

**Withdrawal of Waiver Request and Proposal to Condition
Consummation Upon Placement of WBCK(AM) in Trust**

The purpose of this Exhibit is (1) to withdraw the request initially made for a waiver of Section 73.3555(a)(1)(iv) of the Commission's rules to allow Cumulus Licensing LLC ("Cumulus") to acquire the license and other authorizations (the "Licenses") for radio station WBCK(AM) in Battle Creek, Michigan ("WBCK"), and (2) to request that grant of the instant assignment application (the "Application") include a condition that consummation of the transactions contemplated by the Asset Exchange Agreement (the "Exchange Agreement") occur simultaneously with the consummation of a transaction that will place the Licenses for WBCK in an independent trust which conforms to established standards. *See Shareholders of Univision Communications Inc.*, 22 FCC Rcd 5842, 5848 n. 43 (2007).

The Application involves the proposed assignment of a non-compliant grandfathered cluster of radio stations owned and operated by Capstar TX Limited Partnership ("Capstar"). In radio markets with 14 or fewer full-power commercial and noncommercial stations, Section 73.3555(a)(1)(iv) allows a single party to own up to five (5) radio stations (with no more than three in the same service) with the qualification that the number of commonly-owned radio stations cannot exceed 50% of the stations in the market. There are only six (6) radio stations in the Battle Creek, Michigan Arbitron Metro. Cumulus is already the licensee of radio station WKFR(FM) in Battle Creek, Michigan. Therefore, Section 73.3555(a)(1)(iv) would allow Cumulus to acquire only two (2) of the Capstar stations in the Battle Creek, Michigan Metro.

Cumulus has already filed an application to assign one of those Capstar stations – WBFN(AM) – to Family Life Broadcasting System. File No. BAL-20061226ABG.

Cumulus initially filed a request for a waiver of Section 73.3555(a)(1)(iv) to retain WBCK. For a variety of reasons, Cumulus has decided to withdraw that waiver request and proposes instead to place the assets of WBCK – including the Licenses – in an independent trust simultaneous with the consummation of the Exchange Agreement with Capstar. As a result, there will, as a practical matter, be no period of time in which Cumulus will be in violation of Section 73.3555(a)(1)(iv) after consummation of the Exchange Agreement.

Use of a trust in these circumstances has been sanctioned in numerous prior Commission decisions. *E.g. Shareholders of Univision Communications Inc., supra*. It bears emphasizing that, like those other situations, the transactions contemplated by the Exchange Agreement involve multi-market, multi-station transactions. Use of a trust is particularly appropriate because consummation of the Exchange Agreement involves the disassembly of a non-compliant grandfathered cluster. *See Citadel Broadcasting Company*, 22 FCC Rcd 7083, 7106-08 (2007) (use of a trust is an appropriate vehicle to comply with the Commission decision that “grandfathered interests generally cannot be the subject of a ‘long-form’ assignment or transfer of control”).

Cumulus expects to file an appropriate application with the Commission very shortly to effectuate the foregoing proposal to place the WBCK Licenses and other assets in a trust.