

### **Agreements**

As explained in Exhibit 6 (Description of Transaction), this application seeks Commission consent to transfer control of the current Shareholders of Cumulus Media Inc. (“CMI”) and the instant indirect license subsidiary of Cumulus Media Partners, LLC (“CMP”), pursuant to the parties’ Agreement and Plan of Merger (“Merger Agreement”), dated March 9, 2011 by and among Citadel Broadcasting Corporation (“Citadel”), CMI, Cumulus Media Holdings Inc. (FKA Cadet Holding Corporation), and Cadet Merger Corporation. A copy of the Merger Agreement is attached to this application and will be placed in each station’s public inspection file. The following exhibits to the Merger Agreement have been omitted:

<b>Omitted Material</b>	<b>Subject Matter</b>
Exhibit A	Parent Stockholders
Exhibit B	Certificate of Ownership
Exhibit C	Surviving Corporation Charter
Exhibit D	Surviving Corporation Bylaws
Exhibit E	Parent Charter Amendment

A “Company Disclosure Letter” (Citadel’s disclosure schedules) to the Merger Agreement contains the following materials which have been omitted from this application:

<b>Omitted Material</b>	<b>Subject Matter</b>
Section 3.2(c)	Capitalization – Liens
Section 3.3(a)	Authority
Section 3.3(b)	No Violation
Section 3.4	Consents and Approvals
Section 3.5(a)	Reports
Section 3.5(b)	Reports
Section 3.6	Financial Statements
Section 3.8(a)	Litigation Proceedings
Section 3.8(b)	Litigation Proceedings
Section 3.8(c)	Litigation Proceedings
Section 3.9	Taxes and Tax Returns
Section 3.10(a)(i)	Employee Benefit Plans
Section 3.10(a)(iii)	Company Benefit Plans
Section 3.10(a)(iv)	Company Benefit Plans
Section 3.10(b)	Multiemployer Pension Plans
Section 3.10(d)	Effect of Transaction
Section 3.10(e)	Deferred or Stock Based Compensation Benefit Plans
Section 3.10(f)	Section 280G Issues
Section 3.10(i)	Amendment/Termination of Employee Benefit Plans
Section 3.10(m)(i)	FMLA Leave
Section 3.10(m)(ii)	Collective Bargaining Agreements
Section 3.12	Environmental Matters

Omitted Material	Subject Matter
Section 3.13(a)	FCC Authorizations
Section 3.13(b)	Filing of Material Reports
Section 3.14(a)(i)	Material Contracts
Section 3.14(a)(ii)	Material Contracts
Section 3.14(b)	Default Under Material Contracts
Section 3.15(a)	Title to Properties; Assets
Section 3.16	Company Intellectual Property
Section 3.17	Material Insurance Policies
Section 3.21	Vote Required
Section 5.1	Conduct of Business Prior to Effective Time
Section 5.2(a)	Company Forbearances
Section 5.2(b)	Company Forbearances
Section 5.2(c)	Company Forbearances
Section 5.2(d)	Company Forbearances
Section 5.2(e)	Company Forbearances
Section 5.2(f)	Company Forbearances
Section 5.2(i)	Company Forbearances
Section 5.2(l)	Company Forbearances
Section 6.1(h)	Pending Renewal Applications with respect to Company Radio Stations
Section 6.6(a)	Indemnification

A “Parent Disclosure Letter” (CMI’s disclosure schedules) to the Merger Agreement contains the following materials which have been omitted from this application:

Omitted Material	Subject Matter
Section 4.2	Capitalization
Section 4.4	Consents and Approvals
Section 4.5	Reports
Section 4.8	Legal Proceedings
Section 4.12	FCC Authorizations
Section 4.13	Intellectual Property
Section 5.3	Parent and Merger Sub Forbearances

Also attached to this application is a copy of an Amended and Restated Investment Agreement dated as of April 22, 2011. The following Exhibits and Annexes to the amended Investment Agreement have been omitted from this application:

Omitted Material	Subject Matter
Exhibit C	Registration Rights Agreement
Exhibit D	(contained in Exhibit J appended hereto)
Exhibit E	Terms of Parent Straight Preferred Stock

Omitted Material	Subject Matter
Exhibit F	Form of Monitoring Fee Agreement
Exhibit H	Employee Incentive Plan Term Sheet
Annex A	Crestview Funds
Annex B	Investor Investment Amounts

The materials listed above have not been submitted with this application because they (i) contain proprietary information, (ii) are not germane to the Commission's evaluation of the qualifications of the parties to the application, and/or (iii) already are in the Commission's possession. Nevertheless, the omitted materials will be provided to the Commission's staff upon request, subject to the parties' right to submit such information pursuant to Commission rules restricting public access to confidential and proprietary information in appropriate circumstances. In light of the Commission's decision in *Luj, Inc. and Long Nine, Inc.*, 17 FCC Rcd 16980 (2002), the licensee has responded "no" to Section III, Question 3.