

ATTACHMENT D

CERTIFICATE OF COMPLIANCE

On behalf of the licensee of radio stations:

KQRS-FM	92.5 MHz	Golden Valley, MN	35505
KXXR(FM)	93.7 MHz	Minneapolis, MN	35506
WGVX(FM)	105.1 MHz	Lakeville, MN	61379
WRXP(FM)	105.3 MHz	Cambridge, MN	54838
WWWM-FM	105.7 MHz	Eden Prairie, MN	61541

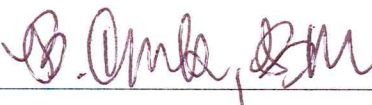
(the "Stations"), I hereby certify that a notice of the filing of an application for Federal Communications Commission ("FCC") consent to the transfer of control of the FCC licenses for the Stations from the Current Shareholders of Cumulus Media Inc. to the Shareholders of Cumulus Media Inc. (as Reorganized) has been accomplished in the manner prescribed by Section 73.3580 of the Rules and Regulations of the FCC (the "Public Notice Rule").

The attached notice appeared in the Star Tribune, 650 3rd Ave. S, Suite 1300, Minneapolis, MN 55488 on the following dates:

- o 04/05/2018
- o 04/06/2018
- o 04/12/2018
- o 04/13/2018

The attached notice also was broadcast over each of the Stations on the dates specified below, within the time periods required by the Public Notice Rule:

- o 04/04/2018
- o 04/05/2018
- o 04/06/2018
- o 04/07/2018

Signature: 

Title: Business Manager ✓

Date: April 16, 2018 ✓

AFFIDAVIT OF PUBLICATION



STATE OF MINNESOTA)
COUNTY OF HENNEPIN)

650 3rd Ave. S, Suite 1300 | Minneapolis, MN | 55488

Genevieve Smith, being first duly sworn, on oath states as follows:

1. (S)He is and during all times herein stated has been an employee of the Star Tribune Media Company LLC, a Delaware limited liability company with offices at 650 Third Ave. S., Suite 1300, Minneapolis, Minnesota 55488, or the publisher's designated agent. I have personal knowledge of the facts stated in this Affidavit, which is made pursuant to Minnesota Statutes §331A.07.
2. The newspaper has complied with all of the requirements to constitute a qualified newspaper under Minnesota law, including those requirements found in Minnesota Statutes §331A.02.
3. The dates of the month and the year and day of the week upon which the public notice attached/copied below was published in the newspaper are as follows:

<u>Dates of Publication</u>	
StarTribune	04/05/2018
StarTribune	04/06/2018
StarTribune	04/12/2018
StarTribune	04/13/2018

4. The publisher's lowest classified rate paid by commercial users for comparable space, as determined pursuant to § 331A.06, is as follows: **\$1702.40**

5. Mortgage Foreclosure Notices. Pursuant to Minnesota Statutes §580.033 relating to the publication of mortgage foreclosure notices: The newspaper's known office of issue is located in Hennepin County. The newspaper complies with the conditions described in §580.033, subd. 1, clause (1) or (2). If the newspaper's known office of issue is located in a county adjoining the county where the mortgaged premises or some part of the mortgaged premises described in the notice are located, a substantial portion of the newspaper's circulation is in the latter county.

FURTHER YOUR AFFIANT SAITH NOT.

Genevieve Smith

Subscribed and sworn to before me on: 04/13/2018

Wilma Fanni
Notary Public

On March 22, 2018, an application was filed seeking FCC consent to the transfer of control of the licenses for the following radio broadcast stations from the Current Shareholders of Cumulus Media Inc. to the Shareholders of Cumulus Media Inc. (as Reorganized):

KQRS-FM 92.5 MHz
Golden Valley, MN
KXXR(FM) 93.7 MHz
Minneapolis, MN
WGVX(FM) 105.1 MHz
Lakeville, MN
WRXP(FM) 105.3 MHz
Cambridge, MN
WWWM-FM 105.7 MHz
Eden Prairie, MN

The officers, directors and parties holding an attributable interest in the transferor prior to the transfer of control are John F. Abbot, Jan Baker, Mary G. Berner, Jill Bright, Richard S. Denning, John W. Dickey, Lewis W. Dickey, Jr., Ralph B. Everett, Suzanne M. Grimes, Jeffrey A. Marcus, Todd McCarty, Ross A. Oliver, Suzanne G. Smith, Radio License Holdings LLC, Cumulus Network Holdings Inc., Cumulus Intermediate Holdings Inc., Cumulus Media Holdings Inc., Cumulus Media Inc., and Crestview Radio Investors, LLC.

Crestview Radio Investors, LLC is controlled by Crestview Partners II, L.P., Crestview Partners II GP, L.P., and Crestview, L.L.C. Parties with attributable ownership interests in those controlling entities are Jeffrey A. Marcus, Barry S. Volpert, Thomas S. Murphy, Jr., Richard M. DeMartini, Robert V. Delaney, Evelyn C. Pellicone, Ross A. Oliver, Brian Cassidy, Quentin Chu, Robert J. Hurst, and various trusts and other entities formed by these members.

The executive officers, directors and attributable interest holders of Reorganized Cumulus Media Inc. will be Mary G. Berner, Andrew W. Hobson, Brian G. Kushner, Joan H. Gillman, Thomas H. Castro, Matthew C. Blank, David M. Baum, John F. Abbot, Richard S. Denning, Suzanne M. Grimes, Todd McCarty, Suzanne G. Smith, Radio License Holdings LLC, Cumulus Network Holdings LLC, Cumulus Intermediate Holdings LLC, Cumulus Media Holdings Inc., Intermediate Co., and SP Signal, LLC. SP Signal, LLC's sole attributable interest holder is SP Signal Manager, LLC. SP Signal Manager, LLC's sole attributable interest holder is Edward A. Mulé.

A copy of the application is available at www.fcc.gov.