

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

In the Matter of	)	
	)	
Entercom Communications and CBS Radio	)	MB Docket No. 17-85
Seek Approval to Transfer Control of and	)	
Assign FCC Authorizations and Licenses	)	
	)	
Subsidiaries of CBS Corporation	)	BTCH-20170320AAV
(Transferors)	)	BTC-20170320AAZ, <i>et al.</i> ,
and	)	BTCH-20170320ACR
Shareholders of Entercom Communications	)	BTCH-20170320AEV
Corporation (Transferees)	)	BTCH-20170320AFU
	)	BTC-20170320AGG
For Consent to Transfers of Control	)	BTCH-20170320AGZ
	)	BTCH-20170320AHB, <i>et al.</i> ,
	)	BTCH-20170320ACM
	)	BTCH-20170320ACT, <i>et al.</i> ,
	)	BTCH-20170320AFS
	)	BTCH-20170320AFV, <i>et al.</i> ,
	)	BTC-20170320AGE, <i>et al.</i> ,
	)	BTCH-20170320AGP
	)	BTCH-20170320ACS
	)	BTC-20170320ACV, <i>et al.</i> ,
	)	BTC-20170320AFI, <i>et al.</i> ,
	)	BTCH-20170320AFT
	)	BTC-20170320AGD
	)	BTC-20170320AGO
	)	BTCH-20170320AHA
	)	BTCH-20170320AHD
	)	
	)	
Joseph M. Field (Transferor)	)	BTCH-20170320AHE, <i>et al.</i> ,
and	)	BTCH-20170320AAW
Shareholders of Entercom Communications	)	BTC-20170320AGQ, <i>et al.</i> ,
Corporation (Transferees)	)	BTCH-20170320AAX, <i>et al.</i> ,
	)	BTC-20170320AAR, <i>et al.</i> ,
For Consent to Transfers of Control	)	BTC-20170320AGH, <i>et al.</i> ,
	)	BTC-20170320AFX, <i>et al.</i> ,
	)	BTCH-20170320ACN, <i>et al.</i> ,
	)	BTC-20170320AEW, <i>et al.</i> ,
	)	
	)	
Subsidiaries of CBS Corporation	)	BALH-20170320AMP, <i>et al.</i> ,
(Assignors)	)	BALH-20170320AMR,
and	)	BALH-20170320AMT,
The Entercom Divestiture Trust	)	BALH-20170320ANE, <i>et al.</i>
(Assignee)	)	
	)	
For Consent to Assignment of Licenses	)	

Subsidiaries of Entercom Communications Corporation (Assignors) and The Entercom Divestiture Trust (Assignee)	)	BALH-20170320ALF, <i>et al.</i> , BALH-20170320ALH, BALH-20170320ALJ, <i>et al</i>
	)	
	)	
	)	
For Consent to Assignment of Licenses	)	

MEMORANDUM OPINION AND ORDER

Adopted: November 9, 2017

Released: November 9, 2017

By the Chief, Media Bureau:

I. INTRODUCTION

1. The Media Bureau (Bureau) has under consideration the captioned transfer of control and assignment applications, as amended, (Merger Applications and Divestiture Applications, respectively)<sup>1</sup> filed by Entercom Communications Corp. (Entercom) and CBS Corporation (CBS), and its wholly-owned subsidiary CBS Radio, Inc. (CBSR) (collectively, Parties).<sup>2</sup> The Merger and Divestiture Applications are part of a larger transaction which, when consummated, will result in Entercom holding over 200 radio stations through its wholly-owned CBSR subsidiary. As described below, we grant the Merger and Divestiture Applications subject to certain conditions, and also grant the associated waivers on a temporary basis.

II. BACKGROUND

2. *The Transaction.* The proposed transaction encompasses all of Entercom’s 127 and CBS’s 117 radio stations. Pursuant to an Agreement and Plan of Merger: (1) CBSR will be separated from CBS pursuant to a Master Separations Agreement; and (2) a wholly owned subsidiary of Entercom (Constitution Merger Sub Corp.) will merge with CBSR, with the merged CBSR surviving as a wholly owned subsidiary of Entercom. Contemporaneously, Entercom will contribute all of the issued and outstanding equity interests of its direct subsidiary, Entercom Radio, LLC, to CBSR, resulting in a substantial change in control of Entercom from its current ownership.

3. Entercom and CBSR are direct competitors in several markets.<sup>3</sup> In order to comply with the local radio ownership rule, the Parties have filed seven Divestiture Applications seeking consent to the assignment of up to 19 full-power and six associated booster station licenses (Trust Stations) to the

<sup>1</sup> The captioned applications were filed on March 20, 2017. By Public Notice released March 31, 2017, the Bureau established petition to deny, opposition and reply filing deadlines of May 1, May 11, and May 18, 2017, respectively. The Bureau also announced permit-but-disclose *ex parte* status for the applications. *Entercom Communications and CBS Radio Seek Approval to Transfer Control of and Assign FCC Authorizations and Licenses*, Public Notice, 32 FCC Rcd 2105 (MB 2017). A list of the stations that are the subject of the proposed assignments and transfers and, for each, its call sign, community of license, facility ID number and assignment or transfer application file number is attached as the Appendix.

<sup>2</sup> See 47 U.S.C. § 310(d).

<sup>3</sup> The combined ownership interests of Entercom and CBSR present an issue under 47 CFR § 73.3555(a)(1) in the following seven Nielsen markets: Boston, Massachusetts; Los Angeles, California; Sacramento, California; San Francisco, California; San Diego, California; Seattle-Tacoma, Washington; and Wilkes-Barre/Scranton, Pennsylvania.

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Entercom Divestiture Trust (EDT).<sup>4</sup> On October 10, 2017, the Parties filed amendments (Divestiture Amendments) identifying the specific stations that would be assigned to EDT.<sup>5</sup> The transaction is structured to comply with the Commission's ownership rules and policies except as follows: The Parties seek a temporary waiver of the radio-television cross-ownership rule<sup>6</sup> in the San Francisco and Miami markets to permit Leslie Moonves<sup>7</sup> and Joseph Ianniello<sup>8</sup> (collectively, Temporary Directors) to serve as Entercom directors for no longer than six months following the close of the contemplated transactions. Entercom also seeks a waiver of the local radio ownership rule to maintain its current ownership interests in the Kansas City market. In addition, Entercom currently holds a grandfathered radio combination in the Wilkes-Barre/Scranton Pennsylvania Nielsen audio market. Because the proposed transaction would result in a substantial change of control in Entercom, the Parties propose to assign WGGI(FM), Benton, PA, to either the EDT or Educational Media Foundation (EMF).<sup>9</sup>

4. *Petitions to Deny.* On May 1, 2017, Edward R. Stolz, II (Stolz) and Deborah J. Naiman (Naiman) (collectively, Petitioners) filed Petitions to Deny (the Stolz Petition and Naiman Petition, respectively).<sup>10</sup> Stolz argues that: (1) the Divestiture Applications do not comply with local radio ownership limits in the Sacramento and San Francisco markets; (2) the (anticipated) filing of the Divestiture Amendments should require a new petition period of no less than 30 days;<sup>11</sup> (3) the Commission must address unresolved Entercom character issues relating to the death of a contestant at KDND(FM), Sacramento, California;<sup>12</sup> and (4) the Bureau erroneously and prematurely granted five license renewal applications of other Entercom Sacramento market stations.<sup>13</sup>

5. In her Petition, Naiman contests only those captioned applications relating to the Sacramento market, claiming standing as a resident and listener of the 10 radio stations listed in the caption of her pleading.<sup>14</sup> She asserts that those applications do not comply with the local radio

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<sup>4</sup> EDT's Trustee is TDC Communications, LLC, whose sole member is Elliot B. Evers.

<sup>5</sup> See *Divestiture Amendments* at Exhibit 5.

<sup>6</sup> 47 CFR § 73.3555(c).

<sup>7</sup> Moonves is Chairman of the Board, President and Chief Executive Officer of CBS.

<sup>8</sup> Ianniello is Chief Operating Officer of CBS.

<sup>9</sup> The Divestiture Applications include Entercom stations KSWD(FM), Los Angeles, California, KSOQ-FM, San Diego, California, and WGGI(FM), Benton, Pennsylvania, respectively. See Application Nos. BALH-20170320ALJ, BALH-20170320ALF, and BALH-20170320ALH, respectively. On September 26, 2017, Entercom sought Commission consent to assign those station licenses to EMF. See Application File Nos. BALH-20170926AFA; BALH20170926AFF, and BALH-20170926AFG, respectively (the EMF Applications). If Entercom and EMF do not close on this transaction prior to or simultaneously with the consummation of the merger transaction, these licenses will be assigned to the EDT. See EMF Applications, Attachment 5, Asset Purchase Agreement, at paragraphs B – E. The Media Bureau granted the EMF applications on November 2, 2017. See *Public Notice*, Broadcast Actions, Report No. 49107 (rel. Nov. 7, 2017).

<sup>10</sup> No other petitions or objections were filed against the Merger of Divestiture Applications.

<sup>11</sup> Stolz Petition at 10-11, citing 47 U.S.C. § 309(b).

<sup>12</sup> Stolz Petition at 12, referencing *Entercom License, LLC*, Hearing Designation Order and Notice of Opportunity for Hearing, 31 FCC Rcd 12196 (2016) (*KDND HDO*). Entercom subsequently turned in the license to KDND(FM) and the proceeding was terminated. See *Entercom License, LLC*, Memorandum Opinion and Order, 32 FCC Rcd 7149 (2017), *pet. for recon. pending*.

<sup>13</sup> Stolz Petition at 16-19, referencing KUDL(FM), KRXQ(FM), KIMF(FM) and KSEG(FM), Sacramento, and KKDO(FM), Fair Oaks, California. See *Entercom Sacramento Licenses, Inc.*, Letter Decision, reference 1800B3-JM (MB Jan. 18, 2017).

<sup>14</sup> Naiman Petition at 4.

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ownership limits and that there are unresolved character issues regarding KDND(FM) which implicate Entercom's "Sacramento Cluster" of stations.<sup>15</sup>

6. In their Opposition, CBS, CBSR, and Entercom first argue that the challenged San Francisco and Sacramento Divestiture Applications are acceptable for filing as filed. They state that they have committed to amend the Divestiture Applications<sup>16</sup> and reject Petitioners' contrary precedent as inapposite.<sup>17</sup> They also argue that the "minor" Divestiture Amendments would be statutorily exempt from Section 309(b) 30-day public notice requirements.<sup>18</sup>

7. Second, CBS, CBSR, and Entercom assert that the litigation regarding KDND(FM) and Entercom's other Sacramento stations does not preclude grant of the Merger Applications. They maintain that the Commission has granted a transfer of control application while a license renewal application is pending provided that: (1) it is a multi-station, multi-market transaction; (2) there are no basic qualifications issues pending against the transferor or transferee that could not be resolved in the context of the pending applications; and (3) the transferee explicitly consents to "stand in the stead" of the transferor in the renewal proceeding. In this regard, they note that: (1) the Commission did not designate any character or basic qualification issues against Entercom in the *KDND HDO*;<sup>19</sup> and (2) both CBSR and the EDT have agreed to stand in the stead of Entercom with respect to the renewal applications for the Sacramento stations.<sup>20</sup>

8. On May 18, 2017, Stolz and Naiman filed nearly identical Reply pleadings reiterating their prior contentions. They also argue that the Commission recently enforced strict compliance on a regulatee in a different licensing context,<sup>21</sup> and that it cannot "logically or legally" do otherwise here.<sup>22</sup> They demand again that the Commission designate the captioned applications for evidentiary hearing upon the issues specified in the *KDND HDO* and the issues raised in Stolz' January 9, 2017, "Motion to Enlarge Issues" filed in that proceeding.<sup>23</sup>

9. Supplements. On May 16, 2017, Stolz filed a First Supplement to Petition to Dismiss or Deny (First Supplement).<sup>24</sup> He argues that a monologue by comedian Stephen Colbert aired by CBS television affiliates at approximately 11:35 p.m. on May 1, 2017, was "actionably obscene."<sup>25</sup> CBS and CBSR filed an Opposition arguing that the monologue was protected speech and that it was neither

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<sup>15</sup> *Id.* at 6-13.

<sup>16</sup> Opposition at 2-3, citing Transfer Applications Comprehensive Exhibit at n. 2 and Divestiture Trust Comprehensive Exhibit at 2.

<sup>17</sup> Opposition at 4.

<sup>18</sup> *Id.* at 5.

<sup>19</sup> *Id.* at 8, citing *KDND HDO*, 31 FCC Rcd at 12209 n.122.

<sup>20</sup> *Id.* at 7-8, referencing Agreement and Plan of Merger submitted with the Merger Applications at pp. 88-89, § 7.9, and Declaration of Elliot B. Evers, appended to the Opposition as Exhibit A.

<sup>21</sup> Stolz and Naiman cite *ERIE Radio Co., LLC*, Memorandum Opinion and Order, 32 FCC Rcd 3890 (WTB/MB 2017) (*ERIE*) (Wireless and Media Bureaus dismiss auction winner long-form application because the applicant missed down-payment deadline by one day).

<sup>22</sup> Stolz Reply at 3, Naiman Reply at 2-3.

<sup>23</sup> Stolz Reply at 7-9, Naiman Reply at 7-9.

<sup>24</sup> Accompanying it was a Motion for Leave to File First Supplement to Petition to Dismiss or Deny. We hereby grant the Motion.

<sup>25</sup> First Supplement at 6, citing *Character Policy Statement*, 102 FCC 2d 1179 at n.60 (1986). Additionally, Stolz argues that the "vituperative nature" of the Colbert monologue raises a substantial and material question of fact regarding whether CBS engaged in intentional news distortion. First Supplement at 8-9, citing *Serafyn v. FCC*, 149 F.3d 1213 (D. C. Cir. 1998) and *Jefferson Radio Co., Inc. v. FCC*, 340 F.2d 781 (D.C. Cir. 1964) (*Jefferson Radio*).

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indecent nor obscene.<sup>26</sup> Moreover, CBS and CBSR maintain that the language Stolz alleges to have been obscene was not actually heard by viewers because “CBS bleeped and obscured Colbert’s mouth” during that portion of the broadcast.<sup>27</sup>

10. On June 5, 2017, Stolz filed a Reply repeating its prior arguments and alleging instances of “intentional news distortion.”<sup>28</sup> Stolz also argues that even if the offending language was “bleeped,” it was heard by the live studio audience and that the Commission has jurisdiction over these allegedly indecent and obscene broadcast transmissions because the production employed wireless microphones.<sup>29</sup>

11. On July 3, 2017, Stolz filed a Second Supplement to Petition to Dismiss or Deny (Second Supplement).<sup>30</sup> Stolz alleges that a television broadcast by CBS’s Scott Pelley regarding the shooting of Representative Steve Scalise on June 16, 2017 was “criminally actionable.”<sup>31</sup> CBS and CBSR filed an Opposition arguing that Stolz “distorts and misinterprets” Pelley’s comments.<sup>32</sup> On July 28, 2017, Stolz filed a Reply rejecting the CBS and CBSR contentions and reiterating its view that the broadcasts constitute “intentional news distortion.”<sup>33</sup>

12. On October 17, 2017, Stolz filed a Third Supplement to Petition to Dismiss or Deny (Third Supplement).<sup>34</sup> Stolz reiterates his claim that the Merger Applications should be dismissed, denied, or designated for evidentiary hearing.<sup>35</sup>

### III. DISCUSSION

13. For the reasons stated below, we deny the petitions to deny, grant temporary radio-television cross-ownership waivers with regard to Entercom’s interests in the San Francisco and Miami markets, grant a temporary waiver of the local radio ownership rule with regard to Entercom’s interests in the Kansas City market, and grant the Merger and Divestiture Applications subject to certain conditions.

14. Section 310(d) of the Communications Act of 1934, as amended (Act) provides that no station license shall be transferred or assigned until the Commission determines that the public interest, convenience, and necessity will be served.<sup>36</sup> In making this assessment, the Commission must first

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<sup>26</sup> Opposition to First Supplement at 1.

<sup>27</sup> *Id.*

<sup>28</sup> *Id.* at 5-8.

<sup>29</sup> Reply to Opposition to First Supplement at 2. In addition, Stolz asserts that this particular monologue was defamatory and done with the intent “to endanger the President, to incite, and to inflame.” *Id.* at 3, 4.

<sup>30</sup> Accompanying it was a Motion for Leave to File Second Supplement to Petition to Dismiss or Deny. We hereby grant the Motion.

<sup>31</sup> Second Supplement at 3, citing 18 U.S.C. §§ 245(b) and 1505, which, according to Stolz, make it a crime to intimidate a member of Congress. Stolz also cites 18 U.S.C. § 241, making it a crime for two or more persons to “conspire to inure, oppress, threaten, or intimidate any person in an State, Territory, Commonwealth, Possession, or District in the free exercise or enjoyment of any right or privilege secured to him by the Constitution or laws of the United States . . . .”

<sup>32</sup> Opposition to Second Supplement at 1 (“Taken in context, Mr. Pelley did not advocate violence against anyone. In fact, his remarks . . . decried the advocacy of violence.”).

<sup>33</sup> Reply to Opposition to Second Supplement at 3, referencing 47 U.S.C. § 403.

<sup>34</sup> Accompanying it was a Motion for Leave to File Third Supplement to Petition to Dismiss or Deny. We hereby grant the Motion.

<sup>35</sup> Third Supplement at 2. In this filing, Stolz references, among other things, a posting on social media site Twitter from a CBS employee allegedly expressing a lack of sympathy for the victims of the recent Las Vegas shootings.

<sup>36</sup> Section 310(d) requires that the Commission consider the applications as if the proposed transferee were applying for the licenses directly. 47 U.S.C. § 310(d). *See, e.g., SBC Communications Inc. and AT&T Corp. Applications for* (continued....)

determine whether the proposed transaction would comply with the Act, other applicable statutes, and the FCC's rules (Rules).<sup>37</sup> If the Commission is unable to find that the proposed transaction serves the public interest, or if the record presents a substantial and material question of fact, Section 309(e) of the Act requires that the applications be designated for hearing.<sup>38</sup>

15. *Petitions to Deny.* We reject Petitioners' arguments that the Divestiture Applications are not acceptable for filing because they exceed the radio ownership caps permitted in the Sacramento and San Francisco markets. The Commission has routinely accepted and processed similar divestiture trust applications to facilitate, as here, larger transactions.<sup>39</sup> We note that the Parties subsequently filed the Divestiture Amendments and that, except for the Kansas City market, the amended Divestiture Applications comply with the local radio ownership rules.<sup>40</sup>

16. We also reject Petitioners' arguments that Section 309(b) of the Act<sup>41</sup> requires the Commission to open a new 30-day period for public comment on the Divestiture Amendments.<sup>42</sup> Section 309(c) of the Act specifically exempts "minor amendments" from Section 309(b) notice requirements.<sup>43</sup> In addition, Section 73.3578 of the Rules<sup>44</sup> specifies that any amendment to an assignment or transfer of control application is considered "minor" unless it specifies a change in ownership control, or would otherwise require the filing of a new long-form application. Because an amendment to remove stations from an application does not fall within these exceptions, we find that the Divestiture Amendments are minor and do not trigger a new 30-day notice period.<sup>45</sup> With respect to Petitioners' arguments relating to KDND(FM) and whether the Bureau prematurely granted license renewal applications of other Entercom Sacramento market stations, we find that these are impermissible collateral attacks and that these issues are properly considered in those renewal proceedings.<sup>46</sup>

17. Supplements to Petition to Deny. We find that the allegations raised by Stolz in the Supplements, which concern certain content aired by broadcast television stations—not by the radio stations at issue in the instant applications—fail to raise a question regarding the qualifications of

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*Approval of Transfer of Control*, 20 FCC Rcd 18290, 18300, para. 16 (2005) (*SBC-AT&T Order*).

<sup>37</sup> See, e.g., *SBC-AT&T Order*, 20 FCC Rcd at 18300, para. 16.

<sup>38</sup> 47 U.S.C. § 309(e); see also *General Motors Corporation and Hughes Electronics Corporation, Transferors, and The News Corporation Limited, Transferee*, Memorandum Opinion and Order, 19 FCC Rcd 473, 483 n.49 (2004).

<sup>39</sup> See, e.g., *The E.W. Scripps Company*, Letter, 29 FCC Rcd 24870, 14872, n.9; *Existing Shareholders of Clear Channel*, 23 FCC Rcd at 1427 n. 26 (parties file transfer application stating that "prior to the proposed transfer of control . . . , applications will be filed with the Commission to sell the requisite number of stations in the non-compliant combinations so that, as of the closing, the surviving company will be in compliance with the Commission's multiple ownership rules"; application initially proposes assignment of all stations to trust, subsequently amended to identify the specific trust stations).

<sup>40</sup> Moreover, Petitioners' reliance on the alleged "strict compliance" standard applied in *ERIE* is unfounded. In *ERIE*, an auction-winning applicant missed a clearly established payment deadline and was dismissed pursuant to a specific auction rule. *ERIE*, 32 FCC Rcd at 3896, para. 18 (citing 47 CFR § 1.2107(b)).

<sup>41</sup> 47 U.S.C. § 309(b).

<sup>42</sup> Stoltz Petition at 10-11; Naiman Petition at 6.

<sup>43</sup> 47 U.S.C. § 309(c).

<sup>44</sup> 47 CFR § 73.3578.

<sup>45</sup> See, e.g., *Shareholders of Hispanic Broad. Corp.*, Memorandum Opinion and Order, 18 FCC Rcd 18834, 18835 n.1 (2003) (amendment adding stations to pending assignment application that does not propose additional changes to ownership structure is "minor").

<sup>46</sup> See *Entercom License, LLC*, Memorandum Opinion and Order, 32 FCC Rcd 7149 (2017), *pet. for recon. pending*; *Dennis J. Kelly, Esq., etc.*, Letter, 32 FCC Rcd 6880 (MB 2017), *pet. for recon. pending*.

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CBSR.<sup>47</sup> In general, consistent with the Commission's *Character Policy Statement*, when evaluating assignment applications, we do not consider a licensee's conduct at one station to be relevant to its qualifications to hold another authorization.<sup>48</sup> Stolz does not allege that any of the actions described in the Supplements occurred at a CBSR radio station. The Commission has recognized a limited exception to this policy, however, in circumstances raising a question whether a licensee is qualified to hold any station license.<sup>49</sup> That is not the situation presented in the Supplements. Stolz seeks to use isolated incidents to call into question the totality of CBS's licenses. Such a result is not consistent with Commission precedent or Commission sanctions policy. The Commission has stated that "only in the most egregious case need termination of all rights be considered."<sup>50</sup> Accordingly, we reject the allegations raised in the Supplements as insufficient to raise a substantial and material question of fact regarding the proposed transaction and need not delve into the specifics of Stolz's allegations.

18. *Petition for Temporary Waiver.* We grant temporary radio-television cross-ownership waivers in the San Francisco and Miami markets to permit the Temporary Directors to serve as Entercom directors for a period no longer than six months following the consummation of the merger. The Temporary Directors have cognizable interests in the CBS-owned television stations on the basis of their continuing CBS officer/director positions. As a result, following consummation of the merger, they would hold attributable interests in radio and television stations in the Miami and San Francisco markets in excess of the radio-television cross-ownership limits.<sup>51</sup>

19. In support of the waiver request, the Parties state that the Commission has previously found temporary waivers of the multiple ownership rules to be in the public interest, particularly where the waiver "facilitate[s] multi-station transactions," is "incidental to the larger transaction,"<sup>52</sup> and would not undermine the Commission's "underlying goals of diversity and competition in the broadcast marketplace."<sup>53</sup> Prior to the merger, they state, each of the Temporary Directors will execute and deliver an irrevocable letter of resignation effective the earlier of (a) six months after closing of the Merger and (b) the day prior to the first annual meeting of Entercom following closing of the Merger.

20. The Parties argue that the Commission has found the effect on competition and diversity to be "somewhat less consequential" where a significant number of independent media voices will remain in the market. They note that at issue is only the ownership of one radio station in each of two major markets, that there are an abundant number of independent radio and television voices in each market, and that neither of the Temporary Directors would control any of the stations at issue. Finally, the parties argue that a waiver would help facilitate a smooth transition and integration of the radio stations previously controlled by CBS.

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<sup>47</sup> As to the allegations raised in Stolz Third Supplement regarding an employee "tweet," we note that this does not constitute broadcast programming or any other actionable misconduct falling under the Commission's jurisdiction.

<sup>48</sup> *Policy Regarding Character Qualifications in Broadcast Licensing*, 102 FCC 2d 1179 (1986) (subsequent history omitted).

<sup>49</sup> For instance, "an applicant has engaged in nonbroadcast misconduct so egregious as to shock the conscience and evoke almost universal disapprobation. . . might, of its own nature, constitute prima facie evidence that the applicant lacks the traits of reliability and/or truthfulness necessary to be a licensee." *Id.* at 1205, fn. 60.

<sup>50</sup> *Id.* at 1228.

<sup>51</sup> Transfer Comprehensive Exhibit at 29-30.

<sup>52</sup> *Id.* at 29. The parties cite *UTV of San Francisco, Inc.*, 16 FCC Rcd 14975, 14984 (2001) (*UTV*); *Fidelity Television, Inc.*, 17 FCC Rcd 8567, 8568 (2002) (*Fidelity*).

<sup>53</sup> Transfer Comprehensive Exhibit at 29, citing *UTV* 16 FCC Rcd at 14984; *Fidelity*, 17 FCC Rcd at 8569; *New Rushmore Radio, Inc.*, 29 FCC Rcd 3265, 3267 (MB Vid. Div. 2014); *Schurz Commc'ns, Inc.*, 31 FCC Rcd 1113, 1118 (MB Vid. Div. 2016).

21. After a careful review of the record, we conclude that the requested temporary waivers are in the public interest. Our independent analysis confirms that following consummation of this transaction, there will be more than 50 independently owned and operated radio and television voices in the Miami market, and more than 80 in the San Francisco market. In the waiver markets, the cross-ownership caps will be exceeded by only one radio station. Based on the large number of independent media voices in each market and the relatively short duration involved, we conclude that a waiver will not unduly limit competition or diversity in these markets.

22. *EDT Stations.* To ensure compliance with the local radio ownership rule, we impose a condition requiring that Entercom's and CBSR's assignments of Trust Stations to EDT pursuant to the Divestiture Applications occur prior to or simultaneously with the consummation of the merger. EDT is required to take commercially reasonable efforts to effectuate the sale of the stations without delay. EDT shall have six months from the consummation of the merger to complete the assignment of each of the Trust Stations or file an acceptable assignment of license application. If and to the extent that EDT fails to do so with regard to any of the Trust Stations, it must provide the Commission with a detailed explanation of its efforts to sell such stations in the confidential report referenced in Section 4(g) of the Trust Agreements submitted with the Divestiture Applications. EDT must continue to provide reports at six-month intervals until all stations held by EDT are sold.

23. *Kansas City AM Expanded Band Waiver.* We grant Entercom's request for a continuation of the waiver of the local radio ownership rule it has been granted in the Kansas City Nielsen radio market. Entercom currently holds a waiver with respect to its ownership of lower band station KKHK(AM) and expanded band Station KXTR(AM).<sup>54</sup> Absent a waiver, Entercom would be required to divest one station in this market.

24. In the *AM Revitalization* proceeding, the Commission tentatively concluded that "any licensee with dual standard/Expanded Band authorizations . . . should be required to surrender one of the two authorizations within one year of release of a future *Report and Order* in this proceeding adopting this proposal."<sup>55</sup> This issue remains pending before the Commission. In these circumstances, we grant a temporary waiver subject to any action the Commission may take on this issue in the *AM Revitalization* proceeding or any other proceeding in which it considers the dual standard/expanded band authorization issue.

#### IV. CONCLUSION

25. We have reviewed the proposed merger, the applications for its approval, and related comments. We conclude that the applicants are fully qualified and that grant of the Merger Applications and the Trust Applications, subject to the conditions set forth herein, will serve the public interest, convenience, and necessity.

#### V. ORDERING CLAUSES

26. Accordingly, IT IS ORDERED, pursuant to sections 4(i), 4(j), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 309, 310(d), and Sections 0.61(a) and 0.283 of the Commission's Rules,<sup>56</sup> that the applications for consent to the transfers of control of Entercom Communications Corp. and of Entercom Miami License, LLC, Entercom Atlanta License, LLC, Entercom Denver II License, LLC, Entercom San Diego License, LLC, Entercom Wilkes-Barre

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<sup>54</sup> Entercom holds an interest in four FM stations and five AM stations in the Kansas City Market pursuant to a waiver granted in *Entercom Kansas City License, LLC*, Memorandum Opinion and Order, 17 FCC Rcd 24197 (2002) (waiving the local radio ownership provisions of Section 73.3555(a)(1) for five years from the licensing of KXTR(AM)).

<sup>55</sup> *Revitalization of the AM Broadcast Service*, First Report and Order and Further Notice of Proposed Rule Making, 30 FCC Rcd 12145, 12177 (2015).

<sup>56</sup> 47 CFR §§ 0.61(a), 0.283.



Scranton, LLC, Entercom Rochester License, LLC, Entercom New Orleans License, LLC, Entercom Buffalo License, LLC, and Entercom License, LLC, and of CBS Corporation, and of CBS Radio East, Inc., CBS Radio Inc. of Maryland, CBS Radio Holdings Corporation of Orlando, CBS Radio of Sacramento, Inc., CBS Radio Inc. of Michigan, CBS Radio Stations, Inc., CBS Radio Inc. of Atlanta, CBS Radio Texas, Inc., CBS Radio Inc. of Washington, DC, CBS Radio WLIF, Inc., CBS Radio Inc. of Boston, CBS Radio KMVQ-FM Inc., CBS Radio of WLIF-AM Inc., CBS Radio Media Corporation, CBS Radio of Detroit Inc., CBS Radio Inc. of Illinois, Infinity Broadcasting Corporation, CBS Radio Inc. of Los Angeles, and The Audio House, Inc., and for consent to the assignment of licenses from Entercom Communications Corp. and CBS Corporation to The Entercom Divestiture Trust, listed in the Appendix, or as otherwise listed previously in the Commission's public notices, ARE GRANTED, SUBJECT TO THE FOLLOWING CONDITIONS:

The request for a temporary waiver of Section 73.3555(c), not to exceed 6 months in the Miami and San Francisco markets IS GRANTED, but within 6 months of consummation of the transaction, Messrs. Leslie Moonves and Joseph Ianniello shall resign from the Entercom board of directors, and Entercom is directed to promptly notify the Commission in writing of such resignations.

The request for a temporary waiver of Section 73.3555(a) with regard to Entercom's interests in the Kansas City, MO, market IS GRANTED to the extent indicated herein.

The transfer of control of Entercom Communications Corp. and CBS Corporation's CBSR shall take place subsequent to and/or simultaneously with the complete consummation of the assignment of licenses for the radio stations specified in the applications for consent to assignment of licenses from Entercom Communications Corp. and CBS Corporation's CBSR to The Entercom Divestiture Trust (FCC File Nos. BALH-20170320AMT, *et al.*; BALH-20170320AMR; BALH-20170320ANE, *et al.*; BALH-20170320ALJ; *et al.*, BALH-20170320ALH; BALH-20170320ALF, *et al.*; and BALH-20170320AMP, *et al.*

Assignors and Transferors are reminded that Section 73.3615 requires that a biennial ownership report be filed by each licensee of a commercial or non-commercial AM, FM, TV, Class A, or LPTV broadcast station and any entity that holds an attributable interest in the licensee pursuant to Section 73.3555 as of October 1 of each odd-numbered year. The Media Bureau has previously announced that the 2017 biennial ownership reports for both commercial and non-commercial stations must be filed between December 1, 2017, and March 2, 2018. Accordingly, for any assignment or transfer of control applications consummated after October 1, 2017, but on or before March 2, 2018, the proposed Assignor/Transferor must nonetheless file a biennial Form 323 or Form 323-E by the extended March 2, 2018, deadline. Ownership information should be reported as of October 1, 2017. Please note, this biennial ownership filing requirement is in addition to the post-consummation report, which is required of the Assignee or Transferee. *See* 47 CFR Section 73.3615.

27. IT IS FURTHER ORDERED THAT, in the event that the Entercom Divestiture Trust has not submitted an acceptable application for the assignment of each station license that it holds in trust within six months of the acquisition of such station, it shall provide the Commission with a copy of the confidential report referenced in Section 4(g) of the Trust Agreements submitted with the Divestiture Applications and shall continue to provide such reports at six-month intervals until all Trust Station licenses are assigned.

28. IT IS FURTHER ORDERED THAT, the petitions to deny filed by Edward R. Stolz, II and Deborah J. Naiman ARE DENIED.

29. IT IS FURTHER ORDERED THAT copies of this *Memorandum Opinion and Order* shall be sent, by First Class and Certified Mail, to Dennis J. Kelly, Esq., P.O. Box 41177, Washington,

DC 20018, and to Entercom Communications Corp., 401 East City Avenue, Suite 809, Bala Cynwyd, PA 19004, and its counsel, Zachary A. Judd, Esq., Latham & Watkins, LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611, and David H. Solomon, Esq., Wilkinson Barker Knauer, LLP, 1800 M Street, N.W., Suite 800N, Washington, DC 20036, to CBS Corporation, 51 West 52<sup>nd</sup> Street, New York, NY 10019, and its counsel, David E. Shapiro, Esq., Wachtell, Lipton Rosen & Katz, 51 West 52<sup>nd</sup> Street, New York, NY 10019, and Meredith S. Senter, Jr., Esq., Lerman Senter, PLLC, 2001 L Street, N.W., Suite 400, Washington, DC 20036, and to TDC Communications, LLC, c/o Mr. Elliot Evers, 255 California Street, Suite 850, San Francisco, CA 94111, and its counsel, Scott W. Woodworth, Esq., Edinger Associates, Suite 500, 1875 I Street, N.W., Washington, DC 20006.

FEDERAL COMMUNICATIONS COMMISSION

Michelle M. Carey  
Chief, Media Bureau

## APPENDIX

## Entercom and CBS Stations Subject to Transfers and Assignments

## I. STATIONS SUBJECT TO TRANSFERS

## A. CBS RADIO, INC.

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
<b>WLZL</b>	<b>FM</b>	<b>COLLEGE PARK</b>	<b>MD</b>	<b>20983</b>	<b>BTCH</b>	<b>20170320AAV</b>
<b>KCBS</b>	<b>AM</b>	<b>SAN FRANCISCO</b>	<b>CA</b>	<b>9637</b>	<b>BTC</b>	<b>20170320AAZ</b>
KDKA	AM	PITTSBURGH	PA	25443	BTC	20170320ABA
KMOX	AM	ST. LOUIS	MO	9638	BTC	20170320ABB
KNX	AM	LOS ANGELES	CA	9616	BTC	20170320ABC
KYW	AM	PHILADELPHIA	PA	25441	BTC	20170320ABD
KZDG	AM	SAN FRANCISCO	CA	25458	BTC	20170320ABE
WAOK	AM	ATLANTA	GA	63775	BTC	20170320ABF
WBBM	AM	CHICAGO	IL	9631	BTC	20170320ABG
WBZ	AM	BOSTON	MA	25444	BTC	20170320ABH
WCBS	AM	NEW YORK	NY	9636	BTC	20170320ABI
WFAN	AM	NEW YORK	NY	28617	BTC	20170320ABJ
WINS	AM	NEW YORK	NY	25451	BTC	20170320ABK
WPHT	AM	PHILADELPHIA	PA	9634	BTC	20170320ABL
WSCR	AM	CHICAGO	IL	25445	BTC	20170320ABM
WWJ	AM	DETROIT	MI	9621	BTC	20170320ABN
KAMP-FM	FM	LOS ANGELES	CA	25075	BTCH	20170320ABO
KCBS-FM	FM	LOS ANGELES	CA	9612	BTCH	20170320ABP
KITS	FM	SAN FRANCISCO	CA	18510	BTCH	20170320ABQ
KLLC	FM	SAN FRANCISCO	CA	9624	BTCH	20170320ABR
KRTH	FM	LOS ANGELES	CA	28631	BTCH	20170320ABS
KTWV	FM	LOS ANGELES	CA	25437	BTCH	20170320ABT
WBBM-FM	FM	CHICAGO	IL	9613	BTCH	20170320ABU
WBMP	FM	NEW YORK	NY	58579	BTCH	20170320ABV
WCBS-FM	FM	NEW YORK	NY	9611	BTCH	20170320ABW
WDCH-FM	FM	BOWIE	MD	72177	BTCH	20170320ABX
WDZH	FM	DETROIT	MI	25448	BTCH	20170320ABY

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
WFAN-FM	FM	NEW YORK	NY	67846	BTCH	20170320ABZ
WIAD	FM	BETHESDA	MD	9619	BTCH	20170320ACA
WIP-FM	FM	PHILADELPHIA	PA	28628	BTCH	20170320ACB
WNEW-FM	FM	NEW YORK	NY	25442	BTCH	20170320ACC
WODS	FM	BOSTON	MA	9639	BTCH	20170320ACD
WOGL	FM	PHILADELPHIA	PA	9622	BTCH	20170320ACE
WVEE	FM	ATLANTA	GA	63776	BTCH	20170320ACF
WXRT	FM	CHICAGO	IL	16853	BTCH	20170320ACG
WXYT-FM	FM	DETROIT	MI	9618	BTCH	20170320ACH
KITS-FM1	FB	WALNUT CREEK	CA	18524	BTCFTB	20170320ACI
KITS-FM2	FB	PLEASANTON	CA	18521	BTCFTB	20170320ACJ
KITS-FM4	FB	ANTIOCH	CA	18526	BTCFTB	20170320ACK
KLLC-FM2	FB	PLEASANTON	CA	178408	BTCFTB	20170320ACL
<b>WCFS-FM</b>	<b>FM</b>	<b>ELMWOOD PARK</b>	<b>IL</b>	<b>71283</b>	<b>BTCH</b>	<b>20170320ACR</b>
<b>WZGC</b>	<b>FM</b>	<b>ATLANTA</b>	<b>GA</b>	<b>13805</b>	<b>BTCH</b>	<b>20170320AEV</b>
<b>WZLX</b>	<b>FM</b>	<b>BOSTON</b>	<b>MA</b>	<b>13806</b>	<b>BTCH</b>	<b>20170320AFU</b>
<b>WXYT</b>	<b>AM</b>	<b>DETROIT</b>	<b>MI</b>	<b>28627</b>	<b>BTC</b>	<b>20170320AGG</b>
<b>WJMK</b>	<b>FM</b>	<b>CHICAGO</b>	<b>IL</b>	<b>28621</b>	<b>BTCH</b>	<b>20170320AGZ</b>
<b>KROQ-FM</b>	<b>FM</b>	<b>PASADENA</b>	<b>CA</b>	<b>28622</b>	<b>BTCH</b>	<b>20170320AHB</b>
KROQ-FM1	FB	SANTA CLARITA	CA	180881	BTCFTB	20170320AHC
<b>WPGC-FM</b>	<b>FM</b>	<b>MORNINGSIDE</b>	<b>MD</b>	<b>28632</b>	<b>BTCH</b>	<b>20170320ACM</b>
<b>WOMC</b>	<b>FM</b>	<b>DETROIT</b>	<b>MI</b>	<b>28623</b>	<b>BTCH</b>	<b>20170320ACT</b>
WYCD	FM	DETROIT	MI	1089	BTCH	20170320ACU
<b>WJFK-FM</b>	<b>FM</b>	<b>MANASSAS</b>	<b>VA</b>	<b>28625</b>	<b>BTCH</b>	<b>20170320AFS</b>
<b>KMVQ-FM</b>	<b>FM</b>	<b>SAN FRANCISCO</b>	<b>CA</b>	<b>1084</b>	<b>BTCH</b>	<b>20170320AFV</b>
KMVQ-FM3	FB	WALNUT CREEK	CA	1090	BTCFTB	20170320AFW
<b>WCCO</b>	<b>AM</b>	<b>MINNEAPOLIS</b>	<b>MN</b>	<b>9642</b>	<b>BTC</b>	<b>20170320AGE</b>
KMNB	FM	MINNEAPOLIS	MN	9641	BTCH	20170320AGF
<b>WUSN</b>	<b>FM</b>	<b>CHICAGO</b>	<b>IL</b>	<b>28620</b>	<b>BTCH</b>	<b>20170320AGP</b>
<b>KSFM</b>	<b>FM</b>	<b>WOODLAND</b>	<b>CA</b>	<b>59598</b>	<b>BTCH</b>	<b>20170320ACS</b>
<b>KFNQ</b>	<b>AM</b>	<b>SEATTLE</b>	<b>WA</b>	<b>6387</b>	<b>BTC</b>	<b>20170320ACV</b>
KHTK	AM	SACRAMENTO	CA	20352	BTC	20170320ACW
KRAK	AM	HESPERIA	CA	72716	BTC	20170320ACX

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
KXNT	AM	NORTH LAS VEGAS	NV	33068	BTC	20170320ACY
KXST	AM	NORTH LAS VEGAS	NV	47745	BTC	20170320ACZ
WQAM	AM	MIAMI	FL	64002	BTC	20170320ADA
WTIC	AM	HARTFORD	CT	66464	BTC	20170320ADB
KALV-FM	FM	PHOENIX	AZ	63913	BTCH	20170320ADC
KDKA-FM	FM	PITTSBURGH	PA	20350	BTCH	20170320ADD
KEGY	FM	SAN DIEGO	CA	59816	BTCH	20170320ADE
KEZK-FM	FM	ST. LOUIS	MO	13507	BTCH	20170320ADF
KEZN	FM	PALM DESERT	CA	11747	BTCH	20170320ADG
KFRC-FM	FM	SAN FRANCISCO	CA	20897	BTCH	20170320ADH
KFRG	FM	SAN BERNARDINO	CA	1241	BTCH	20170320ADI
KHMX	FM	HOUSTON	TX	47749	BTCH	20170320ADJ
KJAQ	FM	SEATTLE	WA	1091	BTCH	20170320ADK
KLOL	FM	HOUSTON	TX	35073	BTCH	20170320ADL
KLUC-FM	FM	LAS VEGAS	NV	47744	BTCH	20170320ADM
KMLE	FM	CHANDLER	AZ	59965	BTCH	20170320ADN
KMPS-FM	FM	SEATTLE	WA	20356	BTCH	20170320ADO
KMXB	FM	HENDERSON	NV	51676	BTCH	20170320ADP
KNCI	FM	SACRAMENTO	CA	20353	BTCH	20170320ADQ
KOOL-FM	FM	PHOENIX	AZ	13506	BTCH	20170320ADR
KVFG	FM	VICTORVILLE	CA	72717	BTCH	20170320ADS
KXFG	FM	MENIFEE	CA	63912	BTCH	20170320ADT
KXQQ-FM	FM	HENDERSON	NV	12560	BTCH	20170320ADU
KXTE	FM	PAHRUMP	NV	2100	BTCH	20170320ADV
KYKY	FM	ST. LOUIS	MO	20358	BTCH	20170320ADW
KYMX	FM	SACRAMENTO	CA	72116	BTCH	20170320ADX
KYXY	FM	SAN DIEGO	CA	51671	BTCH	20170320ADY
KZOK-FM	FM	SEATTLE	WA	20357	BTCH	20170320ADZ
KZZO	FM	SACRAMENTO	CA	65481	BTCH	20170320AEA
WBZ-FM	FM	BOSTON	MA	1901	BTCH	20170320AEB
WBZZ	FM	NEW KENSINGTON	PA	20351	BTCH	20170320AEC
WDOK	FM	CLEVELAND	OH	28525	BTCH	20170320AED
WDSY-FM	FM	PITTSBURGH	PA	18525	BTCH	20170320AEE

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
WJZ-FM	FM	CATONSVILLE	MD	1916	BTCH	20170320AEF
WKIS	FM	BOCA RATON	FL	64001	BTCH	20170320AEG
WKRK-FM	FM	CLEVELAND HEIGHTS	OH	74473	BTCH	20170320AEH
WNCX	FM	CLEVELAND	OH	41390	BTCH	20170320AEI
WOCL	FM	DELAND	FL	10138	BTCH	20170320AEJ
WOMX-FM	FM	ORLANDO	FL	47746	BTCH	20170320AEK
WPOW	FM	MIAMI	FL	73893	BTCH	20170320AEL
WQAL	FM	CLEVELAND	OH	72889	BTCH	20170320AEM
WQMP	FM	DAYTONA BEACH	FL	73137	BTCH	20170320AEN
WRCH	FM	NEW BRITAIN	CT	1910	BTCH	20170320AEO
WTDY-FM	FM	PHILADELPHIA	PA	51434	BTCH	20170320AEP
WTIC-FM	FM	HARTFORD	CT	66465	BTCH	20170320AEQ
WWMX	FM	BALTIMORE	MD	74196	BTCH	20170320AER
WXTU	FM	PHILADELPHIA	PA	74213	BTCH	20170320AES
WZMX	FM	HARTFORD	CT	1900	BTCH	20170320AET
KFRC-FM1	FB	PLEASANTON	CA	178412	BTCFTB	20170320AEU
<b>KIKK</b>	<b>AM</b>	<b>PASADENA</b>	<b>TX</b>	<b>25450</b>	<b>BTC</b>	<b>20170320AFI</b>
KILT	AM	HOUSTON	TX	25440	BTC	20170320AFJ
KRLD	AM	DALLAS	TX	59820	BTC	20170320AFK
KILT-FM	FM	HOUSTON	TX	25439	BTCH	20170320AFL
KJKK	FM	DALLAS	TX	63779	BTCH	20170320AFM
KKHH	FM	HOUSTON	TX	25449	BTCH	20170320AFN
KLUV	FM	DALLAS	TX	67195	BTCH	20170320AFO
KMVK	FM	FORT WORTH	TX	23440	BTCH	20170320AFP
KRLD-FM	FM	DALLAS	TX	1087	BTCH	20170320AFQ
KVIL	FM	HIGHLAND PARK-DALLAS	TX	28624	BTCH	20170320AFR
<b>WLIF</b>	<b>FM</b>	<b>BALTIMORE</b>	<b>MD</b>	<b>28637</b>	<b>BTCH</b>	<b>20170320AFT</b>
<b>WJZ</b>	<b>AM</b>	<b>BALTIMORE</b>	<b>MD</b>	<b>28636</b>	<b>BTC</b>	<b>20170320AGD</b>
<b>WJFK</b>	<b>AM</b>	<b>MORNINGSIDE</b>	<b>MD</b>	<b>28638</b>	<b>BTC</b>	<b>20170320AGO</b>
<b>WBMX</b>	<b>FM</b>	<b>BOSTON</b>	<b>MA</b>	<b>26897</b>	<b>BTCH</b>	<b>20170320AHA</b>
<b>KZJK</b>	<b>FM</b>	<b>ST. LOUIS PARK</b>	<b>MN</b>	<b>54425</b>	<b>BTCH</b>	<b>20170320AHD</b>

**B. ENTERCOM COMMUNICATIONS CORP.**

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
<b>KAMX</b>	<b>FM</b>	<b>LULING</b>	<b>TX</b>	<b>48651</b>	<b>BTCH</b>	<b>20170320AHE</b>
KJCE	AM	ROLLINGWOOD	TX	1243	BTC	20170320AHF
KKMJ-FM	FM	AUSTIN	TX	66489	BTCH	20170320AHG
K240EL	FX	AUSTIN	TX	156299	BTCFT	20170320AHH
WEEI	AM	BOSTON	MA	1912	BTC	20170320AHI
WVEI	AM	WORCESTER	MA	74466	BTC	20170320AHJ
WEEI-FM	FM	LAWRENCE	MA	1919	BTCH	20170320AHK
KALC	FM	DENVER	CO	59601	BTCH	20170320AHL
KQMT	FM	DENVER	CO	26929	BTCH	20170320AHM
KEZW	AM	AURORA	CO	67843	BTC	20170320AHN
WTKT	FM	CRYSTAL RIVER	FL	18520	BTCH	20170320AHO
WSKY-FM	FM	MICANOPY	FL	23352	BTCH	20170320AHP
WPAW	FM	WINSTON-SALEM	NC	40752	BTCH	20170320AHQ
WJMH	FM	REIDSVILLE	NC	40754	BTCH	20170320AHR
WEAL	AM	GREENSBORO	NC	49315	BTC	20170320AHS
WQMG	FM	GREENSBORO	NC	47078	BTCH	20170320AHT
WPET	AM	GREENSBORO	NC	71271	BTC	20170320AHU
WSMW	FM	GREENSBORO	NC	71272	BTCH	20170320AHV
WFBC-FM	FM	GREENVILLE	SC	34390	BTCH	20170320AHW
WSPA-FM	FM	SPARTANBURG	SC	66400	BTCH	20170320AHX
WYRD	AM	GREENVILLE	SC	34389	BTC	20170320AHY
WORD	AM	SPARTANBURG	SC	66390	BTC	20170320AHZ
WYRD-FM	FM	SIMPSONVILLE	SC	53623	BTCH	20170320AIA
WROQ	FM	ANDERSON	SC	318	BTCH	20170320AIB
WTPT	FM	FOREST CITY	NC	4677	BTCH	20170320AIC
W249AR	FX	ASHEVILLE	NC	66403	BTCFT	20170320AID
WZPL	FM	GREENFIELD	IN	47144	BTCH	20170320AIE
WNTR	FM	INDIANAPOLIS	IN	47143	BTCH	20170320AIF
WXNT	AM	INDIANAPOLIS	IN	47145	BTC	20170320AIG
KMBZ	AM	KANSAS CITY	MO	6382	BTC	20170320AIH
KZPT	FM	KANSAS CITY	MO	6379	BTCH	20170320AII
KCSP	AM	KANSAS CITY	MO	11270	BTC	20170320AIJ

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
KMBZ-FM	FM	KANSAS CITY	KS	2449	BTCH	20170320AIK
KQRC-FM	FM	LEAVENWORTH	KS	74101	BTCH	20170320AIL
WDAF-FM	FM	LIBERTY	MO	8609	BTCH	20170320AIM
KRBZ	FM	KANSAS CITY	MO	57119	BTCH	20170320AIN
KYYS	AM	KANSAS CITY	KS	73938	BTC	20170320AIO
KWOD	AM	KANSAS CITY	KS	87143	BTC	20170320AIP
WOLX-FM	FM	BARABOO	WI	60236	BTCH	20170320AIQ
WMHX	FM	WAUNAKEE	WI	73655	BTCH	20170320AIR
WMMM-FM	FM	VERONA	WI	73663	BTCH	20170320AIS
WMC	AM	MEMPHIS	TN	19185	BTC	20170320AIT
WMC-FM	FM	MEMPHIS	TN	59449	BTCH	20170320AIU
WMFS-FM	FM	BARTLETT	TN	4653	BTCH	20170320AIV
WLPF	FM	GERMANTOWN	TN	2686	BTCH	20170320AIW
WMFS	AM	MEMPHIS	TN	34374	BTC	20170320AIX
WRVR	FM	MEMPHIS	TN	34375	BTCH	20170320AIY
WSSP	AM	MILWAUKEE	WI	27030	BTC	20170320AIZ
W289CB	FX	MILWAUKEE	WI	157544	BTCFT	20170320AJA
WMYX-FM	FM	MILWAUKEE	WI	27029	BTCH	20170320AJB
WXSS	FM	WAUWATOSA	WI	27031	BTCH	20170320AJC
WPTE	FM	VIRGINIA BEACH	VA	64004	BTCH	20170320AJD
WWDE-FM	FM	HAMPTON	VA	40753	BTCH	20170320AJE
WVKL	FM	NORFOLK	VA	4672	BTCH	20170320AJF
WNVZ	FM	NORFOLK	VA	40755	BTCH	20170320AJG
KGON	FM	PORTLAND	OR	2432	BTCH	20170320AJH
KNRK	FM	CAMAS	WA	51213	BTCH	20170320AJI
KMTT	AM	VANCOUVER	WA	35033	BTC	20170320AJJ
KYCH-FM	FM	PORTLAND	OR	35034	BTCH	20170320AJK
KRSK	FM	MOLALLA	OR	68213	BTCH	20170320AJL
KWJJ-FM	FM	PORTLAND	OR	13738	BTCH	20170320AJM
KFXX	AM	PORTLAND	OR	57830	BTC	20170320AJN
WVEI-FM	FM	WESTERLY	RI	71720	BTCH	20170320AJO
W273DA	FX	CHARLOTTE	NC	142651	BTCFT	20170320AJP
KSEG	FM	SACRAMENTO	CA	11281	BTCH	20170320AJQ



Call Sign	Service	City	State	Facility Id.	Prefix	File Number
KIFM	AM	WEST SACRAMENTO	CA	67848	BTC	20170320AJR
KKDO	FM	FAIR OAKS	CA	6810	BTCH	20170320AJS
KUDL	FM	SACRAMENTO	CA	57889	BTCH	20170320AJT
KOIT	FM	SAN FRANCISCO	CA	6380	BTCH	20170320AJU
KGMZ	FM	SAN FRANCISCO	CA	25446	BTCH	20170320AJV
KRBQ-FM2	FB	SAN FRANCISCO	CA	137626	BTCFTB	20170320AJW
KOIT-FM3	FB	MARTINEZ	CA	6374	BTCFTB	20170320AJX
KGMZ-FM1	FB	WALNUT CREEK	CA	25447	BTCFTB	20170320AJY
KHTP	FM	TACOMA	WA	18513	BTCH	20170320AJZ
KNDD	FM	SEATTLE	WA	34530	BTCH	20170320AKA
KISW	FM	SEATTLE	WA	47750	BTCH	20170320AKB
KKWF	FM	SEATTLE	WA	6367	BTCH	20170320AKC
K277AE	FX	SEATTLE	WA	18522	BTCFT	20170320AKD
K281AD	FX	OLYMPIA	WA	18515	BTCFT	20170320AKE
WWEI	FM	EASTHAMPTON	MA	11295	BTCH	20170320AKF
KEYN-FM	FM	WICHITA	KS	53151	BTCH	20170320AKG
KFH	AM	WICHITA	KS	53598	BTC	20170320AKH
KNSS	AM	WICHITA	KS	53152	BTC	20170320AKI
KFBZ	FM	HAYSVILLE	KS	53153	BTCH	20170320AKJ
KNSS-FM	FM	CLEARWATER	KS	23292	BTCH	20170320AKK
KDGS	FM	ANDOVER	KS	70266	BTCH	20170320AKL
K248CY	FX	WICHITA	KS	141945	BTCFT	20170320AKM
WLNK	FM	CHARLOTTE	NC	30834	BTCH	20170320AKN
WBT	AM	CHARLOTTE	NC	30830	BTC	20170320AKO
WBT-FM	FM	CHESTER	SC	10764	BTCH	20170320AKP
WFNZ	AM	CHARLOTTE	NC	53974	BTC	20170320AKQ
WRKO	AM	BOSTON	MA	1902	BTC	20170320AKR
WAAF	FM	WESTBOROUGH	MA	74467	BTCH	20170320AKS
WKAJ	FM	BROCKTON	MA	19633	BTCH	20170320AKT
KRXQ	FM	SACRAMENTO	CA	20354	BTCH	20170320AKU
KRBQ	FM	SAN FRANCISCO	CA	65486	BTCH	20170320AKV
KUFJ	FM	SAN JOSE	CA	65415	BTCH	20170320AKW

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
KUFX-FM2	FB	MORGAN HILL	CA	65413	BTCFTB	20170320AKX
KUFX-FM3	FB	PLEASANTON	CA	136624	BTCFTB	20170320AKY
KBLX-FM	FM	BERKELEY	CA	28670	BTCH	20170320AKZ
KBLX-FM2	FB	PLEASANTON	CA	88317	BTCFTB	20170320ALA
KSWD	FM	LOS ANGELES	CA	70038	BTCH	20170320ALB
KSWD-FM2	FB	SANTA CLARITA	CA	198254	BTCFTB	20170320ALC
<b>WSTR</b>	<b>FM</b>	<b>SMYRNA</b>	<b>GA</b>	<b>30822</b>	<b>BTCH</b>	<b>20170320AAW</b>
<b>WBEN</b>	<b>AM</b>	<b>BUFFALO</b>	<b>NY</b>	<b>34381</b>	<b>BTC</b>	<b>20170320AGQ</b>
WTSS	FM	BUFFALO	NY	34382	BTCH	20170320AGR
WWKB	AM	BUFFALO	NY	34383	BTC	20170320AGS
WKSE	FM	NIAGARA FALLS	NY	34384	BTCH	20170320AGT
WGR	AM	BUFFALO	NY	56101	BTC	20170320AGU
WWWS	AM	BUFFALO	NY	56104	BTC	20170320AGV
WLKK	FM	WETHERSFIELD TWNHP	NY	9250	BTCH	20170320AGW
W297AB	FX	WILLIAMSVILLE	NY	9253	BTCFT	20170320AGX
W284AP	FX	BUFFALO	NY	9254	BTCFT	20170320AGY
<b>KQKS</b>	<b>FM</b>	<b>LAKEWOOD</b>	<b>CO</b>	<b>35574</b>	<b>BTCH</b>	<b>20170320AAX</b>
K276FK	FX	DENVER	CO	157107	BTCFT	20170320AAY
<b>WAXY</b>	<b>AM</b>	<b>SOUTH MIAMI</b>	<b>FL</b>	<b>30837</b>	<b>BTC</b>	<b>20170320AAR</b>
WMXJ	FM	POMPANO BEACH	FL	30840	BTCH	20170320AAS
WSFS	FM	MIRAMAR	FL	29567	BTCH	20170320AAT
WLYF	FM	MIAMI	FL	30827	BTCH	20170320AAU
<b>WWWL</b>	<b>AM</b>	<b>NEW ORLEANS</b>	<b>LA</b>	<b>72959</b>	<b>BTC</b>	<b>20170320AGH</b>
WWL	AM	NEW ORLEANS	LA	34377	BTC	20170320AGI
WEZB	FM	NEW ORLEANS	LA	20346	BTCH	20170320AGJ
WLMG	FM	NEW ORLEANS	LA	34376	BTCH	20170320AGK
WWL-FM	FM	KENNER	LA	52435	BTCH	20170320AGL
WKBU	FM	NEW ORLEANS	LA	52434	BTCH	20170320AGM
W279DF	FX	NEW ORLEANS	LA	148534	BTCFT	20170320AGN
<b>WROC</b>	<b>AM</b>	<b>ROCHESTER</b>	<b>NY</b>	<b>71205</b>	<b>BTC</b>	<b>20170320AFX</b>
WBEE-FM	FM	ROCHESTER	NY	71206	BTCH	20170320AFY
WBZA	FM	ROCHESTER	NY	71204	BTCH	20170320AFZ

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
WCMF-FM	FM	ROCHESTER	NY	1905	BTCH	20170320AGA
WPXY-FM	FM	ROCHESTER	NY	53966	BTCH	20170320AGB
W239BF	FX	ROCHESTER	NY	157394	BTCFT	20170320AGC
<b>KBZT</b>	<b>FM</b>	<b>SAN DIEGO</b>	<b>CA</b>	<b>58816</b>	<b>BTCH</b>	<b>20170320ACN</b>
KXSN	FM	SAN DIEGO	CA	34589	BTCH	20170320ACO
KSON	FM	SAN DIEGO	CA	30832	BTCH	20170320ACP
KSOQ-FM	FM	ESCONDIDO	CA	49206	BTCH	20170320ACQ
<b>WBZU</b>	<b>AM</b>	<b>SCRANTON</b>	<b>PA</b>	<b>36200</b>	<b>BTC</b>	<b>20170320AEW</b>
WGGI	FM	BENTON	PA	19543	BTCH	20170320AEX
WKRZ	FM	FREELAND	PA	34379	BTCH	20170320AEY
WILK-FM	FM	AVOCA	PA	22666	BTCH	20170320AEZ
WKZN	AM	WEST HAZLETON	PA	22667	BTC	20170320AFA
WMQX	FM	PITTSTON	PA	22925	BTCH	20170320AFB
WILK	AM	WILKES-BARRE	PA	34380	BTC	20170320AFC
WGGY	FM	SCRANTON	PA	36202	BTCH	20170320AFD
WKRF	FM	TOBYHANNA	PA	14643	BTCH	20170320AFE
WGGY-FM1	FB	HONESDALE	PA	91317	BTCFTB	20170320AFF
WGGY-FM2	FB	EAST STROUDSBURG	PA	190777	BTCFTB	20170320AFG
WGGI-FM1	FB	BLOOMSBURG	PA	199791	BTCFTB	20170320AOB

**II. CBS RADIO, INC., AND ENTERCOM COMMUNICATIONS CORP., STATIONS TO BE ASSIGNED TO THE ENTERCOM DIVESTITURE TRUST:**

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
<b>KMVQ-FM</b>	<b>FM</b>	<b>SAN FRANCISCO</b>	<b>CA</b>	<b>1084</b>	<b>BALH</b>	<b>20170320AMP</b>
KMVQ-FM3	FB	WALNUT CREEK	CA	1090	BALFTB	20170320AMQ
<b>WZLX</b>	<b>FM</b>	<b>BOSTON</b>	<b>MA</b>	<b>13806</b>	<b>BALH</b>	<b>20170320AMR</b>
<b>WBZ</b>	<b>AM</b>	<b>BOSTON</b>	<b>MA</b>	<b>25444</b>	<b>BAL</b>	<b>20170320AMT</b>
<b>KYMX</b>	<b>FM</b>	<b>SACRAMENTO</b>	<b>CA</b>	<b>72116</b>	<b>BALH</b>	<b>20170320ANE</b>
KHTK	AM	SACRAMENTO	CA	20352	BAL	20170320ANF
KZZO	FM	SACRAMENTO	CA	65481	BALH	20170320ANG
KZOK-FM	FM	SEATTLE	WA	20357	BALH	20170320ANH
KJAQ	FM	SEATTLE	WA	1091	BALH	20170320ANI
KFNQ	AM	SEATTLE	WA	6387	BAL	20170320ANJ

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
WBZ-FM	FM	BOSTON	MA	1901	BALH	20170320ANK
KNCI	FM	SACRAMENTO	CA	20353	BALH	20170320ANO
<b>WGGI</b>	<b>FM</b>	<b>BENTON</b>	<b>PA</b>	<b>19543</b>	<b>BALH</b>	<b>20170320ALF</b>
WGGI-FM1	FB	BLOOMSBURG	PA	199791	BAPFTB	20170320ALG
<b>KSOQ-FM</b>	<b>FM</b>	<b>ESCONDIDO</b>	<b>CA</b>	<b>49206</b>	<b>BALH</b>	<b>20170320ALH</b>
<b>KSWD</b>	<b>FM</b>	<b>LOS ANGELES</b>	<b>CA</b>	<b>70038</b>	<b>BALH</b>	<b>20170320ALJ</b>
KBLX-FM	FM	BERKELEY	CA	28670	BALH	20170320ALM
KUFX	FM	SAN JOSE	CA	65415	BALH	20170320ALN
KUFX-FM2	FB	MORGAN HILL	CA	65413	BALFTB	20170320ALO
KUFX-FM3	FB	PLEASANTON	CA	136624	BALFTB	20170320ALP
WKAF	FM	BROCKTON	MA	19633	BALH	20170320ALR
WRKO	AM	BOSTON	MA	1902	BAL	20170320ALS
KOIT	FM	SAN FRANCISCO	CA	6380	BALH	20170320AMA
KSWD-FM2	FB	LOS ANGELES	CA	198254	BALFTB	20170320AMI
KOIT-FM3	FB	MARTINEZ	CA	6374	BALFTB	20170320AMK
KBLX-FM2	FB	PLEASANTON	CA	88317	BALFTB	20170320DDD

**III. ENTERCOM COMMUNICATIONS CORP., STATIONS TO BE ASSIGNED TO EDUCATIONAL MEDIA FOUNDATION:**

Call Sign	Service	City	State	Facility Id.	Prefix	File Number
<b>KSWD</b>	<b>FM</b>	<b>LOS ANGELES</b>	<b>CA</b>	<b>70038</b>	<b>BALH</b>	<b>20170926AFA</b>
KSWD-FM2	FB	LOS ANGELES	CA	198254	BALFTB	20170926AFB
<b>KSOQ-FM</b>	<b>FM</b>	<b>ESCONDIDO</b>	<b>CA</b>	<b>49206</b>	<b>BALH</b>	<b>20170926AFF</b>
<b>WGGI</b>	<b>FM</b>	<b>BENTON</b>	<b>PA</b>	<b>19543</b>	<b>BALH</b>	<b>20170926AFG</b>
WGGI-FM1	FB	BLOOMSBURG	PA	199791	BAPFTB	20170926AFH