

**PUBLIC INTEREST STATEMENT
AND DESCRIPTION OF TRANSACTION**

Radio License Holdings LLC (“RLH”) is the licensee of satellite earth stations E861076 and E870207, the latter of which is used in connection with radio station WLS(AM), Chicago, Illinois to facilitate broadcasts to the public. On November 29, 2017, Cumulus Media Inc. (“CMI”), the ultimate parent entity of RLH, and certain of its direct and indirect wholly-owned subsidiaries (collectively, the “Debtors”), filed a series of voluntary petitions for bankruptcy with the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”) seeking relief under the provisions of Chapter 11 of the United States Bankruptcy Code to effectuate a restructuring of the debt obligations of the Debtors. The Debtors are now operating as debtors-in-possession under the Bankruptcy Court’s oversight.¹

Contemporaneous with the filing of this *pro forma* transfer of control application, an application has been filed on FCC Form 316 requesting FCC consent to the involuntary *pro forma* transfer of control of each of the licenses and other authorizations used in connection with radio broadcast stations licensed to RLH pursuant to the Chapter 11 proceeding. The proposed transaction does not effect a substantial change in control of RLH, as the officers and directors of CMI will remain unchanged following the filing of the bankruptcy petitions. The ownership structure of CMI operating as a debtor-in-possession also will remain unchanged, but will now be subject to the jurisdiction and oversight of the Bankruptcy Court. Accordingly, the proposed transfer of control is *pro forma* in nature.

A grant of this *pro forma* transfer of control application will enable RLH, operating under the control of the proposed transferee, to continue to facilitate broadcasts to the public and, in the case of E861076, commence the process of returning the satellite earth station to service. Therefore, the applicant respectfully submits that a grant of this application will serve the public interest.

The applicant respectfully requests expedited processing of this *pro forma* transfer of control application. Upon the Bankruptcy Court’s approval of the joint plan of reorganization and the Debtors’ emergence from bankruptcy, a long-form transfer of control application will be filed with the FCC to transfer control of the proposed transferee and, thus, the earth station licenses, from the current shareholders of CMI, Debtor-in-Possession, to its new officers, directors, and shareholders, who will control the surviving company as described in the approved plan of reorganization.

¹ See *In re Cumulus Media Inc., et al.*, Case No. 17-13381 (SCC) (Chapter 11) (Bnkr. S.D.N.Y.) (Jointly Administered).