

Description of the Transaction

Citadel Broadcasting Company (“*Citadel*”), licensee of the radio stations for which this application is filed (the “*Stations*”), hereby seeks consent to the assignment of the Stations’ licenses and assets to The Last Bastion Station Trust, LLC (the “*Trustee*”), as trustee of the Citadel Divestiture Trust (the “*Trust*”). Under the proposed trust agreement, the Trustee would be an independent trustee directed to sell the Stations to third parties and pending such sales to operate the Stations as independent voices and competitors in their respective markets.

Purpose of the Trust.

On February 6, 2006, The Walt Disney Company (“*TWDC*”), ABC Chicago FM Radio, Inc. (“*ABC Radio*”), Citadel Broadcasting Corporation (“*Citadel Corp.*”) and Alphabet Acquisition Corp (which is a subsidiary of Citadel Corp.) entered into an Agreement and Plan of Merger (the “*Merger Agreement*”). The consummation of the transactions contemplated in the Merger Agreement will result in the transfer of control of 24 radio stations licensed to direct or indirect subsidiaries of ABC Radio and 223 radio stations licensed to Citadel (together, “*ParentCo*”). Concurrently herewith, TWDC and Citadel Corp. are filing twelve separate FCC Form 315 applications seeking FCC consent to the transfer of control of 24 the radio stations controlled by ABC Radio and a single FCC Form 315 application seeking FCC consent to the transfer of control of the licenses currently held by Citadel (the “*Citadel Application*”).

As explained at Exhibit 18 to the Citadel Application, Citadel is filing this application for consent to assign 11 radio station licenses to a stand-by divestiture trust in the event that the Commission requires the divestiture of these stations as a condition to its consent to the merger contemplated by the Merger Agreement. The purpose of the stand-by divestiture trust is to reduce the number of radio stations attributable to Citadel under the FCC’s local radio ownership rule in seven markets. Under the Trust Agreement, the Trustee is directed to sell the stations assigned to the trust to third parties and pending such sales to operate the stations as independent voices and competitors in their respective markets.

The Commission has approved the use of similar trusts for such purposes in the past, affirming that such trusts can be “a legitimate means to avoid attribution of a broadcast interest under the Commission’s multiple ownership rules.” *Shareholders of AMFM, Inc.*, 12 FCC Rcd 16062, 16072 (2000); *see also Shareholders of American Radio Systems Corp.*, 13 FCC Rcd 12430 (1998); *Stockholders of Infinity Broadcasting Corp.*, 12 FCC Rcd 5012 (1996); *Twentieth Holdings Corp.*, 4 FCC Rcd 4052 (1989).

Structure of the Trust.

Attached hereto are the Engagement and Assignment Agreement between Citadel and the Trustee and the proposed Trust Agreement. The Trust Agreement complies with the requirements established by Commission precedent to qualify as a properly insulated trust designed to avoid attribution under the local radio ownership rule.

Neither the Trustee, nor Elliot B. Evers, its sole member, is a 1% or greater shareholder, director, officer or employee of Citadel or any of its affiliates, and neither the Trustee nor Mr. Evers has any business, personal or extra-trust relationship with Citadel or any of its affiliates or with any 1% or greater shareholder, director, officer or employee of Citadel or their affiliates. At all times, the Trustee will have the sole and exclusive power and authority to operate the Stations. Neither Citadel nor any of its officers, directors, employees, shareholders or affiliates may communicate with the Trustee regarding the management of the Stations.