

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of the Applications of)	
)	
Shareholders of AMFM, Inc.)	
(Transferor))	File Nos. BTC/BTCH/BTCFTB/BTCFT-
)	19991116AJP-BDH
and)	
)	File Nos. BAL/BALH/BALFTB-
Clear Channel Communications, Inc.)	20000328ACQ-AHJ, BAL-20000606ABT,
(Transferee))	BAL/BALH-20000407AAY-ABK,
)	BAL/BALH-20000427AAT-ABD
For Consent to the Transfer of Control of AMFM)	
Texas Licenses Limited Partnership, AMFM)	
Radio Licenses, LLC, Capstar Texas Limited)	
Partnership, WAXQ License Corp., WLTW)	
License Corp., Cleveland Radio Licenses, LLC,)	
and KLOL License Limited Partnership.)	
Licenses of WTKE(FM), Andalusia, AL, <i>et. al.</i>)	

MEMORANDUM OPINION AND ORDER

Adopted: August 7, 2000

Released: September 1, 2000

By the Commission: Chairman Kennard issuing a statement; Commissioners Ness and Furchtgott-Roth approving in part, dissenting in part, and issuing separate statements; Commissioners Powell and Tristani concurring and issuing separate statements.

I. Introduction

1. The Commission has before it for consideration the applications for consent to the transfer of control of AMFM, Inc. and its subsidiary licensees (“AMFM”), insofar as those entities hold construction permits or station licenses issued by the Commission, to Clear Channel Communications, Inc. (“Clear Channel”) and applications to divest 122 stations to third party buyers or to an insulated trust.¹ These various applications relate to both the proposed combination of Clear Channel and AMFM (which, in the largest merger of radio station licensees in history, will concentrate the licenses and permits formerly held

¹ A list of the licenses to be transferred from AMFM to Clear Channel is attached as Appendix A. Stations to be divested from AMFM and Clear Channel to third party buyers that have applications on file with the Commission are listed Appendix B. Appendix C includes stations Clear Channel proposes to acquire from third party assignees. Finally, Appendix D includes a list of all of the divestiture stations to be assigned to the insulated trust, in the event that the proposed divestitures to third parties are not consummated, or that the Department of Justice has not approved third party buyers.

or controlled by these two entities), and the proposed divestitures of stations required by the Commission and/or the Department of Justice in order to comply with agency rules or to address competitive concerns.

2. Five parties filed petitions to deny the proposed merger. Three of the petitions oppose the transfer of existing groups of AMFM radio stations in areas where Clear Channel currently does not own stations. Mid-Atlantic Network, Inc. (“Mid Atlantic”) opposes the transfer of AMFM’s stations in the Winchester, VA area; Fifth Avenue Broadcasting Co., Inc. (“Fifth Avenue”) opposes the transfer in the Huntington, WV-Ashland, KY area; and Travis Media, LLC (“Travis”) opposes the transfer in the Lynchburg-Roanoke, VA area.

3. In addition, two parties filed petitions challenging other aspects of the merger. First, Roslin Radio Sales (“Roslin”) alleges that Clear Channel’s acquisition of an AMFM subsidiary, Katz Media Group (“Katz”), a media representation firm, will create anti-competitive conditions in the national spot advertising market. Thus, Roslin argues that the Commission should require Katz to terminate its representation of stations that the merged entity must divest as well as other unaffiliated stations that the merged entity could not own consistent with the Commission’s multiple ownership rules. Second, National Hispanic Policy Institute (“NHPI”) claims that Clear Channel’s interest in Hispanic Broadcasting (“HBC”) should be attributable to Clear Channel. Thus, NHPI argues that the Commission should require Clear Channel to divest additional stations in markets where attribution of HBC’s broadcast interests would result in Clear Channel’s violation of the Commission’s multiple ownership rules. For the reasons stated herein, we will deny the petitions and grant the above-captioned applications, subject to conditions that ensure compliance with the Commission’s broadcast multiple ownership rules and the public interest standard.²

II. Background

4. Pursuant to an Agreement and Plan of Merger dated October 2, 1999, AMFM and Clear Channel plan to merge AMFM into a wholly-owned subsidiary of Clear Channel. AMFM, through wholly owned subsidiaries, controls 490 radio stations as well as a number of FM translator and booster stations. Clear Channel will acquire control of existing AMFM station groups in local radio markets where Clear Channel currently does not own stations,³ and also will acquire control of AMFM stations in markets where Clear Channel already controls stations, thus creating new radio station combinations.⁴ In addition,

² In addition to the formal petitions filed in this proceeding, we also received a number of informal letters and comments. We have reviewed and considered these comments in our decision herein.

³ Clear Channel will acquire existing combinations in the following areas: Allentown-Bethlehem, PA, Amarillo, TX, Anchorage, AK, Birmingham, AL, Boston, MA, Burlington, VT, Charlotte-Gastonia, NC, Charlottesville, VA, Chicago, IL, Columbia, SC, Corpus Christi, TX, Fairbanks, AK, Farmington, NM, Fayetteville, AR, Frederick, MD, Fresno, CA, Fort Smith, AR, Honolulu, HI, Houston, TX, Huntington, WV-Ashland, KY, Huntsville, AL, Indianapolis, IN, Jackson, MS, Jackson, TN, Killeen-Temple, TX, Lawton, OK, Lincoln, NE, Los Angeles, CA, Lubbock, TX, Madison, WI, Manchester, NH, Melbourne, FL, Miami, FL, Milwaukee-Racine, WI, Minneapolis-St. Paul, MN, Modesto, CA, Montgomery, AL, Nashville, TN, Nassau-Suffolk, NY, New York, NY, Omaha-Council Bluffs, NE, New Orleans, LA, Ogallala, NE, Orlando, FL, Pittsburgh, PA, Philadelphia, PA, Portsmouth-Dover-Rochester, NH, Raleigh-Durham, NC, Reading, PA, Richland-Kennewick-Pasco, WA, Roanoke-Lynchburg, VA, Sacramento, CA, San Francisco, CA, Savannah, GA, Spokane, WA, Springfield, IL, Stockton, CA, Tucson, AZ, Tuscaloosa, AL, Tyler-Longview, TX, Victoria, TX, Waco, TX, Washington, D.C., Wichita, KS, Wilmington, DE, Winchester-Front Royal, VA, Worcester, MA, and Yuma, AZ.

⁴ Clear Channel will acquire stations to create new radio combinations in the following areas: Albany-Schenectady, NY, Alexandria, LA, Allentown, PA, Asheville, SC, Austin, TX, Baton Rouge, LA, Battle Creek, MI, Beaumont- (continued....)

Clear Channel's acquisition of AMFM stations will create six new radio-television station combinations.⁵ In its initial transfer of control applications, filed on November 16, 1999, AMFM filed applications to transfer all of the licenses and permits to Clear Channel, including stations it ultimately would have to divest to third parties to come into compliance with the Commission's rules and the requirements imposed by DOJ and the Commission to protect competition. The initial applications were placed on public notice, and a number of them contained a notice alerting the public to potential competition concerns because of increased levels of concentration. The Department of Justice also initiated an investigation of the proposed transactions under the antitrust laws. Between March 3, 2000 and March 29, 2000, Clear Channel and AMFM filed applications to divest a sufficient number of stations to third parties to meet the Commission's radio ownership numerical limits, and the competitive concerns of the Commission and the DOJ. DOJ subsequently disapproved several proposed third party buyers, and Clear Channel re-filed divestiture applications for some of those stations in early June. In the beginning of May, Clear Channel filed multiple ownership showings to demonstrate compliance with the Commission's multiple ownership rules. *See* 47 C.F.R. § 73.3555(a) & (c).

5. To satisfy the Commission's local radio ownership and radio-television cross-ownership rules, and the concerns of the Commission and the DOJ about impacts on competition, Clear Channel and AMFM propose, concurrently with the merger, to divest 122 radio stations in local radio markets in 37 areas to either third party buyers or to an insulated trust.⁶ Clear Channel and AMFM have found third party buyers for all but 7 of these stations. Specifically, DOJ has not yet approved proposed buyers for stations to be divested in Denver, Harrisburg, and Pensacola. For those stations for which Clear Channel and AMFM have not yet found buyers, and in the event that any of the proposed divestiture applications already on file cannot be consummated at the time of the merger, Clear Channel and AMFM also seek authority to assign the divestiture stations to an insulated trust concurrently with the merger. Therefore, approval of the merger will be conditioned on either the assignment of the divestiture stations to third parties or assignment of the divestiture stations to The CCU/AMFM Trust I, Charles E. Giddens, Trustee ("the Trust") so at the time of the merger, Clear Channel will be in compliance with the Commission's rules and the level of economic concentration will not impair competition, contrary to the public interest.⁷

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Port Arthur, TX, Charlotte, NC, Cedar Rapids, IA, Cleveland, OH, Colorado Springs, CO, Dallas- Fort Worth, TX, Denver-Boulder, CO, Des Moines, IA, Detroit, MI, Fort Pierce, FL, Grand Rapids, MI, Greensboro, NC, Greenville-Spartanburg, SC, Hartford, CT, Houston-Galveston, TX, Lancaster, PA, Lawton, OK, Los Angeles, CA, Melbourne, FL, New Orleans, LA, Lubbock, TX, New Haven, CT, Odessa-Midland, TX, Orlando, FL, Phoenix, AZ, Pittsburgh PA, Providence, RI, Richmond, VA, Riverside-San Bernardino, CA, Roanoke-Lynchburg, VA, San Diego, CA, San Francisco, CA, Santa Barbara, CA, Shreveport, LA, Springfield, MA, Toledo, OH, Tyler-Longview, TX, Texarkana, AR/TX, Washington, D.C., West Palm Beach, FL, Wheeling, WV, Wichita Falls, TX, and Youngstown, OH.

⁵ Clear Channel will acquire radio stations to create new radio-television station combinations in Albany, NY; Minneapolis, MN; Providence, RI; Tucson, AZ; Wichita, KS; and Jackson, TN.

⁶ *See* Appendix B for a list of the stations to be divested to third party buyers which have applications on file with the Commission. Of the 122 stations in total to be divested, 25 of those stations in seven markets- Jacksonville, FL; New Haven, CT; Stamford-Norwalk, CT; Hartford, CT; Daytona, OH; Toledo, OH; and Battle Field-Grand Rapids, MI are being divested pursuant to a separate multi-market transaction between AMFM and Cox Radio Inc. ("Cox") and, in the event that transfers of control covering television stations attributable to Thomas Hicks have not been consummated. *See* n.7, *infra*.

⁷ In addition to placing the stations to be divested in trust, Clear Channel also filed applications to assign several other stations to the Trust. First, in a multi-market transaction, AMFM is selling stations to Cox Radio Inc. ("Cox") in Stamford-Norwalk, CT, Miami, FL, Jacksonville, FL New Haven, CT and Gainesville, GA and is (continued....)

See 47 C.F.R. § 73.3555(a) & (c); 47 U.S.C. § 310(d).

6. Specifically, approval of the merger is conditioned on divestiture of radio stations in the following 37 areas: Albany, NY, Allentown, PA, Austin, TX, Biloxi-Pascagoula, MS, Cedar Rapids, IA, Cincinnati, OH, Cleveland, OH, Columbia, SC, Dallas-Ft. Worth, TX, Daytona Beach, FL, Denver-Boulder, CO, Des Moines, IA, Ft. Pierce, FL, Grand Rapids, MI, Greensboro-Winston Salem-High Point, NC, Greenville-Spartanburg, SC, Harrisburg, PA, Houston, TX, Jackson, MS, Jacksonville, FL, Los Angeles, CA, Miami, FL, Melbourne, FL, New Haven, CT, Orlando, FL, Pensacola, FL, Phoenix, AZ, Providence, RI, Raleigh-Durham, NC, Richmond, VA, San Diego, CA, San Francisco, CA, San Jose, CA, Shreveport, LA, Springfield, MA, Stamford-Norwalk, CT, and Waco, TX, or the assignment to the Trust of a sufficient number of stations in these markets for Clear Channel to be in compliance with the

(Continued from previous page)

acquiring stations in Los Angeles, CA (“Cox Stations”). One of the Cox assignment applications remains pending, thus, the parties have not finalized the transaction. Because acquisition of AMFM stations in these markets would cause Clear Channel to exceed the local radio ownership rule’s numerical limits, AMFM filed applications to assign the Cox Stations to the Trust. Moreover, DOJ will require the divestiture of stations to Cox in Jacksonville and New Haven. In addition, in Jacksonville, FL, Clear Channel owns WAWS-TV and six radio stations pursuant to a conditional waiver that was subject to the outcome of the TV ownership proceeding. See *Shareholders of Jacor Communications, Inc.*, 14 FCC Rcd 6867 (Mass Med. Bur. 1999) (“*Jacor*”). The Commission has also granted the assignment of WTEV-TV, Jacksonville, to Clear Channel with a condition that Clear Channel close the Cox transaction prior to closing the WTEV-TV assignment. (File No. BALCT-19991116BEF). Clear Channel has submitted a showing to demonstrate that the 2 TV/6 radio combination complies with the revised radio-television cross-ownership rules. However, acquisition of AMFM’s radio stations would cause Clear Channel to exceed the revised radio-television cross-ownership rules. Therefore, assignment of the Cox Stations to trust will also ensure that Clear Channel’s radio-television combination complies with the rules. 47 C.F.R. §73.3555(c).

Second, Clear Channel also filed applications to assign stations to the Trust in markets where Thomas Hicks, who controls AMFM, has an attributable interest in television stations (“Hicks television stations”). Attribution of the Hicks television stations to the merged entity would cause the merged entity to violate the Commission’s radio-television cross-ownership rules in Hartford-New Haven, CT, Cedar Rapids, IA, Grand Rapids-Battle Creek, MI, Dayton, OH, and Toledo, OH. See 47 C.F.R. §73.3555(c). However, the entities that control the Hicks television stations have filed two transfer of control applications to make Hicks’ interest in the television stations non-attributable. Specifically, Ranger Equity Holdings Corp. and its licensee subsidiaries filed an application to transfer control from Ranger Equity Partners, L.P. to Carson/LIN SBS, L.P. and Fojtasek Capital, Ltd. (File Nos. BTCCT-20000121ABB-ACP) and Sunrise Television Corp. filed an application to transfer control from Sunrise Television Partners, L.P. to Smith Broadcasting Partners, L.P (File Nos. BTCCT-20000314AAH-AAV). These transfer of control applications were approved on July 12, 1999. Pursuant to the new ownership structure proposed in the applications, Hicks no longer will have an attributable interest in the following television stations: WISH-TV, Indianapolis, IN, WANE-TV, Fort Wayne, IN, KXAN-TV, Austin, TX, KXAM-TV, Llano, TX, WAPA-TV, San Juan, PR, WAND(TV), Decatur, IL, WLFI-TV, Lafayette, IN, WAVY-TV, Portsmouth, VA, WIVB-TV, Buffalo, NY, WNJX-TV, Mayaguez, PR (application pending to transfer control of the licensee of WNJX-TV from T. Michael Whitney to LIN Television of San Juan, Inc. (File No. BTCCT-19991124ACB), WOOD-TV, Battle Creek, MI, WTNH-TV, New Haven, CT, WEYI-TV, Saginaw, MI, KFYZ-TV, Bismarck, ND, KVLV-TV, Fargo, ND, KQCD-TV, Dickinson, ND, KMOT-TV, Minot, ND, KUMV-TV, Williston, ND, WDTN(TV), Dayton, OH, WUPW(TV), Toledo, OH, WJAC-TV, Johnstown, PA, KRBC-TV, Abilene, TX, KACB-TV, San Angelo, TX, WTOV-TV, Stubenville, OH, and WNAC-TV, Providence, RI. The related trust applications for Clear Channel radio stations will ensure that the merged entity does not violate the radio-television cross-ownership rules and thus, will be implemented in the event that consummation of the granted applications for transfer control of the Hicks television stations has not taken place at the time of the merger. Therefore, approval of the merger will also be conditioned on the closing of the transfer of control applications for the Hicks television stations or the assignment of a sufficient number of radio stations to the Trust to ensure compliance with the Commission’s cross-ownership rules.

Commission's local radio ownership rules and in compliance with DOJ requirements.⁸

III. Framework for Analysis.

7. Under Section 310(d) of the Act, the Commission may grant its consent to the proposed transfers only if it determines that "the public interest, convenience, and necessity will be served thereby." The Commission generally considers whether the proposed transaction would be consistent with the Communications Act and the Commission's rules and, in addition to complying with those rules, whether the transaction would otherwise serve the public interest.⁹ Where broadcast licenses are concerned, the effects of a proposed transaction on the diversity of voices and economic competition in a given market have long been core considerations in determining whether a transaction serves the public interest, convenience, and necessity.¹⁰

8. We address below first the concentration in local radio markets, to which we apply both our local radio ownership rules and, where compliance with such rules does not sufficiently resolve issues as to competitive harm, a further competitive analysis. We note that in this case, the Department of Justice has addressed the competition issues and has required divestitures that resolve the problems identified by the application of our rules and competitive analyses. We look first at the transfer of existing combinations, then at the creation of new combinations, and finally at certain transfers to a trust on an

⁸ Appendix B includes a list of the stations to be divested to third party buyers which currently have applications on file with the Commission. Appendix D includes the applications to assign all of the 122 divestiture stations to the Trust, including the stations that Clear Channel has not yet found buyers for, and stations being divested pursuant to the related transactions described in footnote 7.

⁹ In the cable, common carrier, satellite, and wireless contexts, we have addressed the Commission's obligation to ensure a particular transaction serves the public interest by relying on four general factors: (1) whether the transaction would result in a violation of the Communications Act; (2) whether the transaction would result in a violation of the Commission's rules; (3) whether the transaction would substantially frustrate the Commission's ability to implement or enforce the Communications Act; and (4) whether the merger promises to yield affirmative public interest benefits that could not be achieved without the merger. See e.g., *Applications of MediaOne Group, Inc., Transferor, and AT&T Corp., Transferee, for Consent to Transfer Control of Licenses and Section 214 Authorizations*, CS Docket No. 99-251, FCC 00-202 (rel. June 6, 2000), at ¶ 9; see also *In re Application of GTE Corp., Transferor, and Bell Atlantic Corp., Transferee, for Consent to Transfer Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, CC Docket No. 98-184, FCC 00-221 (rel. June 16, 2000) at ¶ 22; *In re Applications of Ameritech Corp., Transferor, and SBC Communications, Inc., Transferee, for Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Section 214 and 310(d) of the Communications Act and Parts 5, 22, 25, 63, 90, 95, and 101 of the Commission's Rules*, 14 FCC Rcd 14712, 14737 (1999); *In re Applications of Voicestream Wireless Corporation, et al.*, 15 FCC Rcd. 3341, 3346-47 (Feb. 15, 2000); *In the Matter of Lockheed Martin Corporation, et al., Applications for Transfer of Control of COMSAT Corporation, et al.*, File Nos. SAT-T/C-20000323-00078, SAT-STA-20000323-00073, FCC 00-227 (rel. July 31, 2000), at ¶ 15 & n. 34.

¹⁰ For example, the Commission generally performs a competition analysis when a proposed radio merger would result in a single radio group controlling 50 percent or more of the radio advertising revenue in a market, or when the two largest radio groups would account for 70 percent or more of the revenue in a market. See *Great Empire Broadcasting, Inc.* 14 FCC Rcd 11145 (1999).

interim basis. We then turn to the application of our radio-television cross-ownership rule, and finally to other specific issues raised by Roslin and NHPI in petitions to deny.

IV. Local Radio Ownership

A. Existing Combinations

9. The Commission's local radio ownership rules restrict the number of radio stations in the same service and the number of stations overall that may be commonly owned in any given local radio market. A local radio market is defined by the area encompassed by the mutually overlapping principal community contours of the stations proposed to be commonly owned. 47 C.F.R. § 73.3555(a); *see Implementation of Sections 202(a) and 202(b)(1) of the Telecommunications Act of 1996*, 11 FCC Rcd 12368 (1996). Under the rules, as amended by the Telecommunications Act of 1996, in a local radio market with 45 or more commercial radio stations, a single entity may own up to eight commercial radio stations, no more than five of which are in the same service; in a market with 30 to 44 commercial radio stations, one owner may hold up to seven commercial radio stations, no more than four of which are in the same service; in a market with 15 to 29 stations, a single owner may own up to six stations, no more than four of which are in the same service; and in markets with 14 or fewer stations, one owner may hold up to five stations, no more than three of which are in the same service, except that no single entity may control more than 50% of the stations in a market. 47 C.F.R. §73.3555(a)(1). In this section we will address Clear Channel's acquisition of AMFM's stations in areas where Clear Channel currently does not own any stations.

10. Clear Channel is acquiring 94 existing AMFM station groups in local radio markets in the areas listed in n. 3, *supra*, that previously were reviewed and approved by the Commission. Clear Channel has submitted showings to demonstrate that each of these radio combinations continues to comply with the numerical station limits prescribed in the Commission's local radio ownership rules.¹³ Having reviewed these showings, we find that the transfer of control of existing AMFM station groups would comply with the numerical limits prescribed in the Commission's radio ownership rules. Discussed below are three existing station groups which are subject to petitions to deny.

11. Mid-Atlantic, a competitor with stations in the Winchester, VA area, opposes the transfer of AMFM's three station group WUSQ-FM, WNTW(AM), Winchester, VA, and WFQX(FM), Front Royal, VA. In its petition, Mid-Atlantic concedes that the common ownership of these stations complies with the Commission's local radio ownership rules, but nonetheless contends that the proposed transfer is not in the public interest because it will likely have an anti-competitive effect on the local radio market. Mid-Atlantic argues that the market is "a highly concentrated market" as measured by the Herfindahl-Hirshman Index ("HHI") and that the Commission should deny the proposed transfer, or in the alternative, require Clear Channel to divest WUSQ-FM, the station with the highest percentage of advertising revenues and audience share in the market. Mid-Atlantic contends that AMFM's stations control 44.3% of the local radio advertising revenue, of which 38.5% is attributable solely to WUSQ-FM.

¹³ In the following areas where both Clear Channel and AMFM currently own stations, Clear Channel concurrently with the merger is divesting stations or placing the stations in trust, so that it will retain only the AMFM existing combinations: Allentown-Bethlehem, PA, Columbia, SC, Ft. Pierce, FL, Melbourne, FL, San Francisco, CA, and Waco, TX. After divestitures or placing stations in trust, Clear Channel, in the following areas, will retain only the Clear Channel existing combinations: Atlanta, GA, Baltimore, MD, Cincinnati, OH, Cleveland, OH, Denver, CO, Des Moines, IA, Grand Rapids, MI, Harrisburg, PA, Jacksonville, FL, Miami-Ft. Lauderdale-Hollywood, FL, Pensacola, FL, Reading, PA, San Diego, CA, and San Jose, CA.

12. Travis Media, a competitor with stations in the Roanoke-Lynchburg, VA area, opposes the transfer of AMFM's stations WVGW(AM), WJXX(FM), Lynchburg, VA, WGMN(AM), WRDJ(FM), Roanoke, VA, WLDJ(FM), Appomattox, VA, WJLM(FM), Salem, VA, WJJS-FM, Vinton, VA, WROV-FM, Martinsville, VA, and WYYD(FM), Amherst, VA. Travis contends that AMFM's nine stations currently control 52.1% of the local radio advertising revenue, which, it argues, exceeds the Commission's and the DOJ's merger guidelines.¹⁴ Travis also claims that Clear Channel and Mel Wheeler, Inc., the second largest competitor in the market, would have a combined share of 91% of the advertising revenue in the market. Under these conditions, Travis argues it is "almost impossible" for the remaining 19 stations in the Roanoke-Lynchburg BIA/Arbitron metro market to compete and remain viable.

13. Fifth Avenue, a competitor in the Huntington, WV-Ashland, KY area, opposes the transfer of AMFM's stations WIRO(AM), WFXN(FM), Ironton, OH, WTCR(AM), Kenova, WV, WZZW(AM), WAMX(FM), Milton, WV, WKEE(AM), WKEE-FM, WTCR-FM, Huntington, WV, and WBVB(FM), Coal Grove, OH. Fifth Avenue claims that the proposed transfer would be contrary to the public interest because it would have a substantial adverse effect on competition. Fifth Avenue argues that the Commission should deny the proposed transfer, or in the alternative, should require Clear Channel to divest enough radio stations to bring the stations' combined advertising revenue below 40%. Fifth Avenue claims that AMFM's existing radio station group currently controls 66.4% of the advertising revenue in the BIA/Arbitron Huntington, WV-Ashland, KY radio metro.¹⁵ Furthermore, it alleges that AMFM has engaged in anti-competitive behavior, including (1) offering free advertising time on its less profitable stations with the purchase of advertising time on its higher-rated stations; (2) precluding other stations from sponsoring local events by negotiating exclusive rights to sponsor these events; and (3) refusing to sell advertising time to Fifth Avenue on any of its stations.

14. In opposition,¹⁶ Clear Channel does not address any of the specific allegations made by the petitioners. Instead, Clear Channel argues that there is no basis for the petitioners' claims of concentration because Clear Channel's acquisition of these stations are simply transfers of existing station combinations and thus, do not increase the local ownership concentration or advertising revenue in the three relevant BIA/Arbitron markets. Clear Channel also states that the level of the stations' combined revenue share is consistent with levels previously approved in other cases. Therefore, Clear Channel concludes that the transfers of these existing station combinations do not present competitive concerns.

15. In considering issues of radio concentration under our public interest analysis pursuant to Section 310(d) of the Act, the Commission generally looks at the combined advertising revenue share of the proposed station group in the relevant Arbitron radio metro market, as reported in BIA Publications, Inc.'s Media Access Database ("BIA Database"). See *KIXK, Inc.*, 13 FCC Rcd 15685, 15687 (1998). Petitioners concede that the existing AMFM station combinations in the three radio metros comply with the numerical limits of the local radio ownership rules, but nevertheless allege that the proposed transfers are anti-competitive and are contrary to the public interest. The most recent BIA data shows that in the Roanoke-Lynchburg market, AMFM's existing radio group has a combined advertising revenue share of 53.3%; in the Huntington-Ashland market, the existing combination has a combined revenue share of

¹⁴ Not all of these stations have mutually overlapping principal community contours and thus, as the petitioner concedes, the existing combination complies with the Commission's local radio ownership rules.

¹⁵ See n. 12.

¹⁶ Clear Channel and AMFM jointly filed three separate oppositions to the petitions to deny. However, because the oppositions are virtually identical, we will treat them collectively.

67.8%;¹⁷ and in the Winchester market, the existing group has a combined revenue share of 41.1%. While the current levels of concentration in each of these markets is not insignificant, the proposed transfers do not increase the combined advertising revenue shares of these existing groups or result in increased levels of ownership concentration.¹⁸ See e.g. *Jacor*, 14 FCC Rcd at 6867 (transfer of an existing radio station combination does not increase ownership concentration or raise a substantial and material question of fact as to the effect of the proposed transfer on competition and diversity). Under these circumstances and based on our independent review of the record, we find that the petitions fail to raise a substantial and material question of fact to warrant further inquiry as to the effect of the transfer of these existing combinations on competition and diversity in the relevant markets. We find, therefore, that Clear Channel's acquisition of AMFM's existing station groups in Winchester, VA, Roanoke-Lynchburg, VA, and Huntington, WV-Ashland, KY would be consistent with the public interest.¹⁹

B. New Radio Combinations

16. In addition to transferring existing combinations, the merger will also create 89 new radio station groups in the following 37 areas where both AMFM and Clear Channel currently control radio stations.²⁰ In these areas, Clear Channel's acquisition of AMFM stations would cause Clear Channel to exceed the numerical limits of the local radio ownership rules in Albany, NY, Allentown, PA, Austin, TX, Biloxi-Pascagoula, MS, Cedar Rapids, IA, Cincinnati, OH, Cleveland, OH, Columbia, SC, Dallas-Fort Worth, TX, Daytona Beach, FL, Denver-Boulder, CO, Des Moines, IA, Ft. Pierce, FL, Grand Rapids, MI, Greensboro, NC, Greenville, SC, Harrisburg, PA, Houston, TX, Jackson, MS, Jacksonville, FL, Los Angeles, CA, Miami, FL, Melbourne, FL, New Haven, CT, Orlando, FL, Pensacola, FL, Phoenix, AZ, Providence, RI, Raleigh-Durham, NC, Richmond, VA, San Diego, CA, San Francisco, CA, San Jose, CA, Shreveport, LA, Springfield, MA, Stamford-Norwalk, CT, and Waco, TX.

17. With respect to the competitive impacts of the proposed transactions, we note first that DOJ has reviewed the merger and will require AMFM and Clear Channel to divest stations in Allentown, PA, Cincinnati, OH, Cleveland, OH, Columbia, SC, Denver, CO, Ft. Pierce, FL, Grand Rapids, MI, Harrisburg, PA, Jackson, MS, Pensacola, FL, San Diego, CA, Albany, NY, Austin, TX, Cedar Rapids,

¹⁷ AMFM also has an LMA for station WHRD(AM), Huntington, WV. Although WHRD(AM) is reported in the Huntington, WV-Ashland, KY BIA/Arbitron radio metro, the station receives less than the threshold level of revenue required to receive a reportable share.

¹⁸ Mid-Atlantic's argument concerning market concentration based upon HHI is misplaced. The HHI measures relative market concentration and is used to evaluate the change in concentration that results from a proposed merger. See U.S. Department of Justice and the Federal Trade Commission, *Horizontal Merger Guidelines* (Issued Apr. 2, 1992, rev. Apr. 8, 1997). Because Clear Channel proposes to acquire AMFM's existing combination of radio stations, there is no "merger" of AMFM and Clear Channel stations in Winchester. Therefore, there is no change or increase in concentration to be measured by the HHI.

¹⁹ Fifth Avenue's allegations concerning AMFM's advertising practices are insufficient to warrant further inquiry. Fifth Avenue fails to provide specific evidence or information to support a finding that sponsorship decisions for local fairs and charity events or AMFM's format changes are based upon anti-competitive conduct. Nothing in the record suggests that the conduct Fifth Avenue challenges has been found to violate the antitrust laws. Such unsupported and unadjudicated allegations of specific business practices by AMFM, or such future actions of Clear Channel do not warrant further Commission inquiry. See *Louis C. DeArias, Receiver*, 11 FCC Rcd 3662, 3666 (1996).

²⁰ For a complete list of areas where both Clear Channel and AMFM currently own stations, see n. 4, *supra*.

IA, Des Moines, IA, Greensboro, NC, Greenville-Spartanburg, SC, Houston, TX, Orlando, FL, Phoenix, AZ, Providence, RI, Raleigh-Durham, NC, Richmond, VA, Springfield, MA, Shreveport, LA, Jacksonville, FL and New Haven, CT. In order to satisfy their agreement with DOJ, Clear Channel and AMFM will make divestitures, which, once accomplished would resolve the Department's competitive concerns.²¹ In most of the above-referenced markets, Clear Channel and AMFM have committed to divesting certain stations pursuant to a "fix-it-first" approach in which they will divest the stations before consummating the merger. DOJ will then include in a proposed consent decree any stations for which Clear Channel has not found buyers approved by DOJ, including stations in Denver, Pensacola, and Harrisburg, as well as any other stations for which DOJ has approved buyers but for which divestitures have not been consummated. DOJ will authorize Clear Channel to consummate the merger only after the consent decree has been agreed to by the Department and filed with the court.

18. Clear Channel filed applications to sell stations to third parties concurrently with the merger in all of the areas which Clear Channel and AMFM must divest stations to come into compliance with the Commission's rules and DOJ requirements, except three-- Denver-Boulder, CO, Harrisburg, PA, and Pensacola, FL -- where Clear Channel has not yet secured third party buyers acceptable to DOJ. Taking into account divestitures to third parties, or to the Trust, Clear Channel has submitted showings to demonstrate compliance with the Commission's local radio ownership rules. Based on these showings, we find that Clear Channel's proposed acquisition of AMFM stations would comply with the numerical limits of the local radio ownership rules.

19. After taking into consideration the stations Clear Channel and AMFM are divesting to comply with the Commission's local radio ownership rules and DOJ's requirements, the aggregation of Clear Channel and AMFM's radio stations triggers the Commission's "50/70" screening mechanism to identify those transactions that raise potential competition concerns in four markets - Cedar Rapids, IA; Providence, RI; Richmond, VA; and Springfield, MA. In addition, in exchange for some of the divestiture stations that are being sold to third party buyers, Clear Channel is buying stations from one of those parties in Akron, OH to create a new combination, which also triggers our screen. In Cedar Rapids, Clear Channel would control 42.1% of the advertising revenue in the market, and the combination of Clear Channel's 42.1% with the second largest radio group in the market would result in a combined advertising revenue share of 80.8%. In Providence, Clear Channel would control 39% of the advertising revenue, and the combination of Clear Channel's 39% with the second largest radio group in the market would result in a combined advertising revenue share of 71.6%. In Richmond, Clear Channel would control 41.6% of the advertising revenue, and the combination of Clear Channel's 41.6% with the second largest radio group in the market would result in a combined advertising revenue share of 70.5%. In Springfield, Clear Channel would control 39.4% of the advertising revenue, and the combination of Clear Channel's 39.4% with the second largest radio group in the market would result in a combined advertising revenue share of 73.5%. In Akron, Clear Channel would control 30% of the advertising revenue, and the combination of Clear Channel's 30% with the largest radio group in the market would result in a combined advertising revenue share of 82.6%.

²¹ We note that the filings by Clear Channel and AMFM indicate that they will be divesting a number of stations to address DOJ's competitive concerns that they would not have been required to divest to comply with the numerical station limits imposed by the local radio ownership rules. For example, in Grand Rapids, MI, the merged entity is divesting three FM and one AM stations, leaving it with two FM and four AM stations, while the ownership rules would allow the merged entity to own up to 8 stations. Similarly, in Allentown, PA, the merged entity is divesting one AM and one FM station, leaving it with two AM and two FM stations, while the ownership rules would allow the merged entity to own up to 7 stations.

20. Our competitive analysis for each of these five markets includes consideration of post-merger market structure, revenue shares, market conduct, and other factors affecting post-merger competition. The Department of Justice has assessed the competitive effects of the instant transaction, including the divestiture of stations to third parties, and prescribed remedies and divestitures that it believes will fully address the competitive concerns raised by the proposed merger. The Commission considers DOJ's determinations in this regard to be highly relevant and probative evidence concerning the competitive effects of a merger. *See Jacor*, 14 FCC Rcd at 6879. DOJ's specific assessment in this case, taken together with our independent economic analysis and the conditions which we will impose to ensure compliance with the local radio ownership rules, persuade us that the proposed merger meets the public interest standard as interpreted in our prior cases.²²

21. The proposed divestitures will in turn create new radio station groups in 17 areas and 3 new television-radio station combinations. Based upon the parties' submitted showings, all of these new combinations comply with the Commission's local radio ownership and radio-television cross-ownership rules.²³ The proposed third party assignees of the stations to be divested also have demonstrated their qualifications to acquire the stations. Several of these buyers are acquiring stations in areas where they currently own stations, thereby creating new radio station combinations. Of those markets where new combinations are created, five markets trigger the Commission's screening mechanism to identify transactions that possibly raise competitive concerns. Specifically, CBS is acquiring stations in Cincinnati and Cleveland, Cox is buying stations in Richmond, Saga Communications is buying stations in Springfield, MA, and Two Rivers Broadcasting is buying stations in Des Moines. All of these buyers currently own stations in the relevant areas. In Cincinnati, CBS would control 28.5% of the advertising revenue, and the combination of CBS's 28.5% with Clear Channel, the largest radio group in the market, would result in a combined advertising revenue share of 77.5%. In Cleveland, CBS would control 30.9% of the advertising revenue, and the combination of CBS's 30.9% with Clear Channel, the largest radio group in the market, would result in a combined advertising revenue share of 74.6%. In Des Moines, Two Rivers would control 30.9% of the advertising revenue, and the combination of Two Rivers's 30.9% with Clear Channel, the largest radio group in the market, would result in a combined advertising revenue share of 71.9%. In Richmond, Cox would control 28.9% of the advertising revenue, and the combination of Cox's 28.9% with Clear Channel, the largest radio group in the market would result in a combined advertising revenue share of 70.5%. In Springfield, MA, Saga would control 34.1% of the advertising revenue, and the combination of Saga's 34.1% with Clear Channel, the largest radio group in the market would result in a combined advertising revenue share of 73.5%. The foregoing competitive analysis of the proposed acquisitions demonstrates that none of the transactions reviewed pose disqualifying market concentrations under our existing rules and cases. The record as a whole reveals no other circumstances to warrant further inquiry with respect to the acquisition of stations by the third party assignees.²⁴

²² See, e.g., *NewCity Communications, Inc.*, 12 FCC Rcd 3929, 3954-55 (1997).

²³ The divestiture applications will create new radio combinations in the following areas: Albany, NY (Regent), Cincinnati, OH (Blue Chip, Salem, and CBS/Viacom), Cleveland, OH (CBS/Viacom/Salem/Radio One), Dallas, TX (Salem), Denver, CO (Salem), Des Moines, IA (Two Rivers), Greensboro, NC (CBS/Viacom), Greenville, SC (Two Rivers), Houston, TX (El Dorado and Cox), Los Angeles, CA (Salem), Richmond, VA (Cox), and Springfield, MA (Saga). Principals of Entravision will have 2 new radio-television combinations in Los Angeles and CBS/Viacom will have one new radio-television combination in Denver. The parties have submitted showings to demonstrate that the new radio-television combinations comply with our rules.

²⁴ Clear Channel is acquiring existing combinations from buyers in exchange for divestiture stations in Eau Claire, WI, Mansfield, OH, McAllen-Brownsville-Harlingen, TX, and Salisbury-Ocean City, MD. In addition, in Akron, OH, Ann Arbor, MI, and Chattanooga, TN, Clear Channel is also buying stations from third parties to create new (continued....)

C. Trust Applications

22. We now consider the trust applications filed in connection with the merger. Because Clear Channel has not yet secured third party buyers acceptable to DOJ in Denver-Boulder, Harrisburg, and Pensacola, and because it may not be possible to consummate all other third party divestitures prior to or concurrently with the merger, Clear Channel has filed trust applications to assign stations to an insulated divestiture trust-- the CCU/AMFM Trust I, Charles E. Giddens, Trustee-- concurrently with the merger.²⁵ Therefore, approval of the trust applications facilitates the merger by permitting Clear Channel to assign a sufficient number of stations to the Trust to come into compliance with the radio ownership limitations.

23. Pursuant to the terms of the trust agreement, the trustee, Mr. Charles E. Giddens, will be charged with consummating the sale of the stations to any party who has entered into a contract by the date of the merger, and if no contract is in place, with securing and completing the sale to a qualified buyer. In seeking potential buyers, Mr. Giddens is bound by the terms and conditions of the merging entities' agreement with DOJ, including the terms of the prospective consent decree. Clear Channel has submitted showings to demonstrate that Giddens' control of all of the stations to be held in trust would comply with the local radio ownership rules.

24. The Commission previously has approved the use of properly insulated trust arrangements as a legitimate means to avoid attribution of a broadcast interest under the Commission's multiple ownership rules. *See Attribution of Ownership Interests*, 97 FCC 2d 997, 1023-24 (1984) (subsequent history omitted). Thus, "trusts are occasionally established specifically to effect compliance with the Commission's rules for holdings which would violate the rules if held outright." *Id.* *See e.g. Stockholders of Infinity Corp.*, 12 FCC Rcd 5012, 5040-41 (1996) ("*Infinity*"), *see also Viacom Inc.*, 9 FCC Rcd 1577, 1578 (1994). Under the Commission's attribution criteria, the ownership interests of grantors or beneficiaries will not be attributable to them if they are sufficiently insulated to prevent the exercise of control or influence over the trustee. We have reviewed the trust agreement and find that it conforms in all respects with the *Attribution* insulation standards. The trust instrument clearly states that there will be no communications with the trustee regarding the management or operation of the stations subject to the trusts. In addition, Clear Channel and the trustee have represented that the trustee is an independent individual with no familial or business relationships with Clear Channel. Therefore, we are satisfied that the trust ensures that control of the stations rests with, and must be exercised solely by, the designated trustee.

25. The Commission previously has indicated that, although trust arrangements may be effective in avoiding the influence which would trigger attribution and our concern for diversity, their use does not necessarily alleviate competitive concerns because such insulated trusts permit a station owner to hold attributable interests in the maximum number of overall and/or same service stations at the same time that it holds beneficial interests in additional stations through trust. *See Infinity*, 12 FCC Rcd at 5041. However, our concerns are mitigated here because temporary, disposition trust arrangements are proposed, and the stations held in trust, including stations subject to divestiture under the agreement with DOJ, will be sold.

(Continued from previous page) _____
radio station combinations. Clear Channel has submitted showings to demonstrate that each of these radio combinations comply with the Commission's local radio ownership rules. We have reviewed these showings and find that the assignment of these stations comply with the Commission's rules and further, our competitive analysis concludes that the transactions do not raise serious competitive concerns.

²⁵ See Appendix D for a complete list of the divestiture applications.

26. The number of stations that AMFM and Clear Channel seek authority to place in trust has the potential to raise additional concerns. Given that trusts' limited purpose of "effect[ing] compliance with the Commission's rules for holdings which would violate the rules if held outright[.]" as well as their "potential for abuse," *Attribution*, 97 FCC 2d at 1023-24, it follows that insulated trust arrangements such as those proposed here should be employed only where necessary, and then to as limited an extent as possible. DOJ also has required divestitures in most of the areas where new combinations would violate the local radio ownership rules. Specifically, DOJ requires divestitures in 27 of the 37 areas where the merger also requires divestitures in order to comply with the numerical limits of the radio ownership rules. Moreover, if any of the stations covered by the DOJ agreement are placed in trust because approved third party buyers do not consummate divestitures, DOJ will include those stations in its consent decree. The consent decree will serve as an additional mechanism to ensure that the Trust is short-term and that the stations will be ultimately sold to third party buyers. Therefore, based on the totality of circumstances here, including the scale of the proposed merger, the merging entities' showings of the need for the proposed trust mechanisms, and the merging entities' agreement with DOJ, we are persuaded that approval of the trust applications is appropriate for the limited purpose of facilitating this transaction.

27. Moreover, to ensure that the proposed trust is short term, we have limited our approval to a period of up to six months. We note that this limited period is consistent with our prior decisions approving trust arrangements in complex merger transactions. *See e.g. Jacor*, 14 FCC Rcd at 6893. Any request to extend the temporary period should be filed at least 45 days prior to the end of the period and will be closely scrutinized. In addition, for stations subject to the agreement with DOJ, any extension request will require the Department's prior consent.

V. Radio-Television Cross-Ownership

28. The Commission relaxed the radio-television cross-ownership rules to permit same market joint ownership of radio and television facilities up to a level that permits broadcasters and the public to realize the benefits of common ownership while not undermining the Commission's competition and diversity concerns. *Review of the Commission's Regulations Governing Television Broadcasting, Television Satellite Stations*, 14 FCC Rcd 12903, 12947 (1999) (*recon. pending*) ("*Television Ownership Order*"). Under the newly adopted rules, a party may own one television station (or two television stations provided it is permitted under our revised duopoly rule or television LMA grandfathering policy) and up to six radio stations in any market where at least 20 independently owned media voices remain in the market.²⁶ In those markets where an entity may own a combination of two television and six radio stations, in the alternative, it may own a combination of one television and seven radio stations. Second, a party may own one television station (or two television stations provided it is permitted under our duopoly rule or the television LMA grandfathering policy) and up to four radio stations in any market where at least ten independently owned media voices remain in the market. Third, a party may own one television station (or two television stations provided it is permissible under our duopoly rules or television LMA grandfathering policy) and one radio station regardless of the number of independent voices remaining in the market. In accordance with the *Television Ownership Order*, where a merger involves stations in

²⁶ Under the revised television duopoly rules, an entity may control two television stations in the same DMA, if eight independently owned and operating commercial and noncommercial television stations will remain in the DMA post-merger, and at least one of the stations is not among the top four-ranked stations in the market. 47 C.F.R. § 73.3555(b)-(c). As explained below, the merging entities have submitted showings to demonstrate that the proposed combinations comply with the television duopoly rules.

different radio metro markets, the voice count requirement must be satisfied in each of the radio metro markets to qualify under the voice count criteria. Clear Channel has submitted showings in markets where the merger would create new radio-television combinations.²⁷ Specifically, the merger will result in Clear Channel owning new radio-television combinations in Minneapolis, MN; Albany, NY; Providence, RI; Wichita, KS; Tucson, AZ; and Jackson, TN.²⁸ Each of the markets is discussed below.

29. In both Minneapolis, MN and Albany, NY, Clear Channel will own a combination of 1 TV/7 radio stations. In Minneapolis, Clear Channel owns television station WFTC-TV, Minneapolis, MN, and is acquiring the following radio stations from AMFM, KTCZ(FM), WLOL(FM), KFXN(AM), KFAN(AM), Minneapolis, MN, KDWB(FM), Richfield, MN, KEEY(FM), St. Paul, MN, and KQQL(FM), Anoka, MN. Clear Channel also owns satellite station KFTC(TV). In Albany, Clear Channel owns television station WXXA-TV and radio stations WHRL(FM), Albany, NY, WGY(AM), WRVE(FM), Schenectady, NY, and WXCR(FM), Ballston Springs, NY, and is acquiring AMFM's radio stations, WPYX(FM), Albany, NY, WTRY(AM), Troy, NY and WTRY-FM, Rotterdam, NY.²⁹ In order to own a 1 TV/7 radio station combination at least 20 independently owned media voices must remain in the market post-merger, eight of which must be independently owned and operating television stations within the relevant television DMA.³⁰

30. In Providence, RI, Wichita, KS, and Tucson, AZ, Clear Channel will own combinations of 1 TV/4 radio stations. In Providence, Clear Channel owns television station WPRI(TV), Providence, RI, and radio stations WWBB(FM), Providence, RI, and WWRX-FM, Westerly, RI is acquiring AMFM's radio stations, WHJJ(AM), WHJY(FM), Providence, RI, and WSNE(FM), Taunton, MA. Concurrently with the merger, Clear Channel proposes to sell WWRX-FM to a third party. Clear Channel also provides programming for WNAC-TV, Providence, RI pursuant to an LMA entered into prior to November 5, 1996. In Wichita, Clear Channel owns television station KSAS-TV, Wichita, KS and is acquiring

²⁷ As explained in n. 8, *supra*, the Commission has approved applications to transfer control of television licensee entities in which Thomas Hicks has an attributable interest. If consummation of those related transfer of control applications does not take place prior to the merger, the merged entity would violate the radio-television cross-ownership rule in four television markets. Therefore, Clear Channel has filed applications to place sufficient radio stations in trust to avoid such a rule conflict. For the reasons set forth in ¶¶ 21-22, *supra*, we will approve the transfer of these stations to the Trust for a limited six-month period, subject to the same provisions concerning extension.

²⁸ In Cincinnati and Harrisburg, the Commission granted Clear Channel conditional waivers to own 1 TV/8 radio station combinations, subject to the outcome of the TV ownership proceeding. *See J. Albert Dame*, DA 99-1188 (Mass Med. Bur. 1999); *Jacor*, 14 FCC Rcd at 6867. Because these radio-television combinations do not comply with the revised cross-ownership rules, pursuant to the Commission's decision in the *Television Ownership Order*, the waivers will be extended subject to the outcome of the Commission's 2004 Biennial Review. 14 FCC Rcd at 12957-58. Acquisition of AMFM's radio stations would cause Clear Channel to exceed the radio-television combinations authorized under the conditional waivers that are now subject to the outcome of the 2004 Biennial Review. As explained above, however, DOJ will require the divestiture AMFM's radio stations in these markets. In Cincinnati, DOJ has approved the buyers proposed for these AMFM stations, but in Harrisburg, Clear Channel has not identified buyers acceptable to DOJ. In any event, Clear Channel has filed applications to place sufficient radio stations in trust so that the radio-television combinations in these markets will not be expanded.

²⁹ In Albany, AMFM and Clear Channel concurrently with the merger are divesting the following stations to third parties WQBJ(FM), Cobleskill, NY, WTMM(AM), WQBK-FM Rennselaer, NY, WGNA(AM), WGNA-FM, Albany, NY and WABT(FM), Mechanicville, NY or placing these stations in trust.

³⁰ *See Television Ownership Order*, 14 FCC Rcd at 12950.

AMFM's radio stations KRBB(FM), KKRD(FM), Wichita, KS, KRZZ-FM, Derby, KS, and KZSN(FM), Hutchinson, KS. In addition, Clear Channel owns two satellite television stations, KAAS-TV, Salina, KS and KBDK(TV), Hoisington, KS and provides programming for KSCC(TV), Hutchinson, KS pursuant to an LMA entered into prior to November 5, 1996. In order to own combinations of 1 TV/4 radio stations at least 10 independently owned media voices must remain in the market post-merger. In Tucson, Clear Channel owns television station KTTU-TV, Tucson, AZ and is acquiring AMFM's radio stations KCEE(AM), KNST(AM), KRQQ(FM), and KWFM-FM, Tucson, AZ.

31. In Jackson, TN, Clear Channel will own a combination of 1 TV/3 radio stations. Clear Channel currently owns television station WMTU(TV) Jackson, TN and is acquiring AMFM's radio stations WTJS(AM), WTNV(FM), Jackson, TN, and WYNU(FM), Milan, TN. In order to own a combination of 1 TV/3 radio stations at least 10 independently owned media voices must remain in the market post-merger.

32. Our independent review of Clear Channel's showings indicates that Clear Channel will be in compliance with the radio-television cross-ownership rules in Minneapolis, Providence, Wichita, Tucson, and Jackson.³¹ Therefore, we find that the proposed station combinations in those markets will comply with the radio-television cross-ownership rule post-merger.

33. In Albany, the Commission originally granted Clear Channel a conditional waiver subject to the outcome of the Commission's television ownership proceeding to own a 1 TV/7 radio station combination- WXXA-TV, WHRL(FM), WXCR(FM), WQBJ(FM), WTMM(AM), WQBK-FM, WGY(AM), and WRVE(FM). *See J. Albert Dame*. In connection with this merger, Clear Channel is selling three stations it currently owns, WQBJ(FM), WTMM(AM), and WQBK-FM to a third party and is substituting three of AMFM's stations in their place, WPYX(FM), WTRY(AM) and WTRY-FM. Therefore, Clear Channel is retaining the same number of stations overall and in each service that the Commission previously approved. We have reviewed the new 1 TV/7 radio combination to determine whether the substitution of stations has any effect on competition and find that it is consistent with Commission precedent. *See e.g. Triathlon Broadcasting of Little Rock Licensee, Inc.*, 12 FCC Rcd 13907 (Mass Med. Bur. 1997). However, Clear Channel's showing demonstrates that the 1 TV/7 radio station combination does not comply with the Commission's revised radio-television cross ownership rules. In the *Television Ownership Order*, the Commission decided to extend conditional waivers that do not comply with the new rules until the conclusion of our biennial review in 2004. *See Television Ownership Order*, 14 FCC Rcd at 12957-58. Accordingly, Clear Channel's conditional waiver in Albany is extended until 2004.³²

VI. Petitions to Deny

A. Roslin

³¹ We stated in the *Television Ownership Order* that LMAs entered into prior to November 5, 1996 that do not comply with the new duopoly rule would be grandfathered until the conclusion of the Commission's 2004 biennial review. Therefore, Clear Channel's LMAs for stations WNAC-TV and KSAS-TV have grandfathered status under the revised television duopoly rule. 14 FCC Rcd at 12961. In addition, the Commission's television satellite stations do not count toward the ownership limits for the television duopoly rule. *Id.*, at 12943.

³² In 2004, the Commission will review all conditional waivers on a case-by-case basis as part of its biennial review and determine the appropriate treatment of the waivers beyond that point in time. *Television Ownership Order* 14 FCC Rcd at 12957.

34. Roslin, a national spot radio representation firm representing more than 200 radio stations nationwide, filed a petition to deny with regard to AMFM's subsidiary, Katz Media Group, a firm which also sells national spot advertising for radio stations. National spot advertising representation firms ("rep firms") bring together national advertisers who want to buy commercial time in selected markets and the individual stations in those markets. Roslin argues that Katz should terminate its representation of stations that the merged entity is divesting and with any other unaffiliated stations in markets where Clear Channel's ownership of those stations would violate the multiple ownership rules. Roslin argues that Clear Channel, through Katz, would have the means to control the operations and programming decisions of divested or unaffiliated stations. Such control, Roslin argues would not only thwart the Commission's multiple ownership rules, but, also would enable Clear Channel to manipulate the national spot advertising market and raise advertising rates. Finally, Roslin claims that Katz will favor Clear Channel's stations to the economic detriment of the divested and unaffiliated stations.

35. In its Opposition, Clear Channel asserts that Roslin cannot demonstrate that it is a party-in-interest with standing to file a petition to deny the merger. Clear Channel maintains that Roslin's challenge involves Clear Channel's acquisition of Katz as a separate aspect of its merger with AMFM that is not implicated by the transfer of control applications before the Commission. Clear Channel asserts that Roslin's request- that the Commission condition its approval of the merger on Clear Channel's termination of Katz representation contracts with divested and unaffiliated stations- requires the Commission to apply a policy that has been long abandoned. Clear Channel points out that prohibitions against "representation of a station by a sales representative owned wholly or partially by the licensee of a competing station in the same community or service area," pursuant to the *Golden West* policy, were expressly abolished in 1981. Clear Channel also cites to the recent *Attribution Order*,³³ in which the Commission eliminated all other remaining aspects of the cross-interest policy.

36. As an initial matter, we reject Clear Channel's argument that Roslin lacks standing. See *FCC v. Sanders Bros. Radio Station*, 309 U.S. 470, 477 (1940). The Commission's former cross-interest policy initially "...prohibit[ed] a national or regional sales representative company that was wholly or partially owned by a licensee of a broadcast station from representing and soliciting advertising for competing stations in the same service area."³⁴ This policy, known as the *Golden West* policy, was originally based upon the potential for the licensee/owner of a sales representation firm to impair competition by either price fixing in the sale of advertising time, or by using the rep firm to place the station it did not own at a competitive disadvantage.

37. However, this aspect of the cross-interest policy was later eliminated, because the Commission determined that the operation of market forces and remedies available under the antitrust statutes were sufficient to deter the anti-competitive practices that the *Golden West* policy was intended to address.³⁵ Moreover, for the same reasons, the Commission also later revised its former cross-interest policy to eliminate any remaining restrictions on advertising agency representative relationships and sales

³³ *Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, 14 FCC Rcd 12559 (1999) recon. pending ("Attribution Order").

³⁴ See *Golden West Broadcasters*, 16 FCC 2d 918 (1969). The cross-interest policy generally prohibited a party from holding an attributable interest in one media outlet while it holds a meaningful interest in another media outlet in the same market. See *Policy Statement* in MM Docket No. 87-154, 4 FCC Rcd 2209 (1989) ("Cross-Interest Policy Statement").

³⁵ See *In the Matter of Representation of Stations by Representatives Owned by Competing Stations in the Same Area*, 87 FCC 2d 668 (1981) ("Report & Order").

representative relationships. And, as Clear Channel points out, the Commission's 1999 *Attribution Order* deleted the three remaining aspects of the cross-interest policy involving key employee relationships, non-attributable equity interests and joint venture agreements.³⁶

38. We have considered Roslin's petition and find that it does not raise a substantial and material question of fact to warrant further inquiry. First, Roslin fails to present evidence that there has been any adjudicated conduct by AMFM or Katz in violation of the antitrust statutes with respect to national spot advertising. As explained *infra*, the Commission relies on enforcement of antitrust statutes to address anti-competitive practices that may occur based on relationships between Commission licensees and advertising representative firms. Second, Roslin also has failed to articulate any specific future anti-competitive business practices of Clear Channel, or that Clear Channel could, or would, likely engage in such practices based on its control of Katz.³⁷ Roslin's bare allegation that Clear Channel could, or would act in an anti-competitive manner in the future is purely speculative and unsupported, and thus is inadequate to establish the requisite injury.

B. NHPI

39. National Hispanic Policy Institute ("NHPI") is an organization created to address issues that relate to the Hispanic American population and to devise policies to advance the interests of that population.³⁸ In its petition, NHPI argues that Clear Channel's 28.7% non-voting ownership interest in HBC gives Clear Channel *de facto* control of HBC and thus, HBC's broadcast interests should be attributable to Clear Channel in determining Clear Channel's compliance with the Commission's local radio ownership rules. NHPI argues that attribution of HBC's broadcast interests to Clear Channel results in violation of the radio ownership numerical limits in several areas; thus, NHPI claims that Clear Channel should be required to spin off additional radio stations in these local radio markets to come into compliance with the radio ownership limits. In addition, NHPI claims that the merger itself is anti-competitive and that it will be detrimental to Hispanic American broadcasters.

40. NHPI claims that certain rights and powers of Clear Channel, as set forth in HBC's corporate documents, give Clear Channel substantial control over HBC. Specifically, Clear Channel's prior approval is required before HBC takes several actions: (1) the sale or transfer of all or substantially all of HBC's assets or the merger with another entity whereby HBC shareholders would not own at least 50% of the capital stock of the surviving entity; (2) the issuance of shares of preferred stock; (3) an amendment to the certificate of incorporation if it would adversely affect the rights of Class B shareholders; (4) the declaration or payment of non-cash dividends or distributions; and (5) any amendment to the articles of incorporation concerning the corporation's capital stock. NHPI argues that based on these rights, Clear

³⁶ *Attribution Order* at 12609.

³⁷ Stations not owned by Clear Channel are likely to be aware of Clear Channel's ownership of Katz, and those stations would have the ability to limit the information disclosed to Katz, and further, can seek representation elsewhere.

³⁸ See *Declaration of Efrain Gonzales, Jr.*, President of the National Hispanic Policy Institute. We disagree with Clear Channel's position that NHPI has not sufficiently demonstrated standing to file a formal petition to deny in this proceeding under 47 C.F.R. §309(d). See *e.g. Chet-5 Broadcasting, L.P.*, 14 FCC Rcd 13041 (1999) (the Commission will accord party-in-interest status to a petitioner who demonstrates either residence in the station's service area or that the petitioner listens to or views the station regularly, and that such listening or viewing is not the result of transient contacts with the station).

Channel controls core licensee decisions and the operations of HBC's radio stations.

41. Clear Channel disputes these allegations and contends that under the Commission's equity debt plus rule ("EDP"), its non-voting stock interest is non-attributable. In addition, Clear Channel states that its stockholder rights do not constitute *de facto* control of HBC. To the contrary, it states that the Commission has approved these types of rights and protections for non-attributable stockholders in previous cases.

42. Under the Commission's attribution rules and case precedent, we find no substantial and material question of fact sufficient to warrant further inquiry with respect to attribution of Clear Channel's interest in HBC or with respect to *de facto* control. First, Clear Channel's non-voting interest in HBC is non-attributable under the Commission's multiple ownership rules. *See* 47 C.F.R. §73.3555, n.2(f) (holders of non-voting stock shall not be attributed an interest in the issuing entity). Clear Channel holds only Class B non-voting stock which is convertible to Class A voting stock only upon prior consent from the Commission. In addition, under the Commission's newly adopted EDP rule, in markets where Clear Channel is a same-market media entity, its ownership interest in HBC is also non-attributable. Under EDP, when an investor either (1) supplies over 15% of a station's total weekly broadcast programming hours, or (2) is a same-market media entity subject to the broadcast multiple ownership rules, its interest in a licensee or other media entity in that market will be attributable if that interest, aggregating both debt and equity holdings, exceeds 33% of the total asset value of the licensee or media entity.³⁹ Therefore, in markets where both Clear Channel and HBC own stations, Clear Channel's non-voting interest would be attributable only if its ownership exceeds 33%. Clear Channel has demonstrated that its non-voting stock interest is less than the 33% threshold necessary to trigger attribution under EDP. NHPI has presented no evidence to demonstrate that Clear Channel's interest exceeds 33%.

43. NHPI also claims that the relationship between Clear Channel and HBC confers *de facto* control of HBC to Clear Channel. We find that NHPI has failed to provide sufficient evidence to raise a substantial and material question of fact as to whether Clear Channel controls or influences HBC's operations of its radio stations. Simply put, the specific corporate matters requiring Clear Channel's prior consent do not rise to the level of *de facto* control.⁴⁰ The Commission has previously held that such "fundamental matters" are permissible investor protections that neither restrict a corporation's discretion or rise to the level of attributable influence.⁴¹ Clear Channel does not possess any participatory rights in HBC or its broadcast holdings. Nor does NHPI submit any evidence of conduct to suggest that Clear Channel exercises *de facto* control of HBC.

³⁹ In setting the threshold at 33%, the Commission's goal was not only to attribute interests with potential to control, but also those with a realistic potential to exert significant influence. *See Review of the Commission's Regulations Governing Attribution of Broadcast and Cable/MDS Interests*, 14 FCC Rcd 12559, 12590 (1999). Previously, the Commission used a 33% benchmark in the context of cross-interest policy and television duopoly rules. *See Cleveland Television Corp.*, 91 FCC 2d 1129 (Rev. Bd. 1982), *rev. denied*, FCC 83-235 (1983), *aff'd*, *Cleveland Television Corp. v. FCC*, 732 F.2d 962 (D.C. Cir. 1984); *Roy M. Speer*, 11 FCC Rcd 18393 (1996), *on recon.*, 13 FCC Rcd 19911 (1998).

⁴⁰ The Commission staff previously reviewed the relationship between Clear Channel and HBC, and approved the transfer of control of HBC from a wholly owned subsidiary of Clear Channel to The Tichenor Family Voting Agreement Shareholders. *See* letter from Stuart B. Bedell, Ass't Chief, Audio Services Division, Mass Media Bureau to Roy Russo, Esq., *et. al.*, dated Jan. 13, 1997 (1800B-IB). The application disclosed that Clear Channel would have a non-attributable interest in HBC.

⁴¹ *Roy M. Speer*, 11 FCC Rcd 14147, 14155 (1996); *Request of MCI Communications Corp.*, 9 FCC Rcd 3960 (1994); *News Int'l PLC*, 97 FCC 2d 349 (1984).

44. Finally, NHPI failed to make any specific allegations to support its claim that the merger would be anti-competitive and detrimental to Hispanic American broadcasters. NHPI does not provide sufficient details to support this allegation. This argument is purely speculative and unsupported by any evidence. In sum, we find no substantial and material question of fact that warrants further inquiry into the relationship between Clear Channel and HBC.

VII. Conclusion

45. We have reviewed the proposed merger, the related pleadings and comments and find that the applicants are fully qualified and that grant of the transfer of control of AMFM, Inc. to Clear Channel Communications, Inc., subject to the conditions set forth herein, will serve the public interest. Likewise, we find that the divestiture applicants and the trustee are fully qualified and we will grant the divestiture applications and the trust applications, subject to the conditions set forth herein.

VIII. Administrative Matters

46. ACCORDINGLY, IT IS ORDERED, That the petitions to deny filed by Mid Atlantic Network, Inc. Fifth Avenue Broadcasting Co., Inc., Travis Media, LLC, Roslin Radio Sales, Inc., and National Hispanic Policy Institute ARE DENIED.

47. IT IS FURTHER ORDERED, That the transfer of control of AMFM, Inc. to Clear Channel Communications, Inc. (File Nos. BTC/BTCH/BTCFTB/BCTFT-19991116AJP-BDH) IS GRANTED with regard to the broadcast stations listed in Appendix A herein, subject to the conditions that (1) AMFM and Clear Channel divest their respective interests in the broadcast stations listed in Appendix B, or assign to the CCU/AMFM Trust I, Charles E. Giddens, Trustee, a sufficient number of stations to effect compliance with the Commission's multiple ownership limits, 47 C.F.R. §73.3555(a) & (c) prior to or concurrently with the merger, (2) if the assignment of the following stations to Cox is not consummated at the time of the merger, to assign WFOX(FM), Gainesville, GA, WEDR(FM), Miami, FL, WPRL(FM), New Haven, CT, WEFX(FM), Norwalk, CT, WNLK(AM), Norwalk, CT, WKHL(FM), Stamford, CT, WSTC(AM), Stamford, CT, WFYV-FM, Atlanta Beach, FL, WAPE-FM, Jacksonville, FL, WBWL(AM), Jacksonville, FL, WKQL(FM), Jacksonville, FL, WMXQ-FM, Jacksonville, FL, and WOKV(AM), Jacksonville, FL to the CCU/AMFM Trust I, Charles E. Giddens, Trustee trust (File Nos. BAL/BALH-20000407ABA-ABK) prior to or concurrently with the transfer of control, and (3) if consummation of the transfer of control of the Hicks television stations has not taken place at the time of the merger to assign WIZE(AM), Springfield, OH, WBTT(FM), Englewood, OH, WMJK(FM), Clyde, OH, WAVZ(AM), New Haven, CT, WOOD(AM), Grand Rapids, MI, WTKG(AM), Grand Rapids, MI, WPOP(AM), Hartford, CT, WBCK(AM), Battle Creek, MI, WRCC(AM), Battle Creek, MI, WBXX(FM), Battle Creek, MI, and WONE(AM), Dayton, OH to the CCU/AMFM Trust I, Charles E. Giddens, Trustee (File Nos. BALH-20000407AAY-AAZ, BAL/BALH-20000427AAB-AAC, AAT-ABA) prior to or concurrently with the transfer, (4) that AMFM, Inc. and Clear Channel Communications, Inc. comply with the terms of their agreement with the Department of Justice.

48. IT IS FURTHER ORDERED, That the application for the assignment of the license of WGNE(FM), Titusville, FL from Clear Channel Broadcasting Licenses, Inc. to Mega Communications of Daytona Beach Licensee, LLC (File No. BALH-20000303AAW) IS GRANTED.

49. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WKHK(FM), Colonial Heights, VA, WKLR(FM), Fort Lee, VA, WMXB(FM), Richmond, VA, KKBQ-FM, Pasadena, TX, WTVR(AM), Richmond, VA, KKTL-FM, Cleveland, TX, and KTBZ(FM), Lake Jackson, TX from Capstar TX Limited Partnership, Citicasters Co, AMFM Texas Licenses Limited Partnership, and Clear Channel Broadcasting Licenses, Inc. to CXR Holdings, Inc. (File Nos.

BAL/BALH-20000306ABE-ABH, ABL, ABP-ABQ) ARE GRANTED.

50. IT IS FURTHER ORDERED, That the application for the assignment of the license of WUBE(AM), Cincinnati, OH from AMFM Radio Licenses, LLC to Blue Chip Broadcasting Licenses, Ltd. (File No. BAL-20000306ABO) IS GRANTED.

51. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WMJY(FM), Biloxi, MS, WKNN-FM, Pascagoula, MS, KBRQ(FM), Hillsboro, TX, KSDO(AM), San Diego, CA, KFJO(FM), Walnut Creek, CA, KFJO-FM1, W. Pittsburg, CA, KFJO-FM3, Martinez, CA, KCNL(FM), Fremont, CA, from Citicasters Co. and Capstar TX Limited Partnership to Chase Radio Properties, LLC, (File Nos. BAL/BALH/BALFTB-20000306ABT-ABV, ABX, ABY, ACD-ACF) ARE GRANTED.

52. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WRMR(AM), Cleveland, OH, WBOB(AM), Florence, KY, WYGY(FM), Hamilton, OH, and WKNR(AM), Cleveland, OH from Capstar TX Limited Partnership and AMFM Radio Licenses, LLC to Caron Broadcasting, Inc. (File Nos. BAL/BALH-20000307AAR-AAU) ARE GRANTED.

53. IT IS FURTHER ORDERED, That the application for the assignment of the license of KDGE(FM), Gainesville, TX from AMFM Texas Licenses Limited Partnership to Inspiration Media of Texas, Inc. (File No. BALH-20000307ACK) IS GRANTED.

54. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of KALC(FM), Denver, CO, KEZY(AM), Anaheim, CA, KXXM(FM), Anaheim, CA, and KXXM-FM1, Laguna Hills, CA from AMFM Radio Licenses, LLC Citicasters Co. to Salem Communications Acquisition Corp. (File Nos. BAL/BALH/BALFTB-20000307ABH, ACL-ACN) ARE GRANTED.

55. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WMFR(AM), High Point, NC, KPLN(FM), San Diego, CA, KYXY(FM), San Diego, CA, WUBE-FM, Cincinnati, OH, WDOK(FM), Cleveland, OH, WQAL-FM, Cleveland, OH, KDJM(FM), Greeley, CO, KIMN(FM), Denver, CO, WJHM(FM), Daytona Beach, FL, WOCL(FM), De Land FL, WOMX-FM, Orlando, FL, KOOL-FM, Phoenix, AZ, KZON(FM), Phoenix, AZ, KMLE(FM), Chandler, AZ, KIMN-FM1, Boulder, CO, KXKL-FM, Denver, CO, KXKL-FM1, Boulder, CO, WSML(AM), Graham, NC, WSJS(AM), Winston-Salem, NC, and WZJM(FM), Cleveland Heights, OH from Cleveland Radio Licenses, LLC, Capstar TX Limited Partnership, Clear Channel Broadcasting Licenses, Inc., and AMFM Radio Licenses, LLC to CBS Radio, Inc. (File Nos. BAL/BALH/BALFTB-20000307AAQ, AAV-ABG, ABK-ABM, ACF-ACG, ACK-ACL) ARE GRANTED.

56. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WTPT(FM), Forest City, NC and WROQ(FM), Anderson, SC, from Capstar TX Limited Partnership and Clear Channel Broadcasting Licenses, Inc. to OBC Broadcasting, Inc. (File Nos. BALH-20000308ACH, ACM) ARE GRANTED.

57. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses KHKI(FM), Des Moines, IA, and KGGO(FM), Des Moines, IA from Capstar TX Limited Partnership to Two Rivers Broadcasting Limited Partnership (File Nos. BALH-20000308ACK-ACL) ARE GRANTED.

58. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses WHKR(FM), Rockledge, FL, KHAK(FM), Cedar Rapids, IA, KDAT(FM), Cedar Rapids, IA, KRNA(FM), Iowa City, IA, KMJJ-FM, Shreveport, LA, KRMD(AM), Shreveport, LA, and KRMD-FM, Shreveport, LA from Capstar TX Limited Partnership to Cumulus Licensing Corp. (File Nos. BAL/BALH-20000308ABV-ABY, ACD-ACF) ARE GRANTED.

59. IT IS FURTHERED ORDERED, That the applications for the assignment of the licenses of

WHMP(AM), Northampton, MA and WHMP-FM, Northampton, MA from Capstar TX Limited Partnership to Saga Communications of New England, Inc. (File Nos. BAL/BALH-20000308ACI-ACJ) ARE GRANTED.

60. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of KSEV(AM), Tomball, TX, KTJM(FM), Port Arthur, TX, KJOJ(AM), Conroe, TX, KJOJ-FM, Freeport, TX and KQUE(AM), Houston, TX from Capstar TX Limited Partnership and Clear Channel Broadcasting Licenses, Inc. to El Dorado Communications, Inc. (File Nos. BAL/BALH-20000309AAK-AAO) ARE GRANTED.

61. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WEEX(AM), Easton, PA and WODE-FM, Easton, PA from Clear Channel Broadcasting Licenses, Inc. to Nassau Broadcasting Partners, L.P. (File Nos. BAL/BALH-20000310ADB-ADC) ARE GRANTED.

62. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WOAD(AM), Jackson, MS, WKXI(AM), Jackson, MS, WKXI-FM, Magee, MS, WJMI(FM), Jackson, MS, and WYJS(FM), Pickens, MS from Clear Channel Broadcasting Licenses, Inc. and Citicasters Co. to Urban Radio of Mississippi, LLC (File Nos. BAL/BALH-20000310ABF-ABI, ABN) ARE GRANTED.

63. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WARQ(FM), Columbia, SC, WMFX(FM), St. Andrews, SC, WOIC(AM), Columbia, SC, and WWDM(FM), Sumter, SC from Clear Channel Broadcasting Licenses, Inc. to Urban Radio of South Carolina, LLC (File Nos. BAL/BALH-20000310ABJ-ABM) ARE GRANTED.

64. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of KBFB(FM), Dallas, TX, WZAK(FM), Cleveland, OH, KCMG(FM), Los Angeles, CA, WVCG(AM), Coral Gables, FL, WJMO(AM), Cleveland Heights, OH, WFXC(FM), Durham, NC, WNNL(FM), Fuquay-Varina, NV, WFXX(FM), Tarboro, NC, WJMZ-FM, Anderson, SC, KBXX(FM), Houston, TX, KMJQ(FM), Houston, TX, and WQOK(FM), S. Boston, VA from Clear Channel Broadcasting Licenses, Inc., Capstar TX Limited Partnership, AMFM Radio Licenses, LLC, and Cleveland Radio Licenses, LLC to Radio One Licenses (File Nos. BAL/BALH-20000315ACJ-ACU) ARE GRANTED.

65. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WTMM(AM), Rensselaer, NY, WQBK-FM, Rensselaer, NY, WQBJ(FM), Cobleskill, NY, WABT(FM), Mechanicville, NY, WGNA(AM), Albany, NY, and WGNA-FM, Albany, NY from Capstar TX Limited Partnership and Clear Channel Broadcasting Licenses, Inc. to Regent Licensee of Mansfield, Inc. (File Nos. BAL/BALH-20000316AAG-AAL) ARE GRANTED.

66. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WLHT-FM, Grand Rapids, MI, WRGD-FM, Grand Rapids, MI, WTRV(FM), Walker, MI, and WNWZ(AM), Grand Rapids, MI from Capstar TX Limited Partnership to Regent Licensee of Victorville, Inc. (File Nos. BALH-20000316AAG-AAI, BAL-20000602AHH) ARE GRANTED.

67. IT IS FURTHER ORDERED, That the application for the assignment of the license of KFON(AM), Austin, TX from Clear Channel Broadcasting Licenses, Inc. to Pecan Radio Partners, Ltd. (File No. BAL-20000317AAW) IS GRANTED.

68. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of KACD(FM), Santa Monica, CA and KBCD(FM), Newport Beach, CA from Citicasters Co. to Entravision Holdings, LLC (File Nos. BALH-20000323ABQ-ABR) ARE GRANTED.

69. IT IS FURTHER ORDERED, That the application for the assignment of the license of WWRX-FM, Westerly, RI from Clear Channel Broadcasting Licenses, Inc. to FNX Broadcasting of Rhode Island, LLC (File No. BALH-20000324AAV) IS GRANTED.

70. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of KXJO(FM), Alameda, CA and KXJO-FM1, Orinda, CA from Citicasters Co. to Rodriguez Communications Inc. (File Nos. BALH/BALFTB-20000329AAP-AAQ) ARE GRANTED.

71. IT IS FURTHER ORDERED, That the application for the assignment of the license of WIRA(AM), Ft. Pierce, FL from Clear Channel Broadcasting Licenses, Inc. to Genesis Communications I, Inc. (File No. BAL-20000329AAJ) IS GRANTED.

72. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of KXPK(FM), Evergreen, CO, KXPK-FM1, Boulder, CO, and KKFR(FM), Glendale, AZ from AMFM Radio Licenses, LLC to Emmis Communications Corporation (File Nos. BALH/BALFTB-20000608AGG-AGI) ARE GRANTED.

73. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WTOU(AM), Akron, OH and WKDD(FM), Akron, OH from OBC Broadcasting, Inc. to Clear Channel Broadcasting Licenses, Inc. (File Nos. BAL/BALH-20000308ACR-ACS) ARE GRANTED.

74. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WUUS(AM), Rossville, GA, WRXR-FM, Rossville, GA, WUSY(FM), Cleveland, TN, WLOV-FM, South Pittsburg, TN, WKXJ(FM), Signal Mountain, TN, W257AZ, Lookout Mountain, TN, W278AC, Walden, TN, WOSC(FM), Bethany Beach, DE, WLBW(FM), Fenwick Island, DE, WWFG(FM), Ocean City, MD, WJDY(AM), Salisbury, MD, WTGM(AM), Salisbury, MD, WLWV-FM, Salisbury, MD, WQHQ(FM), Salisbury, MD, WSBY-FM, Salisbury, MD, WTKA(AM), Ann Arbor, MI, WIQB-FM, Ann Arbor, MI, WQKL(FM), Ann Arbor, MI, WYBN(AM), Saline, MI, KTEX(FM), Brownsville, TX, KBFM(FM), Edinburg, TX, WQRB(FM), Bloomer, WI, WATQ(FM), Chetek, WI, WBIZ(AM), Eau Claire, WI, WBIZ-FM, Eau Claire, WI, WMEQ(AM), Menomonie, WI, WMEQ-FM, Menomonie, WI, and WAWR(AM), Salisbury, MD from Cumulus Licensing Corp. to Capstar TX Limited Partnership (File Nos. BAL/BALH-20000308ADA-ADC, ACX, ACZ, BAP/BAL/BALH-20000501AAN-ABH) ARE GRANTED.

75. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of KZXY-FM, Apple Valley, CA, KIXW(AM), Apple Valley, CA, KIXA(FM), Lucerne Valley, CA, KATJ(FM), George, CA, and KROY(AM), Victorville, CA, from Regent Licensee of Victorville, Inc. to Clear Channel Broadcasting, Inc. (File Nos. BAL/BALH-20000316ABN-ABR) ARE GRANTED.

76. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses of WMAN(AM), Mansfield, OH, WYHT(FM), Mansfield, OH, and WSWR-FM, Shelby, OH from Regent Licensee of Mansfield, Inc. to Clear Channel Broadcasting Licenses, Inc. (File Nos. BAL/BALH-20000316ABS-ABU) ARE GRANTED.

77. IT IS FURTHER ORDERED, That the application for the assignment of the license of KEYI-FM, San Marcos, TX from Clear Channel Broadcasting Licenses, Inc. to Secret Communication 3, LLC (File No. BALH-20000606ABY) IS GRANTED.

78. IT IS FURTHER ORDERED, That the transfer of control of AMFM, Inc. to Clear Channel Communications, Inc. for the authorization call sign WNTA609 (File No. 0000147761) IS GRANTED.

79. IT IS FURTHER ORDERED, That the applications for the assignment of the licenses as listed in Appendix D from Citicasters Co., AMFM Radio Licenses, LLC, Clear Channel Broadcasting Licenses, Inc., Capstar TX Limited Partnership, Cleveland Radio Licenses, LLC, AMFM Texas Licenses Limited Partnership and Jacor Licensee of Kansas City, to The CCU/AMFM Trust I, Charles E. Giddens, Trustee (File Nos. BAL/BALH/BALFT-20000328ACQ-ACY, ADA, ADE-ADH, ADJ-ADM, ADO-AEL, AEN-AFJ, AFL-AGE, AGG-AHC, AHE-AHG, AHI-AHJ, BAL-20000606ABT, BAL/BALH-20000407AAY-ABK, and BAL/BALH-20000427AAT-ABD) ARE GRANTED for a temporary six

month period subject to the following conditions: (1) any requests to extend this temporary period should be filed at least 45 days prior to the end of the six month period and will be closely scrutinized, and (2) any request to extend the period with regard to divestiture stations covered by the DOJ agreement, will be subject to DOJ's prior consent.

80. IT IS FURTHER ORDERED That the adoption date of this ORDER is August 7, 2000, and that the effective date, pursuant to 47 CFR § 1.103(a), is designated as August 15, 2000.

FEDERAL COMMUNICATIONS COMMISSION

Magalie Roman Salas

Secretary

Appendix A

**Facilities to be Transferred from AMFM, Inc.
to Clear Channel Communications, Inc.**

STATION	COMMUNITY OF LICENSE	FILE NUMBER	FACILITY ID NUMBER
WTKE(FM)	Andalusia, AL	BTCH-19991116AVC	56374
WERC(AM)	Birmingham, AL	BTC-19991116ALZ	2112
WMJJ(FM)	Birmingham, AL	BTCH-19991116AMB	2111
WZBQ(FM)	Carrollton, AL	BTCH-19991116AMV	70264
W274AC	Chelsea, AL	BTCFT-19991116AMC	76203
W244BA	Chelsea, AL	BTCFT-19991116AMF	76471
WQEM(FM)	Columbiana, AL	BTCH-19991116AME	41641
WHOS(AM)	Decatur, AL	BTC-19991116AMM	44023
WDRM(FM)	Decatur, AL	BTCH-19991116AMP	44024
WTXT(FM)	Fayette, AL	BTCH-19991116AMW	68418
WAAX(AM)	Gadsden, AL	BTC-19991116AMH	22996
WQEN(FM)	Gadsden, AL	BTCH-19991116AMI	22997
WGMZ(FM)	Glencoe, AL	BTCH-19991116AMJ	2465
WTAK-FM	Hartselle, AL	BTCH-19991116AMK	25383
WBHP(AM)	Huntsville, AL	BTC-19991116AMQ	44025
WDXB(FM)	Jasper, AL	BTCH-19991116AMA	2114
WQLD(FM)	Luverne, AL	BTCH-19991116AMS	6655
WXQW(FM)	Meridianville, AL	BTCH-19991116AMN	22264
WMCZ(FM)	Millbrook, AL	BTCH-19991116AMT	8662
W272AW	Mountain Brook, AL	BTCFT-19991116AMD	2113
W293AH	Normal, AL	BTCFT-19991116AMO	25384
WWXQ(FM)	Trinity, AL	BTCH-19991116AML	25385
WZHT(FM)	Troy, AL	BTCH-19991116AMR	8649
WENN(FM)	Trussville, AL	BTCH-19991116AMG	62278
WRTR(FM)	Tuscaloosa, AL	BTCH-19991116AMX	48645
WACT(AM)	Tuscaloosa, AL	BTC-19991116AMU	48643
KASH-FM	Anchorage, AK	BTCH-19991116AMY	12958
KBFX(FM)	Anchorage, AK	BTCH-19991116AMZ	12962
KTZN(AM)	Anchorage, AK	BTC-19991116ANA	12967
KGOT(FM)	Anchorage, AK	BTCH-19991116ANB	12515
KENI(AM)	Anchorage, AK	BTC-19991116ANC	12516
KYMG(FM)	Anchorage, AK	BTCH-19991116AND	12514
KIAK(AM)	Fairbanks, AK	BTC-19991116ANE	12518
KKED(FM)	Fairbanks, AK	BTCH-19991116ANF	69120
KAKQ-FM	Fairbanks, AK	BTCH-19991116ANG	12519
KIAK-FM	Fairbanks, AK	BTCH-19991116ANH	12517

KYOT-FM	Phoenix, AZ	BTCH-19991116AKV	18648
KGME(AM)	Phoenix, AZ	BTC-19991116AKW	63918
KFYI(AM)	Phoenix, AZ	BTC-19991116BAB	65480
KOY(AM)	Phoenix, AZ	BTC-19991116AKZ	63914
KCEE(AM)	Tucson, AZ	BTC-19991116AVD	53592
KNST(AM)	Tucson, AZ	BTC-19991116AVE	53589
KRQQ(FM)	Tucson, AZ	BTCH-19991116AVF	53591
KWFM-FM	Tucson, AZ	BTCH-19991116AVG	53594
KYJT(FM)	Yuma, AZ	BTCH-19991116ANI	12660
KBLU(AM)	Yuma, AZ	BTC-19991116ANJ	62233
KTTI(FM)	Yuma, AZ	BTCH-19991116ANK	62234
KEZA(FM)	Fayetteville, AR	BTCH-19991116ARZ	12702
KKIX(FM)	Fayetteville, AR	BTCH-19991116ASA	48951
K272DQ	Fayetteville, AR	BTCFT-19991116ASC	48954
KMAG(FM)	Fort Smith, AR	BTCH-19991116ASD	22098
KWHN(AM)	Fort Smith, AR	BTC-19991116ASE	22099
KHFS(AM)	Fort Smith, AR	BTC-19991116ASF	87114
KMXF(FM)	Lowell, AR	BTCH-19991116ASB	48955
KYGL(FM)	Texarkana, AR	BTCH-19991116ASG	12312
KKYR(AM)	Texarkana, AR	BTC-19991116ASH	7072
KHYL(FM)	Auburn, CA	BTCH-19991116ALD	10144
KISQ-FM3	Concord, CA	BTCFTB-9991116BAO	59973
KMEL-FM1	Concord, CA	BTCFTB-19991116BAQ	35122
KRDU(AM)	Dinuba, CA	BTC-19991116AVP	54559
KSOF(FM)	Dinuba, CA	BTCH-19991116AVK	54560
KEZL(FM)	Fowler, CA	BTCH-19991116AVO	2097
KCBL(AM)	Fresno, CA	BTC-19991116AVM	9749
KALZ(FM)	Fresno, CA	BTCH-19991116AVH	48777
KRZR(FM)	Hanford, CA	BTCH-19991116AVL	48776
KOST(FM)	Los Angeles, CA	BTCH-19991116BCN	34424
KFI(AM)	Los Angeles, CA	BTC-19991116AZZ	34425
KYSR(FM)	Los Angeles, CA	BTCH-19991116BAE	36019
KLAC(AM)	Los Angeles, CA	BTC-19991116BAD	59958
KKBT(FM)	Los Angeles, CA	BTCH-19991116ALA	35022
KBIG-FM	Los Angeles, CA	BTCH-19991116AJP	6360
KKME(FM)	Manteca, CA	BTCH-19991116AVX	12963
KSAN-FM2	Mill Valley, CA	BTCFTB-19991116BAN	91407
KFIV(AM)	Modesto, CA	BTC-19991116AVS	12959
KJSN(FM)	Modesto, CA	BTCH-19991116AVT	12960
K261AB	Newhall, CA	BTCFT-19991116BAG	70039
KABL(AM)	Oakland, CA	BTC-19991116BAH	59957
KNEW(AM)	Oakland, CA	BTC-199911161BAI	59966
KOSO(FM)	Patterson, CA	BTCH-19991116AVR	35426
KIOI-FM2	Pleasanton, CA	BTCFTB-19991116AJZ	90740
KKSF-FM1	Pleasanton, CA	BTCFTB-19991116BAP	86911
KSAN-FM1	Pleasanton, CA	BTCFTB-9991116BAR	59990
KISQ-FM2	Pleasanton, CA	BTCFTB19991116BAT	59993

KSTE(AM)	Rancho Cordova, CA	BTC-19991116ALE	22883
KGGI(FM)	Riverside, CA	BTCH-19991116ALB	10135
KFBK(AM)	Sacramento, CA	BTC-19991116ALF	10145
KGBY(FM)	Sacramento, CA	BTCH-19991116ALG	10146
KKDD(AM)	San Bernardino, CA	BTC-19991116ALC	10134
KKSF(FM)	San Francisco, CA	BTCH-19991116BAM	86911
KMEL(FM)	San Francisco, CA	BTCH-19991116BAL	35121
KYLD(FM)	San Francisco, CA	BTCH-19991116BAK	59989
KISQ(FM)	San Francisco, CA	BTCH-19991116BAJ	59964
KIOI(FM)	San Francisco, CA	BTCH-19991116AJX	34930
K292CR	Simi Valley, CA	BTCFT-19991116BCP	34426
K280DT	Thousand Acres, CA	BTCFT-19991116BCO	14241
KUYL(AM)	Stockton, CA	BTC-19991116ACC	32214
KBOS-FM	Tulare, CA	BTCH-19991116AVJ	9748
KVBL(AM)	Visalia, CA	BTC-19991116AVI	2096
KFSO-FM	Visalia, CA	BTCH-19991116AVN	2099
K268AG	Visalia, CA	BTCFT-19991116AVQ	83189
KISQ-FM1	Walnut Creek, CA	BTCFT-19991116BAS	59992
KIOI-FM1	Walnut Creek, CA	BTCFT-19991116AJY	4085
K269AE	Boulder, CO	BTCFT-19991116BCQ	26927
K299AJ	Durango, CO	BTCFT-19991116ASI	29594
KVUU(FM)	Pueblo, CO	BTCH-19991116ARE	35868
KKLI(FM)	Widefield, CT	BTCH-19991116ARF	67187
WPKX(FM)	Enfield, CT	BTCH-19991116AWC	46965
WHCN(FM)	Hartford, CT	BTCH-19991116EV	72114
WKSS(FM)	Hartford, CT	BTCH-19991116AVZ	53384
WPOP(AM)	Hartford, CT	BTC-19991116AWA	37232
WMRQ(FM)	Waterbury, CT	BTCH-19991116AWD	74279
WWYZ(FM)	Waterbury, CT	BTCH-19991116AWF	74205
WMZQ-FM	Washington, DC	BTCH-19991116BBB	73305
WJMO-FM	Washington, DC	BTCH-19991116BBD	25080
WTEM(AM)	Washington, DC	BTC-19991116BBC	25105
WGAY(AM)	Washington, DC	BTC-19991116BBE	8681
WASH(FM)	Washington, DC	BTCH-19991116AJU	70933
WBIG(FM)	Washington, DC	BTCH-19991116ALJ	54459
WWDC-FM	Washington, DC	BTCH-19991116BBF	8682
WRDX(FM)	Dover, DE	BTCH-19991116ANR	4669
WDOV(AM)	Dover, DE	BTC-19991116ANP	46707
WDSO(FM)	Smyrna, DE	BTCH-19991116ANS	4676
WJBR(AM)	Wilmington, DE	BTC-19991116ANQ	14373
WLRQ-FM	Cocoa, FL	BTCH-19991116ASP	20372
WMMV(AM)	Cocoa, FL	BTC-19991116ASR	20371
WAVW(FM)	Gifford, FL	BTCH-19991116ASN	40988
WBVD(FM)	Melbourne, FL	BTCH-19991116ASS	11409
WMMB(AM)	Melbourne, FL	BTC-19991116ASQ	11408
WZZR(FM)	Stuart, FL	BTCH-19991116ASM	14376
WXXL(FM)	Tavares, FL	BTCH-19991116BBK	29569

WAXE(AM)	Vero Beach, FL	BTC-19991116ASS	41067
WCZR(FM)	Vero Beach, FL	BTCH-19991116ASK	41066
WQOL(FM)	Vero Beach, FL	BTCH-19991116ASL	67604
WAEV(FM)	Savannah, GA	BTCH-19991116AWO	50403
WCHY(AM)	Savannah, GA	BTC-19991116AWP	8589
WSCA(FM)	Savannah, GA	BTCH-19991116AWQ	8594
WSOK(AM)	Savannah, GA	BTC-19991116AWR	50406
KSSK(AM)	Honolulu, HI	BTC-19991116AWS	48774
KHVH(AM)	Honolulu, HI	BTC-19991116AWW	34591
KIKI-FM	Honolulu, HI	BTCH-19991116AWX	34592
KDNN(FM)	Honolulu, HI	BTCH-19991116AWY	40144
KIKI(AM)	Honolulu, HI	BTC-19991116AWZ	40143
KUCD(FM)	Pearl City, HI	BTCH-19991116AWV	48778
KSSK-FM	Waipahu, HI	BTCH-19991116AWT	48775
WGCI-FM	Chicago, IL	BTCH-19991116BBR	51165
WNUA(FM)	Chicago, IL	BTCH-19991116BBM	53971
WUBT(FM)	Chicago, IL	BTCH-19991116BBN	74178
WLIT-FM	Chicago, IL	BTCH-19991116BBO	70042
WGCI(AM)	Chicago, IL	BTC-19991116BBQ	51162
WVAZ(FM)	Oak Park, IL	BTCH-19991116BBP	6588
WFMB-FM	Springfield, IL	BTCH-19991116AXA	48331
WFMB(AM)	Springfield, IL	BTC-19991116AXC	48333
WCVS-FM	Virden, IL	BTCH-19991116AXB	70275
WFBQ(FM)	Indianapolis, IN	BTCH-19991116AXD	59590
WNDE(AM)	Indianapolis, IN	BTC-19991116AXE	59591
WRZX(FM)	Indianapolis, IN	BTCH-19991116AXF	59589
KTOF(AM)	Cedar Rapids, IA	BTC-19991116ASW	54164
KDMI(AM)	Des Moines, IA	BTC-19991116ASX	12964
KXKT(FM)	Glenwood, IA	BTCH-19991116ARG	69686
KRZZ-FM	Derby, KS	BTCH-19991116AXH	53599
KZSN(FM)	Hutchinson, KS	BTCH-19991116AXJ	61364
KKRD(FM)	Wichita, KS	BTCH-19991116AXG	53600
KRBB(FM)	Wichita, KS	BTCH-19991116AXI	39902
WZTO(AM)	Russellville, KY	BTC-19991116AXK	34387
KRRV-FM	Alexandria, LA	BTCH-19991116ATA	33768
KZMZ(FM)	Alexandria, LA	BTCH-19991116ATC	63199
KDBS(AM)	Alexandria, LA	BTC-19991116ATD	32995
WFMF(FM)	Baton Rouge, LA	BTCH-19991116ATE	4053
WYNK(AM)	Baton Rouge, LA	BTC-19991116ATF	47403
WJBO(AM)	Baton Rouge, LA	BTC-19991116ATI	4054
WYNK-FM	Baton Rouge, LA	BTCH-19991116ATJ	47402
KRVE(FM)	Brusly, LA	BTCH-19991116ATH	40866
WSKR(AM)	Denhan Springs, LA	BTC-19991116ATG	37815
KKST(FM)	Oakdale, LA	BTCH-19991116ATB	3423
KBED(FM)	Shreveport, LA	BTCH-19991116ATM	53030
WUBB(FM)	York Center, ME	BTCH-19991116ATO	35218
WWRC(AM)	Bethesda, MD	BTC-19991116ALM	11846

W288AB	Braddock, Hghts, MD	BTCFT-19991116ATR	31140
WFMD(AM)	Fredrick, MD	BTC-19991116ATP	31136
WFRE(FM)	Fredrick, MD	BTCH-19991116ATQ	31139
WJMN(FM)	Boston, MA	BTCH-19991116BBS	53972
WXKS(AM)	Everett, MA	BTCH-19991116BBU	53964
WXKS-FM	Medford, MA	BTCH-19991116BBT	53965
WSNE(FM)	Taunton, MA	BTCH-19991116AXL	74069
WSRS(FM)	Worcester, MA	BTCH-19991116ATS	35225
WTAG(AM)	Worcester, MA	BCH-19991116ATT	35230
WBXX(FM)	Battle Creek, MI	BTCH-19991116AXO	37461
WRCC(AM)	Battle Creek, MI	BCH-19991116ACP	37462
WBCK(AM)	Battle Creek, MI	BCH-19991116AXQ	37459
WYUR(AM)	Dearborn, MI	BCH-19991116BCA	6593
WNIC(FM)	Dearborn, MI	BTCH-19991116BCB	6594
WKQI(FM)	Detroit, MI	BTCH-19991116BBZ	6592
WDFN(AM)	Detroit, MI	BCH-19991116BBY	59969
WMXD(FM)	Detroit, MI	BTCH-19991116BBV	59596
WWWW(FM)	Detroit, MI	BTCH-19991116BBX	59952
WJLB(FM)	Detroit, MI	BTCH-19991116BBW	59592
WWKN(FM)	Marshall, MI	BTCH-19991116AXR	37463
KQQL(FM)	Anoka, MN	BTCH-19991116ALN	54457
KFAN(AM)	Minneapolis, MN	BTC-19991116BBC	59961
KFXN(AM)	Minneapolis, MN	BTC-19991116ALO	10141
KTCZ-FM	Minneapolis, MN	BTCH-19991116ALP	10142
WLOL(FM)	Minneapolis, MN	BTCH-19991116ALQ	54458
KDWB-FM	Richfield, MN	BTCH199991116ALR	41967
KEYY-FM	St. Paul, MN	BTCH-19991116BCD	59967
WJDX(AM)	Jackson, MS	BTC-19991116AXY	59817
WDBT(FM)	Jackson, MS	BTCH-19991116AXZ	59825
WMSI-FM	Jackson, MS	BTCH-19991116AYA	59822
WZR(AM)	Jackson, MS	BTC-19991116AYC	37169
WQJQ(FM)	Kosciusko, MS	BTCH-19991116AYD	6482
WSTZ-FM	Vicksburg, MS	BTCH-19991116AYB	37177
KJEM(FM)	Seligman, MO	BTCH-19991116ATU	35014
KTGL(FM)	Beatrice, NE	BTCH-19991116ARI	53141
KTNP(FM)	Bennington, NE	BTCH-19991116ARL	163
KKNB(FM)	Crete, NE	BTCH-19991116ARH	640
KIBZ(FM)	Lincoln, NE	BTCH-19991116ARK	57287
KOGA(AM)	Ogallala, NE	BTC-19991116ANT	50065
KOGA-FM	Ogallala, NE	BTCH-19991116ANV	50066
KMCX(FM)	Ogallala, NE	BTCH-19991116ANN	42075
KGOR(FM)	Omaha, NE	BTCH-19991116ARM	26928
KFAB(AM)	Omaha, NE	BTC-19991116ARN	26931
KXKT-FM1	Omaha, NE	BTCFTB-19991116ARG	69686
KZKX(FM)	Seward, NE	BTCH-19991116ARJ	53143
WERZ(FM)	Exeter, NH	BTCH-19991116ATX	53385
WGIP(AM)	Exeter, NH	BTC-19991116AUA	53386

WGIR-FM	Manchester, NH	BTCH-19991116ATV	35240
WGIR(AM)	Manchester, NH	BTC-19991116ATW	35237
WHEB(FM)	Portsmouth, NH	BTCH-19991116AUC	35219
WMYF(AM)	Portsmouth, NH	BTC-19991116ATZ	35217
WAYU(AM)	Rochester, NH	BTC-19991116AUD	87163
WGIN(AM)	Rochester, NH	BTC-19991116AUB	53387
WQSO(FM)	Rochester, NH	BTCH-19991116AGU	1916
WHTZ-FM	Newark, NJ	BTCH-19991116BCE	59953
KCQL(AM)	Aztec, NM	BTC-19991116AUE	29520
KKFG(FM)	Bloomfield, NM	BTCH-19991116AUF	29521
KDAG(FM)	Farmington, NM	BTCH-19991116AUH	29519
KTRA(FM)	Farmington, NM	BTCH-19991116AUI	16827
K230AF	Kirkland, NM	BTCFT-19991116AUG	78074
WPYX(FM)	Albany, NY	BTCH-19991116AYG	73911
W296AT	Catskills, NY	BTCFT-19991116AYF	37231
WALK(AM)	East Patchogue, NY	BTC-19991116AIS	10136
WCPV(FM)	Essex, NY	BTCH19991116ANX	36269
WKTU(FM)	Lake Success, NY	BTCH-19991116BCF	6595
WTJM(FM)	New York, NY	BTCH-19991116ALU	6373
WAXQ(FM)	New York, NY	BTCH-19991116AJQ	23004
WLTW(FM)	New York, NY	BTCH-19991116AKM	56571
WALK-FM	Patchogue, NY	BTCH-19991116ALT	10137
WTRY-FM	Rotterdam, NY	BTCH-19991116AYE	8563
WTRY(AM)	Troy, NY	BTC-19991116AYJ	37233
WXPS(FM)	Willsboro, NY	BTCH-19991116ANY	36422
WKSF(FM)	Asheville, NC	BTCH-19991116AUJ	2947
WWNC(AM)	Asheville, NC	BTC-19991116AUK	2946
WRSN(FM)	Burlington, NC	BTCH-19991116AYT	53596
WDCG(FM)	Durham, NC	BTCH-19991116AYR	53597
WMYI(FM)	Hendersonville, NC	BTCH-19991116AYQ	59818
WLYT(FM)	Hickory, NC	BTCH-19991116AYL	68211
WHSL-FM	High Point, NC	BTCH-19991116AYI	74204
WMAG(FM)	High Point, NC	BTCH-19991116AYO	73258
WRFX(FM)	Kannapolis, NC	BTCH-19991116AYN	53970
WTRG(FM)	Rocky Mountain, NC	BTCH-19991116AYU	74125
WSIC(AM)	Statesville, NC	BTC-19991116AUL	503
WFMX(FM)	Statesville, NC	BTCH-19991116AUM	501
WKKT(FM)	Statesville, NC	BTCH-19991116AYM	68207
WRDU(FM)	Wilson, NC	BTCH-19991116AYS	73936
WBVB(FM)	Coal Grove, OH	BTCH-19991116AOC	507
WIRO(AM)	Ironton, OH	BTC-19991116AOA	61685
WFXN(FM)	Ironton, OH	BTCH-19991116AOB	61686
KLAW(FM)	Lawton, OK	BTCH-19991116AOF	35045
KZCD(FM)	Lawton, OK	BTCH-19991116AOG	12791
KZBB(FM)	Poteau, OK	BTCH-19991116AOD	72715
KKBD(FM)	Sallisaw, OK	BTCH-19991116AOE	26909
K232CB	Pendleton, OR	BTCFT-19991116ARP	12456

WAEB(AM)	Allentown, PA	BTC-19991116AOH	14371
WAEB-FM	Allentown, PA	BTCH-19991116AOJ	14372
WKAP(AM)	Allentown, PA	BTC-19991116AOK	18233
WZZO(FM)	Bethlehem, PA	BTCH-19991116AOI	14375
WLCE(FM)	Philadelphia, PA	BTCH-19991116BDB	53969
WJJZ(FM)	Philadelphia, PA	BTCH-19991116BDC	53973
WDAS(AM)	Philadelphia, PA	BTC-19991116BDD	71315
WDAS-FM	Philadelphia, PA	BTCH-19991116BDE	71316
WUSL(FM)	Philadelphia, PA	BTCH-19991116BDF	20349
WIOQ(FM)	Philadelphia, PA	BTCH-19991116AJS	20448
WWSW-FM	Pittsburgh, PA	BTCH-19991116BCL	59968
WWSW(AM)	Pittsburgh, PA	BTC-19991116BCK	59960
WDVE(FM)	Pittsburgh, PA	BTCH-19991116AYX	59588
WJJJ(FM)	Pittsburgh, PA	BTCH-19991116AYY	18511
WXDX(FM)	Pittsburgh, PA	BTCH-19991116AYZ	60153
WPHH(FM)	Pittsburgh, PA	BTCH-19991116AWE	65678
WHJJ(AM)	Providence, RI	BTC-19991116AWU	37234
WHJY(FM)	Providence, RI	BTCH-19991116AZA	72298
WYKZ(FM)	Beaufort, SC	BTCH-19991116AZF	67680
WLTY(FM)	Cayce, SC	BTCH-19991116AUS	4667
WNOK-FM	Columbia, SC	BTCH-19991116AUN	19472
WCOS(AM)	Columbia, SC	BTC-19991116AUO	4673
WCOS-FM	Columbia, SC	BTC-H19991116AUR	71290
WVOC(AM)	Columbia, SC	BTC-19991116AUQ	11902
WSSL-FM	Gray Court, SC	BTCH-19991116AZD	59819
WGVL(AM)	Greenville, SC	BTC-19991116AZB	59821
WLVH(FM)	Hardeeville, SC	BTCH-19991116AZE	31094
WSCQ(FM)	West Columbia, SC	BTCH-19991116AUP	13589
WTJS(AM)	Jackson, TN	BTC-19991116AUT	14742
WTNV(FM)	Jackson, TN	BTCH-19991116AAU	14743
WRVW(FM)	Lebanon, TN	BTCH-19991116AZG	59824
WYNU(FM)	Milan, TN	BTCH-19991116AUV	50125
WSIX-FM	Nashville, TN	BTCH-19991116AZH	59815
WLAC(AM)	Nashville, TN	BTC-19991116AZI	34391
WNRQ(FM)	Nashville, TN	BTCH-19991116AZJ	34392
KMML-FM	Amarillo, TX	BTCH-19991116AON	9306
KPRF(FM)	Amarillo, TX	BTCH-19991116AOP	9307
KIXZ(AM)	Amarillo, TX	BTC-19991116AOQ	9308
KBUY-FM	Amarillo, TX	BTCH-19991116AOO	31463
KVET-FM	Austin, TX	BTCH-19991116AZM	62048
KVET(AM)	Austin, TX	BTC-19991116AZK	35850
KASE-FM	Austin, TX	BTCH-19991116AZL	35849
KLVI(AM)	Beaumont, TX	BTC-19991116AOS	25580
KYKR(FM)	Beaumont, TX	BTCH-19991116AOT	25581
KLUB(FM)	Bloomington, TX	BTCH-19991116APX	68301
KUNO(AM)	Corpus Christi, TX	BTC-19991116AOV	33777
KMXR(FM)	Corpus Christi, TX	BTCH-19991116AOX	55163

KRYS(AM)	Corpus Christi, TX	BTH-19991116AOZ	55166
KRYS-FM	Corpus Christi, TX	BTCH-19991116APA	55162
KZPS(FM)	Dallas, TX	BTCH-19991116BCZ	6378
KHKS(FM)	Denton, TX	BTCH-19991116BCU	23084
KAFX-FM	Diboll, TX	BTCH-19991116APL	18105
KTXQ-FM	Ft. Worth-Dallas, TX	BTCH-19991116AZP	9620
KASZ(FM)	Gatesville, TX	BTCH-19991116AQE	36844
KPWW(FM)	Hooks, TX	BTCH-19991116APQ	65292
KKRW(FM)	Houston, TX	BTCH-19991116AZQ	9625
KTRH(AM)	Houston, TX	BTC-19991116BCV	35674
KLOL(FM)	Houston, TX	BTCH-19991116BCW	35073
KBME(AM)	Houston, TX	BTC-19991116BCX	23082
KLDE(FM)	Houston, TX	BTCH-19991116AJV	18516
KODA(FM)	Houston, TX	BTCH-19991116ALY	35337
KBGE(AM)	Kilgore, TX	BTC-19991116APT	48950
KKTX-FM	Kilgore, TX	BTCH-19991116APV	48952
KIIZ-FM	Killeen, TX	BTCH-19991116APB	60802
KKCL(FM)	Lorenzo, TX	BTCH-19991116APH	1721
KZII-FM	Lubbock, TX	BTCH-19991116APC	61150
KFMX-FM	Lubbock, TX	BTCH-19991116APD	60799
KKAM(AM)	Lubbock, TX	BTC-19991116APE	60798
KCRM(FM)	Lubbock, TX	BTCH-19991116APF	60800
KFYO(AM)	Lubbock, TX	BTC-19991116APG	61151
KYKS(FM)	Lufkin, TX	BTCH-19991116APK	25582
KFZX(FM)	Monahans, TX	BTCH-19991116APO	21419
KCHX(FM)	Midland, TX	BTCH-19991116APM	60801
KTBQ(FM)	Nacogdoches, TX	BTCH-19991116API	11740
KSFA(AM)	Nacogdoches, TX	BTC-19991116-APJ	11741
KMRK-FM	Odessa, TX	BTCH-19991116-APN	41856
KIOC(FM)	Orange, TX	BTCH-19991116-AOR	3306
KKMY(FM)	Orange, TX	BTCH-19991116-AOU	62239
KSAB(FM)	Robstown, TX	BTCH-19991116-AOW	33776
KFMK(FM)	Round Rock, TX	BTCH-19991116AZN	32222
KNCN(FM)	Sinton, TX	BTCH-19991116AOY	67186
KKYR-FM	Texarkana, TX	BTCH-19991116APP	7066
KNUE(FM)	Tyler, TX	BTC-19991116APR	25585
KTYL-FM	Tyler, TX	BTCH-19991116APS	35711
K243AE	Tyler, TX	BTCFT-19991116APW	48956
KIXS(FM)	Victoria, TX	BTCH-19991116APY	25584
KCKR(FM)	Waco, TX	BTCH-19991116AQB	33724
KWTX(AM)	Waco, TX	BTC-19991116AQC	33057
KWTX-FM	Waco, TX	BTCH-19991116AQD	35902
WACO-FM	Waco, TX	BTCH-19991116AQA	59264
KISX(FM)	Whitehouse, TX	BTCH-19991116APU	72661
WEZF(FM)	Burlington, VT	BTCH-19991116AQF	35232
WYYD(FM)	Amherst, VA	BTCH-19991116AQO	74282
WLDJ(FM)	Appomattox, VA	BTCH-19991116AQG	36094

WFQX(FM)	Front Royal, VA	BTCH-19991116AQQ	4675
WJXX(FM)	Lynchburg, VA	BTCH-19991116AQH	70331
WVGM(AM)	Lynchburg, VA	BTC-19991116AQI	70330
WROV-FM	Martinsville, VA	BTCH-19991116AQM	37747
WRCL(FM)	Richmond, VA	BTCH-19991116AZT	74168
WRDJ(FM)	Roanoke, VA	BTCH-19991116AQN	64082
WGMN(AM)	Roanoke, VA	BTC-19991116AQL	37746
WJLM(FM)	Salem, VA	BTCH-19991116AQJ	73956
WJJS-FM	Vinton, VA	BTCH-19991116AQK	41635
WNTW(AM)	Winchester, VA	BTC-19991116AQR	4668
WUSQ-FM	Winchester, VA	BTCH-19991116AQP	74160
KNFR(FM)	Opportunity, WA	BTCH-19991116AQR	60422
KUDY(AM)	Spokane, WA	BTC-19991116ARU	53149
KAQQ(AM)	Spokane, WA	BTC-19991116ARV	60421
KISC(FM)	Spokane, WA	BTCH-19991116ARW	60419
KKZX(FM)	Spokane, WA	BTCH-19991116ARY	53146
WZNW(FM)	Bethlehem, WV	BTCH-19991116ARB	4996
WTCR-FM	Huntington, WV	BTCH-19991116AQU	7983
WKEE(AM)	Huntington, WV	BTC-19991116AQX	505
WKEE-FM	Huntington, WV	BTCH-19991116AQV	500
WTCR(AM)	Kenova, WV	BTC-19991116AQS	14377
WAMX(FM)	Milton, WV	BTCH-19991116AQW	60450
WZZW(AM)	Milton, WV	BTC-19991116AQT	506
WOVK(FM)	Wheeling, WV	BTCH-19991116AQY	44048
WBBD(AM)	Wheeling, WV	BTC-19991116AQZ	73192
WEGW(FM)	Wheeling, WV	BTCH-19991116ARA	72173
WKWK-FM	Wheeling, WV	BTCH-19991116ARC	73193
WWVA(AM)	Wheeling, WV	BTC-19991116ARD	44046
WIBA-FM	Madison, WI	BTCH-19991116AUW	17385
WIBA(AM)	Madison, WI	BTC-19991116AUY	17384
WTSO(AM)	Madison, WI	BTC-19991116AUX	41973
WZEE(FM)	Madison, WI	BTCH-19991116AUZ	41980
WISN(AM)	Milwaukee, WI	BTC-19991116AZW	65695
WLTQ(FM)	Milwaukee, WI	BTCH-19991116AZX	26609
WMLI(FM)	Sauk City, WI	BTCH-19991116AVB	50055
WMAD-FM	Sun Prairie, WI	BTCH-19991116AVA	17383

Appendix B

Divestiture Applications

ASSIGNOR	ASSIGNEE	STATION	COMMUNITY OF LICENSE	FILE NO.	FAC. ID#
Clear Channel	Mega Comm.	WNUE (FM)	Titusville, FL	BALH-20000303AAW	46969
Capstar TX Limited	CXR Holdings, Inc.	WKHK (FM)	Colonial Heights, VA	BALH-20000306ABF	319
Capstar TX Limited	CXR Holdings, Inc.	WKLR (FM)	Fort Lee, VA	BALH-20000306ABG	71330
Capstar TX Limited	CXR Holdings, Inc.	WMXB (FM)	Richmond, VA	BALH-20000306ABH	37230
Citicasters Co.	Chase Radio Properties, LLC	KCNL (FM)	Fremont, CA	BALH-20000306ABY	54478
Citicasters Co.	Chase Radio Properties, LLC	KSDO (AM)	San Diego, CA	BAL-20000306ABX	51166
Citicasters Co.	Chase Radio Properties, LLC	KFJO (FM)	Walnut Creek, CA	BALH-20000306ACD	36032
Citicasters Co.	Chase Radio Properties, LLC	KFJO-FM1	W. Pittsburg, CA	BALFTB-20000306ACE	36034
Citicasters Co.	Chase Radio Properties, LLC	KFJO-FM3	Martinez, CA	BALFTB-20000306ACF	36033
AMFM Radio Licenses, LLC	Blue Chip Broadcasting	WUBE (AM)	Cincinnati, OH	BAL-20000306ABO	10139
Citicasters, Co.	Marlin B'casting, Inc.	KKTL-FM	Cleveland, TX	BALH-20000306ABP	65308
Citicasters, Co.	CXR Holding, Inc.	KLDE (FM)	Lake Jackson, TX	BALH-20000306ABQ	59951
Clear Channel	Cox Radio, Inc.	WTVR (AM)	Richmond, VA	BAL-20000306ABE	57831
AMFM Texas Licenses	CXR Holding, Inc.	KKBQ-FM	Pasadena, TX	BALH-20000306ABL	23083
Capstar TX Limited	Chase Radio Properties, LLC	WMJY (FM)	Biloxi, MS	BALH-20000306ABT	61368
Capstar TX Limited	Chase Radio Properties, LLC	WKNN-FM	Pascagoula, MS	BALH-20000306ABU	61367

Capstar TX Limited	Chase Radio Properties, LLC	KBRQ (FM)	Hillsboro, TX	BALH-20000306ABV	60805
Capstar TX Limited	Cumulus Licensing Corp.	WHKR (FM)	Rockledge, FL	BALH-20000308ABV	57628
Capstar TX Limited	Cumulus Licensing Corp.	KHAK (FM)	Cedar Rapids, IA	BALH-20000308ABW	54163
Capstar TX Limited	Regent Licensee of Victorville	WNWZ (AM)	Grand Rapids, MI	BAL-20000602AHH	55648
Capstar TX Limited	Cumulus Licensing Corp.	KDAT (FM)	Cedar Rapids, IA	BALH-20000308ABX	54165
Capstar TX Limited	Cumulus Licensing Corp.	KRNA (FM)	Iowa City, IA	BALH-20000308ABY	35555
Capstar TX Limited	Cumulus Licensing Corp.	KMJJ-FM	Shreveport, LA	BALH-20000308ACD	63929
Capstar TX Limited	Cumulus Licensing Corp.	KRMD (AM)	Shreveport, LA	BALH-20000308ACE	1305
Capstar TX Limited	Cumulus Licensing Corp.	KRMD-FM	Shreveport, LA	BALH-20000308ACF	1304
AMFM Radio Lic., LLC	Emmis Lic. Corp. of Phoenix	KKFR (FM)	Glendale, AZ	BALH-20000608AGI	65479
AMFM Radio Lic., LLC	Emmis Lic. Corp. of Denver	KXPK-FM1	Boulder, CO	BALFTB-20000608AGH	20302
AMFM Radio Lic., LLC	Emmis Lic. Corp. of Denver	KXPK (FM)	Evergreen, CO	BALH-20000608AGG	20300
Clear Channel	CBS Radio, Inc.	WSML (AM)	Graham, NC	BAL-20000307ABO	740
Clear Channel	CBS Radio, Inc.	WSJS (AM)	Winston-Salem, NC	BAL-20000307ABN	58391
Cleveland Radio Lic.	CBS Radio, Inc.	WZJM (FM)	Cleveland Heights, OH	BALH-20000307AAQ	74473
Citicasters Co.	Salem Comm. Acquisition Corp.	KEZY (AM)	Anaheim, CA	BAL-20000307ACL	2194
Citicasters Co.	Salem Comm. Acquisition Corp.	KXMX (FM)	Anaheim, CA	BALH-20000307ACM	2195

Citicasters Co.	Salem Comm. Acquisition Corp.	KXMX-FM1	Laguna Hills, CA	BALFTB-20000307ACN	77794
AMFM Licenses Texas	Inspiration Media of Texas, Inc.	KDGE (FM)	Gainesville, TX	BALH-20000307ACO	6386
AMFM Radio Licenses, LLC	Caron Broadcasting, Inc.	WBOB (AM)	Florence, KY	BAL-20000307AAT	35065
AMFM Radio Licenses, LLC	Caron Broadcasting, Inc.	WRMR (AM)	Cleveland, OH	BAL-20000307AAS	28509
AMFM Radio Licenses, LLC	Caron Broadcasting, Inc.	WYGY (FM)	Hamilton, OH	BALH-20000307AAU	10143
Capstar TX Limited	Caron Broadcasting, Inc.	WKNR (AM)	Cleveland, OH	BAL-20000307AAR	14772
Capstar TX Limited	CBS Radio, Inc.	KPLN (FM)	San Diego, CA	BALH-20000307ABL	59816
Capstar TX Limited	CBS Radio, Inc.	KYXY (FM)	San Diego, CA	BALH-20000307ABM	51671
Capstar TX Limited	CBS Radio, Inc.	WMFR (AM)	High Point, NC	BAL-20000307ABK	73257
AMFM Radio Lic., LLC	Salem Comm. Acquisition Corp.	KALC (FM)	Denver, CO	BALH-20000307ABH	59601
AMFM Radio Lic., LLC	CBS Radio, Inc.	KMLE (FM)	Chandler, AZ	BALH-20000307ABG	59965
AMFM Radio Lic., LLC	CBS Radio, Inc.	KZON (FM)	Phoenix, AZ	BALH-20000307ABF	63913
AMFM Radio Lic., LLC	CBS Radio, Inc.	KOOL-FM	Phoenix, AZ	BALH-20000307ABE	13506
AMFM Radio Lic., LLC	CBS Radio, Inc.	KIMN-FM1	Boulder, CO	BALFTB-20000307ACK	59955
AMFM Radio Lic., LLC	CBS Radio, Inc.	KXKL-FM1	Boulder, CO	BALFTB-20000307ACL	59600
AMFM Radio Lic., LLC	CBS Radio, Inc.	KIMN (FM)	Denver, CO	BALH-20000307AAZ	59597
AMFM Radio Lic., LLC	CBS Radio, Inc.	KXKL-FM	Denver, CO	BALH-20000307ABA	59959
AMFM Radio Lic., LLC	CBS Radio, Inc.	KDJM (FM)	Greeley, CO	BALH-20000307AAY	59972
AMFM Radio Lic., LLC	CBS Radio, Inc.	WJHM (FM)	Daytona Beach, FL	BALH-20000307ABB	73137
AMFM Radio Lic., LLC	CBS Radio, Inc.	WOCL (FM)	De Land, FL	BALH-20000307ABC	10138

AMFM Radio Lic., LLC	CBS Radio, Inc.	WOMX-FM	Orlando, FL	BALH-20000307ABD	47746
AMFM Radio Lic., LLC	CBS Radio, Inc.	WUBE-FM	Cincinnati, OH	BALH-20000307AAV	10140
AMFM Radio Lic., LLC	CBS Radio, Inc.	WDOK (FM)	Cleveland, OH	BALH-20000307AAW	28525
AMFM Radio Lic., LLC	CBS Radio, Inc.	WQAL-FM	Cleveland, OH	BALH-20000307AAX	72889
Capstar TX Limited	Saga Comm. of New England	WHMP (AM)	Northampton, MA	BAL-20000308ACI	46962
Capstar TX Limited	Saga Comm. of New England	WHMP-FM	Northampton, MA	BALH-20000308ACJ	46963
Clear Channel	OBC B'casting, Inc.	WTPT (FM)	Forest City, NC	BALH-20000308ACH	4677
Capstar TX Limited	OBC B'casting, Inc	WROQ (FM)	Anderson, SC	BALH-2000308ACM	318
Capstar TX Limited	Two Rivers Broadcasting	KHKI (FM)	Des Moines, IA	BALH-20000308ACK	12966
Capstar TX Limited	Two Rivers Broadcasting	KGGO (FM)	Des Moines, IA	BALH-20000308ACL	12965
Clear Channel	El Dorado Comm.	KSEV (AM)	Tomball, TX	BAL-20000309AAL	9645
Clear Channel	El Dorado Comm.	KTJM (FM)	Port Arthur, TX	BAL-20000309AAM	20487
Clear Channel	El Dorado Comm.	KJOJ (AM)	Conroe, TX	BAL-20000309AAN	20625
Clear Channel	El Dorado Comm.	KJOJ-FM	Freeport, TX	BALH-20000309AAO	69565
Capstar TX Limited	El Dorado Comm.	KQUE (AM)	Houston, TX	BAL-20000309AAK	65309
Clear Channel	Nassau B'casting II, LLC	WEEX (AM)	Easton, PA	BAL-20000310ADB	8596
Clear Channel	Nassau B'casting , LLC	WODE-FM	Easton, PA	BALH-20000310ADC	8595
Clear Channel	Urban Radio of South Carolina	WARQ (FM)	Columbia, SC	BALH-20000310ABJ	58400
Clear Channel	Urban Radio of South Carolina	WMFX (FM)	St. Andrews, SC	BALH-20000310ABK	19471
Clear Channel	Urban Radio of South Carolina	WOIC (AM)	Columbia, SC	BAL-20000310ABL	73370
Clear Channel	Urban Radio of South Carolina	WWDM (FM)	Sumter, SC	BALH-20000310ABM	58398
Clear Channel	Urban Radio of Mississippi	WOAD (AM)	Jackson, MS	BAL-20000310ABF	50404
Clear Channel	Urban Radio of Mississippi	WKXI (AM)	Jackson, MS	BAL-20000310ABG	50409

Clear Channel	Urban Radio of Mississippi	WKXI-FM	Magee, MS	BALH-20000310ABH	50407
Clear Channel	Urban Radio of Mississippi	WJMI (FM)	Jackson, MS	BALH-20000310ABI	50408
Citicasters Co.	Urban Radio of Mississippi	WYJS (FM)	Pickens, MS	BALH-20000310ABN	29512
Cleveland Radio Lic.	Radio One Licenses, Inc.	WJMO (AM)	Cleveland Heights, OH	BAL-20000315ACJ	74472
Capstar TX Limited	Radio One Licenses, Inc.	KBFB (FM)	Dallas, TX	BALH-20000315ACU	9627
AMFM Radio Lic., LLC	Radio One Licenses, Inc.	KKBT (FM)	Los Angeles, CA	BALH-20000315ACL	70038
AMFM Radio Lic., LLC	Radio One Licenses, Inc.	WVCG (AM)	Coral Gables, FL	BAL-20000315ACM	74165
AMFM Radio Lic., LLC	Radio One Licenses, Inc.	WZAK (FM)	Cleveland, OH	BALH-20000315ACK	74465
Clear Channel	Radio One Licenses, Inc.	WFXC (FM)	Durham, NC	BALH-20000315ACN	36952
Clear Channel	Radio One Licenses, Inc.	WNNL (FM)	Fuquay-Varina, NC	BALH-20000315ACP	9728
Clear Channel	Radio One Licenses, Inc.	WFXX (FM)	Tarboro, NC	BALH-20000315ACO	24931
Clear Channel	Radio One Licenses, Inc.	WJMZ-FM	Anderson, SC	BALH-20000315ACR	1303
Clear Channel	Radio One Licenses, Inc.	KBXX (FM)	Houston, TX	BALH-20000315ACS	11969
Clear Channel	Radio One Licenses, Inc.	KMJQ (FM)	Houston, TX	BALH-20000315ACT	11971
Clear Channel	Radio One Licenses, Inc.	WQOK (FM)	South Boston, VA	BALH-20000315ACQ	69559
Capstar TX Limited	Regent Lic. of Mansfield, Inc.	WGNA (AM)	Albany, NY	BAL-20000316AAH	72117
Capstar TX Limited	Regent Lic. of Mansfield, Inc.	WGNA-FM	Albany, NY	BALH-20000316AAI	72118
Capstar TX Limited	Regent Lic. of Mansfield, Inc.	WABT (FM)	Mechanicville, NY	BALH-20000316AAG	22004
Clear Channel	Regent Lic. of Mansfield, Inc.	WQBJ (FM)	Cobleskill, NY	BALH-20000316AAL	40769
Clear Channel	Regent Lic. of Mansfield, Inc.	WTMM (AM)	Rensselaer, NY	BALH-20000316AAJ	40768
Clear Channel	Regent Lic. of Mansfield, Inc.	WQBK-FM	Rensselaer, NY	BALH-20000316AAK	40767
Capstar TX Limited	Regent Lic. of Victorville, Inc.	WLHT-FM	Grand Rapids, MI	BALH-20000316ABG	37457
Capstar TX Limited	Regent Lic. of Victorville, Inc.	WGRD-FM	Grand Rapids, MI	BALH-20000316ABH	55650

Capstar TX Limited	Regent Lic. of Victorville, Inc.	WTRV (FM)	Walker, MI	BALH-20000316ABI	72529
Clear Channel	Pecan Radio Partners, Inc.	KFON (AM)	Austin, TX	BAL-20000317AAW	41211
Citicasters Co.	Entravision Holdings, LLC	KBCD (FM)	Newport Beach, CA	BALH-20000323ABR	33094
Citicasters Co.	Entravision Holdings, LLC	KACD-FM	Santa Monica, CA	BALH-20000323ABQ	33902
Clear Channel	FNX B'casting of RI, LLC	WWRX-FM	Westerly, RI	BALH-20000324AAV	71720
Clear Channel	Genesis Comm. I, Inc.	WIRA (AM)	Fort Pierce, FL	BAL-20000329AAJ	2681
Citicasters	RCI (Alameda) Acq., Inc.	KXJO(FM)	Alameda, CA	BALH-20000329AAP	36029
Citicasters	RCI (Alameda) Acq., Inc.	KXJO-FM1	Orinda, CA	BALFTB-20000329AAQ	35013
Clear Channel	Secret 3, LLC	KEYI-FM	San Marcos, TX	BALH-20000606ABY	41213
AMFM Radio Lic, LLC	Radio One Licenses, Inc.	K261AB	New Hall, CA, etc.	BALFT-20000623AFH	70039

Appendix C

Facilities to be Acquired from Third Parties

ASSIGNOR	ASSIGNEE	STATION	COMMUNITY OF LICENSE	FILE NO.	FAC. ID#
OBC Broadcasting	Clear Channel	WTOU (AM)	Akron, ON	BAL-20000308ACR	49951
OBC Broadcasting	Clear Channel	WKDD-FM	Akron, OH	BALH-20000308ACS	49952
Cumulus Lic. Corp.	Capstar TX L.P.	WUUS (AM)	Rossville, GA	BAL-20000308ADC	72374
Cumulus Lic. Corp.	Capstar TX L.P.	WRXR-FM	Rossville, GA	BALH-20000308ADA	72375
Cumulus Lic. Corp.	Capstar TX L.P.	WUSY (FM)	Cleveland, TN	BALH-20000308ADB	12315
Cumulus Lic. Corp.	Capstar TX L.P.	WKXJ (FM)	Signal Mountain, TN	BALH-20000308ACX	72371
Cumulus Lic. Corp.	Capstar TX L.P.	W257AZ	Lookout Mountain, TN	BALFT-20000316ABC	56726
Cumulus Lic. Corp.	Capstar TX L.P.	W278AC	Walen, TN	BALFT-20000316ABD	56727
Cumulus Lic. Corp.	Capstar TX L.P.	WLOV-FM	South Pittsburgh, TN	BALH-20000308ACZ	40469
Cumulus Lic. Corp.	Capstar TX L.P.	WLOV-FM1	Chattanooga, TN	BALFTB-20000308ACY	40470
Regent Lic. of Victorville	Clear Channel	KZXY-FM	Apple Valley, CA	BALH-20000316ABN	57920
Regent Lic. of Victorville	Clear Channel	KIXW (AM)	Apple Valley, CA	BAL-20000316ABO	4
Regent Lic. of Victorville	Clear Channel	KATJ (FM)	George, CA	BALH-20000316ABQ	29224
Regent Lic. of Victorville	Clear Channel	KIXA(FM)	Lucerne Valley, CA	BALH-20000316ABP	55181
Regent Licensee of Victorville	Clear Channel	KROY (AM)	Victorville, CA	BAL-20000316ABR	29226
Regent Licensee of Mansfield	Clear Channel	WMAN (AM)	Mansfield, OH	BAL-20000316ABS	67609
Regent Licensee of Mansfield	Clear Channel	WYHT (FM)	Mansfield, OH	BALH-20000316ABT	67611
Regent Licensee of Mansfield	Clear Channel	WSWR (FM)	Shelby, OH	BALH-20000316ABU	66247
Cumulus Lic. Corp.	Capstar TX L.P.	WOSC (FM)	Bethany Beach, DE	BALH-20000301ABD	4674
Cumulus Lic. Corp.	Capstar TX L.P.	WLBW (FM)	Fenwick Island, DE	BALH-20000501ABB	28170
Cumulus Lic. Corp.	Capstar TX L.P.	WWFG (FM)	Ocean City, MD	BALH-20000501ABH	74179

Cumulus Lic. Corp.	Capstar TX L.P.	WJDY (AM)	Salisbury, MD	BAL-20000501ABA	13672
Cumulus Lic. Corp.	Capstar TX L.P.	WTGM (AM)	Salisbury, MD	BAL-20000501ABG	28165
Cumulus Lic. Corp.	Capstar TX L.P.	WLWV-FM	Salisbury, MD	BALH-20000501ABC	28167
Cumulus Licensing Corp.	Capstar TX L.P.	WQHQ (FM)	Salisbury, MD	BALH-20000501ABE	28166
Cumulus Licensing Corp.	Capstar TX L.P.	WSBY-FM	Salisbury, MD	BALH-20000501ABF	13673
Cumulus Licensing Corp.	Capstar TX L.P.	WTKA (AM)	Ann Arbor, MI	BAL-20000501AAP	47116
Cumulus Licensing Corp.	Capstar TX L.P.	WIQB-FM	Ann Arbor, MI	BALH-20000501AAN	41080
Cumulus Licensing Corp.	Capstar TX L.P.	WQKL (FM)	Ann Arbor, MI	BALH-20000501AAO	47117
Cumulus Licensing Corp.	Capstar TX L.P.	WYBN (AM)	Saline, MI	BAL-20000501AAQ	41081
Cumulus Licensing Corp.	Capstar TX L.P.	KTEX (FM)	Brownsville, TX	BALH-20000501AAS	64631
Cumulus Licensing Corp.	Capstar TX L.P.	KBFM (FM)	Edinburg, TX	BALH-20000501AAR	40777
Cumulus Licensing Corp.	Capstar TX Limited Partnership	WQRB (FM)	Bloomer, WI	BALH-20000501AAZ	5870
Cumulus Licensing Corp.	Capstar TX L.P.	WATQ (FM)	Chetek, WI	BALH-20000501AAT	36357
Cumulus Licensing Corp.	Capstar TX L.P.	WBIZ (AM)	Eau Claire, WI	BAL-20000501AAU	2108
Cumulus Licensing Corp.	Capstar TX L.P.	WBIZ-FM	Eau Claire, WI	BALH-20000501AAV	2107
Cumulus Licensing Corp.	Capstar TX L.P.	WMEQ (AM)	Menomonie, WI	BAL-20000501AAW	52474
Cumulus Licensing Corp.	Capstar TX L.P.	WMEQ-FM	Menomonie, WI	BAPH-20000501AAX	52473
Cumulus Licensing Corp.	Capstar TX L.P.	WAWR (AM)	Ocean City, MD	BAP-20000501AAZ	87173

Appendix D

**Facilities to be Assigned to
The CCU/AMFM Trust I, Charles E. Giddens, Trustee**

ASSIGNOR	STATION	COMMUNITY OF LICENSE	FILE NO.	FAC ID#
Citicasters Co.	KEZY(AM)	Anaheim, CA	BAL-20000328ACT	2194
Citicasters Co.	KSDO (AM)	San Diego, CA	BAL-20000328ACY	51166
Citicasters Co.	KACD (FM)	Santa Monica, CA	BALH-20000328ACQ	33902
Citicasters Co.	KBCD (FM)	Newport Beach, CA	BALH-20000328ACR	33904
Citicasters Co.	KCNL (FM)	Fremont, CA	BALH-20000328ACS	54478
Citicasters Co.	KFJO (FM)	Walnut Creek, CA	BALH-20000328ACU	36032
Citicasters Co.	KKTL-FM	Cleveland, TX	BALH-20000328ACX	65308
Citicasters Co.	KLDE (FM)	Lake Jackson, TX	BALH-20000328ADA	59951
Citicasters Co.	KXJO (FM)	Alameda, CA	BALH-20000328ADE	36029
Citicasters Co.	KXXM (FM)	Anaheim, CA	BALH-20000328ADG	2195
Citicasters Co.	WYJS (FM)	Pickens, MS	BALH-20000328ADJ	29512
AMFM Radio Licenses, LLC	KVOD (AM)	Denver, CO	BAL-20000328ADT	59956
AMFM Radio Licenses, LLC	WBOB (AM)	Florence, KY	BAL-20000328ADZ	35065
AMFM Radio Licenses, LLC	WRMR (AM)	Cleveland, OH	BAL-20000328AEF	28509
AMFM Radio Licenses, LLC	WUBE (AM)	Cincinnati, OH	BAL-20000328AEG	10139
AMFM Radio Licenses, LLC	WVCG (AM)	Coral Gables, FL	BAL-20000328AEI	74165
AMFM Radio Licenses, LLC	KALC (FM)	Denver, CO	BALH-20000328ADK	59601
AMFM Radio Licenses, LLC	KKBT (FM)	Los Angeles, CA	BALH-20000328ADL	70038
AMFM Radio Licenses, LLC	KDJM (FM)	Greeley, CO	BALH-20000328ADM	59972
AMFM Radio Licenses, LLC	KIMN (FM)	Denver, CO	BALH-20000328ADO	59597
AMFM Radio Licenses, LLC	KKFR (FM)	Glendale, AZ	BALH-20000328ADQ	65479
AMFM Radio Licenses, LLC	KMLE (FM)	Chandler, AZ	BALH-20000328ADR	59965
AMFM Radio Licenses, LLC	KOOL-FM	Phoenix, AZ	BALH-20000328ADS	13506
AMFM Radio Licenses, LLC	KXKL-FM	Denver, CO	BALH-20000328ADU	59959
AMFM Radio Licenses, LLC	KXPK (FM)	Evergreen, CO	BALH-20000328ADW	20300

AMFM Radio Licenses, LLC	KZON (FM)	Phoenix, AZ	BALH-20000328ADY	63913
AMFM Radio Licenses, LLC	WDOK (FM)	Cleveland, OH	BALH-20000328AEA	28525
AMFM Radio Licenses, LLC	WJHM (FM)	Daytona Beach, FL	BALH-20000328AEB	73137
AMFM Radio Licenses, LLC	WOCL (FM)	Deland, FL	BALH-20000328AEC	10138
AMFM Radio Licenses, LLC	WOMX-FM	Orlando, FL	BALH-20000328AED	47746
AMFM Radio Licenses, LLC	WQAL (FM)	Cleveland, OH	BALH-20000328AEE	72889
AMFM Radio Licenses, LLC	WUBE-FM	Cincinnati, OH	BALH-20000328AEH	10140
AMFM Radio Licenses, LLC	WYGY (FM)	Hamilton, OH	BALH-20000328AEJ	10143
AMFM Radio Licenses, LLC	WZAK (FM)	Cleveland, OH	BALH-20000328AEK	74465
Clear Channel	KFON (AM)	Austin, TX	BAL-20000328AEN	41211
Clear Channel	KJOJ (AM)	Conroe, TX	BAL-20000328AEO	20625
Clear Channel	KSEV (AM)	Tomball, TX	BAL-20000328AER	9645
Clear Channel	WEEX (AM)	Easton, PA	BAL-20000328AET	8596
Clear Channel	WIRA (AM)	Fort Pierce, FL	BAL-20000328AEX	2681
Clear Channel	WKXI (AM)	Jackson, MS	BAL-20000328AFA	50409
Clear Channel	WOAD (AM)	Jackson, MS	BAL-20000328AFE	50404
Clear Channel	WOIC (AM)	Columbia, SC	BAL-20000328AFG	73370
Clear Channel	WSJS (AM)	Winston-Salem, NC	BAL-20000328AFL	58391
Clear Channel	WSML (AM)	Graham, NC	BAL-20000328AFM	740
Clear Channel	WTMM (AM)	Rensselaer, NY	BAL-20000328AFN	40768
Clear Channel	WTVR (AM)	Richmond, VA	BAL-20000328AFP	57831
Clear Channel	KBXX (FM)	Houston, TX	BALH-20000328AEL	11969
Clear Channel	KEYI-FM	San Marcos, TX	BALH-20000328AEM	41213
Clear Channel	KJOJ-FM	Freeport, TX	BALH-20000328AEP	69565
Clear Channel	KMJQ (FM)	Houston, TX	BALH-20000328AEQ	11971
Clear Channel	WARQ (FM)	Columbia, SC	BALH-20000328AES	58400
Clear Channel	WFXC (FM)	Durham, NC	BALH-20000328AEU	36952
Clear Channel	WFXK (FM)	Tarboro, NC	BALH-20000328AEV	24931
Clear Channel	WNUE-FM	Titusville, FL	BALH-20000328AEW	46969
Clear Channel	WJMI (FM)	Jackson, MS	BALH-20000328AEY	50408
Clear Channel	WJMZ-FM	Anderson, SC	BALH-20000328AEZ	1303
Clear Channel	WKXI-FM	Magee, MS	BALH-20000328AFB	50407
Clear Channel	WMFX (FM)	St. Andrews, SC	BALH-20000328AFC	19471
Clear Channel	WNNL (FM)	Fuquay-Varina, NC	BALH-20000328AFD	9728
Clear Channel	WODE-FM	Easton, PA	BALH-20000328AFF	8595
Clear Channel	WQBJ (FM)	Cobleskill, NY	BALH-20000328AFH	40769
Clear Channel	WQBK-FM	Rensselaer, NY	BALH-20000328AFI	40767
Clear Channel	WQOK (FM)	South Boston, VA	BALH-20000328AFJ	69559
Clear Channel	WTPT (FM)	Forest City, NC	BALH-20000328AFO	4677

Clear Channel	WWDM (FM)	Sumter, SC	BALH-20000328AFQ	58398
Clear Channel	WWRX-FM	Westerly, RI	BALH-20000328AFR	71720
Clear Channel	KTJM (FM)	Port Arthur, TX	BALH-20000328AFS	20489
Capstar TX L.P.	KQUE (AM)	Houston, TX	BAL-20000328AGB	65309
Capstar TX L.P.	KRMD (AM)	Shreveport, LA	BAL-20000328AGC	1305
Capstar TX L.P.	WGNA (AM)	Albany, NY	BAL-20000328AGI	72117
Capstar TX L.P.	WHMP (AM)	Northampton, MA	BAL-20000328AGM	46962
Capstar TX L.P.	WKNR (AM)	Cleveland, OH	BAL-20000328AGR	14772
Capstar TX L.P.	WMFR (AM)	High Point, NC	BAL-20000328AGU	73257
Capstar TX L.P.	WTCY (AM)	Harrisburg, PA	BAL-20000328AHA	32944
Capstar TX L.P.	KBFB (FM)	Dallas, TX	BALH-20000328AFT	9627
Capstar TX L.P.	KBRQ (FM)	Hillsboro, TX	BALH-20000328AFU	60805
Capstar TX L.P.	KDAT (FM)	Cedar Rapids, IA	BALH-20000328AFV	54165
Capstar TX L.P.	KGGO (FM)	Des Moines, IA	BALH-20000328AFW	12965
Capstar TX L.P.	KHAK (FM)	Cedar Rapids, IA	BALH-20000328AFX	54163
Capstar TX L.P.	KHKI (FM)	Des Moines, IA	BALH-20000328AFY	12966
Capstar TX L.P.	KMJJ-FM	Shreveport, LA	BALH-20000328AFZ	63929
Capstar TX L.P.	KPLN (FM)	San Diego, CA	BALH-20000328AGA	59816
Capstar TX L.P.	KRMD-FM	Shreveport, LA	BAL-20000328AGD	1304
Capstar TX L.P.	KRNA (FM)	Iowa City, IA	BALH-2000328AGE	35555
Capstar TX L.P.	KYXY (FM)	San Diego, CA	BALH-20000328AGG	51671
Capstar TX L.P.	WABT (FM)	Mechanicville, NY	BALH-20000328AGH	22004
Capstar TX L.P.	WGNA-FM	Albany, NY	BAL-20000328AGJ	72118
Capstar TX L.P.	WGRD-FM	Grand Rapids, MI	BALH-20000328AGK	55650
Capstar TX L.P.	WHKR (FM)	Rockledge, FL	BALH-20000328AGL	57628
Capstar TX L.P.	WHMP-FM	Northampton, MA	BAL-20000328AGN	46963
Capstar TX L.P.	WKHK (FM)	Colonial Heights, VA	BALH-20000328AGO	319
Capstar TX L.P.	WKLR (FM)	Fort Lee, VA	BALH-20000328AGP	71330
Capstar TX L.P.	WKNN-FM	Pascagoula, MS	BALH-20000328AGQ	61367
Capstar TX L.P.	WLHT-FM	Grand Rapids, MI	BALH-20000328AGS	37457
Capstar TX L.P.	WMEZ (FM)	Pensacola, FL	BALH-20000328AGT	73256
Capstar TX L.P.	WMJY (FM)	Biloxi, MS	BALH-20000328AGV	61368
Capstar TX L.P.	WMXB (FM)	Richmond, VA	BALH-20000328AGW	37230
Capstar TX L.P.	WNCE-FM	Palmyra, PA	BALH-20000328AGX	12050
Capstar TX L.P.	WNNK-FM	Harrisburg, PA	BALH-20000328AGY	32945
Capstar TX L.P.	WROQ (FM)	Anderson, SC	BALH-20000328AGZ	318
Capstar TX L.P.	WTPA (FM)	Mechanicsburg, PA	BALH-20000328AHB	54021
Capstar TX L.P.	WTRV (FM)	Walker, MI	BALH-20000328AHC	72529
Capstar TX L.P.	WXBM-FM	Milton, FL	BALH-20000328AHE	32946
Cleveland Radio Lic, LLC	WJMO (AM)	Cleveland Heights, OH	BAL-20000328AHF	74472
Cleveland Radio Lic, LLC	WZJM (FM)	Cleveland Heights, OH	BALH-20000328AHG	74473
AMFM Texas Licenses L.P.	KDGE (FM)	Gainesville, TX	BALH-20000328AHI	6386
AMFM Texas Licenses L.P.	KKBQ-FM	Pasadena, TX	BALH-20000328AHJ	23083
Capstar TX L.P.	WNWZ (AM)	Grand Rapids, MI	BAL-20000606ABT	55648

Jacor Licensee of Kansas City	WONE (AM)	Dayton, OH	BAL-20000427AAW	1903
Capstar TX L.P.	WPOP (AM)	Hartford, CT	BAL-20000427AAX	37232
Capstar TX L.P.	WBCK (AM)	Battle Creek, MI	BAL-20000427AAY	37459
Capstar TX L.P.	WRCC (AM)	Battle Creek, MI	BAL-20000427AAZ	37462
Capstar TX L.P.	WBXX (FM)	Battle Creek, MI	BALH-20000427ABA	37461
Clear Channel	WAVZ (AM)	New Haven, CT	BAL-20000427AAT	11920
Clear Channel	WOOD (AM)	Grand Rapids, MI	BAL-20000427AAU	73604
Clear Channel	WTKG (AM)	Grand Rapids, MI	BAL-20000427AAV	51729
AMFM Radio Licenses, LLC	WEDR (FM)	Miami, FL	BALH-20000407AAY	71418
AMFM Radio Licenses, LLC	WFOX (FM)	Gainesville, FL	BALH-20000407AAZ	59970
Citicasters Co.	WIZE (AM)	Springfield, OH	BALH-20000427ABB	62208
Citicasters Co.	WBTT (FM)	Englewood, OH	BALH-20000427ABC	55501
Citicasters Co.	WMJK (FM)	Clyde, OH	BALH-20000427ABD	58344
Capstar TX L.P.	WPLR (FM)	New Haven, CT	BALH-20000407ABA	46968
Capstar TX L.P.	WNLK (AM)	Norwalk, CT	BAL-200000407ABB	14378
Capstar TX L.P.	WEFX (FM)	Norwalk, CT	BALH-20000407ABC	14379
Capstar TX L.P.	WSTC (AM)	Stamford, CT	BAL-20000407ABD	10660
Capstar TX L.P.	WKHL (FM)	Stamford, CT	BALH-20000407ABE	10659
Capstar TX L.P.	WFYV-FM	Atlantic Beach, FL	BALH-20000407ABF	72081
Capstar TX L.P.	WBWL (AM)	Jacksonville, FL	BAL-20000407ABG	53588
Capstar TX L.P.	WOKV (AM)	Jacksonville, FL	BAL-20000407ABH	53601
Capstar TX L.P.	WAPE-FM	Jacksonville, FL	BALH-20000407ABI	70863
Capstar TX L.P.	WKQL (FM)	Jacksonville, FL	BALH-20000407ABJ	53590
Capstarr TX L.P.	WMXQ(FM)	Jacksonville, FL	BALH-20000407ABK	53602
Citicasters Co.	KFJO-1	W. Pittsburg, CA	BALFTB-20000328ACV	36034
Citicasters Co.	KFJO-3	Martinez, CA	BALFTB-20000328ACW	36033
Citicasters Co.	KXJO-FM1	Orinda, CA	BALFTB-20000328ADF	35013
Citicasters Co.	KXXM-FM1	Laguna Hills, CA	BALFTB-20000328ADH	77794
AMFM Radio Lic. LLC	KIMN-FM1	Boulder, CO	BALFTB-20000328ADP	59600
AMFM Radio Lic. LLC	KXKL-FM1	Boulder, CO	BALFTB-20000328ADV	59955
AMFM Radio Lic. LLC	KXPK-FM1	Boulder, CO	BALFTB-20000328ADX	20302