

**United States Bankruptcy Court  
Southern District of New York**
**Voluntary Petition**

<b>Name of Debtor (if individual, enter Last, First, Middle):</b> Radio License Holding III, LLC	<b>Name of Joint Debtor (Spouse) (Last, First, Middle):</b> 
<b>All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):</b> 	<b>All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):</b> 
<b>Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):</b> 76-0817143	<b>Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):</b> 
<b>Street Address of Debtor (No. &amp; Street, City, and State):</b>  2000 S.E. Elm Street Minneapolis, MN	<b>Street Address of Joint Debtor (No. &amp; Street, City, and State):</b>  
<b>County of Residence or of the Principal Place of Business:</b> Hennepin	<b>County of Residence or of the Principal Place of Business:</b> 
<b>Mailing Address of Debtor (if different from street address):</b>  	<b>Mailing Address of Joint Debtor (if different from street address):</b>  
<b>Location of Principal Assets of Business Debtor (if different from street address above):</b>  	

<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other: Media/broadcasting  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b>  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
---	--	---

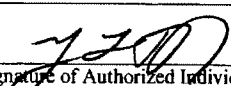
<b>Filing Fee (Check one box.)</b>  <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
--	---

<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  <b>Estimated Number of Creditors (on a consolidated basis)</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  <b>Estimated Assets (on a consolidated basis)</b> <input checked="" type="checkbox"/> \$0- to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion  <b>Estimated Liabilities (on a consolidated basis)</b> <input type="checkbox"/> \$0- to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion	<b>THIS SPACE IS FOR COURT USE ONLY</b>
---	---



091744209122000000000030

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Radio License Holding III, LLC	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>SEE SCHEDULE 1</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input checked="" type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	<b>Name of Debtor(s):</b> Radio License Holding III, LLC
<b>Signatures</b>	
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (If not represented by attorney)  _____ Date	<b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)  <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.  <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.  X _____ (Signature of Foreign Representative)  _____ (Printed Name of Foreign Representative)  _____ Date
<b>Signature of Attorney*</b>  X /s/ Jonathan S. Henes _____ Signature of Attorney for Debtor(s) Jonathan S. Henes _____ Printed Name of Attorney for Debtor(s) Kirkland & Ellis LLP _____ Firm Name 601 Lexington Avenue New York, New York 10022-4611 _____ Address (212) 446-4800 _____ Telephone Number December 20, 2009 _____ Date  * In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.	<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b>  I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.  _____ Printed Name and title, if any, of Bankruptcy Petition Preparer  _____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  _____ Address  _____ _____ X _____ _____ _____ Date  Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.  <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i>
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  _____ _____ X  _____ Signature of Authorized Individual  Randy L. Taylor _____ Printed Name of Authorized Individual  Senior Vice President and Chief Financial Officer _____ Title of Authorized Individual  December 20, 2009 _____ Date	

### **Schedule 1**

On December 20, 2009, each of the entities listed below (collectively, the “Debtors”) filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Citadel Broadcasting Corporation.

- Alphabet Acquisition Corp.
- Atlanta Radio, LLC
- Aviation I, LLC
- Chicago FM Radio Assets, LLC
- Chicago License, LLC
- Chicago Radio Assets, LLC
- Chicago Radio Holding, LLC
- Chicago Radio, LLC
- Citadel Broadcasting Company
- Citadel Broadcasting Corporation
- DC Radio Assets, LLC
- DC Radio, LLC
- Detroit Radio, LLC
- International Radio, Inc.
- KLOS Radio, LLC
- KLOS Syndications Assets, LLC
- KLOS-FM Radio Assets, LLC
- LA License, LLC
- LA Radio, LLC
- Minneapolis Radio Assets, LLC
- Minneapolis Radio, LLC
- Network License, LLC
- NY License, LLC
- NY Radio Assets, LLC
- NY Radio, LLC
- Oklahoma Radio Partners, LLC
- Radio Assets, LLC
- Radio License Holding I, LLC
- Radio License Holding II, LLC
- Radio License Holding III, LLC
- Radio License Holding IV, LLC
- Radio License Holding V, LLC
- Radio License Holding VI, LLC
- Radio License Holding VII, LLC
- Radio License Holding VIII, LLC
- Radio License Holding IX, LLC
- Radio License Holding X, LLC
- Radio License Holding XI, LLC
- Radio License Holding XII, LLC
- Radio Networks, LLC
- Radio Today Entertainment, Inc.
- Radio Watermark, Inc.
- San Francisco Radio Assets, LLC
- San Francisco Radio, LLC
- SF License, LLC
- WBAP-KSCS Acquisition Partner, LLC
- WBAP-KSCS Assets, LLC
- WBAP-KSCS Radio Acquisition, LLC
- WBAP-KSCS Radio Group, Ltd.
- WPLJ Radio, LLC

**RESOLUTIONS OF THE BOARDS OF DIRECTORS OF THE  
CITADEL BROADCASTING CORPORATION SUBSIDIARIES**

At a telephonic meeting on December 18, 2009 of the Board of Directors (the "**Board**") of each of the direct or indirect subsidiaries listed on **Exhibit A** attached hereto (each, individually, a "**Subsidiary**," and collectively, the "**Subsidiaries**") of Citadel Broadcasting Corporation ("**Citadel**"), a Delaware corporation, the members of the Board took the following actions and adopted the following resolutions:

WHEREAS, the Board of each Subsidiary reviewed the materials presented by the management and the advisors of such Subsidiary regarding the liabilities and liquidity situation of such Subsidiary, the strategic alternatives available to it and the impact of the foregoing on such Subsidiary's businesses, creditors and equityholders; and

WHEREAS, the Board of each Subsidiary has had the opportunity to consult with the management and the advisors of such Subsidiary and fully consider each of the strategic alternatives available to such Subsidiary;

NOW, it is hereby:

**I. Voluntary Petition Under the Provisions of  
Chapter 11 of the United States Bankruptcy Code**

**RESOLVED**, that in the judgment of the Board of each Subsidiary, it is desirable and in the best interests of such Subsidiary, its creditors and other parties in interest, that such Subsidiary file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"); and

**RESOLVED**, that the officers of such Subsidiary (collectively, the "**Authorized Officers**"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of such Subsidiary all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of such Subsidiary's business; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist such Subsidiary in carrying out its duties under the Bankruptcy

Code and to take any and all actions to advance such Subsidiary's rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Lazard Frères & Co. LLC as investment banker to represent and assist such Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance such Subsidiary's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co., LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC as restructuring advisor to represent and assist such Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance such Subsidiary's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Alvarez & Marsal North America, LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Deloitte & Touche LLP as independent auditors and accountants to represent and assist such Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance such Subsidiary's rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Deloitte & Touche LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice, claims and balloting agent to

represent and assist such Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance such Subsidiary's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist such Subsidiary in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

## **II. Use of Cash Collateral**

**RESOLVED**, that in connection with the commencement of the chapter 11 case by such Subsidiary, the Board of such Subsidiary has authorized, adopted and approved the Stipulated Interim Order (A) Authorizing the Use of Lenders' Cash Collateral and (B) Granting Adequate Protection pursuant to 11 U.S.C. §§ 361 and 363 and (C) Scheduling a Final Hearing (the "***Cash Collateral Order***"), including without limitation, the terms and conditions set forth therein, and any Authorized Officer be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver any and all agreements, instruments or documents, by or on behalf of such Subsidiary, necessary to implement the Cash Collateral Order in interim or final form, as well as any additional or further agreements for the use of cash collateral in connection with such Subsidiary's chapter 11 case, which agreement(s) may require such Subsidiary to grant liens and pay interest to such Subsidiary's existing lenders and each other agreement, instrument or document to be executed and delivered in connection therewith, by or on behalf of such Subsidiary pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

### **III. Further Actions and Prior Actions**

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of such Subsidiary or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, such Subsidiary, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of such Subsidiary, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

\* \* \* \* \*



## **EXHIBIT A**

### **List of Subsidiaries**

**ALPHABET ACQUISITION CORP.  
ATLANTA RADIO, LLC  
CHICAGO FM RADIO ASSETS, LLC  
CHICAGO LICENSE, LLC  
CHICAGO RADIO ASSETS, LLC  
CHICAGO RADIO HOLDING, LLC  
CHICAGO RADIO, LLC  
DC RADIO ASSETS, LLC  
DC RADIO, LLC  
DETROIT RADIO, LLC  
INTERNATIONAL RADIO, INC.  
KLOS RADIO, LLC  
KLOS SYNDICATIONS ASSETS, LLC  
KLOS-FM RADIO ASSETS, LLC  
LA LICENSE, LLC  
LA RADIO, LLC  
MINNEAPOLIS RADIO ASSETS, LLC  
MINNEAPOLIS RADIO, LLC  
NETWORK LICENSE, LLC  
NY LICENSE, LLC  
NY RADIO ASSETS, LLC  
NY RADIO, LLC  
RADIO ASSETS, LLC  
RADIO LICENSE HOLDING I, LLC  
RADIO LICENSE HOLDING II, LLC  
RADIO LICENSE HOLDING III, LLC  
RADIO LICENSE HOLDING IV, LLC  
RADIO LICENSE HOLDING V, LLC  
RADIO LICENSE HOLDING VI, LLC  
RADIO LICENSE HOLDING VII, LLC  
RADIO LICENSE HOLDING VIII, LLC  
RADIO LICENSE HOLDING IX, LLC  
RADIO LICENSE HOLDING X, LLC  
RADIO LICENSE HOLDING XI, LLC  
RADIO LICENSE HOLDING XII, LLC  
RADIO NETWORKS, LLC  
RADIO TODAY ENTERTAINMENT, INC.  
RADIO WATERMARK, INC.  
SAN FRANCISCO RADIO ASSETS, LLC  
SAN FRANCISCO RADIO, LLC  
SF LICENSE, LLC**

**WBAP-KSCS ACQUISITION PARTNER, LLC**  
**WBAP-KSCS ASSETS, LLC**  
**WBAP-KSCS RADIO ACQUISITION, LLC**  
**WPLJ RADIO, LLC**

United States Bankruptcy Court Southern District of New York				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Citadel Broadcasting Corporation			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Citadel Communications Corp.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): 51-0405729			Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):		
Street Address of Debtor (No. & Street, City, and State):  7201 West Lake Mead Blvd. Suite 400 Las Vegas, NV <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE 89128</div>			Street Address of Joint Debtor (No. & Street, City, and State):  <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Clark			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):  <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address):  <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above):			<div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other: Media/broadcasting  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13                 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding   <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding                 </div> </div> <hr/> <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <hr/> <b>Estimated Number of Creditors (on a consolidated basis)</b> <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> 1-49                 <input type="checkbox"/> 50-99                 <input type="checkbox"/> 100-199                 <input type="checkbox"/> 200-999                 <input type="checkbox"/> 1,000-5,000                 <input type="checkbox"/> 5,001-10,000                 <input type="checkbox"/> 10,001-25,000                 <input type="checkbox"/> 25,001-50,000                 <input type="checkbox"/> 50,001-100,000                 <input type="checkbox"/> Over 100,000             </div> <hr/> <b>Estimated Assets (on a consolidated basis)</b> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0- to \$50,000                 <input type="checkbox"/> \$50,001 to \$100,000                 <input type="checkbox"/> \$100,001 to \$500,000                 <input type="checkbox"/> \$500,001 to \$1 million                 <input type="checkbox"/> \$1,000,001 to \$10 million                 <input type="checkbox"/> \$10,000,001 to \$50 million                 <input type="checkbox"/> \$50,000,001 to \$100 million                 <input type="checkbox"/> \$100,000,001 to \$500 million                 <input type="checkbox"/> \$500,000,001 to \$1 billion                 <input checked="" type="checkbox"/> More than \$1 billion             </div> <hr/> <b>Estimated Liabilities (on a consolidated basis)</b> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0- to \$50,000                 <input type="checkbox"/> \$50,001 to \$100,000                 <input type="checkbox"/> \$100,001 to \$500,000                 <input type="checkbox"/> \$500,001 to \$1 million                 <input type="checkbox"/> \$1,000,001 to \$10 million                 <input type="checkbox"/> \$10,000,001 to \$50 million                 <input type="checkbox"/> \$50,000,001 to \$100 million                 <input type="checkbox"/> \$100,000,001 to \$500 million                 <input type="checkbox"/> \$500,000,001 to \$1 billion                 <input checked="" type="checkbox"/> More than \$1 billion             </div>					<b>THIS SPACE IS FOR COURT USE ONLY</b>



091744209122000000000000

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Citadel Broadcasting Corporation	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>SEE SCHEDULE 1</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input checked="" type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input type="checkbox"/> No.			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	<b>Name of Debtor(s):</b> Citadel Broadcasting Corporation
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (If not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Jonathan S. Henes</u>          Signature of Attorney for Debtor(s)          Jonathan S. Henes          Printed Name of Attorney for Debtor(s)          Kirkland &amp; Ellis LLP          Firm Name          601 Lexington Avenue          New York, New York 10022-4611          Address          (212) 446-4800          Telephone Number          December 20, 2009          Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p>_____          Address</p> <p>X _____          Date</p> <p>_____          Date</p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Authorized Individual</p> <p>_____          Randy L. Taylor          Printed Name of Authorized Individual</p> <p>_____          Senior Vice President and Chief Financial Officer          Title of Authorized Individual</p> <p>_____          December 20, 2009          Date</p>	<p>_____          Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

### **Schedule 1**

On December 20, 2009, each of the entities listed below (collectively, the “Debtors”) filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Citadel Broadcasting Corporation.

- Alphabet Acquisition Corp.
- Atlanta Radio, LLC
- Aviation I, LLC
- Chicago FM Radio Assets, LLC
- Chicago License, LLC
- Chicago Radio Assets, LLC
- Chicago Radio Holding, LLC
- Chicago Radio, LLC
- Citadel Broadcasting Company
- Citadel Broadcasting Corporation
- DC Radio Assets, LLC
- DC Radio, LLC
- Detroit Radio, LLC
- International Radio, Inc.
- KLOS Radio, LLC
- KLOS Syndications Assets, LLC
- KLOS-FM Radio Assets, LLC
- LA License, LLC
- LA Radio, LLC
- Minneapolis Radio Assets, LLC
- Minneapolis Radio, LLC
- Network License, LLC
- NY License, LLC
- NY Radio Assets, LLC
- NY Radio, LLC
- Oklahoma Radio Partners, LLC
- Radio Assets, LLC
- Radio License Holding I, LLC
- Radio License Holding II, LLC
- Radio License Holding III, LLC
- Radio License Holding IV, LLC
- Radio License Holding V, LLC
- Radio License Holding VI, LLC
- Radio License Holding VII, LLC
- Radio License Holding VIII, LLC
- Radio License Holding IX, LLC
- Radio License Holding X, LLC
- Radio License Holding XI, LLC
- Radio License Holding XII, LLC
- Radio Networks, LLC
- Radio Today Entertainment, Inc.
- Radio Watermark, Inc.
- San Francisco Radio Assets, LLC
- San Francisco Radio, LLC
- SF License, LLC
- WBAP-KSCS Acquisition Partner, LLC
- WBAP-KSCS Assets, LLC
- WBAP-KSCS Radio Acquisition, LLC
- WBAP-KSCS Radio Group, Ltd.
- WPLJ Radio, LLC

**RESOLUTIONS OF  
THE BOARD OF DIRECTORS OF  
CITADEL BROADCASTING CORPORATION**

At a telephonic meeting on December 18, 2009 of the board of directors (the "**Board**") of Citadel Broadcasting Corporation, a Delaware corporation (the "**Corporation**"), the members of the Board took the following actions and adopted the following resolutions:

WHEREAS, the Board of the Corporation reviewed the materials presented by the management and the advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to it and the impact of the foregoing on the Corporation's businesses, creditors and equityholders; and

WHEREAS, the Board of the Corporation has had the opportunity to consult with the management and the advisors of the Corporation and fully consider each of the strategic alternatives available to the Corporation;

NOW, it is hereby:

**I. Voluntary Petition Under the Provisions of  
Chapter 11 of the United States Bankruptcy Code**

**RESOLVED**, that in the judgment of the Board of the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"); and

**RESOLVED**, that the officers of the Corporation (collectively, the "**Authorized Officers**"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Corporation all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation's business; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to

represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Lazard Frères & Co. LLC as investment banker to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co., LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC as restructuring advisor to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Alvarez & Marsal North America, LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Deloitte & Touche LLP as independent auditors and accountants to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to



be filed an appropriate application for authority to retain the services of Deloitte & Touche LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice, claims and balloting agent to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

## **II. Use of Cash Collateral**

**RESOLVED**, that in connection with the commencement of the chapter 11 case by the Corporation, the Board of the Corporation has authorized, adopted and approved the Stipulated Interim Order (A) Authorizing the Use of Lenders' Cash Collateral and (B) Granting Adequate Protection pursuant to 11 U.S.C. §§ 361 and 363 and (C) Scheduling a Final Hearing (the "***Cash Collateral Order***"), including without limitation, the terms and conditions set forth therein, and any Authorized Officer be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver any and all agreements, instruments or documents, by or on behalf of the Corporation, necessary to implement the Cash Collateral Order in interim or final form, as well as any additional or further agreements for the use of cash collateral in connection with the Corporation's chapter 11 case, which agreement(s) may require the Corporation to grant liens and pay interest to the Corporation's existing lenders and each other agreement, instrument or document to be executed and delivered in connection therewith, by or on behalf of the Corporation

pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

**III. Further Actions and Prior Actions**

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

\* \* \* \* \*