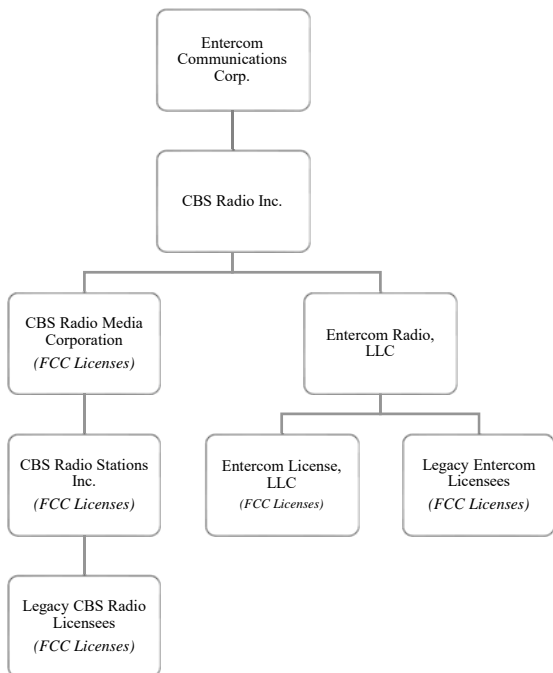


**DESCRIPTION OF TRANSACTION AND
 PUBLIC INTEREST STATEMENT**

This application is one of several applications pursuant to which the applicant seeks consent to a *pro forma* assignment or transfer of control of licenses in connection with a company reorganization. These transactions will effect no change in the ultimate ownership or control of the licensee entity. Entercom Communication Corp. (“Entercom”) will remain the ultimate parent both before and after the restructuring. Below is a chart showing the before and after structure of the Entercom license entities.

Approval of this application is in the public interest because it will allow the licenses to continue to be used in the operation of the broadcast stations also part of the Entercom reorganization.

Current Structure



Proposed Structure

