

06-226

Federal Communications Commission Washington, D.C. 20554 <p style="text-align: center;">FCC 314</p>	Approved by OMB 3060-0031 (September 2004) FOR FCC USE ONLY <hr/> FOR COMMISSION USE ONLY FILE NO. BALH - 20070619ACB <p style="text-align: center; font-size: 1.2em;">FILED/ACCEPTED</p>
Read INSTRUCTIONS Before Filling Out Form	

OCT 15 2007

Section I - General Information

1.	Legal Name of the Licensee/Permittee CAPSTAR TX LIMITED PARTNERSHIP	Federal Communications Commission Office of the Secretary
Mailing Address 2625 S. MEMORIAL DRIVE SUITE A		
City TULSA		State or Country (if foreign address) OK
Telephone Number (include area code) 9186644581		Zip Code 74129 -
E-Mail Address (if available)		Facility ID Number 500
FCC Registration Number: 0003474947		Call Sign WKEE-FM
2.	Contact Representative (if other than licensee/permittee) DORANN BUNKIN	Firm or Company Name WILEY REIN LLP
Mailing Address 1776 K STREET, NW		
City WASHINGTON		State or Country (if foreign address) DC
Telephone Number (include area code) 2027197231		ZIP Code 20006 -
E-Mail Address (if available) DBUNKIN@WILEYREIN.COM		
3.	Legal Name of the Assignee ALOHA STATION TRUST, LLC, AS TRUSTEE	
Mailing Address 2119 CHITTIM PASS DRIVE		
City SAN ANTONIO		State or Country (if foreign address) TX
Telephone Number (include area code) 2104953392		ZIP Code 78232 -
E-Mail Address (if available)		
4.	Contact Representative (if other than assignee) BARRY A. FRIEDMAN	Firm or Company Name THOMPSON HINE LLP
Mailing Address SUITE 800 1920 N STREET, N.W.		
City WASHINGTON		State or Country (if foreign address) DC
Telephone Number (include area code) 2023318800		Zip Code 20036 -
E-Mail Address (if available) BARRY.FRIEDMAN@THOMPSONHINE.COM		
5.	[Empty]	

No. of Copies rec'd 0
 List ABCDE

If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114):
 Governmental Entity Noncommercial Educational Licensee/Permittee Other
 N/A (Fee Required)

6. **Purpose of Application:**
 Assignment of license
 Assignment of construction permit
 Amendment to pending application
 File number of pending application: -
 If an amendment, **submit as an Exhibit** a listing by Section and Question Number of the portions of the pending application that are being revised. [Exhibit 1]

7. Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.2111(a) and 73.5001)? Yes No
 If yes, list pertinent authorizations in an Exhibit. [Exhibit 2]

8. a. Were any of the authorizations that are the subject of this application obtained through the Commission's point system for reserved channel noncommercial educational stations (see 47 C.F.R. Sections 73.7001 and 73.7003)? Yes No
 b. If yes to 8(a), have all such stations operated for at least 4 years with a minimum operating schedule since grant pursuant to the point system? Yes No
 If no, list pertinent authorizations in an Exhibit and include in the Exhibit a showing that the transaction is consistent with the holding period requirements of 47 C.F.R. Section 73.7005(a). [Exhibit 3]

Section II - Assignor

1. **Certification.** Licensee/permittee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Licensee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets. Yes No

2. **Authorizations to be Assigned.** List the authorized stations and construction permits to be assigned. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned. Include main stations, FM and/or TV translator stations, LPTV stations, FM and/or TV booster stations.
 [Enter Station Information]

List the authorized stations and construction permits to be assigned. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned. Include main stations, FM and/or TV translator stations, LPTV stations, FM and/or TV booster stations.

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
500	WKEE-FM	-	HUNTINGTON	WV
505	WVHU	-	HUNTINGTON	WV

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
506	WZZW	-	MILTON	WV
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
507	WBVB	-	COAL GROVE	OH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
2097	KALZ	-	FOWLER	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
2099	KFSO-FM	-	VISALIA	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
2107	WBIZ	-	EAU CLAIRE	WI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
2108	WBIZ-FM	-	EAU CLAIRE	WI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
3222	KFMK	-	ROUND ROCK	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
4674	WOSC	-	BETHANY BEACH	DE
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
5870	WQRB	-	BLOOMER	WI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
7983	WTCR-FM	-	HUNTINGTON	WV
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
9748	KBOS-FM	-	TULARE	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

9749	KCBL	-	FRESNO	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
12083	WTSL	-	HANOVER	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
13672	WJDY	-	SALISBURY	MD
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
13673	WSBY-FM	-	SALISBURY	MD
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
14377	WTCR	-	KENOVA	WV
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
28165	WTGM	-	SALISBURY	MD
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
28166	WQHQ	-	OCEAN CITY-SALISBURY	MD
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
28167	WDKZ	-	SALISBURY	MD
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
28170	WLBW	-	FENWICK ISLAND	DE
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
31136	WFMD	-	FREDERICK	MD
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
31139	WFRE	-	FREDERICK	MD
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
33057	KWTX	-	WACO	TX

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
33724	KBGO	-	WACO	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35217	WMYF	-	PORTSMOUTH	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35218	WUBB	-	YORK CENTER	ME
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35219	WHEB	-	PORTSMOUTH	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35902	KWTX-FM	-	WACO	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
36357	WATQ	-	CHETEK	WI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
37232	WPOP	-	HARTFORD	CT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
37459	WBCK	-	BATTLE CREEK	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
37461	WBXX	-	BATTLE CREEK	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
37462	WBFN	-	BATTLE CREEK	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
37463	WRCC	-	MARSHALL	MI

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
40988	WSYR-FM	-	GIFFORD	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
41066	WCZR	-	VERO BEACH	FL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
41635	WJJS-FM	-	VINTON	VA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
46334	WVRR	-	NEWPORT	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
46744	WMKJ	-	MOUNT STERLING	KY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
46965	WPKX	-	ENFIELD	CT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48776	KRZR	-	HANFORD	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48777	KHGE	-	FRESNO	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
49952	WAKS	-	AKRON	OH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
52473	WMEQ-FM	-	MENOMONIE	WI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53384	WKSS	-	HARTFORD-MERIDEN	CT
Facility ID	Call Sign	or Construction Permit File Number	City	State

Number				
53385	WERZ	-	EXETER	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53386	WGIP	-	EXETER	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53387	WGIN	-	ROCHESTER	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53388	WQSO	-	ROCHESTER	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53630	WSKS	-	WHITESBORO	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54559	KRDU	-	DINUBA	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54560	KSOF	-	DINUBA	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54790	WXXK	-	LEBANON	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
56621	WGXL	-	HANOVER	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
57701	WIXT	-	LITTLE FALLS	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
59264	WACO-FM	-	WACO	TX
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
60450	WAMX	-	MILTON	WV

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
61685	WIRO	-	IRONTON	OH
61686	WBKS	-	IRONTON	OH
63472	WTSJ	-	RANDOLPH	VT
63473	WCVR-FM	-	RANDOLPH	VT
67460	WSKU	-	LITTLE FALLS	NY
70331	WJXX	-	LYNCHBURG	VA
72144	WHCN	-	HARTFORD	CT
72468	WEKL	-	AUGUSTA	GA
73956	WSNV	-	SALEM	VA
74179	WWFG	-	OCEAN CITY	MD
74205	WWYZ	-	WATERBURY	CT
74279	WPHH	-	WATERBURY	CT

Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
140942	W247BC	-	WHITE RIVER JUNCTION	VT	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
31140	W288AB	-	BRADDOCK HEIGHTS	MD	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
63474	W272AU	-	HANOVER	NH	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
46339	W265AT	-	SPRINGFIELD	VT	
<p>3. Agreements for Sale of Station. Licensee/permittee certifies that:</p> <p>a. it has placed in its public inspection file(s) and submitted as an exhibit to this item copies of all agreements for the sale of the station(s);</p> <p>b. these documents embody the complete and final understanding between licensee/permittee and assignee; and</p> <p>c. these agreements comply fully with the Commission's rules and policies.</p> <p>Exhibit Required</p>					<input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 4]
<p>4. Other Authorizations. List call signs, locations and facility identifiers of all other broadcast stations in which licensee/permittee or any party to the application has an attributable interest.</p>					<input type="checkbox"/> N/A [Exhibit 5]
<p>5. Character Issues. Licensee/permittee certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with:</p> <p>a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or</p> <p>b. any pending broadcast application in which character issues have been raised.</p>					<input type="radio"/> Yes <input checked="" type="radio"/> No See Explanation in [Exhibit 6]
<p>6. Adverse Findings. Licensee/permittee certifies that, with respect to the licensee/permittee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.</p>					<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 7]
<p>7. Local Public Notice. Licensee/permittee certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580.</p>					<input checked="" type="radio"/> Yes <input type="radio"/> No
<p>8. Auction Authorization. Licensee/permittee certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.</p>					<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A See Explanation in [Exhibit 8]
<p>9. Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.</p>					<input checked="" type="radio"/> Yes <input type="radio"/> No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good

faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing ANDREW W. LEVIN	Typed or Printed Title of Person Signing CHIEF LEGAL OFFICER
Signature	Date 06/19/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Section III - Assignee

1.	Certification. Assignee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<input checked="" type="radio"/> Yes <input type="radio"/> No
2.	Assignee is: <input type="radio"/> an individual <input type="radio"/> a general partnership <input type="radio"/> a for-profit corporation <input type="radio"/> a limited partnership <input type="radio"/> a not-for-profit corporation <input type="radio"/> a limited liability company (LLC/LC) <input checked="" type="radio"/> other a. If "other", describe nature of applicant in an Exhibit. [Exhibit 9]	
3.	Agreements for Sale of Station. Assignee certifies that: a. the written agreements in the licensee/permittee's public inspection file and submitted to the Commission embody the complete and final agreement for the sale of the station(s) which are to be assigned; and b. these agreements comply fully with the Commission's rules and policies.	<input type="radio"/> Yes <input checked="" type="radio"/> No See Explanation in [Exhibit 10]
4.	Parties to the Application. a. List the assignee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in the assignee, list separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary. (1) Name and address of the assignee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the assignee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners. (2) Citizenship. (3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's equity/debt plus standard., etc. (4) Percentage of votes. (5) Percentage of total assets (debt plus equity). [Enter Parties/Owners Information]	
4a. Parties to the Application List the assignee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in the assignee, list separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. (1) Name and address of the assignee and each party to the application holding an attributable interest (if other than individual also		

show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the assignee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners.

(2) Citizenship.

(3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's **equity/debt plus** standard., etc.

(4) Percentage of votes.

(5) Percentage of total assets(debt plus equity).

(1) Name and Address	(2) Citizenship	(3) Positional Interest	(4) Percentage of Votes	(5) Percentage of total assets (debt plus equity)
ALOHA STATION TRUST, LLC, 2119 CHITTIM PASS DRIVE, SAN ANTONIO, TX 78232	US	ASSIGNEE	0	0

(1) Name and Address	(2) Citizenship	(3) Positional Interest	(4) Percentage of Votes	(5) Percentage of total assets (debt plus equity)
JEANETTE TULLY, 2119 CHITTIM PASS DRIVE, SAN ANTONIO, TX 78232	US	SOLE MEMBER	100	100

or [Exhibit 11]

b. Assignee certifies that equity interests not set forth above are non-attributable.

Yes No
 N/A

See Explanation in [Exhibit 12]

5. Other Authorizations. List call signs, locations and facility identifiers of all other broadcast stations in which licensee/permittee or any party to the application has an attributable interest.	<input type="checkbox"/> N/A [Exhibit 13]
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6. **Multiple Ownership.**

a. Is the assignee or any party to the application the holder of an attributable radio joint sales agreement or an attributable radio or television time brokerage agreement with the station(s) subject to this application or with any other station in the same market as the station(s) subject to this application? If "Yes," radio applicants must submit as an Exhibit a copy of each such agreement for radio stations.	<input type="radio"/> Yes <input checked="" type="radio"/> No [Exhibit 14]
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b. Assignee certifies that the proposed assignment complies with the Commission's multiple ownership rules and cross-ownership rules. Radio applicants only: If "Yes," submit an Exhibit providing information regarding the market, broadcast station(s), and other information necessary to demonstrate compliance with 47 C.F.R. § 73.3555(a). All applicants: If "No," submit as an Exhibit a detailed explanation in support of an exemption from, or waiver of, 47 C.F.R. § 73.3555.	<input checked="" type="radio"/> Yes <input type="radio"/> No [Exhibit 15]
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c. Assignee certifies that the proposed assignment: 1. does not present an issue under the Commission's policies relating to media interests of immediate family members; 2. complies with the Commission's policies relating to future ownership interests; and 3. complies with the Commission's restrictions relating to the insulation and nonparticipation of non-party investors and creditors.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 16]
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7. Character Issues. Assignee certifies that neither assignee nor any party to the application has or has had any interest in, or connection with:	<input checked="" type="radio"/> Yes <input type="radio"/> No
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	a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised.	See Explanation in [Exhibit 17]
8.	Adverse Findings. Assignee certifies that, with respect to the assignee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 18]
9.	Alien Ownership and Control. Assignee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 19]
10.	Financial Qualifications. Assignee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.	<input checked="" type="radio"/> Yes <input type="radio"/> No See Explanation in [Exhibit 20]
11.	Program Service Certification. Assignee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.	<input checked="" type="radio"/> Yes <input type="radio"/> No
12.	Auction Authorization. Assignee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.	<input type="radio"/> Yes <input type="radio"/> No <input checked="" type="radio"/> N/A See Explanation in [Exhibit 21]
13.	Anti-Drug Abuse Act Certification. Assignee certifies that neither assignee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	<input checked="" type="radio"/> Yes <input type="radio"/> No
14.	Equal Employment Opportunity (EEO). If the applicant proposes to employ five or more full-time employees, applicant certifies that it is filing simultaneously with this application a Model EEO Program Report on FCC Form 396-A.	<input checked="" type="radio"/> Yes <input type="radio"/> No <input type="radio"/> N/A

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing JEANETTE TULLY	Typed or Printed Title of Person Signing SOLE MEMBER
Signature	Date 06/19/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Exhibits

Exhibit 1

Description: DESCRIPTION OF TRANSACTION

PLEASE SEE ATTACHMENT.

Attachment 1

Description
Description of Transaction

Exhibit 4

Description: ENGAGEMENT AGREEMENT

A COPY OF THE ENGAGEMENT AGREEMENT DATED JUNE 15, 2007 BETWEEN CLEAR CHANNEL COMMUNICATIONS, INC., THE ULTIMATE PARENT COMPANY OF THE ASSIGNOR, AND THE ALOHA STATION TRUST, LLC (THE 'AGREEMENT') IN CONNECTION WITH THE PROPOSED ASSIGNMENT IS ATTACHED HERETO. EXHIBIT C TO THE AGREEMENT CONTAINS THE FORM OF TRUST AGREEMENT TO BE EXECUTED BY THE TWO PARTIES AT CONSUMMATION OF THE INSTANT TRANSACTION. THE FOLLOWING EXHIBITS HAVE NOT BEEN ATTACHED HERETO:

EXHIBIT A - TRUST STATIONS
EXHIBIT B - COMPENSATION

THESE EXHIBITS CONTAIN PROPRIETARY INFORMATION, ARE NOT GERMANE TO THE COMMISSION'S CONSIDERATION OF THIS APPLICATION, AND/OR ARE DUPLICATIVE OF INFORMATION ALREADY INCLUDED IN THE APPLICATION. SEE LUJ, INC. AND LONG NINE, INC., 17 FCC RCD 16980 (2002). UPON REQUEST, THESE DOCUMENTS WILL BE PROVIDED TO THE COMMISSION SUBJECT TO THE RIGHT OF THE APPLICANTS, PURSUANT TO APPLICABLE FCC CONFIDENTIALITY RULES AND POLICIES, TO ASK THAT THEY NOT BE MADE AVAILABLE FOR PUBLIC INSPECTION.

Attachment 4

Description
Engagement Agreement

Exhibit 5

Description: OTHER BROADCAST INTERESTS

PLEASE SEE ATTACHMENT

Attachment 5

Description
Other Broadcast Interests

Exhibit 6

Description: CHARACTER STATEMENT

CHARACTER-RELATED ALLEGATIONS HAVE BEEN RAISED AGAINST LICENSEES UNDER COMMON OWNERSHIP WITH THE APPLICANT IN THE FOLLOWING THREE PENDING PROCEEDINGS.

(1) IN ITS CONSOLIDATED REPLY TO RESPONSES TO APRIL 23, 2004 FCC LETTER OF INQUIRY REGARDING THE ASSIGNMENT OF LICENSE OF WQYZ(FM), OCEAN SPRINGS, MISSISSIPPI, FROM GOLDEN GULF COAST BROADCASTING, INC. TO CAPSTAR TX LIMITED PARTNERSHIP, FCC FILE NO. BALH-20031125ALX, WJZD, INC. ALLEGED THAT THE PARTIES TO THE ASSIGNMENT LACKED CANDOR IN THEIR RESPONSE TO AN FCC INQUIRY. THE MEDIA BUREAU, ON MAY 26, 2005, DENIED WJZD, INC.'S PETITION TO DENY AND GRANTED THE UNDERLYING ASSIGNMENT APPLICATION. ON MARCH 12, 2007, THE BUREAU DENIED WJZD, INC.'S PETITION FOR RECONSIDERATION OF THAT ACTION. WJZD, INC. FILED AN APPLICATION FOR REVIEW OF THIS DECISION ON APRIL 11, 2007.

(2) MONTECITO FM, INC., IN ITS 'PETITION FOR RECONSIDERATION OF THE GRANT OF CITICASTERS LICENSES, L.P.

MINOR CHANGE APPLICATION FOR KSBL, CARPINTERIA, CALIFORNIA' AND IN ITS REPLY REGARDING A CONSTRUCTION PERMIT APPLICATION FOR A MINOR CHANGE IN THE AUTHORIZATION FOR KSBL(FM), FCC FILE NO. BPH-20041116ADR, ALLEGES THAT CITICASTERS LICENSES, L.P. MISREPRESENTED THE NUMBER OF ATTRIBUTABLE STATIONS IN THE SUBJECT RADIO MARKET AND WAS MISLEADING REGARDING CITY GRADE AND LINE OF SIGHT COVERAGE.

(3) THE YOUTH MEDIA COUNCIL AND MEDIA ALLIANCE, IN THEIR 'PETITION TO DENY RENEWAL' OF KSJO-FM, SAN JOSE, CALIFORNIA, FCC FILE NO. BRH-20050728ADU, AND IN THEIR 'REPLY IN SUPPORT OF PETITION TO DENY RENEWAL,' ALLEGE THAT CITICASTERS LICENSES, L.P. COMMITTED MISREPRESENTATION IN ITS RESPONSE TO SECTION II, QUESTION 4 OF ITS INITIAL LICENSE RENEWAL APPLICATION REGARDING THE EXISTENCE OF FCC VIOLATIONS DURING THE PRECEDING LICENSE TERM. CLEAR CHANNEL FILED AN OPPOSITION ON NOVEMBER 28, 2005.

Attachment 6

Exhibit 9

Description: FORM OF ENTITY

THE PROPOSED ASSIGNEE, THE ALOHA STATION TRUST, LLC ("TRUST"), A DELAWARE LIMITED LIABILITY COMPANY, IS THE TRUSTEE UNDER THE TERMS OF A TRUST AGREEMENT, BY AND BETWEEN CLEAR CHANNEL COMMUNICATIONS, INC. AND THE TRUST, A COPY OF WHICH APPENDED TO ASSIGNOR'S EXHIBIT 4. THE TRUST QUALIFIES AS AN INDEPENDENT TRUST BY VIRTUE OF THE FACT THAT NEITHER THE TRUST NOR ITS SOLE MEMBER, MS. JEANETTE TULLY, HAS A PERSONAL, FAMILIAL, OR OTHER BUSINESS RELATIONSHIP WITH THE ASSIGNOR OR ANY OF THE ASSIGNOR'S SUBSIDIARIES OR AFFILIATES. THE ASSIGNOR, AS THE GRANTOR OF THE TRUST, WILL RELINQUISH: (1) THE POWER TO REPLACE THE TRUSTEE AT WILL, (2) UNRESTRICTED POWER TO REVOKE THE TRUST, AND (3) THE SOLE POWER TO SELL THE STATION ASSETS AND SEEK CONSENT TO THE ASSIGNMENT OF STATION LICENSES CONTAINED IN THE TRUST. IN ADDITION, UNDER THE TERMS OF THE TRUST AGREEMENT, THE GRANTOR IS PROHIBITED FROM COMMUNICATING WITH THE TRUSTEE REGARDING THE MANAGEMENT AND OPERATIONS OF THE TRUST'S BROADCAST STATIONS. ACCORDING, THE TRUST QUALIFIES FOR INSULATION FROM THE COMMISSION'S ATTRIBUTION RULES PURSUANT TO THE TERMS OF NOTE 2(D) TO SECTION 73.3555 OF THE COMMISSION'S RULES.

Attachment 9

Exhibit 10

Description: AGREEMENTS BETWEEN THE PARTIES

SEE EXHIBIT 4 APPENDED TO SECTION II, ITEM 3 RELATED TO THE ENGAGEMENT AGREEMENT AND FORM OF TRUST AGREEMENT BETWEEN THE PARTIES TO THE INSTANT TRANSACTION. ADDITIONALLY, THE INSTANT APPLICATION INVOLVES MULTI-STATION ASSIGNMENT OF LICENSE REQUESTS. CERTAIN OF THE STATIONS HAVE HAD THEIR LICENSES RENEWED, WHILE OTHERS HAVE OUTSTANDING LICENSE RENEWAL APPLICATIONS. IT IS OUR UNDERSTANDING THAT IT IS COMMISSION POLICY TO CONDITION ITS CONSENT TO THE ASSIGNMENTS ON THE RENEWAL OF ALL OF THE STATIONS' LICENSES.

IT IS HEREBY REQUESTED THAT, BASED ON THE SPECIAL AND UNIQUE CIRCUMSTANCES PRESENT IN THIS INSTANCE, THAT THE COMMISSION WAIVE ITS CUSTOMARY POLICY AND ALLOW THE REQUESTED ASSIGNMENT TO BE CONSUMMATED DURING THE PERIOD THAT RENEWAL APPLICATIONS ARE PENDING. THIS REQUEST IS PREMISED ON THE FACT THAT THE STATIONS WITH OUTSTANDING RENEWALS ARE BUT A PART OF A MULTI-STATION ASSIGNMENT PROCESS.

PERMITTING THE PENDING ASSIGNMENTS TO BE CONSUMMATED WITH OUTSTANDING RENEWALS WILL ALLOW THESE PARTIES TO CARRY OUT A COMPLEX COMMERCIAL TRANSACTION. THIS IS CONSISTENT WITH THE COMMISSIONS LONGSTANDING POLICY OF PERMITTING THE FREE ALIENABILITY OF BROADCAST LICENSES. FURTHER, THERE ARE NO PENDING MATTERS INVOLVING THE ASSIGNOR IN THESE INSTANCES THAT SHOULD RAISE ANY MATERIAL ISSUES.

THE PARTIES ALSO SUBMIT THAT THE GRANTING OF THE INSTANT REQUEST IS CONSISTENT WITH COMMISSION PRECEDENT. THE COMMISSION HAS PREVIOUSLY DEALT WITH THE ISSUE OF HOW TO HANDLE A TRANSFER APPLICATION THAT OVERLAPS WITH THE RENEWAL PERIOD OF ONE STATION INVOLVED IN A MULTI-STATION TRANSFER REQUEST. STOCKHOLDERS OF CBS INC., 11 FCC RCD 3733, 3750 (1995). IN THAT CASE, INVOLVING A CONTESTED RENEWAL APPLICATION IN A PERIOD PRIOR TO THE ELIMINATION OF THE COMPARATIVE RENEWAL PROCESS IN THE TELECOMMUNICATIONS ACT OF 1996, THE COMMISSION STATED THAT IT WOULD ALLOW TRANSFERS

TO GO FORWARD IN THE RENEWAL PERIOD SO LONG AS THERE ARE NO BASIC QUALIFICATIONS ISSUES AND BOTH THE TRANSFEROR AND TRANSFEREE AGREE TO THE REQUESTED RELIEF. SUCH A POLICY SHOULD LIKEWISE BE APPLIED IN THIS INSTANCE, WHERE NONE OF THE COMPETING CONSIDERATIONS, SUCH AS A RENEWAL CONTEST, ARE PENDING.

WE HEREBY ADVISE THE COMMISSION THAT THE PROPOSED ASSIGNEE HAS REVIEWED THIS REQUEST AND CONFIRMS THAT IT IS PREPARED TO BECOME THE LICENSEE OF UNRENEWED STATIONS DURING THE PENDENCY OF THE RENEWAL APPLICATIONS FOR THE STATIONS.

Attachment 10

Attachment 13

Description
OTHER MEDIA INTERESTS

Exhibit 15

Description: MULTIPLE OWNERSHIP

PLEASE SEE ATTACHMENT.

Attachment 15

Description
Multiple Ownership