

Description of Transaction

Entercom Communications Corp. (“**Entercom Parent**”), the ultimate corporate parent of the licensee entity that is the subject of this application (“**Licensee**”), hereby seeks the Commission’s consent to the *pro forma* assignment of authorizations for radio broadcast stations resulting from the merger of Licensee with and into Entercom Kansas City License, LLC, with the surviving entity being renamed “*Entercom License, LLC*”¹. The instant transaction qualifies as a *pro forma* assignment because it is part of an internal corporate reorganization that involves the merger of wholly owned subsidiaries resulting in the assignment (by operation of law) of authorizations for radio broadcast stations from one wholly owned subsidiary to another. See attached “Before” and “After” corporate structure charts.

By way of background, Licensee and Entercom Kansas City License, LLC are both wholly owned subsidiaries of Entercom Radio, LLC (“**Entercom Radio**”).² Entercom Radio is a single member limited liability company. Entercom Parent is the sole member of Entercom Radio. The proposed *pro forma* assignment that is the subject of this application arises from the proposed merger of Licensee, together with seventeen other direct or indirect wholly owned subsidiaries of Entercom Radio, into Entercom Kansas City License, LLC (to be renamed Entercom License, LLC).

The parties have not exchanged any consideration in connection with the proposed *pro forma* assignment. The parties have entered into a basic Agreement of Merger, as required by Delaware state law, a copy of which is attached as Exhibit 5. All of the officers of the Licensee are and will remain all of the officers of Entercom License, LLC upon consummation of *pro forma* assignment.

In connection with its internal corporate reorganization, other subsidiaries of Entercom Parent are filing concurrently additional applications for the *pro forma* assignment of authorizations for radio broadcast stations.

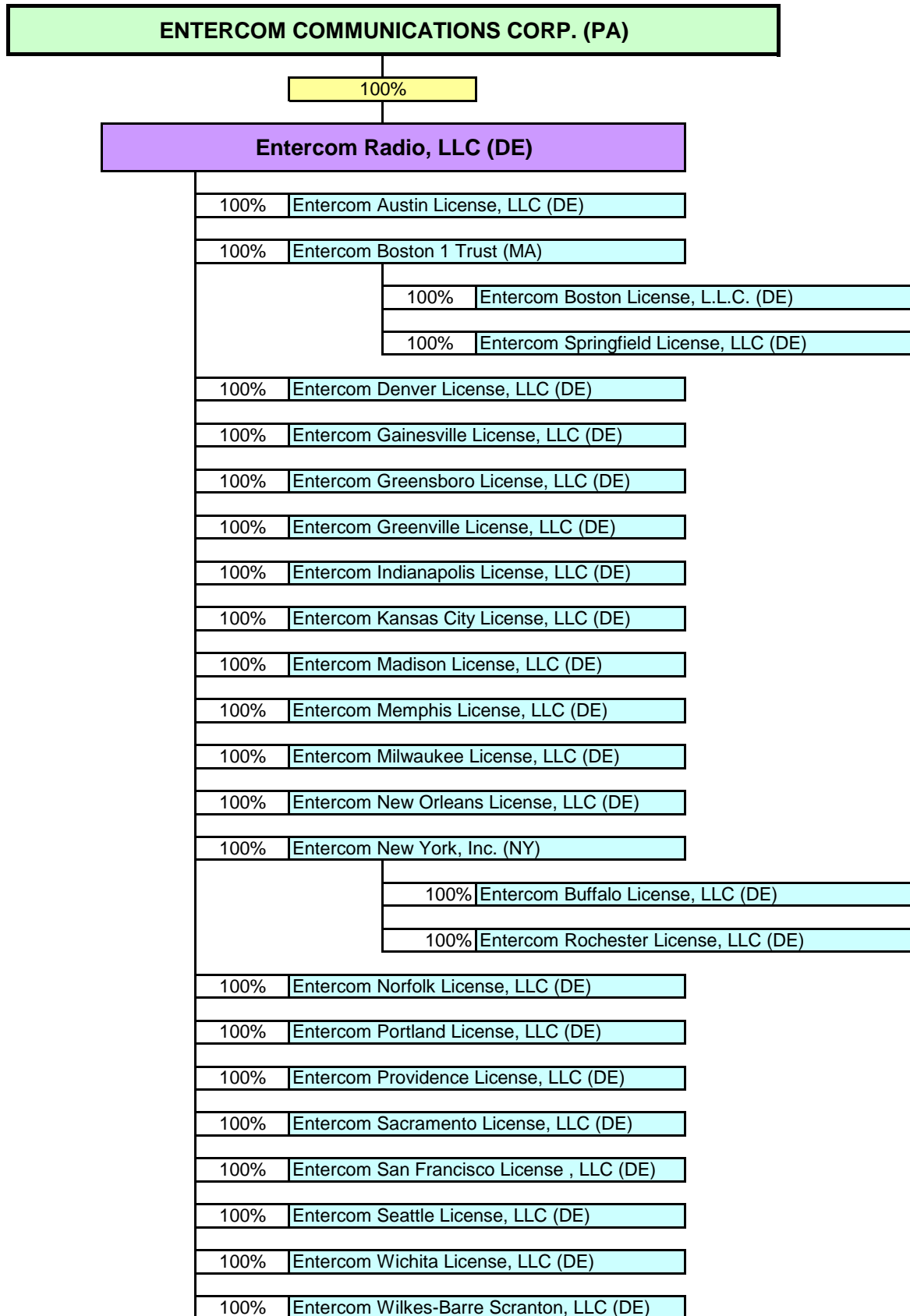
¹ Entercom License, LLC will file a name change letter with the Commission promptly following the consummation of the merger.

² Entercom Springfield License, LLC and Entercom Boston License, L.L.C. are indirect wholly owned subsidiaries of Entercom Radio. These two entities are directly owned by Entercom Boston I Trust (“Entercom Trust”). Entercom Radio is the sole shareholder of Entercom Trust. In connection with the transactions described herein, Entercom Trust will cease to have any FCC license ownership interests.

Corporate Structure

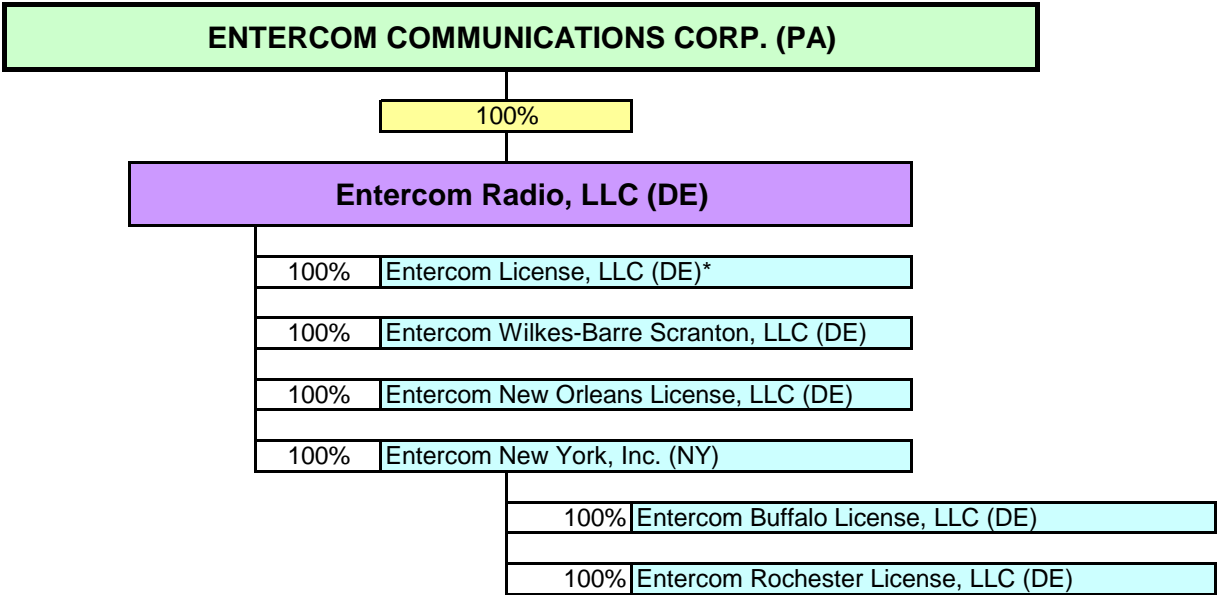
(Entities with an FCC License Ownership Interest Only)

(as of 9/18/13)



Proposed Corporate Structure

(Entities with an FCC License Ownership Interest Only)



* Formerly "Entercom Kansas City License, LLC"