

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and adopted as of the ___ day of December, 2008 (this “Plan”), by and between SUSQUEHANNA RADIO SERVICES, INC., a Pennsylvania corporation (“SRS”), SUSQUEHANNA LICENSE CO., LLC, a Pennsylvania limited liability company (“SLC”), SUNNYSIDE COMMUNICATIONS, INC., an Indiana corporation (“Sunnyside”), RADIO INDIANAPOLIS, INC., an Indiana corporation (“RI”), INDIANAPOLIS RADIO LICENSE CO., an Indiana corporation (“IRL”), WSBA LICO, INC., a Nevada corporation (“WSBA”), WVAE LICO, INC., a Nevada corporation (“WVAE”), WNNX LICO, INC., a Nevada corporation (“WNNX”), RADIO METROPLEX, INC., a Nevada corporation (“Metroplex”), KRBE BROADCASTING, INC., a Nevada corporation (“KRBE”), KLIF BROADCASTING, INC., a Nevada corporation (“KLIF”), RADIO SAN FRANCISCO, INC., a California corporation (“RSF”), RADIO CINCINNATI, INC., an Ohio corporation (“RCI”), BAY AREA RADIO CORP., a Delaware corporation (“BARC”), TEXAS STAR RADIO, INC., a Texas corporation (“Star”, and collectively with SRS, SLC, Sunnyside, RI, IRL, WSBA, WVAE, WNNX, Metroplex, KRBE, KLIF, RSF, RCI and BARC, the “Tier I Merging Parties”), S.C.I. BROADCASTING, INC., an Indiana corporation (“SCI”), KNBR, INC., a Delaware corporation (“KNBR”), KFFG LICO, INC., a Nevada corporation (“KFFG”), KPLX LICO, INC., a Nevada corporation (“KPLX”), WRRM LICO, INC., a Nevada corporation (“WRRM”), KRBE LICO, INC., a Nevada corporation (“KRBE”), WFMS LICO, INC., a Nevada corporation (“WFMS”), INDY LICO, INC., a Nevada corporation (“Indy”), KLIF LICO, INC., a Nevada corporation (“KLIF” and collectively with SCI, KNBR, KFFG, KPLX, WRRM, KRBE, WFMS and Indy, the “Tier II Merging Parties”), KNBR LICO, INC., a Nevada corporation (“KNBRL”), and SUSQUEHANNA RADIO CORP., a Pennsylvania corporation (“SRC”; the Tier I Merging Parties and SRC being sometimes hereinafter referred to as the “Tier I Parties”; the Tier II Merging Parties and SRC being sometimes hereinafter referred to as the “Tier II Parties”; and KNBRL and SRC being sometimes hereinafter referred to as the “Tier III Parties”) for the purpose of setting out the time and manner in which (i) the merger of the Tier I Merging Parties with and into SRC (the “Tier I Merger”) shall be effected; (ii) the merger of the Tier II Merging Parties with and into SRC (the “Tier II Merger”) shall be effected; and (iii) the merger of KNBRL with and into SRC (the “Tier III Merger”) shall be effected.

ARTICLE I

Terms and Conditions of Tier I Merger

The terms and conditions of the Tier I Merger, and the mode of carrying it into effect, are as follows:

1. Address of Tier I Parties. The address of each of the Tier I Parties is 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305.

2. Tier I Effective Time. The Tier I Merger shall become effective at 11:57 p.m. Eastern Standard Time on December 31, 2008, upon the filing of a Certificate or Articles of

Merger or Certificate of Ownership, as applicable, with the Secretary of State of the State of Pennsylvania pursuant to the applicable provisions of the Pennsylvania Business Corporation Law, the Secretary of State of the State of Indiana pursuant to the Indiana Business Corporation Law, the Secretary of State of the State of Nevada pursuant to the applicable provisions of the Nevada Revised Statutes, the Secretary of State of the State of California pursuant to the California General Corporation Law, the Secretary of State of the State of Ohio pursuant to the Ohio General Corporation Law, the Secretary of State of the State of Delaware pursuant to the Delaware General Corporation Law, and the Secretary of State of the State of Texas pursuant to the Texas Business Corporations Act and such other documents as may be required by applicable law and the payment of all fees therefor, and the issuance by each of the Secretary of State of the State of Pennsylvania, the Secretary of State of the State of Indiana, the Secretary of State of the State of Nevada, the Secretary of State of the State of California, the Secretary of State of the State of Ohio, the Secretary of State of the State of Delaware and the Secretary of State of the State of Texas of a certificate of merger in respect of the Tier I Merger. The time when the Tier I Merger shall become effective is referred to in this Plan as the “Tier I Effective Time.”

3. Effect of Tier I Merger. SRC shall be the corporation surviving the Tier I Merger (the “Tier I Surviving Entity”) and, except as specifically provided herein, the corporate identity, existence, purposes, powers, franchises, rights and immunities of SRC shall continue unaffected and unimpaired by the Tier I Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of each of the Tier I Merging Parties shall be merged with and into SRC and shall cease to exist separately at the Tier I Effective Time. The name of the Tier I Surviving Entity shall be “Susquehanna Radio Corp.”

4. Articles of Incorporation. At the Tier I Effective Time, the Articles of Incorporation of SRC, as in effect immediately prior to the Tier I Effective Time (attached hereto as Exhibit 1), shall continue as the Articles of Incorporation of the Tier I Surviving Entity until the same shall be altered or amended according to the provisions thereof and Pennsylvania law.

5. Bylaws. At the Tier I Effective Time, the Bylaws of SRC, as in effect immediately prior to the Tier I Effective Time (attached hereto as Exhibit 2), shall continue as the Bylaws of the Tier I Surviving Entity until the same shall thereafter be altered, amended or repealed in accordance with the provisions thereof and Pennsylvania law.

6. Rights of Tier I Surviving Entity. From and after the Tier I Effective Time, all the rights, privileges, powers and franchises, public or private, of each of the Tier I Parties, all property, real, personal and mixed of each of the Tier I Parties, and all debts due to any of the Tier I Parties on whatever account, as well as for stock subscriptions and all other things in action, and all and every other interest of or belonging to or due each of the Tier I Parties, shall vest in the Tier I Surviving Entity without further act or deed as effectively as they were vested in the respective Tier I Parties.

7. Directors and Officers of Tier I Surviving Entity. The directors and officers of SRC immediately prior to the Tier I Effective Time shall be the directors and officers of the Tier I Surviving Entity for their respective terms of office and until their successors are elected or appointed and qualified in accordance with the Bylaws of the Tier I Surviving Entity. If, at the Tier I Effective Time, a vacancy shall exist in the Board of Directors of the Tier I

Surviving Entity for any reason, such vacancy may be filled in the manner provided in the Bylaws of the Tier I Surviving Entity.

8. Capital Stock of Tier I Merging Parties. At the Tier I Effective Time: (i) all shares of the \$1.00 par value voting common stock of SRS (constituting all of the authorized shares of capital stock of SRS and all of the issued and outstanding shares of capital stock of SRS); (ii) all shares of the no par value voting common stock of Sunnyside (constituting all of the authorized shares of capital stock of Sunnyside and all of the issued and outstanding shares of capital stock of Sunnyside); (iii) all shares of the \$10.00 par value voting common stock of RI (constituting all of the authorized shares of capital stock of RI and all of the issued and outstanding shares of capital stock of RI); (iv) all shares of the \$1.00 par value voting common stock of IRL (constituting all of the authorized shares of capital stock of IRL and all of the issued and outstanding shares of capital stock of IRL); (v) all shares of the \$1.00 par value voting common stock of WSBA (constituting all of the authorized shares of capital stock of WSBA and all of the issued and outstanding shares of capital stock of WSBA); (vi) all shares of the \$1.00 par value voting common stock of WVAE (constituting all of the authorized shares of capital stock of WVAE and all of the issued and outstanding shares of capital stock of WVAE); (vii) all shares of the \$1.00 par value voting common stock of WNNX (constituting all of the authorized shares of capital stock of WNNX and all of the issued and outstanding shares of capital stock of WNNX); (viii) all shares of the \$1.00 par value voting common stock of Metroplex (constituting all of the authorized shares of capital stock of Metroplex and all of the issued and outstanding shares of capital stock of Metroplex); (ix) all shares of the \$1.00 par value voting common stock of KRBEB (constituting all of the authorized shares of capital stock of KRBEB and all of the issued and outstanding shares of capital stock of KRBEB); (x) all shares of the \$1.00 par value voting common stock of KLIFB (constituting all of the authorized shares of capital stock of KLIFB and all of the issued and outstanding shares of capital stock of KLIFB); (xi) all shares of the \$1.00 par value voting common stock of RSF (constituting all of the authorized shares of capital stock of RSF and all of the issued and outstanding shares of capital stock of RSF); (xii) all shares of the no par value voting common stock of RCI (constituting all of the authorized shares of capital stock of RCI and all of the issued and outstanding shares of capital stock of RCI); (xiii) all shares of the \$1.00 par value voting common stock of BARC (constituting all of the authorized shares of capital stock of BARC and all of the issued and outstanding shares of capital stock of BARC); and (xiv) all shares of the \$1.00 par value voting common stock of Star (constituting all of the authorized shares of capital stock of Star and all of the issued and outstanding shares of capital stock of Star) shall not be converted in any manner, but shall be deemed surrendered and shall be automatically extinguished.

9. Membership Interests of SLC. At the Tier I Effective Time, the sole issued and outstanding membership interest of SLC shall not be converted in any manner, but shall be deemed surrendered and shall be automatically extinguished.

ARTICLE II

Terms and Conditions of Tier II Merger

The terms and conditions of the Tier II Merger, and the mode of carrying it into effect, are as follows:

1. Address of Tier II Parties. The address of each of the Tier II Parties is 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305.

2. Tier II Effective Time. The Tier II Merger shall become effective at 11:58 p.m. Eastern Standard Time on December 31, 2008, upon the filing of a Certificate or Articles of Merger, as applicable, with the Secretary of State of the State of Indiana pursuant to the Indiana Business Corporation Law, the Secretary of State of the State of Delaware pursuant to the Delaware General Corporation Law, the Secretary of State of the State of Nevada pursuant to the applicable provisions of the Nevada Revised Statutes and the Secretary of State of the State of Pennsylvania pursuant to the applicable provisions of the Pennsylvania Business Corporation Law and such other documents as may be required by applicable law and the payment of all fees therefor, and the issuance by each of the Secretary of State of the State of Indiana, the Secretary of State of the State of Delaware, the Secretary of State of the State of Nevada and the Secretary of State of the State of Pennsylvania of a certificate of merger in respect of the Tier II Merger. The time when the Tier II Merger shall become effective is referred to in this Plan as the "Tier II Effective Time."

3. Effect of Tier II Merger. SRC shall be the corporation surviving the Tier II Merger (the "Tier II Surviving Entity") and, except as specifically provided herein, the corporate identity, existence, purposes, powers, franchises, rights and immunities of SRC shall continue unaffected and unimpaired by the Tier II Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of each of the Tier II Merging Parties shall be merged with and into SRC and shall cease to exist separately at the Tier II Effective Time. The name of the Tier II Surviving Entity shall be "Susquehanna Radio Corp."

4. Articles of Incorporation. At the Tier II Effective Time, the Articles of Incorporation of SRC, as in effect immediately prior to the Tier II Effective Time (attached hereto as Exhibit 1), shall continue as the Articles of Incorporation of the Tier II Surviving Entity until the same shall be altered or amended according to the provisions thereof and Pennsylvania law.

5. Bylaws. At the Tier II Effective Time, the Bylaws of SRC, as in effect immediately prior to the Tier II Effective Time (attached hereto as Exhibit 2), shall continue as the Bylaws of the Tier II Surviving Entity until the same shall thereafter be altered, amended or repealed in accordance with the provisions thereof and Pennsylvania law.

6. Rights of Tier II Surviving Entity. From and after the Tier II Effective Time, all the rights, privileges, powers and franchises, public or private, of each of the Tier II Parties, all property, real, personal and mixed of each of the Tier II Parties, and all debts due to any of the Tier II Parties on whatever account, as well as for stock subscriptions and all other things in action, and all and every other interest of or belonging to or due each of the Tier II Parties, shall vest in the Tier II Surviving Entity without further act or deed as effectively as they were vested in the respective Tier II Parties.

7. Directors and Officers of Tier II Surviving Entity. The directors and officers of SRC immediately prior to the Tier II Effective Time shall be the directors and officers of the Tier II Surviving Entity for their respective terms of office and until their successors are

elected or appointed and qualified in accordance with the Bylaws of the Tier II Surviving Entity. If, at the Tier II Effective Time, a vacancy shall exist in the Board of Directors of the Tier II Surviving Entity for any reason, such vacancy may be filled in the manner provided in the Bylaws of the Tier II Surviving Entity.

8. Capital Stock of Tier II Merging Parties. At the Tier II Effective Time: (i) all shares of the no par value voting common stock of SCI (constituting all of the authorized shares of capital stock of SCI and all of the issued and outstanding shares of capital stock of SCI); (ii) all shares of the no par value voting common stock of KNBR (constituting all of the authorized shares of capital stock of KNBR and all of the issued and outstanding shares of capital stock of KNBR); (iii) all shares of the \$1.00 par value voting common stock of KFFG (constituting all of the authorized shares of capital stock of KFFG and all of the issued and outstanding shares of capital stock of KFFG); (iv) all shares of the \$1.00 par value voting common stock of KPLX (constituting all of the authorized shares of capital stock of KPLX and all of the issued and outstanding shares of capital stock of KPLX); (v) all shares of the \$1.00 par value voting common stock of WRRM (constituting all of the authorized shares of capital stock of WRRM and all of the issued and outstanding shares of capital stock of WRRM); (vi) all shares of the \$1.00 par value voting common stock of KRBE (constituting all of the authorized shares of capital stock of KRBE and all of the issued and outstanding shares of capital stock of KRBE); (vii) all shares of the \$1.00 par value voting common stock of WFMS (constituting all of the authorized shares of capital stock of WFMS and all of the issued and outstanding shares of capital stock of WFMS); (viii) all shares of the \$1.00 par value voting common stock of Indy (constituting all of the authorized shares of capital stock of Indy and all of the issued and outstanding shares of capital stock of Indy); (ix) all shares of the \$1.00 par value voting common stock of KLIF (constituting all of the authorized shares of capital stock of KLIF and all of the issued and outstanding shares of capital stock of KLIF) shall not be converted in any manner, but shall be deemed surrendered and shall be automatically extinguished.

ARTICLE III

Terms and Conditions of Tier III Merger

The terms and conditions of the Tier III Merger, and the mode of carrying it into effect, are as follows:

1. Address of Tier III Parties. The address of each of the Tier III Parties is 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305.

2. Tier III Effective Time. The Tier III Merger shall become effective at 11:59 p.m. Eastern Standard Time on December 31, 2008, upon the filing of a Certificate or Articles of Merger, as applicable, with the Secretary of State of the State of Nevada pursuant to the applicable provisions of the Nevada Revised Statutes and the Secretary of State of the State of Pennsylvania pursuant to the applicable provisions of the Pennsylvania Business Corporation Law and such other documents as may be required by applicable law and the payment of all fees therefor, and the issuance by each of the Secretary of State of the State of Nevada and the Secretary of State of the State of Pennsylvania of a certificate of merger in respect of the Tier III

Merger. The time when the Tier III Merger shall become effective is referred to in this Plan as the “Tier III Effective Time.”

3. Effect of Tier III Merger. SRC shall be the corporation surviving the Tier III Merger (the “Tier III Surviving Entity”) and, except as specifically provided herein, the corporate identity, existence, purposes, powers, franchises, rights and immunities of SRC shall continue unaffected and unimpaired by the Tier III Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of KNBRL shall be merged with and into SRC and shall cease to exist separately at the Tier III Effective Time. The name of the Tier III Surviving Entity shall be “Susquehanna Radio Corp.”

4. Articles of Incorporation. At the Tier III Effective Time, the Articles of Incorporation of SRC, as in effect immediately prior to the Tier III Effective Time (attached hereto as Exhibit 1), shall continue as the Articles of Incorporation of the Tier III Surviving Entity until the same shall be altered or amended according to the provisions thereof and Pennsylvania law.

5. Bylaws. At the Effective Time, the Bylaws of SRC, as in effect immediately prior to the Tier III Effective Time (attached hereto as Exhibit 2), shall continue as the Bylaws of the Tier III Surviving Entity until the same shall thereafter be altered, amended or repealed in accordance with the provisions thereof and Pennsylvania law.

6. Rights of Tier III Surviving Entity. From and after the Tier III Effective Time, all the rights, privileges, powers and franchises, public or private, of each of the Tier III Parties, all property, real, personal and mixed of each of the Tier III Parties, and all debts due to any of the Tier III Parties on whatever account, as well as for stock subscriptions and all other things in action, and all and every other interest of or belonging to or due each of the Tier III Parties, shall vest in the Tier III Surviving Entity without further act or deed as effectively as they were vested in the respective Tier III Parties.

7. Directors and Officers of Tier III Surviving Entity. The directors and officers of SRC immediately prior to the Tier III Effective Time shall be the directors and officers of the Tier III Surviving Entity for their respective terms of office and until their successors are elected or appointed and qualified in accordance with the Bylaws of the Tier III Surviving Entity. If, at the Tier III Effective Time, a vacancy shall exist in the Board of Directors of the Tier III Surviving Entity for any reason, such vacancy may be filled in the manner provided in the Bylaws of the Tier III Surviving Entity.

8. Capital Stock of KNBRL. At the Effective Time, all shares of the \$1.00 par value voting common stock of KNBRL (constituting all of the authorized shares of capital stock of KNBRL and all of the issued and outstanding shares of capital stock of KNBRL) shall not be converted in any manner, but shall be deemed surrendered and shall be automatically extinguished.

ARTICLE IV

Miscellaneous

Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original but all of which shall constitute one and the same Plan of Merger.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, the Tier I Merging Parties, the Tier II Merging Parties, KNBRL and SRC have caused this Plan to be executed by their duly authorized officers as of the day and year first above written.

SUSQUEHANNA RADIO SERVICES, INC.:
(a Pennsylvania corporation)

By: _____
Name: _____
Title: _____

SUSQUEHANNA LICENSE CO., LLC:
(a Pennsylvania limited liability company)

By: _____
Name: _____
Title: _____

SUNNYSIDE COMMUNICATIONS, INC.:
(Indiana corporation)

By: _____
Name: _____
Title: _____

RADIO INDIANAPOLIS, INC.:
(a Indiana corporation)

By: _____
Name: _____
Title: _____

INDIANAPOLIS RADIO LICENSE CO.:
(an Indiana corporation)

By: _____
Name: _____
Title: _____

WSBA LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

WVAE LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

WNNX LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

RADIO METROPLEX, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

KRBE BROADCASTING, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

KLIF BROADCASTING, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

RADIO SAN FRANCISCO, INC.:
(a California corporation)

By: _____
Name: _____
Title: _____

RADIO CINCINNATI, INC.:
(an Ohio corporation)

By: _____
Name: _____
Title: _____

BAY AREA RADIO CORP.:
(a Delaware corporation)

By: _____
Name: _____
Title: _____

TEXAS STAR RADIO, INC.:
(a Texas corporation)

By: _____
Name: _____
Title: _____

S.C.I. BROADCASTING, INC.:
(an Indiana corporation)

By: _____
Name: _____
Title: _____

KNBR, INC.:
(a Delaware corporation)

By: _____
Name: _____
Title: _____

KFFG LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

KPLX LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

WRRM LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

KRBE LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

WFMS LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

INDY LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

KLIF LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

KNBR LICO, INC.:
(a Nevada corporation)

By: _____
Name: _____
Title: _____

SUSQUEHANNA RADIO CORP.:
(a Pennsylvania corporation)

By: _____
Name: _____
Title: _____

Exhibit 1

Articles of Incorporation of Susquehanna Radio Corp.

See attached.

Exhibit 2

Bylaws of Susquehanna Radio Corp.

See attached.