



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Non-Biennial Ownership Report (FCC Form 323)

File Number: **0000058458** | Submit Date: **2018-07-20** | FRN: **0023190655**
Purpose: **Commercial Broadcast Stations Non-Biennial Ownership Report** | Status: **Received** | Status Date:
07/20/2018 | Filing Status: **Active**

Section I - General Information

1. Respondent

FRN		Entity Name			
0023190655		Radio License Holdings LLC			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
c/o Cumulus Media Inc. 3280 Peachtree Road, NW, Suite 2200	Atlanta	GA	30305	+1 (404) 949-0700	FCCLicenseManagement@cumulus.com

2. Contact
Representative

Name		Organization			
Andrew S. Kersting, Esq.		Cumulus Media Inc.			

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
3280 Peachtree Road, NW Suite 2200	Atlanta	GA	30305	+1 (404) 949- 0700	Andy.Kersting@cumulus.com

3. Application
Filing Fee

Not Applicable

4. Nature of
Respondent

(a) Provide the following information about the Respondent:	
Relationship to stations/permits	Licensee
Nature of Respondent	Limited liability company

(b) Provide the following information about this report:	
Purpose	Transfer of control or assignment of license/permit

"As of" date	06/21/2018
	When filing a biennial ownership report or validating and resubmitting a prior biennial ownership report, this date must be Oct. 1 of the year in which this report is filed.

5. Licensee(s) /Permittees(s) and Station(s) /Permit(s)

Respondent is filing this report to cover the following Licensee(s)/Permittee(s) and station(s)/permit(s):

Licensee/Permittee Name	FRN
Radio License Holdings LLC	0023190655

Fac. ID No.	Call Sign	City	State	Service
8626	WJR	DETROIT	MI	AM
8631	WDVD	DETROIT	MI	FM
19525	WKQX	CHICAGO	IL	FM
20886	WNSH	NEWARK	NJ	FM
26468	KTCK-FM	FLOWER MOUND	TX	FM
33254	KABC	LOS ANGELES	CA	AM
34471	KGO	SAN FRANCISCO	CA	AM
34472	KSFO	SAN FRANCISCO	CA	AM
35078	KLOS	LOS ANGELES	CA	FM
35505	KQRS-FM	GOLDEN VALLEY	MN	FM
35506	KXXR	MINNEAPOLIS	MN	FM
48727	WYAY	GAINESVILLE	GA	FM
54838	WLUP	CAMBRIDGE	MN	FM
61379	WGVX	LAKEVILLE	MN	FM
61541	WWWM-FM	EDEN PRARIE	MN	FM
70037	WMAL-FM	WOODBIDGE	VA	FM
70040	WDRQ	DETROIT	MI	FM
70658	WABC	NEW YORK	NY	AM
71200	WBAP	FORT WORTH	TX	AM
71201	KSCS	FORT WORTH	TX	FM
73161	WKHX-FM	MARIETTA	GA	FM
73227	WLS	CHICAGO	IL	AM
73228	WLS-FM	CHICAGO	IL	FM
73250	WMAL	WASHINGTON	DC	AM
73252	WRQX	WASHINGTON	DC	FM
73887	WPLJ	NEW YORK	NY	FM

Section II – Non-Biennial Ownership Information

1. 47 C.F.R. Section 73.3613 and Other Documents

Licensee/Permittee Respondents should list all contracts and other instruments set forth in 47 C.F.R. Section 73.3613(a) through (c) for the facility or facilities listed on this report. In addition, attributable Local Marketing Agreements (LMAs) and attributable Joint Sales Agreements (JSAs) must be disclosed by the licensee of the brokering station on its ownership report. If the agreement is an attributable LMA, an attributable JSA, or a network affiliation agreement, check the appropriate box. Otherwise, select "Other." Non-Licensee/Permittee Respondents should select "Not Applicable" in response to this question.

Document Information	
Description of contract or instrument	Radio License Holdings LLC - Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	11/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Radio License Holdings LLC - Limited Liability Company Operating Agreement
Parties to contract or instrument	Radio License Holdings LLC
Date of execution	11/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: LLC Operating Agreement

Document Information	
Description of contract or instrument	Cumulus Network Holdings LLC - Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Network Holdings LLC - Certificate of Conversion of Cumulus Network Holdings Inc. From a Corporation to a Limited Liability Company and Changing its Name to Cumulus Network Holdings LLC
Parties to contract or instrument	State of Delaware
Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Conversion

Document Information	
Description of contract or instrument	Cumulus Network Holdings LLC - Certificate of Merger of KLOS Syndications of Assets, LLC with and into Alphabet Acquisition Corp., Changing the Name of Alphabet Acquisition Corp. to Cumulus Network Holdings Inc.
Parties to contract or instrument	Cumulus Network Holdings Inc.
Date of execution	09/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Merger

Document Information	
Description of contract or instrument	Cumulus Network Holdings LLC - Certificate of Amendment of the Certificate of Incorporation
Parties to contract or instrument	Alphabet Acquisition Corp.
Date of execution	06/2010
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Network Holdings LLC - Certificate of Incorporation and By-laws
Parties to contract or instrument	Alphabet Acquisition Corp.
Date of execution	01/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Incorporation and By-laws

Document Information	
Description of contract or instrument	Cumulus Intermediate Holdings LLC - Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Intermediate Holdings LLC - Certificate of Conversion of Cumulus Intermediate Holdings Inc. From a Corporation to a Limited Liability Company, Changing its Name to Cumulus Intermediate Holdings LLC
Parties to contract or instrument	State of Delaware

Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Conversion

Document Information	
Description of contract or instrument	Cumulus Intermediate Holdings LLC - Fifth Amended and Restated Certificate of Incorporation of Cumulus Intermediate Holdings Inc.
Parties to contract or instrument	State of Delaware
Date of execution	09/2011
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Intermediate Holdings LLC - Certificate of Merger
Parties to contract or instrument	State of Delaware
Date of execution	09/2011
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Merger

Document Information	
Description of contract or instrument	Cumulus Intermediate Holdings LLC - Second Amended and Restated Bylaws
Parties to contract or instrument	Citadel Broadcasting Corporation
Date of execution	09/2011
Date of expiration	09/2018
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information	
Description of contract or instrument	Cumulus Intermediate Holdings LLC - Certificate of Amendment to Amended and Restated Certificate of Incorporation of Citadel Broadcasting Corporation, Changing its Name From Citadel Broadcasting Corporation to Cumulus Intermediate Holdings Inc.
Parties to contract or instrument	State of Delaware
Date of execution	10/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Media New Holdings Inc. - Certificate of Amendment of Certificate of Incorporation, Changing its Name from CM Emergence Holdings Inc. to Cumulus Media New Holdings Inc.
Parties to contract or instrument	State of Delaware
Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Media New Holdings Inc. - Amended & Restated By-Laws of Cumulus Media New Holdings Inc.
Parties to contract or instrument	Cumulus Media New Holdings Inc.
Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: By-Laws

Document Information	
Description of contract or instrument	Cumulus Media New Holdings Inc. - Certificate of Incorporation of CM Emergence Holdings Inc.
Parties to contract or instrument	State of Delaware
Date of execution	04/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Media Intermediate Inc. - Certificate of Amendment of Certificate of Incorporation, Changing its Name from CM Emergence Intermediate Inc. to Cumulus Media Intermediate Inc.
Parties to contract or instrument	State of Delaware
Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Media Intermediate Inc. - Amended & Restated By-Laws of Cumulus Media Intermediate Inc.
Parties to contract or instrument	Cumulus Media Intermediate Inc.

Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: By-Laws

Document Information	
Description of contract or instrument	Cumulus Media Intermediate Inc. - Certificate of Incorporation of CM Emergence Intermediate Inc.
Parties to contract or instrument	State of Delaware
Date of execution	04/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Media Inc. - Amended and Restated Certificate of Incorporation, Changing its Name From CM Emergence Newco Inc. to Cumulus Media Inc.
Parties to contract or instrument	State of Delaware
Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Cumulus Media Inc. - Amended and Restated By-Laws of Cumulus Media Inc.
Parties to contract or instrument	Cumulus Media Inc.
Date of execution	06/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: By-Laws

Document Information	
Description of contract or instrument	Cumulus Media Inc. - Credit Agreement
Parties to contract or instrument	Cumulus Media Intermediate Inc., Cumulus Media New Holdings Inc., as a Borrower, the Subsidiaries of Cumulus Media New Holdings Inc. Party Hereto, as Borrowers, Certain Lenders, and Wilmington Trust, National Association as Administrative Agent
Date of execution	06/2018
Date of expiration	05/2022
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Cumulus Media Inc. - Warrant Agreement
Parties to contract or instrument	Cumulus Media Inc., Computershare Inc. and Computershare Trust Company, N.A. as Warrant Agent
Date of execution	06/2018
Date of expiration	06/2038
Agreement type (check all that apply)	Other Agreement Type: Warrant Agreement

Document Information	
Description of contract or instrument	Cumulus Media Inc. - Certificate of Incorporation of CM Emergence Newco Inc.
Parties to contract or instrument	State of Delaware
Date of execution	04/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

2. Ownership Interests

(a) Ownership Interests. This Question requires Respondents to enter detailed information about ownership interests by generating a series of subforms. Answer each question on each subform. The first subform listing should be for the Respondent itself. If the Respondent is not a natural person, also list each of the officers, directors, stockholders, non-insulated partners, non-insulated members, and any other persons or entities with a direct attributable interest in the Respondent pursuant to the standards set forth in 47 C.F.R. Section 73.3555. (A “direct” interest is one that is not held through any intervening companies or entities.) List each interest holder with a direct attributable interest in the Respondent separately.

Leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the Respondent solely on the basis of the Commission’s Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i).

In the case of vertical or indirect ownership structures, list only those interests in the Respondent that also represent an attributable interest in the Licensee(s) or Permittee(s) for which the report is being submitted.

Entities that are part of an organizational structure that includes holding companies or other forms of indirect ownership must file separate ownership reports. In such a structure do not report, or file a separate report for, any interest holder that does not have an attributable interest in the Licensee(s) or Permittee(s) for which the report is being submitted.

Please see the Instructions for further detail concerning interests that must be reported in response to this question.

The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.

Ownership Information		
FRN	0023190655	
Entity Name	Radio License Holdings LLC	
Address	PO Box	
	Street 1	c/o Cumulus Media Inc.
	Street 2	3280 Peachtree Road, NW, Suite 2200
	City	Atlanta
	State ("NA" if non-U.S. address)	GA

	Zip/Postal Code	30305	
	Country (if non-U.S. address)	United States	
Listing Type	Respondent		
Positional Interests (check all that apply)	Respondent		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information			
FRN	2130004498		
Name	Mary G. Berner		
Address	PO Box		
	Street 1	c/o Cumulus Media Inc.	
	Street 2	3280 Peachtree Road, NW, Suite 2200	
	City	Atlanta	
	State ("NA" if non-U.S. address)	GA	
	Zip/Postal Code	30305	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Other - Manager		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information		
FRN	2130004514	
Name	John F. Abbot	
Address	PO Box	
	Street 1	c/o Cumulus Media Inc.
	Street 2	3280 Peachtree Road, NW, Suite 2200
	City	Atlanta

	State ("NA" if non-U.S. address)	GA	
	Zip/Postal Code	30305	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0019387349		
Name	Richard S. Denning		
Address	PO Box		
	Street 1	c/o Cumulus Media Inc.	
	Street 2	3280 Peachtree Road, NW, Suite 2200	
	City	Atlanta	
	State ("NA" if non-U.S. address)	GA	
	Zip/Postal Code	30305	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information		
FRN	0024974545	
Entity Name	Cumulus Network Holdings LLC	
Address	PO Box	
	Street 1	c/o Cumulus Media Inc.
	Street 2	3280 Peachtree Road, NW, Suite 2200

	City	Atlanta	
	State ("NA" if non-U.S. address)	GA	
	Zip/Postal Code	30305	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member, Other - Sole Member		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	100.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No
(b) Respondent certifies that any interests, including equity, financial, or voting interests, not reported in this filing are non-attributable. If "No," submit as an exhibit an explanation.			Yes

<p>(c) Does the Respondent or any reported interest holder hold an attributable interest in any newspaper entities in the same market as any station for which this report is filed, as defined in 47 C.F.R. Section 73.3555?</p> <p>If "<u>Yes</u>," provide information describing the interest(s), using EITHER the subform OR the spreadsheet option below. Respondents with a large number (50 or more) of entries to submit should use the spreadsheet option.</p> <p>NOTE: Spreadsheets must be submitted in a special XML Spreadsheet format with the appropriate structure that is specified in the documentation. For instructions on how to use the spreadsheet option to complete this question (including templates to start with), please Click Here.</p> <p>If using the subform, leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i). If using an XML Spreadsheet, enter "NA" into the percentage of total assets (Equity Debt Plus) field for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard.</p> <p>The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.</p>	No
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(d) Are any of the individuals listed as an attributable interest holder in the Respondent married to each other or related to each other as parentchild or as siblings?	No
If " <u>Yes</u> ," provide the following information for each such the relationship.	

(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?	No
If " <u>Yes</u> ," complete the information in the required fields and submit an Exhibit fully describing that individual's duties and responsibilities, and explaining why that individual should not be attributed an interest.	

Certification

Section	Question	Response
Authorized Party to Sign	WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND /OR REVOCATION OF ANY STATION LICENSE --OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	
Certification	I certify that I have examined this report and that to the best of my knowledge and belief, all statements in this report are true, correct and complete.	Official Title: Senior Vice President & General Counsel Exact Legal Title or Name of Respondent: Radio License Holdings LLC Name: Richard S. Denning Phone: 4049490700 07/20/2018