

CIRCUMSTANCES REGARDING ASSIGNMENT

This proposed *pro forma* assignment reflects a company reorganization that is being made for business and tax purposes without any consideration, and for which there will be no substantial change in ownership of the licensee's ultimate parent entity. *See* 47 C.F.R. §73.3540(f)(4). A copy of the Agreement and Plan of Merger governing this transaction is annexed hereto.

Accordingly, this application seeks Commission consent to assign the licenses for the radio stations listed herein from the assignor ("Assignor") and current licensee to Susquehanna Radio Corp. ("SRC"), the proposed assignee. Assignor is a wholly-owned, indirect subsidiary of SRC. Assignor and SRC are wholly-owned, indirect subsidiaries of Cumulus Media Partners, LLC, the ultimate parent entity of both Assignor and SRC.