

**APPLICATION FOR STATION LICENSE**  
**RADIO LICENSE HOLDING CBC, LLC**  
**KGGO AUXILIARY FM ANTENNA**  
**KGGO RADIO STATION**  
**CH235C0 - 94.9 MHz - 15.0 KW**  
**DES MOINES, IOWA**  
**November 2011**

**EXHIBIT A**

**KGGO Auxiliary Transmission System Calculations**

Effective Radiated Power:	15.0 kilowatts (Horizontal/Vertical)
Antenna:	Electronics Research, Inc. SHPX-4AC-HW 4 bay half wavelength spaced
Horizontal gain	1.307 (power gain)
Transmission Line: (490 feet)	Andrew Corp HJ12-50A 2 1/4 inch air dielectric 83.1% Efficiency
Required Transmitter Power Output To Reach Effective Radiated Power:	13.81 kilowatts

---

Facilities Authorized:	Channel 235C0 - 94.9 MHz
Effective Radiated Power:	15.0 kilowatts (HN)
Geographic Coordinates:	North Latitude 41° 49' 51" West Longitude 93° 43' 53"
Antenna Center of Radiation:	Above Ground 145.0 meters Above MSL 444.0 meters Above HAAT 151.0 meters
Antenna Structure Registration#:	1043027



**APPLICATION FOR STATION LICENSE**  
**RADIO LICENSE HOLDING CBC, LLC**  
**KGGO AUXILIARY FM ANTENNA**  
**KGGO RADIO STATION**  
**CH 235C0 - 94.9 MHZ - 15.0 KW**  
**DES MOINES, IOWA**  
**November 2011**

**TECHNICAL STATEMENT**

This Technical Statement was prepared on behalf of Radio License Holding CBC, LLC ("RLH"), licensee of radio station KGGO, Channel 235C0, Des Moines, Iowa. RLH also holds a permit for an auxiliary FM antenna system for KGGO (BXPB-20101012ABV). RLH herein submits an application for license for the auxiliary facility. A calculation of the transmitter power output of the KGGO auxiliary facility is attached as Exhibit A.

The KGGO permit has two conditions/restrictions. The first condition states that a specific antenna make and model (ERI Type #3, four section, half wavelength spaced) was used to demonstrate compliance with the FCC radiofrequency field exposure guidelines. If any other antenna is used, the Automatic Program Test authority provisions would not apply. As indicated on this instant application, an ERI FCC Type 3, four bay half wavelength spaced antenna is being used for KGGO. Therefore, this condition has been met.

The second and final condition that RLH will reduce the power of the KGGO auxiliary antenna, or cease operation in coordination with other users of the tower, to protect persons having access to the site from radio frequency electromagnetic fields in excess of FCC guidelines. RLH will comply with this condition.





Federal Communications Commission Washington, D.C. 20554  <b>FCC315</b>	Approved by OMB 3060-0032 (June 2010)  FOR FCC USE ONLY
<b>APPLICATION FOR CONSENT TO TRANSFER          CONTROL OF ENTITY HOLDING BROADCAST          STATION CONSTRUCTION PERMIT OR LICENSE</b>  Read INSTRUCTIONS Before Filling Out Form	FOR COMMISSION USE ONLY FILE NO. BTC - 20110330ADE

**Section I - General Information**

<b>1. Legal Name of the Licensee/Permittee</b> RADIO LICENSE HOLDING CBC, LLC		
<b>Mailing Address</b> 7690 WEST CHEYENNE AVENUE SUITE 220		
<b>City</b> LAS VEGAS	<b>State or Country (if foreign address)</b>	<b>Zip Code</b> 89129-6701
<b>Telephone Number (include area code)</b> 7028045200	<b>E-Mail Address (if available)</b> LICENSE.MANAGEMENT@CITCOMM.COM	
<b>FCC Registration Number:</b> 0019721638	<b>Call Sign</b> WAPI	<b>File Number</b> ? ID Number
<b>2. Contact Representative (if other than licensee/permittee)</b> NANCY A.ORY		
<b>Firm or Company Name</b> LERMAN SENTER PLLC		
<b>Mailing Address</b> 2000 K STREET, NW SUITE 600		
<b>City</b> WASHINGTON	<b>State or Country (if foreign address)</b>	<b>ZIP Code</b> 20006-1809
<b>Telephone Number (include area code)</b> 2024166791	<b>E-Mail Address (if available)</b> NORY@LERMANSENTER.COM	
If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114): (" Governmental Entity <input type="checkbox"/> Noncommercial Educational Licensee/Permittee (" Other (" N/A (Fee Required)		
<b>4. Purpose of Application:</b> (" Transfer of control of licensee (" Transfer of control of permitte <input checked="" type="checkbox"/> Amendment to pending application  File number of pending application: BTC-20110330ADE  If an amendment, <b>submit as an Exhibit</b> a listing by Section and Question Number of the portions of the pending application that are being revised. [Exhibit 1]		
Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (see 47 C.F.R. Sections 1.211(a) and 73.5001)? (" Yes (: No If yes, list pertinent authorizations in an Exhibit. [Exhibit 2]		
a. Were any of the authorizations that are the subject of this application obtained through the Commission's point system for reserved channel noncommercial educational stations (see 47 C.F.R. Sections 73.7001 and 73.7003)? (" Yes <input checked="" type="checkbox"/> No		

	<p>b. If yes to 6(a), have all such stations operated for at least 4 years with a minimum operating schedule since grant pursuant to the point system?</p> <p>If no, list pertinent authorizations in an Exhibit and include in the Exhibit a showing that the transaction is consistent with the holding period requirements of 47 C.F.R. Section 73.7005 (a).</p> <p>c. LPFM Licenses Only: Has the licensor held the station license and operated the station for at least three years?</p>	<p>(" Yes(' No</p> <p>[Exhibit 3)</p> <p><b>I</b> Yes <b>I</b> No <b>I+ N/A</b></p>
7.	<p>a. Were any of the authorizations that are the subject of this application obtained after award of a dispositive Section 307(b) preference using the Tribal Priority, or through the Tribal Priority as applied before the NCE fair distribution analysis set forth in 47 C.F.R § 73.7002 (b)?</p> <p>b. If yes to 7(a), have all such stations operated for at least 4 years with a minimum operating schedule since grant?</p> <p>c. If no to 7(b), are both the assignor/transferor and assignee/transferee either (1) a federally recognized Native American tribe or Alaska Native village (a "Tribe") or consortium of Tribes, (2) an enrolled member of a Tribe, or (3) an entity 70 percent or more owned or controlled by a Tribe or Tribes, or enrolled member(s) of a Tribe or Tribes, and are the qualifying Tribe or Tribes in factors (1), (2), or (3) occupying tribal lands, portions of which are covered by at least 50 percent of the stations' principal community contours?</p> <p>If no, list pertinent authorizations in an Exhibit and include in the Exhibit a showing that the transaction is consistent with the established Tribal Priority holding period restrictions, or that the policy should be waived.</p>	<p>(" Yes (;' No</p> <p><b>C-</b> Yes <b>C-</b> No</p> <p><b>I</b> Yes(' No</p> <p>(Exhibit 4)</p>

## Section II - Transferor(s)

1.	<p><b>Certification.</b> Transferor(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferor(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.</p>		<p>(;' Yes (' No</p>																											
2.	<table border="1"> <tr> <td colspan="3">Legal Name of the Transferor SHAREHOLDERS OF CITADEL BROADCASTING CORPORATION</td> </tr> <tr> <td colspan="3">Mailing Address 17690 W. CHEYENNE AVENUE SUITE 220</td> </tr> <tr> <td>City LAS VEGAS</td> <td>State or Country (if foreign address) NV</td> <td>Zip Code 89129 - 6701</td> </tr> <tr> <td>Telephone Number (include area code) 17028045200</td> <td colspan="2">E-Mail Address (if available) LICENSE.MANAGEMENT@CITCOMM.COM</td> </tr> <tr> <td colspan="3">Contact Representative (if other than transferor) NANCY A.ORY</td> </tr> <tr> <td colspan="3">Firm or Company Name LERMAN SENTER PLLC</td> </tr> <tr> <td colspan="3">Mailing Address 1000 K STREET, NW SUITE 600</td> </tr> <tr> <td>City WASHINGTON</td> <td>State or Country (if foreign address) DC</td> <td>Zip Code 0006 - 1809</td> </tr> <tr> <td>Telephone Number (include area code)</td> <td colspan="2">E-Mail Address (if available)</td> </tr> </table>			Legal Name of the Transferor SHAREHOLDERS OF CITADEL BROADCASTING CORPORATION			Mailing Address 17690 W. CHEYENNE AVENUE SUITE 220			City LAS VEGAS	State or Country (if foreign address) NV	Zip Code 89129 - 6701	Telephone Number (include area code) 17028045200	E-Mail Address (if available) LICENSE.MANAGEMENT@CITCOMM.COM		Contact Representative (if other than transferor) NANCY A.ORY			Firm or Company Name LERMAN SENTER PLLC			Mailing Address 1000 K STREET, NW SUITE 600			City WASHINGTON	State or Country (if foreign address) DC	Zip Code 0006 - 1809	Telephone Number (include area code)	E-Mail Address (if available)	
Legal Name of the Transferor SHAREHOLDERS OF CITADEL BROADCASTING CORPORATION																														
Mailing Address 17690 W. CHEYENNE AVENUE SUITE 220																														
City LAS VEGAS	State or Country (if foreign address) NV	Zip Code 89129 - 6701																												
Telephone Number (include area code) 17028045200	E-Mail Address (if available) LICENSE.MANAGEMENT@CITCOMM.COM																													
Contact Representative (if other than transferor) NANCY A.ORY																														
Firm or Company Name LERMAN SENTER PLLC																														
Mailing Address 1000 K STREET, NW SUITE 600																														
City WASHINGTON	State or Country (if foreign address) DC	Zip Code 0006 - 1809																												
Telephone Number (include area code)	E-Mail Address (if available)																													

024166791	INORY@LERMANSENTERCOM
If more than one transferor, submit the information requested in questions 2 and 3 for each transferor. [Exhibit 5]	
4. Changes in interests as a result of transfer.	
[Enter Changes in Interests Information]	
---	
or [Exhibit 6]	

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing JUDITH A. ELLIS	Typed or Printed Title of Person Signing COO
Signature	Date 7/20/2011

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

### Section III - Licensee/Permittee

<b>Certification.</b> Licensee/Permittee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Licensee further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.					@ Yes ("No")
2. <b>Authorizations to be Assigned.</b> List the authorized stations and construction permits to be assigned. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be assigned. Include main stations, FM and/or TV translator stations, LPTV stations, FM and/or TV booster stations.					
[Enter Station Information]					
List the authorized stations and construction permits to be transferred. Provide the Facility Identification Number and the Call Sign, or the Facility Identification Number and the File Number of the Construction Permit, and the location, for each station to be transferred. Include main stations, FM and/or TV translator stations, LPTV stations, FM and/or TV booster stations					
Facility ID Number	Call Sign	or Construction Permit File Number	City	State	
16900	WAPI	-			
Facility ID Number	Call Sign	or Construction Permit File Number	BIRMINGHAM	AL	
67577	WBEI	-	ORM	AL	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State	

Number				
86803	IIWDGM	-	ENSBORO IAL	
<b>f=Ifign</b>				
		or Construction Permit File Number	City	State
54797	WFFN	-	COALING	AL
<b>F";J;ty ID or Number</b>		<b>Consttn,t;on P,m;;t Hie Nnmb,1</b>	<b>Chy</b>	<b>State</b>
16901	-F	-	BIRMINGHAM	AL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
16897	WJOX	-	BIRMINGHAM	AL
Facility ID Number	II Sign	1or Construction Permit File Number	City	State
54795	SK		TUSCALOOSA	AL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54796	WTUG-FM	-	NORTHPORT	AL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
6401	WUHT	-	BIRMINGHAM	AL
<b>fadEty ign</b>		or Construction Permit File Number	City	State
Numbe				
70914	I-FM	-	HELENA	AL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
16899	WZRR	-	BIRMINGHAM	AL
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
33253	KAAY	-	LITTLE ROCK	AR
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
60703	KARN	-	LITTLE ROCK	AR
Facility ID Number	all Sign	or Construction Permit File Number	City	State

24151 <b>IIKARN-FM</b> II-				
jjsHERIDAN IAR				
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
13925	<b>KIPR</b>	-	PINEBLUFF	AR
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
47880	KLAL	-	WRIGHTSVILLE	<b>AR</b>
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
24150	KPZK	-	UTILE ROCK	AR
Facility ID Number	Call Sign	Or Construction Pennit File Number	City	State
19559	KURB	-	UTILE ROCK	AR
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
56051	KCUB	-	TUCSON	AZ
Facility ID Number	Call Sign	Or Construction Pennit File Number	City	State
156053	KHYT	-	TUCSON	AZ
Facility ID Number	Call Sign	Or Construction Pennit File Number	City	State
56052	<b>KIIM-FM</b>	-	TUCSON	AZ
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
39734	<b>KSZR</b>	-	ORO VALLEY	AZ
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
35684	KTUC	-	TUCSON	AZ
Facility ID Number	Call Sign	Or Construction Permit File Number	City	A
11239	KATM	-	MODESTO	
Facility ID Number	Call Sign	Or Construction Permit File Number	City	State
241	KDJK	-	MARIPOSA	CA

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
111233	KESP		MODESTO	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
	KHKK	-	MODESTO	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
52528	KHOP	-	OAKDALE	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
32215	KJOY	-	STOCKTON	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
60425	KWIN	-	LODI	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
60427	KWNN	-	LODI	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
67816	KWYL	-	SOUTH LAKE TAHOE	CA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
52583	K285EE	-	CANON CITY	CO
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
66249	KATC-FM	-	COLORADO SPRINGS	CO
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
62039	KCSF	-	COLORADO SPRINGS	CO
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11237	KKFM	-	COLORADO	CO

II SPRINGS II				
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11229	KKMG	-	PUEBLO	CO
Facility ID Number	Call Sign	or Construction Pennit File Number	City	State
62038	KKPK	-	COLORADO SPRINGS	CO
Facility ID Number	Call Sign	or Construction Pennit File Number	City	State
35869	KVOR		COLORADO SPRINGS	CO
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
60251	WMOS	-	STONINGTON	CT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
10455	WQGN-FM		GROTON	CT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
10454	WXML	-	GROTON	CT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
1105	KBGG	-	DES MO	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
65	KGGO	-	DES MOINES	IA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
12966	KHKI	-	DES MOINES	IA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
22882	KJJY	-	WEST DES MOINES	IA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
130116	JKWQW	-	BOONE	IA

Facility ID Number	Call Sign	or Construction Permit File Number		
1151211	KBOI	-		
Facility ID Number	Call Sign	or Construction Permit File Number		
70626	-1zN	-		
Facility ID Number	Call Sign	or Construction Permit File Number		
51212	L	-		
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
51217	KQFC	-	BOISE	ID
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
16854	KTIK	-	NAMPA	UT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
39609	KTIK-FNI	-	NEW PLYMOUTH	ID
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
43435	WLTJ	-	NEW CASTLE	IN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
74092	WVLDH-FM	-	NEW CASTLE	IN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
60133	WKI	-	KOKOMO	IN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
7	KKND	-	ESSE	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
58395	KMEZ	-	PORT SULPHUR	LA



Facility ID Number	Call Sign	or Construction Permit File Number	City	State
15801	KNEK		WASHINGTON	LA
Facility ID Number	Coconstruction PennitFile Numbe<		City	State
16370	-		WASHINGTON	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11607	KQXL-FM	-	NEW ROADS	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
36227	KRRQ	-	LAFAYETTE	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	
41057	KSMB		LAFAYETTE	A
Facility ID Number	Call Sign	or Construction Permit File Number	City	
16350	IKXKC	-	NEW IBERIA	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
61271	WCDV	-	LA MUQND	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
117	WRKN	-	LAPLACE	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
58931	WEMX	-	KENTWOOD	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
61275	WIBR	-	BATON ROUGE	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
606	WXOK	-	PORT ALLEN	LA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

10452	WBSM	-	NEW BEDFORD	MA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
10453	HIN	-	FAIRHAVEN	MA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
36545	Wfil	-	SPRINGFIELD	MA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
36543	WMAS-Rvt	-	SPRINGFIELD	MA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
5023	C-	-	WEBSTER	MA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
18310	WWFX	-	SOUTHBRIDGE	MA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
43557	WXLO	-	FITCHBURG	MA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
8	WBLM	-	PORTLAND	ME
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
22184	WBPW	-	LEWIS	ME
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
22880	WCYY	-	BIDDEFORD	ME
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
52608	WEBB	-	WATERVILLE	ME
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
3134	WJBQ	-	PORTLAND	ME

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
52605	WMME-FM	-	AUGUSTA	ME
41007	WOZI	-	PRESQUE ISLE	ME
9422	WQHR	-	PRESQUE ISLE	ME
4380	WSHK	-	KITTERY	ME
52607	WTVL	-	WATERVILLE	ME
24639	WBBL-FM	-	GREENVILLE	MI
53960	WWSN	-	WHITEHALL	MI
21730	WFBE	-	FLINT	MI
37460	WFMK	-	EAST LANSING	MI
37458	WHNN	-	BAY CITY	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

Number	or Construction Permit File Number			
71090	WHTS	COOPERSVILLE		MI
<div> <div>tylID</div> <div>Number</div> <div>Call Sign</div> <div>or Construction Permit File Number</div> <div>re</div> </div>				
	WILZ			
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
22675	WIOG		BAY CITY	MI
<div> <div>gtylID</div> <div>Number</div> <div>Call Sign</div> <div>or Construction Permit File Number</div> <div>City</div> <div>State</div> </div>				
06	WITL-FM		LANSING	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
17382	WJIM		LANSING	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
117386	WJTh1-FM		LANSING	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
41679	WJRW		GRAND RAPIDS	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
117386	WKLQ		WHITEHALL	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
1172924	WKQZ		MIDLAND	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
41680	WLAV-FM		GRAND RAPIDS	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
89477	AW		NEWAYGO	MI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

5396 IWLCS 11- INORTH MUSKEGON IIMI				
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
41678	WTNR	-	HOU,AND	MI
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
15768	WTRX	-	FLINT	MI
Facility ID Number	Call Sign	OR Construction Permit File Number	City	EJ
24638	WVFN	-	EAST LANSING	MI
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
73994	WVIB	-	HOLTON	MI
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
24641	WMMQ	-	EAST LANSING	MI
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
27951	WMTI	-	PICAYUNE	MS
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
7075	WRBO	-	COMO	MS
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
67675	W285DG	-	BOONE	NC
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
22889	W250AB	-	MANCHESTER	NH
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State
49687	WHOM	-	MOUNT WASHINGTON	NH
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State

22887	IlwoKQ	-	IIDOVER	INH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
1	WPKQ	-	NORTH CONWAY	NH
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
12155	WSAK	-	ON	NU
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
55052	KDRF	-	ALBUQUERQUE	NM
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11251	KKOB	-	ALBUQUERQUE	NM
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11250	KKOB-FM	-	ALBUQUERQUE	NM
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11231	KMGA	-	ALBUQUERQUE	NM
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
68608	KNML	-	ALBUQUERQUE	NM
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
12584	T	-	ALBUQUERQUE	NM
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
48604	IKTBL	-	LOS RANCHOS	NM
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
67817	K272DA	-	STATELINE, ETC.	NV
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11245	KBUL-FM	-	CARSON	NV

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
11236		-		NY
11244	KNEV			NY
7920			HAMTON	NY
52606	WAQX-FM	-	MANLIUS	NY
53967	WBBF	-	BUFFALO	NY
56103	WEDG	-	BUFFALO	NY
56102	WGRF	-	BUFFALO	NY
7822	WHLD	-	NIAGARA FALLS	NY
53968	WHTT-FM	-	BUFFALO	NY
72373	K	-	BINGHAMTON	NY
58719	WXTL	-	SYRACUSE	NY

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
	WNBF	-	BING	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
10515	WSKO	-	SYRACUSE	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
50514	WNTQ	-	SYRACUSE	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
7663	WWYL	-	HENANGO BRIDGE	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
7996	WELJ	-	MONTAUK	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
1	WYOS	-	BINGHAMTON	NY
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
8797	-Thi	-	OKLAHOMA CITY	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
6509	IKKWD	-	BETHANY	OK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
8798	KYIS	-	OKLAHOMA CITY	OK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
23418	WKY	-	OKLAHOMA CITY	OK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
22190	WWLS	-	MOORE	OK



Facility ID Number	Call Sign	or Construction Permit File Number	City	State
37435	WWLS-FM	-	THE VILLAGE	OK
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
39873	53AC	-	READING	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
70504	WARM	-	SC	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
435" 1	Wt1H11	-	OLYPHANT	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
20465	WBHT	-	MOUNTAIN TOP	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
133	IWBSX	-	HAZLETON	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
74557	WCAT-FM	-	CARLISLE	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
36997	WCTO	-	EASTON	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
55307	WIOV	-	READING	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
55308	WIOV-FM	-	EPHRATA	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
55309	WIOV-FM	-	ING	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
43969	WSJR	-	DALLAS	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
32984	WXKC	-	ERIE	DA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
72892	WXTA		EDINBORO	PA
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
4376	WEAN-FM	-	WAKEFIELD-PEACEDALE	RI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
64843	0	-	PROVIDENCE	RI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
64841	WPRO-FM	-	PROVIDENCE	RI

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
64840	WPRV		PROVIDENCE	RI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
65198	WWKX		WOONSOCKET	RI
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54793	WISW	-	COLUMBIA	SC
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
60039	WIWF	-	CHARLESTON	SC
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54794	IIWLXC	-	COLUMBIA	SC
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
38900	WNKT	-	EASTOVER	SC
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
37200	WOMG	-	LEXIN	SC
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
72378	WSSX-FM	-	CHARLESTON	SC
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54791	WTCB	-	ORANGEBURG	SC
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
376	WTMA		CHARLESTON	SC
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
61278	WWWZ	-	SUMMERVILLE	SC

Facility ID Number	Call Sign	or Construction Permit File Number	City	State
16893	WGFX		GALLATIN	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35009	WGKX		MEMPHIS	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
67671	WGOX		KINGSPORT	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
154526	WGOW	-	CHATTANOOGA	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53956	WGOW-FM		ISODDY-DAISY	ITN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
16890	WIVK-FM		KNOXVILLE	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
67672	WJCW		OHNSONITY	ITN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
16896	WKDF		NASHVILLE	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
33671			MUNFORD	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
67674	WKOS		KINGSPORT	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
16894	WNML		KNOXVILLE	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

7998	JTWNM-FM	-	IIFRIENDSVILLE!TN	
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
184UJ		-		
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54527	WOGT	-	EASTRIDGE	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
10457	WOKI	-	OL SP	u.
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
67673	WQUT	-	JOHNSON CITY	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
54525	WSKZ	-	CHATTANOOGA	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
35399	WXXM	-	MILLINGTON	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
29513	WXSM	-	BLOUNTVILLE	TN
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53499	IK237AL	-	PARK CITY, ETC.	UT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
8	K284AJ	-	HEBER CITY	UT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State
53497	KBEE	-	SALT LAKE CITY	UT
Facility ID Number	Call Sign	or Construction Permit File Number	City	State

Number	Call Sign	OR Construction Permit File Number	City	State	
110779	KBER	-	OGDEN	UT	
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State	
2444	KENZ	-	OGDEN	UT	
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State	
6545	KFNZ	-	SALT LAKE CITY	UT	
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State	
6545	KHTB	-	PROVO	UT	
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State	
58303	KJQS	-	MURRAY	UT	
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State	
11232	KKAT	-	SALT LAKE CITY	UT	
Facility ID Number	Call Sign	OR Construction Permit File Number	City	State	
11238	KUBL-FM	-	SALT LAKE CITY	UT	
<b>Agreements to Transfer Control of Station.</b> Licensee/permittee certifies that: <ul style="list-style-type: none"> <li>a. it has placed in its public inspection file(s) and submitted an exhibit to this item copies of all agreements to transfer control of the station(s);</li> <li>b. these documents embody the complete and final understanding between transferor(s) and transferee(s); and</li> <li>c. these agreements comply fully with the Commission's rules and policies.</li> </ul> <b>Exhibit Required</b>					<b>C</b> Yes <b>@</b> No  See Explanation in [Exhibit 7]
<b>Other Authorizations.</b> List call signs, locations and facility identifiers of all other broadcast stations in which licensee/permittee or any party to the application has an attributable interest.					rN/A  [Exhibit 8]
Character Issues. Licensee/permittee certifies that neither licensee/permittee nor any party to the application has or has had any interest in, or connection with: <ul style="list-style-type: none"> <li>a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or</li> <li>b. any pending broadcast application in which character issues have been raised.</li> </ul>					Yes (" No  See Explanation in [Exhibit 9]
<b>Adverse Findings.</b> Licensee/permittee certifies that, with respect to the licensee/permittee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under					<b>Co</b> Yes <b>r</b> No  See Explanation in

<div style="writing-mode: vertical-rl; transform: rotate(180deg);"> <b>Local Public Notice.</b> Licensee/permittee certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580. </div>	the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.	[Exhibit 10]
	8. <b>Auction Authorization.</b> Licensee/permittee certifies that more than five years have passed since the issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.	<b>r; Yes (" No</b> <b>C" Yes C" No</b> <b>r; N/A</b>  See Explanation in [Exhibit 11]
	<b>Anti-Drug Abuse Act Certification.</b> Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	<b>r; Yes r No</b>
	<b>Anti-Discrimination Certification.</b> Licensee/permittee certifies that neither licensee/permittee nor any party to the application have violated the Commission's prohibition against discrimination on the basis of race, color, religion, national origin or sex in the sale of commercially operated AM, FM, TV, Class A TV or international broadcast stations.	<b>r; Yes (" No</b> <b>C" N/A</b> See Explanation in [Exhibit 12]

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing DITH A. ELLIS	Typed or Printed Title of Person Signing COO
<u>Signature</u>	<u>Date</u> —

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

#### Section IV - Transferee(s)

	<b>Certification.</b> Transferee(s) certify that it (they) have answered each question in this application based on its (their) review of the application instructions and worksheets. Transferee(s) further certify that where it (they) have made an affirmative certification below, this certification constitutes its (their) representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.	<b>r; Yes C No</b>
-	Legal Name of the Transferee(s) SHAREHOLDERS OF CUMULUS MEDIA INC.  Mailing Address 3280 PEACHTREE ROAD, NW SUITE 2300  City ATLANTA State or Country (if foreign address) GA Zip Code 0305 -  Telephone Number (include area code) 4049490700 E-Mail Address (if available)	
3.	Contact Representative (if other than transferee) LEWIS J. PAPER, ESQ. Firm or Company Name DICKSTEIN SHAPIRO LLP Mailing Address 1825 EYE STREET, NW  City State or Country (if foreign address) Zip Code	

WASHINGTON		DC	120006 - 5403
Telephone Number (include area code) 2024202265		E-Mail Address (if available) PAPERL@DICKSTEINSHAPIRO.COM	
[If more than one transferee, submit the information requested in questions 2 and 3 for each transferee.			[Exhibit 13]
4. <b>Nature of Applicant.</b> Each transferee is:			
<input checked="" type="checkbox"/> an individual <input type="checkbox"/> a general partnership <input type="checkbox"/> a for-profit corporation <input type="checkbox"/> a limited partnership <input type="checkbox"/> a not-for-profit corporation <input type="checkbox"/> a limited liability company (LLC/LC) <input type="checkbox"/> other			
- If "other", describe nature of transferee in an Exhibit.			[Exhibit 14]
<b>Agreements to Transfer Control of Station.</b> Transferee certifies that: a. the written agreements in the licensee/permittee's public inspection file and submitted to the Commission embody the complete and final agreement to transfer control of the station(s) specified in Section III, question 2; and b. these agreements comply fully with the Commission's rules and policies.			( ) Yes <input checked="" type="checkbox"/> No [Exhibit 15]
<b>Parties to the Application.</b> a. List each transferee, and, if other than a natural person, its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. If a corporation or partnership holds an attributable interest in any transferee, list separately its officers, directors, stockholders with attributable interests, non-insulated partners and/or members. Create a separate row for each individual or entity. Attach additional pages if necessary.  (1) Name and address of the transferee and each party to the application holding an attributable interest (if other than individual also show name, address and citizenship of natural person authorized to vote the stock or holding the attributable interest). List the transferee first, officers next, then directors and, thereafter, remaining stockholders and other entities with attributable interests, and partners. (2) Citizenship. (3) Positional Interest: Officer, director, general partner, limited partner, LLC member, investor/creditor attributable under the Commission's <b>equity/debt plus</b> standard, etc. (4) Percentage of votes. (5) Percentage of total assets (equity plus debt).  [Enter Parties/Owners Information]			
b. Applicant certifies that equity interests not set forth above are non-attributable.			
			<input checked="" type="checkbox"/> Yes ( ) No  ( ) N/A  See Explanation in [Exhibit 17]
<b>Other Authorizations.</b> List call signs, locations, and facility identifiers of all other broadcast stations in which transferee or any party to the application has an attributable interest.			<input type="checkbox"/> N/A [Exhibit 18]
8. <b>Multi-Entity Ownership.</b>			
a. Is the transferee or any party to the application the holder of an attributable radio joint sales agreement or an attributable radio or television time brokerage agreement for the subject station(s) or any other stations in the same market as the station(s) subject to this application?  If "Yes," radio applicants must submit as an Exhibit a copy of each such agreement for radio stations.			<input checked="" type="checkbox"/> Yes; <input type="checkbox"/> No [Exhibit 19]



<p>b. Transferee certifies that the proposed transfer complies with the Commission's multiple ownership rules and cross-ownership rules.</p> <p><b>AM and/or FM Radio Applicants only:</b> If "Yes," submit an Exhibit providing information regarding the market, broadcast station(s), and other information necessary to demonstrate compliance with 47 C.F.R. § 73.3555(a).</p> <p><b>All Applicants:</b> If "No," submit as an Exhibit a detailed explanation in support of an exemption from, or waiver of, 47 C.F.R. § 73.3555.</p>	<p><b>C- Yes ( ) No ( )</b></p> <p>[Exhibit 20]</p>
<p>c. Transferee certifies that the proposed transfer:</p> <ol style="list-style-type: none"> <li>1. does not present an issue under the Commission's policies relating to media interests of immediate family members;</li> <li>2. complies with the Commission's policies relating to future ownership interests; and</li> <li>3. complies with the Commission's restrictions relating to the insulation and nonparticipation of non-party investors and creditors.</li> </ol>	<p><b>F- Yes ( ) No ( )</b></p> <p>See Explanation in [Exhibit 21]</p>
<p>d. Does the Transferee claim status as an "eligible entity," that is, an entity that qualifies as a small business under the Small Business Administration's size standards for its industry grouping (as set forth in 13 C.F.R § 121-201), and holds (1) 30 percent or more of the stock or partnership interests and more than 50 percent of the voting power of the corporation or partnership that will own the media outlet; or (2) 15 percent or more of the stock or partnership interests and more than 50 percent of the voting power of the corporation or partnership that will own the media outlet, provided that no other person or entity owns or controls more than 25 percent of the outstanding stock or partnership interests; or (3) more than 50 percent of the voting power of the corporation that will own the media outlet (if such corporation is a publicly traded company)?</p> <p><b>All applicants:</b> If "Yes," submit as an Exhibit a detailed showing demonstrating proof of status as an eligible entity.</p>	<p><b>F- Yes ( ) No ( )</b></p> <p>See Explanation in [Exhibit 22]</p>
<p><b>e. Does this transfer, in whole or in part, constitute a divestiture of the station(s)?</b></p> <p><b>All applicants:</b> If "Yes", applicant certifies that it will come in compliance by divesting the necessary station(s) within 12 months of the consummation of this transaction to:</p>	<p><b>F- Yes ( ) No ( )</b></p>
<p>A. An Eligible Entity (as defined in Item 8d, above).</p>	<p><b>F- Yes ( ) No ( )</b></p>
<p>B. An Irrevocable Trust that will transfer the station(s) to an Eligible Entity.</p>	<p><b>F- Yes ( ) No ( )</b></p>
<p><b>All applicants:</b> If "Yes" to Item Se A or B: Submit as an Exhibit a copy of the form of irrevocable trust agreement providing for the transfer of the station(s) to an Eligible Entity.</p>	<p>See Explanation in [Exhibit 23]</p>
<p><b>Character Issues.</b> Transferee certifies that neither transferee nor any party to the application has or has had any interest in, or connection with:</p> <ol style="list-style-type: none"> <li>a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or</li> <li>b. any pending broadcast application in which character issues have been raised.</li> </ol>	<p><b>F- Yes ( ) No ( )</b></p> <p>See Explanation in [Exhibit 24]</p>
<p><b>Adverse Findings.</b> Transferee certifies that, with respect to the transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.</p>	<p><b>F- Yes ( ) No ( )</b></p> <p>See Explanation in [Exhibit 25]</p>
<p><b>Alien Ownership and Control.</b> Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.</p>	<p><b>F- Yes ( ) No ( )</b></p> <p>See Explanation in [Exhibit 26]</p>
<p><b>Financial Qualifications.</b> Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.</p>	<p><b>F- Yes ( ) No ( )</b></p> <p>See Explanation in [Exhibit 27]</p>

LJ		[Exhibit 27]
	<b>Program Service Certification.</b> Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.	<b>f.</b> Yes (" No
14.	<b>Auction Authorization.</b> Transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.	<b>C</b> Yes (" No  <b>r. N/A</b>  See Explanation in [Exhibit 28]
D	<b>Anti-Drug Abuse Act Certification.</b> Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	<b>r.</b> Yes (' No
EEO	<b>Does the applicant propose to employ five or more full-time employees?</b>  If the answer is Yes, the applicant must include an EEO program called for in the separate Model EEO Program Report ( FCC Form 396-A)	<b>r.</b> Yes <b>C</b> No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

Typed or Printed Name of Person Signing EVELYN C. PELLICONE	Typed or Printed Title of Person Signing CFO -- CRESTVIEW RADIO INVESTORS, LLC & CRESTVIEW, LLC
Signature _____, 1 /2011	

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

## Exhibits

### Exhibit I

**Description:** PURPOSE OF AMENDMENT

SECTION IV, QUESTION 5, OF THIS APPLICATION IS BEING AMENDED TO PROVIDE REVISED PROFORMAS IN ATTACHMENT A TO EXHIBIT 15. THOSE PROFORMAS REFLECT THE DISTRIBUTION OF THE COMMON STOCK OF CUMULUS MEDIA INC. UPON CONSUMMATION OF THE PROPOSED MERGER. SECTION IV, QUESTION 6(A), OF THE APPLICATION IS ALSO BEING AMENDED TO UPDATE THE OWNERSHIP INFORMATION IN EXHIBIT 16. THE OTHER PORTIONS OF THE APPLICATION REMAIN UNCHANGED.

### Attachment 1

### Exhibit 6

**Description:** DESCRIPTION OF PROPOSED TRANSACTION

### Attachment 6

Description
Description of Proposed Transaction

**Attachment 7**

Description
AGREEMENTS FOR TRANSFER OF CONTROL

**Attachment 8**

Description
OTHER AUTHORIZATIONS

**Attachment 15**

Description
Exhibit 15 – Summary of Transaction (revised)
Exhibit 15A – Agreements (revised)
Agreement and Plan of Merger
Amended and Restated Investment Agreement
Exhibit A – Class B Warrant Term Sheet
Exhibit B – Class A Warrant Term Sheet
Exhibit G – Shareholder Rights Plan Term Sheet
Exhibit I – Parent Series C Convertible Preferred Stock Terms
Exhibit J – Letter Agreement
Exhibit 15B – Renewal Applications
Exhibit 15C – Request for “Permit-But-Disclose” Status

**Attachment 16**

Description
Exhibit 16 – Parties to the Application (revised)

**Attachment 18**

Description
Exhibit 18 – Other Authorizations (revised)

**Attachment 20**

Description
Exhibit 20 – Compliance with Local Radio Ownership Rules
Exhibit 20 – Attachment A: Arbitron Metro Analyses

Exhibit 20 – Attachment B: Contour Overlap Analysis – Boise, ID; Little Rock, AR (revised); Memphis, TN; Oklahoma City, OK; Reno, NV
Exhibit 20 – Attachment B: Contour Overlap Analysis – Des Moines, IA; Indianapolis, IN
Exhibit 20 – Attachment B: Contour Overlap Analysis – Columbia, SC; Knoxville, TN; New Orleans, LA; Birmingham, Tuscaloosa, et al., AL (revised)
Exhibit 20 – Attachment B: Contour Overlap Analysis – Detroit, MI; Grand Rapids, MI; Springfield, MA
Exhibit 20 – Attachment B: Contour Overlap Analysis – New York, NY; Portland, ME; Presque Isle, ME

### Summary of Transaction

As stated in Exhibit 6 to this application, subject to the terms of the Agreement and Plan of Merger ("Merger Agreement"), each holder of Citadel Class A Common Stock or Citadel Class B Common Stock will have the right to receive (1) \$37.00 in cash, (2) 8.525 shares of CMI Class A Common Stock (which has voting rights), or (3) a combination of cash and CMI Class A Common Stock. Holders of Citadel warrants may elect prior to closing to have their warrants become exercisable for either cash, CMI Class A Common Stock, or a combination of cash and CMI Class A Common Stock. If no election is made, all Citadel warrants will be converted as of the closing into the right to receive cash, CMI Class A Common Stock, or a combination of cash and CMI Class A Common Stock in accordance with the provisions applicable to holders of Citadel Class A Common Stock and Citadel Class B Common Stock. The right of Citadel stockholders and warrant holders to receive cash and/or CMI Class A Common Stock is subject to certain caps in the Merger Agreement on the amount of CMI Class A Common Stock and cash that can be distributed. Those caps preclude any definitive determination prior to closing with respect to a precise distribution of cash and CMI Class A Common Stock to Citadel stockholders. Appended hereto as Attachment A are *pro forma* depictions which reflect the range of CMI Class A Common Stock that can be given to Citadel stockholders and warrant holders.<sup>1</sup>

In addition to the holders of Citadel Common Stock and Citadel warrants, shares of CMI Class A Common Stock will be distributed to the following new investors: (1) Crestview Radio Investors, LLC ("Crestview") based upon its investment of between \$225 million and \$250 million; (2) MIHI LLC will acquire warrants for CMI Class B Common Stock or Preferred Stock (neither of which has voting rights) in exchange for \$80 million and be entitled to syndicate to third parties (the "Macquarie Investors") up to \$45 million of CMI Class A Common Stock, and (3) UBS Securities LLC will be entitled to syndicate to third parties (the "UBS Investors") up to \$125 million of CMI Class A Common Stock.<sup>2</sup> In no event will any

---

<sup>1</sup> Based on the post-consummation ownership report Citadel filed July 6, 2010, there are no Citadel stockholders who hold more than 4.99% of Citadel's Class A Common Stock. The respective ownership percentages of CMI Class A Common Stock will be less, and, thus, there is no reasonable expectation that any holder of Citadel voting stock will hold more than 4.99% of CMI's Class A Voting Stock. Under the Merger Agreement, holders of Citadel's non-voting Class B Common Stock (as well as holders of warrants for Citadel's non-voting Class B Common Stock) can elect to acquire CMI's Class A Common Stock. It is impossible to determine now whether the holders of Class B Common Stock or holders of warrants for Class B Common Stock will elect to acquire shares of CMI Class A Common Stock that would exceed 4.99% in any one instance. In any event, the Merger Agreement entitles CMI to limit or withhold the distribution of Class A Common Stock if it would place CMI or any stockholder in violation of any Commission rule or policy.

<sup>2</sup> Macquarie cannot acquire CMI Class A or Class B Common Stock in its own name; it can only acquire warrants for non-voting Class B Common Stock or non-voting Preferred Stock. UBS Securities LLC can only acquire warrants for Class B Common Stock in its own name.

Macquarie Investor or UBS Investor be allowed to receive more than 4.99% of CMI Class A Common Stock.<sup>3</sup> The precise amount of CMI Class A Common Stock to be distributed to Crestview, the Macquarie Investors, and the UBS Investors will not be known until sometime shortly before consummation of the proposed merger. The range of the CMI Class A Common Stock that can be distributed to the new investors is reflected in Attachment A hereto.<sup>4</sup>

As demonstrated in Attachment A, there will be a transfer of control of CMI regardless of the number of shares of CMI Class A Common Stock ultimately issued to the new investors because, after consummation of the Merger Agreement, the current holders of CMI Class A Common Stock and Class C Common Stock will control less than 50% of the CMI voting stock. The former holders of Citadel Common Stock and Citadel warrants, Crestview, the Macquarie Investors, and the UBS Investors collectively will hold a sufficient number of Class A Common Stock to control more than 50% of the voting securities of CMI (even after accounting for CMI Class C Common Stock).

---

<sup>3</sup> Parties who are non-resident aliens will only be entitled to acquire warrants for CMI Class A or Class B Common Stock.

<sup>4</sup> Attachment A also reflects the CMI Class A Common Stock that will be distributed prior to closing to Blackstone FC Communications Partners, L.P., Blackstone Communications, FCC L.L.C., Blackstone FC Capital Partners IV L.P., Blackstone FC Capital Partners IV-A L.P., Blackstone Family FCC L.L.C., and Blackstone Participation FCC L.L.C. in conjunction with the consummation of the transfer of control of Cumulus Media Partners, LLC.

## **Attachment A**

# Pro Forma Ownership: Max Cash - \$30.00 / \$7.00

For illustrative purposes only. Actual distribution of shares and warrants will depend on individual shareholder cash/stock elections and elections regarding form of economic stake.

Shareholder	Class A <sup>1</sup>			Class B <sup>2</sup>			Class C <sup>3</sup>			Class D <sup>4</sup>			Warrants			Total Aggregate Shares	Economic Interest	Voting Interest
	Shares	% of Shares Outstanding	% of Shares Outstanding	Shares	% of Shares Outstanding	% of Shares Outstanding	Shares	% of Shares Outstanding	% of Shares Outstanding	Shares	% of Shares Outstanding	% of Shares Outstanding	Shares	% of Shares Outstanding	% of Shares Outstanding			
<b>CMI:</b>																		
Dickey Family	14,611,774	6.8%	--	--	644,871	100.0%	--	--	--	--	--	--	--	--	--	15,256,645	6.4%	9.4%
Bank of America <sup>5</sup>	1,671,043	0.8%	100.0%	--	--	--	--	--	--	--	--	--	--	--	--	7,480,234	3.1%	0.7%
All Others	18,026,854	8.3%	--	--	--	--	--	--	--	--	--	--	--	--	--	18,026,854	7.6%	8.1%
Total CMI Undiluted Shares	34,309,671	15.9%	100.0%	644,871	100.0%	100.0%	--	--	--	--	--	--	--	--	--	40,763,733	17.1%	18.3%
Dilutive Shares (Options and Warrants) <sup>6</sup>	863,076	0.4%	--	--	--	--	--	--	--	--	--	--	--	--	--	863,076	0.4%	0.4%
<b>FD CMI Shares Outstanding</b>	<b>35,172,747</b>	<b>16.3%</b>	<b>100.0%</b>	<b>644,871</b>	<b>100.0%</b>	<b>100.0%</b>	--	--	--	--	--	--	--	--	--	<b>41,626,809</b>	<b>17.5%</b>	<b>18.7%</b>
<b>CMP:</b>																		
Blackstone <sup>7</sup>	3,315,238	1.5%	--	--	--	--	--	--	--	--	--	--	--	--	--	3,315,238	1.4%	1.5%
Bain Capital <sup>8</sup>	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	3,315,238	1.4%	--
Thomas H Lee Partners <sup>9</sup>	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	3,315,238	1.4%	--
Dickey Family <sup>9</sup>	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	3,315,238	1.4%	--
Warrant Holders	--	--	--	--	--	--	--	--	--	892,470	10.8%	--	--	--	--	892,470	0.4%	--
<b>Total CMP Shares</b>	<b>3,315,238</b>	<b>1.5%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>6,630,476</b>	<b>100.0%</b>	<b>100.0%</b>	<b>8,267,968</b>	<b>100.0%</b>	<b>100.0%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>7,375,498</b>	<b>3.1%</b>	<b>--</b>
<b>CDL:</b>																		
Class A	8,078,521	3.7%	--	--	--	--	--	--	--	--	--	--	--	--	--	8,078,521	3.4%	3.6%
Class B	32,565,732	15.0%	--	--	--	--	--	--	--	--	--	--	--	--	--	32,565,732	13.7%	14.6%
Special Warrants	42,058,342	19.4%	--	--	--	--	--	--	--	--	--	--	--	--	--	42,058,342	17.7%	18.9%
Equity Held in Reserve	832,257	0.4%	--	--	--	--	--	--	--	--	--	--	--	--	--	832,257	0.4%	0.4%
Restricted Shares	2,374,552	1.1%	--	--	--	--	--	--	--	--	--	--	--	--	--	2,374,552	1.0%	1.1%
Options	5,630,996	2.6%	--	--	--	--	--	--	--	--	--	--	--	--	--	5,630,996	2.4%	2.5%
<b>Total CDL Shares</b>	<b>91,540,400</b>	<b>42.3%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>91,540,400</b>	<b>38.5%</b>	<b>41.1%</b>
<b>Crestview</b>	<b>57,603,687</b>	<b>26.6%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>57,603,687</b>	<b>24.2%</b>	<b>25.8%</b>
<b>Macquarie/Syndicatees<sup>10</sup></b>	<b>28,801,843</b>	<b>13.3%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>28,801,843</b>	<b>12.1%</b>	<b>12.9%</b>
<b>UBS/Syndicatees<sup>11</sup></b>	<b>216,433,915</b>	<b>100.0%</b>	<b>100.0%</b>	<b>5,809,191</b>	<b>100.0%</b>	<b>100.0%</b>	<b>6,630,476</b>	<b>100.0%</b>	<b>100.0%</b>	<b>8,267,968</b>	<b>100.0%</b>	<b>100.0%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>237,786,421</b>	<b>100.0%</b>	<b>100.0%</b>
<b>PF Total Shares Outstanding</b>	<b>216,433,915</b>	<b>100.0%</b>	<b>100.0%</b>	<b>5,809,191</b>	<b>100.0%</b>	<b>100.0%</b>	<b>6,630,476</b>	<b>100.0%</b>	<b>100.0%</b>	<b>8,267,968</b>	<b>100.0%</b>	<b>100.0%</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>237,786,421</b>	<b>100.0%</b>	<b>100.0%</b>

Source: Company Management

Notes:

- Entitled to one vote per share
- Not entitled to vote, convertible at any time at the option of the holder into Class A Common Stock or Class C Common Stock on a share-for-share basis
- Entitled to ten votes per share
- New class of non-voting shares issued as part of CMP acquisition
- Shares are held by both BA Capital Company, LP and Banc of America Capital Investors SBIC, L.P.
- Dilutive shares calculation uses the treasury method based on closing price on 6/20/11 of \$3.40
- Distribution of CMI Class A Common Stock in exchange for voting membership interest in CMP
- Class D shares will be converted to Class B shares upon consummation of the merger
- Distribution of CMI Class A Common Stock to acquire shares of CMP Surquehanna Radio Holdings Corp., an operating subsidiary of CMP
- Assumes \$125mm of investment in Max Cash scenario is in preferreds and is not reflected in the total shares, figures assume all syndication will be made to U.S. citizens, the Class A Common Stock syndicated to third party (U.S. citizens) may be less than the number reflected in the chart, in no event will any third party (U.S. citizens) in the syndication pool receive stock that would exceed 4.99% of the Class A Common Stock of CMI
- UBS will syndicate all of its portion to U.S. citizens or non-U.S. citizens (who will only receive warrants for Class B non-voting stock), figures assume all syndication will be made to U.S. citizens, in no event will any third party in the syndication pool receive stock that would exceed 4.99% of the Class A Common Stock of CMI



**Parties to the Application**

This application seeks Commission consent to transfer control of Citadel Broadcasting Corporation ("Citadel") and its indirect subsidiary ("Licensee") pursuant to the Agreement and Plan of Merger ("Merger Agreement"), dated March 9, 2011, by and among Citadel, Cumulus Media Inc. ("CMI"), Cumulus Media Holdings Inc. (a CMI subsidiary), and Cadet Merger Corporation (another CMI subsidiary). A detailed description of the proposed transaction is contained in Exhibit 6 to this application. That exhibit includes charts reflecting an overview of the proposed merger. Exhibit 15 to this application identifies the new CMI shareholders (who are the proposed transferees).

Licensee holds licenses issued by the Commission for the radio stations identified in this application. The following individuals will serve as officers of Licensee upon consummation of the proposed merger: Lewis W. Dickey, Jr., CEO and President; John W. Dickey, Executive Vice President; Jonathan G. Pinch, Executive Vice President and COO; Richard S. Denning, Senior Vice President, General Counsel, and Secretary; and Joseph P. Hannan, Senior Vice President, CFO, and Treasurer. Lewis W. Dickey, Jr. will serve as the sole director of Licensee.

# Pro Forma Ownership: Max Equity - \$23.00 / \$14.00

For illustrative purposes only. Actual distribution of shares and warrants will depend on individual shareholder cash/stock elections and elections regarding form of economic stake.

Shareholder	Class A <sup>1</sup>		Class B <sup>2</sup>		Class C <sup>3</sup>		Class D <sup>4</sup>		Warrants		Total Aggregate Shares	Economic Interest	Voting Interest
	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding			
<b>CMI:</b>													
Dickey Family	14,611,774	4.9%	--	--	644,871	100.0%	--	--	--	--	15,256,645	4.8%	7.0%
Bank of America <sup>5</sup>	1,671,043	0.6%	5,809,191	100.0%	--	--	--	--	--	--	7,480,234	2.4%	0.6%
All Others	18,026,854	6.1%	--	--	--	--	--	--	--	--	18,026,854	5.7%	6.0%
Total CMI Unaffiliated Shares	34,309,671	11.6%	5,809,191	100.0%	644,871	100.0%	--	--	--	--	40,763,733	12.9%	13.5%
Dilutive Shares (Options and Warrants) <sup>6</sup>	863,076	0.3%	--	--	--	--	--	--	--	--	863,076	0.3%	0.3%
<b>FD CMI Shares Outstanding</b>	<b>35,172,747</b>	<b>11.9%</b>	<b>5,809,191</b>	<b>100.0%</b>	<b>644,871</b>	<b>100.0%</b>	--	--	--	--	<b>41,626,809</b>	<b>13.1%</b>	<b>13.8%</b>
<b>CMP:</b>													
Blackstone <sup>7</sup>	3,315,238	1.1%	--	--	--	--	--	--	--	--	3,315,238	1.0%	1.1%
Bain Capital <sup>8</sup>	--	--	--	--	--	--	3,315,238	50.0%	--	--	3,315,238	1.0%	--
Thomas H Lee Partners <sup>9</sup>	--	--	--	--	--	--	3,315,238	50.0%	--	--	3,315,238	1.0%	--
Dickey Family <sup>9</sup>	--	--	--	--	--	--	--	--	892,470	10.8%	892,470	0.3%	--
Warrant Holders	--	--	--	--	--	--	--	--	7,375,498	89.2%	7,375,498	2.3%	--
<b>Total CMP Shares</b>	<b>3,315,238</b>	<b>1.1%</b>	--	--	--	--	<b>6,630,476</b>	<b>100.0%</b>	<b>8,267,968</b>	<b>100.0%</b>	<b>18,213,682</b>	<b>5.8%</b>	<b>1.1%</b>
<b>CDL:</b>													
Class A	14,625,897	5.0%	--	--	--	--	--	--	--	--	14,625,897	4.6%	4.8%
Class B	58,959,189	20.0%	--	--	--	--	--	--	--	--	58,959,189	18.6%	19.5%
Special Warrants	76,145,249	25.8%	--	--	--	--	--	--	--	--	76,145,249	24.1%	25.2%
Equity Held in Reserve	1,506,774	0.5%	--	--	--	--	--	--	--	--	1,506,774	0.5%	0.5%
Restricted Shares	4,299,048	1.5%	--	--	--	--	--	--	--	--	4,299,048	1.4%	1.4%
Options	10,194,734	3.5%	--	--	--	--	--	--	--	--	10,194,734	3.2%	3.4%
<b>Total CDL Shares</b>	<b>165,730,892</b>	<b>58.1%</b>	--	--	--	--	--	--	--	--	<b>165,730,892</b>	<b>52.3%</b>	<b>54.9%</b>
<b>Crestview</b>													
Macquarie/Syndicatees <sup>10</sup>	51,843,318	17.6%	--	--	--	--	--	--	--	--	51,843,318	16.4%	17.2%
UBS/Syndicatees <sup>11</sup>	10,368,664	3.5%	--	--	--	--	--	--	--	--	10,368,664	3.3%	3.4%
	28,801,843	9.8%	--	--	--	--	--	--	--	--	28,801,843	9.1%	9.5%
<b>PF Total Shares Outstanding</b>	<b>295,232,701</b>	<b>100.0%</b>	<b>5,809,191</b>	<b>100.0%</b>	<b>644,871</b>	<b>100.0%</b>	<b>6,630,476</b>	<b>100.0%</b>	<b>8,267,968</b>	<b>100.0%</b>	<b>316,585,207</b>	<b>100.0%</b>	<b>100.0%</b>

Source: Company Management

Notes:

1. Entitled to one vote per share
2. Not entitled to vote; convertible at any time at the option of the holder into Class A Common Stock or Class C Common Stock on a share-for-share basis
3. Entitled to ten votes per share
4. New class of non-voting shares issued as part of CMP acquisition
5. Shares are held by both BA Capital Company, LP and Banc of America Capital Investors SBC, L.P.
6. Dilutive shares: calculation uses the treasury method based on closing price on 6/20/11 of \$3.40
7. Distribution of CMI Class A Common Stock in exchange for voting membership interest in CMP
8. Class D shares will be converted to Class B shares upon consummation of the merger
9. Distribution of CMI Class A Common Stock in exchange for warrants to acquire shares of CMP Susquehanna Radio Holdings Corp., an operating subsidiary of CMP
10. Assumes \$12.5mm of investment in Max Cash scenario is in preferreds and is not reflected in the total shares; figures assume all syndication will be made to U.S. citizens; the Class A Common Stock syndicated to third party (U.S. citizens) may be less than the number reflected in the chart; in no event will any third party (U.S. citizens) in the syndication pool receive stock that would exceed 4.99% of the Class A Common Stock of CMI
11. UBS will syndicate all of its portion to U.S. citizens or non-U.S. citizens (who will only receive warrants for Class B non-voting stock); figures assume all syndication will be made to U.S. citizens; in no event will any third party in the syndication pool receive stock that would exceed 4.99% of the Class A Common Stock of CMI

**Post-Consummation Ownership Information for Citadel Broadcasting Corporation**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Citadel Broadcasting Corporation c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S. (Delaware corporation)	---	---	---
Jeffrey Marcus Crestview Radio Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Director	0%	0%
Thomas S. Murphy, Jr. Crestview Radio Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Director	0%	0%
Lewis W. Dickey, Jr. c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Chairman, CEO, President & Director	0%	0%
John W. Dickey c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Executive Vice President & Co- COO	0%	0%
Jonathan G. Pinch c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Executive Vice President & Co- COO	0%	0%
Richard S. Denning c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Senior Vice President, General Counsel & Secretary	0%	0%

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Joseph P. Hannan c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Senior Vice President, Treasurer & CFO	0%	0%
Linda Hill c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Vice President, Controller & Chief Accounting Officer	0%	0%
Robert H. Sheridan, III 150 North College Street Suite 2500 Charlotte, NC 28202	U.S.	Director	0%	0%
David Tolley c/o The Blackstone Group 345 Park Avenue 31st Floor New York, NY 10154	U.S.	Director	0%	0%
Ralph B. Everett 1299 Pennsylvania Avenue, NW Tenth Floor Washington, DC 20004	U.S.	Director	0%	0%
Eric P. Robison c/o IdeaTrek, Inc. 1482 East Valley Road Suite 216 Montecito, CA 93108	U.S.	Director	0%	0%
Cumulus Media Holdings Inc. c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S. (Delaware corporation)	Sole Stockholder	100%	100%

**Post-Consummation Ownership Information for Cumulus Media Holdings Inc.**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Cumulus Media Holdings Inc. c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S. (Delaware corporation)	---	---	---
Jeffrey Marcus Crestview Radio Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Director	0%	0%
Thomas S. Murphy, Jr. Crestview Radio Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Director	0%	0%
Lewis W. Dickey, Jr. c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Chairman, CEO, President & Director	0%	0%
John W. Dickey c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Executive Vice President & Co- COO	0%	0%
Jonathan G. Pinch c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Executive Vice President & Co- COO	0%	0%
Richard S. Denning c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Senior Vice President, General Counsel & Secretary	0%	0%

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Joseph P. Hannan c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Senior Vice President, Treasurer & CFO	0%	0%
Linda Hill c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Vice President, Controller & Chief Accounting Officer	0%	0%
Robert H. Sheridan, III 150 North College Street Suite 2500 Charlotte, NC 28202	U.S.	Director	0%	0%
David Tolley c/o The Blackstone Group 345 Park Avenue 31st Floor New York, NY 10154	U.S.	Director	0%	0%
Ralph B. Everett 1299 Pennsylvania Avenue, NW Tenth Floor Washington, DC 20004	U.S.	Director	0%	0%
Eric P. Robison c/o IdeaTrek, Inc. 1482 East Valley Road Suite 216 Montecito, CA 93108	U.S.	Director	0%	0%
Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S. (Delaware corporation)	Sole Stockholder	100%	100%

**Post-Consummation Ownership Information for Cumulus Media Inc.<sup>1</sup>**

As explained in Exhibit 6 to this application, subject to the terms of the Merger Agreement, each holder of Citadel Class A Common Stock or Citadel Class B Common Stock will have the right to receive (1) \$37.00 in cash, (2) 8.525 shares of CMI Class A Common Stock, or (3) a combination of cash and CMI Class A Common Stock for each share of Citadel stock. Holders of warrants for Citadel Class B Common Stock may elect prior to closing to have their warrants become exercisable for either cash, CMI Class A Common Stock, or a combination of cash and CMI Class A Common Stock. If no election is made, all Citadel warrants will be converted as of the closing into the right to receive cash, CMI Class A Common Stock, or a combination of cash and CMI Class A Common Stock in accordance with the provisions applicable to holders of Citadel Class A Common Stock and Citadel Class B Common Stock. The right of Citadel stockholders and warrant holders to receive cash and/or CMI Class A Common Stock is subject to certain caps in the Merger Agreement on the number of CMI Class A Common Stock shares that can be issued and on the amount of cash that can be distributed. Those caps preclude any definitive determination prior to closing on how many shares of CMI Class A Common Stock will be distributed to Citadel stockholders and warrant holders. Appended to Exhibit 6 as Attachment B are *pro forma* depictions which reflect the range of CMI Class A Common Stock that can be given to Citadel stockholders and warrant holders.<sup>2</sup>

In addition to the holders of Citadel Common Stock and Citadel warrants, shares of CMI stock, or warrants to acquire shares of CMI stock, will be distributed to the following new investors: (1) Crestview Radio Investors, LLC ("Crestview") will acquire CMI Class A Common Stock based upon its investment of between \$225 million and \$250 million; (2) MIHI LLC ("Macquarie") will acquire warrants for CMI Class B Common Stock or Preferred Stock (neither of which has voting rights) in exchange for \$80 million and be entitled to syndicate to third parties (the "Macquarie Investors") up to \$45 million of CMI Class A Common Stock, and (3) UBS Securities LLC will be entitled to syndicate to third parties (the "UBS Investors") up to

---

<sup>1</sup> The Class A Common Stock of CMI, which includes voting rights, is publicly-traded and is held by, among others, various investment companies, insurance companies, or other institutional investors. To CMI's knowledge, all of these institutional investors hold less than 20% of CMI's Class A Common Stock, and none of them has any influence, either directly or indirectly, over the management or operation of CMI or its subsidiaries. All of the Class C Common Stock of CMI, which is not publicly traded, is held by Lewis W. Dickey, Jr. Each share of Class C Common Stock has ten (10) votes.

<sup>2</sup> To CMI's knowledge, no individual party holds more than 4.99% of Citadel Class A Common Voting Stock, and, to that extent, CMI has no basis for concluding that any existing Citadel shareholder will hold more than 4.99% of CMI Class A Common Stock upon consummation of the merger. However, under the Merger Agreement, holders of Citadel's non-voting Class B Common Stock (as well as holders of warrants for Citadel's non-voting Class B Common Stock) can elect to acquire CMI's Class A Common Stock. CMI does not have any information concerning the current holders of Citadel Class B Common Stock or parties who hold warrants for Citadel Class B Common Stock. Even if that information were known, it would be impossible to determine now whether the holders of Citadel Class B Common Stock or holders of warrants for Citadel Class B Common Stock will elect to acquire shares of CMI Class A Common Stock that would exceed 4.99% in any one instance.

\$125 million of CMI Class A Common Stock.<sup>3</sup> In no event will any Macquarie Investor or UBS Investor be allowed to receive more than 4.99% of CMI Class A Common Stock.<sup>4</sup> The precise amount of CMI Class A Common Stock to be distributed to Crestview, the Macquarie Investors, and the UBS Investors will not be known until sometime shortly before consummation of the proposed merger. The range of the CMI Class A Common Stock that can be distributed to the new investors is reflected in Attachment B to Exhibit 6.<sup>5</sup>

As demonstrated in Attachment B to Exhibit 6, there will be a transfer of control of CMI regardless of the number of shares of CMI Class A Common Stock ultimately issued to the parties identified above because, after consummation of the Merger Agreement, the current holders of CMI voting stock (Class A Common Stock and Class C Common Stock) will control less than 50% of the voting securities of CMI. The former holders of Citadel Common Stock and Citadel warrants, Crestview, the Macquarie Investors, and the UBS Investors will hold a sufficient amount of Class A Common Stock to control more than 50% of the voting securities of CMI (even after accounting for CMI Class C Common Stock).

No individual stockholder will hold 50% or more of the votes of CMI stock after closing, regardless of the elections made by the Citadel stockholders and warrant holders. Accordingly, no individual CMI stockholder will be able to dictate the election of any of the members of CMI's board of directors (the "Board") on or after closing.

The existing CMI Board consists of five (5) members. The Board has, in accordance with powers accorded it under CMI's governing documents, already increased the number of Board members to seven (7) as of the date of closing. The existing Board also has the right to fill the two (2) vacancies created by its action, and the existing Board members have already elected to fill those two (2) vacancies with Crestview representatives. Stated another way, at the closing, the CMI Board will consist of the existing five (5) Board members and the two (2) additional Crestview representatives appointed by the existing Board members.

Members and affiliates of the Dickey family, including DBBC L.L.C. (collectively, the "Dickey Family"), BA Capital Company, L.P. ("BACC") and Banc of America Capital Investors SBIC, L.P. ("BACI," and, with BACC, sometimes referred to hereinafter collectively as the

<sup>3</sup> Macquarie cannot acquire CMI Class A or Class B Common Stock in its own name; it can only acquire warrants for non-voting Class B Common Stock or non-voting Preferred Stock. UBS Securities LLC can only acquire warrants for Class B Common Stock in its own name.

<sup>4</sup> Parties who are aliens will only be entitled to acquire warrants for CMI Class A or Class B Common Stock.

<sup>5</sup> Attachment B also reflects the CMI Class A Common Stock that will be distributed prior to closing to Blackstone FC Communications Partners, L.P., Blackstone Communications, FCC L.L.C., Blackstone FC Capital Partners IV L.P., Blackstone FC Capital Partners IV-A L.P., Blackstone Family FCC L.L.C., and Blackstone Participation FCC L.L.C. (collectively, "Blackstone") in conjunction with the consummation of the transfer of control of Cumulus Media Partners, LLC ("CMP"), whereby CMP would become a wholly-owned subsidiary of CMI (the "CMP Exchange"). See Exhibit 6 to the instant application.



“BofA Entities”), and Crestview entered into a letter agreement to negotiate in good faith to enter into a Stockholders Agreement at closing with each other as well as Blackstone that will address a variety of matters, including the nomination of candidates for members of the Board who will be elected at future stockholder meetings.<sup>6</sup> The parties to the proposed Stockholders Agreement would control less than 50% of the CMI stockholder votes. Therefore, those parties will not be able to collectively dictate who will sit on CMI’s Board. Instead, it is contemplated that the Stockholders Agreement will establish a procedure for those parties to nominate a slate of director candidates to be presented at such stockholder meetings. The slate of nominees would consist of two candidates selected by Crestview and one each by the Dickey Family, Blackstone, and the BofA Entities. The other director candidates would be the current two (2) independent directors (or their successors). The right of Crestview, the Dickey Family, the BofA Entities, and Blackstone to select candidates to be on the slate of director nominees would be subject to each of them continuing to own a certain percentage of CMI Class A Common Stock, and the right of Blackstone to select a candidate to be on the slate of Board nominees would in any event terminate on the day immediately following the date of the commencement of the terms of the directors elected at the third annual CMI stockholders meeting held after January 31, 2010.

In providing information in this exhibit, it is assumed that the proposed transferees will hold the maximum number of shares of CMI Class A Common Stock that can be distributed under the Merger Agreement.

---

<sup>6</sup> See Exhibit J to Amended and Restated Investment Agreement, dated March 9, 2011, included as part of Exhibit 7 of this application. Annexed hereto is information concerning the Blackstone entity that will be a party to that Stockholders Agreement and that will control the director nomination rights to be held by Blackstone. No information is provided with respect to the BofA Entities, and, accordingly, no person nominated by the BofA entities to be a CMI director will be an employee or agent of the BofA Entities without prior notice to the Commission.

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets <sup>7</sup>
Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S. (Delaware corporation)	---	---	---
Jeffrey Marcus Crestview Radio Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Director	0%	0%
Thomas S. Murphy, Jr. Crestview Radio Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Director	0%	0%
Lewis W. Dickey, Jr. c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Chairman, CEO, President & Director	less than 5%	less than 5%
John W. Dickey c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Executive Vice President & Co- COO	less than 5%	less than 5%
Jonathan G. Pinch c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Executive Vice President & Co- COO	less than 5%	less than 5%

<sup>7</sup> Unless otherwise indicated in this exhibit, this column sets forth information with respect to equity holdings only and does not include debt. The amount of CMI's outstanding debt constantly fluctuates. No party providing debt financing to CMI (or any party under common control with a debt provider) holds an attributable interest in CMI or any party under common control with CMI. Consequently, providing information as to debt holdings would have no bearing on the identification of parties with attributable interests in CMI. To the extent such information relating to debt were included, it would merely reduce the percentages of certain parties in this column in the total enterprise value of CMI.

FCC Form 315  
Section IV, Question 6  
Exhibit 16  
July 2011

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Assets
Richard S. Denning c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Senior Vice President, Secretary & General Counsel	less than 5%	less than 5%
Joseph P. Hannan c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Senior Vice President, Treasurer & CFO	less than 5%	less than 5%
Linda Hill c/o Cumulus Media Inc. 3280 Peachtree Road, NW Suite 2300 Atlanta, GA 30305	U.S.	Vice President, Controller & Chief Accounting Officer	0%	0%
Robert H. Sheridan, III 150 North College Street Suite 2500 Charlotte, NC 28202	U.S.	Director	less than 5%	less than 5%
David Tolley c/o The Blackstone Group 345 Park Avenue 31st Floor New York, NY 10154	U.S.	Director	0%	0%
Ralph B. Everett 1299 Pennsylvania Avenue, NW Tenth Floor Washington, DC 20004	U.S.	Director	less than 5%	less than 5%
Eric P. Robison c/o IdeaTrek, Inc. 1482 East Valley Road Suite 216 Montecito, CA 93108	U.S.	Director	less than 5%	less than 5%
Crestview Radio Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	Stockholder	17.2%	16.4%

**Post-Consummation Ownership Information for  
Crestview Radio Investors, LLC<sup>8</sup>**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Crestview Radio Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	---	---	---
Crestview Partners II, L.P. c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Managing Member	100%	74.473%
Insulated Members <sup>9</sup>		Insulated Members	0%	25.527%

<sup>8</sup> The description of the ownership of Crestview set forth in this exhibit reflects a review of the Form 315 application instructions and the related worksheets.

As reflected in the ownership chart on the page following the ownership tables for Crestview, Crestview is managed by Crestview Partners II, LP, a Delaware limited partnership which, in turn, is managed by Crestview Partners II GP, LP, a Delaware limited partnership which, in turn, is managed by Crestview, LLC, a Delaware limited liability company.

The information set forth in this exhibit with respect to Crestview also reflects a review of the limited partnership agreement or operating agreement (as the case may be) of each of the foregoing entities. Except for the operating agreement of Crestview, LLC, each agreement includes provisions that fully comply with the Commission's restrictions regarding insulation of passive investors.

In addition, the ownership interests, both insulated and non-insulated, in the chain of Crestview's ownership structure have been assessed to confirm that none of those ownership interests has any bearing on the transferee's certification in this application of compliance with the alien ownership restrictions set forth in Section 310(b) of the Communications Act of 1934, as amended.

Finally, no person or entity with an attributable interest in Crestview has an attributable interest in any other radio station, television station, or daily newspaper.

<sup>9</sup> Crestview's insulated members are five investment funds, each of which is a limited partnership composed of numerous investors, including individuals, trusts, institutions and business entities.

**Post-Consummation Ownership Information for  
Crestview Partners II, L.P.**

<b>Name &amp; Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percentage of Votes</b>	<b>Percentage of Total Equity</b>
Crestview Partners II, L.P. c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	---	---	---
Crestview Partners II GP, L.P. c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	General Partner	100%	1.98%
Insulated Limited Partners <sup>10</sup>		Insulated Limited Partners	0%	98.02%

<sup>10</sup> The insulated limited partners of Crestview Partners II, L.P. are numerous investors, including individuals, trusts, institutions and business entities.

**Post-Consummation Ownership Information for  
Crestview Partners II GP, L.P.**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Crestview Partners II GP, L.P. c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	---	---	---
Crestview, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	General Partner	100%	.1% <sup>11</sup>
Volpert Investors, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Limited Partner	0%	33.76%
Murphy Investors, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Limited Partner	0%	15.43%
DeMartini Investors, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Limited Partner	0%	13.51%
RJH Investment Partners, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Limited Partner	0%	11.58%
The 2007 Delaney Family LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	Limited Partner	0%	7.23%
Marcus Family Investors, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Limited Partner	0%	5.78%
Insulated Limited Partners <sup>12</sup>		Insulated Limited Partners	0%	12.61%

<sup>11</sup> The interest of Crestview, LLC entitles it to .1% of all distributions that represent a return of capital.

<sup>12</sup> The insulated limited partners of Crestview Partners II GP, L.P. are employees of the private equity firm, Crestview Advisors, LLC dba Crestview Partners, an entity separate and apart from all the other Crestview entities identified in this exhibit which has no ownership interest in, and is not owned by, any of those other Crestview entities.

**Post-Consummation Ownership Information for Crestview, LLC**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Crestview, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	---	---	---
Barry Volpert c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	CEO	38.67%	0%
Thomas S. Murphy, Jr. c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	President	17.68%	0%
Richard M. DeMartini c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Managing Director	15.47%	0%
Robert J. Hurst c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Managing Director	13.26%	0%
Robert V. Delaney c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Managing Director	8.29%	0%
Jeffrey Marcus c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Managing Director	6.63%	0%
Evelyn C. Pellicone <sup>13</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	CFO	0%	0%

<sup>13</sup> As reflected herein, Evelyn Pellicone serves as the CFO of Crestview, LLC. Ms. Pellicone also serves as the CFO of Crestview Radio Investors, LLC, and has executed this application in that capacity as well as in her capacity as CFO of Crestview, LLC. The certification provided by Ms. Pellicone is being made to the best of her knowledge, which reflects, in part, information supplied by CMI and Citadel.

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Volpert Investors, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LP)	Member	0%	38.67%
Murphy Investors, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Member	0%	17.68%
DeMartini Investors, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Member	0%	15.47%
RJH Investment Partners, LP c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware L.P.)	Member	0%	13.26%
The 2007 Delaney Family LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	Member	0%	8.29%
J&N Ventures, Inc. c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware corporation)	Member	0%	6.63%



**Post-Consummation Ownership Information for  
Non-Insulated Limited Partners of  
Crestview Partners II GP, L.P. and/or Members of Crestview, LLC  
Volpert Investors, L.P.**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Volpert Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	General Partner	1%	1%
Barry S. Volpert <sup>14</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Limited Partner	78%	78%
Teri Coleman Volpert c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Limited Partner	1%	1%
The Volpert 2004 Family Trust <sup>15</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	Domestic Trust	Limited Partner	20%	20%

**Murphy Investors, L.P.**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Murphy Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	General Partner	1%	1%
Thomas S. Murphy, Jr. <sup>16</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Limited Partner	84%	84%
The Murphy 2000 Grantor Retained Annuity Trust, dated June 20, 2000 <sup>17</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	Domestic Trust	Limited Partner	15%	15%

<sup>14</sup> Barry S. Volpert is the sole member of Volpert Investors, LLC.

<sup>15</sup> Thomas S. Murphy, Jr. is the Trustee of the Volpert 2004 Family Trust, the beneficiaries of which are members of the family of Barry S. Volpert.

<sup>16</sup> Thomas S. Murphy, Jr. is the sole member of Murphy Investors, LLC.

**DeMartini Investors, L.P.**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
DeMartini Investors, LLC c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S. (Delaware LLC)	General Partner	1%	1%
Richard M. DeMartini <sup>18</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Limited Partner	78%	78%
The DeMartini Children Trust <sup>19</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	Domestic Trust	Limited Partner	20%	20%
Jennifer L. Brorsen c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Limited Partner	1%	1%

<sup>17</sup> Thomas S. Murphy, Jr. and his spouse, Karen Stauffer Murphy, are the Trustees of The Murphy 2000 Grantor Retained Annuity Trust, dated June 20, 2000, the beneficiaries of which are members of their family.

<sup>18</sup> Richard M. DeMartini is the sole member of DeMartini Investors, LLC.

<sup>19</sup> Jennifer Brorsen is the Trustee of the DeMartini Children Trust, the beneficiaries of which are members of the family of Richard M. DeMartini.

**RJH Investment Partners, L.P.**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Robert J. Hurst Revocable Trust <sup>20</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	Domestic Trust	General Partner	7.43%	7.43%
Robert J. Hurst 2000 Family Trust c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Limited Partner	15.97%	15.97%
Robert J. Hurst 2005 Family Trust c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	Domestic Trust	Limited Partner	75.38%	75.38%

**The 2007 Delaney Family LLC**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Robert V. Delaney c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Managing Member	70%	70%
The Matthew F. Delaney Spray Trust <sup>21</sup> c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	Domestic Trust	Member	15%	15%
The Robert C. Delaney Spray Trust c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	Domestic Trust	Member	15%	15%

<sup>20</sup> Robert J. Hurst is the Trustee of the Robert J. Hurst Revocable Trust. Soledad Hurst, the wife of Robert J. Hurst, and Steven Wisch are Trustees of the Robert J. Hurst 2000 Family Trust and the Robert J. Hurst 2005 Family Trust.

<sup>21</sup> Robert V. Delaney and Thomas S. Murphy are the Trustees of both the Matthew F. Delaney Spray Trust and the Robert C. Delaney Spray Trust, the beneficiaries of which are relatives of Robert V. Delaney.

**Marcus Family Investors, L.P.**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Marcus Family Investors, LLC c/o Deborah Streufert 7891 Vallagio Lane Englewood, CO 80112	U.S. (Delaware LLC)	General Partner	100%	1%
Jeffrey Marcus c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Limited Partner	0%	59%
The Rebecca P. Marcus 2008 Trust <sup>22</sup> c/o Deborah Streufert 7891 Vallagio Lane Englewood, CO 80112	Domestic Trust	Limited Partner	0%	20%
The David M. Marcus 2008 Trust <sup>23</sup> c/o Deborah Streufert 7891 Vallagio Lane Englewood, CO 80112	Domestic Trust	Limited Partner	0%	20%

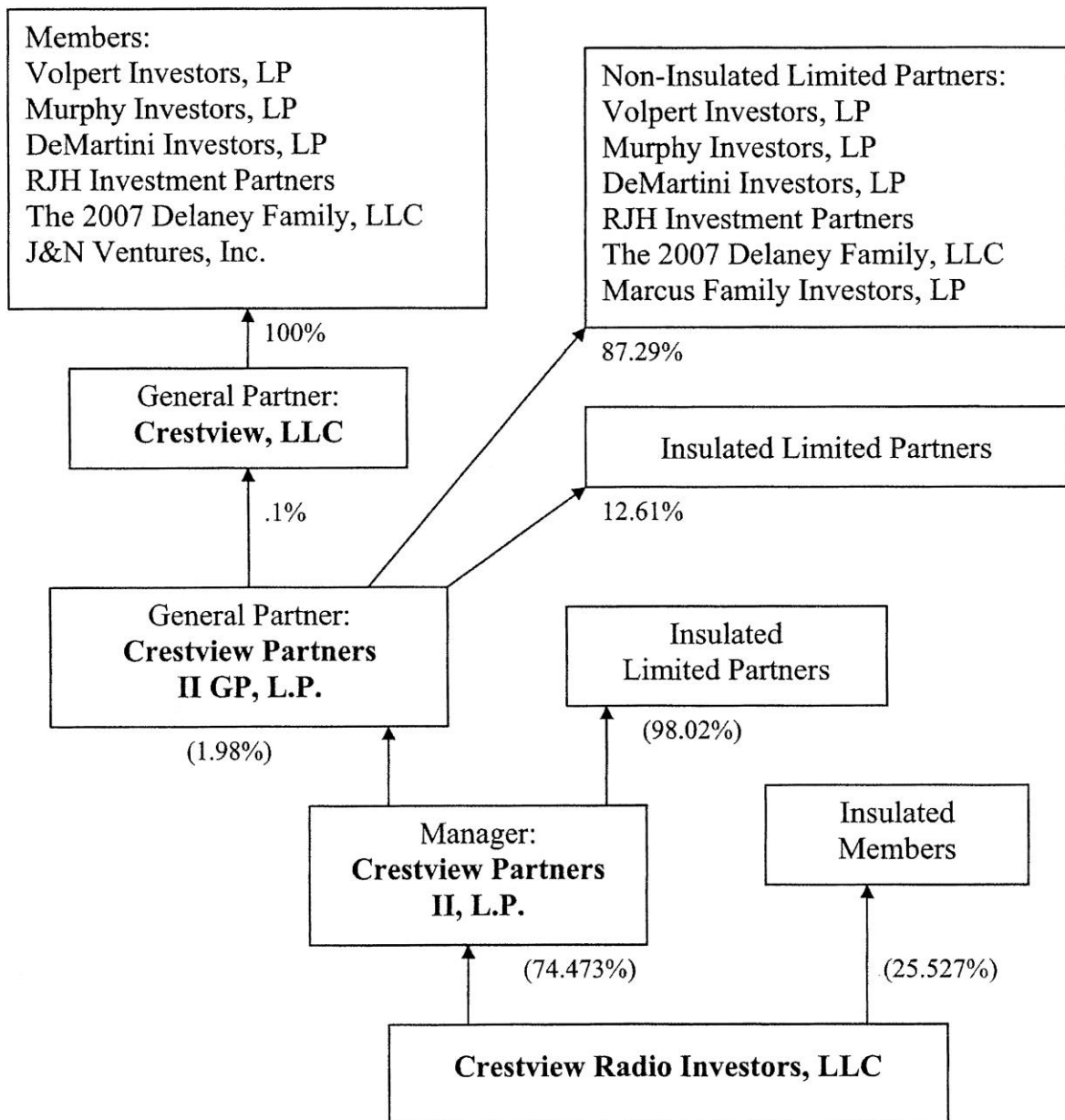
**J&N Ventures, Inc.**

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Total Equity
Jeffrey Marcus c/o Crestview Partners 667 Madison Avenue, 10th Floor New York, NY 10065	U.S.	Officer, Director & Sole Shareholder	100%	100%

<sup>22</sup> Rebecca P. Marcus and David M. Marcus are co-trustees of the Rebecca P. Marcus 2008 Trust. The sole beneficiary is Rebecca P. Marcus.

<sup>23</sup> Rebecca P. Marcus and David M. Marcus are co-trustees of the David M. Marcus 2008 Trust. The sole beneficiary is David M. Marcus.

## Ownership Chart For Crestview Radio Investors, LLC



**Post-Consummation Ownership Information for  
Blackstone FC Communications Partners L.P.**

Blackstone FC Communications Partners L.P. ("BFCCP") will be the Blackstone party to the proposed Stockholders Agreement referenced in Exhibit J to the Amended and Restated Investment Agreement and will, in that capacity, have the right to nominate an individual to be on a slate of proposed members of CMI's Board of Directors that would be presented to the stockholders for election.<sup>24</sup>

Name & Address	Citizenship	Positional Interest	Percentage of Votes	Percentage of Equity
BCMA FCC L.L.C. c/o The Blackstone Group 345 Park Avenue New York, NY 10154	U.S. (Delaware LLC)	General Partner	100%	1%
Insulated Limited Partners <sup>25</sup>		Insulated Limited Partners	0%	99%

<sup>24</sup> See *supra* at n.6.

<sup>25</sup> The limited partners of BFCCP have been insulated from attribution in accordance with the Commission's rules.

**Post-Consummation Ownership Information for BCMA FCC L.L.C.**

BCMA FCC L.L.C. ("BCMA") is the general partner of BFCCP.<sup>26</sup> BCMA will control the exercise of voting rights of CMI stock and the Board of Directors nomination rights possessed by BFCCP under the aforementioned Stockholders Agreement.

Name and Address <sup>27</sup>	Citizenship	Positional Interest	% of Votes	% of Assets <sup>28</sup>
Joseph Baratta II	US	Member	N/A	*
David Blitzer	US	Member	N/A	*
Michael S. Chae	US	Member	N/A	*
Chinh E. Chu	US	Member	N/A	*
David I. Foley	US	Member	N/A	*
Robert L. Friedman	US	Member	N/A	*
Lawrence H. Guffey	US	Member	N/A	*
J. Tomilson Hill	US	Member	N/A	*
Hamilton E. James	US	Member	N/A	*
Marcus Group <sup>29</sup>	India	Member	N/A	*
Garrett Moran	US	Member	N/A	*
James Quella	US	Member	N/A	*
Neil P. Simpkins	UK	Member	N/A	*
David Tolley	US	Member	N/A	*
Kenneth C. Whitney	US	Member	N/A	*
E & E Associates LP	US	Member	N/A	*
Robert L. Friedman 2003 Long-Term Trust FBO Andrew Friedman <sup>30</sup>	US	Member	N/A	*

<sup>26</sup> The non-insulated members of BCMA are identified in the following table, and the remaining members of BCMA have been insulated from attribution in accordance with the Commission's rules.

<sup>27</sup> Unless otherwise indicated, the address of each of the attributable members of BCMA is c/o The Blackstone Group, 345 Park Avenue, New York, NY 10154. The Commission has previously determined that the ownership interests of BCMA are consistent with the restrictions on alien ownership set forth in Section 310(b) of the Communications Act of 1934, as amended. See Exhibit 6, n.1 to this application and the applications referenced therein (the "CMP Exchange Applications"), Exhibit 12. Blackstone will have a significantly smaller ownership percentage in the proposed transferees of this application than was proposed in the CMP Exchange Applications. Therefore, Blackstone's interest in the proposed transferees will not affect the proposed transferees' ability to make the alien ownership certification contained in this application.

<sup>28</sup> No individual member of BCMA, other than Mr. Schwarzman, holds more than a 10% equity interest in the entity. Thus, the equity percentages of the members in BCMA each represent a small fraction of the total equity in CMI.

<sup>29</sup> Marcus Group is controlled by Akhil Gupta, a citizen of India.

<sup>30</sup> Each of the trusts referenced in this table has been formed for estate, tax and other family planning purposes by certain of the non-insulated members of BCMA.

Name and Address <sup>27</sup>	Citizenship	Positional Interest	% of Votes	% of Assets <sup>28</sup>
Robert L. Friedman 2003 Long-Term Trust FBO Lisa Savitz	US	Member	N/A	*
Hamilton E. James 2003 Childrens Trust	US	Member	N/A	*
Prakash Melwani Trust	US	Member	N/A	*
P G Peterson 1997 Family Trust FBO Holly Peterson	US	Member	N/A	*
P G Peterson 1997 Family Trust FBO James Peterson	US	Member	N/A	*
P G Peterson 1997 Family Trust FBO Michael Peterson	US	Member	N/A	*
The James A. Quella 2005 Family Trust	US	Member	N/A	*
Neil Simpkins 2000 Long-Term Trust	US	Member	N/A	*
The David Peterson Trust	US	Member	N/A	*
The James Tomilson Hill III 2003 Long-Term Trust	US	Member	N/A	*
Peter G. Peterson	US	Member	See note 31	*
Stephen A. Schwarzman <sup>31</sup>	US	Member	See note 31	*
Z & T Associates LLC	US	Member	N/A	*
Prakash A. Melwani	US	Member	N/A	*
BG/BLK-1 Ltd. <sup>32</sup>	US	Member	N/A	*
Antony Leung Kam Chung	Hong Kong	Member	N/A	*
Benjamin J. Jenkins	US	Member	N/A	*
Blackstone FC Communication Capital Associates I L.P. <sup>33</sup>	US	Member	N/A	*

<sup>31</sup> Following consummation of the CMP Exchange, control of BFCCP and BCMA will be exercised solely by Stephen A. Schwarzman. *See* CMP Exchange Applications, Exhibit 12.

<sup>32</sup> BG/BLK-1 Ltd. is controlled by Chip Schorr, a U.S. Citizen.

<sup>33</sup> Blackstone FC Communication Capital Associates I L.P., a member of BCMA, is a Delaware limited partnership designed to provide certain employees of Blackstone with the ability to participate in the investments made by certain Blackstone funds. The sole general partner of Blackstone FC Communication Capital Associates I L.P. is Blackstone Family GP, L.L.C. The controlling member of Blackstone Family GP, L.L.C. is Stephen A. Schwarzman, who is disclosed elsewhere in this exhibit. With the exception of David Tolley and Lionel Assant, a non-U.S. citizen, the limited partners of Blackstone FC Communication Capital Associates I L.P. have been insulated from attribution pursuant to Commission rules.