

Montgomery, Alabama Combination

Frequency proposes to acquire the licenses of or obtain attributable interests in the following three radio stations which have overlapping principal community contours and are listed as "home" to an Arbitron Metro market or are licensed to a community within the geographic boundaries of an Arbitron Metro market:

<i>Station</i>	<i>Community</i>	<i>Current Licensee</i>
WHLW(FM)	Luverne, Alabama	Capstar
WWMG(FM)	Millbrook, Alabama	Capstar
WZHT(FM)	Troy, Alabama	Capstar

As described below and in the attached Engineering Statement, the proposed combination complies with the FCC's current local radio ownership rules utilizing both the Arbitron Metro Markets methodology the Commission's modified contour overlap methodology.¹

Arbitron Markets Methodology: WHLW(FM), WWMG(FM), and WZHT(FM) are all listed by Arbitron as "home" to the Montgomery, Alabama radio market.² The community of license of WWMG(FM) is also located within the geographic boundaries of that market. The three stations listed above are the only stations in which Frequency proposes to hold an attributable interest that are listed as "home" to the Montgomery market or licensed to communities located within the geographic boundaries of that market. The BIA Media Access Pro Database identifies twenty-two full-power commercial and non-commercial stations as "home" to or licensed within the Montgomery, AL market. Consequently, Frequency's proposed ownership of the stations listed above complies with the Commission's local radio ownership rules under the Arbitron markets methodology.

Modified Contour Overlap Methodology: The principal community contours of WHLW(FM), WWMG(FM), and WZHT(FM)³ overlap with each other, but do not overlap with the principal community contour of any other station in which Frequency holds or proposes to hold an attributable interest. As demonstrated in the attached Engineering Statement, the radio market created by the principal community contours of

¹ 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, *Report & Order & Notice of Proposed Rulemaking*, 18 FCC Rcd 13,620 (2003) ("*Biennial Review*").

² See BIA Financial Network, "Montgomery, Alabama Market Overview" and "FCC Geographic Market Definition for Montgomery, AL," *available at* BIA Media Access Pro Database.

³ A construction permit has been granted authorizing a facility upgrade for WWMG(FM). As shown in the attached Engineering Statement, implementation of this construction permit will not result in any change to Frequency's compliance with the local radio ownership rule.

Assignee's Exhibit 15
FCC Form 314, Section III, Item 6(b)
Montgomery, Alabama
July 2007

these three stations contains at least twenty-five additional full-power radio stations in which Frequency holds no attributable interest, for a total market of twenty-eight full power stations. Consequently, Frequency's proposed attributable interests in three FM stations in this market complies with the Commission's local radio ownership rules.

ATTACHMENT 1

Engineering Exhibit of duTreil, Lundin & Rackley, Inc.

ENGINEERING STATEMENT
RADIO MULTIPLE OWNERSHIP ANALYSIS
MONTGOMERY, ALABAMA

This radio multiple ownership analysis was prepared to consider common ownership of the stations tabulated below under the FCC “Interim” contour analysis method. * GoodRadio.TV License, LLC. is acquiring several radio stations in the Montgomery, Alabama area. Below is a tabulation of facilities for each station.

Call Sign / Facility ID	Location	Facilities
WHLW(FM)/6655	Luverne, AL	CH 282C1 13.5 kW 558 M
WWMG(FM) (Licensed)/8662	Millbrook, AL	CH 246A 1.3 kW 214 M
WWMG(FM) (CP)/8662	Millbrook, AL	CH 246C3 5.4 kW 214 M
WZHT(FM)/8649	Troy, AL	CH 289C 100 KW 558 M

The principal community contours of these stations are depicted on a map included herein as Figure 1. Since the principal community contours (5 mV/m for AM stations, 3.16 mV/m for FM stations) of some of the stations are involved in mutual overlap, an ownership study was prepared in accordance with the Federal Communications Commission multiple ownership rules as outlined in Section 73.3555.

Radio Markets

The “radio markets” applicable to common ownership of the subject stations are defined as the areas encompassed by the mutually overlapping principal

* See Report and Order and Notice of Proposed Rulemaking, MB Docket 02-277, FCC 03-127, Released July 2, 2003.

community contours of the stations proposed to be commonly owned. The table below lists the defined markets:

Defined Radio Market	Stations that Define Radio Market	
	AM Stations	FM Stations
Market 1	---	WHLW/WZHT/WWMG

Count of Stations in the Defined Market

The number of radio stations in a “radio market” is determined by counting the operating stations having principal community contours which overlap or intersect the principal community contours which define the radio market. Only those stations located within 92 km of the perimeter of the mutual overlap area of the defined market area were employed in the count of stations. Commonly owned stations were not considered in the count of stations in the defined markets. The results of the analysis are tabulated below:

Defined Radio Markets	Minimum Number of Other Stations in the Radio Market
Market 1	9 AM, 16 FM; 25 Total

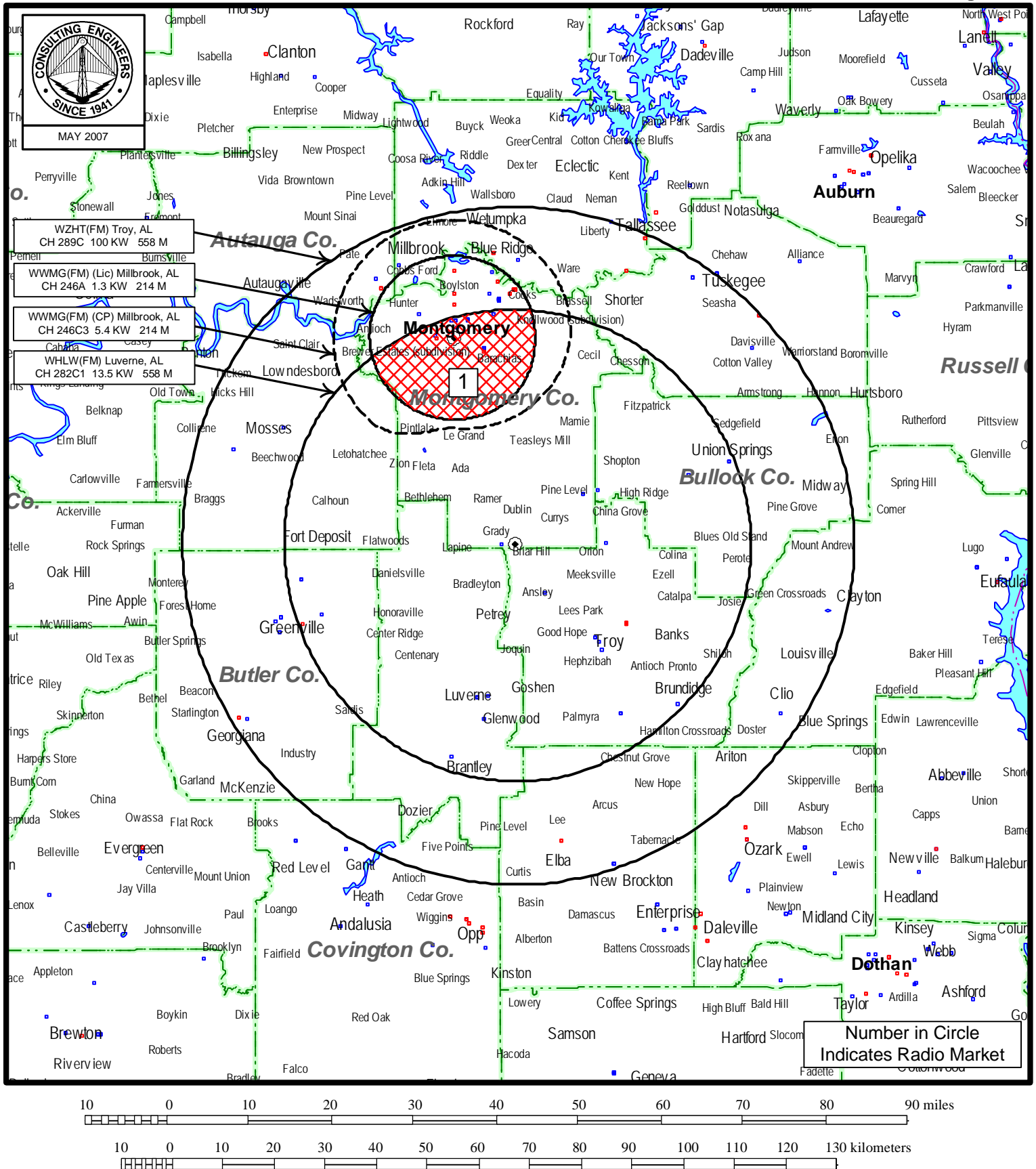
Figure 2 are tabulations of the radio stations identified in the defined radio market. Only known licensed, operating stations were employed for the study. Distances to the AM coverage contours were predicted using the antenna patterns as identified in the Commission's AM database and the appropriate Ground Wave Field Strength versus Distance Graph of 47 CFR 73.184. Ground conductivity data were obtained from FCC Figure M3. Distances to the FM contours were determined based on the method of 47 CFR 73.313. Terrain data was derived from the N.G.D.C. 30 second computer database for each of the FM stations using radials evenly-spaced every 45 degrees of azimuth.

Charles A. Cooper

du Treil, Lundin & Rackley, Inc.
201 Fletcher Ave.
Sarasota, Florida 34237
(941)329-6000

May 6, 2007

Figure 1



PRINCIPAL COMMUNITY CONTOURS OF SUBJECT STATIONS **MONTGOMERY, ALABAMA** **GOODRADIO.TV LICENSE, LLC.**

du Treil, Lundin & Rackley, Inc., Sarasota, Florida

TECHNICAL STATEMENT
 RADIO MULTIPLE OWNERSHIP ANALYSIS
 GOODRADIO.TV LICENSE, LLC.

Tabulation of Other Stations Defined in the Radio Market #1

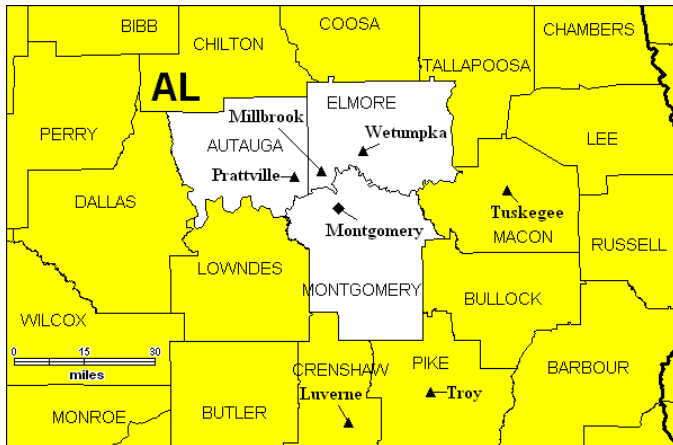
<u>Call Sign</u>	<u>Community Of License</u>	<u>State</u>	<u>Channel</u>
WTSU	Montgomery-Troy	AL	210
WVAS	Montgomery	AL	214
WAXU	Troy	AL	216
WLWI-F	Montgomery	AL	222
WQZX	Greenville	AL	232
WAFX	Prattville	AL	236
WKXN	Greenville	AL	240
WQKS-F	Montgomery	AL	241
WJWZ	Wetumpka	AL	250
WBAM-F	Montgomery	AL	255
WQNR	Tallassee	AL	260
WHHY-F	Montgomery	AL	270
WMXS	Montgomery	AL	277
WMSP	Montgomery	AL	740
WMGY	Montgomery	AL	800
WNZZ	Montgomery	AL	950
WTBF	Troy	AL	970
WAPZ	Wetumpka	AL	1250
WTLS	Tallassee	AL	1300
WGYV	Greenville	AL	1380
WIQR	Prattville	AL	1410
WLWI	Montgomery	AL	1440

ATTACHMENT 2

Montgomery, Alabama Combination

Printouts from BIA Media Access Pro Database

Revenue Rank: 127



Autauga, AL	48.8
Elmore, AL	74.0
Montgomery, AL	222.5
	<hr/>
	345.3

(all figures in 000's, except percentages and ratios)

ESTIMATED GROSS REVENUES ★★	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>Δ 01 - 06</u>
	\$15,900	\$17,000	\$16,300	\$16,000	\$17,000	\$17,300	1.7%
	<u>Δ 05 - 06</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Δ 06 - 11</u>
	1.8%	\$17,800	\$18,300	\$18,800	\$19,300	\$19,800	2.8%

	<u>2001</u>	<u>2006</u>	<u>2011</u>	<u>Est. Breakout</u>	
Revenue/Retail Sales	\$3.82/1,000	\$3.16/1,000	\$3.02/1,000	Local	88%
Revenue/Capita	\$47.31	\$50.10	\$55.59	National	12%

(000's, except Retail Sales and EBI in 000,000's)

	2001	2006	Growth Rate	2006	2011	Growth Rate
MSA Population	336.1	345.3	0.5%	345.3	356.2	0.6%
Households	124.9	131.6	1.1%	131.6	136.7	0.8%
Retail Sales	4,163.0	5,468.3	5.6%	5,468.3	6,549.3	3.7%
EBI	5,434.1	6,338.6	3.1%	6,338.6	7,311.3	2.9%

	Total	Under 12	12 - 17	18 - 24	25 - 34	35 - 44	45 - 54	Over 55
Men (000)	168.3	29.1	15.1	20.6	23.0	24.2	23.3	32.9
Women (000)	177.1	28.2	14.3	17.8	23.4	25.3	25.5	42.6
Total	345.3	57.3	29.3	38.4	46.4	49.6	48.8	75.5
Percentage	100.0%	16.6%	8.5%	11.1%	13.4%	14.3%	14.1%	21.9%
Per Capita	\$ 18,354		Median Household		\$ 37,849		Avg Household	\$ 48,165
Ethnic Population:	White	56.4%	Black	40.7%	Asian	1.0%	Hispanic	1.5%

<u>FM Classes</u>	<u>Class A</u>	<u>Class B</u>	<u>Class C</u>	<u>Viable Stations</u>	<u>All FMs</u>	<u>All AMs</u>	<u>Total</u>
# Stations	4		7	10	11	8	19
Tot 12+	18.4		48.9	67.3	67.3	12.0	79.3
Avg 12+	4.6		7.0	6.7	6.1	1.5	4.2
Tot LCS	23.2		61.7	84.9	84.9	15.1	100.0
Avg LCS	5.8		8.8	8.5	7.7	1.9	5.3



FCC Geographic Market Definition for Montgomery, 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
WXFX	FM	95.1	C	Clsc Rock	Montgomery, AL	07/02/2003	151	Cumulus Broadcasting Inc	Prattville, AL	Autauga
WACV	AM	1170	C	Nws/Tlk/Spt	Montgomery, AL	07/02/2003	151	Bluewater Broadcasting Company LLC	Montgomery, AL	Montgomery
WBAM	FM	98.9	C	Country	Montgomery, AL	07/02/2003	151	Bluewater Broadcasting Company LLC	Montgomery, AL	Montgomery
WTGZ	FM	95.9	C	New Rock	Montgomery, AL	08/14/2003	151	Tiger Communications Incorporated	Tuskegee, AL	Macon
WAPZ	AM	1250	C	Gsp/R&B/Ur	Montgomery, AL	07/02/2003	151	p Contemporary Media Inc (MO)	Wetumpka, AL	Elmore
WLWI	AM	1440	C	News/Talk	Montgomery, AL	07/02/2003	151	Cumulus Broadcasting Inc	Montgomery, AL	Montgomery
WHHY	FM	101.9	C	CHR	Montgomery, AL	07/02/2003	151	Cumulus Broadcasting Inc	Montgomery, AL	Montgomery
WIQR	AM	1410	C	Sports	Montgomery, AL	07/02/2003	151	Star Power Communications	Prattville, AL	Autauga
WNZZ	AM	950	C	Adlt Stndrd	Montgomery, AL	07/02/2003	151	Cumulus Broadcasting Inc	Montgomery, AL	Montgomery
WMSP	AM	740	C	Sports	Montgomery, AL	07/02/2003	151	Cumulus Broadcasting Inc	Montgomery, AL	Montgomery
WLWI	FM	92.3	C	Country	Montgomery, AL	07/02/2003	151	Cumulus Broadcasting Inc	Montgomery, AL	Montgomery
WMGY	AM	800	C	Christian	Montgomery, AL	07/02/2003	151	GHB Broadcasting	Montgomery, AL	Montgomery
WMXS	FM	103.3	C	AC	Montgomery, AL	07/02/2003	151	Cumulus Broadcasting Inc	Montgomery, AL	Montgomery
WZHT	FM	105.7	C	Urban	Montgomery, AL	07/02/2003	151	p Clear Channel	Troy, AL	Pike
WXVI	AM	1600	C	Gospel	Montgomery, AL	07/02/2003	151	New Life Ministries Inc	Montgomery, AL	Montgomery
WQKS	FM	96.1	C	Clsc Hits	Montgomery, AL	07/02/2003	151	Bluewater Broadcasting Company LLC	Montgomery, AL	Montgomery
WWMG	FM	97.1	C	Urban AC	Montgomery, AL	07/02/2003	151	p Clear Channel	Millbrook, AL	Elmore
WHLW	FM	104.3	C	Black Gosp	Montgomery, AL	07/02/2003	151	p Clear Channel	Luverne, AL	Crenshaw
WJWZ	FM	97.9	C	Urban	Montgomery, AL	07/02/2003	151	Bluewater Broadcasting Company LLC	Wetumpka, AL	Elmore
WLBF	FM	89.1	NC	Inspiration	Montgomery, AL	07/02/2003	151	Faith Broadcasting Inc (AL)	Montgomery, AL	Montgomery
WTSU	FM	89.9	NC	Classical	Montgomery, AL	07/02/2003	151	Troy State University	Montgomery-Troy, AL	Montgomery
WVAS	FM	90.7	NC	NAC/SmJaz	Montgomery, AL	07/02/2003	151	Alabama State University	Montgomery, AL	Montgomery

Number of Stations in Geographic Market 22

Previous Stations in Geographic Market

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

"p" indicates pending sale to owner listed