

## DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Satellite earth station E861076 is licensed to Radio License Holding I, LLC (“RLH I”)<sup>1</sup> and is currently used in connection with radio broadcast stations in Detroit, Michigan, to facilitate broadcasts to the public. On December 20, 2009, Citadel Broadcasting Corporation (“Citadel”), the indirect parent of RLH I, and the subsidiaries of Citadel that hold broadcast licenses (the “Citadel Licensee Subsidiaries” and together with Citadel, the “Debtors”), including RLH I, 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.

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, including RLH I, Debtor-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”). See FCC File No. BTC-20100318AJP-AJR. Those applications remain pending.

The Chapter 11 Plan contemplates that, on and after the effective date of the Plan, the Debtors will cease to be debtors-in-possession and will be reorganized in accordance with the applicable bankruptcy law. Upon emergence from bankruptcy, all of the currently outstanding equity interests of the Debtors will be cancelled and extinguished. On the effective date, 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, including RLH I, shall continue to exist after the effective date as a separate entity.

Accordingly, by this application, Radio License Holding I, LLC, Debtor-in-Possession, requests FCC consent to assign the license for satellite earth station E861076 from Radio License Holding I, LLC, Debtor-in-Possession, to Radio License Holding I, LLC (as controlled by CB Company), the Citadel Licensee Subsidiary that will ultimately hold the

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<sup>1</sup> On April 4, 2010, an application was filed on FCC Form 312 seeking FCC consent to the *pro forma* assignment of license from Radio License Holding I, LLC to Radio License Holding I, LLC, Debtor-in-Possession (See FCC File No. SES-ASG-20100505-00389). That application remains pending.

Radio License Holding I, LLC, Debtor-in-Possession  
Satellite Earth Station E861076  
FCC Form 312  
Exhibit 1

E861076 license upon approval of the Plan by the Bankruptcy Court and the company's emergence from bankruptcy.

Approval of this assignment application will allow RLH I to operate satellite earth station E861076 to facilitate its broadcasts to the public upon emergence from bankruptcy. It is therefore respectfully submitted that the grant of this application will serve the public interest, convenience and necessity.