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July 20, 2011

Via IBFS

Mr. Karl Kensinger
Associate Division Chief
Satellite Division
International Bureau
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Application for Consent to Transfer Control
Cumulus Licensing LLC – E060165
From: Current Shareholders of Cumulus Media Inc.
To: New Shareholders of Cumulus Media Inc.
File No.: SES-T/C-20110421-00492

Dear Mr. Kensinger:

The above-referenced FCC Form 312 application requesting Commission consent to transfer control of Cumulus Media Inc. (“CMI”) and its indirect wholly-owned subsidiary, Cumulus Licensing LLC, is being amended in the following manner: A revised Exhibit 1 (Description of Proposed Transaction) is being submitted to replace the existing exhibit. Exhibit 1 has been revised to clarify the syndication rights that MIHI LLC, a Delaware limited liability company, will have under an Amended and Restated Investment Agreement, dated April 22, 2011, a copy of which has been filed in connection with FCC Form 315 transfer of control applications pending before the Commission’s Media Bureau. *See, e.g.*, File Nos. BTC-20110330ALU, *et seq.* Attachment B to Exhibit 1 contains revised *pro formas* which reflect how the common stock of CMI will be distributed upon consummation of the proposed merger.

In addition, a revised Exhibit F is being submitted to reflect a change in the name of Cadet Holding Corporation to Cumulus Media Holdings Inc. The other portions of the application remain unchanged.

Should any questions arise concerning this matter, please communicate directly with this office.

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Sincerely,

DICKSTEIN SHAPIRO LLP

Attorneys for

Cumulus Media Inc.

By: _____

Andrew Kersting

Andrew S. Kersting