

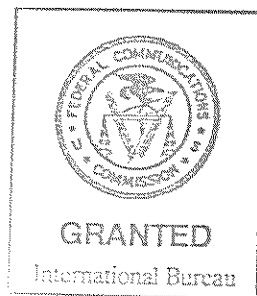
APPLICATION FOR EARTH STATION SPECIAL TEMPORARY AUTHORITY

APPLICANT INFORMATION Enter a description of this application to identify it on the main menu:
April 2009 Request for Special Temporary Authority for E960241

1. Applicant

Name:	Westwood One, Inc.	Phone Number:	212-641-2081
DBA Name:		Fax Number:	212-641-2198
Street:	40 West 57th Street	E-Mail:	Melissa_Garza@westwoodone.com
City:	New York	State:	NY
Country:	USA	Zipcode:	10019 -
Attention:	Melissa Garza		

"See Amendment SES-AMID-20090415-00494"



File # SES-STA-20090414-00490
E960241
Call Sign E960241 Grant Date 4/17/09
(or other identifier)
From 4/17/09 Term Dates To: 6/15/09
Approved: Janette D. Griggs

2. Contact	
Name: John D. Poutasse	Phone Number: 202-429-8970
Company: Lerman Senter PLLC	Fax Number: 202-293-7783
Street: 2000 K Street, NW Suite 600	E-Mail: jpoutasse@lermansenter.com
City: Washington	State: DC
Country: USA	Zipcode: 20006 -
Attention:	Relationship: Legal Counsel
(If your application is related to an application filed with the Commission, enter either the file number or the IB Submission ID of the related application. Please enter only one.)	
3. Reference File Number or Submission ID IB2009001052	
4a. Is a fee submitted with this application?	
<input checked="" type="radio"/> If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).	
<input type="radio"/> Governmental Entity <input type="radio"/> Noncommercial educational licensee	
<input type="radio"/> Other (please explain):	
4b. Fee Classification CGX – Fixed Satellite Transmit/Receive Earth Station	
5. Type Request	
<input checked="" type="radio"/> Use Prior to Grant <input type="radio"/> Change Station Location <input type="radio"/> Other	
6. Requested Use Prior Date 04/16/2009	
7. City Silver Spring	8. Latitude (dd mm ss.s h) 38 59 40.0 N

9. State MD	10. Longitude (dd mm ss.s h) 77 1 55.0 W
11. Please supply any need attachments. Attachment 1: Narrative Attachment 2: Ownership Attachment 3:	
12. Description. (If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.) <div style="border: 1px solid black; padding: 5px; margin: 5px 0;">See attached narrative.</div>	
13. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes. <input checked="" type="radio"/> Yes <input type="radio"/> No	
14. Name of Person Signing David Hillman	15. Title of Person Signing Chief Administrative Officer
WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

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EXHIBIT 1

**Description of the Transaction and Request for Special Temporary Authority
(Question #43)**

Description of Transaction. Westwood One, Inc. (“Westwood One”), the direct parent of Westwood One Radio Networks, Inc. (“Westwood Radio”), has been working closely with its existing lenders on a restructuring transaction (as described more fully herein, the “Transaction”) to refinance all of its outstanding long term indebtedness (approximately \$241 million in aggregate principal amount). As part of the refinancing, Gores Radio Holdings, LLC (“Gores”), currently Westwood One’s largest (but non-controlling) stockholder holding approximately 36% of Westwood One’s outstanding stock on an as-converted basis, will purchase for cash \$25 million of new preferred stock. In addition, in recent months Gores has been asked to guarantee certain performance and payment obligations by Westwood One, and in connection with such requests has agreed to provide credit support of up to \$10 million for Westwood One’s agreement with the NFL and a guaranty for the new \$15 million senior unsecured revolving credit facility and the new \$20 million subordinated unsecured term loan as part of the refinancing Transaction. Upon consummation of the refinancing, Gores will own approximately 72.5% of Westwood One’s equity with respect to its preferred stock (not giving effect to the common stock that Gores already owns (which is being treated the same way as common stock that is owned by other common stockholders) and additional equity that Gores will receive in respect of certain debt it is purchasing immediately prior to the consummation of the refinancing, which debt is being converted on the same terms as the debt that is owned by other debt holders) and will thereby acquire control of Westwood One and Westwood Radio. The ownership

interests of non-Gores common stockholders will decrease from approximately 64% to less than 2.5% of the outstanding equity of Westwood One.

Specifically, under the terms of the Transaction, Westwood One's lenders and noteholders will exchange all of their existing indebtedness in Westwood One for: (1) \$117.5 million aggregate principal amount of new senior secured notes (the "New Senior Notes"), maturing July 15, 2012; (2) shares of Westwood One's new 8.0% Series B Convertible Preferred Stock that are convertible into approximately 25.0% of Westwood One's common stock; and (3) a one-time cash payment of \$25.0 million. Westwood One will also obtain a new \$15.0 million senior unsecured revolving credit facility, and a new \$20.0 million subordinated unsecured term loan. As part of the Transaction, Gores will purchase for cash \$25 million of Series B Convertible Preferred Stock of Westwood One and will obtain a controlling interest in Westwood One and become Westwood One's controlling stockholder with control of Westwood One's Board of Directors. The terms of the proposed Transaction are in the process of being finalized, and in light of the exigencies of Westwood One's financial condition, the parties intend to sign and then close the Transaction immediately thereafter.

Request for Special Temporary Authority. Westwood One (with its subsidiaries) is the largest independent provider of network radio programming and the largest provider of traffic information in the United States. Westwood One serves more than 5,000 radio and TV stations in the United States, providing over 150 news, sports, music, talk and entertainment programs, features and live events. Therefore, the continued viability of Westwood One and Westwood Radio is critical to the needs of a large portion of the broadcast industry.

However, during the fourth quarter of 2008, Westwood One's existing financial difficulties were exacerbated by the tightening of the credit markets and the declining economy. It was unable to pay its most recent semi-annual interest payments due in respect of its existing \$150,000,000 of ten-year notes that are due November 30, 2012, and \$50,000,000 of seven-year notes that are due November 30, 2009 (the foregoing notes, the "Senior Notes"). In addition, it was not in compliance with its maximum leverage ratio covenant at December 31, 2008. Both of these events constituted separate defaults under Westwood One's existing credit facility (the "Facility") and the Senior Notes. Moreover, on February 27, 2009, the principal amount under the Facility (\$41 million) matured and became due and payable in its entirety. Westwood One did not pay such amount, which also constituted an event of default under the Facility and the Senior Notes. As a result, Westwood One's management has concluded that there is substantial doubt about Westwood One's ability to continue as a going concern.

Westwood One has been negotiating with its creditors and its largest stockholder, Gores, to refinance its outstanding debt and to issue new equity. Such Transactions (as described in more detail above), if consummated, would result in Gores becoming Westwood One's controlling stockholder. If Westwood One is unable consummate the Transactions (all of which

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are conditioned upon one another) on an expedited basis, Westwood One would likely not be able to continue as a going concern and could potentially be forced to seek relief through a filing under the U.S. Bankruptcy Code. The Transactions are in the process of being negotiated and are proposed to be signed and closed at the same time. The parties intend to complete a "soft" close by Friday, April 17, 2009, with funding to follow on Monday, April 20, 2009. Therefore, the Applicant requests expedited Commission approval of the instant application by close of business on April 16, 2009.

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INDIRECT OWNERSHIP EXHIBIT OF TRANSFEREE

(Question #A20)

Transferee Gores Radio Holdings, LLC (“Transferee Gores Radio”), a Delaware limited liability company, is 89.15% held by Gores Capital Partners II, L.P. (“Gores Capital II”), a Delaware limited partnership, and 10.85% held by Gores Co-Invest Partnership II, L.P. (“Gores Co-Invest II”), a Delaware limited partnership. The manager of Transferee Gores Radio is The Gores Group, LLC (“The Gores Group”), a Delaware limited liability company.

The general partner of both Gores Capital II and Gores Co-Invest II is Gores Capital Advisors II, LLC (“Gores Advisors II”), a Delaware limited liability company. Gores Advisors II holds less than a 10% indirect ownership interest in Transferee Gores Radio. There are no limited partners of either Gores Capital II or Gores Co-Invest II who hold an indirect ownership interest of 10% or more in Transferee Gores Radio.

The Manager of Gores Advisors II is The Gores Group. No member of Gores Advisors II holds a controlling interest in Gores Advisors II or an indirect ownership interest of 10% or more in the Transferee Gores Radio.

The sole member of The Gores Group is AEG Holdings, LLC (“AEG”), a Delaware limited liability company. The Manager and 99.00% holder of AEG is Alec E. Gores, a United States citizen.

A chart showing the indirect ownership of Transferee Gores Radio is attached hereto.

**GORES RADIO HOLDINGS, LLC
INDIRECT OWNERSHIP CHART**

