

DESCRIPTION OF TRANSACTION

Effective the day following the consummation of the transactions contemplated in the application in FCC File No. BTC-20141219ADV *et. seq.*, which requests consent for the transfer of control of Lincoln Financial Media Company of California (the “Licensee”) from The Lincoln National Life Insurance Company to Entercom Radio, LLC (the “Transferee”), the Transferee intends to cause the conversion of the Licensee into a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act. The name of the Licensee following the conversion will be Entercom San Diego, LLC. Immediately following the effectiveness of such conversion, Transferee will cause the Commission authorizations held by the Licensee to be assigned to Entercom San Diego License, LLC, a Delaware limited liability company (“New Licensee”). In no event will the authorizations be held by the Licensee following such conversion for more than a transitory period of time.

This application is one of four FCC Form 316 applications being filed simultaneously with the Commission. The other three applications relate to the long form transfers of control in the following FCC File Nos:

BTC-20141219ADQ *et. seq.*
BTCH-20141219ADZ *et. seq.*
BTCH-20141219ADO *et. seq.*

The Applicant requests that the Commission grant all four of these applications simultaneously.

Because the assignments contemplated by this application are in the nature of an internal reorganization and will not change ultimate ownership or control, the use of FCC Form 316 is appropriate to request Commission consent pursuant to Section 73.3540 of the Commission’s Rules.

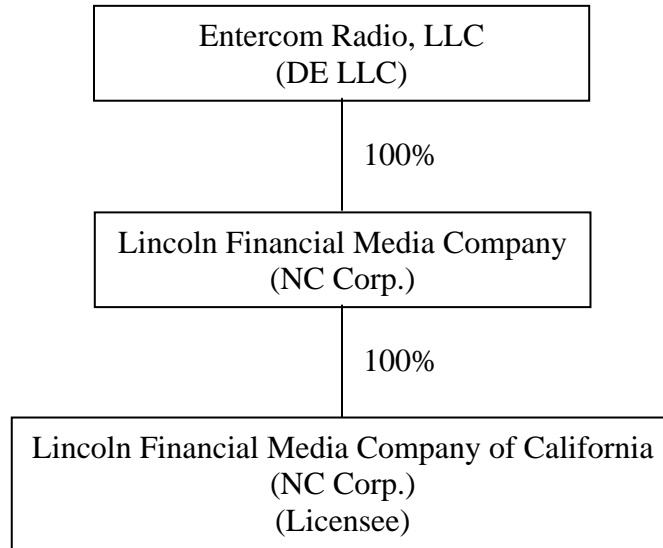
Prior to the consummation of such assignments, the Commission authorizations will be held by the Licensee, a North Carolina corporation, which will be a wholly-owned subsidiary of Lincoln Financial Media Company, a North Carolina corporation (“LFMC”), which in turn will be a wholly-owned subsidiary of Transferee, a Delaware limited liability company.

Following the assignments, the authorizations will be held by New Licensee, a Delaware limited liability company, which will be a wholly-owned subsidiary of Licensee, a Delaware limited liability company, which will be a wholly-owned subsidiary of Entercom Abe Holdings, LLC, a Delaware limited liability company and the entity into which LFMC shall have been converted, and which will be a wholly-owned subsidiary of Transferee. A diagram setting for the structure described above is attached hereto.

The address for each of the above-listed entities, both immediately before and after the assignments contemplated by the application, will be:

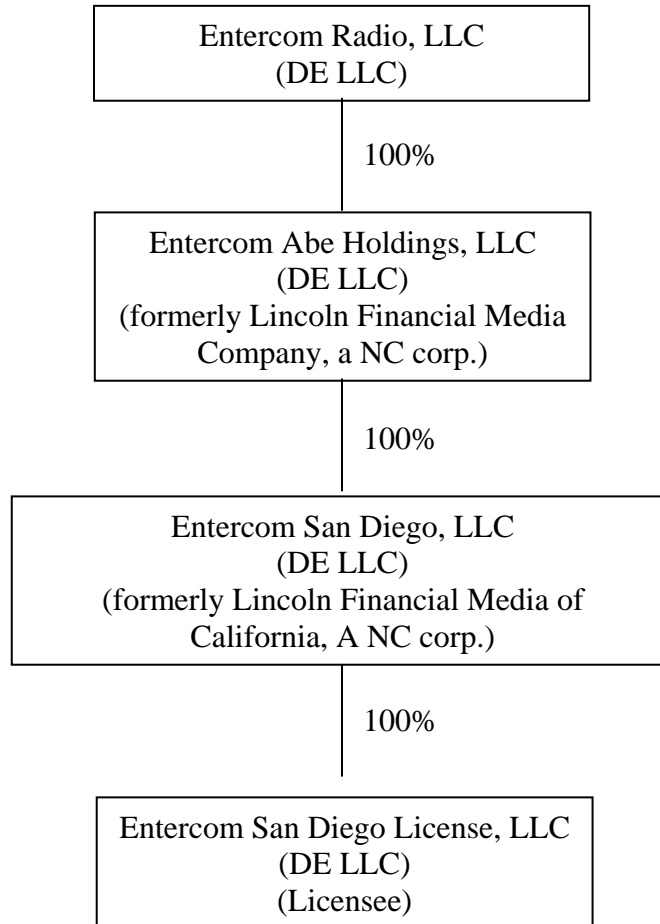
401 E. City Ave. Suite 809
Bala Cynwyd, PA 19004

Before Assignments



100% ownership represents both voting and total assets.

After Assignments



100% ownership represents both voting and total assets.