

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)
)
Development of Devices Capable of Supporting) MB Docket No. 08-172
Multiple Audio Entertainment Services)

To: The Commission

COMMENTS

**Beasley Broadcast Group, Inc.
Bonneville International Corporation
CBS Radio Inc.
Clarke Broadcasting Corp.
Emmis Communications Corporation
Entercom Communications Corp.
Greater Media, Inc.
Journal Broadcast Corporation
Premier Broadcasters, Inc.
Saga Communications, Inc.**

Leventhal Senter & Lerman PLLC
2000 K Street, N.W., Suite 600
Washington, D.C. 20006-1809
(202) 429-8970

November 10, 2008

Their Attorneys

TABLE OF CONTENTS

I. Background..... 2

II. The FCC Has Jurisdiction Over and Can Impose Public Interest
Conditions On Sirius XM 5

III. HD Radio Reception Technology Should Be Required in All SDARS
Receivers That Are the Subject of Contractual Relationships with
Sirius XM to Offset Merger-Specific Harms..... 7

IV. While Commenters Do Not Object to Incorporation of SDARS
Reception Technology in HD Radio Receivers, Disparate
Treatment Can Be Justified..... 15

V. Conclusion 16

SUMMARY

The broadcasters filing these comments (collectively, “Commenters”) operate 500 radio stations nationwide in markets of all sizes. Encouraged by and relying on the Commission’s commitment to the public interest benefits of free, over-the-air digital radio and the Commission’s commitment to rapid implementation of HD Radio, Commenters have invested more than \$46.3 million in developing and implementing HD Radio at their stations to date, and the radio industry has invested hundreds of millions marketing HD Radio to the listening public.

Commenters believe it is critical and fully appropriate for the Commission to mandate inclusion of HD Radio reception technology in all Satellite Digital Audio Radio Service (“SDARS”) receivers that are the subject of contractual relationships between Sirius XM Radio Inc. (“Sirius XM”) and receiver manufacturers, distributors or retailers as a condition of the recently approved Sirius XM merger. Commenters respectfully submit that without the relief requested in these Comments, the well-recognized benefits of HD Radio may never be fully realized, given the enhanced horizontal and vertical integration resulting from the FCC-sanctioned merger of XM and Sirius.

As discussed more fully below, the Commission has ample authority to condition Sirius XM’s ability to enter into contracts for the manufacture, distribution or sale of SDARS receivers upon the inclusion of HD Radio reception technology by virtue of Sirius XM being an FCC licensee. The contractual limitations advocated herein – conditioning certain types of vertical integration – are fully consistent with other instances in which the Commission has exercised jurisdiction over SDARS licensees, most particularly the requirement initially imposed on Sirius and XM to create an interoperable receiver

As a matter of policy, the dominant competitive position that Sirius XM now enjoys as the sole digital satellite radio broadcaster will enable, and may encourage, the merged entity to inhibit the digital conversion of terrestrial radio, thereby undermining the Commission's expressed commitment to the HD Radio rollout. Because Sirius XM is now a monopoly, the vertical integration between Sirius XM and manufacturers, distributors and sellers of SDARS receivers has been substantially enhanced. The "voluntary commitment" accepted by Sirius XM to permit receiver manufacturers to include other technologies, including HD Radio, in SDARS receivers does not provide sufficient incentive for the development, promotion and sale of interoperable SDARS/HD Radio receivers. The "voluntary commitment" does nothing to prevent Sirius XM from using financial incentives and disincentives, including subsidies, cross-marketing and promotional arrangements, to limit the commercial introduction and success of such interoperable devices. More specifically, Sirius XM will be able to discourage manufacturers and retailers from developing, manufacturing and selling interoperable devices by limiting subsidization or technological support to SDARS receivers that do not include HD Radio technology.

Subject to technical constraints or design problems that may be identified in other comments, Commenters have no philosophical objection to the inclusion of SDARS reception technology in HD Radio receivers. However, Commenters note that disparate treatment of SDARS and terrestrial broadcasters is amply justified by the different post-merger positions of a monopolized Sirius XM and terrestrial broadcasters vis-à-vis receiver manufacturers.

Commenters respectfully request that, to guard against the monopoly power and leverage conferred upon Sirius XM as a result of the merger, and to further the Commission's long-standing commitment to rapid implementation of free, over-the-air HD Radio, the Commission

should mandate that SDARS receivers include HD Radio reception technology as described herein.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)
)
Development of Devices Capable of Supporting) MB Docket No. 08-172
Multiple Audio Entertainment Services)

To: The Commission

COMMENTS

Beasley Broadcast Group, Inc., Bonneville International Corporation, CBS Radio Inc., Clarke Broadcasting Corp., Emmis Communications Corporation, Entercom Communications Corp., Greater Media, Inc., Journal Broadcast Corporation, Premier Broadcasters, Inc., and Saga Communications, Inc., (“Commenters”), by their attorneys, hereby submit Comments in response to the Notice of Inquiry¹ in the above-captioned proceeding. Commenters and/or their subsidiaries collectively own and operate 500 radio stations located in markets of all sizes throughout the United States, as described in Appendix A. Of these stations, more than 300 have invested in HD Radio technology and are providing digital service to their listeners, including 218 multicast channels. Collectively, Commenters have invested more than \$46.3 million in the development and implementation of HD Radio at their stations.

For the reasons discussed in more detail herein, Commenters believe that, in light of the enhanced horizontal and vertical integration caused by the merger of XM Satellite Radio

¹ *Development of Devices Capable of Supporting Multiple Audio Entertainment Services*, FCC 08-196, Notice of Inquiry, ___ FCC Rcd. _____ (2008).

Holdings Inc. (“XM”) and Sirius Satellite Radio Inc. (“Sirius”),² it is critical and fully appropriate for the Federal Communications Commission (the “FCC” or “Commission”) to mandate inclusion of HD Radio reception technology in all Satellite Digital Audio Radio Service (“SDARS”) receivers that are the subject of contractual relationships between Sirius XM Radio Inc. (“Sirius XM”) and receiver manufacturers, distributors or retailers.³ Commenters respectfully submit that the Commission has ample jurisdictional authority to condition Sirius XM’s ability to enter into contracts with respect to the manufacture, distribution or sale of SDARS receivers upon the inclusion of HD Radio capability. Such a requirement would ameliorate anticipated Sirius XM merger-related harm to the conversion of terrestrial radio broadcasting to digital, without imposing significant costs on consumers.⁴

I. Background

The FCC’s Merger Order was premised on the assumption that allowing Sirius and XM to merge would create a monopoly with attendant adverse consequences.⁵ The Commission also reiterated its commitment to HD Radio as an “important technological development,” that enhances the quality of terrestrial radio stations and provides increased programming options for

² See *Applications for Consent to the Transfer of Control of Licenses; XM Satellite Radio Holdings, Inc., Transferor, to Sirius Satellite Radio Inc., Transferee*, FCC 08-178, Memorandum Opinion and Order and Report and Order, 23 FCC Rcd 12348 (2008) (“*Merger Order*”).

³ In order to restore competition and ensure that the full benefits of HD Radio are available to all consumers, the HD Radio reception technology included in the SDARS receivers should meet all specifications with which other HD Radio receivers licensed by iBiquity Digital Corporation are required to conform.

⁴ Letter from Albert Shuldiner, Senior Vice President and General Counsel, iBiquity Digital Corporation, and Robert Mazer, Attorney, Vinson & Elkins LLP, to The Honorable Deborah Taylor Tate 2 (July 9, 2008), MB Docket No. 07-57 (estimating that the cost of components to include HD Radio technology in SDARS receivers would be no more than \$12 to \$15 per receiver).

⁵ See *Merger Order* ¶ 35; see also *id.* ¶ 51 (“[T]he proposed merger is a merger to monopoly.”).

consumers.⁶ This commitment is consistent with the Commission’s recognition of the importance of HD Radio from a technological and competitive standpoint on numerous other occasions.⁷ In the Merger Order, the Commission recognized that the Sirius XM merger raised “important questions . . . that warrant further examination” regarding the merger’s effects on the audio entertainment market, including HD Radio.⁸ While the Commission approved the merger, it promptly initiated this related proceeding to address serious concerns expressed in the Merger Order. Thus, this proceeding is appropriately viewed as a direct outgrowth of the Merger Order.

SDARS is now not only horizontally integrated, but also enjoys dramatically enhanced vertical integration among Sirius XM and SDARS receiver manufacturers, sellers and distributors. As discussed below, prior to the merger, XM and Sirius each had various contractual arrangements with companies involved in the manufacturing, distribution and installation of SDARS. The elimination of competition between Sirius and XM resulting from the merger will enable Sirius XM to use its newly-monopolized and consolidated resources and dominant position to provide financial incentives, disincentives, and other preferential treatment to receiver manufacturers and distributors in order to enhance the position of SDARS vis-à-vis

⁶ *Id.* ¶ 130.

⁷ *Id.*; see also *Digital Audio Broadcasting Systems and Their Impact on the Terrestrial Radio Broadcast Service*, FCC 02-286, First Report and Order, 17 FCC Rcd 19990, 19993 (2002) (“We intend to foster the development of ‘a vibrant and vital terrestrial radio service for the public,’ and to ensure to the extent possible that existing broadcasters have the opportunity to implement DAB. We favor the rapid implementation of DAB”); *Digital Audio Broadcasting Systems and Their Impact on the Terrestrial Radio Broadcast Service*, FCC 99-327, Notice of Proposed Rule Making, 15 FCC Rcd 1722, 1724 (1999) (“The Commission often has recognized the importance of our free, over-the-air radio broadcast service, with its unrivaled accessibility and unique ability to provide local news, information and public service programming.”).

⁸ *Id.* ¶¶ 7, 130. A similar outgrowth of the Merger Order involved the adoption of specific requirements for the lease of channel capacity by Sirius XM to third parties, on which the Commission also has yet to act. *Id.* ¶ 135.

HD Radio. The Merger Order conspicuously fails to provide sufficient structural safeguards to protect the broader audio entertainment market, which includes HD Radio, from the potential anticompetitive effects of this vertical integration. Indeed, as Commissioner Adelstein recognized in his dissent to the merger, allowing Sirius XM to “retain control of the design, manufacture and distribution” of SDARS receivers is “letting the fox guard the henhouse.”⁹

While an alternative method for the establishment of a more level playing field could have involved providing relief from ownership restrictions for terrestrial radio broadcasters, the Commission continues to subject terrestrial radio to local and cross ownership restrictions that are cumbersome and burdensome, in stark contrast to the complete lack of multiple ownership restrictions for SDARS. In light of the disparate regulatory treatment of SDARS and terrestrial radio, and given the exclusive contractual relationships between Sirius XM and SDARS receiver manufacturers and distributors, the Commission should mandate that HD Radio reception technology be included in all SDARS receivers that are the subject of such contractual relationships. Such action will help to ensure that the merged entity is not able to use its dominant market position to thwart the development of HD Radio.¹⁰

⁹ Dissenting Statement of Commissioner Jonathan S. Adelstein, *Merger Order* at 103 (“*Adelstein Dissent*”).

¹⁰ In granting the original SDARS licenses, the Commission expressly declined to require that SDARS receivers include HD Radio reception technology, noting that it did not wish to impede implementation of SDARS services due to the developmental stage of HD Radio. *Establishment of Rules and Policies for the Digital Audio Radio Satellite Service in the 2310-2360 MHz Frequency Band*, FCC 97-70, Report and Order, Memorandum Opinion and Order and Further Notice of Proposed Rulemaking, 12 FCC Rcd 5754, 5796 (1997) (“*SDARS Order*”).

Commenters submit that such concern is no longer relevant as HD Radio is now developed technologically, and unless its growth is thwarted by the uneven playing field engendered by the Merger Order, will be a viable service that can provide numerous public interest benefits.

II. The FCC Has Jurisdiction Over and Can Impose Public Interest Conditions On Sirius XM

The Commission has jurisdiction over Sirius XM as an FCC licensee and has exercised its authority over SDARS in a variety of ways to promote the public interest. The Communications Act of 1934, as amended, provides the Commission with exclusive jurisdiction to allocate, and regulate the use of, the enormous swath of spectrum (2320 to 2345 MHz) licensed to Sirius XM.¹¹ The Commission's authority to condition Sirius XM's ability to enter into contracts relating to the manufacture, distribution or sale of SDARS receivers upon the inclusion of HD Radio reception technology is inherent in the Commission's jurisdiction over a regulated entity. Evidence of this is the fact that, in the Merger Order, the FCC expressly prohibited Sirius XM from entering exclusive contracts with receiver manufacturers that would prevent open access devices from reaching consumers.¹²

The Commission has previously exercised its jurisdiction over SDARS licensees in myriad ways to advance the public interest; for example, by imposing EEO obligations and political broadcasting requirements.¹³ Indeed, the original interoperable receiver mandate, to which SDARS services have long been subject, provides a succinct illustration of the Commission's ability to regulate the functionality of SDARS receivers as part of the SDARS

¹¹ See 47 U.S.C. §§ 151, 154(i), 303, 309 (2008); see also Omnibus Consolidated Appropriations Act of 1997, Pub. L. No. 104-208, § 3001, 110 Stat. 3009, 3009-499 (1996) (directing the Commission to reallocate and auction the SDARS band); see generally *Amendment of the Commission's Rules with Regard to the Establishment and Regulation of New Digital Audio Radio Services*, FCC 95-17, Report and Order, 10 FCC Rcd 2310 (1995) (“Allocation Order”).

¹² *Merger Order* ¶ 128.

¹³ *SDARS Order* at 5791-92; see also *Merger Order* ¶ 139 (citing *SDARS Order* at 5792) (“The Commission declined . . . to impose additional public interest programming obligations on SDARS, but reserved the right to do so at a later date ‘[i]f additional public interest obligations are found to be warranted.’”).

service.¹⁴ Furthermore, in the Merger Order itself, the Commission acknowledged its authority to enforce Sirius XM’s so-called “voluntary commitments.”¹⁵ Exercising jurisdiction based on Sirius XM’s contractually-based influence over the manufacture of SDARS receivers is fully consistent with the Commission’s imposition of “open access” requirements on Sirius XM as well as its exercise of jurisdiction over SDARS licensees in other aspects of their operations. Moreover, imposition of such a contractual condition is analogous to the restrictions on certain provisions that may be contained in network affiliation agreements entered into by broadcast licensees.¹⁶

Sirius and XM have previously informed the Commission that they do not “control the actual manufacture, distribution and sale of receivers.”¹⁷ However, Sirius XM clearly has the ability to strongly influence the activities of manufacturers and distributors of SDARS receivers through various types of contractual arrangements, which they have done for many years. As the Commission expressly concluded: “We find that the proposed merger is likely to harm the public interest by allowing one company to gain increased leverage over the terms and conditions of the contracts for the manufacture of SDARS radios.”¹⁸ The historical contractual

¹⁴ *Id.* at 5795-98; *see also Merger Order* ¶¶ 113-15 (describing the development of the interoperability requirement and Sirius XM responses to the requirement).

¹⁵ *Merger Order* ¶ 104 (“These voluntary commitments are fully enforceable by the Commission.”); *see also id.* ¶ 104 n.314 (“[G]rant of the Application is conditioned on the merged entity’s fulfillment of Applicants’ voluntary commitments and the other conditions. Therefore the merged entity’s compliance with the voluntary commitments is an enforceable condition.”). Functionally, enforcing a “voluntary commitment” is no different than imposing a condition directly.

¹⁶ *See* 47 C.F.R. §§ 73.132 (relating to AM stations), 73.232 (relating to FM stations) and 73.658 (relating to television stations).

¹⁷ *Merger Order* ¶ 114.

¹⁸ *Id.* ¶ 66.

arrangements used by Sirius and XM reflect substantial vertical integration. Although many of the contractual arrangements are proprietary and were the subject of a protective order in the Sirius XM merger,¹⁹ available information indicates that Sirius XM will have enormous control and influence over various aspects of the manufacture, distribution and sale of receivers given the millions Sirius and XM have spent and Sirius XM will continue to spend on subsidizing and marketing of SDARS receivers.²⁰

Accordingly, the Commission has jurisdiction to condition Sirius XM's ability to enter into contracts relating to the manufacture, sale, or distribution of SDARS receivers on required inclusion of HD Radio reception technology.

III. HD Radio Reception Technology Should Be Required in All SDARS Receivers That Are the Subject of Contractual Relationships with Sirius XM to Offset Merger-Specific Harms

As noted, when the FCC approved the Sirius XM merger, it did so under the assumption that the combination would be a merger to monopoly resulting in a single SDARS provider.²¹ As a result of this monopoly, Sirius XM now has unprecedented influence over the development, manufacture and sale of satellite radio receivers, which the Commission duly noted was "likely to harm the public interest."²² Despite the "voluntary commitments" and Commission prohibitions set forth in the Merger Order, Sirius XM's influence over SDARS receiver manufacturers and retailers still provides it with the ability to thwart the widespread and rapid adoption of HD Radio technology. As Commissioner Adelstein emphasized in his dissenting

¹⁹ See generally *Applications of Sirius Satellite Radio Inc. and XM Satellite Radio Holdings Inc. for Approval to Transfer Control*, DA 07-3135, Protective Order, 22 FCC Rcd 12822 (2007).

²⁰ See *infra* pp. 8-9.

²¹ *Merger Order* ¶ 49.

²² *Id.* ¶ 66.

statement, Sirius and XM have historically subsidized the development and sale of SDARS receivers and the Merger Order not only fails to guard against the use of such subsidies for “anticompetitive purposes,” but also “allows the merged company to avoid subsidizing models that include HD radio, thus using [Sirius XM’s] market power to thwart the very competition . . . cited as justifying the merger.”²³

The Merger Order explicitly recognized that the pre-merger entities “[were] intimately involved with the design, manufacture, and sale of SDARS receivers[,] . . . own the intellectual property that is necessary for the receivers’ manufacture[,] . . . and subsidize the retail price of SDARS receivers paid by the consumer.”²⁴ Consistent with that observation, in its 2007 Form 10-K SEC filing, XM stated that its operating costs included subsidies to the manufacturers of SDARS receivers and commissions on the sale of receivers.²⁵ Additionally, XM was a party to various sales, marketing and distribution agreements, and under such agreements, XM provided incentives, subsidies and commissions to other entities, including fixed payments, per-unit radio and subscriber amounts, and revenue sharing arrangements.²⁶ For 2007, 2006, and 2005, XM’s total costs related to these agreements (excluding its distribution arrangement with General Motors) were \$145.4 million, \$176.6 million, and \$198.8 million, respectively.²⁷ Sirius similarly

²³ *Adelstein Dissent* at 103; *see also* discussion *infra* at pp. 10-12.

²⁴ *Id.* ¶ 65.

²⁵ *See* XM Satellite Radio Holdings Inc., XM Satellite Radio Inc., Annual Report (Form 10-K), at 44 (Feb. 28, 2008).

²⁶ *See id.* at F-43.

²⁷ *See id.* These subsidy costs contrast starkly with the mere \$3.3 million that XM devoted to the development of a common receiver platform for satellite radios pursuant to the Commission’s interoperable receiver requirement between 2005 and 2007. *See id.* This discrepancy – \$145.4 million in subsidy-related costs but only \$1.0 million for development of the interoperable

noted in its 2007 Form 10-K SEC filing that, “[t]o facilitate the sale of SIRIUS radios, we subsidize chip sets and a portion of radio manufacturing costs to effectively reduce the price of SIRIUS radios to our subscribers.”²⁸ Additionally, Sirius has revenue sharing arrangements with various automakers pursuant to which it pays a portion of subscription revenues to automakers and also reimburses various automakers for certain costs associated with installation of its SDARS receivers in vehicles, including hardware costs, tooling expenses, and promotional and advertising expenses.²⁹

As noted in the Merger Order, all SDARS receiver manufacturers have contractual relationships with Sirius XM.³⁰ Indeed, the prominent and pervasive vertical integration between Sirius XM and receiver manufacturers led the FCC to conclude that there is “no basis in the record” to think that additional SDARS receiver manufacturers will enter the market.³¹

In an attempt to address these serious and potentially harmful vertical integration concerns, the FCC accepted a “voluntary commitment” from Sirius XM that would permit SDARS receiver manufacturers to include in receivers any technology that does not create harmful interference to Sirius XM’s network, and expressly prohibited Sirius XM from

receiver in 2007 – suggests that XM may have a lot more control over what does and does not occur with respect to the manufacture and sale/distribution of SDARS receivers.

²⁸ See Sirius Satellite Radio Inc., Annual Report (Form 10-K), at 9 (Feb. 29, 2008); see also *id.* at 28 (“Subscriber acquisition costs include hardware subsidies paid to radio manufacturers, distributors and automakers Subscriber acquisition costs do not include advertising, loyalty payments to distributors and dealers of SIRIUS radios and revenue share payments to automakers and retailers of SIRIUS radios.”).

²⁹ See *id.* at 7.

³⁰ Merger Order ¶ 65.

³¹ *Id.*

preventing such multi-platform receivers from reaching the market.³² However, Commenters do not believe that these “open access” conditions will either adequately counter the merged entity’s increased economic leverage, or provide sufficient incentives for the introduction of interoperable SDARS/HD Radio receivers into the marketplace.

The dominant competitive position that Sirius XM enjoys as the sole digital satellite radio broadcaster will incentivize the merged entity to inhibit the digital conversion of terrestrial radio, which is in direct conflict with the Commission’s expressed commitment to the HD Radio rollout. Even without these incentives, nothing in the record suggests that Sirius XM’s “voluntary commitment” to “open access” will in any way facilitate or encourage the inclusion of HD Radio technology in SDARS receivers. Indeed, it should be noted that Sirius XM equipment interoperability was an affirmative requirement originally imposed on Sirius and XM when they acquired their SDARS authorizations over ten years ago.³³ Notwithstanding this Commission requirement, XM Sirius interoperable receivers were never made commercially available.

While Sirius XM may have agreed to permit manufacturers to develop interoperable SDARS/HD Radio receivers and is prohibited from preventing such devices, Sirius XM is still able to severely limit the commercial success of such devices and inhibit the development of HD Radio. As previously discussed, SDARS licensees have a long history of providing millions in subsidies for the development and marketing of certain receivers. Under the terms of the Merger Order, Sirius XM will still be able to selectively devote the millions of dollars in subsidies it spends each year on the development and design of SDARS receivers to receivers that do not

³² *Id.* ¶ 128.

³³ *SDARS Order* at 5797.

include HD Radio interoperability. Similarly, the millions Sirius XM will spend on the sale and marketing of receivers, including cross-marketing and promotional activities undertaken with automobile original equipment manufacturers and other retailers, can still be focused exclusively on SDARS-only devices. The conditional availability of such subsidies and other financial support would act as a strong deterrent, discouraging manufacturers from developing interoperable SDARS/HD Radio receivers and disincentivizing retailers from making such products available to consumers. Indeed, while Sirius XM intends “to continue to offer subsidies, commissions, and other incentives to acquire subscribers,”³⁴ it has made clear that it does not intend to target its subsidies and support to SDARS/HD Radio receivers, noting that manufacturers and developers of such interoperable receivers “shall be responsible for, and bear all costs associated with, the design, development, manufacturing, including parts procurement, logistics, warranty, sales, marketing, and distribution of such satellite radios.”³⁵

As a result, Sirius XM would be able to nominally comply with the open access obligations of the Merger Order by providing intellectual property to manufacturers and not entering into exclusive arrangements but would not be prohibited from engaging in behavior that will significantly discourage development and sale of SDARS/HD Radio receivers through its substantial financial position and intertwined contractual relationships with manufacturers and retailers.

Moreover, even though Sirius XM is not permitted to inhibit the inclusion of HD Radio receiver technology in SDARS receivers, the restriction does not actively encourage the

³⁴ Sirius XM Radio Inc., Quarterly Report (Form 10-Q), at 33 (for the quarter ended June 30, 2008).

³⁵ *Merger Order* at Appendix B.

development or production of such interoperable technologies. The Merger Order in no way prohibits Sirius XM from providing technical designs and schematics for SDARS-only receivers, thus requiring a manufacturer who desires to sell an SDARS/HD Radio interoperable receiver to incur associated additional development costs, placing it at a disadvantage in relation to manufacturers who produce SDARS-only receivers. Such technological assistance from Sirius XM would be a strong deterrent to the development and production of interoperable receivers and to the concomitant advancement of HD Radio.

Accordingly, action by the Commission is necessary to mandate that all SDARS receivers that are the subject of contractual relationships between Sirius XM and manufacturers or distributors contain HD Radio reception technology. Absent such a mandate, there is no safeguard to prevent Sirius XM from exercising its dominant competitive position by providing financial and other incentives or disincentives to receiver manufacturers and distributors which will have the effect of discouraging the production and sale of receivers with HD Radio interoperability.

Without the relief requested in these Comments, the well-recognized benefits of HD Radio may never be fully realized. The Commission has frequently acknowledged the public interest benefits that free HD Radio can offer, including “better quality audio fidelity, more robust transmission systems, and the possibility of new auxiliary services.”³⁶ To insure that these benefits are bestowed on the public, the Commission has sought to “foster the development of a vibrant terrestrial digital radio service for the public and to ensure that radio stations successfully implement DAB” and has “encourage[d] radio stations to invest in digital

³⁶ *Merger Order* ¶ 130.

equipment and programming.”³⁷ The Commission has fostered this transition through the adoption of flexible HD Radio rules which are designed to facilitate a “*more rapid conversion*” to digital HD Radio.³⁸

Relying on the FCC’s encouragement, broadcasters have already heavily invested in HD Radio technology. The average cost of converting a single station is approximately \$125,000 to \$150,000 with some conversions reaching almost \$500,000. An additional \$75,000 is required to add multicast capability. As a result of the substantial investment that has been made, there are approximately 1,800 radio stations transmitting a primary digital HD Radio signal and more than 930 multicast channels currently available nationwide. The wide-spread conversion of stations to digital capability has resulted in free, over-the-air HD Radio being available to approximately ninety (90) percent of the U.S. population.³⁹ In addition, broadcasters have also invested more than \$680 million in air time as part of a marketing campaign to introduce HD Radio technology to consumers.⁴⁰ Clearly, broadcasters have invested heavily in HD Radio transmission equipment and compelling program streams. However, ensuring that HD Radio receivers are available on a widespread basis is critical to fostering the continued development and growth of HD Radio. If the Commission declines to impose the requested mandate, a

³⁷ *Digital Audio Broadcasting Systems and Their Impact on the Terrestrial Radio Broadcast Service*, FCC 07-33, Second Report and Order, First Order on Reconsideration, and Second Further Notice of Proposed Rulemaking, 22 FCC Rcd 10344, 10346, 10351 (2007) (“*HD Radio Order*”).

³⁸ *Id.* at 10355 (emphasis added).

³⁹ Harriet Howard Heithaus, *Don’t Call It HD, Call It ‘Responsive Radio,’* NaplesNews.com, Sept. 28, 2008, <http://www.naplesnews.com/news/2008/sep/28/dont-call-it-hd-call-it-responsive-radio>.

⁴⁰ Matthew Kish, *Radio Stations Hope Hi-Def Plays Well With Listeners*, Portland Business Journal, Dec. 14, 2007, available at <http://www.bizjournals.com/portland/stories/2007/12/17/story7.html>.

monopolized Sirius XM will have the ability to frustrate the achievement of this objective by virtue of its increased leverage and bargaining power over the decisions made by digital radio receiver manufacturers and distributors.

Not only do consumers benefit from HD Radio as a result of increased audio fidelity and additional programming choices, but broadcasters are also making innovative use of their digital side channels.⁴¹ Some HD2 channels provide independent and community driven programming, such as CBS Radio's KLLI(FM) in Dallas and Greater Media's *Riff 2* on WRIF(FM) in Detroit, both of which feature independent and unsigned artists, and Entercom's *Northwest Bands* stream broadcast by KNRK(FM) in Portland and KNDD(FM) in Seattle, which features all local bands. Other stations have launched multicast digital channels focusing on specific niche audiences, including several stations owned by Emmis Communications Corporation that provide South Asian programming; Beasley Broadcasting's Gretchen 99.9 on WKIS(FM)'s HD2, named after country singer Gretchen Wilson who provides voice-overs and other input on a channel showcasing music for "rebels, innovators and non-conformists;" and Entercom's KKWF(FM)'s HD2 channel in Seattle, Washington, which features a comedy format.

Accelerating the introduction and transition to HD Radio will incentivize broadcasters to provide an enhanced range of free, over-the-air digital programming options, furthering two Commission-recognized public interest benefits – "increas[ing] consumer choice and offer[ing] consumers lower-cost options."⁴² Inclusion of HD Radio reception technology in SDARS

⁴¹ See, e.g., FCC Consumer Facts: Digital Radio – The Sound of the Future, <http://www.fcc.gov/cgb/consumerfacts/digitalradio.html> (last visited Nov. 10, 2008) (explaining the consumer advantages of HD Radio including "[b]etter audio quality, more robust signals, and new auxiliary services, such as multiple audio programming channels, audio-on-demand services, and interactive features").

⁴² *Merger Order* at ¶ 83.

receivers will also provide SDARS consumers with instant access to multiple free programming outlets, including vital *local* emergency information about disasters, severe weather, and traffic events, that Sirius XM cannot provide, thereby enhancing the efficiency of spectrum use. Thus, inclusion of HD Radio reception technology will help level the playing field between Sirius XM and terrestrial broadcasters, will advance the public interest benefits of HD Radio recognized by the Commission, and will promote competition in the audio entertainment market to the benefit of consumers.⁴³

IV. While Commenters Do Not Object to Incorporation of SDARS Reception Technology in HD Radio Receivers, Disparate Treatment Can Be Justified

Subject to technical constraints or design problems that may be identified in other comments, Commenters have no philosophical objection to the inclusion of SDARS reception technology in HD Radio receivers. Commenters note, however, that there may be some question as to whether the Commission has direct jurisdiction over HD Radio receiver manufacturers and can subsequently require them to incorporate SDARS reception technology.⁴⁴ Moreover,

⁴³ The playing field is decidedly tilted, as the Merger Order not only facilitates a monopoly, it allows control of more spectrum (25 MHz in total) by a single SDARS entity than is licensed to *all* terrestrial AM and FM broadcasters *combined* (21.18 MHz in total). *See* 47 C.F.R. §§ 73.14, 73.201. The merger also allows Sirius XM to provide more than 300 channels of programming to every market in the contiguous United States. Even in the largest terrestrial radio markets, Sirius XM controls more than twenty-four (24) times the amount of spectrum than the most consolidated terrestrial broadcaster is permitted to control. *See* 47 C.F.R. § 73.3555(a). This dramatic imbalance in programming capability results from the fact that while Sirius XM monopolizes SDARS, terrestrial broadcasters are subject to strict multiple ownership limitations that limit the number of programming channels they may offer. And of course terrestrial broadcasters are subject to numerous public interest obligations that Sirius XM is not, and Sirius XM enjoys dual revenue streams while terrestrial broadcasting is free.

⁴⁴ *Am. Library Ass'n v. FCC*, 406 F.3d 689 (D.C. Cir. 2005) (finding that adoption of a requirement that devices recognize a digital flag exceeded the Commission's jurisdiction).

disparate treatment of SDARS and terrestrial broadcasters can be justified by the different positions of Sirius XM and terrestrial broadcasters vis-à-vis receiver manufacturers.

More particularly, as emphasized in these comments, the relationships between terrestrial broadcasters and receiver manufacturers are simply not comparable to the contractual control and influence enjoyed by the vertically integrated, monopolized SDARS licensee. Unlike in SDARS, there is intense competition for listeners among terrestrial broadcasters and consequently terrestrial broadcasters as an industry have no direct contractual relationships with receiver manufacturers. By contrast, no competition whatsoever exists for Sirius XM with regard to SDARS consumers in light of the Merger, and contractual arrangements with receiver manufacturers are the rule, not the exception.

V. Conclusion

To protect against the monopoly power and leverage conferred upon Sirius XM as a result of the Merger Order, and to further the Commission's long-standing commitment to rapid implementation of free, over-the-air HD Radio, the Commission should mandate that SDARS receivers include HD Radio reception technology to the extent described herein.

Respectfully submitted,

Beasley Broadcast Group, Inc.
Bonneville International Corporation
CBS Radio Inc.
Clarke Broadcasting Corp.
Emmis Communications Corporation
Entercom Communications Corp.
Greater Media, Inc.
Journal Broadcast Corporation
Premier Broadcasters, Inc.
Saga Communications, Inc.

By: /s/ Steven A. Lerman

Steven A. Lerman

Sally A. Buckman

John W. Bagwell

Rebecca L. Hinyard*

Leventhal Senter & Lerman PLLC

2000 K Street, NW, Suite 600

Washington, DC 2006-1809

202-429-8970

November 10, 2008

Their Attorneys

*Bar admission pending

AM and FM Radio Stations Operated by the Commenters

Beasley Broadcast Group, Inc.

Beasley Broadcast Group, Inc. is the ultimate parent of the following:

**WAEC License Limited Partnership,
licensee of:**

WKXC-FM, Aiken, SC
WWWE(AM), Hapeville, GA
WRCA(AM), Waltham, MA
KBET(AM), Winchester, NV
WAEC(AM), Atlanta, GA
WGAC(AM), Augusta, GA
WHHD(FM), Clearwater, SC
WGUS-FM, New Ellenton, SC
WJBR-FM, Wilmington, DE

**WCHZ License, LLC,
licensee of:**

WCHZ-FM, Harlem, GA
WGUS(AM), Augusta, GA
WRDW(AM), Augusta, GA
WGAC-FM, Warrenton, GA

**WGOR License, LLC,
licensee of:**

WDRR(FM), Martinez, GA

**WRXK License Limited Partnership,
licensee of:**

WRXK-FM, Bonita Springs, FL

**WXKB License Limited Partnership,
licensee of:**

WXKB(FM), Cape Coral, FL

**WJPT License Limited Partnership,
licensee of:**

WJPT(FM), Fort Myers, FL
WWCN(AM), North Fort Myers, FL

**WJBX License Limited Partnership,
licensee of:**

WJBX(FM), Fort Myers Beach, FL

**WMGV License Limited Partnership,
licensee of:**

WMGV(FM), Newport, NC

**WXNR License Limited Partnership,
licensee of:**

WXNR(FM), Grifton, NC

**WXTU License Limited Partnership,
licensee of:**

WXTU(FM), Philadelphia, PA

**WDAS License Limited Partnership,
licensee of:**

WRDW-FM, Philadelphia, PA
WTEL(AM), Red Springs, NC
WZFX(FM), Whiteville, NC
WUKS(FM), St. Pauls, NC

**WKML License Limited Partnership,
licensee of:**

WKML(FM), Lumbarton, NC

**WFLB License Limited Partnership,
licensee of:**

WFLB(FM), Laurinburg, NC

**WKIS License Limited Partnership,
licensee of:**

WKIS(FM), Boca Raton, FL

**WSFL License Limited Partnership,
licensee of:**

WSFL(FM), New Bern, NC

**KJUL License LLC,
licensee of:**

KCYE(FM), N. Las Vegas, NV
KKLZ(FM), Las Vegas, NV
KFRH(FM), Boulder City, NV

**WPOW License Limited Partnership,
licensee of:**

WPOW(FM), Miami, FL

**WIKS License Limited Partnership,
licensee of:**

WIKS(FM), New Bern, NC

**WNCT License Limited Partnership,
licensee of:**

WNCT(AM), Greenville, NC
WNCT(FM), Greenville, NC

**WTMR License Limited Partnership,
licensee of:**

WTMR(AM), Camden, NJ

**WWDB License Limited Partnership,
licensee of:**

WWDB(AM), Philadelphia, PA

**WAZZ License Limited Partnership,
licensee of:**

WAZZ(AM), Fayetteville, NC

**WQAM License Limited Partnership,
licensee of:**

WQAM(AM), Miami, FL

**KDWN License Limited Partnership,
licensee of:**

KDWN(AM), Las Vegas, NV

Bonneville International Corporation

Bonneville International Corporation
operates the following radio stations
licensed to Bonneville Holding Company:

KIRO(AM), Seattle, WA
KIRO-FM, Tacoma, WA
KMVP(AM), Phoenix, AZ
KPKX(FM)), Phoenix, AZ
KRSP-FM, Salt Lake City, UT
KSFI(FM), Salt Lake City, UT
KSL(AM), Salt Lake City, UT
KSL-FM, Midvale, UT
KSWD(FM), Los Angeles, CA
KTAR(AM), Phoenix, AZ
KTAR-FM, Glendale, AZ
KTTH(AM), Seattle, WA
WARH(FM), Granite City, IL
WDRV(FM), Chicago, IL
WFED(AM), Washington, DC

WIL-FM, St. Louis, MO
WILV(FM), Chicago, IL
WKRQ(FM), Cincinnati, OH
WMVN(FM), East St. Louis, IL
WSWD(FM), Fairfield, OH
WTLP(FM), Braddock Heights, MD
WTMX(FM), Skokie, IL
WTOP(AM), Silver Spring, MD
WTOP-FM, Washington, DC
WUBE-FM, Cincinnati, OH
WWDV(FM), Zion, IL
WWFD(AM), Frederick, MD
WWWT-FM, Manassas, VA
WYGY(FM), Fort Thomas, KY

CBS Radio Inc.

CBS Radio Inc. is the parent of the following:

CBS Radio Stations Inc., licensee of:

WWMX(FM), Baltimore, MD
WJZ-FM, Catonsville, MD
KWLI(FM), Broomfield, CO
KIMN(FM), Denver, CO
KXKL-FM, Denver, CO
KINK(FM), Portland, OR
KUFO-FM, Portland, OR
KXJM(FM), Portland, OR
KCMD(AM), Portland, OR
KXFG(FM), Sun City, CA
KFRG(FM), San Bernardino, CA
KVFG(FM), Victorville, CA
KRAK(AM), Hesperia, CA
WLLD(FM), Holmes Beach, FL
WRBQ-FM, Tampa, FL
WYUU(FM), Safety Harbor, FL
WSJT(FM), Lakeland, FL
WJHM(FM), Orlando, FL
WOCL(FM), Deland, FL
WOMX-FM, Orlando, FL
KFRC-FM, San Francisco, CA
KMXB(FM), Henderson, NV
KKJJ(FM), Henderson, NV
KLUC-FM, Las Vegas, NV
KXTE(FM), Pahump, NV
KSFN(AM), North Las Vegas, NV
KXNT(AM), North Las Vegas, NV
KYM(AM), Sacramento, CA
KZZO(FM), Sacramento, CA
KSCF(FM), San Diego, CA
KYXY(FM), San Diego, CA
WDOK(FM), Cleveland, OH
WQAL(FM), Cleveland, OH
WKRK-FM, Cleveland, OH
WBMX(FM), Boston, MA
WTIC-FM, Hartford, CT
WTIC(AM), Hartford, CT
WZMX(FM), Hartford, CT
WRCH(FM), New Britain, CT
KM(AM), Chandler, AZ
KOOL-FM, Phoenix, AZ
KZON(FM), Phoenix, AZ
WIRK-FM, West Palm Beach, FL
WEAT-FM, West Palm Beach, FL
WMBX(FM), Jensen Beach, FL
WPBZ(FM), Indiantown, FL
WNEW(FM), Jupiter, FL

CBS Radio East Inc., licensee of:

WXYT-FM, Detroit, MI
WVMV(FM), Detroit, MI
WVEE(FM), Atlanta, GA
KCBS-FM, Los Angeles, CA
KLSX(FM), Los Angeles, CA
KRTH-FM, Los Angeles, CA
KTWV(FM), Los Angeles, CA
KITS(FM), San Francisco, CA
KLLC(FM), San Francisco, CA
WTGB-FM, Bethesda, MD
WLZL(FM), Annapolis, MD
WYSP(FM), Philadelphia, PA
WOGL(FM), Philadelphia, PA
WCBS-FM, New York, NY
WXRK(FM), New York, NY
WWFS(FM), New York, NY
WBBM-FM, Chicago, IL
WXRT-FM, Chicago, IL
WODS(FM), Boston, MA
KCBS(AM), San Francisco, CA
KDKA(AM), Pittsburgh, PA
KFWB(AM), Los Angeles, CA
KMOX(AM), St. Louis, MO
KNX(AM), Los Angeles, CA
KYCY(AM), San Francisco, CA
KYW(AM), Philadelphia, CA
WAOK(AM), Atlanta, GA
WBBM(AM), Chicago, IL
WBZ(AM), Boston, MA
WCBS(AM), New York, NY
WFAN(AM), New York, NY
WINS(AM), New York, NY
WPHT(AM), Philadelphia, PA
WSCR(AM), Chicago, IL
WWJ(AM), Detroit, MI

**CBS Radio Holdings, Inc.,
licensee of:**

KEZN(FM), Palm Desert, CA
KEZK-FM, St. Louis, MO
KYKY(FM), St. Louis, MO
KZOK-FM, Seattle, WA
KBKS-FM, Tacoma, WA
KJAQ(FM), Seattle, WA
KMPS-FM, Seattle, WA
KPTK(AM), Seattle, WA
KQJK(FM), Roseville, CA
KNCI(FM), Sacramento, CA
KHTK(AM), Sacramento, CA
WBAV-FM, Gastonia, NC
WSOC-FM, Charlotte, NC
WPEG(FM), Concord, NC
WNKS(FM), Charlotte, NC
WKQC(FM), Charlotte, NC
WFNZ(AM), Charlotte, NC
WFNA(AM), Charlotte, NC
WBZW-FM, Pittsburgh, PA
WZPT(FM), New Kensington, PA
WDSY-FM, Pittsburgh, PA

**CBS Radio Inc. of Michigan,
licensee of:**

WOMC(FM), Detroit, MI
WYCD(FM), Detroit, MI

**CBS Radio Inc. of Atlanta,
licensee of:**

WZGC(FM), Atlanta, GA

**CBS Radio WLIF, Inc.,
licensee of:**

WLIF(FM), Baltimore, MD

**CBS Radio Inc. of Chesapeake,
licensee of:**

WQSR(FM), Baltimore, MD

**CBS Radio of Portland Inc.,
licensee of:**

KLTH(FM), Lake Oswego, OR
KUPL-FM, Portland, OR

**CBS Radio Inc. of Florida,
licensee of:**

WQYK-FM, St. Petersburg, FL

**Texas CBS Radio Broadcasting L.P.,
licensee of:**

KLUV(FM), Dallas, TX
KMKV(FM), Fort Worth, TX
KLLI(FM), Dallas, TX
KJKK(FM), Dallas, TX
KVIL-FM, Dallas, TX
KILT-FM, Houston, TX
KKHH(FM), Houston, TX
KIKK(AM), Pasadena, TX
KILT(AM), Houston, TX
KRLD(AM), Dallas, TX

**CBS Radio Inc. of Los Angeles,
licensee of:**

KROQ-FM, Pasadena, CA

**CBS Radio KMVQ-FM, Inc.,
licensee of:**

KMVQ-FM, San Francisco, CA

**CBS Radio Inc. of Maryland,
licensee of:**

WPGC-FM, Morningside, MD

**CBS Radio Inc. of Detroit,
licensee of:**

WXYZ(AM), Detroit, MI

**CBS Radio Inc. of Philadelphia,
licensee of:**

WIP(AM), Philadelphia, PA

CBS Radio Inc. of Tampa, licensee of:

WQYK(AM), Seffner, FL

**CBS Radio WLIF-AM, Inc.,
licensee of:**

WJZ(AM), Baltimore, MD

**CBS Radio WPGC(AM), Inc.,
licensee of:**

WPGC(AM), Morningside, MD

**CBS Radio Inc. of Washington, D.C.,
licensee of:**

WJFK-FM, Manassas, VA

**CBS Radio of Sacramento Inc.,
licensee of:**

KSFM(FM), Woodland, CA

**CBS Radio of Cleveland Inc.,
licensee of:**

WNCX(FM), Cleveland, OH

**CBS Radio Inc. of Illinois,
licensee of:**

WJMK(FM), Chicago, IL

**CBS Radio Inc. of Chicago,
licensee of:**

WUSN(FM), Chicago, IL

**CBS Radio Holdings Corp. of Orlando,
licensee of:**

WCFS-FM, Elmwood Park, IL

**CBS Radio Inc. of Boston,
licensee of:**

WZLX(FM), Boston, MA

**Hemisphere Broadcasting Corporation,
licensee of:**

WBCN(FM), Boston, MA

**CBS Radio Media Corporation,
licensee of :**

WLTE(FM), Minneapolis, MN
WCCO(AM), Minneapolis, MN

**The Audio House, Inc.,
licensee of:**

KZJK(FM), St. Louis Park, MN

Clarke Broadcasting Corp.

Clarke Broadcasting Corp., licensee of:

KBPA(FM), Twain Haute, CA
KZSQ-FM, Sonora, CA
KVML(AM), Sonora, CA

Emmis Communications Corporation

Emmis Communications Corporation is the parent of the following:

Emmis Austin Radio Broadcasting Company, L.P., licensee of:

KBPA(FM), San Marcos, TX
KDHT(FM), Cedar Park, TX
KGSR(FM), Bastrop, TX
KLBJ(AM), Austin, TX
KLBJ-FM, Austin, TX
KROX-FM, Buda, TX

Emmis License Corporation of New York, licensee of:

WQHT(FM), New York, NY

Emmis Radio License Corporation of New York, licensee of:

WRKS(FM), New York, NY

Emmis Radio License LLC, licensee of:

KFTK(FM), Florissant, MO
KIHT(FM), St. Louis, MO
KMVN(FM), Los Angeles, CA
KPNT(FM), St. Genevieve, MO
KPWR(FM), Los Angeles, CA
KSHE(FM), Crestwood, MO
WFNI(AM), Indianapolis, IN
WIBC(FM), Indianapolis, IN
WKQX(FM), Chicago, IL
WLHK(FM), Shelbyville, IN
WLUP-FM, Chicago, IL
WRXP(FM), New York, NY
WTHI-FM, Terre Haute, IN
WWVR(FM), West Terre Haute, IN
WYXB(FM), Indianapolis, IN

Entercom Communications Corp.

Entercom Communications Corp. is the ultimate parent of the following:

Entercom Austin License, LLC, **licensee of:**

KAMX(FM), Luling, TX
KJCE(AM), Rollingwood, TX
KKMJ-FM, Austin, TX

Entercom Boston License, L.L.C., **licensee of:**

WEEI(AM), Boston, MA
WRKO(AM), Boston, MA
WVEI(AM), Worcester, MA
WMKK(FM), Lawrence, MA
WAAF(FM), Westborough, MA
WKAF(FM), Brockton, MA

Entercom Buffalo License, LLC, **licensee of:**

WBEN(AM), Buffalo, NY
WTSS(FM), Buffalo, NY
WWKB(AM), Buffalo, NY
WKSE(FM), Niagara Falls, NY
WGR(AM), Buffalo, NY
WWWS(AM), Buffalo, NY
WLKK(FM), Wethersfield Township, NY

Entercom Denver License, LLC, **licensee of:**

KALC(FM), Denver, CO
KQMT(FM), Denver, CO
KOSI(FM), Denver, CO
KEZW(AM), Aurora, CO

Entercom Gainesville License, LLC, **licensee of:**

WKTK(FM), Crystal River, FL
WSKY-FM, Micanopy, FL

Entercom Greensboro License, LLC, **licensee of:**

WPAW(FM), Winston-Salem, NC
WJMH(FM), Reidsville, NC
WEAL(AM), Greensboro, NC
WQMG-FM, Greensboro, NC
WPET(AM), Greensboro, NC
WSMW(FM), Greensboro, NC

Entercom Greenville License, LLC, **licensee of:**

WFBC-FM, Greenville, SC
WSPA-FM, Spartanburg, SC
WYRD(AM), Greenville, SC
WORD(AM), Spartanburg, SC
WYRD-FM, Simpsonville, SC
WROQ(FM), Anderson, SC
WTPT(FM), Forest City, NC

Entercom Indianapolis License, LLC, **licensee of:**

WZPL(FM), Greenfield, IN
WNTR(FM), Indianapolis, IN
WXNT(AM), Indianapolis, IN

Entercom Kansas City License, LLC, **licensee of:**

KMBZ(AM), Kansas City, MO
KBLV(FM) Kansas City, MO
KCSP(AM), Kansas City, MO
KUDL(FM), Kansas City, KS
KQRC-FM, Leavenworth, KS
WDAF-FM, Liberty, MO
KRBZ(FM), Kansas City, MO
KYY5(AM), Kansas City, KS
KXTR(AM), Kansas City, KS
(AM Expanded Band)

Entercom Madison License, LLC, **licensee of:**

WOLX-FM, Baraboo, WI
WCHY(FM), Waunakee, WI
WMMM-FM, Verona, WI

Entercom Memphis License, LLC,
licensee of:

WMC(AM), Memphis, TN
WMC-FM, Memphis, TN
WMFS(FM), Bartlett, TN
WKQK(FM), Germantown, TN
WSMB(AM), Memphis, TN
WRVR(FM), Memphis, TN

Entercom Milwaukee License, LLC,
licensee of:

WSSP(AM), Milwaukee, WI
WMYX-FM, Milwaukee, WI
WXSS(FM), Wauwatosa, WI

Entercom New Orleans License, LLC,
licensee of:

WWWL(AM), New Orleans, LA
WWL(AM), New Orleans, LA
WEZB(FM), New Orleans, LA
WLMG(FM), New Orleans, LA
WWL-FM, Kenner, LA
WKBU(FM), New Orleans, LA

Entercom Norfolk License, LLC,
licensee of:

WPTE(FM), Virginia Beach, VA
WWDE-FM, Hampton, VA
WVKL(FM), Norfolk, VA
WNVZ(FM), Norfolk, VA

Entercom Portland License, LLC,
licensee of:

KGON(FM), Portland, OR
KNRK(FM), Camas, WA
KTRO(AM), Vancouver, WA
KYCH-FM, Portland, OR
KRSK(FM), Molalla, OR
KKSJ(AM), Salem, OR
KWJJ-FM, Portland, OR
KFXX(AM), Portland, OR

Entercom Providence License, LLC,
licensee of:

WEEI-FM, Westerly, RI

Entercom Rochester License, LLC,
licensee of:

WROC(AM), Rochester, NY
WBEE-FM, Rochester, NY
WBZA(FM), Rochester, NY
WCMF-FM, Rochester, NY
WPXY-FM, Rochester, NY

Entercom Sacramento License, LLC,
licensee of:

KDND(FM), Sacramento, CA
KSEG(FM), Sacramento, CA
KRXQ(FM), Sacramento, CA
KCTC(AM), Sacramento, CA
KSSJ(FM), Fair Oaks, CA
KWOD(FM), Sacramento, CA

Entercom San Francisco License, LLC,
licensee of:

KDFC-FM, San Francisco, CA
KOIT-FM, San Francisco, CA
KBWF(FM), San Francisco, CA

Entercom Seattle License, LLC,
licensee of:

KMTT(FM), Tacoma, WA
KNDD(FM), Seattle, WA
KISW(FM), Seattle, WA
KKWF(FM), Seattle, WA

Entercom Springfield License, LLC,
licensee of:

WVEI-FM, Easthampton, MA

Entercom Wichita License, LLC,
licensee of:

KEYN-FM, Wichita, KS
KFH(AM), Wichita, KS
KNSS(AM), Wichita, KS
KFBZ(FM), Haysville, KS
KFH-FM, Clearwater, KS
KDGS(FM), Andover, KS

Entercom Wilkes-Barre Scranton, LLC,
licensee of:

WBZU(AM), Scranton, PA
WGGI(FM), Benton, PA
WKRZ(FM), Freeland, PA
WILK-FM, Avoca, PA
WKZN(AM), West Hazleton, PA
WDMT(FM), Pittston, PA
WILK(AM), Wilkes-Barre, PA
WGGY(FM), Scranton, PA
WKRF(FM), Tobyhanna, PA

Greater Media, Inc.

Greater Media, Inc. is the parent of the following:

Charles River Broadcasting Company, licensee of:

WKLB-FM, Waltham, MA

Greater Boston Radio, Inc., licensee of:

WROR-FM, Framingham, MA
WBOS(FM), Brookline, MA
WMJX(FM), Boston, MA
WTKK(FM), Boston, MA
WMMR(FM), Philadelphia, PA
WCSX(FM), Birmingham, MI
WRIF(FM), Detroit, MI
WMGC-FM, Detroit, MI

Greater Philadelphia Radio, Inc., licensee of:

WBEN-FM, Philadelphia, PA
WMGK(FM), Philadelphia, PA
WNUW (FM), Burlington, NJ

Jersey Shore Broadcasting Corporation, licensee of:

WJRZ(FM), Manahawkin, NJ

The Sentinel Publishing Co., licensee of:

WCTC(AM), New Brunswick, NJ
WMTR(AM), Morristown, NJ
WWTR(AM), Bridgewater, NJ
WRAT(FM), Point Pleasant, NJ
WMGQ(FM), New Brunswick, NJ
WDHA-FM, Dover, NJ

Greater Media Charlotte Inc., licensee of:

WLNK(FM), Charlotte, NC
WBT(AM), Charlotte, NC
WBT-FM, Chester, SC

Journal Broadcast Corporation

Journal Broadcast Corporation, licensee of:

KCID(AM), Caldwell, ID
KFAQ(AM), Tulsa, OK
KFFN(AM), Tucson, AZ
KFTI(AM), Wichita, KS
KGEM(AM), Boise, ID
KSGF(AM), Springfield, MO
KXSP(AM), Omaha, NE
WQBB(AM), Powell, TN
WTMJ(AM), Milwaukee, WI
KJOT(FM), Boise, ID
KQXR(FM), Payette, ID
KRVB(FM), Nampa, ID
KTHI(FM), Caldwell, ID
WKHT(FM), Knoxville, TN
WMYU(FM), Karns, TN
WWST(FM), Sevierville, TN
WKTI-FM, Milwaukee, WI
KEZO-FM, Omaha, NE

KKCD(FM), Omaha, NE
KQCH(FM), Omaha, NE
KSRZ(FM), Omaha, NE
KSGF-FM, Ash Grove, MO
KSPW(FM), Sparta, MO
KTTS-FM, Springfield, MO
KZRQ-FM, Mount Vernon, MO
KGMG(FM), Oracle, AZ
KMXZ-FM, Tucson, AZ
KQTH(FM), Tucson, AZ
KXBL(FM), Henryetta, OK
KVOO-FM, Tulsa, OK
KFDI-FM, Wichita, KS
KFTI-FM, Newton, KS
KFXJ(FM), Augusta, KS
KICT-FM, Wichita, KS
KYQQ(FM), Arkansas City, KS

Premier Broadcasters, Inc.

Premier Broadcasters, Inc., licensee of:

KITI(AM), Centralia-Chehalis, WA
KITI-FM, Winlock, WA
KRXY, Selton, WA

Saga Communications, Inc.

Saga Communications, Inc., licensee of:

WNAX(AM), Yankton, SD
WNAX-FM, Yankton, SD

Saga Communications, Inc. is the parent of the following:

Saga Broadcasting, LLC, licensee of:

KGMI(AM), Bellingham, WA
KISM(FM), Bellingham, WA
KPUG(AM), Bellingham, WA
KAFF(FM), Bellingham, WA
KBAI(AM), Bellingham, WA

Saga Communications of New England, LLC, licensee of:

WAQY(FM), Springfield, MA
WBAE(AM), Portland, ME
WCLZ(FM), North Yarmouth, ME
WFEA(AM), Manchester, NH
WGAN(AM), Portland, ME
WHAI(FM), Greenfield, MA
WHCU(AM), Ithaca, NY
WHMP(AM), Northampton, MA
WHMQ(AM), Greenfield, MA
WHNP(AM), East Longmeadow, MA
WIII(FM), Cortland, NY
WKBK(AM), Keene, NH
WKNE(FM), Keene, NH
WKVT(AM), Brattleboro, VT
WKVT-FM, Brattleboro, VT
WLZX(FM), Northampton, MA
WMGX(FM), Portland, ME
WMLL(FM), Bedford, NH
WNYN(AM), Ithaca, NY
WPOR(FM), Portland, ME
WPVQ(FM), Greenfield, MA
WQNY(FM), Ithaca, NY
WRSI(FM), Turner Falls, MA
WRSY(FM), Marlboro, VT
WSNI(FM), Swanzey, NH
WVAE(AM), Biddeford, ME
WYNZ(FM), Portland, ME
WYXL(FM), Ithaca, NY
WZAN(AM), Portland, ME
WZID(FM), Manchester, NH

Saga Communications of New Hampshire, LLC, licensee of:

WZBK(AM), Keene, NH
WINQ, Winchester, NH

Franklin Communications, Inc., licensee of:

WBCO(AM), Bucyrus, OH
WJZA(FM), Pickerington, OH
WJZK(FM), Richwood, OH
WODB(FM), Delaware, OH
WQEL(FM), Bucyrus, OH
WSNY(FM), Columbus, OH

Saga Communications of North Carolina, LLC, licensee of:

WISE(AM), Asheville, NC
WYSE(AM), Canton, NC
WTMT(FM), Weaverville, NC
WOXL-FM, Biltmore, Forest, NC

Saga Communications of Arkansas, LLC, licensee of:

KEGI(FM), Jonesboro, AR
KDXY(FM), Lake City, AR
KJBX(FM), Trumann, AR

Tidewater Communications, LLC, licensee of:

WJOI(AM), Norfolk, VA
WNOR(FM), Norfolk, VA
WAFX(FM), Suffolk, VA

Saga Communications of Charlottesville, LLC, licensee of:

WCNR(FM), Keswick, VA
WINA(AM), Charlottesville, VA
WQMZ(FM), Charlottesville, VA
WVAX(AM), Charlottesville, VA
WWWV(FM), Charlottesville, VA

Saga Communications of Illinois, LLC, licensee of:

WABZ(FM), Sherman, IL
WCFF(FM), Urbana, IL
WDBR(FM), Springfield, IL
WIXY(FM), Champaign, IL
WLRW(FM), Champaign, IL
WQQL(FM), Springfield, IL
WTAX(AM), Springfield, IL
WXTT(FM), Danville, IL
WYMG(FM), Jacksonville, IL

Saga Communications of South Dakota, LLC, licensee of:

KMIT(FM), Mitchell, SD
KUQL(FM), Wessington Springs, SD

Lakefront Communications, LLC, licensee of:

WKLH(FM), Milwaukee, WI
WJYI(AM), Milwaukee, WI
WHQG(FM), Milwaukee, WI
WJMR-FM, Menomonee Falls, WI

Saga Communications of Milwaukee, LLC, licensee of:

WJZX(FM), Brookfield, WI

Saga Communications of Iowa, LLC, licensee of:

KAZR(FM), Pella, IA
KICD(AM), Spencer, IA
KICD-FM, Spencer, IA
KIOA(FM), Des Moines, IA
KLLT(FM), Spencer, IA
KLTJ-FM, Ames, IA
KPSZ(AM), Des Moines, IA
KRNT(AM), Des Moines, IA
KSTZ(FM), Des Moines, IA

Saga Communications of Tuckesse, LLC, licensee of:

WCVQ(FM), Fort Campbell, KY
WEGI(FM), Oak Gove, KY
WJQI(AM), Clarksville, TN
WKFN(AM), Fort Campbell, KY
WVVR(FM), Hopkinsville, KY
WZZP(FM), Hopkinsville, KY