

EXHIBIT 5
DESCRIPTION OF TRANSACTION

This application (“Application”) is one of several related FCC Form 314 applications being filed simultaneously and seeks the consent of the Federal Communications Commission (“FCC” or “Commission”) to the assignment of certain broadcast licenses as part of that certain Asset Purchase and Exchange Agreement (“APEA”), dated as of April 28, 2012, by and among Cumulus Broadcasting LLC, Cumulus Licensing LLC, Citadel Broadcasting Company, and Radio License Holding CBC, LLC (collectively, “Cumulus”), on the one hand, and Townsquare Radio, LLC, Townsquare Media of Bloomington, Inc., Townsquare Media of Peoria, Inc., and Townsquare Media Licensee of Peoria, Inc. (collectively, “Townsquare”), on the other hand.¹ The APEA provides for Townsquare to acquire fifty-five (55) radio stations in eleven (11) markets and for Cumulus to acquire ten (10) stations in two (2) markets.²

In accordance with the APEA, the following applications seeking Commission consent to the assignment of each of the licenses specified below from Townsquare to Cumulus are being filed concurrently herewith:

- (1) Form 314 application for the assignment of the licenses for radio stations WBNQ(FM), Bloomington, IL (Facility ID No. 68588); WBWN(FM), Le Roy, IL (Facility ID No. 40906); WJBC(AM), Bloomington, IL (Facility ID No. 5876); WJBC-FM, Pontiac, IL (Facility ID No. 37818); and WJEZ(FM), Dwight, IL (Facility ID No. 19211) from Townsquare Media of Bloomington, Inc. to Cumulus Licensing LLC.
- (2) Form 314 application for the assignment of the licenses for radio stations WFYR(FM), Elmwood, IL (Facility ID No. 72080); WGLO(FM), Pekin, IL (Facility ID No. 68622); WIXO(FM), Peoria, IL (Facility ID No. 9894); and

¹ Certain schedules and an exhibit (collectively, the “Schedules”) to the APEA are not being submitted with this Application because they contain material that either is proprietary, not germane to the Commission’s evaluation of this Application, or already is in the Commission’s possession. Information contained in the Schedules will be provided to the Commission upon request, subject to the parties’ rights, where appropriate, to submit such information subject to regulations restricting public access to confidential and proprietary information. Given the omitted Schedules and in light of the Commission’s decision in *Application of LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002), Section II, Item 3 and Section III, Item 3 of this Application have been answered “no.”

² In conjunction with the execution of the APEA, Cumulus Broadcasting LLC and Townsquare Media of Ft. Collins, Inc. executed an Option Agreement, dated as of April 28, 2012, pursuant to which Cumulus has the right to purchase certain stations owned by Townsquare in the Fort Collins-Greeley, Colorado market (KKPL(FM), Cheyenne, WY (Facility ID No. 54394); KMAX-FM, Wellington, CO (Facility ID No. 84497); KTRR(FM), Loveland, CO (Facility ID No. 50375); and KUAD-FM, Windsor, CO (Facility ID No. 49538)). A copy of that Option Agreement is appended to this Application as part of this Exhibit 5.

WVEL(AM), Pekin, IL (Facility ID No. 68623) from Townsquare Media of Peoria, Inc. to Radio License Holding CBC, LLC.

- (3) Form 314 application for the assignment of the license for radio station WZPW(FM), Peoria, IL (Facility ID No. 3464) from Townsquare Media Licensee of Peoria, Inc. to Radio License Holding CBC, LLC.

In accordance with the APEA, the following applications seeking Commission consent to the assignment of each of the licenses specified below from Cumulus to Townsquare are being filed concurrently herewith:

- (4) Form 314 application for the assignment of the licenses for radio stations WJZN(AM), Augusta, ME (Facility ID No. 52604); WMME-FM, Augusta, ME (Facility ID No. 52605); WEBB(FM), Waterville, ME (Facility ID No. 52608); and WTVL(AM), Waterville, ME (Facility ID No. 52607) from Radio License Holding CBC, LLC to Townsquare Media Augusta/Waterville License, LLC.
- (5) Form 314 application for the assignment of the licenses for radio stations WEZQ(FM), Bangor, ME (Facility ID No. 17673); WQCB(FM), Brewer, ME (Facility ID No. 9284); WWMJ(FM), Ellsworth, ME (Facility ID No. 17670); WBZN(FM), Old Town, ME (Facility ID No. 18535); and WDEA(AM), Ellsworth, ME (Facility ID No. 17671) from Cumulus Licensing LLC to Townsquare Media Bangor License, LLC.
- (6) Form 314 application for the assignment of the licenses for radio stations WAAL(FM), Binghamton, NY (Facility ID No. 7920); WHWK(FM), Binghamton, NY (Facility ID No. 72373), WNBF(AM), Binghamton, NY (Facility ID No. 72372), WYOS(AM), Binghamton, NY (Facility ID No. 7921); and WWYL(FM), Chenango Bridge, NY (Facility ID No. 7663) from Radio License Holding CBC, LLC to Townsquare Media Binghamton License, LLC.
- (7) Form 314 application for the assignment of the licenses for radio stations KACL(FM), Bismarck, ND (Facility ID No. 15967); KBYZ(FM), Bismarck, ND (Facility ID No. 43221); KKCT(FM), Bismarck, ND (Facility ID No. 31176); KLXX(AM), Bismarck-Mandan, ND (Facility ID No. 43223) and KUSB(FM), Hazelton, ND (Facility ID No. 162267) from Cumulus Licensing LLC to Townsquare Media Bismarck License, LLC.
- (8) Form 314 application for the assignment of the licenses for radio stations KKNM(FM), Delta, CO (Facility ID No. 47114); KEKB(FM), Fruita, CO (Facility ID No. 30431); KBKL(FM), Grand Junction, CO (Facility ID No. 30430); KEXO(AM), Grand Junction, CO (Facility ID No. 47113); KMXV(FM), Grand Junction, CO (Facility ID No. 5550); and KDBN(FM), Parachute, CO (Facility ID No. 162254) from Cumulus Licensing LLC to Townsquare Media Grand Junction License, LLC.
- (9) Form 314 application for the assignment of the licenses for radio stations KOOC(FM), Belton, TX (Facility ID No. 60092); KSSM(FM), Copperas Cove,

TX (Facility ID No. 10054); KUSJ(FM), Harker Heights, TX (Facility ID No. 60803); KLTD(FM), Temple, TX (Facility ID No. 53647); and KTEM(AM), Temple, TX (Facility ID No. 63200) from Cumulus Licensing LLC to Townsquare Media Bloomington License, LLC.

- (10) Form 314 application for the assignment of the licenses for radio stations WFHN(FM), Fairhaven, MA (Facility ID No. 10453) and WBSM(AM), New Bedford, MA (Facility ID No. 10452) from Radio License Holding CBC, LLC to Townsquare Media New Bedford License, LLC.
- (11) Form 314 application for the assignment of the licenses for radio stations KMND(AM), Midland, TX (Facility ID No. 28201); KNFM(FM), Midland, TX (Facility ID No. 28202); KZBT(FM), Midland, TX (Facility ID No. 35880); KBAT(FM), Monahans, TX (Facility ID No. 48433); KODM(FM), Odessa, TX (Facility ID No. 48435); KRIL(AM), Odessa, TX (Facility ID No. 12080); and KGEE(FM), Pecos, TX (Facility ID No. 76852) from Cumulus Licensing LLC to Townsquare Media Odessa-Midland II License, LLC.
- (12) Form 314 application for the assignment of the licenses for radio stations WFFN(FM), Coaling, AL (Facility ID No. 54797); WDGM(FM), Greensboro, AL (Facility ID No. 86803); WTUG-FM, Northport, AL (Facility ID No. 54796); WBEI(FM), Reform, AL (Facility ID No. 67577); and WTSK(AM), Tuscaloosa, AL (Facility ID No. 54795) from Radio License Holding CBC, LLC to Townsquare Media Tuscaloosa License, LLC.
- (13) Form 314 application for the assignment of the license for radio stations WBPW(FM), Presque Isle, ME (Facility ID No. 22184) from Radio License Holding CBC, LLC to Townsquare Media Licensee of Peoria, Inc.
- (14) Form 314 application for the assignment of the licenses for radio stations WOZI(FM), Presque Isle, ME (Facility ID No. 41007) and WQHR(FM), Presque Isle, ME (Facility ID No. 9422) from Radio License Holding CBC, LLC to Townsquare Media Presque Isle License, LLC.
- (15) Form 314 application for the assignment of the licenses for radio stations KKLS-FM, Sioux Falls, SD (Facility ID No. 61324); KMXC(FM), Sioux Falls, SD (Facility ID No. 64711); KSOO(AM), Sioux Falls, SD (Facility ID No. 64710); KXRB(AM), Sioux Falls, SD (Facility ID No. 61322); KIKN-FM, Salem, SD (Facility ID No. 61328); KYBB(FM), Canton, SD (Facility ID No. 15308); KDEZ(FM), Brandon, SD (Facility ID No. 166031); and KSOO-FM, Lennox, SD (Facility ID No. 162271) from Cumulus Licensing LLC to Townsquare Media Sioux Falls License, LLC.

The APEA contemplates that, upon securing FCC consent, all of the license assignments specified herein will be consummated concurrently.