., has no other ownership interest in media of mass communications. Parties with attributable interests in WBIN Media Co., Inc. (Carlisle One Media, Inc., Harrison Irrevocable Trust, William H. Binnie, Christopher B. McKenna and David S. Brown) also have an attributable interest in WBIN, Inc., licensee of television station WBIN-TV (Facility ID 14682), Derry, New Hampshire.

The Noise Limited Service Contour ("NLSC") of WBIN-TV encompasses the entire city of license of WFNQ(FM), Nashua, NH², triggering the Radio-Television Cross Ownership rules³. Section 73.3555(c)(2) of the FCC's rules provides that in such circumstances, an entity may directly or indirectly own up to two commercial television stations and one radio station. Since the NLSC of WBIN-TV encompasses the entire city of license of only one radio station, the proposed purchase complies with the Radio-Television cross-ownership rules. None of the radio stations being acquired other than WFNQ place a principal city grade signal over any part of Derry, the TV station's community of license.

¹ Under Section 73.3555(a)(1)(iv), in a market with 14 or fewer stations, a single entity may own up to 5 stations, not more than 3 of which are in the same service, provided that such entity (or entities under common control) may not have a cognizable interest in more than 50% of the stations in the market.

² WFNQ(FM) is in the Manchester, NH Arbitron Market. The 60 dBu contour of WFNQ(FM) does not overlap with any of the other radio stations included in this transaction. See Exhibit D.

³ While Section 73.3555(c)(1)(i) of the FCC's rules provides that the radio-television cross ownership rule is triggered when the "Grade A contour(s) of the TV broadcast station(s)... encompasses the entire community of license of the FM station" (emphasis supplied), the FCC has not definitively determined what contour should be used post-digital transition. Although the digital Noise Limited Service Contour is larger than the analog Grade A contour, upon guidance from the FCC's staff, Assignee makes its showing relying upon this contour.

FCC Geographic Market Definition for Portland, ME

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WARX	FM	93.9	C	Chrst/Altve	Portland, ME	07/02/2003	90	Educational Media Foundation	Lewiston, ME	Androscoggin
WBAE	AM	1490	C	Talk	Portland, ME	07/02/2003	90	Saga Communications Inc	Portland, ME	Cumberland
WBCI	FM	105.9	C	Chrst/Talk	Portland, ME	07/02/2003	90	Blount Communications Group	Bath, ME	Sagadahoc
WBLM	FM	102.9	C	Clsc Rock	Portland, ME	07/02/2003	90	Cumulus Media Holdings Inc	Portland, ME	Cumberland
WBOR	FM	91.1	NC	Variety	Portland, ME	07/02/2003	90	Bowdoin College	Brunswick, ME	Cumberland
WBQQ	FM	99.3	C	Country	Portland, ME	10/28/2011	90	p Harrison Irrevocable Trust	Kennebunk, ME	York
WBQW	FM	104.7	C	Classical	Portland, ME	10/28/2011	90	p Nassau Broadcasting I LLC (New Members)	Kennebunkport, ME	York
WCLZ	FM	98.9	C	AAA	Portland, ME	07/02/2003	90	Saga Communications Inc	North Yarmouth, ME	Cumberland
WCME	AM	900	C	DARK	Portland, ME	07/02/2003	90	Bleikamp, James B	Brunswick, ME	Cumberland
WCYY	FM	94.3	C	Alternative	Portland, ME	07/02/2003	90	Cumulus Media Holdings Inc	Biddeford, ME	York
WEZR	AM	1240	C	Soft AC	Portland, ME	10/01/2011	90	Mountain Valley Broadcasting Inc	Lewiston, ME	Androscoggin
WFNK	FM	107.5	C	Clsc Hits	Portland, ME	07/02/2003	90	p Harrison Irrevocable Trust	Lewiston, ME	Androscoggin
WFBY	FM	91.5	NC	ChrsContem	Portland, ME	10/28/2011	90	Light of Life Ministries	Fryeburg, ME	Oxford
WGAN	AM	560	C	News/Talk	Portland, ME	07/02/2003	90	Saga Communications Inc	Portland, ME	Cumberland
WHOM	FM	94.9	C	Soft AC	Portland, ME	07/02/2003	90	Cumulus Media Holdings Inc	Mt. Washington, NH	Coos
WHXR	FM	106.3	C	Rock	Portland, ME	07/02/2003	90	p Harrison Irrevocable Trust	Scarborough, ME	Cumberland
WJBQ	FM	97.9	C	Top 40	Portland, ME	07/02/2003	90	Cumulus Media Holdings Inc	Portland, ME	Cumberland
WJJB	FM	96.3	C	Sports	Portland, ME	07/02/2003	90	Atlantic Coast Radio LLC	Gray, ME	Cumberland
WJTO	AM	730	C	Adlt Stndrd	Portland, ME	02/06/2004	90	Bob Bittner Broadcasting Inc	Bath, ME	Sagadahoc
WKTD	AM	1450	C	Chrst/Talk	Portland, ME	10/28/2011	90	Mountain Valley Broadcasting Inc	South Paris, ME	Oxford
WLAM	AM	1470	C	Oldies	Portland, ME	10/01/2011	90	p Harrison Irrevocable Trust	Lewiston, ME	Androscoggin
WLOB	AM	1310	C	Nws/Tlk/Inf	Portland, ME	02/09/2005	90	Atlantic Coast Radio LLC	Portland, ME	Cumberland
WLVP	AM	870	C	Oldies	Portland, ME	07/02/2003	90	p Harrison Irrevocable Trust	Gorham, ME	Cumberland
WMEA	FM	90.1	NC	News/Varty	Portland, ME	07/02/2003	90	Maine Public Broadcasting Corporation	Portland, ME	Cumberland
WMEK	FM	88.3	NC	Variety	Portland, ME	01/18/2012	90	Word Radio Educational Foundation	Kennebunkport, ME	York
WMGX	FM	93.1	C	Hot AC	Portland, ME	07/02/2003	90	Saga Communications Inc	Portland, ME	Cumberland
WMPG	FM	90.9	NC	Eclectic	Portland, ME	07/02/2003	90	University of Maine System	Gorham, ME	Cumberland
WMSJ	FM	89.3	NC	ChrsContem	Portland, ME	07/02/2003	90	Bethesda Christian Broadcasting Inc	Freeport, ME	Cumberland
WOXO	FM	92.7	C	Country	Portland, ME	10/28/2011	90	Mountain Valley Broadcasting Inc	Norway, ME	Oxford
WPEI	FM	95.9	C	Sports	Portland, ME	07/02/2003	90	Atlantic Coast Radio LLC	Saco, ME	York
WPOR	FM	101.9	C	Country	Portland, ME	07/02/2003	90	Saga Communications Inc	Portland, ME	Cumberland
WPPI	FM	95.5	C	Sports	Portland, ME	01/25/2007	90	Atlantic Coast Radio LLC	Topsham, ME	Sagadahoc
WRBC	FM	91.5	NC	Alternative	Portland, ME	07/02/2003	90	Bates College	Lewiston, ME	Androscoggin

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

"p" indicates pending sale to owner listed

FCC Geographic Market Definition for Portland, ME

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WRED	AM	1440	C	Sports	Portland, ME	07/02/2003	90	Atlantic Coast Radio LLC	Westbrook, ME	Cumberland
WRKJ	FM	88.5	NC	Christian	Portland, ME	11/03/2011	90	Word Radio Educational Foundation	Westbrook, ME	Cumberland
WSEW	FM	88.7	NC	Christian	Portland, ME	10/28/2011	90	Word Radio Educational Foundation	Sanford, ME	York
WTBM	FM	100.7	C	Country	Portland, ME	10/28/2011	90	Mountain Valley Broadcasting Inc	Mexico, ME	Oxford
WTHT	FM	99.9	C	Country	Portland, ME	07/02/2003	90	p Harrison Irrevocable Trust	Auburn, ME	Androscoggin
WTME	AM	780	C	Chrst/Talk	Portland, ME	10/28/2011	90	Mountain Valley Broadcasting Inc	Rumford, ME	Oxford
WVAE	AM	1400	C	Talk	Portland, ME	10/28/2011	90	Saga Communications Inc	Biddeford, ME	York
WWSF	AM	1220	C	Adlt Stndrd	Portland, ME	10/28/2011	90	Port Broadcasting LLC	Sanford, ME	York
WXTF	FM	106.7	NC	Religion	Portland, ME	07/02/2003	90	p The Presence Radio Network Inc	North Windham, ME	Cumberland
WYAR	FM	88.3	NC	Adlt Stndrd	Portland, ME	10/06/2005	90	Heritage Radio Society Inc	Yarmouth, ME	Cumberland
WYFP	FM	91.9	NC	Chrst/Talk	Portland, ME	10/28/2011	90	Bible Broadcasting Network Inc	Harpswell, ME	Sagadahoc
WYNZ	FM	100.9	C	Adult Hits	Portland, ME	07/02/2003	90	Saga Communications Inc	South Portland, ME	Cumberland
WZAN	AM	970	C	Talk	Portland, ME	07/02/2003	90	Saga Communications Inc	Portland, ME	Cumberland

Number of Stations in Geographic Market **46**

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WANH	FM	91.5	NC	Christian	Concord, NH	07/07/2009	174	New Hampshire Gospel Radio Inc	Meredith, NH	Belknap
WASR	AM	1420	C	Talk	Concord, NH	12/22/2004	174	Winnepesaukee Network Inc	Wolfeboro, NH	Carroll
WBNC	AM	1050	C	Nws/Tlk/Inf	Concord, NH	12/22/2004	174	Mt Washington Radio & Gramophone LLC	Conway, NH	Carroll
WCNH	FM	91.5	NC	Classical	Concord, NH	09/09/2011	174	Highland Community Broadcasting	Bow, NH	Merrimack
WEMJ	AM	1490	C	Nws/Spt/Tlk	Concord, NH	12/22/2004	174	p Harrison Irrevocable Trust	Laconia, NH	Belknap
WEVJ	FM	99.5	NC	Nws/Tlk/Inf	Concord, NH	12/22/2004	174	New Hampshire Public Radio	Jackson, NH	Carroll
WEVO	FM	89.1	NC	Nws/Tlk/Inf	Manchester, NH	07/02/2003	196	New Hampshire Public Radio	Concord, NH	Merrimack
WEZS	AM	1350	C	Oldies	Concord, NH	12/22/2004	174	Hammond, Gary W.	Laconia, NH	Belknap
WFTN	AM	1240	C	Adlt Stndrd	Concord, NH	12/22/2004	174	Northeast Communications Corp	Franklin, NH	Merrimack
WFTN	FM	94.1	C	CHR	Concord, NH	12/22/2004	174	Northeast Communications Corp	Franklin, NH	Merrimack
WJYY	FM	105.5	C	Hot AC	Concord, NH	01/26/2005	174	p Harrison Irrevocable Trust	Concord, NH	Merrimack
WKXL	AM	1450	C	Nws/Tlk/Spt	Concord, NH	01/26/2005	174	New Hampshire Family Radio LLC	Concord, NH	Merrimack
WLKC	FM	105.7	C	AAA	Concord, NH	12/22/2004	174	Northeast Broadcasting Company	Campton, NH	Grafton
WLKZ	FM	104.9	C	Clsc Rock	Concord, NH	12/22/2004	174	p Nassau Broadcasting I LLC (New Members)	Wolfeboro, NH	Carroll
WLNH	FM	98.3	C	Hot AC	Concord, NH	12/22/2004	174	p Harrison Irrevocable Trust	Laconia, NH	Belknap
WMTP	FM	91.1	NC	Christian	Concord, NH	05/09/2012	174	Word Radio Educational Foundation	Conway, NH	Carroll
WMWV	FM	93.5	C	AAA	Concord, NH	12/22/2004	174	Mt Washington Radio & Gramophone LLC	Conway, NH	Carroll
WNEC	FM	91.7	NC	Variety	Concord, NH	12/22/2004	174	New England College	Henniker, NH	Merrimack
WNHW	FM	93.3	C	Country	Concord, NH	12/22/2004	174	p Harrison Irrevocable Trust	Belmont, NH	Belknap
WNNH	FM	99.1	C	Classical	Concord, NH	01/26/2005	174	p Harrison Irrevocable Trust	Henniker, NH	Merrimack
WNTK	FM	99.7	C	News/Talk	Lebanon-Rutland-White River Junction,	06/28/2007	184	KOOR Communications Inc	New London, NH	Merrimack
WPCR	FM	91.7	NC	Variety	Concord, NH	12/22/2004	174	Plymouth State College	Plymouth, NH	Grafton
WPQK	FM	103.7	C	Country	Concord, NH	12/22/2004	174	Cumulus Media Holdings Inc	North Conway, NH	Carroll
WPNH	AM	1300	C	Adlt Stndrd	Concord, NH	12/22/2004	174	Northeast Communications Corp	Plymouth, NH	Grafton
WPNH	FM	100.1	C	Rock	Concord, NH	12/22/2004	174	Northeast Communications Corp	Plymouth, NH	Grafton
WPVH	FM	90.7	NC	Religion	Concord, NH	02/29/2012	174	Wentworth Baptist Church	Plymouth, NH	Grafton
WSCS	FM	90.9	NC	Educational	Concord, NH	12/22/2004	174	Colby-Sawyer College	New London, NH	Merrimack
WSCY	FM	106.9	C	Country	Concord, NH	12/22/2004	174	Northeast Communications Corp	Moultonborough, NH	Carroll
WSPS	FM	90.5	NC	Eclectic	Manchester, NH	07/02/2003	196	St Paul's School	Concord, NH	Merrimack
WVMJ	FM	104.5	C	Hot AC	Concord, NH	12/22/2004	174	Mt Washington Radio & Gramophone LLC	Conway, NH	Carroll
WVNH	FM	91.1	NC	Christian	Manchester, NH	07/02/2003	196	New Hampshire Gospel Radio Inc	Concord, NH	Merrimack
WWHK	FM	102.3	C	DARK	Concord, NH	01/26/2005	174	Birch Broadcasting Inc	Concord, NH	Merrimack
WWHQ	FM	101.5	C	DARK	Concord, NH	12/22/2004	174	Nassau Broadcasting I LLC (New Members)	Meredith, NH	Belknap

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

"p" indicates pending sale to owner listed

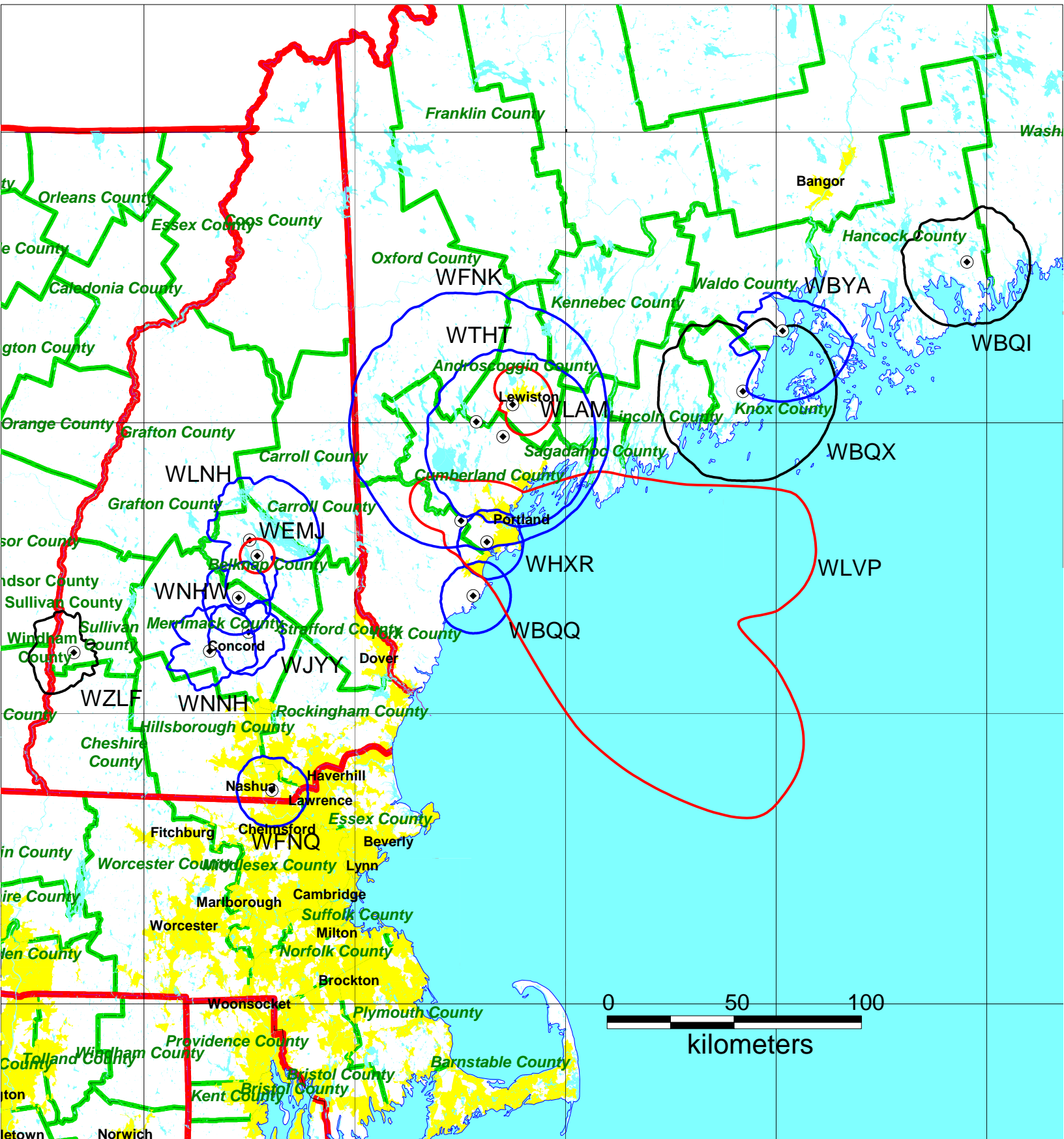


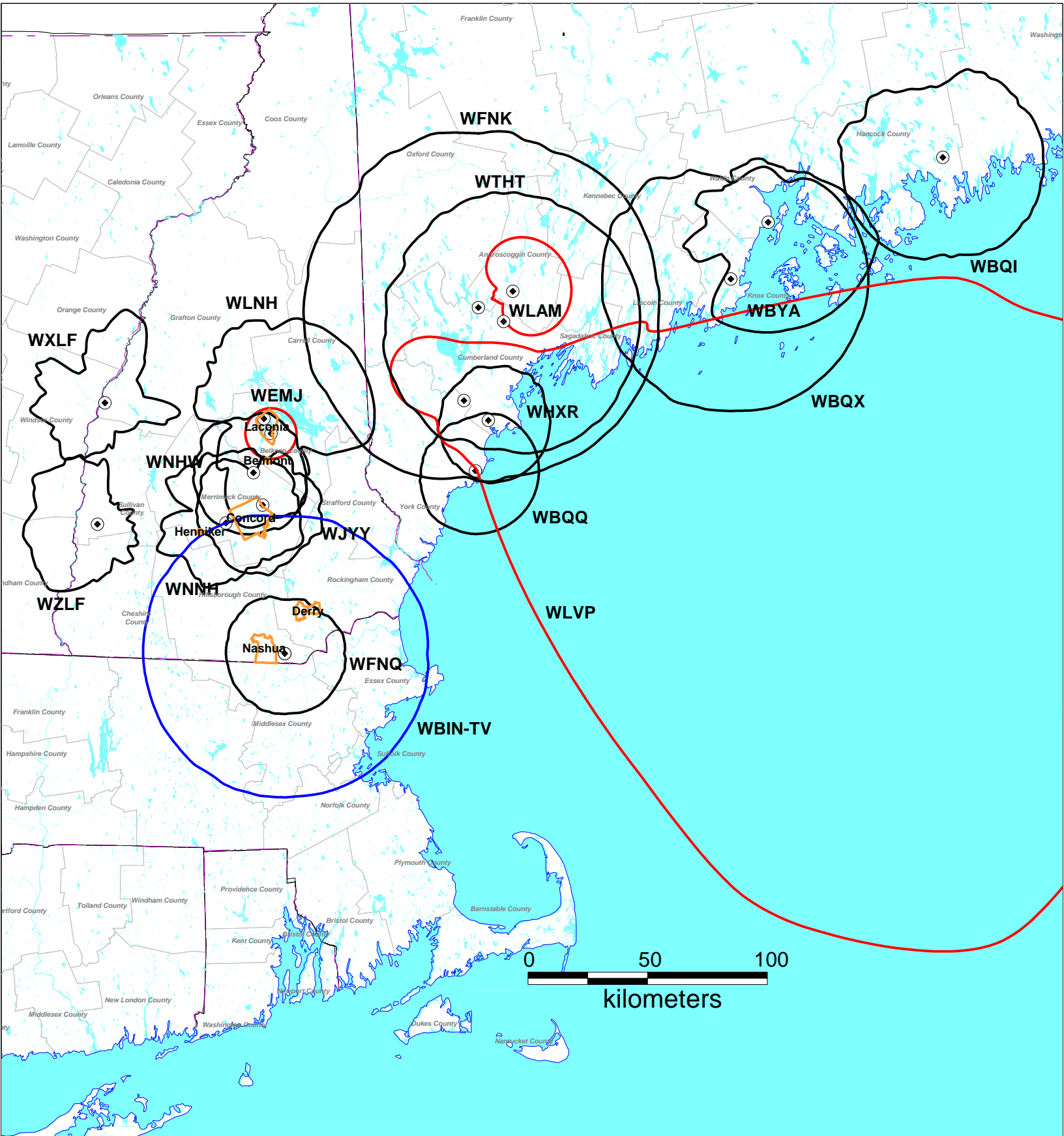
FCC Geographic Market Definition for Concord, NH

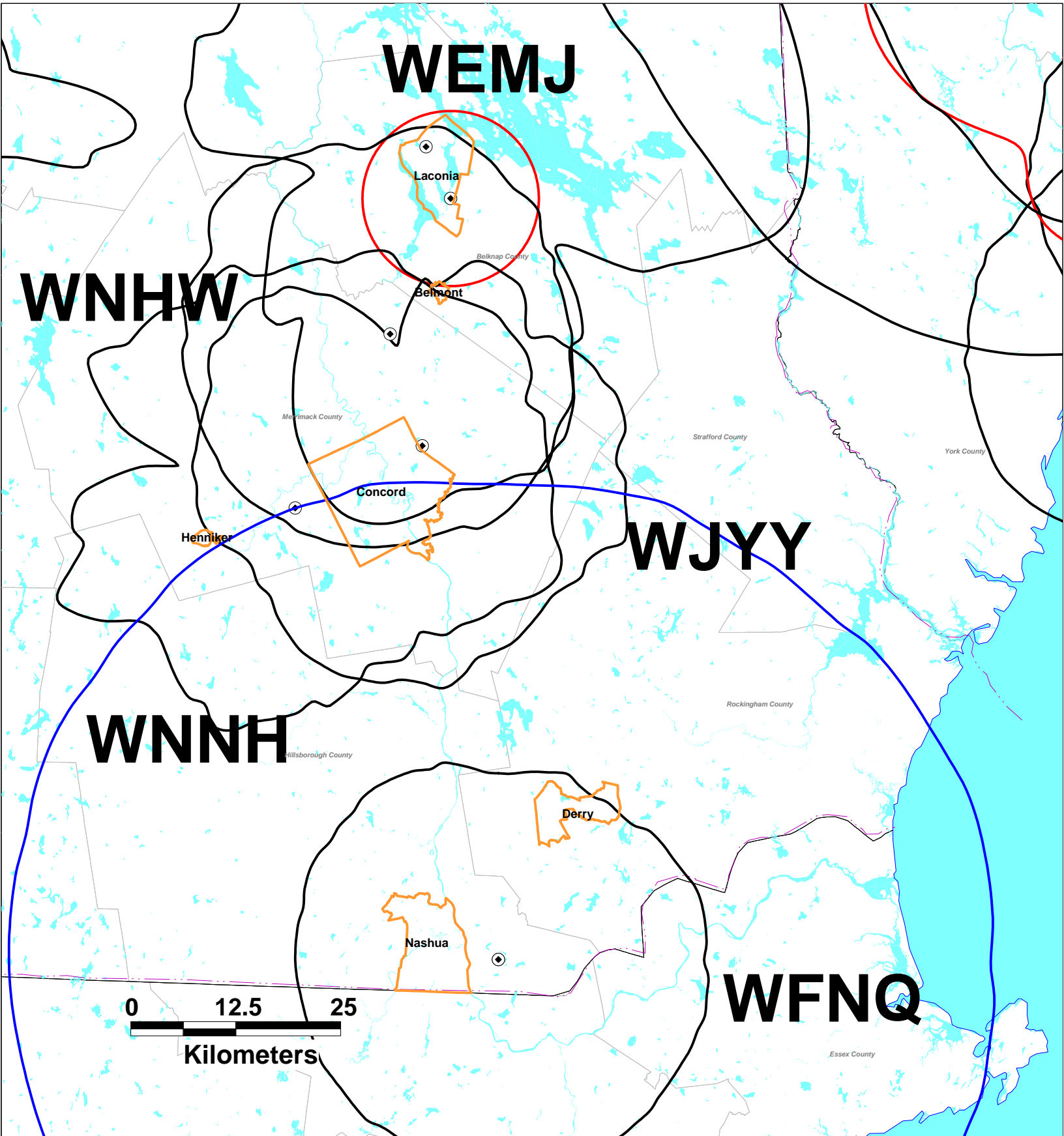
Call Letters	AM/ FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
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Number of Stations in Geographic Market 33

Previous Stations in Geographic Market







NLSC of WBIN-TV = BLUE
 Cities of License = GOLD

60 dBu of FM stations = BLACK
 2 mV/m of AM stations = RED