SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

THE PEOPLE OF THE STATE OF NEW YORK by ELIOT SPITZER, Attorney General of the State of New York,	:	
Plaintiffs,	:	Index No.:
-against-	:	
ENTERCOM COMMUNICATIONS CORP., ENTERCOM RADIO, LLC, ENTERCOM NEW YORK, INC., ENTERCOM, BUFFALO, LLC, ENTERCOM BUFFALO LICENSE, LLC, ENTERCOM ROCHESTER, LLC, and ENTERCOM ROCHESTER LICENSE, LLC,	:	
Defendants.	:	

EXHIBITS TO COMPLAINT

ELIOT SPITZER
Attorney General of the
State of New York
Attorney for Plaintiffs
Terryl Brown Clemons
Assistant Deputy Attorney General
120 Broadway - 25th Floor
New York, New York 10271
212-416-6155

TABLE OF EXHIBITS TO COMPLAINT

Exhibit A	Documents Pertaining to Entercom's Use of Independent Promoters
Exhibit B	WKSE Documents Pertaining to Payments for Adds
Exhibit C	WKSE Log of Items Received For Adds in 2004
Exhibit D	Entercom Promotional Support Authorization Forms
Exhibit E	WBEE Documents Pertaining to Consideration Received For an Add
Exhibit F	Documents Pertaining to Decisions Not to Use Independent Promoters
Exhibit G	Documents Pertaining to Other Instances of Pay-for-Play
Exhibit H	Documents Pertaining to Entercom's Corporate Programs
(H.1)	CD Preview
(H.2)	CD Challenge
(H.3)	Total Access

EXHIBIT A

From: Pat Paxton
To: Steve Fisher
Date: 10/1/01 1:54PM
Subject: Steve:

Steve:

As my message earlier stated, we need to get our indie policy in place so we can budget correctly. To help move this process forward, here are the average dollar amounts each station seems to be worth. This information comes from indie as well as label sources:

TOP 40
WKSE $125,000
WKRZ-$100,000
WNVZ-$110,000
WFBC-$110,000
WEZB-$150,000
WXSS-$125,000
KDND-$110,000

RHYTHMIC TOP 40
WQSX-$125,000
WJMH-$100,000
KDGS-$100,000

HOT AC
WPTE-$75,000
WKZN-$75,000
WMBZ-$75,000
KRBZ-$75,000
KRSK-$75,000
WMYX-$100,000
WTSS-$50,000

MAINSTREAM AC
WWDE-$10,000
WLMG-$10,000
WRVR-$10,000
KUDL-$10,000

AAA
WMMM-$50,000
KMTT-$50,000

ALTERNATIVE ROCK
KNRK-$100,000
KNDD-$100,000
WAAF-$100,000
KQRS-$100,000
KRXQ-$100,000

My recollection of our conversation is as follows:
1. Stations keep indie funds
2. These amounts are taken into consideration during the budget process
3. Stations that choose not to work with an indie still go through this same budget consideration, and they will be expected to get this much"value" directly from labels.

CONFIDENTIAL TREATMENT REQUESTED
ETM 043693

4. This money must be treated locally, like budgeted money. All $'s spent must go through the same approval process as budgeted dollars. This will help us avoid reckless spending.
5. This money is "untouchable" as it relates to budget cuts.

Let me know what you think.

Pat

CC: David Field

CONFIDENTIAL TREATMENT REQUESTED

#18

From: Weezie Kramer
To: Cindy Long
Date: 2/21/2005 10:27:24 AM
Subject: Re: Fwd: Question:Do you have an INDY relationship / NY AG

>>> Thom McGinty 12/22/2003 10:16:13 AM >>>
KUDL works with two separate indies but neither are under contract ... we also work directly with all the labels to get the most bang for our buck. I would estimate that we probably do 2-3 thousand a month in promotional dollars and goods. It would not be advantageous for us to go strictly with one indie.

thom

>>> Michael Keck 12/19/03 02:26PM >>>
please respond to me.
thx,
MK

CONFIDENTIAL TREATMENT REQUESTED

EXHIBIT B

From: DUniversal@entercom.com
Date: 07/15/2003 05:34:27
To: Brad Davidson@Sony_Music
Subject: Do you need help on Jessica this week?

Do you need help on Jessica this week?

1250?

If you don't need help, I certainly don't "need" to play it.....thought I'd reach
out to one of my new boys.

From: Brad Davidson
Date: 07/15/2003 06:06:09
To: DUniversal@entercom.com
Subject: Re: Do you need help on Jessica this week?

Sorry I didn't see the 1250. That is fine with me. Can I put in on theboard?

Sent from my BlackBerry Wireless Handheld

From: Alex Levy
Date: 11/21/2002 09:22:39
To: DUniversal@ENTERCOM.COM
Subject: Re: Shakira Toronto

Don't be a dick. You are not understanding what I'm saying. Call me.

DUniversal@ENTERCOM.COM
11/21/2002 12:17 PM

To: Alex Levy@Sony_Music
cc:
Subject: Re: Shakira Toronto

Kelly what? I'm asking you about B2K....Kelly has nothing to do with this convesation....we're probally gonna have NO room this Tuesday because of how much I put in last week, BUT, I was williing to "create" a spot for you if you want to get it done today...if you don't, I'll take a look at B2K on December 3rd.

>>> <alex_levy@sonymusic.com> 11/21/02 11:56AM >>>

I can still get you the 2500 for B2K and Kelly. And I'm NOT gonna beat you up over Kelly rotation.

Alexander Levy
Director Top 40 Promotion
Epic Records
550 Madison Ave
New York, New York 10022
(212) 833-8429

DUniversal@ENTERCOM.COM
11/21/2002 10:59 AM

To: Alex Levy@Sony_Music
cc:

I'll give you the B2K early - and a Guaranteed spot in rotation next week for 1500.

>>> <alex_levy@sonymusic.com> 11/20/02 04:25PM >>>

Guys,
3 pair of tix coming from Sony Music International. 2 pair of tix coming from me.

1 winner and a guest for a backstage Meet & Greet, call Brian Low for details at (416) 391-7972 or (416) 697-4212.

Nez needs a pair.

Thanks,
A

PS. B2K is #1 on TRL Today.

Alexander Levy
Director Top 40 Promotion
Epic Records
550 Madison Ave
New York, New York 10022
(212) 833-8429

EXHIBIT C

2004 RECORD COMPANY REPORT FOR WKSE:

JANUARY 6TH:

JC CHASEZ (JIVE)
LAS VEGAS BRITNEY PROMOTION - AIRFARE/HOTEL/CONCERT TICKETS

JANUARY 13TH:

HILARY DUFF (HOLLYWOOD)
800 FOR AD STUFF PROMOTION

BRITNEY SPEARS (JIVE)
750 FOR TICKETS TO HER APRIL 3RD SHOW IN TORONTO

JAY-Z (ISLAND DEF JAM)
1000 FOR AD STUFF PROMOTION

KIMBERLEY LOCKE (CURB)
1500 FOR AD STUFF PROMOTION

MAROON 5 (RCA MUSIC GROUP)
THE "PROMISED" SECOND SINGLE FOR KISSMAS BASH PERFORMANCE

LUDACRIS (ISLAND DEF JAM)
1000 FOR TICKETS TO HIS SHOW WITH CHINGY IN DETROIT!

JANUARY 20TH:

FE FE DOBSON (ISLAND DEF JAM)
1000 FOR AD STUFF PROMOTION

WIDE LIFE (CAPITOL)
GRAMMY TRIP-AIR/HOTEL/TICKETS!

CHINGY (CAPITOL)
500 FOR FAT TUESDAY BEADS

SWITCHFOOT (COLUMBIA)
1000 FOR AD STUFF PROMOTION

CONFIDENTIAL TREATMENT REQUESTED
ETM 036669

JANUARY 27TH:	KATY ROSE (V2) 1250 FOR ENTERCOM/BRITNEY MONEY
	J-KWON (ARISTA) 1000 FOR AD STUFF PROMOTION
FEBRUARY 3RD:	NO ADDS / NO ROOM!
FEBRUARY 10TH:	NO ADDS / NO ROOM!
FEBRUARY 17TH:	BLINK 182 (GEFFEN/MCA) 1000 FOR CHARLES MASTERS MIX SHOW EQUIPMENT
	MISSY ELLIOTT (ELECTRA) AIRFARE-HOTEL-TIC'S TO LAS VEGAS BEYONCE/A KEYS/M ELLIOTT SHOW!
	DARKNESS (ATLANTIC) 1500 FOR ENTERCOM/BRITNEY MONEY
	JANET JACKSON (VIRGIN) 1000 FOR ENTERCOM/BRITNEY MONEY
	BLACK EYED PEAS (INTERSCOPE) 1000 FOR AD STUFF PROMOTION
FEBRUARY 24TH:	JET (ELECTRA) AIRFAIR-HOTEL-TIC'S TO LAS VEGAS BEYONCE/A KEYS/M ELLIOTT SHOW!
	LASGO (ROBBINS) SHPERE OR SUNSET BAY TRACK SHOW IN MAY OR JUNE...!
	LINDSAY LOHAN (HOLLYWOOD) DISNEY TRIP - 3 NIGHTS HOTEL / AIRFARE / PARK TICKETS

CONFIDENTIAL TREATMENT REQUESTED
ETM 036670

YELLOWCARD (CAPITOL)
1000 FOR SAINT PATTY BEADS

MARCH 2ND:

SIMPLE PLAN (LAVA)
1000 FOR ENTERCOM/BRITNEY MONEY

CLAY AIKEN (RCA MUSIC GROUP)
AIRFARE TO LA/2 NIGHTS HOTEL/
2 TICKETS TO CLAY-KELLY CONCERT

MARCH 9TH:

3 DAYS GRACE (JIVE)
ADD FOR BRITNEY "STUFF"

HOOBASTANK (ISLAND DEF JAM)
ADD TO TRY AND HELP GET
KANYE WEST FOR K T S HELLO!

MARCH 16TH:

NORAH JONES (EMI)
1000 FOR ENTERCOM/BRITNEY MONEY

BEYONCE (COLUMBIA)
1000 FOR ENTERCOM/BRITNEY MONEY

KANYE WEST (ISLAND DEF JAM)
1000 FOR ENTERCOM/BRITNEY MONEY

YOUNG GUNZ (ISLAND DEF JAM)
1000 FOR TICKETS TO KANYE WEST
TORONTO SHOW IN MARCH!

MARCH 23RD:

OUTKAST (ARISTA-JIVE)
500 FOR AD STUFF PROMOTION

CHERIE (LAVA)
1500 FOR BRITNEY CAR DESIGN

JO JO (UNIVERSAL)
CONFIRMS MARIO WINANS FOR
KISS THE SUMMER HELLO 2004!

CONFIDENTIAL TREATMENT REQUESTED
ETM 036671

MARCH 30TH:	GAVIN DEGRAW (RCA MUSIC GROUP) AIRFARE/2 NIGHTS HOTEL/TICKETS TO FINALE OF AMERICAN IDOL!
	LIZ PHAIR (CAPITOL) PERFORMING AT KISS THE SUMMER HELLO 2004!
	TWISTA (ATLANTIC) 1200 FOR MIKE SETLOCK EQUIPMENT FOR SUMMER SHOWS (MAY 31-SEPT 6)
APRIL 6TH:	NO ADDS / NO ROOM!
APRIL 13TH:	NO ADDS / NO ROOM!
APRIL 20TH:	ALICIA KEYS (RCA MUSIC GROUP) PART OF DEAL TO GET CASSIDY & THE CALLING FOR K T S HELLO 2004!
	THE CALLING (RCA MUSIC GROUP) PERFORMING AT KISS THE SUMMER HELLO 2004!
	CHRISTINA MILLIAN (ISLAND DEF JAM) 5000 FOR KANYE WEST PERFORMANCE MONEY!
	MIS-TEEQ (REPRISE) 1000 FOR AD STUFF PROMOTION
	SEAN PAUL (ATLANTIC) 833.53 FOR NEW KISS JOCK CARDS
	WILLIAM HUNG (KOCH) PERFORMING AT KISS THE SUMMER HELLO 2004!

CONFIDENTIAL TREATMENT REQUESTED
ETM 036672

APRIL 27TH:	SUGARBABES (INTERSCOPE) D12/EMINEM FLYAWAY TO DETROIT FOR CD RELEASE PARTY!
	NEW FOUND GLORY (GEFFEN/MCA) 1000 FOR AD STUFF PROMOTION
MAY 4TH:	PITBULL/LIL JON (TVT) VOICE GUY FLIGHT/HOTEL FOR KISS THE SUMMER HELLO
	MARIA MENA (COLUMBIA) 1250 FOR AD STUFF PROMOTION
MAY 11TH:	BRANDY/KANYE WEST (ATLANTIC) 1000 FOR AD STUFF PROMOTION
	BEASTIE BOYS (CAPITOL) 1250 FOR AD STUFF PROMOTION
	KATY ROSE (V2) PERFORMING AT KISS THE SUMMER HELLO 2004!
MAY 18TH:	ASHLEY SIMPSON (GEFFEN/MCA) 1000 FOR AD STUFF PROMOTION
	ALANIS MORISSETTE (REPRISE) 1500 FOR STICKERS/TEXT M/RV DESIGN
	BEENIE MAN (VIRGIN) 1250 FOR STICKERS/TEXT M/RV DESIGN
	KEVIN LYTTLE (ATLANTIC) 1200 FOR STICKERS/TEXT M/RV DESIGN
	LLOYD BANKS (INTERSCOPE) 600 FOR AD STUFF PROMOTION

CONFIDENTIAL TREATMENT REQUESTED
ETM 036673

MAY 25TH:	JUVENILE (UNIVERSAL) 500 FOR STICKERS/TEXT M/RV DESIGN
	CASSIDY (RCA MUSIC GROUP) PERFORMING AT KISS THE SUMMER HELLO 2004!
	KANYE WEST (ISLAND DEF JAM) PERFORMING AT KISS THE SUMMER HELLO 2004!
JUNE 1ST:	MASE (UNIVERSAL) 500 FOR STICKERS/TEXT M/RV DESIGN
	HILARY & HAYLIE DUFF (HOLLYWOOD) 1000 FOR STICKERS/TEXT M/RV DESIGN
JUNE 8TH:	D12 (INTERSCOPE) 400 FOR AD STUFF PROMOTION
JUNE 15TH:	FINGER ELEVEN (WIND-UP) 2026.58 FOR STICKERS/TEXT/RV DESIGN
	FEFE DOBSON (ISLAND DEF JAM) 1654.01 FOR KISS KOOZIES
	NINA SKY (UNIVERSAL) 960.36 FOR AD STUFF PROMOTION
	SHIFTY (WARNER BROTHERS) 1250 FOR STICKERS/TEXT/RV DESIGN
	BLACK EYED PEAS (INTERSCOPE) 600 FOR AD STUFF PROMOTION
JUNE 22ND:	NO ADDS / NO ROOM!
JUNE 29TH:	KIMBERLY LOCKE (CURB) 1500 FOR USHER/K WEST TICKETS

CONFIDENTIAL TREATMENT REQUESTED
ETM 036674

LIL FLIP/LEA (COLUMBIA)
1300 FOR USHER/K WEST TICKETS

MAROON 5 (RCA MUSIC GROUP)
1000 FOR USHER/K WEST TICKETS

JULY 6TH: NO ADDS / NO ROOM!

JULY 13TH: CIARA/PETEY PABLO (ZOMBA)
500 FOR USHER OCTOBER TICKETS

HOUSTON/CHINGY/N DOGG (CAPITOL)
1000 FOR ERIE COUNTY FAIR MONEY

JADAKISS/A HAMILTON (INTERSCOPE)
500 FOR ERIE COUNTY FAIR FANS

LLOYD/ASHANTI (ISLAND DEF JAM)
1460.29 FOR KISS JEEP SIDING DESIGN

TERROR SQUAD (UNIVERSAL)
1000 FOR USHER OCTOBER TICKETS

YING YANG TWINS (TVT)
1000 FOR USHER OCTOBER TICKETS

JULY 20TH: LOS LONELY BOYS (EPIC)
1200 FOR AD STUFF PROMOTION

LINKIN PARK (WB)
15 PAIR OF TIC'S FOR SHOW AT
D LAKE PLUS BACKSTAGE

SWITCHFOOT (COLUMBIA)
PART OF "DEAL" FROM WHEN THEY
DID KISS THE SUMMER HELLO

JULY 27TH: COUNTING CROWS (GEFFEN)
1500 FOR USHER OCTOBER TICKETS

CONFIDENTIAL TREATMENT REQUESTED
ETM 036675

SKYE SWEETNAM (CAPITOL)
1000 FOR ERIE COUNTY FAIR MONEY

DASHBOARD CONFESS (INTERSCOPE)
1200 FOR ERIE COUNTY FAIR FANS

MODEST MOUSE (EPIC)
1500 FOR AD STUFF PROMOTION

AUGUST 3RD: NO ADDS / NO ROOM!

AUGUST 10TH: NO ADDS / NO ROOM!

AUGUST 17TH: VANESSA CARLTON (INTERSCOPE)
TRIP TO NYC-AIR/HOTEL/TICKETS
FOR FASHION ROCKS CONCERT

YOUNG BUCK (INTERSCOPE)
500 FOR SURVIVOR T-SHIRTS FROM
RAINBOW AIRBRUSH

RYAN CABRERA (ATLANTIC)
500 FOR TICKETS TO LL/PETEY PABLO/
TWISTA SHOW COMING TO SYRACUSE

TWISTA (ATLANTIC)
500 FOR TICKETS TO LL/PETEY PABLO/
TWISTA SHOW COMING TO SYRACUSE

BOWLING FOR SOUP (JIVE)
1000 FOR AD STUFF PROMOTION

AUGUST 24TH: BUSTED (UNIVERSAL)
PART OF DEAL TO GET MARIO WINANS
FOR FREE FOR SUNSET BAY SHOW

LL COOL J (ISLAND DEF JAM)
10 PAIR OF TICKETS TO LL/PETEY
PABLO/TWISTA SHOW IN SYRACUSE

CONFIDENTIAL TREATMENT REQUESTED
ETM 036676

	FRANZ FERDINAND (EPIC) 500 FOR AD STUFF PROMOTION
AUGUST 31ST:	NO ADDS / NO ROOM!
SEPTEMBER 7TH:	GOOD CHARLOTTE (EPIC) 500 FOR AD STUFF PROMOTION
	JOJO (UNIVERSAL) PERFORMING AT KISSMAS BASH!
	SIMPLE PLAN (LAVA) PERFORMING AT KISSMBAS BASH!
	HILARY DUFF (HOLLYWOOD) 1000 FOR AD STUFF PROMOTION
	SEETHER/AMY LEE (WIND-UP) 1250 FOR AD STUFF PROMOTION
	KILLERS (ISLAND DEF JAM) 1500 FOR AD STUFF PROMOTION
	YELLOWCARD (CAPITOL) FLYAWAY TO LAS VEGAS (AIR/HOTEL) TO HANG OUT WITH YELLOWCARD!
SEPTEMBER 14TH:	DESTINY'S CHILD - NOTHING
SEPTEMBER 21ST:	BRITNEY SPEARS - NOTHING
SEPTEMBER 28TH:	EMINEM (INTERSCOPE) PART OF VANESSA CARLTON KISSMAS BASH DEAL (2500)
	TRICK DADDY (ATLANTIC) 1200 FOR MIKE SETLOCK COMPUTER - KISS CLASSICS LUNCH HOUR DEAL

CONFIDENTIAL TREATMENT REQUESTED
ETM 036677

OCTOBER 5TH:	GWEN STEFANI (INTERSCOPE) PART OF VANESSA CARLTON KISSMAS BASH DEAL (2500)
	FABOLOUS (ATLANTIC) 1500 FOR STAFF JACKETS/HOODIES FROM CUSTOM TEE (2000)
OCTOBER 12TH:	NO ADDS / NO ROOM!
OCTOBER 19TH:	AVRIL LAVIGNE (RCA MUSIC GROUP) PERFORMING AT KISSMAS BASH 2004!
	CROSSFADE (COLUMBIA) PART OF SWITCHFOOT KISSMAS BASH DEAL (2500)
	JOHN MAYER (COLUMBIA) PART OF SWITCHFOOT KISSMAS BASH DEAL (2500)
	LL COOL J (ISLAND DEF JAM) 1500 FOR AD STUFF PROMOTION
	N.O.R.E. (ISLAND DEF JAM) 1500 FOR AD STUFF PROMOTION
	SNOOP DOGG (GEFFEN) 1000 FOR AD STUFF PROMOTION
	VELVET REVOLVER (RCA MUSIC GROUP) PART OF GAVIN DEGRAW KISSMAS BASH DEAL
OCTOBER 26TH:	NO ADDS / NO ROOM!
NOVEMBER 2ND:	NO ADDS / NO ROOM!
NOVEMBER 9TH:	GOOD CHARLOTTE (EPIC) PERFORMING AT KISSMAS BASH 2004!

CONFIDENTIAL TREATMENT REQUESTED
ETM 036678

GOO GOO DOLLS (WB)
1000 FOR AD STUFF PROMOTION

JAY-Z/LINKIN PARK (WB)
1000 FOR AD STUFF PROMOTION

KELLY CLARKSON (RCA MUSIC GROUP)
750 FOR AD STUFF PROMOTION

MARIO (RCA MUSIC GROUP)
750 FOR AD STUFF PROMOTION

MAROON 5 (RCA MUSIC GROUP)
750 FOR AD STUFF PROMOTION

MARTINA MCBRIDE (RCA NASHVILLE)
975 FOR CAR WINNER KISS SHIRTS

U2 (INTERSCOPE)
FLYAWAY TO MIAMI BEACH FOR FIRST SHOW OF TOUR (AIR/HOTEL/TICKETS)

NOVEMBER 16TH: NO ADDS / NO ROOM!

NOVEMBER 23RD: RYAN CABRERA (ATLANTIC)
500 FOR STAFF JACKETS/HOODIES FROM CUSTOM TEE (2000)

ASHLEY SIMPSON (GEFFEN)
500 FOR AD STUFF PROMOTION

NOVEMBER 30TH: JESSIE McCARTNEY (HOLLYWOOD)
1000 FOR AD STUFF PROMOTION

DECEMBER 7TH: SKY SWEETNAM (CAPITOL)
PERFORMING AT KISSMAS BASH 2004!

CONFIDENTIAL TREATMENT REQUESTED
ETM 036679

3,243.57 EXTRA INVOICED OUT....

CONFIDENTIAL TREATMENT REQUESTED
ETM 036680

EXHIBIT D

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WHIE Date: 10/1

Record Label or Independent Promoter:

Name: Warner

Address: * MADONNA *

Phone: 634 8183

Description of Promotional Support Desired:

918 Dollars

Description of Planned Use of Promotional Support

Pay Bill For Design of Fall Car

Approvals:

Program Director: DH Date: 11/6

General Manager: [signature] Date: 11/7

Approved Form goes to Market Business Manager/Controller

C:\WINDOWS\TEMP\procedures indie.doc

CONFIDENTIAL TREATMENT REQUESTED
ETM 016060

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WHSE **Date:** 10/1

Record Label or Independent Promoter:

Name: Epic

Address:

Phone: 212 833 8409

* Jennifer Lopez *

Description of Promotional Support Desired:

750 + 1 Sony PlayStation

Description of Planned Use of Promotional Support

Street Team Fund

Approvals:

Program Director: DM Date: 11/6

General Manager: [signature] Date: 11/7

Approved Form goes to Market Business Manager/Controller

C:\WINDOWS\TEMP\procedures indie.doc

CONFIDENTIAL TREATMENT REQUESTED
ETM 016062

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKSE **Date:** 10/15

Record Label or Independent Promoter:

Name: Universal

Address:

Phone: 781 716 1910

Big Tymers

Description of Promotional Support Desired:

1200 dollars

Description of Planned Use of Promotional Support

Streetteam money

Approvals:

Program Director: DM **Date:** 11/6

General Manager: [signature] **Date:** 11/7

Approved Form goes to Market Business Manager/Controller

C:\WINDOWS\TEMP\procedures indie.doc

CONFIDENTIAL TREATMENT REQUESTED
ETM 016068

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKSE **Date:** 10/15

Record Label or Independent Promoter:

Name: Epic *Good Charlotte*

Address:

Phone: 212-833-4249

Description of Promotional Support Desired:

1200 dollars

Description of Planned Use of Promotional Support

Street team money

Approvals:

Program Director: DM Date: 11/6

General Manager: Date: 11/7

Approved Form goes to Market Business Manager/Controller

CONFIDENTIAL TREATMENT REQUESTED

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKSE **Date:** 10/15

Record Label or Independent Promoter:

Name: Columbia *Las Ketchup*

Address: _____

_____

Phone: 212-833-5095

Description of Promotional Support Desired:

750 dollars or performing at Kissmas Bash

Description of Planned Use of Promotional Support

Not sure

Approvals:

Program Director: DM Date: 11/6

General Manager: _____ Date: 11/7

Approved Form goes to Market Business Manager/Controller

C:\WINDOWS\TEMP\procedures indie.doc

CONFIDENTIAL TREATMENT REQUESTED
ETM 016071

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKSE **Date:** 10/22

Record Label or Independent Promoter:

Name: Leva

Address:

Phone: 781 904 1014

Simple Plan

Description of Promotional Support Desired:

performing at Kissmas Bash

Description of Planned Use of Promotional Support

Approvals:

Program Director: DM **Date:** 11/6

General Manager: [signature] **Date:** 11/7

Approved Form goes to Market Business Manager/Controller

CONFIDENTIAL TREATMENT REQUESTED
ETM 016073

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKSE **Date:** 1/7/03

Record Label or Independent Promoter:

Name: Jive

Address: * JC Chasez

Phone:

Description of Promotional Support Desired:

$500

Description of Planned Use of Promotional Support

Used to pay old spring bill / cash that was supposed to pay it no longer exists

Approvals:

Program Director: DM **Date:** 1/16/03

General Manager: [signature] **Date:** 1/16/03

Approved Form goes to Market Business Manager/Controller

C:\DOCUME~1\robb\LOCALS~1\Temp\PROCED~1.DOC

CONFIDENTIAL TREATMENT REQUESTED
ETM 016000

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKIE Date: 11/19

Record Label or Independent Promoter:

Name: Island Def Jam

Address: * Public *

Phone: 818 333 8003

Description of Promotional Support Desired:

1000

Description of Planned Use of Promotional Support

No idea yet

Approvals:

Program Director: DM Date: 11/20

General Manager: [signature] Date: 11/20/02

Approved Form goes to Market Business Manager/Controller

C:\WINDOWS\TEMP\procedures indie.doc

CONFIDENTIAL TREATMENT REQUESTED
ETM 016084

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKIE **Date:** 11/19

Record Label or Independent Promoter:

Name: Columbia

Address: * Dixie Chicks *

Phone: 818 833 4776

Description of Promotional Support Desired:

1000

Description of Planned Use of Promotional Support

NO idea yet

Approvals:

Program Director: DM **Date:** 11/20

General Manager: [signature] **Date:** 11/20/02

Approved Form goes to Market Business Manager/Controller

C:\WINDOWS\TEMP\procedures indie.doc

CONFIDENTIAL TREATMENT REQUESTED
ETM 016083

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKSE **Date:** 12/11/02

Record Label or Independent Promoter:

Name: Island Def Jam

Address:

Phone: 310 288 5376

* Shaina Twain *

Description of Promotional Support Desired:

$750

Description of Planned Use of Promotional Support

Not sure yet

Approvals:

Program Director: DM Date: 12/11

General Manager: [signature] Date: 12/12/02

Approved Form goes to Market Business Manager/Controller

C:\DOCUME~1\lrobb\LOCALS~1\Temp\PROCED~2.DOC

CONFIDENTIAL TREATMENT REQUESTED
ETM 016088

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKSE **Date:** 12/11/02

Record Label or Independent Promoter:

Name: Columbia *John Mayer*

Address: _____

_____

Phone: 212-833-5095

Description of Promotional Support Desired:

$1300 -

Description of Planned Use of Promotional Support

Not sure yet

Approvals:

Program Director: DM Date: 12/11

General Manager: _____ Date: 12/12/02

Approved Form goes to Market Business Manager/Controller

C:\DOCUME~1\lrobb\LOCALS~1\Temp\PROCED~2.DOC

CONFIDENTIAL TREATMENT REQUESTED
ETM 016089

Entercom
Independent Promoter/Record Label
Support Authorization

Station: WKSE **Date:** 12/11

Record Label or Independent Promoter:

Name: Universal

Address:

Phone: 781 716 7910

* Baby f/ P. Diddy

Description of Promotional Support Desired:

$750

Description of Planned Use of Promotional Support

Not sure Yet

Approvals:

Program Director: DM **Date:** 12/11

General Manager: [signature] **Date:** 12/12/02

Approved Form goes to Market Business Manager/Controller

C:\DOCUME~1\Urobb\LOCALS~1\Temp\PROCED~2.DOC

CONFIDENTIAL TREATMENT REQUESTED
FTM 016093

EXHIBIT E

From: Strickland, Lisa
To: Gore, Laurie
CC:
BCC:
Sent Date: 2003-04-14 19:22:49.000
Received Date: 2003-04-14 19:22:49.000
Subject: FW: Here is your emailed cart
Attachments:

This is a forwarded virtual shopping cart. It includes the desired laptop that we are ordering for WBEE. It runs about $2512.00. This immediate purchase has been approved by Bryan.

Can you purchase this for me through this site using company card or other company means? This seemed like one of those things that should go directly to you.

Thank you, Lisa

-----Original Message-----
From: Dell Emailed Cart Program [mailto:EmailedCart@dell.com]
Sent: Monday, April 14, 2003 12:36 PM
To: lisa.strickland@umusic.com
Subject: Here is your emailed cart

A virtual shopping cart containing customized computing systems and peripheral items has been saved for your convenience at the Dell Online Store. The cart will be held on file for 30 days to allow for completion of the order.

Emailed Shopping Cart Description

Emailed By: ckeyzer@entercom.com
Cart Expires: 5/14/2003 12:36:16 PM

To Retrieve This Emailed Cart

Click on the link below to access this cart.
http://ecomm.us.dell.com/dellstore/retrieve_emailed_cart.asp?cart_id=DABCB08F-DF00-4B51-8D51-94EF522BE3CB

Sharing This Cart

From: Strickland, Lisa
To: 'ckeyzer@entercom.com'
CC:
BCC:
Sent Date: 2003-04-18 15:10:52.000
Received Date: 2003-04-18 15:10:52.000
Subject: It's a Good Friday
Attachments:

All looks well for Joe this Monday. Thank you again for being a part of this single so early! And for McHayes!

Have you received your computer yet? Lisa

Confidential Pursuant to N.Y. PUB. OFF. LAW § 87 (2)(D)

From: Strickland, Lisa

To: Switzer, Bryan

CC:

BCC:

Sent Date: 2003-07-17 14:05:06.000

Received Date: 2003-07-17 14:05:06.000

Subject: Culprits

Attachments:

Pool and time with Sophia is fabulous! I feel rested! Thank you!

Worst culprits:
WGGY $1200 Eagles tickets for
Joe and McHayes
WGGY $1500 when he added Pat
For Penn 500 race.
WBEE $2500 Joe and McHayes
For laptop for studio
WCTO $1500 Kiss tickets McHayes
And Joe conversion

Looks pretty awful when you put it all together. Lisa

Sent from my BlackBerry Wireless Handheld

Confidential Pursuant to N.Y. PUB. OFF. LAW § 87 (2)(D)

Subject: promotion
Date: Mon, 09 Jun 2003 14:43:26 -0500
From: "Symonds, Dave" <DSymonds@entercom.com>
To: <lisa.strickland@umusic.com>
Cc: "Keyzer, Chris" <ckeyzer@entercom.com>, Hoover, Laurie

Hello Lisa,
I'm writing to comfirm WBEE's receipt of a Dell computer, value $2512.08. Thank-you again; we enjoyed doing the promotion with you.

Dave Symonds
Operations Manager
Entercom Rochester
WROC, WBBF, WBEE, The BUZZ
70 Commercial Street
Rochester, NY 14614
(585) 423-2943 direct
www.wbee.com
www.rochesterbuzz.com
www.93bbf.com

ETM 056992

EXHIBIT F

From: "Larry Robb" <LRobb@srb.sbgnet.com>
To: INET.AOL(patpaxton)
Date: 6/15/2000 12:45:21 PM
Subject: Independent Record Promoters

As of this date I choose not to work with an "indie".
My program director,Dave Universal,is vehemently opposed to working with an indie.While some of his rationale may not be based in reality,I want the oppurtunity to determine what we are or are not missing($) with the present arrangement.As a first step I am meeting with Steve Evanoff this afternoon.

Dave generates $90,000+ in record company annually for WKSE.I receive a weekly update of adds and dollars from Dave.He does a great job of securing good talent for our concerts at minimal cost(ie:$15,000 for the entire Kiss the Summer Hello show!).

Making these things happen is something that Dave really enjoys and takes tremendous pride in accomplishing.I was at one time concerned that these efforts would take his eyes off the more important programming duties and/or take up too much of his time.They do not.He is at the stage of his career where his passion for the station is all consuming.He simply works as long as it takes to get it done,and loves every minute of it.The station's ratings are excellent.

Forcing Dave to work with an indie at this time is the wrong move.If I become convinced that the financial benefit of an indie relationship is significantly better for the station than our present arrangement,I will of course tell Dave that he must accept the change.

CC: ENTERCOM.CORP(WKramer),INET.sbgnet(soneil)

CONFIDENTIAL TREATMENT REQUESTED
ETM 026572

From: Pat Paxton
To: David Field; Steve Fisher
Date: Tue, Sep 16, 2003 12:17 PM
Subject: Over the past few weeks I've been having conversations with PD's as their indie deals come up for re

Over the past few weeks I've been having conversations with PD's as their indie deals come up for renewal. Obviously the indie dollars in 2004 will be a fraction of what we've seen in the past. As you know, we're not collecting the money owed us now because of economic realities faced by record companies.

This brings up two issue's:
1. How do we budget for next year? Last year we created marketing budgets and subtracted the indie money which was then put back into the marketing budget. Do we add the dollars back in from Entercom? If we do, we need to be expecting a big increase in percentage of increase in those line items.
2. Do we continue to work with indies? Most PD's I'm talking too...those who eagerly and willingly worked with indies during good times...want to discontinue these relationships. They feel they can get far more value working directly with record companies who have really tightened the grip on paying both an indie and doing a radio station promotion. It's one or the other. An example? KDGS in Wichita was close to six figures. The new offer is $35,000. This is now the norm, not the exception. I still advocate letting PD's make their own decisions, with our guidance, and many want to get out of their deals.

Please let me know your thoughts.

Pat

CONFIDENTIAL TREATMENT REQUESTE
ETM 040336

EXHIBIT G

From: Don London
To: Mike Klein
Date: Wed, May 26, 2004 3:38 PM
Subject: Re: Jared said he will do Monica for 1200.... I told me are going to Added this Tuesday

Great, thanks.

Don

>>> Mike Klein 05/26/04 03:24PM >>>
Jared said he will do Monica for 1200.... I told me are going to Added this Tuesday

CONFIDENTIAL TREATMENT REQUESTED
ETM 043816

From: Pat Paxton
To: Skip Schmidt
Date: Tue, Jul 20, 2004 11:25 AM
Subject: Fwd: Norfolk

Hey Skip...I know Steve forwarded this to you and will be speaking with you about it. What is your read?
Who is Mike Klein?

CONFIDENTIAL TREATMENT REQUESTED
ETM 043817

From: Mike Klein
To: David CORP ENTERCOM
Date: Tue, Jul 20, 2004 12:57 AM
Subject: Norfolk

these managment keep firing my friends like Amanda today i want to work at another entercom station not z-104 Don is takeing record company money and makesme help him he will fire me to if i do tell you this

CC: PPAXTON.GWPO BOSTON_DOMAIN,bpasha.CORP ENTERCOM,SGODOFSKY CORP ENTERCOM

CONFIDENTIAL TREATMENT REQUESTED
ETM 043818

From: Pat Paxton
To: Dan Persigehl
Date: Thu, May 20, 2004 11:59 AM
Subject: Re: question about label support...

There is a form that requires GM sign off. It's a way to make sure PD's aren't making bad deals. FYI...if a GM wants to do a deal with a record company, the PD is supposed to sign off as well. It's a double check system. Not sure where the form is. Check with your attorney.

>>> Dan Persigehl 05/18/04 05:01PM >>>

it was brought up on our conference call today that entercom may have some sort of form to be filled out for each promotion we get from a label. is this true? i didn't have the answer. i apologize if i've neglected this procedure if it is indeed necessary. if so, where can we find the form? i need to get back to my pd group on this.

Dan Persigehl
Program Director
"105.1 The Buzz"

CONFIDENTIAL TREATMENT REQUESTED

Exhibit H

EXHIBIT H.1

ENTERCOM

CD PREVIEW MUSIC PROGRAM

Top 40 Mainstream – 42 BDS Detections – $3,500.00
WFBC, WXSS, KDND, WEZB, WKSE, WKRZ

Rhythm Crossover – 21 BDS Detections – $1,500.00
KDGS, WNVZ, WQSX

Hot AC/Adult T40 – 49 BDS Detections – $3,000.00
WPTE, WKZN, WMBZ, WMYX, KFBZ, KRSK, WTSS

Modern Rock / Alternative – 21 BDS Detections – $1,500.00
KNRK, KWOD, KRBZ

Active Rock – 28 BDS Detections – $2,000.00
WAAF, KQRC, KRXQ

Mainstream AC – 35 BDS Detections – $2,500.00
WWDE, WLMG, WRVR, KUDL, KOSI

Country – 28 BDS Detections – $2,000.00
WDAF, KWJJ, WGGY, WBEE

Mainstream Rock – 7 DBS Detections – $500.00
KYYS

Triple A – 14 DBS Detections – $1,000.00
KMTT, WMMM

Contact Information
Melanie Fiala
Entercom Radio
Phone: 212-229-0901
Cell: 917-805-5261
Email: mfiala@entercom.com
IM: melaniefiala

The CD Preview program runs on a weekly basis from Monday to Sunday and does not affect regular programming schedules. Each station will play the program one time each night in the overnight. The spot will receive seven detections from each station by 10pm on Sunday.

From: Pat Paxton
To: Tom Teuber
Date: Wed, Dec 31, 2003 11:34 AM
Subject: Re: Tom:

Call me when you get in...617-779-5360

>>> Tom Teuber 12/31/03 09:42AM >>>
Pat,
I'm not sure why you have reacted to my comments as if I'm attacking you or the CD Preview program. I am doing neither of those things. I think this is a great idea; I was quoted in one of the trades several years ago saying as much, and if I can find the article I will forward it to you. I'm not one of the PD's that piled on in the beginning. I only raised my hand when listeners started complaining. Now the clients are complaining, too. When our customers complain, I think we should listen to what they have to say.

I'm also not sure why you have introduced all sorts of side issues.....e-mail use, my work habits.....and neglected to address the specific problems that I and my co-workers are attempted to improve. I'd like to focus on the issue of when the orders are received at the stations.

I understand your explanation of the system. It's based on the chart game that I am very familiar with; I've been reporting to R&R since the late 70's. But in the specific case of the John Eddie CD Preview, and especially in this week when there are no charts, the orders were placed well in advance of the Tuesday chart deadline, but the stations are not getting the orders in a way that allows us to schedule them effectively.

Michele Clark ordered these spins before Christmas, and expected them to start on Monday. Why didn't we get the order in time to schedule them as she requested? This is the third time this has happened with this particular client, who also happens to be our partner. She noticed the spins weren't there, and asked me what happened. I don't know if this is a problem with the rep or what, but there's a disconnect that needs to be addressed

When this program works as planned, the previews run in overnights. But one of the by-products of all these late changes is that we have no choice but to run some of them in rated day-parts, and if that continues, I expect the listener complaints to continue. It seems to m a lot of this can be prevented, and that's what I'm trying to focus on.

Chris Mays made an excellent suggestion for a two-tiered pricing system. If an order comes in after an agreed-upon deadline, they pay a higher rate. We do it all the time with regular sales contracts...why can't we do it with this?

You often end your e-mail messages to the PD's by saying "as always, I welcome your comments." In the case of this program, I don't feel that our comments are welcome at all. Please hear me when I say that all I'm trying to do is work together to find a way to make this excellent idea work better.

As always, I welcome your comments.
twt

>>> Pat Paxton 12/30/03 03:03PM >>>
Tom:

I have no problem with you preferring email...unless you have something to complain about, and you do it on a group basis. I'd much rather discuss any issue you have voice to voice. Email is easy to hide behind. Voice communication is much more productive when there is an issue to be dealt with. I even would be ok if you emailed me individually, rather than trying to incite others to your cause.

I never dreamed certain people (you are one of them) would have such a problem running these CD

CONFIDENTIAL TREATMENT REQUESTED
ETM 043026

Previews in overnight shifts. I have NEVER heard PD's talk about how to drive their overnight ratings. I have NEVER heard PD's blame or attribute overnight performace to the rest of the stations performance. Yet, since CD Preview debuted there has been 4-5 PD's (versus dozens who find a way to make it work) who constantly complain about the damage it's doing to their stations, and/or how much "work" it is to implement.

Is the system perfect? No. Does the system work? Yes. Does the system require a little more work on your end? Yes. Do we hire PD's to do nothing but shoot layups? No. Do we hire PD's who can deal with challenge and changing realities? Yes.

A quick lesson on how CD Preview works: Record companies buy the program to better their chart position. Most companies don't buy the program until they determine that they need it. It may be Monday, Tuesday, Thursday, whatever. The chart position is based not only on their records' spins, but also spins on records competing for the same spot. Due to the downward economic trending in the record industry, they don't and won't buy CD Preview "just because". They buy it when they need it. It generates millions of dollars for Entercom that is found money. I have considerable goals given to me by David Field for this program. Being accomodating to record companies has been a staple of success for this program.

At the end of the day, I can appreciate that timing of this program can be a pain in the ass. Airline pilots get paid to make critical decisions when things get tough...as well as to fly the planes when all conditions are perfect. Entercom PD's get paid to thrive in tough, adverse, competitive situations, as well as perform day to day no brainer issue's. No one said this job is easy.

I am wide open to suggestions for improvement Tom. However, I am totally intollerant of complaining because work load may increase a bit. If you have idea's that will make this program more effecient and profitable, let me know. If you have complaints, don't broadcast them across a wide group of people, and come to me with the complaint as well as solutions to the problem.

Thanks,

Pat

CONFIDENTIAL TREATMENT REQUESTED

David - This is for stations that participate in our CD Preview Program. If that is not you, you can disreg

From: Pat Paxton
To: ENTERCOM GENERAL MANAGERS; ENTERCOM PROGRAM DIRECTORS
Date: Tue, Mar 4, 2003 12:29 PM
Subject: This is for stations that participate in our CD Preview Program. If that is not you, you can disreg

This is for stations that participate in our CD Preview Program. If that is not you, you can disregard.

Here is a "refresher" course on how to execute CD Preview.

1. This program IS NOT OPTIONAL. I thought that had been made crystal clear in the past, but maybe I was mistaken. I've heard every excuse in the book lately. Each time these are missed, it costs Entercom money in lost revenue. If need be, we'll begin charging specific markets for the revenue lost because of their mistakes.

2. All spins need to be in addition to any regularly scheduled spins. Record companies are paying for extra exposure.

3. Most CD Previews need 7 plays by 10pm Sunday. This is the time BDS cuts off that weeks detections. That means 7 plays...not 5...not 6. There are no more excuses accepted for playing these less than directed. Sometimes a label will buy 2 slots, meaning that particular CD Preview needs to get 14 plays per station. Again, 14 spins doesn't mean 12 or 13 spins. I'm not sure how much clearer I can make this.

4. Each time you get an update from Chuck you MUST RESPOND, so we know you got them. While it's true that there have been some problems with delivery lately, it is also true that we had no idea we were having these problems. Now, with this system, we'll be able to track each and every station...to make sure we fulfill our commitment. Please designate one person per station who will respond to every email that goes out.

As you can tell, excuses are no longer accepted. This isn't that hard to do, and from this point on you are all expected to execute this program the same way you do everything else...with precision and accuracy. You have no idea how many hours Chuck and I have wasted because some of our stations choose to treat this program as a nuisance and an a program where misitakes are ok. Those days are over.

For those of you (the majority) who receive and execute this program flawlessly, thank you. Obviously, this email is not meant for you.

CC: Chuck Davis; Melaniebaits@aol.com; popcat@aol.com

CONFIDENTIAL TREATMENT REQUESTED
ETM 041742

From: Michael Doyle
To: Kidd, Billy ; Nourse, Courtney; Symonds, Dave
Date: 6/21/2004 7:40:29 AM
Subject: Re: CD Preview

Billy,

These are not optional. They come from corporate, and generate millions of dollars for Entercom.

Since the Previews have some "entertainment"value, I'm not sure you can say they qualify as just spots, and to the best of my knowledge, they should be running overnights.

Let's talk.

Michael Doyle
Vice-President/Market Manager
Entercom Rochester, LLC
WBBF/WBEE/WROC/WBZA

>>> Billy Kidd 06/20/04 05:04PM >>>
The cd preview load for this weekend is crazy!!!. Apparently, they ended up being added to regular stopsets thru out the weekend. I heard at least two, and I'm not even listening all that much. So we played ten in a row, and a stopset which included a 4 minute cd preview, making our stopsets about 10-11 minutes long. 3 out of 5 of the preview songs are ALREADY in heavy rotation, so I'm assuming people are hearing the same songs every hour or two. Are the few dollars earned with the CD previews worth killing our TSL on the weekends? Would you as a listener tolerate that? I now step off my soapbox.

Billy Kidd
WBEE PD
On Air Afternoons 3-7pm
585-423-2951

CONFIDENTIAL TREATMENT REQUESTED
ETM 030079

From: Pat Paxton
To: David Field
Date: Mon, Oct 13, 2003 1:25 PM
Subject: Re: Our CD Preview sales division has been getting scorched today by record companies who did not g

Rich wouldn't tell me, but he said it was more than one person. He was very cool about it...way more so than he could have been.

>>> David Field 10/13/03 01:23PM >>>
any clue who did this?

>>> Pat Paxton 10/13/03 01:11PM >>>
Our CD Preview sales division has been getting scorched today by record companies who did not get their spins on Mediabase this past week. So, I thought it must be a detection issue, because no way could every single station make this many mistakes in one week.
I got the head of Mediabase, Rich Meyer, on the phone and he told me that effective this past week, they stopped counting CD Previews as actual spins. Why? Because his people are tired of getting "abused" (his word), by our PD's calling their Premier rep and ripping into them because they didn't want CD Previews to show as spins on their stations. Why? Because our PD's don't want to be bothered by record reps who see their song show up in Mediabase.

Honestly, I'm having a hard time getting my arms around this one. Rich wouldn't tell me who the "abusers" are...which is a good thing for the guilty parties, but more importantly, those who made these calls had to know that one of the primary benefits of this program is to increase awareness of an artist/s ong via the increased spins this program offers. Whoever did this had to know that they were totally undermining a program designed to help record companies expose new music, and to help our stations replace commercial content in overnight hours, with more music. Whoever did this has cost Entercom thousands of dollars, and has embarrassed our company, as we have to go back to the record community and explain why they didn't get what they paid for.

I understand and agree that there are times when CD Preview is a pain in the ass for you guys. I'm sympathetic to that and always have an open ear. Our honest and ethical PD's come to me with problems they're having. Our unethical PD's try to sabotage the program. It's really as simple as that. So, to be as specific as I can, our stations will run CD Previews as instructed every week. There are no exceptions. Our PD's will NOT contact Mediabase with any issue's that should be dealt with internally. As usual, if anyone has any questions about execution of this program, contact Chuck Davis or myself immediately. Ignornace will not be accepted as an excuse.

Finally, Rich Meyer and I came to an agreement that he would start counting CD Previews as spins in Mediabase immediately, if I agreed to keep our people from abusing his. That's what this note is ultimately about. If anyone pulls this bullshit again, Rich will call and tell me who the offender is. What happens next won't be pleasant.

CONFIDENTIAL TREATMENT REQUESTED

EXHIBIT H.2

From: <PopCat@aol.com>
To: <ppaxton@entercom.com>
Date: Tue, Mar 2, 2004 10:24 AM
Subject: Proposal

The (Pepsi) New Music Weekend Challenge:

Mechanics:
Battles two new songs Friday, Saturday, Sunday Twice Each day.
Feature is format specific using the same Monitored station menus
As CD preview. Winners are can vote on the favorite song by going to station website or calling the tollfree number we provide. All voters get a chance to win a flyaway to see one of their favorite artist.

The Feature creates 6 additional spins per track over the weekend.
Example:
Top 40
36 extra spins priced at 3500 x 2 (tracks running) = 7K per week
Rhythm
24 extra spins priced at 3000 x 2 = 6k per week

And so on.....

Two ways to do this:
1. The feature can be shortened drastically By extracting the BDS "fingerprint" and playing only 1 minute of each weekend contender. Downside to that is there is a cost to finding and extracting and could also attract BDS's attention to the system since we're not really playing the entire song.
2. Play the entire song.

Programming suggestions:

Play the feature at different hours to keep it fresh. 9:20p & 320a one night. 11;20p & 4:20a the next.
Flip-flop the tracks every night for the same reasons.
Since BDS cuts off for the week at 10p Sunday night, either there has to be 2 spins Sunday before then.....or reduce the weekend total spins by one.

Cost:
Tollfree line and maintenance will be less than 500 and month.
If we decide to encourage voting with a flyaway, 500 a week can cover that.
Our office can handle those arrangements.

Profitably:

From my estimates, provided the pricing is in the suggested area Entercom could bring in 1.5 million in label money + XXX in sponsorships.

Sponsor would receive:
Banner mentions on feature.
Logo on website voting
sponsorship on tollfree messaging when voting

CONFIDENTIAL TREATMENT REQUESTED
ETM 043744

From: Melanie Fiala
To: ppaxton
Date: 3/11/04 11:05AM
Subject: Weekend Program

I think the music challenge is a good idea. The spins are the most important part. But the web or phone info is an extra sales point. If we have the spot produced with an 800 number to call for feedback. It can easily be deduced and put in report form.

We can also consider a music "spotlight" or music "headline" or "chart climbers" program. Where we can run from one up to three songs. We can produce and if the labels have any artist sound bites we can include those in the program. Most records using the program are either chart bound or in the top of the Chart. I think it would remain diverse in the amount of familiarity.

Surround either by a National sponsor that way we make money from both ends.

Give me a ring about this. Id love to talk further on this..If we can do it, I would love to get it running quickly. :-)

Mel

CONFIDENTIAL TREATMENT REQUESTE

EXHIBIT H.3

From: Pat Paxton
To: David Field
Date: Thu, May 15, 2003 1:41 PM
Subject: Here is a reworked record company initiative outline. Go through it and let me know what you think.

Here is a reworked record company initiative outline. Go through it and let me know what you think. It still needs some work, but I wanted to get it to you today since, as you know, I'm taking my kids to Orlando tomorrow through Tuesday.

Pat

CONFIDENTIAL TREATMENT REQUESTED

RECORD COMPANY/ENTERCOM INITIATIVES

There are two primary objectives that are immediately actionable.

TOTAL ACCESS

This is a multi-tiered plan to help record companies break an act/song that they have identified as a potential blockbuster. They identify these particular projects via extensive research and/or other objective means. It's imperative that record companies use every resource available to them to help develop a relative degree of certainty that given the proper marketing tools, the song/act will be a hit. We can only offer this program to those companies willing to make this initial investment.

Specifics:

1. We will offer access to all PD's in the format desired via conference call. Participating format groups: Top 40, Hot AC, Modern/Active Rock.
2. The record company will have a high ranking member of their team (Sr. VP/Promotion or above) talk about the act/song they have chosen. The rank of the person speaking is important as it will convey how important the project is. They will use this time to explain why he/she believes the song/act will be a hit, and will play the song.
3. Entercom PD's will seriously consider adding the song to their play list. It won't be a corporate dictate, however they will be encouraged to pay close attention to what is being said on the call since this is a song that has developed some reason to believe it may be more successful than others. It could even be a secret weapon for our stations if we can keep the information confidential for a period of time.
4. In exchange for this access, the record company will commit to a marketing plan that includes web site exposure and significant on air advertising exposure featuring the act/song chosen.
5. This program will be offered to the following companies:
   Universal Records: 2
   Universal affiliated labels: 2
   Columbia Records: 2
   Sony labels: 2
   Dreamworks: 1
   Wildcard: 1
6. We will track the success rate of each project, to determine which companies are best at utilizing this program to develop hits.
7. The program needs to be thoroughly explained to PD's...so they understand the concept as a programming tool...as well as a revenue generating program. They need to buy into the fact that we are being presented with the opportunity to "break" a record that has a better than average chance to be a hit.
8. Part of the compensation we will ask for is a "best efforts" agreement. This is meant to give Entercom the upper hand if the company plays a major role in breaking an act. This preferred treatment might include, but not be limited to:
   Artist Sweepers
   In Studio/phone interviews
   Performances at station concerts

CONFIDENTIAL TREATMENT REQUESTED

From: Pat Paxton
To: David Field
Date: Mon, Jun 16, 2003 10:58 AM
Subject: Record Company Version

TOTAL ACCESS

Almost two years ago, Entercom introduced a program for record companies that was designed to be a joint venture. In other words, the purpose of the program was to give record companies real value...to offer them something that could help them do their job better and accomplish their goals faster. This program is called CD Preview and it continues to be enormously successful because of the benefits it offers both the record community and Entercom. We view this program as a true record company/Entercom alliance.

With this same spirit, David Field, Entercom CEO, and Pat Paxton, Entercom VP/Programming, set out to learn about the needs of record companies in these new and trying times. To no ones surprise, needs have changed dramatically. With this new information, we set out to create programs that would address the needs of record companies, while at the same time benefit Entercom. We believe we have developed just that type of initiative. It's called Total Access, and here's how it works.

- When you have a song that you know will be a hit, due to objective evidence such as pretesting, and you want to "supercharge" the process of making this song a hit, Total Access will be there for you.
- The first step is for you to contact Pat Paxton with all the objective evidence that you have regarding a songs hit potential. A decision will then be made regarding acceptance into the Total Access program.
- Once the song is accepted, you will have Total Access to all of our format specific PD's and MD's via a 15 minute conference call. On this call, a high ranking representative from the record company will tell the story. The story must include the objective evidence of why this song has a much better than average shot at success.
- It is important to note that PD's will not be required to add the song being presented. However, given the screening criteria that goes on before a song is presented to our team, and given the quality of the evidence that the song will be a hit, the chances of an add on our stations will be much greater than if you had gone through the typical promotion process.
- This conference call will be followed up with a commercial time buy on all of our format specific stations, as another way to "supercharge" this project.
- This program will be available in the following formats:

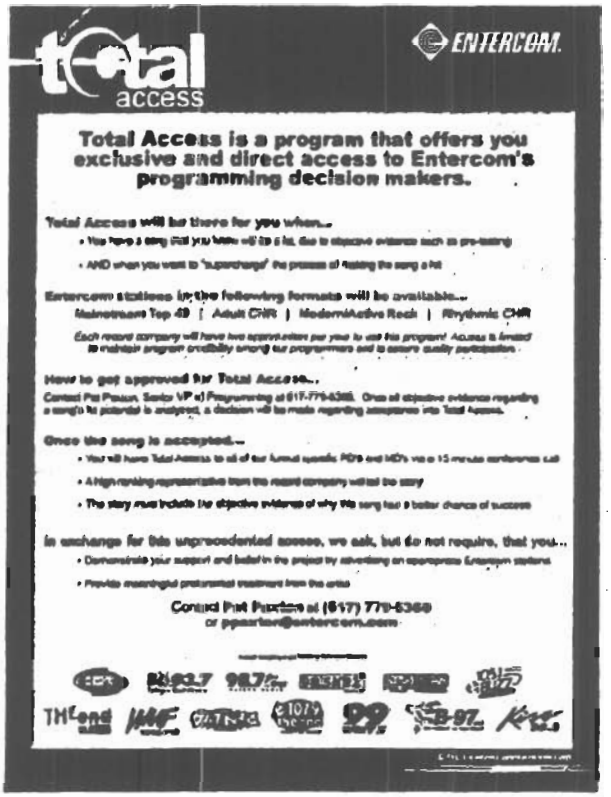
1. Mainstream Top 40
2. Adult CHR
3. Modern/Active Rock
4. Rhythmic CHR

- You have been chosen as one of only a few record companies to participate in this program. It is designed to help you accelerate the process of getting a hit played on the radio. In other words, you can "supercharge" the process, which as you know, can lead to hundreds of thousands, if not millions of incremental dollars.
- You will only have two opportunities per year to use this program. The reason is quite simple. We want you to be as sure as you can be that the song you'd like to present is a hit. Having this type of unprecedented access needs to be limited to only the most promising of scenarios.
- In addition to a commercial time buy on our stations, we will ask you for preferential treatment when the song becomes a hit. This preferential treatment might include, but is not limited to:

1. Access to the act for performances, on air interviews, listener/client parties, station endorsements, etc. etc.
2. However, we are not unrealistic. We know that if a song turns into a hit, you will need to support non-Entercom stations that are playing the record as well. In this case, all we will ask is that we have access to the same opportunities as a competitor has.

We are genuinely excited about this new initiative. We feel there is tremendous value to both the record community and to Entercom. In other words, it's another true win/win alliance.

CONFIDENTIAL TREATMENT REQUESTED



CONFIDENTIAL TREATMENT REQUESTED

From: Pat Paxton
To: David Field
Date: Mon, Jun 16, 2003 10:57 AM
Subject: PD Version

Here it is. I ran this by Brian last week, and he thought it was a good idea. He was a little nervous about feeling like he has to add the record, but I explained that it won't be mandated. He had a good idea worth considering: The record company, as part of the compensation they pay us, could give us 3 shows to be distributed as we see fit. Might be a good way for us to support stations that play the record. Let me know what you think.

Pat

You are all aware of the tremendous success CD Preview, our first company wide record company/Entercom joint venture, has become. This program has become such a success because of the true value it offers record companies, and the entertainment and monetary value it brings Entercom. It is an alliance in every way.

David and I have spent the last few months speaking with record company executives about what their true needs are in these difficult, transitional times. A result of these meetings has been the development of more innovative, creative initiatives. It's now time to introduce our next initiative. It is called...
TOTAL ACCESS

- A program developed to help record companies break a record and/or act that they have 100% faith in.
- This faith will be required to be not only subjective, but objective as well. Participating record companies will have to show compelling evidence such as pretesting results in order to participate in the program.
- When a record company comes to us with this type of evidence, and we believe it is credible, they will be allowed to participate in Total Access.
- The next step is to get all format specific PD's and MD's on a conference call with a senior member of the record company, so the story can be told. Again, we will have predetermined that there is a credible story to tell. The record company representative will lay out his or her case...explaining why he/she feels the song will be a hit. This call will be limited to 15 minutes or less.
- You will then have all the information you need to make your decision. Adding the record will not be mandatory. However, you will be asked to keep in mind the evidence presented. This is not only an opportunity for a record company to have unprecedented access to our PD's, but it's an unprecedented opportunity for Entercom to break a song/act that has a higher likelihood of success than a typical record. Thus, it becomes a significant competitive advantage. You will not be asked to make a decision on the spot. You will be asked to go through your normal process, taking in all the information you have been given about all the records you are considering that week.
- Another safeguard we will have in place, to help us take one step closer to assuring the presented song is a hit, is that we are only offering this package to a small handful of record companies. Furthermore, each record company it's offered to will be able to use the program no more than two times per year. This safeguard will make record company execs think long and hard before using one of their two annual opportunities. They'll want to be as sure as they can be. .
- In return for this access to our decision makers, record companies will have to agree to a number of things:

1. A company wide time buy within the format selected. These are not promo's, CD Previews, etc. etc. This is a pure spot time buy.
2. Preferential treatment if the song/act becomes a hit. This could mean many different things, but we will insist that our company is treated as a priority when it comes to any promotional opportunities with the act.
3. Industry wide recognition that Entercom broke the song/act. This recognition will come from the record company as well as from the artist.

CONFIDENTIAL TREATMENT REQUESTED
ETM 043733