

DESCRIPTION OF PROPOSED TRANSACTION

Satellite earth station E060165 is licensed to Cumulus Licensing LLC, an indirect wholly-owned subsidiary of Cumulus Media Inc. (“CMI”). E060165 is located in Nashville, Tennessee, and currently is used in connection with radio broadcast stations in Nashville and Atlanta, Georgia to facilitate broadcasts to the public. This Form 312 application is being filed with respect to an Agreement and Plan of Merger (the “Merger Agreement”), dated March 9, 2011, by and among Citadel Broadcasting Corporation (“Citadel”), CMI, Cumulus Media Holdings Inc. (FKA Cadet Holding Corporation) (“Holdco”), a wholly-owned subsidiary of CMI, and Cadet Merger Corporation (“Merger Sub”), a wholly-owned subsidiary of Holdco.

Under the Merger Agreement, the merger will be effectuated by the merger of Merger Sub with and into Citadel. Once this occurs, the separate existence of Merger Sub will cease and Citadel will continue as the surviving corporation. Citadel will thus become a wholly-owned subsidiary of Holdco, which, in turn, will continue to be a wholly-owned subsidiary of CMI. Annexed hereto as Attachment A is a chart which depicts the changes in control of Citadel and its subsidiaries (as well as Cumulus).

Subject to the terms of the Merger Agreement, each holder of Citadel Class A Common Stock or Citadel Class B Common Stock will have the right to receive (1) \$37.00 in cash, (2) 8.525 shares of CMI Class A Common Stock (which has voting rights), or (3) a combination of cash and CMI Class A Common Stock. Holders of Citadel warrants may elect prior to closing to have their warrants become exercisable for either cash, CMI Class A Common Stock, or a combination of cash and CMI Class A Common Stock and, if no election is made, all Citadel warrants will be converted as of the closing into the right to receive cash, CMI Class A Common Stock, or a combination of cash and CMI Class A Common Stock in accordance with the provisions applicable to holders of Citadel Class A Common stock and Citadel Class B Common Stock. The right of Citadel stockholders and warrant holders to receive cash and/or CMI Class A Common Stock is subject to certain caps in the Merger Agreement on the amount of CMI Class A Common Stock and cash that can be distributed. Those caps preclude any definitive determination prior to closing on the precise distribution of cash and CMI Class A Common Stock to Citadel stockholders. Annexed hereto as Attachment B are *pro forma* depictions which reflect the range of CMI Class A Common Stock that can be given to Citadel stockholders and warrant holders.¹

¹ Based on the post-consummation ownership report Citadel filed July 6, 2010, there are no Citadel stockholders who hold more than 4.99% of Citadel’s Class A Common Stock. The respective ownership percentages of CMI Class A Common Stock will be less, and, thus, there is no expectation that any holder of Citadel voting stock will hold more than 4.99% of CMI’s Class A voting stock. Under the Merger Agreement, holders of Citadel’s non-voting Class B Common Stock (as well as holders of warrants for Citadel’s non-voting Class B Common Stock) can elect to acquire CMI’s Class A Common Stock. There is no way to determine now whether the holders of Class B Common Stock or holders of warrants for

In addition to the holders of Citadel Common Stock and Citadel warrants, shares of CMI Class A Common Stock will be distributed to the following new investors: (1) Crestview Radio Investors, LLC (“Crestview”) based upon its investment of between \$225 million and \$250 million; (2) MIHI LLC will acquire warrants for CMI Class B Common Stock or Preferred Stock (neither of which has voting rights) in exchange for \$80 million and be entitled to syndicate to third parties (the “Macquarie Investors”) up to \$45 million of CMI Class A Common Stock, and (3) UBS Securities LLC will be entitled to syndicate to third parties (the “UBS Investors”) up to \$125 million of CMI Class A Common Stock.² In no event will any Macquarie Investor or UBS Investor be allowed to receive more than 4.99% of CMI Class A Common Stock.³ The precise amount of CMI Class A Common Stock to be distributed to Crestview, the Macquarie Investors, and the UBS Investors will not be known until sometime shortly before consummation of the proposed merger. The range of the CMI Class A Common Stock that can be distributed to the new investors is reflected in Attachment B hereto.⁴

As demonstrated in Attachment B, there will be a transfer of control of CMI regardless of the number of shares of CMI Class A Common Stock ultimately issued to the new investors because, after consummation of the Merger Agreement, the current holders of CMI Class A Common Stock and Class C Common Stock will control less than 50% of the CMI voting stock. The former holders of Citadel Common Stock and Citadel warrants, Crestview, the Macquarie Investors, and the UBS Investors collectively will hold a sufficient number of Class A Common Stock to control more than 50% of the voting securities of CMI (even after accounting for CMI Class C Common Stock).

Information regarding the post-consummation ownership structure of CMI is set forth in Exhibit 16 to an FCC Form 315 application filed March 30, 2011 (File Nos. BTC-20110330ALU, *et seq.*), requesting Commission consent to transfer control of Cumulus Licensing LLC from the current shareholders of CMI to the new shareholders of CMI.

(footnote cont.)

Class B Common Stock will elect to acquire shares of CMI Class A Common Stock that would exceed 4.99% in any one instance. However, the Merger Agreement entitles CMI to limit or withhold the distribution of Class A Common Stock if it would place CMI or any stockholder in violation of any Commission rule or policy.

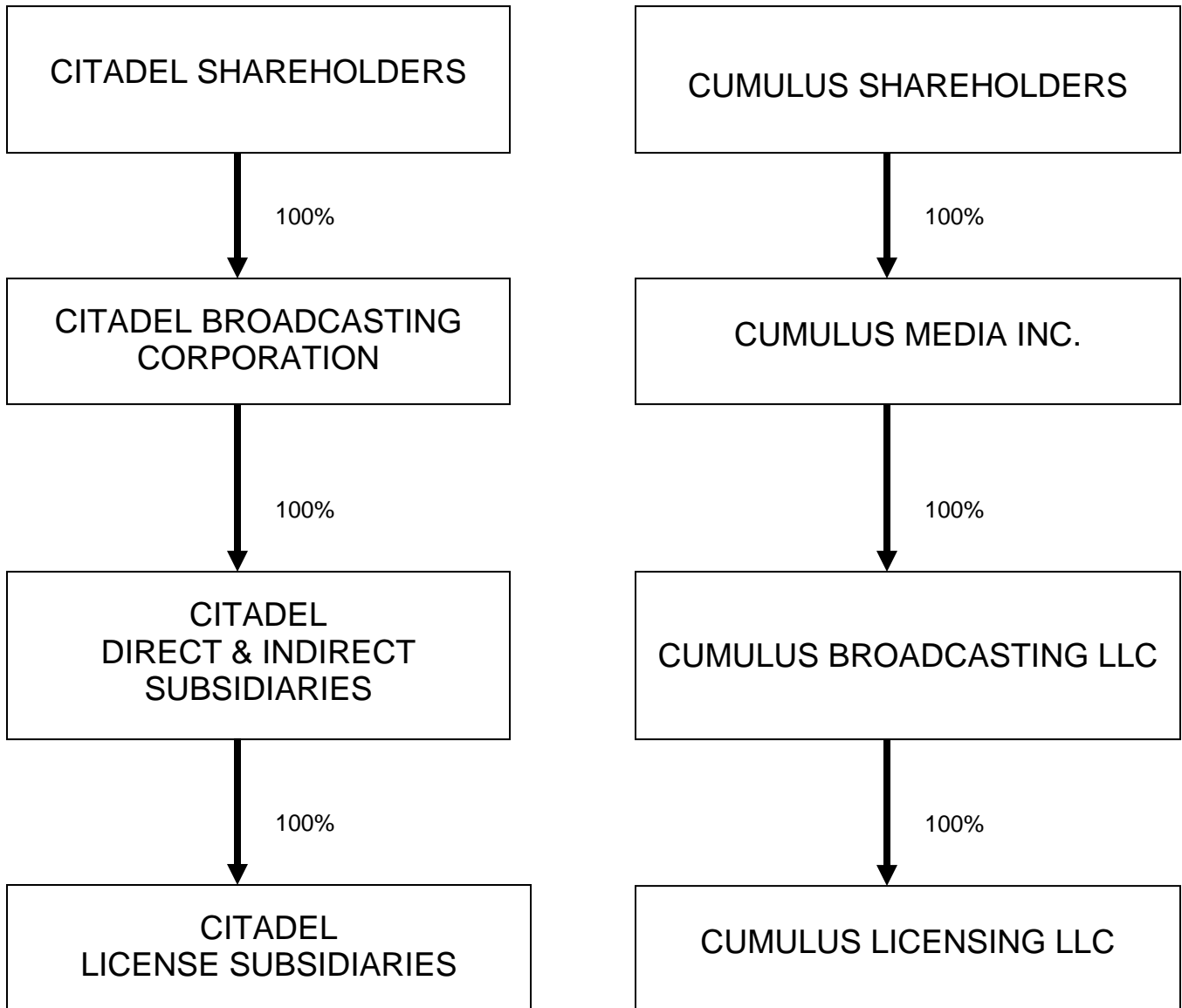
² Macquarie cannot acquire CMI Class A or Class B Common Stock in its own name; it can only acquire warrants for non-voting Class B Common Stock or non-voting Preferred Stock. UBS Securities LLC can only acquire warrants for Class B Common Stock in its own name.

³ Parties who are non-U.S. residents will only be entitled to acquire warrants for CMI Class A or Class B Common Stock.

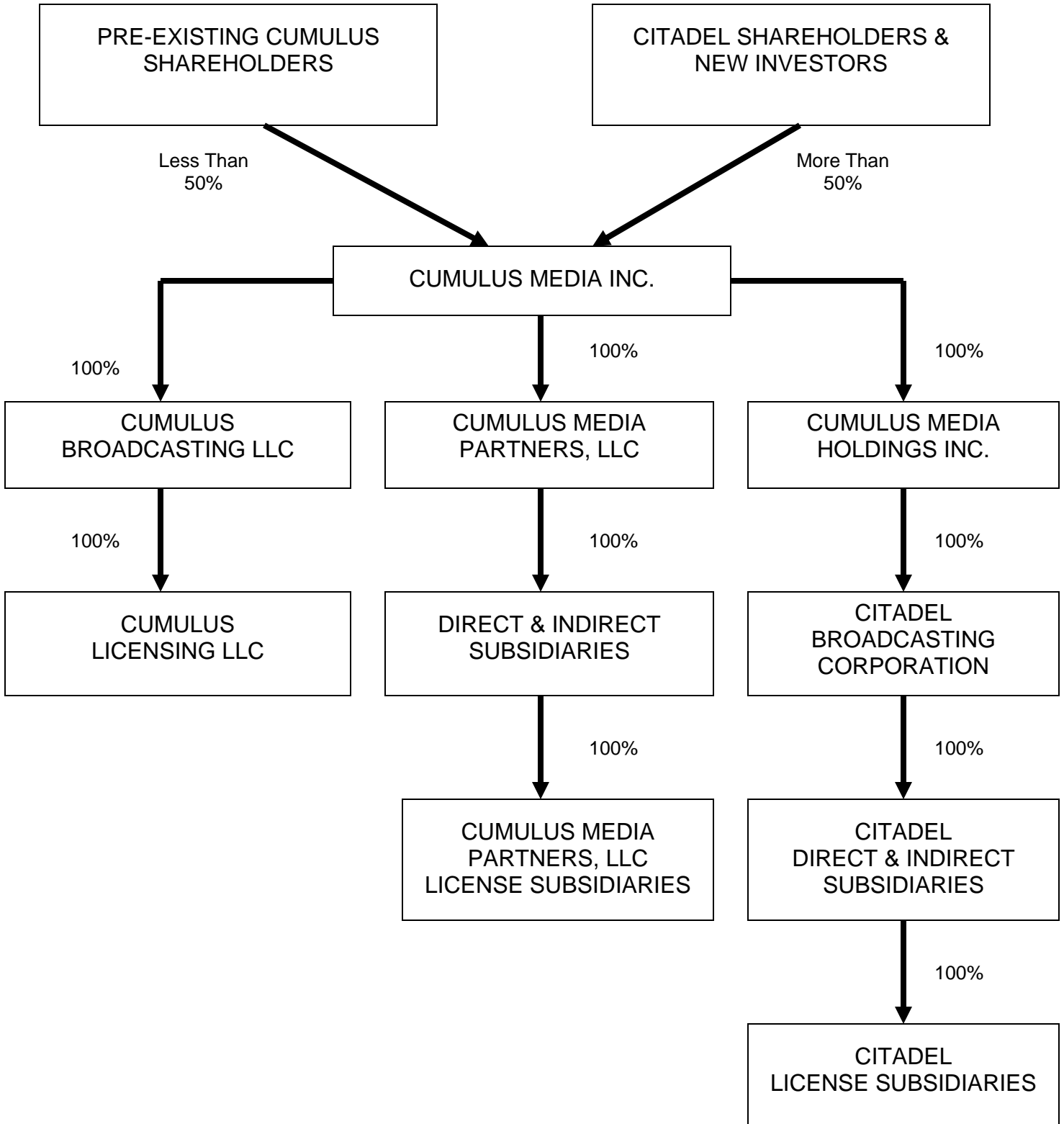
⁴ Attachment B also reflects the CMI Class A Common Stock that will be distributed prior to closing to Blackstone FC Communications Partners, L.P., Blackstone Communications, FCC L.L.C., Blackstone FC Capital Partners IV L.P., Blackstone FC Capital Partners IV-A L.P., Blackstone Family FCC L.L.C., and Blackstone Participation FCC L.L.C. in conjunction with the consummation of the transfer of control of Cumulus Media Partners, LLC.

Attachment A

Citadel/Cumulus Merger Before Consummation



Citadel/Cumulus Merger After Consummation



Attachment B

Pro Forma Ownership: Max Cash - \$30.00 / \$7.00

For illustrative purposes only. Actual distribution of shares and warrants will depend on individual shareholder cash/stock elections and elections regarding form of economic stake.

Shareholder	Class A ¹		Class B ²		Class C ³		Class D ⁴		Warrants		Total	%		
	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Aggregate Shares	Economic Interest	Voting Interest	
CMI:														
Dickey Family	14,611,774	6.8%	--	--	644,871	100.0%	--	--	--	--	15,256,645	6.4%	9.4%	
Bank of America ⁵	1,671,043	0.8%	5,809,191	100.0%	--	--	--	--	--	--	7,480,234	3.1%	0.7%	
All Others	18,026,854	8.3%	--	--	--	--	--	--	--	--	18,026,854	7.6%	8.1%	
Total CMI Undiluted Shares	34,309,671	15.9%	5,809,191	100.0%	644,871	100.0%	--	--	--	--	40,763,733	17.1%	18.3%	
Dilutive Shares (Options and Warrants) ⁶	863,076	0.4%	--	--	--	--	--	--	--	--	863,076	0.4%	0.4%	
FD CMI Shares Outstanding	35,172,747	16.3%	5,809,191	100.0%	644,871	100.0%	--	--	--	--	41,626,809	17.5%	18.7%	
CMP:														
Blackstone ⁷	3,315,238	1.5%	--	--	--	--	--	--	--	--	3,315,238	1.4%	1.5%	
Bain Capital ⁸	--	--	--	--	--	--	3,315,238	50.0%	--	--	3,315,238	1.4%	--	
Thomas H Lee Partners ⁸	--	--	--	--	--	--	3,315,238	50.0%	--	--	3,315,238	1.4%	--	
Dickey Family ⁹	--	--	--	--	--	--	--	--	892,470	10.8%	892,470	0.4%	--	
Warrant Holders	--	--	--	--	--	--	--	--	7,375,498	89.2%	7,375,498	3.1%	--	
Total CMP Shares	3,315,238	1.5%	--	--	--	--	6,630,476	100.0%	8,267,968	100.0%	18,213,682	7.7%	1.5%	
CDL:														
Class A	8,078,521	3.7%	--	--	--	--	--	--	--	--	8,078,521	3.4%	3.6%	
Class B	32,565,732	15.0%	--	--	--	--	--	--	--	--	32,565,732	13.7%	14.6%	
Special Warrants	42,058,342	19.4%	--	--	--	--	--	--	--	--	42,058,342	17.7%	18.9%	
Equity Held in Reserve	832,257	0.4%	--	--	--	--	--	--	--	--	832,257	0.4%	0.4%	
Restricted Shares	2,374,552	1.1%	--	--	--	--	--	--	--	--	2,374,552	1.0%	1.1%	
Options	5,630,996	2.6%	--	--	--	--	--	--	--	--	5,630,996	2.4%	2.5%	
Total CDL Shares	91,540,400	42.3%	--	--	--	--	--	--	--	--	91,540,400	38.5%	41.1%	
Crestview	57,603,687	26.6%	--	--	--	--	--	--	--	--	57,603,687	24.2%	25.8%	
Macquarie/Syndicatees¹⁰	--	--	--	--	--	--	--	--	--	--	--	--	--	
UBS/Syndicatees¹¹	28,801,843	13.3%	--	--	--	--	--	--	--	--	28,801,843	12.1%	12.9%	
PF Total Shares Outstanding	216,433,915	100.0%	5,809,191	100.0%	644,871	100.0%	6,630,476	100.0%	8,267,968	100.0%	237,786,421	100.0%	100.0%	

Source: Company Management

Notes:

- Entitled to one vote per share
- Not entitled to vote; convertible at any time at the option of the holder into Class A Common Stock or Class C Common Stock on a share-for-share basis
- Entitled to ten votes per share
- New class of non-voting shares issued as part of CMP acquisition
- Shares are held by both BA Capital Company, LP and Banc of America Capital Investors SBIC, L.P.
- Dilutive shares calculation uses the treasury method based on closing price on 6/20/11 of \$3.40
- Distribution of CMI Class A Common Stock in exchange for voting membership interest in CMP
- Class D shares will be converted to Class B shares upon consummation of the merger
- Distribution of CMI Class A Common Stock in exchange for warrants to acquire shares of CMP Susquehanna Radio Holdings Corp., an operating subsidiary of CMP
- Assumes \$125mm of investment in Max Cash scenario is in preferreds and is not reflected in the total shares; figures assume all syndication will be made to U.S. citizens; the Class A Common Stock syndicated to third party (U.S. citizens) may be less than the number reflected in the chart; in no event will any third party (U.S. citizens) in the syndication pool receive stock that would exceed 4.99% of the Class A Common Stock of CMI; non-U.S. citizens will only receive warrants for Class B non-voting stock
- UBS will syndicate all of its portion to U.S. citizens or non-U.S. citizens (who will only receive warrants for Class B non-voting stock); figures assume all syndication will be made to U.S. citizens; in no event will any third party in the syndication pool receive stock that would exceed 4.99% of the Class A Common Stock of CMI

Pro Forma Ownership: Max Equity - \$23.00 / \$14.00

For illustrative purposes only. Actual distribution of shares and warrants will depend on individual shareholder cash/stock elections and elections regarding form of economic stake.

Shareholder	Class A ¹		Class B ²		Class C ³		Class D ⁴		Warrants		Total	%		
	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Shares	% of Shares Outstanding	Aggregate Shares	Economic Interest	Voting Interest	
CMI:														
Dickey Family	14,611,774	4.9%	--	--	644,871	100.0%	--	--	--	--	15,256,645	4.8%	7.0%	
Bank of America ⁵	1,671,043	0.6%	5,809,191	100.0%	--	--	--	--	--	--	7,480,234	2.4%	0.6%	
All Others	18,026,854	6.1%	--	--	--	--	--	--	--	--	18,026,854	5.7%	6.0%	
Total CMI Undiluted Shares	34,309,671	11.6%	5,809,191	100.0%	644,871	100.0%	--	--	--	--	40,763,733	12.9%	13.5%	
Dilutive Shares (Options and Warrants) ⁶	863,076	0.3%	--	--	--	--	--	--	--	--	863,076	0.3%	0.3%	
FD CMI Shares Outstanding	35,172,747	11.9%	5,809,191	100.0%	644,871	100.0%	--	--	--	--	41,626,809	13.1%	13.8%	
CMP:														
Blackstone ⁷	3,315,238	1.1%	--	--	--	--	--	--	--	--	3,315,238	1.0%	1.1%	
Bain Capital ⁸	--	--	--	--	--	--	3,315,238	50.0%	--	--	3,315,238	1.0%	--	
Thomas H Lee Partners ⁸	--	--	--	--	--	--	3,315,238	50.0%	--	--	3,315,238	1.0%	--	
Dickey Family ⁹	--	--	--	--	--	--	--	--	892,470	10.8%	892,470	0.3%	--	
Warrant Holders	--	--	--	--	--	--	--	--	7,375,498	89.2%	7,375,498	2.3%	--	
Total CMP Shares	3,315,238	1.1%	--	--	--	--	6,630,476	100.0%	8,267,968	100.0%	18,213,682	5.8%	1.1%	
CDL:														
Class A	14,625,897	5.0%	--	--	--	--	--	--	--	--	14,625,897	4.6%	4.8%	
Class B	58,959,189	20.0%	--	--	--	--	--	--	--	--	58,959,189	18.6%	19.5%	
Special Warrants	76,145,249	25.8%	--	--	--	--	--	--	--	--	76,145,249	24.1%	25.2%	
Equity Held in Reserve	1,506,774	0.5%	--	--	--	--	--	--	--	--	1,506,774	0.5%	0.5%	
Restricted Shares	4,299,048	1.5%	--	--	--	--	--	--	--	--	4,299,048	1.4%	1.4%	
Options	10,194,734	3.5%	--	--	--	--	--	--	--	--	10,194,734	3.2%	3.4%	
Total CDL Shares	165,730,892	56.1%	--	--	--	--	--	--	--	--	165,730,892	52.3%	54.9%	
Crestview	51,843,318	17.6%	--	--	--	--	--	--	--	--	51,843,318	16.4%	17.2%	
Macquarie/Syndicatees¹⁰	10,368,664	3.5%	--	--	--	--	--	--	--	--	10,368,664	3.3%	3.4%	
UBS/Syndicatees¹¹	28,801,843	9.8%	--	--	--	--	--	--	--	--	28,801,843	9.1%	9.5%	
PF Total Shares Outstanding	295,232,701	100.0%	5,809,191	100.0%	644,871	100.0%	6,630,476	100.0%	8,267,968	100.0%	316,585,207	100.0%	100.0%	

Source: Company Management

Notes:

- Entitled to one vote per share
- Not entitled to vote; convertible at any time at the option of the holder into Class A Common Stock or Class C Common Stock on a share-for-share basis
- Entitled to ten votes per share
- New class of non-voting shares issued as part of CMP acquisition
- Shares are held by both BA Capital Company, LP and Banc of America Capital Investors SBIC, L.P.
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- UBS will syndicate all of its portion to U.S. citizens or non-U.S. citizens (who will only receive warrants for Class B non-voting stock); figures assume all syndication will be made to U.S. citizens; in no event will any third party in the syndication pool receive stock that would exceed 4.99% of the Class A Common Stock of CMI