

Exhibit 5

Description of Transaction

This application requests the Commission's consent to the transfer of control of Cumulus Media Partners, LLC ("CMP") to Cumulus Media Inc. ("CMI") and certain affiliates of Blackstone FC Communications Partners L.P. ("Blackstone"). CMP is a limited liability company which is managed by its Board of Directors (the "Board"). As currently structured, CMP has four members, each of which has a 25% ownership interest and the right to appoint two members of the eight-member Board of CMP. Based on those rights, each member holds 25% of the voting power. The four existing members are: Thomas H. Lee Equity Fund V, L.P. and certain of its affiliates ("THLee"), Bain Capital (SQ) VIII, L.P. and certain of its affiliates ("Bain"), CMI, and Blackstone.

The proposed transfer of control reflects the proposed conversion of THLee's and Bain's respective membership interests from voting ones to non-attributable ones in which – subject to consummation after obtaining Commission approval – they would relinquish their respective rights to appoint members to the CMP Board, cause their respective representatives on the Board (and any committee thereof) to resign, and otherwise comply with the Commission's insulation criteria for non-attributable limited liability company members. As a result of such conversion, (1) CMI and Blackstone would each have the right to appoint 50% of the members to CMP's Board (or any committee thereof) and (2) only CMI's and Blackstone's representatives would be on the CMP Board (or any committee thereof). No new parties would be added by reason of this proposed transfer.¹

¹ Thomas H. Lee Equity Fund VI, L.P. and Bain Capital (CC) IX, L.P., affiliates of THLee and Bain, are attributable parties to applications pending before the Commission for the transfer of control of Clear Channel Communications, Inc. ("CCC"). CMP holds licenses for radio broadcast stations that overlap certain markets served by radio broadcast stations licensed to subsidiaries of CCC. Accordingly, both THLee and Bain reported in the CCC transfer applications that their respective minority interests in CMP would be converted to non-attributable form prior to consummating the transfer of CCC.