

CHANGES IN INTEREST

As the Commission's records reflect, on December 20, 2009, Citadel Broadcasting Corporation ("Citadel") and the subsidiaries of Citadel that hold broadcast licenses (the "Citadel Licensee Subsidiaries" and together with Citadel, the "Debtors"), filed voluntary petitions for bankruptcy seeking relief under the provisions of Chapter 11 of the Bankruptcy Code to effectuate a restructuring of the debt obligations of the Debtors with the United States Bankruptcy Court of the Southern District of New York ("Bankruptcy Court"). Accordingly, the Debtors are now operating as debtors-in-possession under the Bankruptcy Court's oversight. On December 22, 2009, the Debtors filed applications with the Commission seeking consent to the *pro forma* assignment of the Citadel Subsidiaries' FCC licenses from the Citadel Licensee Subsidiaries to the Citadel Licensee Subsidiaries as debtors-in-possession.¹ The FCC granted those applications on December 30, 2009.

Upon the filing of the Chapter 11 Joint Plan of Reorganization (the "Plan"), as modified, with the Bankruptcy Court, applications were filed on FCC Form 315 on March 18, 2010, requesting Commission consent to the transfer of control of the broadcast radio station licenses held by the Citadel Licensee Subsidiaries, as debtors-in-possession, from the existing shareholders of Citadel to the shareholders of Citadel Broadcasting Company, as Reorganized (the surviving company after the reorganization described in the Plan) (hereinafter "CB Company").² Those applications remain pending. Until grant of the transfer of control applications, the attributable ownership interests in Citadel are substantively unchanged from those last approved by the Commission in *Citadel Broadcasting Co. and The Walt Disney Co. (Transfer of Control)*, Memorandum Opinion and Order and Notice of Apparent Liability, 22 FCC Rcd 7083 (2007); accordingly, the contemplated assignment is *pro forma* in nature.

¹ See FCC File Nos. 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.

² See Citadel Broadcasting Company (FCC File Nos. BTC-20100318ABL-AJO); Radio License Holding I, LLC (FCC File No. BTC-20100318AJP-AJR); Radio License Holding II, LLC (FCC File Nos. BTC-20100318AJS-AJT); Radio License Holding III, LLC (FCC File Nos. BTC-201003018AJU-AJY); Radio License Holding IV, LLC (FCC File Nos. BTC-20100318AJZ-AKB); Radio License Holding V, LLC (FCC File No. BTC-20100318AKC); Radio License Holding VI, LLC (FCC File No. BTC-20100318AKD); Radio License Holding VII, LLC (FCC File Nos. BTC-20100318AKG-AKI); Radio License Holding VIII, LLC (FCC File Nos. BTC-20100318AKJ-AKK); Radio License Holding IX, LLC (FCC File No. BTC-20100318AKL); Radio License Holding X, LLC (FCC File No. BTC-20100318AKM); Radio License Holding XI, LLC (FCC File No. BTC-20100318AKN); Radio License Holding XII, LLC (FCC File No. BTC-20100318AKO).

The Chapter 11 Plan contemplates that, on and after the effective date of the Plan, Citadel will merge with and into CB Company, 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. Each of the Citadel Licensee Subsidiaries shall continue to exist after the effective date as a separate entity.

Accordingly, by a series of concurrently-filed applications, each of the following Citadel Licensee Subsidiaries requests FCC consent to assign its licenses from the debtor-in-possession entity listed below (and approved in the application numbers listed in Footnote 1) to the corresponding Citadel Licensee Subsidiary that will ultimately hold the FCC licenses for the stations listed below upon approval of the Plan by the Bankruptcy Court and the company's reorganization and emergence from bankruptcy.

Stations (FCC Facility ID No.)	Debtor-in-Possession Entity	Citadel Licensee Subsidiary (Post-Emergence)
WJR (FIN 8626) WDVD (FIN 8631) WDRQ (FIN 70040)	Radio License Holding I, LLC, Debtor-in-Possession	Radio License Holding I, LLC
WYAY (FIN 48727) WKHX-FM (FIN 73161)	Radio License Holding II, LLC, Debtor-in-Possession	Radio License Holding II, LLC
KQRS-FM (FIN 35505) KXXR (FIN 35506) WGVX (FIN 61379) WGVZ (FIN 61541) WGVY (FIN 54838)	Radio License Holding III, LLC, Debtor-in-Possession	Radio License Holding III, LLC
WBAP (FIN 71200) KSCS (FIN 71201) WBAP-FM (FIN 26468)	Radio License Holding IV, LLC, Debtor-in-Possession	Radio License Holding IV, LLC
WLS-FM (FIN 73228)	Radio License Holding V, LLC, Debtor-in-Possession	Radio License Holding V, LLC
KABC (FIN 33254)	Radio License Holding VI, LLC, Debtor-in-Possession	Radio License Holding VI, LLC
WMAL (FIN 73250) WRQX (FIN 73252) WVRX (FIN 70037)	Radio License Holding VII, LLC, Debtor-in-Possession	Radio License Holding VII, LLC
KGO (FIN 34471) KSFO (FIN 34472)	Radio License Holding VIII, LLC, Debtor-in-Possession	Radio License Holding VIII, LLC
WPLJ (FIN 73887)	Radio License Holding IX, LLC, Debtor-in-Possession	Radio License Holding IX, LLC
WABC (FIN 70658)	Radio License Holding X, LLC, Debtor-in-Possession	Radio License Holding X, LLC
WLS (FIN 73227)	Radio License Holding XI, LLC, Debtor-in-Possession	Radio License Holding XI, LLC
KLOS (FIN 35078)	Radio License Holding XII, LLC, Debtor-in-Possession	Radio License Holding XII, LLC