

ATTACHMENT D

CERTIFICATE OF COMPLIANCE

On behalf of the licensee of radio stations WHHY-FM, WMXS-FM, WAFX-FM, WLWI-FM, WMSP-AM, WLWI-AM (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 MONTBANKLY ADVERTISER on the following dates:

4/5/18
4/6/18
4/10/18
4/14/18

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:

4/4/18 425PM
4/5/18 853AM
4/6/18 425PM
4/7/18 749AM

Signature: [Signature]
Title: BUSINESS MANAGER
Date: 4/27/18

WHHY



INVOICE

Sub Invoice for PUBLIC NOTICE

Remit To: 3615 Momentum Place
 Chicago, IL 60689-5336
 Station: Cumulus-Montgomery - WHHY-FM
 Phone#: 334-240-9274

Invoice #: 90623938 CO-OP

Bill To: Cumulus Media
 House-Legal Notification

Invoice Date: 04/27/18
 Order#: 432045
 Account Exec: Jennifer Carter
 Estimate #: JENNIFER C. RUFF
 My Commission Expires September 12, 2020

Description: PUBLIC NOTICE

Terms: Due on Receipt

V 4.2

Day	Date	Time	Len	Line	Rate	Cl	Product
Wed	04/04/18	4:25PM	90	3272794	\$0.00	C	PUBLIC NOTICE
Thu	04/05/18	8:53AM	90	3272793	\$0.00	C	PUBLIC NOTICE
Fri	04/06/18	4:25PM	90	3272794	\$0.00	C	PUBLIC NOTICE
Sat	04/07/18	7:49AM	90	3272793	\$0.00	C	PUBLIC NOTICE
Gross Amount					\$0.00	Total Spots 4	

Client: Cumulus Media

Order #: 432045

Market: Cumulus-Montgomery

Invoice #: 90623938

Start Date: 04/04/18

Station: WHHY-FM

Invoice Date: 04/27/18

End Date: 04/07/18

Product: PUBLIC NOTICE

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): WHHY-FM 101.9, Montgomery; WMXS-FM 103.3, Montgomery; WLWI-FM 92.3, Montgomery; WAFX-FM 95.1, Prattville; WMSP-AM 740, Montgomery; and WLWI-AM 1440, Montgomery.

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, Cumulus Licensing LLC, Cumulus Broadcasting LLC, Cumulus Radio Corporation, 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, Cumulus Licensing LLC, Cumulus Broadcasting LLC, Cumulus Radio 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.

This announcement was broadcast 4 times for a total of 0.00, as entered in the station's program log.

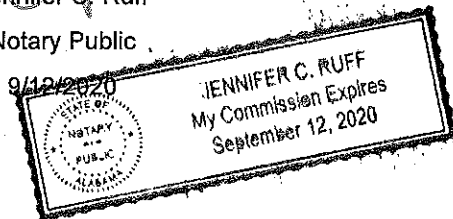
The times this announcement broadcast were billed to this station's client on our invoice #90623938 dated, 04/27/18, at an earned rate of:

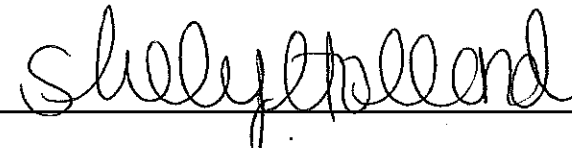
0.00 each for 4 announcements, for a total of 0.00



Jennifer C. Ruff

Notary Public





Station Representative

Station Representative

TO: CUMULUS BROADCASTING
ONE COMMERCE ST, STE 300
MONTGOMERY, AL 36104

choose to know

Montgomery Advertiser
montgomeryadvertiser.com

Daily-Montgomery, Montgomery County, AL

E-Verify#: DHS72179

PROOF OF PUBLICATION

State of Alabama

County of Montgomery:

Before the undersigned authority personally appeared Debbie Arbelo who on oath, says that she is a personal representative of the *Montgomery Advertiser*, a daily newspaper published in Montgomery, Alabama: that the attached copy of advertisement, being a Legal in the matter of:

CUMULUSLOCALPUBLICNOTICEONMARCH222018ANAPPLICAT

Ad Number: 0002838362

Was published in said newspaper in the issue(s) of:

04/05/18, 04/06/18, 04/10/18, 04/14/18

Affiant further says that the said *Montgomery Advertiser* is a newspaper published in said Montgomery County, Alabama, and that the said newspaper has heretofore been published in said Montgomery County, Alabama, and has been entered as second class matter at the Post Office in said Montgomery County, Alabama, for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that she has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

Now due on said account is \$637.00

Subscribed and sworn to before me this 19th day of April 2018
by Debbie Arbelo who is personally known to me.

Debbie Arbelo Affiant

Shalawn Williams Notary Public

Cumulus Local Public Notice
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):
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The officers, directors and parties holding an attributable interest in the transfer 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, Cumulus Licensing LLC, Cumulus Broadcasting LLC, Cumulus Radio Corporation, 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

SHALAWN WILLIAMS
NOTARY PUBLIC
STATE OF ALABAMA
MY COMMISSION EXPIRES JAN 24, 2020