

Nature of Transaction

This application and other concurrently-filed applications concern the *pro forma* transfer of control of Cumulus Licensing LLC (“CLL”) and five other entities (each a “CMP Subsidiary,” and with CLL, the “License Subsidiaries”), each of which holds licenses issued by the Commission for radio stations and all of which are indirectly controlled by Cumulus Media Inc. (“CMI”). It has been decided that Cumulus Media Holdings Inc. (“CMHI”), a wholly-owned subsidiary of CMI, will become a direct parent of both Cumulus Broadcasting LLC, the direct parent of CLL, and Cumulus Media Partners, LLC (“CMP”), the indirect parent of the CMP Subsidiaries.

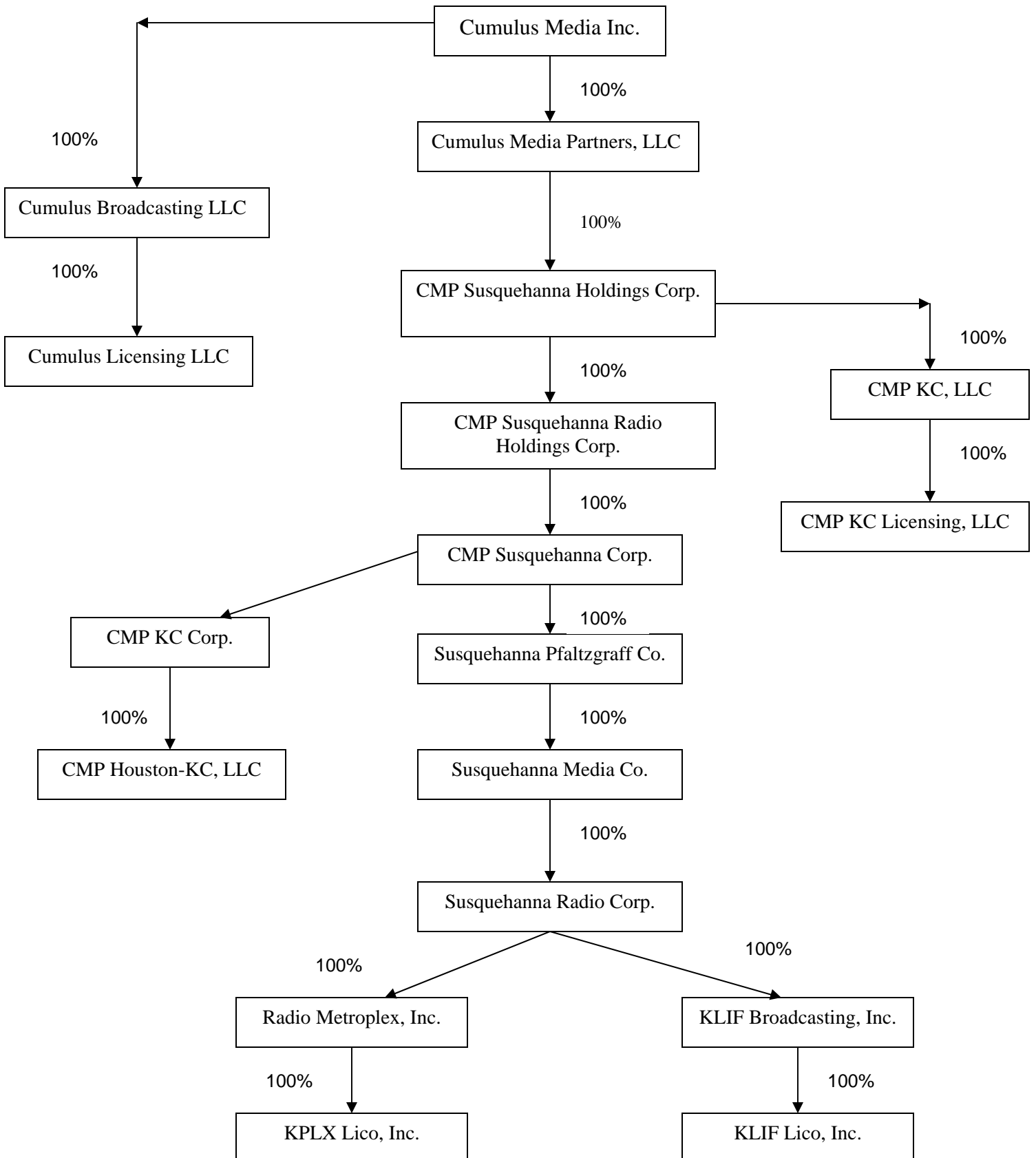
This application seeks Commission consent to the *pro forma* transfer of control of CMP. The other applications being filed concurrently seek Commission consent to the *pro forma* transfer of control of either other CMP License Subsidiaries or CLL.

As part of this reorganization, CMP Susquehanna Holdings Corp., a direct wholly-owned subsidiary of CMP, no longer will be a parent of CMP Susquehanna Radio Holdings Corp. or its direct and indirect subsidiaries.

The proposed transaction will not involve the exchange of any consideration, the execution of any agreements, or any substantial change in the ownership or control of any License Subsidiary. Therefore, use of the FCC Form 316 is appropriate for the proposed transaction. *See* 47 C.F.R. §73.3540(f)(4).

Annexed hereto as Attachment A are charts depicting the pre- and post-consummation ownership structures of CMI, including each of the License Subsidiaries.

Pre-Consummation Ownership Structure



Post Consummation Ownership Structure

