

Exhibit 1 – Purpose of Amendment

This Amendment supplements the response in Section II, Question 3, Exhibit 4 of the pending application to request that the FCC consent to assignment of Stations KKWD(FM) (formerly WWLS-FM), FIN 6509, Bethany, Oklahoma, and KINB(FM), FIN 88376, Kingfisher, Oklahoma (the “*Oklahoma City Divestiture Stations*”), to The Last Bastion Station Trust, LLC (the “*Trustee*”), as trustee of the Citadel Divestiture Trust (the “*Trust*”) (FCC File Nos. BALH-20060228ALN and BALH-20060228ALO, respectively) be granted prior to and regardless of action on (i) the pending applications on FCC Form 315 for transfer of control of 24 radio stations licensed to direct or indirect subsidiaries of ABC Radio, (ii) the single pending application on FCC Form 315 for transfer of control of the licenses currently held by Citadel ((i) and (ii) to be collectively referred to as the “*ABC/Citadel Merger Applications*”), and (iii) the pending application on FCC Form 314 for assignment of the licenses of 11 radio station licenses (including the two Oklahoma City Divestiture Stations) to the Trust in connection with the ABC/Citadel Merger Applications (the “*Trust Application*”).

Citadel and Trustee are parties to an Engagement and Assignment Agreement dated as of February 28, 2006 (the “*Engagement Agreement*”). The Engagement Agreement was entered into in connection with the ABC/Citadel Merger Applications and provides for the establishment and use of a temporary insulting trust to handle the divestiture of attributable interests in certain Citadel radio stations in markets where Citadel holds attributable interests in radio stations in excess of the number permitted under the FCC’s local ownership rule.

Citadel is the licensee of seven radio broadcast stations (five FM and two AM) in the Oklahoma City, Oklahoma market. In addition to its owned stations, Citadel provides greater than 15% of the weekly programming for Station KQOB(FM), Enid, Oklahoma. As a result of a change in the FCC ownership rules that became effective September 3, 2006, Citadel’s current operation in the Oklahoma City, Oklahoma market exceeds the FCC’s permissible limit by two FM stations. Citadel intends to divest the Oklahoma City Divestiture Stations in order to come into compliance with the FCC’s new local radio ownership limits.

On August 31, 2006, Citadel filed a Petition for Limited Waiver with respect to its Oklahoma City operations. Therein, Citadel requested that the FCC grant a limited waiver of the September 3, 2006 compliance deadline in order to provide Citadel additional time to divest the Oklahoma City Divestiture Stations. Citadel alternatively proposed to achieve compliance with the multiple ownership rules by amending the Trust Application to assign the licenses of the Oklahoma City Divestiture Stations to the Trustee without regard to action on the pending ABC/Citadel Merger Agreement Applications.

Accordingly, Citadel hereby amends this application to request that the Commission grant FCC File Nos. BALH-20060228ALN and BALH-20060228ALO to permit assignment of the licenses of the Oklahoma City Divestiture Stations to the Trustee at this time. In connection with this Amendment, Citadel and the Trustee have entered into a First Amendment to Engagement and Assignment Agreement dated as of November 9, 2006, and are submitting this First Amendment as a supplemental response to Section II, Question 3, Exhibit 4.

FIRST AMENDMENT TO ENGAGEMENT AND ASSIGNMENT AGREEMENT

This FIRST AMENDMENT TO ENGAGEMENT AND ASSIGNMENT AGREEMENT (this “*First Amendment*”) is entered into as of November 14, 2006 by and between Citadel Broadcasting Company (“*Citadel*”) and The Last Bastion Station Trust, LLC (the “*Designated Trustee*”).

RECITALS

Citadel and the Designated Trustee are parties to an Engagement and Assignment Agreement dated as of February 28, 2006 (the “*Engagement Agreement*”). The Engagement Agreement was entered into in connection with that certain Agreement and Plan of Merger (the “*Merger Agreement*”) by and among The Walt Disney Company, ABC Chicago FM Radio, Inc., Citadel Broadcasting Corporation and Alphabet Acquisition Corp., dated as of February 6, 2006, and provides for the establishment and use of a temporary insulating trust to handle the divestiture of attributable interests in certain Citadel radio stations in markets where Citadel holds attributable interests in radio stations in excess of the number permitted under the FCC’s local ownership rule. Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Engagement Agreement.

Citadel is the licensee of seven radio broadcast stations (five FM and two AM) in the Oklahoma City, Oklahoma market. In addition to its owned stations, Citadel provides more than 15% of the weekly programming for Station KQOB(FM), Enid, Oklahoma. As a result of a change in the FCC’s local radio ownership rule that became effective September 3, 2006, Citadel’s current operation in the Oklahoma City, Oklahoma market exceeds the FCC’s permissible limit by two FM stations. Citadel intends to divest two stations – KINB(FM), Facility ID No. 88376, Kingfisher, Oklahoma, and KKWD(FM) (formerly WWLS-FM), Facility ID No. 6509, Bethany, Oklahoma (the “*Oklahoma City Divestiture Stations*”) – in order to come into compliance with the FCC’s new local radio ownership rule.

On August 31, 2006, Citadel filed a Petition for Limited Waiver with respect to its Oklahoma City operations. Therein, Citadel requested that the FCC grant a limited waiver of the September 3, 2006 compliance deadline in order to provide Citadel additional time to divest the Oklahoma City Divestiture Stations. Citadel alternatively proposed to achieve compliance with the multiple ownership rules by amending its pending application to assign the licenses of several stations, including the Oklahoma City Divestiture Stations, to the Designated Trustee to request consent to assignment of the Oklahoma City Divestiture Stations to the Designated Trustee without regard to the FCC’s disposition of the pending Merger Agreement applications.

Citadel will amend the pending applications (FCC File Nos. BALH-20060228ALN (KKWD(FM)) (formerly WWLS-FM) and BALH-20060228ALO (KINB(FM)) (the “*Oklahoma City Trust Applications*”) to assign the licenses of the Oklahoma City Divestiture Stations to the Designated Trustee prior to consummation of the Merger Agreement; accordingly, Citadel and

the Designated Trustee hereby agree to amend the Engagement Agreement in the following manner:

AGREEMENT

1. The Designated Trustee and Citadel will prepare and file an amendment to the Oklahoma City Trust Applications to request that the FCC grant consent to assignment of the Oklahoma City Divestiture Station licenses from Citadel to the Designated Trustee without regard to the FCC's disposition of the other pending FCC assignment and transfer of control applications related to the Merger Agreement.

2. Upon grant of the Oklahoma City Trust Applications, the Designated Trustee and Citadel will enter into the Trust Agreement substantially in the form of Attachment A to the Engagement Agreement; provided, however, that the following modifications shall be made:

(a) The third and fifth recitals and Annexes 2 and 3 in the Trust Agreement shall be modified to include only the Oklahoma City Divestiture Stations and/or Metros;

(b) References to "Stations" in the Trust Agreement shall be limited to the Oklahoma City Divestiture Stations and references to "Station Assets" shall be limited to the assets held by Citadel and used in the operation of the Oklahoma City Divestiture Stations, as more particularly described in Section 2(a) of the Trust Agreement; and

(c) Section 3(a) of the Trust Agreement shall be modified to specify that the Closing Date of the consummation of the assignment of the Oklahoma City Divestiture Stations to the Designated Trustee shall occur within ten (10) business days from the date the FCC provides public notice of the grant of the Oklahoma City Trust Applications.

3. Those provisions in the Trust Agreement which have not been modified as set forth in Section 2 hereof shall remain unchanged, including but not limited to Section 4(b) and Annex 1 to the Trust Agreement, which shall apply to the Oklahoma City Divestiture Stations.

4. If the FCC requires Citadel to divest radio stations in other markets in connection with consummation of the Merger Agreement, Citadel and the Designated Trustee will amend the Trust Agreement on the same date as the consummation of the Merger Agreement in order to include such additional stations and markets.

5. Except as specifically modified by this First Amendment, all of the terms and conditions of the Engagement Agreement shall continue in full force and effect and are hereby ratified and affirmed.

6. This First Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument. Facsimile or other electronically delivered copies of signature pages to this First Amendment shall be treated as between the parties as original signatures for all purposes.

[Signatures on Following Page]

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment or caused this First Amendment to be duly executed on their behalf as of the date and year first herein above set forth.

THE LAST BASTION STATION TRUST, LLC

By: Elliot B. Evers
Elliot B. Evers
Sole Member 11/09/06

CITADEL BROADCASTING COMPANY

By: _____
Name
Title

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment or caused this First Amendment to be duly executed on their behalf as of the date and year first herein above set forth.

THE LAST BASTION STATION TRUST, LLC

By: _____

Elliot B. Evers
Sole Member

CITADEL BROADCASTING COMPANY

By: _____

Dele's
Name
Title COO