

Agreement of Merger

THIS AGREEMENT OF MERGER, dated as of September 18, 2013, is by and between the following limited liability companies formed under the laws of the State of Delaware, and which are subject to the provisions of the Delaware Limited Liability Company Act (each a “**Terminating LLC**” and collectively the “**Terminating LLCs**”).

Entercom Austin License, LLC	Entercom Milwaukee License, LLC
Entercom Boston License, L.L.C.	Entercom Norfolk License, LLC
Entercom Denver License, LLC	Entercom Portland License, LLC
Entercom Gainesville License, LLC	Entercom Providence License, LLC
Entercom Greensboro License, LLC	Entercom Sacramento License, LLC
Entercom Greenville License, LLC	Entercom San Francisco License, LLC
Entercom Indianapolis License, LLC	Entercom Seattle License, LLC
Entercom Madison License, LLC	Entercom Springfield License, LLC
Entercom Memphis License, LLC	Entercom Wichita License, LLC

and Entercom Kansas City License, LLC, a limited liability company formed under the laws of the State of Delaware, which is subject to the provisions of the Delaware Limited Liability Company Act (“**Surviving LLC**”).

WHEREAS, the Surviving LLC and Terminating LLCs are all direct or indirect wholly owned subsidiaries of Entercom Radio, LLC; and

WHEREAS, the Surviving LLC and Terminating LLCs all desire to merge pursuant to the terms of this Agreement of Merger.

NOW, THEREFORE, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Surviving LLC and each Terminating LLC shall, pursuant to the provisions of the Delaware Limited Liability Company Act, be merged with and into a single limited liability company, to wit, Surviving LLC, which shall be the surviving limited liability company upon the effective date of the merger and which shall continue to exist as said surviving limited liability company under the name “**Entercom License, LLC**”. The separate existence of each Terminating LLC shall cease upon said effective date in accordance with the provisions of the Delaware Limited Liability Company Act.

2. Upon the effective date of the merger, the Certificate of Formation of the Surviving LLC (subject to the above referenced name change), shall continue to be the Certificate of Formation of the Surviving LLC and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

3. Upon the effective date of the merger, the Limited Liability Company Agreement of the Surviving LLC (subject to the above referenced name change), shall continue to

be the Limited Liability Company Agreement of the Surviving LLC and shall continue in full force and effect until amended and changed in the manner prescribed therein.

4. Upon the effective date of the merger, all of the assets and liabilities of the Terminating LLCs shall become the assets and liabilities of the Surviving LLC.

5. Upon the effective date of the merger, the member-manager and officers in office of the Surviving LLC shall continue to be the member-manager and officers of the Surviving LLC, all of whom shall hold their offices until their respective successors or until their tenure is otherwise terminated in accordance with the Surviving LLC's Certificate of Formation and Limited Liability Company Agreement.

6. Upon the effective date of the merger, each membership interest of each Terminating LLC immediately prior to the effective date of the merger shall be extinguished. The membership interests of the Surviving LLC shall not be converted or exchanged in any manner, but shall continue to represent all of the membership interests in the Surviving LLC.

7. This Agreement of Merger will be effective upon the effective date of the approval of the sole member of each Terminating LLC and the sole member of the Surviving LLC in accordance with the provisions of the Delaware Limited Liability Company Act.

8. Upon the effectiveness of this Agreement of Merger, as provided above, the Terminating LLCs and the Surviving LLC will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, and will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The managers and officers of the Terminating LLCs and of the Surviving LLC, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

10. The obligations of the parties hereunder are conditioned upon the consent of the Federal Communications Commission to the assignment (by operation of law) of the authorizations for radio broadcast stations from the Terminating LLCs to the Surviving LLC. To the extent such consent is not obtained with respect to any one or more assignments, the merger may nevertheless be consummated to effect those assignments for which consent has been granted.


11. The merger herein provided for shall become effective upon the filing of a Certificate of Merger in the office of the Secretary of State of the State of Delaware

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IN WITNESS WHEREOF the parties hereto have caused this Agreement of Merger to be executed by their duly authorized representatives, to be effective as of the date first above written.

Entercom Austin License, LLC
Entercom Boston License, L.L.C.
Entercom Denver License, LLC
Entercom Gainesville License, LLC
Entercom Greensboro License, LLC
Entercom Greenville License, LLC
Entercom Indianapolis License, LLC
Entercom Madison License, LLC
Entercom Memphis License, LLC

Entercom Milwaukee License, LLC
Entercom Norfolk License, LLC
Entercom Portland License, LLC
Entercom Providence License, LLC
Entercom Sacramento License, LLC
Entercom San Francisco License, LLC
Entercom Seattle License, LLC
Entercom Springfield License, LLC
Entercom Wichita License, LLC

By: 
Name: Andrew P. Sutor, IV
Title: Senior Vice President

Entercom Kansas City License, LLC

By: 
Name: Andrew P. Sutor, IV
Title: Senior Vice President