

DESCRIPTION OF THE TRANSACTION

The instant application is one of several simultaneously filed applications (collectively, the “FCC Long Form Applications”) seeking consent of the Federal Communications Commission (“FCC” or “Commission”), pursuant to the Chapter 11 Joint Plan of Reorganization, as modified (“Chapter 11 Plan” or “Plan”), filed by Citadel Broadcasting Corporation (“Citadel”) together with other Debtors (as hereafter defined) with the United States Bankruptcy Court of the Southern District of New York (“Bankruptcy Court”), to the transfer of control of the subsidiaries of Citadel that hold broadcast licenses listed on Attachment A hereto (“Citadel Licensee Subsidiaries” and together with Citadel, the “Debtors”) from the shareholders of Citadel Broadcasting Corporation, Debtor-In-Possession, to the shareholders of Citadel Broadcasting Company (the surviving company after the reorganization described in the Plan and below).

I. Background

On December 20, 2009, the Debtors filed voluntary petitions (“Petitions”) in the Bankruptcy Court seeking relief under the provisions of chapter 11 of the Bankruptcy Code to effectuate a pre-negotiated restructuring of the debt obligations of the Debtors.¹ Accordingly, the Debtors are now operating as debtors-in-possession under the Bankruptcy Court’s oversight. Following this filing, on December 22, 2009, the Citadel Licensee Subsidiaries filed applications seeking the FCC’s consent to the *pro forma* assignment of the Citadel Licensee Subsidiaries’ FCC licenses from the Citadel Licensee Subsidiaries to the Citadel Licensee Subsidiaries as “debtors-in-possession” under chapter 11. The FCC granted these applications on December 30, 2009. See FCC File No. BAL-20091222ABU-AJX, BAL-20091222AJZ-AKB, BALH-20091222AKI-AKJ, BALH-20091222AKK-AKO, BAL-20091222AKP-AKR, BALH-20091222AKS, BAL-20091222AKT, BAL-20091222AKY-ALA, BAL-20091222ALC-ALD, BALH-20091222ALH, BAL-20091222ALI, BAL-20091222ALM and BALH-20091222ALN.

¹ See *In re Citadel Broadcasting Corporation, et al.*, Case No. 09-17422 (Bankr. S.D.N.Y.).

II. The Reorganization Plan.

On February 3, 2010, the Debtors filed the Chapter 11 Plan with the Bankruptcy Court.² The Plan, as modified, contemplates that, on and after the effective date of the Plan, the Debtors will cease to be debtors-in-possession and will be reorganized in accordance with the applicable bankruptcy law. Pursuant to the Chapter 11 Plan, on the Debtors' emergence from bankruptcy, all of the currently outstanding equity interests of the Debtors will be cancelled and extinguished. On the effective date, Citadel will merge with and into Citadel Broadcasting Company ("CB Company"), a Nevada corporation which is the licensee of certain of the broadcast stations listed on Attachment A, with CB Company as the surviving entity. The assets of Citadel shall be transferred to CB Company and new common stock and special warrants in CB Company shall be issued. The ownership of CB Company following the restructuring is described below. Upon the restructuring, Alphabet Acquisition Corp., the indirect parent of certain of the Citadel Licensee Subsidiaries, shall be wholly-owned by CB Company. In addition, a new limited liability company, which shall be wholly-owned by CB Company, shall be established ("CB Company Licensee Subsidiary"). The Debtors shall file *pro forma* assignment applications requesting consent to assign the FCC licenses held by Citadel Licensee Subsidiaries, as debtors-in-possession, to the Citadel Licensee Subsidiaries, as reorganized following emergence from bankruptcy. The *pro forma* assignment application for CB Company shall request consent to assign the licenses of CB Company, as debtor-in-possession, to CB Company Licensee Subsidiary. Each of the Citadel Licensee Subsidiaries and CB Company Licensee Subsidiary shall continue to exist after the effective date as a separate entity.

The Plan also provides that in the event all conditions precedent to confirmation of the Plan have been satisfied but the Commission has not approved the FCC Long Form Applications, the Debtors shall, upon receipt of consent from certain holders of senior secured claims, establish a liquidating trust for the benefit of holders of allowed claims (as set forth in the Plan) that may be entitled to distributions from the trust under the Plan. The trust would be established and operated pursuant to the continuing jurisdiction and oversight of the Bankruptcy Court and the trustees of the liquidating trust would include the members of the existing board of directors of Citadel. In the event the Debtors determine that the establishment of the liquidating trust may be necessary, they shall file with the Commission applications on FCC Form 316 ("Short Form FCC Applications") requesting FCC approval to the *pro forma* transfer of control

² On March 15, 2010, the Debtors filed a First Modified Joint Plan of Reorganization and a First Modified Disclosure Statement for the Joint Plan of Reorganization.

of the Citadel Licensee Subsidiaries and CB Company Licensee Subsidiary to the liquidating trust.

III. Ownership and Control of CB Company (following reorganization)

Pursuant to the Plan, upon the consummation of the reorganization, the entities that hold secured claims pursuant to debt issued under Citadel's senior credit agreement with J.P. Morgan Chase, N.A. as administrative agent and other financial institutions and lenders and related credit facilities ("Senior Claim Holders") collectively will be eligible to receive 90 percent of the new common stock of CB Company (subject to dilution on account of a management and/or director's equity incentive program) and holders of general unsecured claims ("Unsecured Claim Holders"), including the deficiency claims of the Senior Claim Holders, will collectively be eligible to receive up to 10 percent of the new common stock of CB Company and a pro rata share of \$36 million in cash.

In the event the Debtors determine to implement the liquidating trust described above to be in effect prior to FCC approval of the FCC Long Form applications, the new common stock of CB Company will be transferred to the liquidating trust and the Senior Claim Holders and Unsecured Claim Holders that make the certifications described herein will receive beneficial interests in the liquidating trust instead of new common stock.

Citadel estimates that there are approximately 489 Senior Claim Holders entitled to receive an allocation of new common stock of CB Company. Citadel has adopted an equity allocation mechanism intended to ensure CB Company's compliance with the alien ownership restrictions contained in Section 310(b) of the Communications Act of 1934, as amended, and the FCC's media ownership and attribution rules. Initially, each Senior Claim Holder and each Unsecured Claim Holder that elects to receive new common stock will receive special warrants. Warrant holders shall have no voting rights. Warrant holders shall be entitled to receive distributions, if applicable, unless a FCC ruling prohibits distributions to warrant holders or Citadel is advised by counsel that such a distribution is reasonably likely to cause Citadel to violate applicable FCC rules and regulations.

Prospective shareholders will be required to provide certifications to Citadel that at least 80% of the indirect and direct voting and ownership interests in such holders, as calculated in accordance with FCC rules, are held by U.S. citizens or U.S. entities. Senior Claim Holders and Unsecured Claim Holders that cannot provide this certification will retain the warrants and will only be eligible to receive new common stock in the event that Citadel has determined that

following the initial distribution of new common stock to senior lenders and holders of general unsecured claims, the aggregate percentage of new common stock owned or voted by non U.S. citizens or entities is less than 80%, in which case, all holders of special warrants that have provided an ownership certification to Citadel shall be deemed to exercise their special warrants on a pro rata basis among all such eligible holders, to receive new common stock up to the number of shares that causes the aggregate percentage of new common stock owned or voted by aliens to equal 20%. CB Company shall issue two classes of new common stock. Holders of Class B stock shall not have the right to vote on matters effecting the day to day operations and ordinary course business of CB Company and its subsidiaries. Holders of Class B stock shall have the right to vote on decisions that are outside of the ordinary course of business of the type previously approved by the Commission as minority investor protections.³ Holders of Class A stock shall have full voting rights.

To ensure compliance with the FCC's media ownership and attribution rules, upon consummation of the reorganization, no holder of new common stock shall be permitted to acquire more than 4.99 percent of Class A common stock.⁴ In determining whether any holder would hold more than 4.99% of the outstanding Class A common stock, such holder will be attributed with any stock held by another holder under common management with such holder or that otherwise would be aggregated under the FCC's ownership attribution rules. Thus, upon consummation of the reorganization, no individual or entity will have an attributable interest in CB Company through stock ownership.

CB Company will have a Board of Directors comprised of seven individuals. At this time, six of the seven board members have been selected and are listed in Exhibit 15. At such

³ Holders of Class B Common Stock shall only be entitled to vote on the same basis as holders of Class A Common Stock with respect to the following matters: (i) the retention or dismissal of outside auditors; (ii) any distributions to stockholders; (iii) material asset sales, recapitalization, merger, business combination, consolidation, exchange or other similar reorganization involving the Company or any of its subsidiaries, including a drag-along transaction; (iv) the adoption of any new or amended certificate of incorporation of CB Company or any of its subsidiaries, other than any amendment that is ministerial in nature; (v) other than in connection with a management equity plan or similar plan, any authorization or issuance of equity interests, or any security or instrument convertible into or exchangeable for equity interests, in CB Company or any of its subsidiaries; and (vi) the liquidation of CB Company or any of its subsidiaries.

⁴ To the extent that any Senior Claim Holder or Unsecured Claim Holder receives warrants in lieu of shares of new common stock, shares of new common stock that would have otherwise been issued shall remain authorized but unissued shares until such time as the warrants are exercised.

time as the additional board member is selected, the parties shall amend the FCC Long Form Applications to provide information for the additional board member. Information with respect to the persons who will serve as officers of CB Company is provided at Exhibit 15. Because CB Company will be a public company, certain decisions that are outside of the ordinary course of business will require approval of the shareholders.

IV. Agreements

Copies of the Chapter 11 Plan (the *First Modified Joint Plan of Reorganization of Citadel Broadcasting Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, filed with the Bankruptcy Court on March 15, 2010) and the Disclosure Statement (the *First Modified Disclosure Statement for the Joint Plan of Reorganization of Citadel Broadcasting Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, filed with the Bankruptcy Court on March 15, 2010) are included as attachments to Exhibit 6. The applicants have submitted the Chapter 11 Plan and Disclosure Statement to the Bankruptcy Court. The Bankruptcy Court approved the Disclosure Statement on March 15, 2010, but has not yet issued an order confirming the Chapter 11 Plan ("Confirmation Order"). A confirmation hearing on the Plan is scheduled to be heard by the Bankruptcy Court on May 12, 2010. Accordingly, the FCC Long Form Applications will be amended to include the Confirmation Order assuming confirmation of the Chapter 11 Plan by the Bankruptcy Court. The parties have not filed the following exhibits to the Disclosure Statement: Exhibit B (Declaration of Randy L. Taylor pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of the First-Day Pleadings); Exhibit E (Financial Projections); Exhibit F (Valuation Analysis); and Exhibit G (Liquidation Analysis). The omitted material is voluminous, available to the public through the Bankruptcy Court, and not germane to the Commission's evaluation of this application and therefore, consistent with FCC precedent, need not be produced. Information contained in the omitted materials will be provided to the Commission upon request, subject to the parties' rights, where appropriate, to submit such information subject to regulations restricting public access to confidential and proprietary information.

Attachment A

Licensee: Citadel Broadcasting Company, Debtor-in-Possession:

Station	Community of License	Fac. ID No.
WAPI(AM)	Birmingham, AL	16900
WBEI(FM)	Reform, AL	67577
WDGM(FM)	Greensboro, AL	86803
WFFN(FM)	Coaling, AL	54797
WJOX-FM	Birmingham, AL	16901
WJOX(AM)	Birmingham, AL	16897
WTSK(AM)	Tuscaloosa, AL	54795
WTUG-FM	Northport, AL	54796
WUHT(FM)	Birmingham, AL	6401
WAPI-FM	Helena, AL	70914
WZRR(FM)	Birmingham, AL	16899
KAAY(AM)	Little Rock, AR	33253
KARN(AM)	Little Rock, AR	60703
KARN-FM	Sheridan, AR	24151
KIPR(FM)	Pine Bluff, AR	13925
KLAL(FM)	Wrightsville, AR	47880
KPZK(AM)	Little Rock, AR	24150
KURB(FM)	Little Rock, AR	19559
KCUB(AM)	Tucson, AZ	56051
KHYT(FM)	Tucson, AZ	56053
KIIM-FM	Tucson, AZ	56052
KSZR(FM)	Oro Valley, AZ	39734
KTUC(AM)	Tucson, AZ	35684
KATM(FM)	Modesto, CA	11239
KDJK(FM)	Mariposa, CA	11241
KESP(AM)	Modesto, CA	11233
KHKK(FM)	Modesto, CA	11240
KHOP(FM)	Oakdale, CA	52528
KJOY(FM)	Stockton, CA	32215
KWIN(FM)	Lodi, CA	60425
KWNN(FM)	Turlock, CA	60427
KWYL(FM)	South Lake Tahoe, CA	67816
K285EE	Canon City, CO	52583
KATC-FM	Colorado Springs, CO	66249
KCSF(AM)	Colorado Springs, CO	62039
KKFM(FM)	Colorado Springs, CO	11237
KKMG(FM)	Pueblo, CO	11229

Station	Community of License	Fac. ID No.
KKPK(FM)	Colorado Springs, CO	62038
KVOR(AM)	Colorado Springs, CO	35869
WMOS(FM)	Stonington, CT	60251
WQGN-FM	Groton, CT	10455
WSUB(AM)	Groton, CT	10454
KBGG(AM)	Des Moines, IA	87105
KGGO(FM)	Des Moines, IA	12965
KHKI(FM)	Des Moines, IA	12966
KJJY(FM)	West Des Moines, IA	22882
KWQW(FM)	Boone, IA	30116
KBOI(AM)	Boise, ID	51211
KIZN(FM)	Boise, ID	70626
KKGL(FM)	Nampa, ID	51212
KQFC(FM)	Boise, ID	51217
KTIK(AM)	Nampa, ID	16854
KZMG(FM)	New Plymouth, ID	39609
WMDH(AM)	New Castle, IN	43435
WMDH-FM	New Castle, IN	74092
WWKI(FM)	Kokomo, IN	60133
KKND(FM)	Belle Chasse, LA	12157
KMEZ(FM)	Port Sulphur, LA	58395
KNEK(AM)	Washington, LA	15801
KNEK-FM	Washington, LA	16370
KQXL-FM	New Roads, LA	11607
KRRQ(FM)	Lafayette, LA	36227
KSMB(FM)	Lafayette, LA	41057
KXKC(FM)	New Iberia, LA	6350
WCDV(FM)	Hammond, LA	61271
WDVW(FM)	LaPlace, LA	117
WEMX(FM)	Kentwood, LA	58931
WIBR(AM)	Baton Rouge, LA	61275
WXOK(AM)	Port Allen, LA	11606
WBSM(AM)	New Bedford, MA	10452
WFHN(FM)	Fairhaven, MA	10453
WHLL(AM)	Springfield, MA	36545
WMAS-FM	Springfield, MA	36543
WORC-FM	Webster, MA	50231
WWFX(FM)	Southbridge, MA	18310
WXLO(FM)	Fitchburg, MA	43557
WBLM(FM)	Portland, ME	22878
WBPW(FM)	Presque Isle, ME	22184

Station	Community of License	Fac. ID No.
WCYY(FM)	Biddeford, ME	22880
WEBB(FM)	Waterville, ME	52608
WJBQ(FM)	Portland, ME	3134
WJZN(AM)	Augusta, ME	52604
WMME-FM	Augusta, ME	52605
WOZI(FM)	Presque Isle, ME	41007
WQHR(FM)	Presque Isle, ME	9422
WSHK(FM)	Kittery, ME	4380
WTVL(AM)	Waterville, ME	52607
WBBL-FM	Greenville, MI	24639
WEFG-FM	Whitehall, MI	53960
WFBE(FM)	Flint, MI	21730
WFMK(FM)	East Lansing, MI	37460
WHNN(FM)	Bay City, MI	37458
WHTS(FM)	Coopersville, MI	71090
WILZ(FM)	Saginaw, MI	58578
WIOG(FM)	Bay City, MI	22675
WITL-FM	Lansing, MI	46706
WJIM(AM)	Lansing, MI	17382
WJIM-FM	Lansing, MI	17386
WJRW(AM)	Grand Rapids, MI	41679
WKLQ(AM)	Whitehall, MI	53962
WKQZ(FM)	Midland, MI	72924
WLAV-FM	Grand Rapids, MI	41680
WLAW(FM)	Newaygo, MI	89477
WLCS(FM)	North Muskegon, MI	5396
WTNR(FM)	Holland, MI	41678
WTRX(AM)	Flint, MI	15768
WVFN(AM)	East Lansing, MI	24638
WVIB(FM)	Holton, MI	73994
WMMQ(FM)	East Lansing, MI	24641
WMTI(FM)	Picayune, MS	27951
WRBO(FM)	Como, MS	7075
W285DG (WQUT)	Boone, NC	67675
W250AB (WOKQ)	Manchester, NH	22889
WHOM(FM)	Mount Washington, NH	49687
WOKQ(FM)	Dover, NH	22887
WPKQ(FM)	North Conway, NH	48401
WSAK(FM)	Hampton, NH	12155
KDRF(FM)	Albuquerque, NM	55052
KKOB(AM)	Albuquerque, NM	11251

Station	Community of License	Fac. ID No.
KKOB-FM	Albuquerque, NM	11250
KMGA(FM)	Albuquerque, NM	11231
KNML(AM)	Albuquerque, NM	68608
KRST(FM)	Albuquerque, NM	12584
KTBL(AM)	Los Ranchos, NM	48604
K272DA (KWYL)	Stateline, etc., NV	67817
KBUL-FM	Carson City, NV	11245
KKOH(AM)	Reno, NV	11236
KNEV(FM)	Reno, NV	11244
WAAL(FM)	Binghamton, NY	7920
WAQX-FM	Manlius, NY	52606
WBBF(AM)	Buffalo, NY	53967
WEDG(FM)	Buffalo, NY	56103
WGRF(FM)	Buffalo, NY	56102
WHLD(AM)	Niagara Falls, NY	7822
WHTT-FM	Buffalo, NY	53968
WHWK(FM)	Binghamton, NY	72373
WLTI(FM)	Syracuse, NY	58719
WNBF(AM)	Binghamton, NY	72372
WSKO(AM)	Syracuse, NY	50515
WNTQ(FM)	Syracuse, NY	50514
WWYL(FM)	Chenango Bridge, NY	7663
WXLM(FM)	Montauk, NY	7996
WYOS(AM)	Binghamton, NY	7921
KATT-FM	Oklahoma City, OK	8797
KKWD(FM)	Bethany, OK	6509
KYIS(FM)	Oklahoma City, OK	8798
WKY(AM)	Oklahoma City, OK	23418
WWLS(AM)	Moore, OK	22190
WWLS-FM	The Village, OK	37435
W253AC (WLEV)	Reading, PA	39873
WARM(AM)	Scranton, PA	70504
WBHD(FM)	Olyphant, PA	43521
WBHT(FM)	Mountain Top, PA	20465
WBSX(FM)	Hazleton, PA	133
WCAT-FM	Carlisle, PA	74557
WCTO(FM)	Easton, PA	36997
WIOV(AM)	Reading, PA	55307
WIOV-FM	Ephrata, PA	55308
WIOV-FM1	Reading, PA	55309
WLEV(FM)	Allentown, PA	39875

Station	Community of License	Fac. ID No.
WMGS(FM)	Wilkes-Barre, PA	70880
WMHX(FM)	Hershey, PA	64842
WQHZ(FM)	Erie, PA	65748
WQXA-FM	York, PA	52169
WRIE(AM)	Erie, PA	32982
WSJR(FM)	Dallas, PA	43969
WXKC(FM)	Erie, PA	32984
WXTA(FM)	Edinboro, PA	72892
WEAN-FM	Wakefield-Peacedale, RI	4376
WPRO(AM)	Providence, RI	64843
WPRO-FM	Providence, RI	64841
WPRV(AM)	Providence, RI	64840
WWKX(FM)	Woonsocket, RI	65198
WWLI(FM)	Providence, RI	64838
WISW(AM)	Columbia, SC	54793
WIWF(FM)	Charleston, SC	60039
WLXC(FM)	Columbia, SC	54794
WNKT(FM)	Eastover, SC	38900
WOMG(FM)	Lexington, SC	37200
WSSX-FM	Charleston, SC	72378
WTCB(FM)	Orangeburg, SC	54791
WTMA(AM)	Charleston, SC	72376
WWWZ(FM)	Summerville, SC	61278
WGFX(FM)	Gallatin, TN	16893
WGKX(FM)	Memphis, TN	35009
WGOC(AM)	Kingsport, TN	67671
WGOW(AM)	Chattanooga, TN	54526
WGOW-FM	Soddy-Daisy, TN	53956
WIVK-FM	Knoxville, TN	16890
WJCW(AM)	Johnson City, TN	67672
WKDF(FM)	Nashville, TN	16896
WKIM(FM)	Munford, TN	33671
WKOS(FM)	Kingsport, TN	67674
WNML(AM)	Knoxville, TN	16894
WNML-FM	Loudon, TN	7998
WNRX(FM)	Jefferson City, TN	18403
WOGT(FM)	East Ridge, TN	54527
WOKI(FM)	Oliver Springs, TN	10457
WQUT(FM)	Johnson City, TN	67673
WSKZ(FM)	Chattanooga, TN	54525
WXMX(FM)	Millington, TN	35399

Station	Community of License	Fac. ID No.
WXSM(AM)	Blountville, TN	29513
K237AL (KBEE)	Park City, Etc., UT	53499
K284AJ (KBEE)	Heber City, UT	53498
KBEE(FM)	Salt Lake City, UT	53497
KBER(FM)	Ogden, UT	10779
KENZ(FM)	Ogden, UT	2444
KFNZ(AM)	Salt Lake City, UT	53500
KHTB(FM)	Provo, UT	6545
KJQS(AM)	Murray, UT	58303
KKAT(AM)	Salt Lake City, UT	11232
KUBL-FM	Salt Lake City, UT	11238

Licensee: Radio License Holding I, LLC, Debtor-in-Possession:

WJR(AM)	Detroit, MI	8626
WDVD(FM)	Detroit, MI	8631
WDRQ(FM)	Detroit, MI	70040

Licensee: Radio License Holding II, LLC, Debtor-in-Possession:

WYAY(FM)	Gainesville, GA	48727
WKHX-FM	Marietta, GA	73161

Licensee: Radio License Holding III, LLC, Debtor-in-Possession:

KQRS-FM	Golden Valley, MN	35505
KXXR(FM)	Minneapolis, MN	35506
WGVX(FM)	Lakeville, MN	61379
WGVY(FM)	Cambridge, MN	54838
WGVZ(FM)	Eden Prairie, MN	61541

Licensee: Radio License Holding IV, LLC, Debtor-in-Possession:

WBAP(AM)	Fort Worth, TX	71200
KSCS(FM)	Fort Worth, TX	71201
KPMZ(FM)	Flower Mound, TX	26468

Licensee: Radio License Holding V, LLC, Debtor-in-Possession:

WLS-FM Chicago, IL 73228

Licensee: Radio License Holding VI, LLC, Debtor-in-Possession:

KABC(AM) Los Angeles, CA 33254

Licensee: Radio License Holding VII, LLC, Debtor-in-Possession:

WMAL(AM) Washington, DC 73250

WRQX(FM) Washington, DC 73252

WVRX(FM) Woodbridge, VA 70037

Licensee: Radio License Holding VIII, LLC, Debtor-in-Possession:

KGO(AM) San Francisco, CA 34471

KSFO(AM) San Francisco, CA 34472

Licensee: Radio License Holding IX, LLC, Debtor-in-Possession:

WPLJ(FM) New York, NY 73887

Licensee: Radio License Holding X, LLC, Debtor-in-Possession:

WABC(AM) New York, NY 70658

Licensee: Radio License Holding XI, LLC, Debtor-in-Possession:

WLS(AM) Chicago, IL 73227

Licensee: Radio License Holding XII, LLC, Debtor-in-Possession:

KLOS(FM) Los Angeles, CA 35078