

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

Satellite earth station E960253 is licensed to Westwood One Radio Networks, Inc. ("Westwood One") and is currently used in connection with the operation of the Dial Global Networks for delivery of programming services to its customers. This Form 312 application is being filed with respect to an Agreement and Plan of Merger ("Merger Agreement"), dated as of August 30, 2013, by and among Dial Global, Inc. a Delaware corporation ("Dial Global"),¹ Cumulus Media Holdings Inc., a Delaware corporation ("CMHI"), and Cardinals Merger Corporation, a Delaware corporation and wholly owned subsidiary of CMHI ("Merger Sub"), and solely for purposes of Section 1.13, Section 5.12, Section 9.5 and Article VIII of the Merger Agreement, DG LA Members, LLC, a Delaware limited liability company as Principal Stockholders' Representative.

Under the Merger Agreement, the transfer of control of Dial Global and its subsidiaries (including Westwood One) will be effectuated by the merger of Merger Sub with and into Dial Global. Once this occurs, the separate existence of Merger Sub will cease and Dial Global will continue as the surviving corporation. Dial Global will thus become a wholly-owned subsidiary of CMHI. Accordingly, by this application, Dial Global requests Commission consent to transfer control of the license for satellite earth station E960253 from Dial Global to the shareholder of CMHI.

Approval of this transfer of control application will allow Dial Global to continue to operate satellite earth station E960253 upon consummation of the Merger Agreement to facilitate the delivery of its programming services to its customers. It is therefore respectfully submitted that a grant of this application will serve the public interest, convenience and necessity.

¹ Since the Merger Agreement was executed, Dial Global, Inc.'s name was changed to Westwood One, Inc. This application therefore refers to the transferor as Westwood One, Inc.