

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

In the Matter of)	
)	
Existing Shareholders of Cumulus Media, Inc. (Transferors)	)	BTC-20110330ALU, <i>et al.</i> ,
and	)	BTCH-20110331AIF, <i>et al.</i> ,
Existing Shareholders of Citadel Broadcasting Corporation (Transferors)	)	BTCH-20110331 AJF, <i>et al.</i> ,
and	)	BTCH-20110331AJN
New Shareholders of Cumulus Media, Inc. (Transferees)	)	BTC-20110331AJO
	)	BTCFT-20110331AKE, <i>et al.</i> ,
	)	BTC-20110330ADE, <i>et al.</i> ,
	)	BTC-20110330ALJ, <i>et al.</i> ,
	)	BTCH-20110330ALM, <i>et al.</i> ,
For Consent to Transfers of Control	)	BTCH-20110330ALO, <i>et al.</i> ,
	)	BTCH-20110330AYC
	)	BTC-20110330AYD
	)	BTC-20110330AYF, <i>et al.</i> ,
	)	BTC-20110331AAA, <i>et al.</i> ,
	)	BTC-20110331AEV,
	)	BTC-20110331AEU
	)	BTC-20110331AEW
	)	BTCH-20110331AEX
	)	BTC-20110331AHZ, <i>et al.</i> ,
	)	BTCFT-20110510ADO, <i>et al.</i> ,
)	
Existing Shareholders of Cumulus Media, Inc. (Assignors)	)	BALH-20110331AID, <i>et al.</i> ,
and	)	BAL-20110331AJP, <i>et al.</i> ,
Existing Shareholders of Citadel Broadcasting Corporation (Assignors)	)	BALH-20110331AJZ
and	)	BAL-20110331AKA
Volt Radio, LLC, as Trustee (Assignee))	
)	
For Consent to Assignment of Licenses)	

MEMORANDUM OPINION AND ORDER

Adopted: September 14, 2011

Released: September 14, 2011

By the Chief, Media Bureau:

I. INTRODUCTION

1. The Media Bureau (“Bureau”) has under consideration the captioned transfer and assignment applications (the “Applications”), as amended,¹ in connection with a proposed transaction whereby a wholly-owned subsidiary of Cumulus Media, Inc. (“CMI”) will acquire control of Citadel Broadcasting Corporation (“Citadel”).² The Applications contemplate a transfer of control of 228 radio stations currently licensed to the Citadel Subsidiaries to CMI. Pursuant to the Agreement and Plan of Merger (“Merger Agreement”) between the parties, Citadel will become a wholly-owned subsidiary of CMI.³ In addition, because of the proposed distribution of CMI stock to current Citadel stockholders and to new investors in CMI as described below – *i.e.*, Crestview Radio Investors, LLC (“Crestview”), investors acquiring stock through MIHI, LLC (“MIHI”),⁴ and investors acquiring stock through UBS Securities, LLC (“UBS”)⁵ – the new stockholders will acquire control of CMI from its current owners.

¹ By Public Notice dated April 14, 2011, the Bureau announced permit-but-disclose *ex parte* status for the applications. *Citadel Broadcasting Corporation and Cumulus Media, Inc. Seek Approval to Transfer Control of and Assign FCC Authorizations and Licenses*, Public Notice, 26 FCC Rcd 5916 (MB 2011). A list of the stations that are the subject of the proposed assignments and transfers and, for each, its call sign, community of license, facility ID number and assignment or transfer application file number is attached as an Appendix hereto.

² Specifically, the following licensees are subject to the proposed transfer of control: Radio License Holding CBC, LLC; Radio Licensing Holding I, LLC; Radio Licensing Holding II, LLC; Radio License Holding III, Inc.; Radio License Holding IV, LLC; Radio License Holding V, LLC; Radio License Holding VI, LLC; Radio License Holding VII, LLC; Radio License Holding VIII, LLC; Radio License Holding IX, LLC; Radio License Holding X, LLC; Radio License Holding XI, LLC; and Radio License Holding XII, LLC, all indirect subsidiaries of Citadel (the “Citadel Subsidiaries”); Cumulus Licensing, LLC (“CLL”), an indirect subsidiary of CMI; Susquehanna Radio Corp.; CMP KC Licensing, LLC; KPLX LICO, Inc.; and KLIF LICO, Inc., all indirect subsidiaries of Cumulus Media Partners, LLC (“CMP”).

CMP is a private partnership created in 2005 by CMI and Blackstone FC Communications Partners, L.P. (“BFCCP”), 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”), Bain Capital Partners, LLC (“Bain”), and Thomas H. Lee Partners, L.P. (“Lee”). CMP and its indirect subsidiaries, pursuant to prior staff grant of six *pro forma* applications, became wholly-owned subsidiaries of CMI on August 2, 2011, the date of consummation (the “CMI Subsidiaries”). *See* File Nos. BTCH-20110214AEZ *et seq.*, BTCH-20110214AFX *et seq.*, BTCH-20110214AGC, BTC-20110214AGD, BTCH-20110214AGE *et seq.*, (granted on February 23, 2011) and BTCFT-20110215ADP & ADQ (granted on April 21, 2011). *See Letter to David M. Silverman, Esq., and Andrew S. Kersting, Esq.*, Reference 1800B3-BSH (MB Apr. 21, 2011)).

³ Two other entities, Cumulus Media Holdings, Inc. (“CMHI,” *aka* Cadet Holding Corporation), a wholly-owned subsidiary of CMI, and Cadet Merger Corporation (“Cadet”), a wholly-owned subsidiary of CMHI, created for the purpose of effectuating the merger, are parties to the Merger Agreement. *See* “Agreement and Plan of Merger,” at p.1 and at Section 6.12; *see also, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section II, Question 4, Exhibit 6 p.1. As described below, the transfer of control of the Citadel Subsidiaries will be effectuated by the merger of Cadet with and into Citadel. Once this occurs, the separate corporate existence of Cadet will cease, and Citadel will continue as the surviving licensee corporation. Citadel will thus become a wholly-owned subsidiary of CMHI, which in turn, will continue to be a wholly-owned subsidiary of CMI.

⁴ As described below, MIHI will be entitled to syndicate CMI Class A Common Stock to third parties (the “Macquarie Investors”). *See, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section II, Question 4, Exhibit 6, pp. 2-3.

⁵ UBS will also be entitled to syndicate to third parties (the “UBS Investors”). *See id.*

2. Because the proposed transaction involves a greater-than-50% change in the stock ownership of CMI and a transfer of control of CMI's 339 radio stations and Citadel's 228 radio stations, the parties have sought Commission approval of a substantial change in ownership, requiring "long-form" applications pursuant to Section 309(c)(2)(B) of the Communications Act of 1934, as amended (the "Act"), and Section 73.3540 of the Commission's Rules (the "Rules").⁶ Radio market overlaps in the holdings of the two companies will require that six radio stations be divested to comply with the Commission's radio ownership rule.⁷ In addition, the proposed transfer of control of CMI and Citadel to the new stockholders of CMI will terminate the licensees' ability to maintain certain grandfathered ownership interests in another eight radio stations in seven markets that do not comply with that rule. To resolve these issues, the captioned applications include applications for consent to the proposed assignment of a total of 14 radio station licenses to a divestiture trust for sale to an independent third-party or third-parties (the "Trust Applications").⁸ Volt Radio, LLC ("Volt") is Trustee of the RLH Divestiture Trust, and its sole member is Scott Knoblauch. Citadel and CMI would hold no interest in this trust, which is insulated from their control in accordance with the Commission's insulation criteria. The Applications are the subject of Comments which do not oppose the proposed merger.⁹

3. In addition to Commission review, the proposed transaction is subject to review by the U.S. Department of Justice ("DOJ") in cooperation with the Federal Trade Commission under the federal antitrust laws.¹⁰ On September 8, 2011, DOJ filed a Complaint and related filings that are in the nature of a consent decree (collectively, "Consent Decree") with the U.S. District Court for the District of Columbia.¹¹ Based on the Consent Decree and effective as of September 12, 2011, the Federal Trade Commission announced early termination of the antitrust review of the proposed transaction.¹² As set forth in the Consent Decree, DOJ stated that it would not oppose the merger of CMI and Citadel if the companies divested three stations -- WCAT-FM, Carlisle, Pennsylvania; WWKL(FM), Palmyra, Pennsylvania; and WRSR(FM), Owosso,

⁶ 47 U.S.C. § 309(c)(2)(B); 47 C.F.R. § 73.3540.

⁷ 47 C.F.R. § 73.3555(a)(1). See *2002 Biennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996*, Report and Order, 18 FCC Rcd 13620 (2003) ("2002 Biennial Regulatory Review"), *aff'd in part and remanded in part*, *Prometheus Radio Project. v. FCC*, 373 F.3d 372 (3d Cir. 2004) ("Prometheus"), *cert. denied*, 125 S. Ct. 2902, 2903, 2904 (2005). See also *Prometheus Radio Project. v. FCC*, No. 03-3388 (3d Cir. Sept. 3, 2004) ("Prometheus Rehearing Order") (lifting stay with respect to new local radio ownership rule) and *Prometheus Radio Project. v. FCC*, No. 08-3078 (3d Cir. Jul. 7, 2011) (affirming Commission's 2008 local radio ownership rule) ("Prometheus 2011 Order"). The stations being divested due to radio market overlap are described in n. 42 *infra*.

⁸ See *Shareholders of AMFM, Inc.*, Memorandum Opinion and Order, 15 FCC Rcd 16062, 16072-73 (2000) (outlining insulation criteria).

⁹ On May 13, 2011, Free Press filed Comments, to which CMI and Citadel each responded ("CMI Response" and "Citadel Response," respectively) separately on May 23, 2011.

¹⁰ See 15 U.S.C. § 18.

¹¹ (Proposed) Final Judgment, Complaint, Competition Impact Statement, and Preservation of Assets Stipulation and Order, *United States v. Cumulus Media, Inc. and Citadel Broadcasting Corporation*, No. 1:11-cv-01619 (filed Sept. 8, 2011). We refer to the (Proposed) Final Judgment, Complaint, Competition Impact Statement, and Preservation of Assets Stipulation and Order collectively as the "Consent Decree" herein in order to have a clear and simple definition of the DOJ documents.

¹² See <http://www.fcc.gov/bc/earlyterm/index.html>.

Michigan -- to an independent third party or parties. To that end, the Consent Decree requires the Applicants to file an application with the Commission to assign the license of one of those stations, WRSR(FM), to Potential Broadcasting, LLC (“Potential Broadcasting”), as Trustee of the PB Divestiture Trust. Edward N. Esserman is the sole member of Potential Broadcasting. Because, as described above, the Applicants have applied for the licenses of the other two stations (WCAT-FM and WWKL(FM)) to be assigned to Volt in order to comply with the Commission’s multiple ownership radio rule, for those stations, the Consent Decree requires that applications be filed to allow Volt to assign the licenses to Potential Broadcasting. The Consent Decree also requires that Potential Broadcasting be permitted to provide programming to the stations pursuant to time brokerage agreements until the station licenses are assigned to it.

4. For the reasons stated below, we grant the Applications and the Trust Applications, subject to the condition that CLL, Susquehanna Radio Corp., CMP KC Licensing, LLC, and Radio License Holding CBC, LLC, divest the 14 radio station licenses specified in the Trust Applications to the insulated trust prior to or simultaneously with the consummation of the Applications.

5. Finally, we note that, prior to the consummation of the proposed transaction, it is possible that license renewal applications will need to be filed for certain stations that are the subject of this transaction in several jurisdictions. Commission policy permits the processing of multi-station, multi-market transfer of control applications that involve a subset of stations with pending renewal applications if: (1) there are no basic qualifications issues outstanding with respect to the transferor and transferee; and (2) the transferee explicitly agrees to stand in the shoes of the transferor in any renewal proceeding that is pending at the time of consummation of the transfer of control.¹³ The transferees have agreed to succeed to the transferors’ position with respect to any future renewal proceeding consistent with the procedures set forth in *Shareholders of CBS Corporation*.¹⁴

6. Additionally, two stations with currently pending license renewal applications, WJXY-FM, Conway, South Carolina, and WXJY(FM), Georgetown, South Carolina,¹⁵ are being assigned to Volt. In cases involving the assignment, as opposed to transfer, of a broadcast station’s license while the station’s license renewal is pending, the Commission has stated that, so long there is no question as to the assignor’s basic qualifications, this situation is not analogous to those in which the Commission first resolves a challenge to the licensee’s qualifications before acting on an application for assignment. Until determination of the future use of the WJXY-FM and WXJY(FM) frequencies, all that is assignable is the right to continue operation of those stations pending action upon their license renewal applications, but that much is assignable.¹⁶

¹³ See, e.g., *Shareholders of CBS Corporation*, Memorandum Opinion and Order on Reconsideration, 16 FCC Rcd 16072, 16072-73 (2001) (Commission will grant transfer of control applications during the pendency of renewal applications so long as there are no basic qualification issues pending against either the transferor or the transferee that could not be resolved in the context of the transfer proceeding, and the transferee “explicitly assents to standing in the stead of the transferor in the renewal proceeding”).

¹⁴ See “Agreement and Plan of Merger,” at Section 6.1 ¶ (h).

¹⁵ File Nos. BRH-20110801APH and BRH-20110801APN, respectively.

¹⁶ See *American Broadcasting Companies, Inc.*, Memorandum Opinion and Order, 7 FCC 2d 245, 261 (1966), citing *Application of Stevens Broadcasting, Inc.*, and *Fred P. D’Angelo*, Memorandum Opinion and Order, 3 R.R. 2d 840, 843-844 (1964), *aff’d on other grounds sub nom. Parr v. FCC*, 344 F.2d 539 (D.C. Cir. 1965).

The applications currently are unopposed, although petitions to deny may be filed until November 1, 2011.¹⁷ In an amendment filed on August 31, 2011, the assignee of WJXY-FM and WXJY(FM), Susquehanna Radio Corp., explicitly agreed to succeed to the assignor's position with respect to any pending or future renewal proceeding consistent with these procedures.¹⁸

II. PUBLIC INTEREST ANALYSIS

7. Section 310(d) of the Act provides that no station license shall be transferred or assigned until the Commission, upon application, determines that the public interest, convenience, and necessity will be served thereby.¹⁹ In making this assessment, the Commission must first determine whether the proposed transaction would comply with the specific provisions of the Act, other applicable statutes, and the Rules.²⁰ If the transaction would not violate a statute or rule, the Commission considers whether it could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.²¹ The Commission then employs a balancing process, weighing any potential public interest harms of the proposed transaction against any potential public interest benefits.²² The applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, would serve the public interest.²³ If the Commission is unable to find that the proposed

¹⁷ See 47 C.F.R. § 73.3516(e).

¹⁸ See File No. BAL-20110331AKA, as amended on August 31, 2011, at Exhibit 12.

¹⁹ Section 310(d) requires that the Commission consider the applications as if the proposed transferee were applying for the licenses directly. 47 U.S.C. § 310(d). See *SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, 20 FCC Rcd 18290, 18300 ¶ 16 (2005) (“*SBC-AT&T Order*”); *Verizon Communications, Inc. and MCI, Inc. Applications for Approval of Transfer of Control*, 20 FCC Rcd 18433, 18442-43 ¶ 16 (2005) (“*Verizon-MCI Order*”); *Applications of Nextel Communications, Inc. and Sprint Corporation*, 20 FCC Rcd 13967, 13976 ¶ 20 (2005) (“*Sprint-Nextel Order*”); *General Motors Corporation and Hughes Electronics Corporation, Transferors, and The News Corporation Limited, Transferee*, Memorandum Opinion and Order, 19 FCC Rcd 473, 483, ¶ 15 (2004) (“*News Corp.-Hughes Order*”); *Application for Consent to Transfer of Control of Licenses from Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast Corporation, Transferee*, Memorandum Opinion and Order, 17 FCC Rcd 23246, 23255, ¶ 26 (2002) (“*Comcast-AT&T Order*”).

²⁰ See, e.g., *SBC-AT&T Order*, 20 FCC Rcd at 18300 ¶ 16; *Verizon-MCI Order*, 20 FCC Rcd at 18442-43 ¶ 16; *Applications for Consent to the Assignment of Licenses Pursuant to Section 310(d) of the Communications Act from NextWave Personal Communications, Inc., Debtor-in-Possession, and NextWave Power Partners, Inc., Debtor-in-Possession, to Subsidiaries of Cingular Wireless LLC*, 19 FCC Rcd 2570, 2580-81 ¶ 24 (2004); *EchoStar Communications Corp., General Motors Corp. and Hughes Electronics Corp., and EchoStar Communications Corp.*, Hearing Designation Order, 17 FCC Rcd 20559, 20574 ¶ 25 (2002) (“*EchoStar-DIRECTV HDO*”).

²¹ See *SBC-AT&T Order*, 20 FCC Rcd at 18300 ¶ 16; *Verizon-MCI Order*, 20 FCC Rcd at 18443 ¶ 16; *Sprint-Nextel Order*, 20 FCC Rcd at 13976 ¶ 20.

²² See *SBC-AT&T Order*, 20 FCC Rcd at 18300 ¶ 16; *Verizon-MCI Order*, 20 FCC Rcd at 18443 ¶ 16; *Sprint-Nextel Order*, 20 FCC Rcd at 13976 ¶ 20; *News Corp.-Hughes Order*, 19 FCC Rcd at 483 ¶ 15; *Comcast-AT&T Order*, 17 FCC Rcd at 23255 ¶ 26.

²³ See *SBC-AT&T Order*, 20 FCC Rcd at 18300 ¶ 16; *Verizon-MCI Order*, 20 FCC Rcd at 18443 ¶ 16; *Comcast-AT&T Order*, 17 FCC Rcd at 23255 ¶ 26; *EchoStar-DIRECTV HDO*, 17 FCC Rcd at 20574 ¶ 25.

transaction serves the public interest, or if the record presents a substantial and material question of fact, Section 309(e) of the Act requires that the applications be designated for hearing.²⁴

8. CMI is a publicly-traded company in which Chief Executive Officer Lewis W. Dickey, Jr., Executive Vice President John W. Dickey, and their father Lewis W. Dickey, Sr., collectively hold approximately 50.6% of the outstanding voting power of CMI's common stock. CMI is the second-largest radio broadcaster in the United States based on station count, controlling approximately 339 radio stations (92 AM, 247 FM) in 68 media markets. Historically, CMI states that its strategic focus has been on mid-sized markets throughout the United States, although 23 of these radio stations operate in the top-10 rated Arbitron markets.²⁵

9. Citadel is also publicly-traded and the third-largest radio broadcasting company in the United States. No individual holder owns more than 4.99% of the outstanding common stock. As of December 31, 2010, Citadel owned and operated 228 radio stations (62 AM, 166 FM) located in over 50 media markets. Seventeen of these radio stations operate in the top-10 rated Arbitron markets.²⁶

10. CMI and Citadel have entered into an agreement contemplating a merger transaction by which CMI would acquire Citadel's radio stations in exchange for cash or stock²⁷ (or a combination of both) to be distributed to Citadel's current shareholders for each share of Citadel stock. After the merger and transfer of control, CMI will remain a publicly-traded company whose stock will be held as follows: (a) the current holders of CMI stock will control less than 50% of the CMI voting stock; and (b) the former holders of Citadel stock and warrants, Crestview, the Macquarie Investors, and the UBS Investors, collectively, will hold a sufficient number of shares to control more than 50% of the voting stock of CMI. The precise amount of CMI stock to be distributed to Crestview, the Macquarie and UBS Investors will be determined shortly before consummation of the proposed merger.

11. The proposed transaction will be accomplished as follows: The first step involves transferring the stock of the Citadel Subsidiaries from Citadel to the entity formed by the merger of Cadet, a wholly-owned subsidiary of CMHI, with and into Citadel. The second step involves the merger of the surviving Citadel into CMHI, a wholly-owned subsidiary of CMI. The third step involves the distribution of the stock of CMI not held by Citadel or CMI investors to new investors. In that third step, the new investors²⁸ along with the former holders of Citadel

²⁴ 47 U.S.C. § 309(e); *see also News Corp.-Hughes Order*, 19 FCC Rcd at 483 n.49; *EchoStar-DIRECTV HDO*, 17 FCC Rcd at 20574 ¶ 25; *see also, e.g., Existing Shareholders of Clear Channel Communications, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 1421, 1423 ¶ 3 (2008).

²⁵ *See* CMI's 2010 Annual Report, SEC Form 10-K, filed Mar. 14, 2011, at 3 and 34.

²⁶ *See* Citadel's 2010 Annual Report, SEC Form 10-K, filed Mar. 30, 2011, at 5.

²⁷ 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. CMI states that to its knowledge, all of the 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 the CMI 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 10 votes. *See, e.g.,* File No. BTC-20110330ALU, as amended on July 21, 2011, at Section IV, Question 6, Exhibit 16, p. 6, n.1.

²⁸ 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 based upon its investment of between \$225 million and \$250 million; (2) MIHI will acquire warrants for CMI Class B Common Stock
(continued . . .)

shares and warrants²⁹ will acquire more than a 50% interest in CMI.³⁰ Accordingly, the proposed merger involves a “substantial change in ownership” of the Citadel and CMI Subsidiaries’

(Continued from previous page)

or Preferred Stock (neither of which has voting rights) in exchange for \$80 million and be entitled to syndicate to the third party Macquarie Investors up to \$45 million of CMI Class A Common Stock; and (3) UBS will be entitled to syndicate to the third party UBS Investors up to \$125 million of CMI Class A Common Stock. MIHI 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 can only acquire warrants for Class B Common Stock in its own name. In no event will the Macquarie or UBS Investors be allowed to receive more than 4.99% of CMI Class A Common Stock, and investors who are not United States Citizens will be entitled to acquire only warrants for non-voting CMI Class B Common Stock. *See, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section II, Question 4, Exhibit 6, pp. 2-3 and nn.3-4.

²⁹ Because no current Citadel stockholders hold more than 4.99% of Citadel’s Class A Common Stock, and because Citadel’s holdings in CMI will be diluted by the addition of the Crestview, MIHI, and UBS investors, there is no expectation, to CMI’s knowledge, that any holder of Citadel voting stock will hold more than 4.99% of CMI’s Class A Common Stock. Under the Merger Agreement, Citadel stockholders and warrant holders holding Citadel non-voting Class B Common Stock can elect to acquire CMI’s Class A Common Stock. The parties indicate that there is no way to determine 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. However, 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. *See, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section II, Question 4, Exhibit 6, p. 2 at n.2.

³⁰ As noted earlier, the precise amount of stock to be distributed to new investors will not be known until sometime shortly before consummation of the proposed merger. For illustrative purposes, the parties provide a percentage range of voting interest shares that can be distributed (with the actual distribution of shares and warrants depending on the individual shareholder’s cash/stock elections). Under a “maximum cash” plan, CMI voting interest shares will be owned: (1) 18.7% by CMI (Dickey Family (as defined in ¶ 12 *infra*) 9.4%; Bank of America 0.7%; all others 8.1%; dilutive shares (options and warrants) 0.4%); (2) 1.5% by CMP (this percentage will be distributed prior to closing to Blackstone, in conjunction with the consummation of the transfer of control of CMP to CMI); (3) 41.1% by Citadel (of which only 3.6% is Class A Common Stock); (4) 25.8% by Crestview; (5) 0.0% by Macquarie Investors (investment is in “preferreds” which is not reflected in total shares); and (6) 12.9% by UBS Investors. Additionally, Bank of America would receive 100% of the outstanding Class B non-voting stock, the Dickey Family would receive 100% of the outstanding shares of Class C Common Stock (entitled to 10 votes per share), and Bain and Lee each would receive 50% of Class D non-voting stock (a new class of non-voting shares issued as part of the CMP acquisition). The Dickey Family also would receive 10.8% of the outstanding warrants specifically to acquire shares of CMP Susquehanna Radio Holdings, Corp., a CMP subsidiary. *See, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section II, Question 4, Exhibit 6, at Attachment B, “Pro Forma Ownership: Max Cash -- \$30.00/\$7.00.”

The parties also provide a “maximum equity” plan with the following distribution (with the actual distribution of shares and warrants depending on the individual shareholder’s cash/stock elections) under an alternate plan, pursuant to which CMI voting interest shares will be owned: (1) 13.8% by CMI (Dickey Family 7.0%; Bank of America 0.6%; all others 6.0%; dilutive shares (options and warrants) 0.3%); (2) 1.1% by CMP (this percentage will be distributed prior to closing to Blackstone, in conjunction with the consummation of the transfer of control of CMP to CMI); (3) 54.9% by Citadel (of which only 4.8% is Class A Common Stock); (4) 17.2% by Crestview; (5) 3.4% by Macquarie Investors (investment is in “preferreds” which is not reflected in total shares); and (6) 9.5% by UBS Investors. Additionally, the distribution of Class B non-voting stock, Class C Common Stock, and Class D non-voting stock is the same as above. *See, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section IV, Question 6, Exhibit 16 at n.6 and at pp. 21-23, nn.26-33.

broadcasting stations.³¹ It therefore requires “long-form” transfers of control of both groups of radio stations.

12. Upon consummation of the proposed transaction, no individual stockholder will hold 50% or more of the votes of CMI stock, regardless of the elections made by Citadel stockholders and warrant holders. CMI’s Board of Directors (the “Board”) will consist of its existing five members and two additional Crestview representatives appointed by the existing board. However, certain parties – *i.e.*, 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,” with BACC, referred to collectively as the “BofA Entities”), Crestview and Blackstone – have entered into a letter agreement to negotiate a “Stockholders Agreement” at closing to address, *inter alia*, the nomination of candidates for members of the Board who may be elected at future stockholder meetings. The parties to the proposed Stockholders Agreement collectively will control less than 50% of the CMI stockholder votes.³² 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.³³ The other director candidates would be the current two independent directors (or their successors). The right of Crestview, the Dickey Family, Blackstone, and the BofA Entities 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.³⁴ With respect to the BofA Entities, the parties aver that no person nominated by the BofA Entities to be a CMI director will be an employee or agent

³¹ 47 U.S.C. § 309(c)(2)(B); *see Reading Broadcasting, Inc.*, Decision, 17 FCC Rcd 14001, 14017 ¶ 44 (2002).

³² We note, however, that Crestview, Blackstone, the BofA Entities and the Dickey Family have agreed to vote, either in person or by proxy at any meeting in which directors are to be elected, in favor of the director candidates nominated by the Board. *See, e.g.*, File No. BTC-20110330ALU, Exhibit J at Attachment 7, “Letter Agreement” at Exhibit A ¶ 2. Thus, we find that, although these parties will not be able to collectively dictate who will sit on the Board, they do possess sizeable voting power as a group, perhaps more than 30%, collectively. *See n. 30 supra*.

³³ The parties state that the Blackstone entity that will be a party to the Stockholders Agreement and thus will control the director nomination rights to be held by Blackstone is BFCCP. The parties note that the limited partners of BFCCP have been insulated from attribution in accordance with the Commission’s rules and thus will have 0% voting interest while holding a 99% equity interest. In addition, the parties state that BCMA FCC, LLC (“BCMA”) is the general partner of BFCCP and that BCMA will control the voting rights of CMI stock and the Board nomination rights of BFCCP. BFCCP and BCMA are under the sole control of Stephen A. Schwarzman. *See, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section IV, Question 6, Exhibit 16 at n.6 and at pp. 21-23, nn.26-33.

The rights of BFCCP and Blackstone to select a candidate to be on the slate of Board nominees will cease upon the earlier of: (a) the day immediately following the date directors elected at the third annual meeting of CMI stockholders held following January 31, 2010, commence their terms; and (b) such time as Blackstone ceases to beneficially own at least one-half of the number of shares of CMI Class A Common Stock it receives at the closing of CMI’s acquisition of CMP. *See, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section IV, Question 6, Exhibit 16, p. 8; *see also, e.g.*, File No. BTC-20110330ALU, Exhibit J at Attachment 7, “Letter Agreement” at Exhibit A ¶ 3.

³⁴ *See, e.g.*, File No. BTC-20110330ALU, as amended on July 21, 2011, at Section IV, Question 6, Exhibit 16, p. 8; *see also, e.g.*, File No. BTC-20110330ALU, Exhibit J at Attachment 7, “Letter Agreement” at Exhibit A ¶ 3.

of the BofA Entities without prior notice to the Commission. We will impose a condition on our grant of the Applications prohibiting the BofA Entities from nominating an employee or agent of the BofA Entities to the Board. With that condition, the BofA Entities will retain non-attributable status with respect to CMI's media interests under the Commission's multiple ownership rule.³⁵

13. After the merger and divestiture, the new shareholders of CMI will hold equity in the licensees of its radio stations through several subsidiaries: (a) the CMI Subsidiaries, which will continue to own and operate 328 radio stations in 68 Arbitron markets; and (b) the former Citadel Subsidiaries, now CMI Subsidiaries, which will continue to own and operate 225 radio stations in 50 Arbitron markets.

14. *Free Press Comments.* The Applications are unopposed, but are the subject of Comments filed on May 13, 2011, by Free Press. Free Press does not request that the Commission deny the transaction and acknowledges that CMI is not seeking a waiver of any Commission rule or policy and that the proposed transaction is otherwise in compliance with the Commission's local radio ownership policy.³⁶ Nevertheless, Free Press asks that the Commission "not measure this merger based on mere compliance with the FCC's media ownership limits . . . [I]t must closely scrutinize the proposed transaction and demand evidence of specific public interests benefits as required by the . . . Act."³⁷ In response, CMI and Citadel each argue separately that Free Press' Comments do not purport or attempt to comply with the petition to deny requirements of Section 309(d)(1) of the Act and that the Applications should be granted.³⁸ In addition, CMI and Citadel also reject Free Press' assertion that the Applications should be required to meet a standard other than compliance with existing law and regulation.³⁹ Finally, CMI contends that the Commission has repeatedly affirmed the reasonableness of the ownership limits in the local radio ownership rule in advancing the public interest; Citadel argues that compliance with the Act and the Rules is the measure of whether the public interest would be appropriately served by grant.⁴⁰

15. We find that Section 310(d) of the Act, as implemented by the processing procedures described in Paragraph 7 above, provides the appropriate standard of review for transfer and assignment cases.⁴¹ In particular and as noted above, Section 310(d) requires that applicants show that the proposed transaction would serve the public interest. Although Free Press does not contest the grant of the Applications, the public interest concerns addressed in Free Press' Comments are noted and discussed below.

³⁵ See, e.g., *Telemundo Communications Group, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 6598, 6974 (2002) ("[S]hould NBC choose to exercise its rights to nominate new members of Paxson's board, we require that such persons not be NBC employees or agents" in order for NBC's interest in Paxson to be considered non-attributable under 47 C.F.R. § 73.3555, Note 2).

³⁶ Comments at 1.

³⁷ *Id.* at 3.

³⁸ See 47 U.S.C. § 309(d)(1); see also CMI Response at 1 and Citadel Response at 2.

³⁹ Citadel Response at 2; CMI Response at 4.

⁴⁰ *Id.* at 3 and 2, respectively.

⁴¹ See, e.g., *Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corporation*, Memorandum Opinion and Order, 21 FCC Rcd 8203, 8217 (2006).

16. *Local Radio Ownership Rule Concerns.* The CMI Subsidiaries and Citadel are direct competitors in very few markets. As a result, only six stations in four markets will be divested due to radio market overlap.⁴² As structured here and conditioned below, the proposed transaction complies with our local radio ownership rule, Section 73.3555(a)(1). In addition, the proposed transfer of control of CMI and Citadel to the new stockholders of CMI will terminate the licensees' ability to maintain certain grandfathered ownership interests that do not comply with the Commission's current multiple radio ownership rules.⁴³ Eight stations in seven markets are impacted by the loss of grandfathered status. To resolve this issue, CMI and Citadel have filed the Trust Applications to divest their attributable interests in the following radio markets: (a) one FM station in the Kansas City, Missouri, radio market;⁴⁴ (b) one AM station in the Montgomery, Alabama, radio market;⁴⁵ (c) one FM station in the Fayetteville, Arkansas, radio market;⁴⁶ (d) one FM station in the Macon, Georgia, radio market;⁴⁷ (e) one FM station in the Savannah, Georgia, radio market;⁴⁸ (f) one AM station in the Columbus-Starkville-West Point, Mississippi, radio market;⁴⁹ and (g) two FM stations in the Myrtle Beach, South Carolina, radio market.⁵⁰ The proposed assignee in all cases is Volt as Trustee of the RLH Divestiture Trust. As a result of the assignment of these stations to Volt in its capacity as trustee, CMI will not hold grandfathered interests that exceed the local radio ownership limits.⁵¹ Thus, approval of the Trust Applications herein and compliance with the conditions set forth in this Order will resolve all issues of compliance with the local radio ownership rule by CMI.⁵²

⁴² The combined ownership interests of CMI and Citadel present an issue under 47 C.F.R. § 73.3555(a)(1) in four Arbitron markets: New York City, New York; Dallas-Ft. Worth, Texas; Nashville, Tennessee; and Harrisburg-Lebanon-Carlisle, Pennsylvania. To comply with that rule, the parties propose to divest the following stations to trusts: WELJ(FM) in the New York City, New York market; KKL(FM) in the Dallas-Ft. Worth, Texas market; WRQQ(FM) and WNFN(FM) in the Nashville, Tennessee market; and WCAT-FM and WWKL(FM) in the Harrisburg-Lebanon-Carlisle, Pennsylvania market.

⁴³ 2002 Biennial Regulatory Review, 18 FCC Rcd at 13809-1 ¶ 487 ("Grandfathered combinations, by definition, exceed the numerical limits that we find promote the public interest as related to competition. . . . Unlike our decision not to require existing station owners to divest stations, here, the threat to competition is not outweighed by countervailing considerations. Buyers will be on notice that ownership combinations must comply [with the new ownership rules] at the time of acquisition of the stations"); see 47 C.F.R. § 73.3555, Note 4 (the multiple ownership rules will apply to all applications for assignment or transfer).

⁴⁴ Station KMJK-FM, North Kansas City, Missouri.

⁴⁵ Station WNZZ(AM), Montgomery, Alabama.

⁴⁶ Station KYNF(FM), Prairie Grove, Arkansas

⁴⁷ Station WROK-FM, Macon, Georgia.

⁴⁸ Station WTYB(FM), Bluffton, South Carolina.

⁴⁹ Station WKOR(AM), Starkville, Mississippi.

⁵⁰ Stations WJXY-FM, Conway, South Carolina and WXJY(FM), Georgetown, South Carolina.

⁵¹ See n. 42 *supra* (listing the stations being placed in the same divestiture trust to comply with the radio ownership rule).

⁵² As described above, the Applicants have entered into a Consent Decree with DOJ that provides that two of the stations that are being assigned to Volt (WCAT-FM, Carlisle, Pennsylvania, and WWKL(FM), Palmyra, Pennsylvania) should be assigned to a different divestiture trustee, Potential Broadcasting, and that Potential Broadcasting will provide programming for these stations pursuant to time brokerage agreements until those assignments are complete. See ¶ 3 *supra*. Without prejudging the qualifications of Potential Broadcasting, we find that in these circumstances, Volt's compliance with these terms of the Consent Decree does not violate its duty to operate the stations until it can sell them to an independent third-party or third-parties.

17. *Other Public Interest Issues.* We conclude that the applicants are fully qualified and that grant of the transfer of control of the Citadel broadcast stations to the Transferees, subject to the conditions set forth in this Order, will serve the public interest, convenience, and necessity. We have reviewed the Applications, the Trust Applications, and related pleadings and conclude that grant of the applications as conditioned herein will comply with the Act and the Rules. We also conclude that the proposed transaction as conditioned herein will not be anticompetitive. As stated above, there is very little overlap between the radio markets in which the Citadel and CMI Subsidiaries stations operate. After considering the divestiture conditions being imposed here to improve competition in certain radio markets and the divestiture of the additional station being required by the DOJ, we find no evidence in the record that the proposed transaction will harm competition in any radio market. In fact, the merger will improve competition in a number of local markets by requiring CMI and Citadel to divest certain grandfathered ownership interests that exceed the ownership limits adopted in the *2002 Biennial Regulatory Review*, as set forth in Section 73.3555(a)(1) of the Rules.⁵³ We conclude that the merger's structural changes provide a sufficient basis to make the requisite public interest finding. However, we also note that CMI identifies other public interest benefits that would result from the merger, including additional funding for programming to better serve local audiences and increased investment in digital radio equipment.⁵⁴ We agree that such benefits, when implemented, will augment the public interest benefits of the proposed transaction. Thus, based on the record before us, we believe that granting consent to the proposed transaction, subject to the conditions imposed here, will serve the public interest.

18. To ensure compliance with the local radio ownership rule, we will impose a condition requiring that CMI's and Citadel's divestiture of the 14 stations to Volt pursuant to the Trust Applications occur prior to or simultaneously with the consummation of CMI transfer of control. Volt is encouraged to take reasonable steps to market the trust stations to businesses owned by women and minorities, and it is required to take commercially reasonable efforts to effectuate a sale of the stations without delay.⁵⁵ If Volt has not submitted complete assignment of license applications for the sale of the stations within six months of the consummation date, it must provide the Commission with a detailed explanation of its efforts to sell the stations in the confidential report referenced in Section 4(g) of the Trust Agreements submitted with the Trust Applications. Subject to the conditions discussed herein, we find that the proposed merger transaction complies with the Act and the Rules and serves the public interest, convenience, and necessity. Accordingly, we grant the Applications and the Trust Applications.

III. CONCLUSION

19. We have reviewed the proposed merger, the applications for its approval, and related comments. We conclude that the applicants are fully qualified and that grant of the

⁵³ See *Prometheus Rehearing Order* and *Prometheus 2011 Order*.

⁵⁴ See Declaration of Lewis Dickey, Jr., CEO and President of CMI, attached as Exhibit 1 to CMI Response.

⁵⁵ As explained above, we provide an exception for the two stations that the Consent Decree provides will be assigned to Potential Broadcasting. Also, the Trust Agreements provide that CMI or Citadel may re-acquire one or more stations in trust if the Trustee determines there has been a change in circumstances that permits such ownership under applicable Commission rules and policies. We find that this provision does not violate Section 73.1150 of our Rules because it is based on the Trustee's independent assessment and decision. See 47 C.F.R. § 73.1150.

Applications and the Trust Applications, subject to the condition set forth herein, will serve the public interest, convenience, and necessity.

IV. ORDERING CLAUSES

20. Accordingly, IT IS ORDERED, pursuant to sections 4(i), 4(j), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 309, 310(d), that the applications for consent to the transfers of control of Citadel Broadcasting Corporation and of Radio License Holding CBC, LLC, Radio License Holding I, LLC, Radio License Holding II, LLC, Radio License Holding III, LLC, Radio License Holding IV, LLC, Radio License Holding V, LLC, Radio License Holding VI, LLC, Radio License Holding VII, LLC, Radio License Holding VIII, LLC, Radio License Holding IX, LLC, Radio License Holding X, LLC, Radio License Holding XI, LLC and Radio License Holding XII, LLC, and of Cumulus Media, Inc., and of Cumulus Licensing, LLC, Susquehanna Radio Corp., CMP KC Licensing, Inc., KPLX LICO, Inc., and KLIF LICO, Inc., and for consent to the assignment of licenses from Citadel Broadcasting Corporation and Cumulus Media, Inc., to Volt Radio, LLC, listed in the Appendix, or as otherwise listed previously in the Commission's public notices, ARE GRANTED, SUBJECT TO THE FOLLOWING CONDITIONS:

(1) The transfer of control of Citadel Broadcasting Corporation and Cumulus Media, Inc., shall take place subsequent to and/or simultaneously with the complete consummation of the assignment of licenses for the radio stations specified in the applications for consent to assignment of licenses from Citadel Broadcasting Corporation and Cumulus Media, Inc. to Volt Radio, LLC (FCC File Numbers BALH-20110331AID, *et al.*, BAL-20110331AJP, *et al.*, BALH-20110331AJZ, and BAL-20110331AKA);

(2) Cumulus Licensing LLC shall file a complete application to assign the license for WRSR(FM), Owosso, MI (Facility ID No. 41681), to a divestiture trustee within thirty days of the consummation date described in the preceding condition;

(3) Should BA Capital Company, L.P. and/or Banc of America Capital Investors SBIC, L.P. (collectively, "BofA Entities") choose to exercise their right to nominate new members to the board of directors of Cumulus Media, Inc., we require that such persons not be BofA Entities' employees or agents but persons who would reasonably be expected to act independently of the BofA Entities in all future Cumulus Media, Inc. matters; and

(4) In the cases of WJXY-FM, Conway, South Carolina and WXJY(FM), Georgetown, South Carolina, our consent herein granted goes only to the assignment of those stations' continuing authorization to operate, pursuant to 47 U.S.C. Section 307(c)(3) during the pendency of their applications for license renewal (File Nos. BRH-20110801APH and BRH-20110801APN, respectively).

21. IT IS FURTHER ORDERED THAT, in the event that Volt Radio, LLC, has not submitted a complete application for the sale of each radio station that it holds in trust within six months of the acquisition of such station from Citadel Broadcasting Corporation and Cumulus Media, Inc., it shall provide the Commission with a copy of each confidential report referenced in Section 4(g) of the Trust Agreements filed with the assignment of license applications described in Condition (1) in the preceding paragraph.

22. IT IS FURTHER ORDERED THAT copies of this *Memorandum Opinion and Order* shall be sent, by First Class and Certified Mail, to Free Press, 501 Third Street, N.W., Suite 875, Washington, DC 20001, to Citadel Broadcasting Corporation, 7201 West Lake Mead Boulevard, Las Vegas, NV 89128, and its counsel, Nancy A. Ory, Esq., Lerman Senter PLLC, Suite 600, 2000 K Street, N.W., Washington, DC 20006-1809, to Cumulus Media, Inc., 3280 Peachtree Road, N.W., Suite 2300, Atlanta, GA 30305, and its counsel, Lewis J. Paper, Esq., Dickstein Shapiro, LLP, 1825 Eye Street, N.W., Washington, DC 20006-5403, and to Volt Radio, LLC, One Aviation Lane, Suite 8, Greenville, SC 29607, and its counsel, Erika B. Newsom, Esq., Smith Moore Leatherwood, LLP, 300 East McBee Avenue, Suite 500, Greenville, SC 29601.

FEDERAL COMMUNICATIONS COMMISSION

William T. Lake
Chief, Media Bureau

APPENDIX

Citadel and CMI Stations Subject to Transfers and Assignments

I. STATIONS SUBJECT TO TRANSFERS

A. CITADEL BROADCASTING CORPORATION

<u>Call Sign</u>	<u>Location</u>	<u>Facility ID No.</u>	<u>FCC File No.</u>
WAPI(AM)	Birmingham, AL	16900	20110330ADE
WJOX-FM	Birmingham, AL	16901	20110330ADI
WJOX(AM)	Birmingham, AL	16897	20110330ADJ
WHUT(FM)	Birmingham, AL	6401	20110330ADM
WZRR(FM)	Birmingham, AL	16899	20110330ADO
WFFN(FM)	Coaling, AL	54797	20110330ADH
WDGM(FM)	Greensboro, AL	86803	20110330ADG
WAPI-FM	Helena, AL	70914	20110330ADN
WTUG-FM	Northport, AL	54796	20110330ADL
WBEI(FM)	Reform, AL	67577	20110330ADF
WTSK(AM)	Tuscaloosa, AL	54795	20110330ACM
KAAY(AM)	Little Rock, AR	33253	20110330ADP
KARN(AM)	Little Rock, AR	60703	20110330ADQ
KPZK(AM)	Little Rock, AR	24150	20110330ACU
KURB(FM)	Little Rock, AR	19559	20110330ADV
KIPR(FM)	Pine Bluff, AR	13925	20100330ADS
KARN-FM	Sheridan, AR	24151	20110330ADR
KLAL(FM)	Wrightsville, AR	47880	20110330ADT
KSZR(FM)	Oro Valley, AZ	39734	20010330ADZ
KCUB(AM)	Tucson, AZ	56051	20110330ADW
KTUC(AM)	Tucson, AZ	35684	20110330AEA
KHYT(FM)	Tucson, AZ	56053	20110330ADX
KIIM-FM	Tucson, AZ	56052	20110330ADY
KDJK(FM)	Mariposa, CA	11341	20110330AEC
KESP(AM)	Modesto, CA	11233	20110330AED
KHKK(FM)	Modesto, CA	11240	20110330AEE
KATM(FM)	Modesto, CA	11239	20110330AEB
KHOP(FM)	Oakdale, CA	52528	20110330AEF
KJOY(FM)	Stockton, CA	32215	20110330AEG
KWIN(FM)	Lodi, CA	60425	20110330AEH
KWNN(FM)	Turlock, CA	60427	20110330AEI
KWYL(FM)	South Lake Tahoe, CA	67816	20110330AEJ
K285EE	Canon City, CO	52583	20110330AEK
KATC-FM	Colorado Springs, CO	66249	20110330AEL
KCSF(AM)	Colorado Springs, CO	62039	20110330AEM
KKFM(FM)	Colorado Springs, CO	11237	20110330AEN
KKMG(FM)	Pueblo, CO	11229	20110330AEO
KKPK(FM)	Colorado Springs, CO	62038	20110330AEP
KVOR(AM)	Colorado Springs, CO	35869	20110330AEQ
WMOS(FM)	Stonington, CT	60251	20110330AER
WQGN(FM)	Groton, CT	10455	20110330AES
WXLM(AM)	Groton, CT	10454	20110330AET

KBGG(AM)	Des Moines, IA	87105	20110330AEU
KGGO(FM)	Des Moines, IA	12965	20110330AEV
KHKI(FM)	Des Moines, IA	12966	20110330AEW
KJYJ(FM)	West Des Moines, IA	22882	20110330AEX
KWQW(FM)	Boone, IA	30116	20110330AEY
KBOI(AM)	Boise, ID	51211	20110330AEZ
KIZZ(FM)	Boise, ID	70626	20110330AFA
KQFC(FM)	Boise, ID	51217	20110330AFC
KTIK(AM)	Nampa, ID	16854	20110330AFD
KKGL(FM)	Nampa, ID	51212	20110330AFB
KTIK-FM	New Plymouth, ID	39609	20110330AFE
WLTI(AM)	New Castle, IN	43435	20110330AFF
WMDH(AM)	New Castle, IN	74092	20110330AFG
WWKI(FM)	Kokomo, IN	60133	20110330AFH
KKND(FM)	Belle Chasse, LA	12157	20110330AFI
KMEZ(FM)	Port Sulphur, LA	58395	20110330AFJ
KNEK(AM)	Washington, LA	15801	20110330AFK
KNEK-FM	Washington, LA	16370	20110330AFL
KQXL-FM	New Roads, LA	11607	20110330AFM
KRRQ(FM)	Lafayette, LA	36227	20110330AFN
KSMB(FM)	Lafayette, LA	41057	20110330AFO
KXKC(FM)	New Iberia, LA	6350	20110330AFP
WCDV(FM)	Hammond, LA	61271	20110330AFQ
WRKN(FM)	LaPlace, LA	117	20110330AFR
WEMX(FM)	Kentwood, LA	58931	20110330AFS
WIBR(AM)	Baton Rouge, LA	61275	20110330AFT
WXOK(AM)	Port Allen, LA	11606	20110330AFU
WBSM(AM)	New Bedford, MA	10452	20110330AFV
WFHN(FM)	Fairhaven, MA	10453	20110330AFW
WHLL(AM)	Springfield, MA	36545	20110330AFX
WMAS-FM	Springfield, MA	36543	20110330AFY
WORC-FM	Webster, MA	50231	20110330AFZ
WWFX(FM)	Southbridge, MA	18310	20110330AGA
WXLO(FM)	Fitchburg, MA	43557	20110330AGB
WBLM(FM)	Portland, ME	22878	20110330AGC
WBPW(FM)	Presque Isle, ME	22184	20110330AGD
WCYY(FM)	Biddeford, ME	22880	20110330AGE
WEBB(FM)	Waterville, ME	52608	20110330AGF
WJBQ(FM)	Portland, ME	3134	20110330AGG
WJZN(AM)	Augusta, ME	52604	20110330AGH
WMME-FM	Augusta, ME	52605	20110330AGI
WOZI(FM)	Presque Isle, ME	41007	20110330AGJ
WQHR(FM)	Presque Isle, ME	9422	20110330AGK
WSHK(FM)	Kittery, ME	4380	20110330AGL
WTVL(AM)	Waterville, ME	52607	20110330AGM
WBBL-FM	Greenville, MI	24639	20110330AGN
WWSN(FM)	Whitehall, MI	53960	20110330AGO
WFBE(FM)	Flint, MI	21730	20110330AGP
WFMK(FM)	East Lansing, MI	37460	20110330AGQ
WHNN(FM)	Bay City, MI	37458	20110330AGR
WHTS(FM)	Coopersville, MI	71090	20110330AGS

WILZ(FM)	Saginaw, MI	58578	20110330AGT
WIOG(FM)	Bay City, MI	22675	20110330AGU
WITL-FM	Lansing, MI	46706	20110330AGV
WJIM(AM)	Lansing, MI	17382	20110330AGW
WJIM-FM	Lansing, MI	17386	20110330AGX
WJRW(AM)	Grand Rapids, MI	41680	20110330AGY
WKLQ(AM)	Whitehall, MI	53962	20110330AGZ
WKQZ(FM)	Midland, MI	72924	20110330AHA
WLAV-FM	Grand Rapids, MI	41680	20110330AHB
WLAW(FM)	Newaygo, MI	89477	20110330AHC
WLCS(FM)	North Muskegon, MI	5396	20110330AHD
WTNR(FM)	Holland, MI	41678	20110330AHE
WTRX (AM)	Flint, MI	15768	20110330AHF
WVFN(AM)	East Lansing, MI	24638	20110330AHG
WVIB(FM)	Holton, MI	73994	20110330AHH
WMMQ(FM)	East Lansing, MI	24641	20110330AHI
WRBO(FM)	Como, MS	7075	20110330AHK
WMTI(FM)	Picayune, MS	27951	20110330AHJ
W285DG	Boone, NC	67675	20110330AHL
W250AB	Manchester, NH	22889	20110330AHM
WHOM(FM)	Mt. Washington, NH	49687	20110330AHN
WOKQ(FM)	Dover, NH	22887	20110330AHO
WPKQ(FM)	North Conway, NH	48401	20110330AHP
WSAK(FM)	Hampton, NH	12155	20110330AHQ
KDRF(FM)	Albuquerque, NM	55052	20110330AHR
KKOB(AM)	Albuquerque, NM	11251	20110330AHS
KKOB-FM	Albuquerque, NM	11250	20110330AHT
KMGA(FM)	Albuquerque, NM	11231	20110330AHU
KNML(AM)	Albuquerque, NM	68608	20110330AHV
KRST(FM)	Albuquerque, NM	12584	20110330AHW
KTBL(AM)	Los Ranchos, NM	48604	20110330AHX
K272DA	Stateline, NV	67817	20110330AHY
KBUL-FM	Carson City, NV	11245	20110330AHZ
KKOH(AM)	Reno, NV	11236	20110330AIA
KNEV(FM)	Reno, NV	11244	20110330AIB
WAAL(FM)	Binghamton, NY	79201	20110330AIC
WAQX-FM	Manlius, NY	52606	20110330AID
WBBF(AM)	Buffalo, NY	53967	20110330AIE
WEDG(FM)	Buffalo, NY	56103	20110330AIF
WGRF(FM)	Buffalo, NY	56102	20110330AIG
WHLD(AM)	Niagara Falls, NY	7822	20110330AIH
WHTT-FM	Buffalo, NY	53968	20110330AII
WHWK(FM)	Binghamton, NY	72373	20110330AIJ
WXTL(FM)	Syracuse, NY	58719	20110330AIK
WNBF(AM)	Binghamton, NY	72372	20110330AIL
WSKO(AM)	Syracuse, NY	50515	20110330AIM
WNTQ(FM)	Syracuse, NY	50514	20110330AIN
WWYL(FM)	Chenango Bridge, NY	7663	20110330AIO
WELJ(FM)	Montauk, NY	7996	20110330AIP
WYOS(AM)	Binghamton, NY	7921	20110330AIQ
KATT-FM	Oklahoma City, OK	8797	20110330AIR

KKWD(FM)	Bethany, OK	6509	20110330AIS
KYIS(FM)	Oklahoma City, OK	8798	20110330AIT
WKY(AM)	Oklahoma City, OK	23418	20110330AIU
WWLS(AM)	Moore, OK	22190	20110330AIV
WWLS-FM	The Village, OK	37435	20110330AIW
WIOV(AM)	Reading, PA	55307	20110330AJE
WIOV(AM)	Reading, PA	55307	20110330AJE
WARM(AM)	Scranton, PA	70504	20110330AIY
WBHD(FM)	Olyphant, PA	43521	20110330AIZ
WBHT(FM)	Mountain Top, PA	20465	20110330AJA
WBSX(FM)	Hazleton, PA	133	20110330AJB
WCAT-FM	Carlisle, PA	74557	20110330AJC
WCTO(FM)	Easton, PA	36997	20110330AJD
WIOV-FM	Ephrata, PA	55308	20110330AJF
WIOV-FM1	Reading, PA	55309	20110330AJG
WLEV(FM)	Allentown, PA	39875	20110330AJH
WMGS(FM)	Wilkes-Barre, PA	70880	20110330AJI
WMHX(FM)	Hershey, PA	64842	20110330AJJ
WQHZ(FM)	Erie, PA	65748	20110330AJK
WQXA-FM	York, PA	52169	201110330AJL
WRIE(AM)	Erie, PA	32982	20110330AJM
WSJR(FM)	Dallas, PA	43969	20110330AJN
WXKC(FM)	Erie, PA	32984	20110330AJO
WXTA(FM)	Edinboro, PA	72892	20110330AJP
WEAN-FM	Wakefield-Peacedale, RI	4376	20110330AJQ
WPRO(AM)	Providence, RI	64843	20110330AJR
WPRO-FM	Providence, RI	64841	20110330AJS
WPRV(AM)	Providence, RI	64840	20110330AJT
WWKX(FM)	Woonsocket, RI	65198	20110330AJU
WWLI(FM)	Providence, RI	64838	20110330AJV
WISW(AM)	Columbia, SC	54793	20110330AJW
WIWF(FM)	Charleston, SC	60039	20110330AJX
WLXC(FM)	Columbia, SC	54794	20110330AJY
WNKT(FM)	Eastover, SC	38900	20110330AJZ
WOMG(FM)	Lexington, SC	37200	20110330AKA
WSSZ-FM	Charleston, SC	72378	20110330AKB
WTCB(FM)	Orangeburg, SC	54791	20110330AKC
WTMA(AM)	Charleston, SC	72376	20110330AKD
WWWZ(FM)	Summerville, SC	61278	20110330AKE
WGFX(FM)	Gallatin, TN	16893	20110330AKF
WGKX(FM)	Memphis, TN	35009	20110330AKG
WGOC(AM)	Kingsport, TN	67671	20110330AKH
WGOW(AM)	Chattanooga, TN	54526	20110330AKI
WGOW-FM	Soddy-Daisy, TN	53956	20110330AKJ
WIVK-FM	Knoxville, TN	16890	20110330AKK
WJCW(AM)	Johnson City, TN	67672	20110330AKL
WKDF(FM)	Nashville, TN	16896	20110330AKM
WKIM(FM)	Munford, TN	33671	20110330AKN
WKOS(FM)	Kingsport, TN	67674	20110330AKO
WNML(AM)	Knoxville, TN	16894	20110330AKP
WNML-FM	Friendsville, TN	7998	20110330AKQ

WNRX(FM)	Jefferson City, TN	18403	20110330AKR
WOGT(FM)	East Ridge, TN	54527	20110330AKS
WOKI(FM)	Oliver Springs, TN	10457	20110330AKT
WQUT(FM)	Johnson City, TN	67673	20110330AKU
WSKZ(FM)	Chattanooga, TN	54525	20110330AKV
WXMX(FM)	Millington, TN	35399	20110330AKW
WXSM(AM)	Blountville, TN	29513	20110330AKX
K237AL	Park City, UT	53499	20110330AKY
K284AJ	Heber City, UT	53498	20110330AKZ
KBEE(FM)	Salt Lake City, UT	53497	20110330ALA
KBER(FM)	Ogden, UT	10779	20110330ALB
KENZ(FM)	Ogden, UT	2444	20110330ALC
KFNZ(AM)	Salt Lake City, UT	53500	20110330ALD
KHTB(FM)	Provo, UT	6545	20110330ALE
KJQS(AM)	Murray, UT	58303	20110330ALF
KKAT(AM)	Salt Lake City, UT	11232	20110330ALG
KUBL-FM	Salt Lake City, UT	11238	20110330ALH
WJR(AM)	Detroit, MI	8626	20110330ALJ
WDVD(FM)	Detroit, MI	8631	20110330ALK
WDRQ(FM)	Detroit, MI	70040	20110330ALL
WYAY(FM)	Gainesville, GA	48727	20110303ALM
WKHX-FM	Marietta, GA	73161	20110330ALN
KQRS-FM	Golden Valley, MN	35505	20110330ALO
KXXR(FM)	Minneapolis, MN	35506	20110330ALP
WGVX(FM)	Lakeville, MN	61379	20110330ALQ
WGVY(FM)	Cambridge, MN	54838	20110330ALR
WGVZ(FM)	Eden Prairie, MN	61541	20110330ALS
WLS-FM	Chicago, IL	73228	20110330AYC
KABC(AM)	Los Angeles, CA	33254	20110330AYD
WMAL(AM)	Washington, DC	73250	20110330AYF
WRQX(FM)	Washington, DC	73252	20110330AYG
WVRX(FM)	Woodbridge, VA	70037	20110330AYH
WBAP(AM)	Fort Worth, TX	71200	20110330AAA
KSCS(FM)	Fort Worth, TX	71201	20110330AAB
WBAP-FM	Flower Mound, TX	26468	20110330AAC
WABC(AM)	New York, NY	70658	20110330AEV
WPLJ(FM)	New York, NY	73887	20110330AEU
WLS(AM)	Chicago, IL	73227	20110330AEW
KLOS(FM)	Los Angeles, CA	35078	20110330AEX
KGO(AM)	San Francisco, CA	34471	20110330AHZ
KSFO(AM)	San Francisco, CA	34472	20110330AIA

B. CUMULUS MEDIA, INC.

<u>Call Sign</u>	<u>Location</u>	<u>Facility ID No.</u>	<u>FCC File No.</u>
WVNN(AM)	Athens, AL	3084	20110330ALU
WZYP(FM)	Athens, AL	3083	20110330ALV
WYOK(FM)	Atmore, AL	8680	20110330ALW
WDLT-FM	Chickasaw, AL	68843	20110330ALX
WXQW(AM)	Fairhope, AL	2541	20110330ALY
WHRP(FM)	Gurley, AL	22264	20110330ALZ
WUMP(AM)	Madison, AL	39590	20110330AMA
WBLX-FM	Mobile, AL	2540	20110330AMB
WGOK(AM)	Mobile, AL	56716	20110330AMC
WHHY-FM	Montgomery, AL	66910	20110330AMD
WLWI(AM)	Montgomery, AL	66909	20110330AME
WLWI-FM	Montgomery, AL	12318	20110330AMF
WMSF(AM)	Montgomery, AL	12316	20110330AMG
WMXS(FM)	Montgomery, AL	12322	20110330AMH
WNZZ(AM)	Montgomery, AL	12321	20110330AMI
WFFF-FM	New Market, AL	65223	20110330AMJ
WXFX(FM)	Prattville, AL	17479	20110330AMK
WVNN-FM	Trinity, AL	25385	20110330AML
KKEG(FM)	Bentonville, AR	16571	20110330AMM
KFAY(AM)	Farmington, AR	16573	20110330AMN
KQSM-FM	Fayetteville, AR	16569	20110330AMO
KLSZ-FM	Fort Smith, AR	23869	20110330AMP
KYNF(FM)	Prairie Grove, AR	70257	20110330AMQ
KAMO-FM	Rogers, AR	31881	20110330AMR
KMCK-FM	Siloam Springs, AR	64630	20110330AMS
KYNG(AM)	Springdale, AR	71702	20110330AMT
KOAI(AM)	Van Buren, AR	37828	20110330AMU
KBBQ-FM	Van Buren, AR	37827	20110330AMV
KRRF(FM)	Goleta, CA	10329	20110330AMW
KRUZ(FM)	Goleta, CA	3159	20110330AMX
KVYB(FM)	Santa Barbara, CA	8853	20110330AMY
KBBY-FM	Ventura, CA	7745	20110330AMZ
KHAY(FM)	Ventura, CA	35848	20110330ANA
KVEN(AM)	Ventura, CA	35847	20110330ANB
KKNN(FM)	Delta, CO	47114	20110330ANC
KEKB(FM)	Fruita, CO	30431	20110330AND
KBKL(FM)	Grand Junction, CO	30430	20110330ANE
KEXO(AM)	Grand Junction, CO	47113	20110330ANF
KMXY(FM)	Grand Junction, CO	5550	20110330ANG
KDBN(FM)	Parachute, CO	162254	20110330ANH
WICC(AM)	Bridgeport, CT	72345	20110330ANI
WINE(AM)	Brookfield, CT	15389	20110330ANJ
WRKI(FM)	Brookfield, CT	15391	20110330ANK
WEBE(FM)	Westport, CT	71389	20110330ANL
WFTW(AM)	Fort Walton Beach, FL	27466	20110330ANM
WKSM(FM)	Fort Walton Beach, FL	27467	20110330ANN
WZNS(FM)	Fort Walton Beach, FL	32834	20110330ANO

WRRX(FM)	Gulf Breeze, FL	94009	20110330ANP
WYZB(FM)	Mary Esther, FL	27469	20110330ANQ
WINT(AM)	Melbourne, FL	60388	20110330ANR
WAOA-FM	Melbourne, FL	60387	20110330ANS
WCOA(AM)	Pensacola, FL	12142	20110330ANT
WJLQ(FM)	Pensacola, FL	12143	20110330ANU
WHKR(FM)	Rockledge, FL	57628	20110330ANV
WSJZ-FM	Sebastian, FL	59536	20110330ANW
WNCV(FM)	Shalimar, FL	73395	20110330ANX
WBZE(FM)	Tallahassee, FL	28164	20110330ANY
WGLF(FM)	Tallahassee, FL	64559	20110330ANZ
WHBT(AM)	Tallahassee, FL	28162	20110330AOA
WHBX(FM)	Tallahassee, FL	28168	20110330AOB
WALG(AM)	Albany, GA	54703	20110330AOC
WGPC(AM)	Albany, GA	830	20110330AOD
WKAK(FM)	Albany, GA	831	20110330AOE
WQVE(FM)	Albany, GA	54704	20110330AOF
WWLD(FM)	Cairo, GA	38640	20110330AOG
WPEZ(FM)	Jeffersonville, GA	52551	20110330AOH
WJAD(FM)	Leesburg, GA	57782	20110330AOI
WROK-FM	Macon, GA	68679	20110330AOJ
WDDO(AM)	Macon, GA	52546	20110330AOK
WAYS(AM)	Macon, GA	68678	20110330AOL
WDEN-FM	Macon, GA	46996	20110330AOM
WMAC(AM)	Macon, GA	46998	20110330AON
WLZN(FM)	Macon, GA	54672	20110330AOO
WMGB(FM)	Montezuma, GA	88541	20110330AOP
WEGC(FM)	Sasser, GA	40463	20110330AOQ
WBMQ(FM)	Savannah, GA	54800	20110330AOR
WIXV(FM)	Savannah, GA	54799	20110330AOS
WJCL-FM	Savannah, GA	37178	20110330AOT
WJLG(AM)	Savannah, GA	71365	20110330AOU
WEAS-FM	Springfield, GA	71366	20110330AOW
WNUQ(FM)	Sylvester, GA	66942	20110330AOX
WZAT(FM)	Tybee Island, GA	25549	20110330AOV
WJOD(FM)	Asbury, IA	34596	20110330AOZ
KQCS(FM)	Bettendorf, IA	19791	20110330APA
KOEL-FM	Cedar Rapids, IA	66780	20110330APB
KDAT(FM)	Cedar Rapids, IA	54165	20110330APC
KHAK(FM)	Cedar Rapids, IA	54163	20110330APD
KJOC(AM)	Davenport, IA	13662	20110330APE
KBOB-FM	De Witt, IA	12234	20110330APF
KLYV(FM)	Dubuque, IA	12717	20110330APG
KXGE(FM)	Dubuque, IA	29127	20110330APH
WDBQ(AM)	Dubuque, IA	12705	20110330API
KCRR(FM)	Grundy Center, IA	25471	20110330APJ
KRNA(FM)	Iowa City, IA	35555	20110330APK
KBEA-FM	Muscatine, IA	13666	20110330APL
KOEL(AM)	Oelwein, IA	28475	20110330APM
KKHQ-FM	Oelwein, IA	28472	20110330APN

WXXQ(FM)	Freeport, IL	63137	20110330APO
WDBQ-FM	Galena, IL	30617	20110330APP
WXGL-FM	Loves Park, IL	38638	20110330APQ
WXLN(FM)	Moline, IL	13663	20110330APR
WROK(AM)	Rockford, IL	48987	20110330APS
WZOK(FM)	Rockford, IL	48986	20110330APT
KMAJ-FM	Carbondale, KS	42012	20110330APU
KDVB(FM)	Effingham, KS	164159	20110330APV
KTOP-FM	St. Marys, KS	60034	20110330APW
KDVV(FM)	Topeka, KS	62237	20110330APX
KMAJ(AM)	Topeka, KS	42014	20110330APY
KTOP(AM)	Topeka, KS	62236	20110330APZ
KWIC(FM)	Topeka, KS	39997	20110330AQA
WCYN-FM	Cynthiana, KY	71308	20110330AQB
WXZZ(FM)	Georgetown, KY	34245	20110330AQC
WVLK(AM)	Lexington, KY	27418	20110330AQD
WLXX(FM)	Lexington, KY	27417	20110330AQE
WLTO(FM)	Nicholasville, KY	11673	20110330AQF
WVLK-FM	Richmond, KY	71249	20110330AQG
KQLK(FM)	De Ridder, LA	9029	20110330AQH
KAOK(AM)	Lake Charles, LA	67330	20110330AQI
KBIU(FM)	Lake Charles, LA	17019	20110330AQJ
KXZZ(AM)	Lake Charles, LA	17016	20110330AQK
KYKZ(FM)	Lake Charles, LA	38601	20110330AQL
KVMA-FM	Shreveport, LA	53030	20110330AQM
KMJJ-FM	Shreveport, LA	63929	20110330AQN
KRMD(AM)	Shreveport, LA	1305	20110330AQO
KRMD-FM	Oil City, LA	1304	20110330AQP
KKGB(FM)	Sulphur, LA	106	20110330AQQ
WEZQ(FM)	Bangor, ME	17673	20110330AQR
WQCB(FM)	Brewer, ME	9284	20110330AQS
WDEA(AM)	Ellsworth, ME	17671	20110330AQT
WWMJ(FM)	Ellsworth, ME	17670	20110330AQU
WBZN(FM)	Old Town, ME	18535	20110330AQV
WQKL(FM)	Ann Arbor, MI	47117	20110330AQW
WTKA(AM)	Ann Arbor, MI	47116	20110330AQX
WWWW-FM	Ann Arbor, MI	41080	20110330AQY
WBCK-FM	Battle Creek, MI	37461	20110330AQZ
WKFR-FM	Battle Creek, MI	14658	20110330ARA
WDZZ-FM	Flint, MI	13665	20110330ARB
WWCK(AM)	Flint, MI	39679	20110330ARC
WWCK-FM	Flint, MI	39678	20110330ARD
WKMI(AM)	Kalamazoo, MI	14659	20110330ARE
WMIM(FM)	Luna Pier, MI	37119	20110330ARF
WBXX(FM)	Marshall, MI	37463	20110330ARG
WRSR(FM)	Owosso, MI	41681	20110330ARH
WRKR(FM)	Portage, MI	14657	20110330ARI
WLBY(AM)	Saline, MI	41081	20110330ARJ
KDCZ(FM)	Eyota, MN	162261	20110330ARK
KDHL(AM)	Faribault, MN	54634	20110330ARL

KQCL(FM)	Faribault, MN	54628	20110330ARM
KRFO(AM)	Owatonna, MN	30121	20110330ARN
KRFO-FM	Owatonna, MN	30125	20110330ARO
KFIL(AM)	Preston, MN	34429	20110330ARP
KFIL-FM	Chatfield, MN	34428	20110330ARQ
KOLM(AM)	Rochester, MN	50288	20110330ARR
KROC(AM)	Rochester, MN	61321	20110330ARS
KROC-FM	Rochester, MN	61323	20110330ART
KWWK(FM)	Rochester, MN	50289	20110330ARU
KDZZ(FM)	St. Charles, MN	56252	20110330ARV
KVGO(FM)	Spring Valley, MN	54631	20110330ARW
KYBA(FM)	Stewartville, MN	67336	20110330ARX
KOQL(FM)	Ashland, MO	60731	20110330ARY
KBXR(FM)	Columbia, MO	47910	20110330ARZ
KFRU(FM)	Columbia, MO	12396	20110330ASA
KPLA(FM)	Columbia, MO	12429	20110330ASB
KBBM(FM)	Jefferson City, MO	68148	20110330ASC
KZJF(FM)	Jefferson City, MO	5383	20110330ASD
KLIK(AM)	Jefferson City, MO	68147	20110330ASE
KJMO(FM)	Linn, MO	162262	20110330ASF
KRWP(FM)	Stockton, MO	78693	20110330ASG
WSMS(FM)	Artesia, MS	6664	20110330ASH
WKOR-FM	Columbus, MS	24531	20110330ASI
WJWF(AM)	Columbus, MS	54534	20110330ASJ
WNMQ(FM)	Columbus, MS	54535	20110330ASK
WKOR(AM)	Starkville, MS	10348	20110330ASL
WMXU(FM)	Starkville, MS	57710	20110330ASM
WSSO(AM)	Starkville, MS	57709	20110330ASN
WRCQ(FM)	Dunn, NC	34826	20110330ASO
WFNC(AM)	Fayetteville, NC	8583	20110330ASP
WQSM(FM)	Fayetteville, NC	8582	20110330ASQ
WAAV(AM)	Leland, NC	25999	20110330ASR
WKXS-FM	Leland, NC	25998	20110330ASS
WFVL(FM)	Lumberton, NC	41311	20110330AST
WMGU(FM)	Southern Pines, NC	46948	20110330ASU
WGNI(FM)	Wilmington, NC	8581	20110330ASV
WMNX(FM)	Wilmington, NC	8584	20110330ASW
WWQQ-FM	Wilmington, NC	28163	20110330ASX
KACL(FM)	Bismarck, ND	15967	20110330ASY
KBYZ(FM)	Bismarck, ND	43221	20110330ASZ
KKCT(FM)	Bismarck, ND	31176	20110330ATA
KLXX(AM)	Bismarck-Mandan, ND	43223	20110330ATB
KUSB(FM)	Hazleton, ND	162267	20110330ATC
WRRB(FM)	Arlington, NY	10780	20110330ATD
WPUT(AM)	Brewster, NY	67814	20110330ATE
WCZX(FM)	Hyde Park, NY	4587	20110330ATF
WPDA(FM)	Jeffersonville, NY	3655	20110330ATG
WKNY(AM)	Kingston, NY	10782	20110330ATH
WKXP(FM)	Kingston, NY	27395	20110330ATI
WALL(AM)	Middletown, NY	3137	20110330ATJ

WRRV(FM)	Middletown, NY	3136	20110330ATK
WFAF(FM)	Mount Kisco, NY	70274	20110330ATL
WDBY(FM)	Patterson, NY	67815	20110330ATM
WEOK(AM)	Poughkeepsie, NY	71513	20110330ATN
WPDH(FM)	Poughkeepsie, NY	71514	20110330ATO
WFAS(AM)	White Plains, NY	14381	20110330ATP
WFAS-FM	Bronxville, NY	14380	20110330ATQ
WZAD(FM)	Wurtsboro, NY	74285	20110330ATR
WRQN(FM)	Bowling Green OH	22676	20110330ATS
WNNF(FM)	Cincinnati, OH	59593	20110330ATT
WOFX-FM	Cincinnati, OH	51725	20110330ATU
WLQR-FM	Delta, OH	67275	20110330ATV
WXKR(FM)	Port Clinton, OH	69869	20110330ATW
WQXK(FM)	Salem, OH	37548	20110330ATX
WSOM(AM)	Salem, OH	37547	20110330ATY
WWWM-FM	Sylvania, OH	42127	20110330ATZ
WKKO(FM)	Toledo, OH	22673	20110330AUA
WLQR(AM)	Toledo, OH	65958	20110330AUB
WBBW(AM)	Youngstown, OH	13667	20110330AUC
WHOT-FM	Youngstown, OH	13670	20110330AUD
KOMS(FM)	Poteau, OK	37086	20110330AUE
KEHK(FM)	Brownsville, OR	7989	20110330AUF
KUJZ(FM)	Creswell, OR	30650	20110330AUG
KNRQ-FM	Tualatin, OR	12501	20110330AUH
KSCR(AM)	Eugene, OR	30649	20110330AUI
KUGN(AM)	Eugene, OR	12506	20110330AUJ
KZEL-FM	Eugene, OR	49822	20110330AUK
WNNK-FM	Harrisburg, PA	32945	20110330AUL
WHGB(AM)	Harrisburg, PA	32944	20110330AUM
WTPA(FM)	Mechanicsburg, PA	54021	20110330AUN
WLLF(FM)	Mercer, PA	6653	20110330AUO
WWIZ(FM)	West Middlesex, PA	23437	20110330AUP
WWKL(FM)	Palmyra, PA	12050	20110330AUQ
WPIC(AM)	Sharon, PA	60005	20110330AUR
WYFM(FM)	Sharon, PA	60006	20110330AUS
WSEA(FM)	Atlantic Beach, SC	3221	20110330AUT
WTYB(FM)	Bluffton, SC	14069	20110330AOY
WHSC(AM)	Conway, SC	17484	20110330AUA
WJXY-FM	Conway, SC	17485	20110330AUV
WYNN(AM)	Florence, SC	22048	20110330AUW
WYNN-FM	Florence, SC	22049	20110330AUX
WLFF(FM)	Georgetown, SC	63932	20110330AUY
WXJY(FM)	Georgetown, SC	69835	20110330AUZ
WBZF(FM)	Hartsville, SC	26327	20110330AVA
WTOD(AM)	Hartsville, SC	26328	20110330AVB
WWFN-FM	Lake City, SC	21745	20110330AVC
WCMG(FM)	Latta, SC	72929	20110330AVD
WYMB(AM)	Manning, SC	11652	20110330AVE
WHLZ(FM)	Marion, SC	11653	20110330AVF
WMXT(FM)	Pamplico, SC	51420	20110330AVG

WDAI(FM)	Pawleys Island, SC	59490	20110330AVH
WSYN(FM)	Surfside Beach, SC	46964	20110330AVI
KDEZ(FM)	Brandon, SD	166031	20110330AVJ
KYBB(FM)	Canton, SD	15308	20110330AVK
KSOO-FM	Lennox, SD	162271	20110330AVL
KIKN-FM	Salem, SD	61328	20110330AVM
KKLS-FM	Sioux Falls, SD	61324	20110330AVN
KMXC(FM)	Sioux Falls, SD	64711	20110330AVO
KSOO(AM)	Sioux Falls, SD	64710	20110330AVP
KXRB(AM)	Sioux Falls, SD	61322	20110330AVQ
WNFN(FM)	Millersville, TN	29862	20110330AVR
WQQK(FM)	Goodlettsville, TN	52521	20110330AVS
WRQQ(FM)	Belle Meade, TN	26689	20110330AVT
WWTN(FM)	Hendersonville, TN	31476	20110330AVU
WSM-FM	Nashville, TN	74065	20110330AVV
KPUR(AM)	Amarillo, TX	72037	20110330AVW
KQIZ-FM	Amarillo, TX	41567	20110330AVX
KTLT(FM)	Anson, TX	53194	20110330AVY
KIKR(AM)	Beaumont, TX	52406	20110330AVZ
KQXY-FM	Beaumont, TX	48918	20110330AWA
KTCX(FM)	Beaumont, TX	4462	20110330AWB
KOOC(FM)	Belton, TX	60092	20110330AWC
KYYI(FM)	Burkburnett, TX	58740	20110330AWD
KPUR-FM	Canyon, TX	72038	20110330AWE
KZRK(AM)	Canyon, TX	39591	20110330AWF
KZRK-FM	Canyon, TX	27009	20110330AWG
KARX(FM)	Claude, TX	33448	20110330AWH
KSSM(FM)	Coppers Grove, TX	10054	20110330AWI
KSTB(FM)	Crystal Beach, TX	18187	20110330AWJ
KOLI(FM)	Electra, TX	78344	20110330AWK
KCDD(FM)	Hamlin, TX	64656	20110330AWL
KUSJ(FM)	Harker Heights, TX	60803	20110330AWM
KHXS(FM)	Merkel, TX	50790	20110330AWN
KZBT(FM)	Midland, TX	35880	20110330AWO
KMND(AM)	Midland, TX	28201	20110330AWP
KNFM(FM)	Midland, TX	28202	20110330AWQ
KBAT(FM)	Monahans, TX	48433	20110330AWR
KBED(AM)	Nederland, TX	48917	20110330AWS
KODM(FM)	Odessa, TX	48435	20110330AWT
KRIL(AM)	Odessa, TX	12080	20110330AWU
KGEE(FM)	Pecos, TX	76852	20110330AWV
KAYD-FM	Silsbee, TX	31109	20110330AWW
KLTD(FM)	Temple, TX	53647	20110330AWX
KTEM(AM)	Temple, TX	63200	20110330AWY
KBCY(FM)	Tye, TX	68642	20110330AWZ
KQHN(FM)	Waskom, TX	12414	20110330AXA
KLUR(FM)	Wichita Falls, TX	58741	20110330AXB
KQXC-FM	Wichita Falls, TX	55380	20110330AXC
WBRW(FM)	Blacksburg, VA	5795	20110330AXD
WFNR(AM)	Blacksburg, VA	67588	20110330AXE

WNMX(FM)	Christiansburg, VA	69744	20110330AXF
WPSK-FM	Pulaski, VA	48621	20110330AXG
WRAD(AM)	Radford, VA	73919	20110330AXH
WWBU(FM)	Radford, VA	73918	20110330AXI
WNAM(AM)	Neenah-Menasha, WI	50053	20110330AXJ
WPKR(FM)	Omro, WI	42093	20110330AXK
WOSH(AM)	Oshkosh, WI	69780	20110330AXL
WVBO(FM)	Winneconne, WI	69781	20110330AXM
W261CL	Athens, AL	65220	20110330AXN
W280BA	Madison, AL	65219	20110330AXO
W229AG	Atlanta, GA	88937	20110330AXP
W221CG	Kennesaw, GA	148961	20110330AXQ
W250BC	Riverdale, GA	158597	20110330AXR
K285EL	Rochester, MN	61327	20110330AXS
K292EM	Rochester, MN	61319	20110330AXT
W264AK	Toledo, OH	81369	20110330AXU
K243BG	Corvallis, OR	49823	20110330AXV
K244DL	Cottage Grove, OR	49820	20110330AXW
K248AG	Cottage Grove, OR	12502	20110330AXX
K275AA	Springfield, OR	30652	20110330AXY
W237DE	Harrisburg, PA	158598	20110330AXZ
W270BZ	Conway, SC	83075	20110330AYA
W278AJ	Blacksburg, VA	81543	20110330AYB
KSAN(FM)	San Mateo, CA	14484	20110331AIF
KFFG(FM)	Los Altos, CA	58843	20110331AIG
KFOG(FM)	San Francisco, CA	54770	20110331AIH
KNBR(AM)	San Francisco, CA	35208	20110331AII
KTCT(AM)	San Mateo, CA	51188	20110331AIJ
WWWQ(FM)	Atlanta, GA	73345	20110331AIK
WNNX(FM)	College Park, GA	6809	20110331AIL
WRWM(FM)	Lawrence, IN	71438	20110331AIM
WFMS(FM)	Fishers, IN	54622	20110331AIN
WQKC(AM)	Jeffersonville, IN	63935	20110331AIO
WJJK(FM)	Noblesville, IN	28609	20110331AIP
WLCL(FM)	Sellersburg, IN	58380	20110331AIQ
WRRM(FM)	Cincinnati, OH	3142	20110331AIR
WGRR(FM)	Hamilton, OH	72126	20110331AIS
WFTK(FM)	Lebanon, OH	10143	20110331AIT
WGLD(AM)	Manchester Twp., PA	55352	20110331AIU
WSOX(FM)	Red Lion, PA	55351	20110331AIV
WARM-FM	York, PA	73980	20110331AIW
WSBA(AM)	York, PA	73979	20110331AIX
KTCK(AM)	Dallas, TX	8773	20110331AIY
KLIF-FM	Haltom City, TX	27299	20110331AIZ
KRBE(FM)	Houston, TX	35524	20110331AJA
KKLF(AM)	Richardson, TX	86684	20110331AJB
KTDK(FM)	Sanger, TX	26146	20110331AJC
KCHZ(FM)	Ottawa, KS	33332	20110331AJF
KFNC(FM)	Beaumont, TX	52407	20110331AJG
KHJK(FM)	La Porte, TX	48676	20110331AJH

KMJK(FM)	North Kansas City, MO	33713	20110331AJI
KCFX(FM)	Harrisonville, MO	27021	20110331AJJ
KCJK(FM)	Garden City, MO	87565	20110331AJK
KCMO(AM)	Kansas City, MO	33391	201110331AJL
KCMO-FM	Shawnee, KS	6385	20110331AJM
KPLX(FM)	Fort Worth, TX	54675	20110331AJN
KLIF(AM)	Dallas, TX	35061	20110331AJO
K273BZ	Bonner Springs, KS	143354	20110331AKE
K279BI	Kansas City, MO	144473	20110331AKF
W273AR	Paw Paw, MI	148903	20110510ADO
W256BO	Atlanta, GA	148550	20110510ADP

**II. CITADEL BROADCASTING CORPORATION AND CUMULUS MEDIA, INC.,
STATIONS TO BE ASSIGNED TO VOLT RADIO, LLC:**

<u>Call Sign</u>	<u>Location</u>	<u>Facility ID No.</u>	<u>FCC File No.</u>
WELJ(FM)	Montauk, NY (Citadel)	7996	20110331AID
WCAT-FM	Carlisle, PA (Citadel)	74557	20110331AIE
WNZZ(AM)	Montgomery, AL	12321	20110331AJP
KYNF(FM)	Prairie Grove, AR	70257	20110331AJQ
WROK-FM	Macon, GA	68679	20110331AJR
WTYB(FM)	Tybee Island, GA	14069	20110331AJS
WKOR(AM)	Starkville, MS	10348	20110331AJT
WWKL(FM)	Palmyra, PA	12050	20110331AJU
WJXY-FM	Conway, SC	17485	20110331AJV
WXJY(FM)	Georgetown, SC	69835	20110331AJW
WRQQ(FM)	Belle Meade, TN	26689	20110331AJX
WNFN(FM)	Millersville, TN	29862	20110331AJY
KMJK(FM)	North Kansas City, MO	33713	20110331AJZ
KKLF(AM)	Richardson, TX	86684	20110331AKA