

Description of Transaction/Changes in Interests

This application is one of several contemporaneously-filed FCC Form 316 applications each of which request Commission consent to the involuntary *pro forma* transfer of control of licenses held by indirect, wholly-owned subsidiaries of Cumulus Media Inc. (“CMI”).

On November 29, 2017, CMI, the ultimate parent entity of Radio License Holdings LLC, and certain of its direct and indirect wholly-owned subsidiaries (collectively, the “Debtors”), filed a series of voluntary petitions for bankruptcy with the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”) seeking relief under the provisions of Chapter 11 of the United States Bankruptcy Code to effectuate a restructuring of the debt obligations of the Debtors. As a result, each of the Debtors is now operating as a debtor-in-possession under the Bankruptcy Court’s oversight.¹ The Debtors anticipate that they will continue business operations in the ordinary course throughout the Chapter 11 process. Copies of the petitions are contained in Exhibit 6 to this Application.

The proposed transfer of control will not result in a substantial change in control of any CMI license subsidiary. The ownership structure of CMI, its officers and directors, as well as those of each of its license subsidiaries will remain unchanged following the filing of the bankruptcy petitions. Accordingly, the use of FCC Form 316 is appropriate for this transaction. *See* C.F.R. §73.3540(f)(4). *See 1998 Biennial Regulatory Review – Streamlining of Mass Media Applications, Rules and Procedures*, 13 FCC Rcd 11349, 11375 (1998). However, the control of CMI, as it operates as a debtor-in-possession, will now be subject to the jurisdiction of the Bankruptcy Court which is overseeing the voluntary reorganization.

The CMI license subsidiaries that have filed involuntary *pro forma* transfer of control applications with the Media Bureau are set forth below:

Cumulus Licensing LLC
Radio License Holding CBC, LLC
Radio License Holding SRC LLC
Radio License Holdings LLC
CMP Houston-KC, LLC
KLIF Lico, Inc.
KPLX Lico, Inc.

The specific authorizations held by each of the above license subsidiaries are identified in Section II, Question 5, of this Application, and Exhibit 14 attached hereto.

¹ *See In re Cumulus Media Inc., et al.*, Case No. 17-13381 (SCC) (Chapter 11) (Bnkr. S.D.N.Y.) (Jointly Administered).