

**Description of Transaction**

This application is one of a series of 30 related applications that seeks the Commission's consent to a *pro forma* internal restructuring of certain subsidiaries of Entercom Communications Corp. ("Entercom"). The use of FCC Form 316 is appropriate because this transaction is entirely *pro forma*. Entercom will remain in control both before and after the restructuring.

The internal restructuring will occur in nearly simultaneous steps as follows:

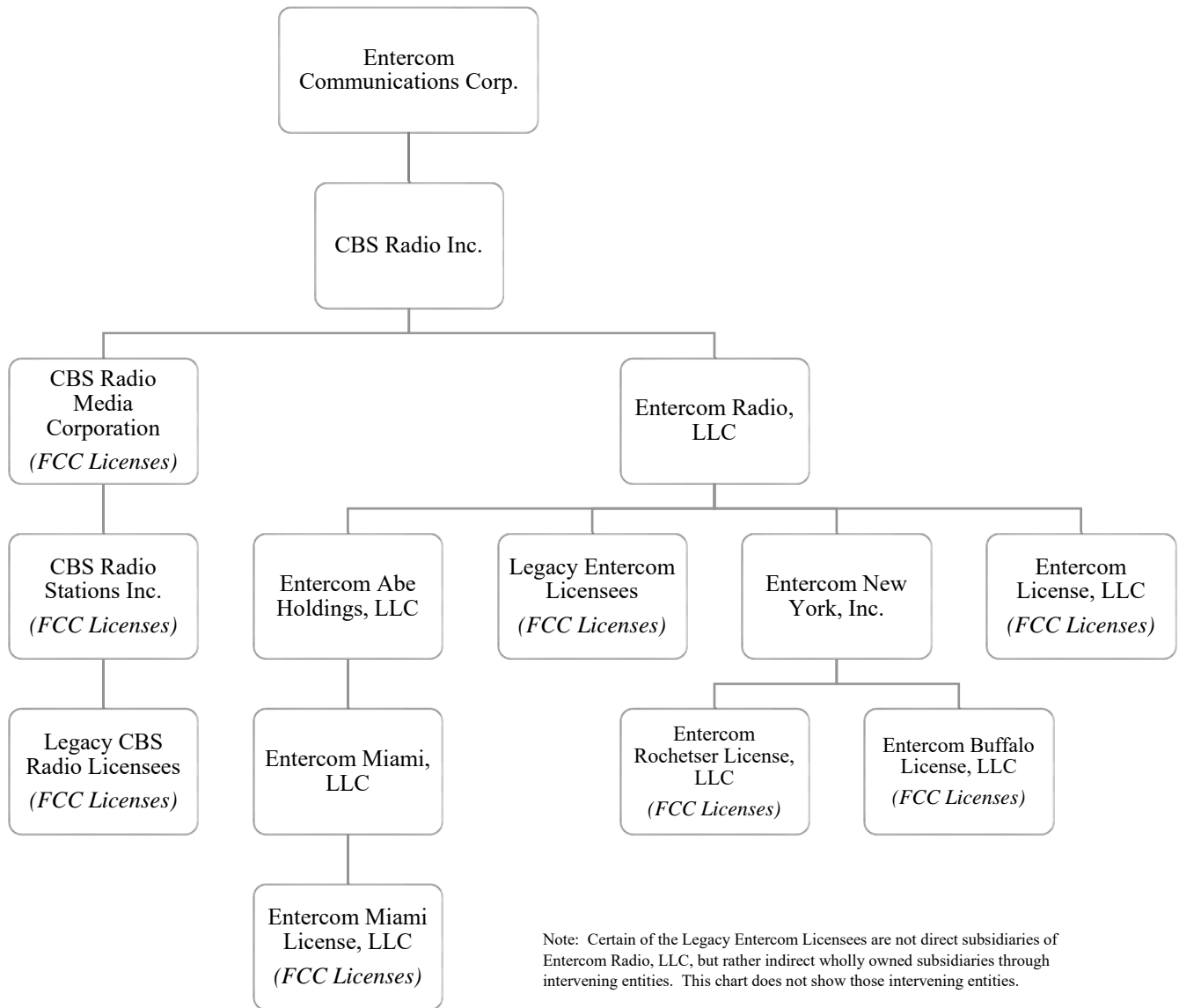
1. Entercom Abe Holdings, LLC, the sole member of Entercom Miami, LLC ("Entercom Miami"), will distribute its interest in Entercom Miami to Entercom Radio, LLC ("Entercom Radio").
2. Entercom Radio, which is also the sole member of Entercom License, LLC ("Entercom License"), will distribute its interest in Entercom Miami, the sole member of Entercom Miami License, LLC ("Entercom Miami License"), to CBS Radio Inc.
3. Entercom Miami License will merge with and into Entercom License.
4. CBS Radio Inc., the sole shareholder of Entercom Radio and whose name will be changed to Entercom Media Corp. ("Entercom Media"), will then contribute its interest in Entercom Radio to CBS Radio Media Corporation, whose name will be changed to Entercom, Inc.
5. Entercom, Inc. will then contribute its interest in Entercom Radio to CBS Radio Stations Inc., whose name will be changed to Entercom Operations, Inc. ("Entercom Operations").
6. Entercom Radio will then merge with and into Entercom Operations with Entercom Operations being the surviving entity.
7. Entercom, Inc. (formerly CBS Radio Media Corporation) will then assign the FCC licenses that it holds to Entercom Operations (formerly CBS Radio Stations Inc.).
8. Entercom New York, Inc., the sole member of each of Entercom Rochester License, LLC and Entercom Buffalo License, LLC, will then merge with and into Entercom Operations with Entercom Operations being the surviving entity.
9. Entercom Operations, Entercom Rochester License, LLC, Entercom Buffalo License, LLC and the entities identified as the Legacy Entercom Licensees and the Legacy CBS Radio Licensees on Exhibit A hereto, will then assign the respective FCC licenses held by each entity to Entercom License.

The Commission has previously held that one application may be used to seek approval of a multi-step transaction of this nature. *See John H. Phipps, Inc.*, 11 FCC Rcd 13053, 13056 (1996).

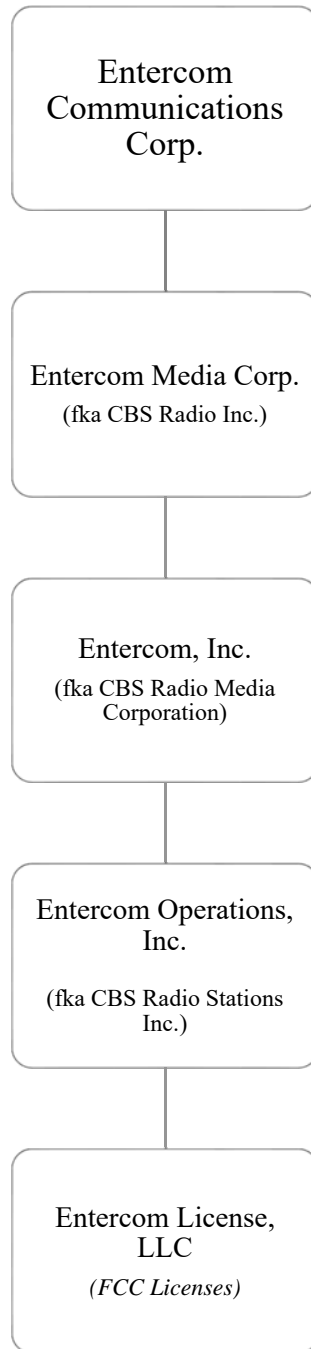
Upon completion of the reorganization, all of the FCC licenses controlled by Entercom will be held by a single licensee entity – Entercom License.

The charts that follow depict the current and proposed structure.

## Current Structure



## **Proposed Structure**



Note: This proposed structure chart only shows the Entercom entities that will be in the Entercom License chain post-restructuring.

## **Exhibit A**

### **Legacy Entercom Licensees**

Entercom Atlanta License, LLC  
Entercom Denver II License, LLC  
Entercom New Orleans License, LLC  
Entercom Pennsylvania, LLC  
Entercom San Diego License, LLC

### **Legacy CBS Radio Licensees**

CBS Radio Annapolis, LLC  
CBS Radio Boston, LLC  
CBS Radio East, LLC  
CBS Radio Holdings of Orlando, LLC  
CBS Radio of Atlanta, LLC  
CBS Radio of Chicago, LLC  
CBS Radio of Detroit, LLC  
CBS Radio of Illinois, LLC  
CBS Radio of Los Angeles, LLC  
CBS Radio of Maryland, LLC  
CBS Radio of Michigan, LLC  
CBS Radio of Sacramento, LLC  
CBS Radio of Washington DC, LLC  
CBS Radio Texas, LLC  
CBS Radio WLIF, LLC  
CBS Radio WLIF-AM, LLC  
CBS Radio WPGC(AM), LLC  
Entercom Massachusetts, LLC  
The Audio House, LLC