

CUMULUS MEDIA INC  
Form DEFM14A  
June 27, 2011

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

**CUMULUS MEDIA INC.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**Table of Contents**

**CUMULUS MEDIA INC.  
3280 Peachtree Road, N.W.  
Suite 2300  
Atlanta, Georgia 30305**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held On July 29, 2011**

To the Stockholders of Cumulus Media Inc.:

The 2011 Annual Meeting of Stockholders of Cumulus Media Inc., a Delaware corporation ( "Cumulus Media" or the "Company" ), will be held at the Company's offices, 3280 Peachtree Road, N.W., Atlanta, Georgia 30305, in the Boardroom located on the 23rd floor, on July 29, 2011 at 9:00 a.m., local time, for the following purposes:

- (1) to approve an amendment and restatement of our Amended and Restated Certificate of Incorporation to, among other things, increase the total number of shares of authorized capital stock from 270,262,000 to 300,000,000, create a new class of non-voting common stock to be designated as the Class D common stock and eliminate certain rights applicable to our existing non-voting Class B common stock (the "Charter Amendment" );
- (2) to approve the issuance of shares of our common stock pursuant to, and as contemplated by, the Exchange Agreement (defined herein) relating to Cumulus Media Partners, LLC ( "CMP" ), and the transactions contemplated thereby (collectively, the "CMP Transaction" ), pursuant to which we will issue (a) shares of our Class A common stock and Class D common stock in exchange for all of the outstanding equity interests of CMP that we do not currently own (the "CMP Acquisition" ), (b) shares of our Class D common stock upon the exercise of certain warrants (the "Warrant Exercise" ) and (c) shares of our Class A common stock upon conversion of the shares of Class D common stock issued upon exercise of those warrants (the "Class D Conversions" );
- (3) to elect Lewis W. Dickey, Jr., Ralph B. Everett, Eric P. Robison and David M. Tolley as directors for a one-year term;
- (4) to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011; and
- (5) to transact such other business as may properly come before the annual meeting or any postponement or adjournment thereof.

Only holders of record of shares of the Company's Class A common stock or Class C common stock at the close of business on June 17, 2011, are entitled to notice of, and to vote at, the annual meeting or any postponement or adjournment thereof. A list of such stockholders will be open for examination by any stockholder at the time and place of the meeting.

Holders of a majority of the outstanding voting power represented by the shares of the Company's Class A common stock and Class C common stock, voting together as a single class, must be present in person or by proxy in order for the meeting to be held. Our Board of Directors recommends that you vote **FOR** Items 1, 2, 3 and 4. Therefore, we urge you to date, sign and return the accompanying proxy card in the enclosed envelope whether or not you expect to attend the annual meeting in person. If you attend the meeting and wish to vote your shares personally, you may do so by validly revoking your proxy at any time prior to the voting thereof.

This notice, the proxy statement and the accompanying proxy card are being distributed to stockholders commencing on or about June 27, 2011.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on July 29, 2011**

The proxy statement and the Annual Report on Form 10-K for the fiscal year ended December 31, 2010 are available at [www.cumulus.com/investors.aspx](http://www.cumulus.com/investors.aspx).

Lewis W. Dickey, Jr.  
*Chairman, President and Chief Executive Officer*

June 27, 2011

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**TABLE OF CONTENTS**

	<b>Page</b>
<u>INFORMATION REGARDING THE ANNUAL MEETING</u>	1
<u>QUESTIONS AND ANSWERS ABOUT THE PROPOSALS REGARDING THE CHARTER AMENDMENT AND THE ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK</u>	3
<u>SUMMARY OF THE CMP TRANSACTION</u>	6
<u>OVERVIEW OF CUMULUS MEDIA AND CMP</u>	10
<u>THE CMP TRANSACTION</u>	14
<u>CMP BUSINESS</u>	33
<u>CMP MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	37
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION</u>	52
<u>UNAUDITED SELECTED PRO FORMA CONDENSED COMBINED FINANCIAL DATA</u>	57
<u>COMPARATIVE PER SHARE DATA</u>	59
<u>PROPOSAL NO. 1: TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION</u>	60
<u>PROPOSAL NO. 2: TO APPROVE THE ISSUANCE OF SHARES OF OUR COMMON STOCK IN CONNECTION WITH THE CMP TRANSACTION</u>	64
<u>PROPOSAL NO. 3: ELECTION OF DIRECTORS</u>	66
<u>INFORMATION ABOUT THE BOARD OF DIRECTORS</u>	67
<u>MEMBERS OF THE BOARD OF DIRECTORS</u>	70
<u>STOCKHOLDER COMMUNICATION WITH THE BOARD OF DIRECTORS</u>	72
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	72
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	73
<u>EXECUTIVE COMPENSATION</u>	75
<u>AUDIT COMMITTEE REPORT</u>	91
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	92
<u>PROPOSAL NO. 4: RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	94
<u>CODE OF ETHICS</u>	95
<u>SUBMISSION OF STOCKHOLDER PROPOSALS FOR THE 2012 ANNUAL MEETING</u>	95
<u>ANNUAL REPORT</u>	95
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	95
<u>INDEX TO UNAUDITED PRO FORM CONDENSED CONSOLIDATED FINANCIAL INFORMATION</u>	P-1
<u>INDEX TO CONSOLIDATED FINANCIAL STATEMENTS</u>	F-1
<u>APPENDIX A EXCHANGE AGREEMENT</u>	A-1
<u>APPENDIX B OPINION OF CUMULUS MEDIA S FINANCIAL ADVISOR</u>	B-1
<u>APPENDIX C AMENDED AND RESTATED CHARTER</u>	C-1

**Table of Contents**

**INFORMATION REGARDING THE ANNUAL MEETING**

**Date, Time and Place of Annual Meeting**

We are furnishing this proxy statement to the holders of our Class A common stock and our Class C common stock who held their shares at the close of business on June 17, 2011 (the Record Date), in connection with the solicitation of proxies by our Board of Directors for the annual meeting of stockholders to be held on July 29, 2011, at 9:00 a.m., local time, at our offices, 3280 Peachtree Road, N.W., Atlanta, Georgia 30305, in the Boardroom located on the 23rd floor, or at any adjournment or postponement of that meeting. A proxy statement is a document that regulations of the Securities and Exchange Commission (the SEC) require us to give you when we ask you to vote your shares of stock by proxy. At the meeting, stockholders will be asked to consider and vote on the items of business listed and described in this proxy statement. This proxy statement and the accompanying proxy card are being distributed to our stockholders commencing on or about June 27, 2011.

**Record Date; Quorum; Outstanding Common Stock Entitled to Vote**

All holders of record of our Class A common stock and our Class C common stock as of the Record Date are entitled to receive notice of, and to vote at, the annual meeting. The presence, in person or by proxy, of holders of a majority of the voting power represented by outstanding shares of our Class A common stock and our Class C common stock, voting together as a single class, is required to constitute a quorum for the transaction of business.

Abstentions and broker non-votes will be treated as present for purposes of determining a quorum. A broker non-vote occurs when a registered holder (such as a bank, broker or other nominee) holding shares in street name for a beneficial owner does not vote on a particular proposal because the registered holder does not have discretionary voting power for that particular item and has not received voting instructions from the beneficial owner. Banks, brokers or other nominees that have not received voting instructions from their clients cannot vote on their clients behalf on the proposals to approve the Charter Amendment, the issuance of shares of our common stock in connection with the CMP Transaction or the election of directors, but may vote their clients shares on the proposal to ratify the appointment of our independent registered public accounting firm.

A complete list of stockholders of record will be available for examination during the ten (10) day period prior to the annual meeting as well as at the annual meeting. As of the Record Date, there were 36,103,867 shares of our Class A common stock outstanding and 644,871 shares of our Class C common stock outstanding representing an aggregate of 42,552,577 votes.

**Voting Rights; Vote Required for Approval**

Holders of our Class A common stock are entitled to one vote for each share of Class A common stock held as of the Record Date. Holders of our Class C common stock are entitled to ten votes for each share of Class C common stock held as of the Record Date. Holders of shares of our Class A common stock and our Class C common stock will vote together as a single class on the matters to be voted upon at the annual meeting.

The approval of the Charter Amendment requires the affirmative vote of the holders of a majority of the votes of the issued and outstanding common stock entitled to vote on the proposal. As a result, abstentions and broker non-votes will have the same effect as a vote against the proposal.

The affirmative vote of a majority of the votes cast at the annual meeting is required (i) to approve the issuance of shares of our Class A common stock and Class D common stock in connection with the CMP Transaction, (ii) to elect the directors nominated to serve for a one-year term, and (iii) to ratify the appointment of our independent registered public accounting firm for 2011. Abstentions will have the same effect as a vote against these proposals, but broker non-votes are not considered to be votes cast and therefore will have no effect on the outcome of the vote on these matters.

## **Table of Contents**

### **Voting and Revocation of Proxies**

A proxy card for you to use in voting at the annual meeting accompanies this proxy statement. All properly executed proxies that are received prior to, or at, the annual meeting and not revoked will be voted in the manner specified. If you execute and return a proxy card, and do not specify otherwise, the shares represented by your proxy will be voted **FOR** approval of the Charter Amendment, **FOR** approval of the issuance of shares of our Class A common stock and Class D common stock in connection with the CMP Transaction, **FOR** each of the director nominees for a one-year term, and **FOR** ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2011.

If you have given a proxy pursuant to this solicitation, you may nonetheless revoke it by attending the annual meeting and voting in person. In addition, you may revoke any proxy you give at any time before the annual meeting by delivering a written statement revoking the proxy, or by delivering a duly executed proxy bearing a later date to Richard S. Denning, Corporate Secretary, at our principal executive offices, 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305, so that it is received prior to the annual meeting, or at the annual meeting itself. If you have executed and delivered a proxy to us, your attendance at the annual meeting will not, by itself, constitute a revocation of your proxy.

### **Solicitation of Proxies and Householding**

We will bear the cost of the solicitation of proxies. We will solicit proxies initially by mail. Further solicitation may be made by our directors, officers and employees personally, by telephone, facsimile, e-mail or otherwise, but they will not be compensated specifically for these services. Upon request, we will reimburse brokers, dealers, banks or similar entities acting as nominees for their reasonable expenses incurred in forwarding copies of the proxy materials to the beneficial owners of the shares of common stock they hold of record.

If you hold your shares in street name, your bank, broker or other nominee may participate in the practice of householding proxy soliciting material. This means that if you reside in the same household as other stockholders of record or beneficial owners of our common stock, you may not receive your own copy of our proxy materials, even though each stockholder received his or her own proxy card. If your household received one set of proxy materials and you are a stockholder of record who would like to receive additional copies of our proxy materials, you may request a duplicate set or single copy by contacting our Corporate Secretary at our principal executive offices, 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305. If you hold your shares in street name, please contact your bank, broker or other nominee directly to request a duplicate set of our proxy materials or to reduce the number of copies of our proxy materials that will be sent to your household.

### **Other Matters**

Except for the votes on the proposals described in this proxy statement, no other matter is expected to come before the annual meeting. If any other business properly comes before the annual meeting, the persons named in the proxy will vote in their discretion to the extent permitted by law.



**Table of Contents**

**QUESTIONS AND ANSWERS ABOUT THE PROPOSALS REGARDING THE CHARTER AMENDMENT  
AND THE ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK**

**Q. Why is the Company seeking to issue additional shares of common stock?**

- A. On January 31, 2011, we entered into an Exchange Agreement (the Exchange Agreement ) with affiliates of Bain Capital Partners LLC ( Bain ), The Blackstone Group L.P. ( Blackstone ) and Thomas H. Lee Partners ( THL and, together with Bain and Blackstone, the CMP Sellers ). Pursuant to the Exchange Agreement, we agreed to (i) acquire all of the outstanding equity interests of CMP that we currently do not own in exchange for 3,315,238 shares of our Class A common stock and 6,630,476 shares of our Class D common stock and (ii) enter into an agreement with the holders of currently outstanding warrants (the Radio Holdings Warrants ) to purchase 3,740,893 shares of common stock of CMP Susquehanna Radio Holdings Corp., an indirect wholly-owned subsidiary of CMP ( Radio Holdings ), which would amend the Radio Holdings Warrants to provide that, upon the closing of the CMP Acquisition, in lieu of being exercisable for shares of common stock of Radio Holdings, the Radio Holdings Warrants would instead be exercisable for an aggregate of 8,267,968 shares (subject to adjustment for rounding due to any fractional shares) of our Class D common stock. As a result of the transactions contemplated by the Exchange Agreement, CMP will become our wholly-owned subsidiary, the CMP Sellers will acquire shares of our common stock that are, or are convertible into shares that are, publicly tradeable rather than holding equity interests in a private company, and holders of the Radio Holdings Warrants will be entitled to acquire shares of our publicly-traded common stock rather than shares of our privately-owned subsidiary.

In accordance with the Exchange Agreement, on June 21, 2011, Radio Holdings, CMP Susquehanna Holdings Corp., a wholly-owned subsidiary of CMP and the parent company of Radio Holdings ( Radio Holdco ), Computershare Trust Company, N.A., as warrant agent (the Warrant Agent ), and the holders of the requisite majority of the outstanding Radio Holdings Warrants entered into a written consent to an amendment and restatement of the existing warrant agreement governing the Radio Holdings Warrants (the Radio Holdings Warrant Agreement ), dated as of March 26, 2009, among Radio Holdings, Radio Holdco and the Warrant Agent (as so amended and restated, the Restated Warrant Agreement ). Pursuant to the Restated Warrant Agreement, which will be entered into and take effect on the date of closing of the CMP Acquisition, the outstanding Radio Holdings Warrants, which were originally exercisable for an aggregate of 3,740,893 shares of common stock of Radio Holdings, will instead become exercisable, commencing on the day following the date that is nine months after the closing of the CMP Acquisition (the CMI Delivery Date ), for an aggregate of 8,267,968 shares (subject to adjustment for rounding due to any fractional shares) of our Class D common stock on the terms and subject to the conditions set forth in the Restated Warrant Agreement. The Radio Holdings Warrants, as amended and restated pursuant to the Restated Warrant Agreement, are referred to herein as the CMP Warrants.

Following the issuance of shares of our Class D common stock pursuant to the CMP Acquisition or upon a Warrant Exercise, such shares of Class D common stock will be convertible by their terms into shares of our Class A common stock at the times and in the manner described in this proxy statement under the heading Proposal No. 1 Description of Class D Common Stock Convertibility of Class D Common Stock into Class A Common Stock.

**Q. Where can I find more information about the CMP Transaction?**

- A. We are including in this proxy statement a discussion of the material terms of the CMP Transaction, including the business and operations of CMP, because the issuance of our shares of common stock in connection therewith

requires the approval of our stockholders. There are no dissenters or appraisal rights available to our stockholders in connection with CMP Acquisition or the issuance of the shares of our common stock in connection with the CMP Transaction.

**Q. Why is the Company seeking stockholder approval to issue shares of our common stock in connection with the CMP Transaction?**

**Table of Contents**

- A. Because our Class A common stock is listed on the NASDAQ Global Market, we are subject to the rules of the NASDAQ Stock Market LLC (the "NASDAQ Marketplace Rules"). Rule 5635 of the NASDAQ Marketplace Rules requires stockholder approval if a listed company issues common stock or securities convertible into or exercisable for common stock in connection with the acquisition of the stock or assets of another company that exceed 20% of the voting power or of the total shares outstanding on a pre-transaction basis. Rule 5635 also requires stockholder approval if a listed company issues common stock or securities convertible into, or exercisable for, common stock equal to 20% or more of the common stock or voting power outstanding before the issuance for less than the greater of book or market value of the stock.

In the CMP Transaction, we are proposing to issue 3,315,238 shares of our Class A common stock and 6,630,476 shares of our Class D common stock in connection with the CMP Acquisition, and up to 8,267,968 shares (subject to adjustment for rounding due to any fractional shares) of our Class D common stock upon the Warrant Exercise. Following the issuance of shares of Class D common stock in connection with the CMP Acquisition or upon the Warrant Exercise, we would issue shares of our Class A common stock upon any Class D Conversions. The aggregate amount of our common stock that we are proposing to issue in the CMP Transaction exceeds 20% of the number of shares of our common stock currently outstanding. Accordingly, we are asking the holders of shares of our common stock to consider and vote on approval of the issuance of shares of common stock in these transactions.

**Q. What will happen if stockholder approval is not obtained to issue the shares of common stock in connection with the CMP Transaction?**

- A. Under the Exchange Agreement, receipt of stockholder approval of the issuance of the shares of common stock to the CMP Sellers pursuant to the CMP Acquisition is a condition to its consummation. If such approval is not obtained, we will not be able to consummate the CMP Acquisition. In addition, if such approval is not obtained, the Restated Warrant Agreement will not become effective, the Radio Holdings Warrants will remain outstanding and the amendments to the Radio Holdings Warrants pursuant to the Restated Warrant Agreement will not occur.

**Q. What will happen if the Company issues the shares of common stock in connection with the CMP Transaction?**

- A. If our stockholders approve the issuance of shares of our common stock and the CMP Acquisition is consummated, Blackstone will receive 3,315,238 million shares of our Class A common stock and, in order to ensure compliance with broadcast ownership rules of the U.S. Federal Communications Commission (the "FCC"), Bain and THL will each receive 3,315,238 million shares of Class D common stock, which are non-voting shares. In exchange, each of Blackstone, Bain and THL will transfer to us their equity interests in CMP and CMP will become our wholly-owned subsidiary. In addition, upon the Warrant Exercise and assuming the Restated Warrant Agreement becomes effective, we will issue an aggregate of 8,267,968 shares of our Class D common stock (assuming all CMP Warrants are exercised). Each holder of shares of Class D common stock will be entitled at any time, or from time to time, to convert its shares into shares of Class A common stock on a share-for-share basis so long as at the time of conversion it is not a Disqualified Person (defined herein under "Proposal No. 1 Description of Class D Common Stock - Convertibility of Class D Common Stock into Class A Common Stock") and any required consent of any governmental authority has been obtained. As a result of the CMP Acquisition, Warrant Exercise and Class D Conversions (and assuming all CMP Warrants are exercised and shares of Class D common stock are converted in full), we would issue up to a total of 18,213,682 new shares of our Class A common stock, representing approximately 53.1% of the number of shares of our Class A common stock outstanding as of March 31, 2011.

**Q. Why is the Company creating the Class D common stock pursuant to the Charter Amendment?**

- A.** Certain of the CMP Sellers desired, for FCC regulatory reasons, to receive non-voting shares of our common stock pursuant to the CMP Acquisition. Prior to the Charter Amendment, we have authorized only one class of non-voting common stock, our Class B common stock. The Class B common stock has certain consent and approval rights set forth in our currently effective Amended and Restated Certificate of

**Table of Contents**

Incorporation (the Charter ) that we did not wish to extend to the CMP Sellers. As a result, we agreed instead to authorize and create the Class D common stock, which is generally non-voting and does not have voting rights except as provided under Delaware law.

**Q. Under what circumstances will the Company issue shares of Class D common stock?**

A. If our stockholders approve the Charter Amendment and the Charter as so amended and restated is filed with the Secretary of State of the State of Delaware (the Delaware Secretary of State ) and takes effect, the new Class D common stock will be created. If our stockholders approve the issuance of our common stock and the CMP Acquisition is consummated, we will issue a total of 6,630,476 shares of Class D common stock to Bain and THL. In addition, we may issue a total of 8,267,968 shares (subject to adjustment for rounding due to any fractional shares) of Class D common stock upon the Warrant Exercise. Shares of Class D common stock are convertible at any time, or from time to time, at the option of and without cost to the holder, into shares of Class A common stock on a share-for-share basis so long as the holder is not at the time of conversion a Disqualified Person, which is defined in the Charter as a person that would cause the Company to violate the rules of, or adversely affect the Company's licenses from, the FCC, and any required consent of any applicable governmental authority has been obtained.

**Q. What will happen if stockholder approval is not obtained for the Charter Amendment?**

A. Pursuant to the Exchange Agreement, receipt of stockholder approval of the Charter Amendment, which is required under Delaware law, is a condition to the consummation of the CMP Acquisition. If such approval is not obtained, we will not be able to consummate the CMP Acquisition, the Restated Warrant Agreement will not become effective, the Radio Holdings Warrants will remain outstanding and the amendments to the Radio Holdings Warrants pursuant to the Restated Warrant Agreement will not occur.

**Q. How does the Board of Directors of Company recommend that I vote on the proposals to approve the Charter Amendment and the issuance of shares of common stock in connection with the CMP Transaction?**

A. Your Board of Directors recommends a vote **FOR** approval of the Charter Amendment and **FOR** approval of the issuance of shares of Class A common stock and Class D common stock in connection with the CMP Transaction.

**Table of Contents**

**SUMMARY OF THE CMP TRANSACTION**

*This summary, together with the question and answer section, highlight some of the information discussed in greater detail elsewhere in this proxy statement. This summary may not contain all of the information that is important to you, and we urge you to read carefully the entire proxy statement, including the appendices, and the other documents we refer you to, in order to fully understand the transactions. You can also refer to *Where You Can Find More Information* on page 95 for additional information about Cumulus Media Inc.*

**The Parties**

***Cumulus Media Inc.***

Cumulus Media Inc.  
3280 Peachtree Road, N.W.  
Suite 2300  
Atlanta, Georgia 30305  
Telephone: (404) 949-0700  
<http://www.cumulus.com>

We are currently the second largest radio broadcasting company in the United States based on the number of stations owned or managed. As of March 31, 2011, we owned or managed 312 radio stations (including under local marketing agreements ( LMAS )) in 60 mid-sized United States media markets and operated 34 radio stations in eight markets, including San Francisco, Dallas, Houston and Atlanta, that are owned by CMP. We also provide sales and marketing services to 12 radio stations in the United States under LMAs. We own and manage, directly or through our investment in CMP, a total of 346 FM and AM radio stations in 68 markets throughout the United States.

Upon consummation of the CMP Acquisition and the pending acquisition (the Citadel Acquisition ) of Citadel Broadcasting Corporation ( Citadel ) as described under Overview of Cumulus Media and CMP, we expect to be the largest pure-play radio broadcasting company in the United States based on number of stations and revenue.

We are a Delaware corporation, organized in 2002, and successor by merger to an Illinois corporation with the same name that had been organized in 1997.

***Cumulus Media Partners, LLC***

Cumulus Media Partners, LLC  
3280 Peachtree Road, N.W.  
Suite 2300  
Atlanta, Georgia 30305

CMP, through Radio Holdings, owns 30 radio stations in eight markets, including San Francisco, Dallas, Houston, Atlanta, Cincinnati, Indianapolis, and Kansas City. Separately, through its indirectly wholly-owned subsidiary KC LLC, CMP owns two stations in the Kansas City market and two stations in the Houston market. CMP has entered into an agreement to dispose of KC LLC, although we expect to continue to manage those four stations pursuant to a management agreement.

Cumulus Media currently owns 25% of the equity interests of CMP, and the CMP Sellers collectively own 75% of the equity interests of CMP.

Cumulus Media has managed CMP's business pursuant to a management agreement that was entered into with a subsidiary of CMP in May 2006. See The CMP Transaction Management Agreement.

**Date, Time And Place Of Annual Meeting**

The annual meeting will be held on July 29, 2011, at 9:00 a.m., local time, at the Company's offices, 3280 Peachtree Road, N.W., Atlanta, Georgia 30305.

## **Table of Contents**

### **Record Date**

The Record Date for determining the holders of shares of our outstanding common stock entitled to vote at the annual meeting is June 17, 2011. As of the Record Date, there were 36,103,867 shares of our Class A common stock outstanding and 644,871 shares of our Class C common stock outstanding representing an aggregate of 42,552,577 votes.

### **Vote Required**

The affirmative vote of a majority of the votes cast at the annual meeting is required to approve the issuance of shares of our Class A common stock and Class D common stock pursuant to Proposal No. 2.

### **The Exchange Agreement**

In the CMP Acquisition, we have agreed with the CMP Sellers to acquire all of the outstanding equity interests of CMP not already owned by us. Pursuant to the terms of the Exchange Agreement, at the consummation of the CMP Acquisition, we expect to issue 3,315,238 shares of our Class A common stock to Blackstone and 3,315,238 shares of Class D common stock, which would be a new class of non-voting common stock created pursuant to the Charter Amendment, to each of Bain and THL. The shares of Class D common stock may be converted on a share-for-share basis into shares of Class A common stock at the option of the holder (subject to applicable regulatory requirements), and otherwise are treated equally with our Class A common stock.

We have entered into the Exchange Agreement with each of the CMP Sellers. A copy of that agreement is attached to this proxy statement as Appendix A. We urge you to read the Exchange Agreement carefully, as it is the legal document that governs the CMP Acquisition.

The Exchange Agreement may be terminated under the following circumstances:

by the mutual written consent of us and the specified representative of the CMP Sellers;

by either of us or the representative of the CMP Sellers, if:

stockholder approval of the issuance of shares of common stock in connection with the CMP Acquisition or the Charter Amendments is not obtained at this annual meeting;

the CMP Acquisition is not consummated by December 31, 2011; or

any governmental authority has enacted or issued any final and non-appealable law or order enjoining or otherwise prohibiting the consummation of the CMP Acquisition or transactions related thereto;

by us, upon a breach of any covenant, agreement, representation or warranty by any of the CMP Sellers that is incapable of being cured or, if capable of being cured, has not been cured within thirty days following receipt by the representatives of the CMP Sellers of notice of such breach; and

by the representative of the CMP Sellers, upon a breach of any covenant, agreement, representation or warranty by us that is incapable of being cured or, if capable of being cured, has not been cured within thirty days following receipt by us from the representative of the CMP Sellers of notice of such breach.

### **The Registration Rights Agreement**



We have agreed to enter into a registration rights agreement at the closing of the CMP Acquisition in which we will grant specified registration rights to the CMP Sellers with respect to the shares of our common stock being issued in connection with the CMP Transaction.

**The Voting Agreements**

In connection with our entry into the Exchange Agreement, each of Lewis W. Dickey, Jr., our Chairman, President and Chief Executive Officer, John W. Dickey, our Executive Vice President and Co-Chief Operating

## **Table of Contents**

Officer and the brother of Lewis W. Dickey, Jr., their brothers David W. Dickey and Michael W. Dickey, and their father, Lewis W. Dickey, Sr. (collectively, the Dickeys ) executed a voting agreement (the Dickey Voting Agreement ) pursuant to which the Dickeys agreed to vote the shares of our common stock beneficially owned by them in favor of the Charter Amendment and the issuance of shares of our common stock in connection with the CMP Transaction at any meeting of stockholders called on which such matters are presented for approval. The Dickeys also agreed in the Dickey Voting Agreement to vote all of their shares of our common stock in favor of a director nominee designated by Blackstone pursuant to the Exchange Agreement. The shares of our common stock beneficially owned by the Dickeys represent in the aggregate approximately 50% of the outstanding voting power of our common stock.

In connection with our entry into the Exchange Agreement, each of Banc of America Capital Investors SBIC, L.P. and BA Capital Company, LP (collectively, the BofA Entities ), which currently hold shares of our common stock representing approximately 4% of the outstanding voting power of our common stock, executed a voting agreement (the BofA Voting Agreement and, together with the Dickey Voting Agreement, the Voting Agreements ) that is substantially similar to the Dickey Voting Agreement. Pursuant to the BofA Voting Agreement, the BofA Entities also agreed to vote the shares of our common stock beneficially owned by them in favor of the Charter Amendment and the issuance of shares of our common stock in connection with the CMP Transaction at any meeting of stockholders called on which such matters are presented for approval, and to vote in favor of the director nominee designated by Blackstone.

## **The Restated Warrant Agreement**

In connection with the CMP Acquisition, on June 21, 2011, holders of the requisite majority of the outstanding Radio Holdings Warrants entered into a written consent to the Radio Holdings Warrant Agreement pursuant to which the Radio Holdings Warrant Agreement would be amended and restated in its entirety on the closing date of the CMP Acquisition and the Restated Warrant Agreement would thereafter set forth the terms pertaining to the CMP Warrants. Pursuant to the Restated Warrant Agreement, the outstanding CMP Warrants will become exercisable, commencing on the CMI Delivery Date, for an aggregate of 8,267,968 (subject to adjustment for rounding due to any fractional shares) shares of our Class D common stock on the terms and subject to the conditions set forth in the Restated Warrant Agreement. Following the issuance of shares of our Class D common stock upon a Warrant Exercise, such shares of Class D common stock will be convertible by their terms into shares of our Class A common stock at the times and in the manner discussed under the heading Proposal No. 1 Description of Class D Common Stock Convertibility of Class D Common Stock into Class A Common Stock.

The Restated Warrant Agreement will be entered into and take effect on the date of the closing of the CMP Acquisition. The Class D common stock issuable upon exercise of the CMP Warrants will be created pursuant to the Charter Amendment. Receipt of stockholder approval of the Charter Amendment is a condition to the consummation of the CMP Acquisition and, thus, the effectiveness of the Restated Warrant Agreement. Consummation of the CMP Acquisition is also a condition to the effectiveness of the Restated Warrant Agreement. If such approval is not obtained or the CMP Acquisition is not consummated, the Restated Warrant Agreement will not become effective, the Radio Holdings Warrants will remain outstanding and the amendments to the Radio Holdings Warrants pursuant to the Restated Warrant Agreement will not occur.

## **Reasons for CMP Transaction**

Our Board of Directors has determined that the CMP Transaction is in the best interests of our stockholders and has recommended that our stockholders approve the issuance of shares of our common stock in connection with the CMP Transaction. The decision of our Board of Directors was based upon a number of potential benefits of the CMP Transaction and other factors that it believes could contribute to the success of our company, and thus inure to the benefit of our stockholders, including the following, which are described further under The CMP Transaction

Reasons for CMP Transaction :

A more diversified and strategic national platform;

Anticipated accretion to earnings;

## **Table of Contents**

Increased size and scale of operations;

Increased equity market capitalization and liquidity; and

Strengthened capital base to position us for strategic acquisitions.

After considering all of the relevant positive and negative factors, as well as the form and amount of consideration to be paid, our Board of Directors concluded that, on balance, the potential benefits of the CMP Transaction to us and our stockholders outweighed the associated risks.

### **Opinion of Cumulus Media's Financial Advisor**

On January 31, 2011, at a meeting of our Board of Directors held to evaluate the CMP Transaction, Moelis & Company ( Moelis ) delivered its oral opinion, which was later confirmed in writing, that based upon and subject to the conditions and limitations and qualifications set forth in its written opinion, as of January 31, 2011, the exchange ratio in the CMP Acquisition was fair, from a financial point of view, to Cumulus Media. A copy of the opinion is attached as Appendix B to this proxy statement. You are urged to read the opinion in its entirety.

### **Interests of Principal Officers and Directors in the CMP Acquisition**

Pursuant to the Exchange Agreement, we agreed to appoint to our Board of Directors, within three business days of signing the Exchange Agreement, an individual designated by Blackstone (the Blackstone Designee ) and to nominate the Blackstone Designee for election to our Board of Directors at each of the next three successive annual meetings of our stockholders following the date of the Exchange Agreement. On January 31, 2010, Mr. David M. Tolley, a Senior Managing Director of Blackstone and a director of CMP, was appointed as the Blackstone Designee to our Board of Directors pursuant to the terms of the Exchange Agreement. Mr. Tolley has agreed to promptly resign from our Board of Directors if the Exchange Agreement is terminated prior to completing the CMP Acquisition. Pursuant to the Voting Agreements, the Dickeys and the BofA Entities have agreed to vote in favor of Mr. Tolley's election at the annual meeting.

In accordance with the Exchange Agreement, Mr. Tolley is entitled to the same compensation, if any, the same indemnification in connection with his role as a director and the same reimbursement for documented, reasonable out-of-pocket expenses incurred in attending meetings of the Board of Directors (or any committee thereof) as is received by the other members of our Board of Directors.

A limited partnership in which Mr. L. Dickey, Jr., Mr. J. Dickey and other members of the Dickey family indirectly own a 1/3 equity interest, but that is not otherwise affiliated with us or CMP, is the beneficial holder of Radio Holdings Warrants exercisable for 1,350,707 shares of Radio Holdings common stock. Upon effectiveness of the Restated Warrant Agreement, these Radio Holdings Warrants will initially be exercisable on the day following the CMI Delivery Date for a total of 2,985,278 shares of our Class D common stock. In connection with and as a result of the effectiveness of the Restated Warrant Agreement, these members of the Dickey family may be deemed to beneficially own 995,092 additional shares of our common stock beginning on the date that is 60 days prior to the date on which the CMP Warrants become exercisable.

### **Recommendation of the Board of Directors**

Your Board of Directors recommends that you vote **FOR** the approval of the issuance of shares of our Class A common stock and Class D common stock pursuant to Proposal No. 2.



**Table of Contents**

**OVERVIEW OF CUMULUS MEDIA AND CMP**

**Cumulus Media Inc.**

Cumulus Media Inc.  
3280 Peachtree Road, N.W.  
Suite 2300  
Atlanta, Georgia 30305  
Telephone: (404) 949-0700  
<http://www.cumulus.com>

***Company Overview***

We are currently the second largest radio broadcasting company in the United States based on the number of stations owned or managed. As of March 31, 2011, we owned or managed 312 radio stations (including under LMAs) in 60 mid-sized United States media markets and operated 34 radio stations in eight markets, including San Francisco, Dallas, Houston and Atlanta, that are owned by CMP. We also provide sales and marketing services to 12 radio stations in the United States under LMAs. We own and manage, directly or through our investment in CMP, a total of 346 FM and AM radio stations in 68 markets throughout the United States. For the year ended December 31, 2010 and the three months ended March 31, 2011, we had net revenues of \$263.3 million and \$57.9 million, respectively.

Upon consummation of the CMP Acquisition and the Citadel Acquisition, as described below, we expect to be the largest pure-play radio broadcasting company in the United States based on number of stations and revenue. On a pro forma basis as adjusted to reflect the CMP Acquisition and the Citadel Acquisition, we expect to own or manage 567 stations in 120 United States markets and we would have had net revenues of approximately \$1.181 billion and \$253.2 million for the year ended December 31, 2010 and the three months ended March 31, 2011, respectively.

We are a Delaware corporation, organized in 2002, and successor by merger to an Illinois corporation with the same name that had been organized in 1997.

***Recent Issuance of Senior Notes***

On May 13, 2011, we issued \$610.0 million of 7.75% senior notes due 2019 (the 2019 Notes ) in a private placement not subject to the registration requirements of the Securities Act of 1933 (the Securities Act ). The 2019 Notes are our senior unsecured obligations and are guaranteed by our subsidiaries. We used the proceeds from the sale of the 2019 Notes to repay all amounts outstanding under the term loan facility of our credit agreement, dated as of June 7, 2006 (the Existing Credit Agreement ), among Cumulus Media, the lenders party thereto and the administrative agent thereunder.

***Pending Transactions***

Our recently announced pending transactions in connection with the proposed expansion of our broadcasting operations include:

the CMP Transaction, pursuant to which we have agreed to acquire the remaining equity interests of CMP that we do not currently own in exchange for the issuance of shares of, or warrants exercisable for, our common stock;

the Citadel Acquisition, pursuant to which we have agreed to acquire Citadel for an aggregate purchase price of approximately \$2.4 billion, payable in a combination of cash and shares of our common stock, and the assumption of outstanding debt, which will be refinanced as part of the Global Refinancing (defined herein);

an equity investment (the Equity Investment ), pursuant to which affiliates of Crestview Partners ( Crestview ), Macquarie Capital (USA) Inc. ( Macquarie ) and UBS Securities LLC ( UBS

**Table of Contents**

Securities ) have agreed to invest up to an aggregate of \$500.0 million in our equity securities, the proceeds of which would be used to pay a part of the cash portion of the purchase price for the Citadel Acquisition; and

the financing transaction necessary to complete the Citadel Acquisition, which we refer to herein as the Global Refinancing, pursuant to which we intend to refinance an aggregate of \$1.4 billion (as of December 31, 2010, and after giving effect to the issuance of the 2019 Notes and the use of proceeds thereof (the 2019 Notes Offering )) in outstanding senior and subordinated indebtedness of each of (i) us (other than the 2019 Notes), (ii) CMP Susquehanna Corporation, an indirectly wholly-owned subsidiary of CMP ( CMPSC ), and (iii) Citadel, as well as preferred stock of Radio Holdings having an aggregate redemption value of \$38.0 million (as of December 31, 2010), all pursuant to a debt commitment letter (the Debt Commitment ) that provides for up to \$2.525 billion in senior secured financing pursuant to the Acquisition Credit Facility (defined herein).

***The Citadel Acquisition***

On March 9, 2011, we entered into an Agreement and Plan of Merger (the Citadel Merger Agreement ) with Citadel, Cumulus Media Holdings Inc. (f/k/a Cadet Holding Corporation), a direct wholly-owned subsidiary of the Company ( Holdco ), and Cadet Merger Corporation, an indirect, wholly-owned subsidiary of the Company ( Merger Sub ). Pursuant to the Citadel Merger Agreement, at the closing, Merger Sub will merge with and into Citadel, with Citadel surviving the merger as an indirect, wholly-owned subsidiary of the Company (the Merger ). At the effective time of the Merger, each outstanding share of common stock and warrant of Citadel will be converted automatically into the right to receive, at the election of the holder (subject to certain limitations set forth in the Citadel Merger Agreement), (i) \$37.00 in cash, (ii) 8.525 shares of our Class A common stock (or in certain instances, an equivalent number of shares of our Class B common stock or warrants to purchase an equivalent number of shares of our Class A common stock or Class B common stock), or (iii) a combination thereof (collectively, the Citadel Acquisition Consideration ). Additionally, in connection with and prior to the Merger, (a) each outstanding unvested option to acquire shares of Citadel common stock issued under Citadel s equity incentive plan will automatically vest, and all outstanding options at the effective time of the Merger will be deemed exercised pursuant to a cashless exercise, with the resulting net number of Citadel shares to be converted into the right to receive the Citadel Acquisition Consideration, and (b) each outstanding warrant to purchase Citadel common stock will be adjusted to become exercisable for the Citadel Acquisition Consideration, subject to any applicable FCC limitations. Holders of unvested restricted shares of Citadel common stock will be eligible to receive the Citadel Acquisition Consideration for their shares pursuant to the original vesting schedule of such shares. Elections by Citadel stockholders are subject to adjustment so that the maximum number of shares of our Class A common stock that may be issued in the Merger is 151,485,282 (excluding any shares of common stock that may be issued upon the exercise of stock options to purchase shares of Citadel common stock prior to the closing date of the Citadel Acquisition) (the Maximum Stock Cap ) and the maximum amount of cash payable by us in the Merger is \$1,408,728,600 (assuming no shares of common stock are issued upon the exercise of stock options to purchase shares of Citadel common stock prior to the closing of the Citadel Acquisition) (the Maximum Cash Cap ). If all 151,485,282 shares of Class A common stock had been issued in the Merger as of March 31, 2011, the number of shares of Class A common stock outstanding on that date assuming the issuance of shares of Class A common stock pursuant to the CMP Acquisition, Warrant Exercise and Class D Conversions (and assuming all CMP Warrants are exercised and shares of Class D common stock are converted in full), would have been 205,767,262.

Citadel is the third largest radio broadcasting company in the United States based on net radio revenue. Citadel s primary business segment is the ownership and operation of radio stations, which, as of December 31, 2010, consisted of 225 radio stations located in over 50 markets across the United States. In addition, Citadel owns and operates Citadel Media, one of the largest radio networks in the country, which produces and distributes a variety of radio programming and formats that are syndicated across approximately 4,000 station affiliates and 9,000 program



affiliations, including ABC Radio News.

## **Table of Contents**

You are not being asked to approve the Citadel Acquisition or the issuance of shares of our common stock in connection therewith, or the related amendment to our Charter. On March 9, 2011, concurrent with the execution of the Citadel Merger Agreement, stockholders holding approximately 54% of the voting power of our outstanding common stock executed written consents approving the issuance of our securities pursuant to the Citadel Acquisition, as well as related amendments to our certificate of incorporation. No further action by our stockholders is required to complete the Citadel Acquisition.

### ***The Equity Investment***

Concurrently with the execution of the Citadel Merger Agreement, we entered into an Investment Agreement (the Investment Agreement ) with Crestview Radio Investors, LLC, an affiliate of Crestview, MIHI LLC, an affiliate of Macquarie ( MIHI ) and, pursuant to an amendment thereto, UBS Securities (such investors, collectively, the Investors ), providing for the Equity Investment. Pursuant to the Investment Agreement, the Investors have committed to purchase for cash up to an aggregate of \$500.0 million in shares of our stock, or warrants to purchase stock, at a purchase price per share of \$4.34. Specifically, Crestview has agreed to purchase up to \$250.0 million in shares of our Class A common stock and MIHI and UBS Securities have each agreed to purchase up to \$125.0 million in shares of common stock, or warrants that would be immediately exercisable, at an exercise price of \$0.01 per share, for shares of a newly created class of our non-voting common stock. MIHI may, at its option, elect to instead receive shares of a newly created class of perpetual redeemable non-convertible preferred stock. MIHI and UBS Securities will also be permitted to syndicate up to \$45.0 million and \$125.0 million, respectively, of their respective commitments to one or more third party investors, subject to certain limitations set forth in the Investment Agreement. If the Citadel Acquisition Consideration is not paid at the Maximum Cash Cap, the Investors' commitments will be reduced, subject to a minimum investment of \$395.0 million. In connection with the Equity Investment, the Investors will be entitled to receive certain fees from us.

You are not being asked to approve the Equity Investment or the issuance of shares of our common stock in connection therewith.

### ***The Global Refinancing***

In connection with the Citadel Merger Agreement and the Investment Agreement, we obtained the Debt Commitment from a group of banks, pursuant to which they have committed to provide financing for us to complete the Citadel Acquisition and the Global Refinancing. In accordance with the Debt Commitment, we expect to enter into the Acquisition Credit Facility with a syndicate of lenders, agents and arrangers, including JPMorgan Chase Bank, N.A. ( JPMCB ), UBS Loan Finance LLC ( UBS Finance ), MIHI, Royal Bank of Canada ( RBC ) and ING Capital LLC ( ING Capital ) as lenders and agents, and J.P. Morgan Securities LLC ( JPMorgan ), UBS Securities, Macquarie and RBC Capital Markets, LLC ( RBC Capital Markets ) as joint lead arrangers and joint book-runners, and ING Capital as co-syndication agent.

We expect that the Acquisition Credit Facility will provide senior secured financing of \$2.525 billion, consisting of:

- a \$2.150 billion term loan facility, with a maturity date that is seven years from the closing of the Citadel Acquisition; and

- a \$375.0 million revolving credit facility, with a maturity date that is five years from the closing of the Citadel Acquisition.

Our expected borrowings under each of the term loan facility and the revolving credit facility at the closing of the Citadel Acquisition will depend upon the aggregate amount of cash the Citadel stockholders elect to receive pursuant

to the Citadel Merger Agreement and the amount of indebtedness of CMP and its subsidiaries that will be refinanced at that time, assuming that CMP and its subsidiaries are then designated as a restricted subsidiaries under, and become subject to, the documents governing our indebtedness.

The Debt Commitment also included commitments from the lenders for \$500.0 million in senior unsecured bridge financing (the Acquisition Bridge Facility ). As a result of the 2019 Notes Offering, we

**Table of Contents**

have eliminated the need to borrow under the Acquisition Bridge Facility, and the lenders' commitments thereunder have been reduced. The Debt Commitment does, however, provide the lenders with the right to reallocate a portion of the amount expected to be borrowed as part of the term loan under the Acquisition Credit Facility to the Acquisition Bridge Facility.

We currently anticipate that, in connection with the consummation of the Citadel Acquisition and the Global Refinancing, and as a result of our use of the proceeds of the 2019 Notes Offering to repay the \$575.8 million outstanding as of March 31, 2011, under the term loan facility of our Existing Credit Agreement, and assuming that we complete the CMP Acquisition as planned prior to the Citadel Acquisition, we will utilize proceeds from the Equity Investment and the Global Refinancing as follows:

approximately \$1.256 billion to fund the cash portion of the purchase price in the Citadel Acquisition (assuming the payment of the Maximum Cash Cap);

approximately \$659.8 million (based on amounts outstanding at March 31, 2011) to repay all amounts outstanding under CMPSC's credit facility and its two series of subordinated notes, and to redeem in accordance with their terms all outstanding shares of preferred stock of Radio Holdings, with an aggregate redemption value of \$38.0 million (collectively, the CMP Refinancing);

approximately \$787.2 million (based on amounts outstanding at March 31, 2011) to repay all amounts outstanding, including any accrued interest and the premiums thereon, under Citadel's existing credit agreement and its senior notes due 2018; and

approximately \$114.9 million to pay estimated fees and expenses related to the Citadel Acquisition, the Equity Investment and the Acquisition Credit Facility.

We expect that upon completion of the CMP Refinancing, CMP and its subsidiaries will become restricted subsidiaries and guarantors of our obligations, under the agreements governing the new indebtedness.

Consummation of each of the pending transactions, including the CMP Acquisition, the Citadel Acquisition and the Equity Investment, is subject to various customary closing conditions. See The CMP Transaction for a description of the material terms and conditions, including closing conditions, relating to the CMP Acquisition. For the Citadel Acquisition, the closing conditions include, but are not limited to (i) regulatory approval by the FCC; (ii) the expiration or early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended (HSR Act); and (iii) the absence of any material adverse effect on Citadel or us, as the case may be. The consummation of the Equity Investment is also subject to regulatory approval by the FCC and the expiration or early termination of any waiting period under the HSR Act, as well as our completion of the Citadel Acquisition. Our ability to borrow under the Acquisition Credit Facility and the Acquisition Bridge Facility will be subject to various conditions, including, among others (i) the consummation of the Citadel Acquisition in accordance with the terms of the Citadel Merger Agreement; (ii) the receipt of the net cash proceeds from the Equity Investment; and (iii) the absence of any material adverse effect on our business. We currently anticipate that the CMP Acquisition will be completed in the third quarter of 2011 and the Citadel Acquisition and the related Global Refinancing, including the Equity Investment, will be completed prior to the end of 2011.

The actual timing of each of these proposed and pending transactions will depend upon a number of factors, including the various conditions set forth in the respective transaction agreements. There can be no assurance that any of such pending or proposed transactions will be consummated or that, if any of such transactions is consummated, the timing or terms thereof will be as described herein and as presently contemplated.

**Cumulus Media Partners, LLC**

Cumulus Media Partners, LLC  
3280 Peachtree Road, N.W.  
Suite 2300  
Atlanta, Georgia 30305

## **Table of Contents**

CMP, through Radio Holdings, owns 30 radio stations in eight markets, including San Francisco, Dallas, Houston, Atlanta, Cincinnati, Indianapolis, and Kansas City. Separately, through its indirectly wholly-owned subsidiary KC LLC, CMP owns two stations in the Kansas City market and two stations in the Houston market. CMP has entered into an agreement to dispose of KC LLC, although we expect to continue to manage those four stations pursuant to a management agreement.

Cumulus Media currently owns 25% of the equity interests of CMP, and the CMP Sellers collectively own 75% of the equity interests of CMP.

Cumulus Media has managed CMP's business pursuant to a management agreement that was entered into with a subsidiary of CMP in May 2006. See [The CMP Transaction Management Agreement](#).

## **THE CMP TRANSACTION**

### **The CMP Acquisition**

In the CMP Acquisition, we have agreed with the CMP Sellers to acquire all of the outstanding equity interests of CMP not already owned by us. Pursuant to the terms of the Exchange Agreement, at the consummation of the CMP Acquisition, we expect to issue 3,315,238 shares of our Class A common stock to Blackstone and 3,315,238 shares of Class D common stock, which would be a new class of non-voting common stock created pursuant to the Charter Amendment, to each of Bain and THL. The shares of Class D common stock may be converted on a share-for-share basis into shares of Class A common stock at the option of the holder (subject to applicable regulatory requirements), and otherwise are treated equally with our Class A common stock.

We have entered into the Exchange Agreement with each of the CMP Sellers. The following description of the Exchange Agreement is only a summary of its material terms and is qualified by reference to the actual text of the Exchange Agreement, a copy of which is attached to this proxy statement as Appendix A. We urge you to read the Exchange Agreement carefully, as it is the legal document that governs the CMP Transaction.

### **Conditions to the Completion of the CMP Acquisition**

The CMP Acquisition will not occur unless the FCC approves the transfer of control of the licenses held by CMP's subsidiaries to us. We have filed, jointly with CMP and its subsidiaries, applications with the FCC for the transfer of control of CMP's subsidiaries holding the licenses, permits and authorizations used by CMP's radio stations. The filing fees and other costs relating to these applications will be shared equally by us and CMP. We have also agreed in the Exchange Agreement to sell any media interest we acquire after the date of the Exchange Agreement if such sale is necessary to obtain FCC approval.

The Exchange Agreement provides that the CMP Acquisition cannot be completed unless and until an FCC order approving the transfer of control of the licenses, permits and authorizations used by CMP's subsidiaries becomes a final order. If the FCC has not approved such transfer by issuing a final order by December 31, 2011, either we or the CMP Sellers may terminate the Exchange Agreement. Under applicable law and FCC rules, a preliminary order will become final if it has not been challenged by third parties or changed by the FCC itself within certain prescribed time limits. On February 23 and April 26, 2011, we received initial orders from the FCC approving the transfer of control of licenses, permits and authorizations used by CMP's subsidiaries to us, and by June 6, 2011, all initial orders became final.

In addition to receipt of the final FCC order described above and other customary closing conditions, the respective obligations of each party to consummate the CMP Acquisition are subject to:

the approval by our stockholders of the Charter Amendment and the issuance of shares of our common stock pursuant to the CMP Acquisition;

the approval for listing on the NASDAQ Global Market of the shares of Class A common stock to be issued in connection with the CMP Acquisition;

**Table of Contents**

the filing of and acceptance by the Delaware Secretary of State of the Charter Amendment; and

the expiration or early termination of any waiting period (and any extension thereof) applicable to the consummation of the CMP Acquisition under the HSR Act.

**The Exchange Agreement**

***Representations and Warranties***

We have made representations and warranties in the Exchange Agreement about us, our material subsidiaries and respective businesses, which representations and warranties are customary for a transaction of this nature. These representations and warranties relate to:

our and our subsidiaries' corporate existence, power and qualification to do business;

our capital structure;

the necessary corporate authorization and governmental approvals for us and our subsidiaries to enter into the Exchange Agreement and the applicable transaction documents and to carry out the transactions contemplated thereby;

the absence of a breach of our or our subsidiaries' articles of incorporation, bylaws, or material agreements, or any violation of laws to which we or our subsidiaries are subject, as a result of entering into the Exchange Agreement and the CMP Acquisition;

our SEC reports and the compliance of our financial statements with applicable accounting requirements;

the conduct of our and our subsidiaries' respective businesses;

outstanding or threatened litigation against or affecting us or our subsidiaries;

compliance by us and our subsidiaries with applicable laws and orders;

the validity of our and our subsidiaries' interest in real property, other tangible assets and intellectual property;

certain material contracts of us and our subsidiaries;

insurance policies maintained by or on behalf of us and our subsidiaries;

environmental matters relating to us and our subsidiaries;

employee benefit plans of us and our subsidiaries;

labor matters relating to us and our subsidiaries;

the absence of any undisclosed liabilities of us and our subsidiaries;

taxes and tax returns of us and our subsidiaries;



related-party relationships of our and our subsidiaries controlled affiliates, officers or directors;

brokers or finders fees and expenses related to the Exchange Agreement and transactions contemplated thereby;

the vote required in connection with the Exchange Agreement and transactions contemplated thereby;

the recommendation of our Board of Directors in connection with the Exchange Agreement and transactions contemplated thereby;

the information to be contained in the proxy statement supplied in connection with the Exchange Agreement and transactions contemplated thereby; and

**Table of Contents**

our knowledge of breaches or inaccuracies of any of the representations and warranties made by the CMP Sellers regarding CMP or its subsidiaries contained in the Exchange Agreement.

The CMP Sellers, severally and not jointly, have made representations and warranties in the Exchange Agreement about CMP, its material subsidiaries and their respective businesses, which representations and warranties are customary for a transaction of this nature. These representations and warranties relate to:

CMP's and its subsidiaries' corporate existence, power and qualification to do business;

the CMP Sellers' ownership interest in CMP and CMP's capital structure;

the necessary corporate authorization and governmental approvals for CMP and its subsidiaries to enter into the Exchange Agreement and the applicable transaction documents and carry out the transactions contemplated thereby;

the absence of a breach of CMP or its subsidiaries' articles of incorporation, bylaws, or material agreements, or any violation of laws to which CMP or its subsidiaries are subject, as a result of entering into the Exchange Agreement and the CMP Acquisition;

compliance of CMP's financial statements with generally accepted accounting principles;

the conduct of CMP and its subsidiaries' respective businesses;

outstanding or threatened litigation against or affecting CMP or its subsidiaries;

compliance by CMP and its subsidiaries with applicable laws and orders;

the validity of CMP and its subsidiaries' interest in real property, other tangible assets and intellectual property;

certain material contracts of CMP and its subsidiaries;

insurance policies maintained by or on behalf of CMP and its subsidiaries;

environmental matters relating to CMP and its subsidiaries;

employee benefit plans of CMP and its subsidiaries;

labor matters relating to CMP and its subsidiaries;

the absence of any undisclosed liabilities of CMP and its subsidiaries;

taxes and tax returns of CMP and its subsidiaries;

related-party relationships of controlled affiliates, officers or directors of CMP and its subsidiaries; and

brokers' or finders' fees and expenses related to the Exchange Agreement and transactions contemplated thereby.

*Covenants*

From the date of the Exchange Agreement to the effective date of the CMP Acquisition, we have agreed to conduct our and CMP's business in all material respects in the ordinary course of business, consistent with past practices and in accordance with the management agreement (described herein) pursuant to which we currently manage the business of CMP. Specifically, we have agreed that we will use commercially reasonable efforts to:

keep and maintain our and CMP's respective assets, rights and properties in substantially the same operating condition and repair (normal wear and tear excepted) as currently maintained;

maintain and preserve intact our and CMP's respective business organization and permits, and maintain and preserve our and CMP's respective relationships with the suppliers, licensors, licensees, franchisees, distributors, officers, employees, customers and others having business relations with us and CMP, respectively;

**Table of Contents**

continue all existing insurance policies in full force and effect and at least at such levels as are in effect on the date of the Exchange Agreement, or to replace any such policies with equivalent replacements; and

comply with all applicable laws, orders and collective bargaining agreements.

In addition, we have made the following covenants:

to undertake a fair market valuation (a FMV ) of the equity interests of CMP and to file a Notification and Report Form pursuant to the HSR Act within specified periods;

to undertake a new FMV every thirty days until the consummation of the CMP Acquisition (with certain exceptions) and to file a Notification and Report Form pursuant to the HSR Act within specified periods;

to make certain other filings pursuant to applicable antitrust laws and to furnish promptly any additional information that may be requested pursuant to the HSR Act or any other antitrust law;

to take certain actions to effect the sale, divestiture, license or other disposition of such assets or businesses of us or our subsidiaries or, effective as of the closing of the CMP Acquisition, CMP or any of its subsidiaries, as may be required in order to avoid the commencement of any action, suit or proceeding to prohibit the transactions pursuant to the Exchange Agreement, subject to certain limitations and conditions;

to file jointly with CMP applications with the FCC requesting its consent to transfer control of CMP (the Transfer of Control Applications ) and use commercially reasonable efforts to obtain the grant of the Transfer of Control Applications;

to prepare and file with the SEC a proxy statement to be sent to our stockholders in connection with a stockholders meeting at which the issuance of shares in connection with the Charter Amendment and the issuance of shares of our common stock pursuant to the CMP Acquisition would be proposed and to take certain other actions in connection therewith;

to cause CMP s federal, state and local tax returns for the taxable years or periods that end on or prior to the closing date of the CMP Acquisition to be prepared and timely filed consistent with past practice, except as may be required by law;

to use our reasonable best efforts to cause the shares of Class A common stock to be issued to the CMP Sellers in connection with the CMP Acquisition and the Class D Conversion of shares of Class D common stock issued pursuant to the CMP Acquisition to be approved for listing on the NASDAQ Global Market, subject to official notice of issuance, as promptly as practicable, and in any event before the closing of the CMP Acquisition;

prior to the closing of the CMP Acquisition, to obtain a tail insurance policy with respect to directors and officers liability insurance and fiduciary liability insurance for all past and present directors, officers and employees of CMP and its subsidiaries (in all of their capacities) and all fiduciaries under any of CMP s benefit plans;

to nominate a representative designated by Blackstone for election to our Board of Directors for the next three successive annual meetings of our stockholders, until such time that Blackstone (together with its affiliates) ceases to beneficially own our common stock representing at least one-half of the aggregate amount of stock

consideration Blackstone will receive upon consummation of the CMP Acquisition;

to terminate certain existing agreements between us and CMP; and

to take certain actions relating to the exchange of new shares of Class A common stock for an equal number of shares of Class D common stock, subject to receipt by us from the applicable CMP Seller of such reasonable assurances as to ownership of the applicable shares and such other documentation (which shall be in customary form) as we may reasonably request.

**Table of Contents**

Finally, we and the CMP Sellers mutually agreed, among other things, to:

consult and cooperate with one another, and take certain other actions, to obtain required consents, clearances or approvals under applicable antitrust laws to enable all waiting periods thereunder to expire;

take certain actions with respect to the Transfer of Control Applications; and

assist and cooperate with the other parties in doing all things necessary, proper or advisable to consummate and make effective the transactions contemplated by the Exchange Agreement.

***Termination***

The Exchange Agreement may be terminated under the following circumstances:

by the mutual written consent of us and the specified representative of the CMP Sellers;

by either of us or the representative of the CMP Sellers, if:

stockholder approval of the issuance of shares of common stock in connection with the CMP Acquisition or the Charter Amendment is not obtained at this annual meeting;

the CMP Acquisition is not consummated by December 31, 2011; or

any governmental authority has enacted or issued any final and non-appealable law or order enjoining or otherwise prohibiting the consummation of the CMP Acquisition or transactions related thereto;

by us, upon a breach of any covenant, agreement representation or warranty by any of the CMP Sellers that is incapable of being cured or, if capable of being cured, has not been cured within thirty days following receipt by the representatives of the CMP Sellers of notice of such breach; and

by the representative of the CMP Sellers, upon a breach of any covenant, agreement representation or warranty by us that is incapable of being cured or, if capable of being cured, has not been cured within thirty days following receipt by us from the representative of the CMP Sellers of notice of such breach.

***Indemnification***

We have agreed to indemnify the CMP Sellers (in accordance with their proportionate pro-forma ownership percentage of Cumulus Media determined as set forth in the Exchange Agreement) for losses resulting from a breach or inaccuracy of any representation or warranty we gave or a failure to fulfill any post-closing covenant or agreement that we are obligated to fulfill under the Exchange Agreement.

The CMP Sellers have, severally and not jointly, agreed to indemnify us and our subsidiaries for losses resulting from a breach or inaccuracy of a representation or warranty they gave or a failure to fulfill any covenant or agreement that they are obligated to fulfill under the Exchange Agreement.

In addition, in the Exchange Agreement we agreed to pay to the CMP Sellers an additional indemnity amount if the fees and other costs incurred in connection with any amendment or waiver to our Existing Credit Agreement in respect of any failure during 2011 to comply with the leverage ratio thereunder were to exceed one percent (1%) of the

outstanding principal balance and unpaid interest owed thereunder. In conjunction with the retirement of the term debt under the Existing Credit Agreement with the proceeds from the offering of the 2019 Notes, such agreement was amended to remove the leverage ratio. No fee was paid with respect of this amendment.

Generally, each representation, warranty, indemnification, covenant and agreement by the parties to the Exchange Agreement will survive the effective date of the CMP Acquisition and will terminate nine (9) months after such date. However, the representations of us and the CMP Sellers with respect to organization, capitalization, brokers or finders, title to units, authorization and validity of agreement (each, a Fundamental Representation ) will survive indefinitely, all covenants required to be performed in whole or in

## **Table of Contents**

part prior to closing will terminate at closing and all covenants required to be performed in whole or in part following the closing will survive for a period of 90 days following the date on which the performance of such covenants is required to be completed. Any party seeking indemnification must deliver to the applicable indemnifying party a claim notice in writing within the applicable survival period.

Claims for indemnification (other than in connection with a breach or inaccuracy of a Fundamental Representation) are subject to a cap of 994,572 shares of our common stock (the Indemnification Cap ). In addition, we are not subject to any liability arising from or in connection with the Exchange Agreement or transactions contemplated therein which would result in payment to the CMP Sellers a number of shares of our common stock in excess of the number of shares of our common stock issued to the CMP Sellers at the closing of CMP Acquisition. Claims for indemnification (other than in connection with a breach or inaccuracy of a Fundamental Representation) are also subject to a threshold of 99,457 shares of our common stock (the Indemnification Threshold ), and no party will have any liability arising from or in connection with any breach or inaccuracy of their respective representations and warranties (other than in connection with a breach or inaccuracy of a Fundamental Representation) until the aggregate of all losses for such breaches or inaccuracies exceeds the Indemnification Threshold. After that, the party must reimburse for all amounts in excess of the Indemnification Threshold but only up to the Indemnification Cap.

## **Registration Rights Agreements**

We have agreed to enter into a registration rights agreement at the closing of the CMP Acquisition in which we will grant specified registration rights to the CMP Sellers with respect to the shares of our common stock being issued in connection with the CMP Transaction.

Pursuant to the registration rights agreement, we will agree to prepare and file with the SEC one or more registration statements that will cover the resale, on a continuous basis, of all of the shares of Class A common stock issued in connection with the CMP Acquisition or upon the Class D Conversions. With respect to the shares of our Class A common stock held by the CMP Sellers, we will be required to file the registration statements and to use our reasonable best efforts to cause the registration statements to be declared effective by the SEC within nine months after the closing date of the CMP Acquisition. The registration rights agreement will also provide both the CMP Sellers and the holders of the CMP Warrants with certain demand and piggyback registration rights.

## **Voting Agreements**

In connection with our entry into the Exchange Agreement, each of the Dickeys executed the Dickey Voting Agreement pursuant to which the Dickeys agreed to vote the shares of our common stock beneficially owned by them in favor of the Charter Amendment and the issuance of shares of our common stock in connection with the CMP Transaction at any meeting of stockholders called on which such matters are presented for approval. The shares of our common stock beneficially owned by the Dickeys represent in the aggregate approximately 50% of the outstanding voting power of our common stock. The Dickeys also agreed in the Dickey Voting Agreement to vote all of their shares in favor of the director nominee designated by Blackstone in accordance with the terms of the Exchange Agreement.

In connection with our entry into the Exchange Agreement, each of the BofA Entities, which currently hold shares of our common stock representing approximately 4% of the outstanding voting power of our common stock, executed the BofA Voting Agreement, which is substantially similar to the Dickey Voting Agreement. Pursuant to the BofA Voting Agreement, the BofA Entities also agreed to vote the shares of our common stock beneficially owned by them in favor of the Charter Amendment and the issuance of shares of our common stock in connection with the CMP Transaction at any meeting of stockholders called on which such matters are presented for approval. The BofA Entities also agreed in the BofA Voting Agreement to vote all of their shares in favor of the director nominee



designated by Blackstone.

Accordingly, pursuant to the Voting Agreements, we have received commitments from holders of approximately 54% of the outstanding voting power of our common stock to vote in favor of Proposal Nos. 1

## **Table of Contents**

and 2 and for the election of Mr. David M. Tolley as a director pursuant to Proposal No. 3, and we expect such proposals to be approved.

### **Management Agreement**

In connection with the formation of CMP in 2006, we entered into a management agreement with a subsidiary of CMP pursuant to which our personnel manage the operations of CMP's subsidiaries. The agreement provides for us to receive, on a quarterly basis, a management fee equal to the greater of (i) \$4.0 million per annum or (ii) 4.0% of the CMP subsidiaries' annual Adjusted EBITDA (defined as earnings before interest, taxes, depreciation and amortization on a consolidated basis, calculated before deduction of the management fee and a monitoring fee payable to the other members of CMP). We recorded as net revenues approximately \$4.0 million in management fees from CMP for each of the years ended December 31, 2010, 2009 and 2008. The management agreement remains in effect, and will be terminated on the earlier of (i) the completion of the CMP Acquisition or (ii) May 3, 2012.

### **The Restated Warrant Agreement**

#### ***Background***

In March 2009, Radio Holdings, pursuant to an exchange offer made to the holders of the outstanding 9.875% Senior Subordinated Notes due 2014 of CMPSC (the "CMP 9.875% Notes"), issued, among other consideration, the Radio Holdings Warrants, which allow the holders thereof to purchase up to an aggregate of 3,740,893 shares of Radio Holdings' common stock at a per share purchase price of \$0.01 per share, all on the terms and conditions and pursuant to the provisions set forth in the Radio Holdings Warrant Agreement. In connection with the CMP Acquisition, on June 21, 2011, holders of the requisite majority of the outstanding Radio Holdings Warrants entered into a written consent to the Radio Holdings Warrant Agreement pursuant to which the Radio Holdings Warrant Agreement would be amended and restated in its entirety on the closing date of the CMP Acquisition and the Restated Warrant Agreement would thereafter set forth the terms pertaining to the CMP Warrants.

Pursuant to the Restated Warrant Agreement, the outstanding CMP Warrants will become exercisable, commencing on the CMI Delivery Date, for an aggregate of 8,267,968 shares of our Class D common stock (subject to adjustments for rounding for fractional shares in respect of warrant holders) on the terms and subject to the conditions set forth in the Restated Warrant Agreement. Following the issuance of shares of our Class D common stock upon a Warrant Exercise, such shares of Class D common stock will be convertible by their terms into shares of our Class A common stock at the times and in the manner discussed under the heading "Proposal No. 1 Description of Class D Common Stock."

The Restated Warrant Agreement will provide that the CMP Warrants will expire on the earlier to occur of (i) March 26, 2019, and (ii) the later of (A) the 30th day succeeding the redemption in full of all of Radio Holdings' outstanding Series A Preferred Stock, par value \$0.01 per share and (B) the 90th day succeeding the CMI Delivery Date. The Restated Warrant Agreement will also remove the pre-emptive and tag-along rights previously included in the Radio Holdings Warrant Agreement, and holders of CMP Warrants will not be entitled to such rights.

In connection with their consent to the Restated Warrant Agreement, the holders of the Radio Holdings Warrants have agreed to terminate the existing registration rights agreement covering the resale of shares of Radio Holdings common stock issuable upon exercise of the Radio Holdings Warrants and will enter into a new registration rights agreement that will cover the resale, on a continuous basis, of all of the shares of Class A common stock issuable upon conversion of the Class D common stock received upon exercise of the CMP Warrants. See "Registration Rights Agreements"

*Conditions to the Effectiveness of the Restated Warrant Agreement*

The Restated Warrant Agreement will be entered into on the date of the closing of the CMP Acquisition. The Class D common stock issuable upon exercise of the CMP Warrants will be authorized pursuant to the

**Table of Contents**

Charter Amendment. Receipt of stockholder approval of the Charter Amendment is a condition to the consummation of the CMP Acquisition and, thus, the effectiveness of the Restated Warrant Agreement. Consummation of the CMP Acquisition is also a condition to the effectiveness of the Restated Warrant Agreement. If such approval is not obtained or the CMP Acquisition is not consummated, the Restated Warrant Agreement will not become effective, the Radio Holdings Warrants will remain outstanding and the amendments to the Radio Holdings Warrants pursuant to the Restated Warrant Agreement will not occur.

***Number of Shares of Class D Common Stock for Which CMP Warrants Will Be Exercisable***

Subject to adjustments described below, the CMP Warrants will initially be exercisable upon and after the day following the CMI Delivery Date for an aggregate of 8,267,968 shares of our Class D common stock (subject to adjustments for rounding for fractional shares in respect of warrant holders).

As described below, holders of CMP Warrants and the CMP Sellers will share proportionately, based on the number of shares of our common stock to be received by each, in the benefits and burdens of the indemnity provided for in the Exchange Agreement, with the number of shares of Class D common stock into which CMP Warrants will be exercisable subject to:

decrease in connection with the resolution of claims by us for indemnification related to specified breaches or inaccuracies of representations or warranties regarding CMP set forth in the Exchange Agreement (a Seller Indemnity Claim ); and

increase in connection with the resolution of claims by or on behalf of the CMP Sellers for indemnification related to specified breaches or inaccuracies of our representations or warranties set forth in Exchange Agreement or in connection with any amendment or waiver to our senior credit facility the costs of which exceeds an amount specified in the Exchange Agreement (a CMI Indemnity Claim ).

On the CMI Delivery Date, the number of shares of Class D common stock for which the CMP Warrants will be then exercisable will be reduced as described in the following paragraph, or reduced by a number of shares relating to then pending indemnification claims under the Exchange Agreement which may result in a reduction of the number of shares issuable pursuant to the exercise of the CMP Warrants pursuant to the following paragraph, with such shares for which the CMP Warrants may become exercisable relating to such pending claims to become so exercisable, or the reduction in this regard completed, at the time such pending claims are finally determined under the Exchange Agreement.

If the CMP Sellers are determined to be required to indemnify us for a Seller Indemnity Claim, then the number of shares of Class D common stock for which the CMP Warrants held by each holder are otherwise exercisable will be reduced by a number of shares (if including a fraction of a share, rounded down to the closest whole share number) equal to the Holders Share Indemnity Total (defined herein) in respect of such Seller Indemnity Claim multiplied by the Holder s Proportionate Share (defined herein) of such holder.

On the CMI Delivery Date (if any CMI Indemnity Claim has been finally determined prior to such date), and upon the final determination of any CMI Indemnity Claim after such date, the number of shares of Class D common stock for which CMP Warrants held by each holder are then exercisable will be increased by a number of shares (if including a fraction of a share, rounded up to the closest whole share number) equal to the Holders Share Indemnity Total in respect of such CMI Indemnity Claim multiplied by the Holder s Proportionate Share of such holder. Should such final determination occur subsequent to the CMI Delivery Date, Radio Holdings will cause us to deliver additional shares of Class D common stock, and the number of shares for which the CMP Warrants are then exercisable will be increased, each to give effect to the foregoing adjustments.

For purposes of the adjustments described above:

*Holder's Share Indemnity Total* means, as to any Seller Indemnity Claim or CMI Indemnity Claim, as the case may be, the number of shares of our common stock constituting the Seller's Share

## **Table of Contents**

Indemnity Total or the CMI Share Indemnity Total, as the case may be, multiplied by a fraction, the numerator of which is 8,267,968 and the denominator is 9,945,714.

*Holder's Proportionate Share* means, with respect to any holder of CMP Warrants, (i) the number of shares of Class D common stock for which such holder may initially exercise its CMP Warrant under the Restated Warrant Agreement divided by (B) the number of all shares of Class D common stock for which all holders of CMP Warrants may initially exercise CMP Warrants under the Restated Warrant Agreement.

*Sellers' Share Indemnity Total* means, as to any Seller Indemnity Claim, the total number of shares of our common stock payable by the CMP Sellers to us required to satisfy such claim.

*CMI Share Indemnity Total* means, as to any CMI Indemnity Claim, the total number of shares of our common stock payable by us to the CMP Sellers required to satisfy such claim.

Radio Holdings will promptly notify each holder and the Warrant Agent of any adjustment in the number of shares of Class D common stock for which such holder's CMP Warrant is exercisable.

### ***Warrant Share Exchange Agreement***

In connection with the closing of the CMP Transaction, we will enter into an agreement (the *Warrant Share Exchange Agreement*) with Radio Holdings pursuant to which we will agree to issue as directed by Radio Holdings the shares of Class D common stock that Radio Holdings will be required to deliver to holders of the CMP Warrants upon their exercise pursuant to the Restated Warrant Agreement. Pursuant to the Restated Warrant Agreement, Radio Holdings has agreed that it will at all times obtain pursuant to the Warrant Share Exchange Agreement, and keep available for issuance upon the exercise of CMP Warrants, a number of shares of Class D common stock sufficient to permit the exercise in full of all CMP Warrants.

### **Background of the CMP Transaction**

We regularly review and evaluate our business strategy and strategic options in an effort to enhance stockholder value. As a part of those efforts, in October 2005 we announced the formation of CMP, a private partnership that we formed with affiliates of the CMP Sellers, and in May 2006 CMP completed the acquisition of the radio broadcasting business of Susquehanna Pfaltzgraff Corp. ( *Susquehanna* ) for approximately \$1.2 billion. At the time of its acquisition by CMP, Susquehanna was the largest privately owned radio broadcasting company in the United States and the 11th largest radio station operator in terms of revenue. While our historical focus had been on mid-sized radio markets in the United States, we recognized that large-sized radio markets provided an attractive combination of scale, diversification, and content and distribution opportunities for future growth.

In connection with the capitalization of CMP and the consummation of the acquisition of Susquehanna, we and the CMP Sellers, as the equityholders of CMP, entered into an equityholders' agreement (the *Equityholders Agreement*), which set forth certain transfer restrictions, voting rights and powers of the equityholders of CMP with respect to CMP and its subsidiaries. The Equityholders Agreement provides, among other things, that (i) any significant action taken by CMP or its subsidiaries during the initial three years required the approval of Cumulus Media and the approval of a majority of the CMP Sellers and, thereafter, simply the approval of holders of a majority of the membership interests in CMP, (ii) Cumulus Media and the CMP Sellers have preemptive rights with respect to any new issuance of securities by CMP or its subsidiaries, and (iii) the parties may not transfer their equity interests in CMP, except under certain circumstances. The Equityholders Agreement also sets forth certain rights of first offer, tag-along rights and drag-along rights in the event of proposed transfers of equity interests in CMP. As part of those rights, in the event that any CMP Seller holding a majority of the voting interests of CMP intended to initiate a sale of

CMP, such CMP Seller must first give notice to Cumulus Media and Cumulus Media would be entitled, within 20 business days after receiving that notice, to inform the CMP Seller of the price that Cumulus Media is willing to pay to acquire all equity interests of CMP held by the CMP Sellers, and the CMP Sellers would then have 30 days to accept or reject any such offer by Cumulus Media.

**Table of Contents**

In connection with the formation of CMP, CMPSC entered into a \$700.0 million senior secured term loan agreement and a \$100.0 million revolving credit agreement (together, the CMPSC Credit Facilities ) and issued \$250.0 million in aggregate principal amount of the CMP 9.875% Notes, which are guaranteed by CMPSC's sole stockholder, Radio Holdings, and by each of CMPSC's subsidiaries.

Also in connection with the completion of the Susquehanna acquisition, we entered into a management agreement with a subsidiary of CMP under which, subject to oversight by the board of directors of CMP, we would manage CMP's radio broadcasting operations and corporate development, including management at the corporate level of sales, programming, marketing, technical, finance, accounting, legal, human resources, risk management and information technology, as well as evaluation and consummation of divestitures, acquisitions, swaps, signal upgrades, move-ins, and high definition build-out and development. Pursuant to the management agreement, our senior management has served as senior management of the CMP entities owning or operating the managed assets, although Cumulus Media maintained responsibility for all salary, benefits and related employment compensation expenses of Cumulus Media employees providing those management services. In exchange for the management services we provide under the management agreement, we receive an annual management fee equal to the greater of \$4.0 million or 4% of CMP's adjusted earnings, payable on a quarterly basis. During each of 2009 and 2010, we received management fees of \$4.0 million.

In July 2008, two of the CMP Sellers, Bain and THL, elected to assume non-attributable ownership status for their interests in CMP for regulatory purposes, and therefore waived their rights to designate board members of CMP and its subsidiaries and agreed that their respective board designees to such entities would resign. Consequently, Cumulus Media and Blackstone, as the remaining members of CMP that did not assume non-attributable ownership status of CMP, each have the right to appoint one-half of the number of directors on the boards of CMP and its subsidiaries, and agreed that any significant action taken by the boards of directors of CMP, or its subsidiary Radio Holdco, must be approved by a majority of the directors present at the board meeting and by a majority of the directors designated by Blackstone. In addition, in connection therewith the Equityholders Agreement was amended to provide that Blackstone would have the power and authority to initiate a sale of CMP, and to exercise the rights of the CMP Sellers under the Equityholders Agreement with respect thereto. Consequently, any significant transactions involving CMP, including any sale of CMP or the CMP Sellers' interests therein, require the approval of Blackstone.

In late 2008 and early 2009, as the capital and credit markets, and the economic and business environment generally, worsened, CMP forecasted that its 2009 revenues would decline further and that it would likely face covenant compliance issues under the agreement governing the CMPSC Credit Facilities (the CMPSC Credit Agreement ) and the CMP 9.875% Notes. Following that assessment, and in an effort to significantly reduce its long-term debt, in March 2009, CMPSC and Radio Holdings completed an exchange offer (the CMP 2009 Exchange Offer ) pursuant to which approximately \$175.5 million of the then-outstanding CMP 9.875% Notes were exchanged for an aggregate of (i) \$14.0 million in aggregate principal amount of Variable Rate Senior Secured Notes due 2014 of CMPSC (the CMP 2014 Notes ), (ii) an aggregate of 3,273,633 shares of preferred stock with a stated value of \$10.00 per share of Radio Holdings (the Radio Holdings Preferred Stock ), and (iii) the Radio Holdings Warrants permitting the holders thereof to purchase an aggregate of 3,740,893 shares, representing approximately 38.1% of the common stock of Radio Holdings and having an exercise price of \$0.01 per share. As a result of the successful completion of the exchange offer on March 26, 2009, CMPSC was able to remain in compliance with applicable financial covenants under its credit facility.

As the economy in general, and the radio broadcasting industry in particular, began to recover in late 2009 and 2010, consistent with our Board's regular consideration of strategic actions that could enhance long-term stockholder value, our management and Board of Directors periodically evaluated the potential to combine CMP and Cumulus Media, and the circumstances where such a strategic combination might make sense.



At a regularly scheduled meeting of our Board of Directors on July 28, 2010, there was a discussion of the potential benefits of combining CMP with Cumulus Media, and the operational, financial and strategic

**Table of Contents**

objectives that could be achieved from such a combination, as well as the impact of such a combination on each company's existing credit arrangements.

Also in July 2010, we entered into an amendment to our Existing Credit Agreement, which amendment, among other things, provided that we could acquire up to 100% of the equity interests of CMP (or two of its subsidiaries, Radio Holdings or Radio Holdco).

At a meeting of our Board of Directors on August 18, 2010, management provided the Board of Directors with a detailed analysis of a potential combination with CMP, and there was extensive discussion regarding whether to commence a dialogue with the CMP Sellers about a possible purchase of their interests in CMP. The Board, together with members of our management, considered various possible advantages and disadvantages of such a transaction, and then determined that Mr. L. Dickey should commence exploratory discussions with representatives of the CMP Sellers.

With the continued improvements in the economy, and particularly in advertising spending in the radio broadcasting industry, during 2010, commencing in September 2010, Mr. L. Dickey engaged in various discussions with David M. Tolley, as a representative of Blackstone, which, as described above, was vested with the authority to determine whether to engage in a sale of the CMP Sellers' interests in CMP under the Equityholders Agreement regarding the possibility of combining CMP with Cumulus Media. In connection with those discussions, UBS Securities was engaged to assist us in evaluating and analyzing such a proposed transaction. In addition, Citadel Securities LLC (Citadel Securities) was engaged by CMP to assist it in evaluating such a possible transaction.

During October and November 2010, Cumulus Media, with the assistance of UBS Securities, and Blackstone, with the assistance of Citadel Securities, engaged in various financial analyses of a possible combination, and conducted financial due diligence with respect to one another.

On October 27, 2010, at a regularly scheduled meeting of our Board of Directors, our management reported to the Board of Directors on the ongoing discussions with representatives of Blackstone, and on the related financial analyses that we were preparing and the impact of such a combination on overall leverage and liquidity for the combined company.

On November 10, 2010, Mr. L. Dickey met with Mr. Tolley, on behalf of Blackstone, and with representatives of Citadel Securities, to discuss the possible structure and valuation issues for a potential combination. Following that meeting, there were a series of discussions among representatives of Cumulus Media and Blackstone, and their respective financial advisors, regarding financial and valuation issues, tax issues, operational issues, and structure, pricing and timing considerations.

On December 9, 2010, Mr. L. Dickey, Mr. Tolley, and Mr. Robert H. Sheridan III, who is chairman of our Audit Committee and who serves on our Board of Directors as the designee of the BofA Entities, which hold approximately 18% of our outstanding common stock, met to discuss structure, pricing and valuation issues with respect to a possible combination.

On December 15, 2010, Blackstone sent to Cumulus Media a Right Of First Offer Notice (the Offer Notice), pursuant to the terms of the Equityholders Agreement, in which Blackstone stated its intention to initiate a sale of CMP in accordance with the terms thereof. Pursuant to the terms of the Equityholders Agreement, following receipt of such a notice, Cumulus Media was entitled, no later than 20 business days thereafter, to specify to Blackstone the price that Cumulus Media would pay for all, but not less than all, of the equity interests held by the CMP Sellers, and the material terms of such a transaction upon which Cumulus Media would agree to acquire those equity interests.

Based upon the various discussions regarding structure and valuation that had occurred over the prior two months, on December 17, 2010, Cumulus Media, through its legal counsel, Jones Day, submitted a term sheet to Blackstone's legal counsel, Simpson Thacher & Bartlett LLP, setting forth the principal terms on which Cumulus Media was prepared to acquire the remaining equity interests in CMP, including the proposed issuance of an aggregate of 18,325,000 shares of our common stock in exchange for all of the interests in CMP held by the CMP Sellers, with each CMP Seller receiving 3,762,489 shares, and the conversion of the

**Table of Contents**

Radio Holdings Warrants into warrants to purchase an aggregate of 7,037,533 shares of our common stock, at a nominal exercise price.

During the remainder of December and the first two weeks of January, there were various discussions among Cumulus Media, Blackstone, and their respective legal and financial advisors, in which the principal provisions of the term sheet were negotiated, and financial due diligence and valuation issues were discussed. Based upon those discussions, the number of shares of our common stock issuable to each CMP Seller was reduced to 3,315,238, and the number of shares of our common stock issuable upon exercise of the Radio Holdings Warrants reduced to 8,267,968 (subject to adjustments for rounding for fractional shares in respect of the warrant holders), for a total consideration of 18,213,682 shares of our common stock.

On January 14, 2011, Jones Day, on behalf of Cumulus Media, distributed a draft of the proposed exchange agreement. Between January 15 and January 28, 2011, our legal advisors and Blackstone's legal advisors negotiated the terms of the exchange agreement, as well as various related agreements, including the voting agreements, the registration rights agreement and the Charter Amendment, and the financial advisors for each side conducted financial due diligence.

On January 28, 2011, our Board of Directors met and reviewed the terms and conditions of the proposed exchange agreement and the transactions contemplated thereby. At that meeting, representatives of Jones Day reviewed the status of the transaction agreements, and the pending legal issues, and our management summarized the pending business issues. Then, representatives of Moelis, which we engaged on January 14, 2011, to render a fairness opinion regarding the CMP Transaction, presented its preliminary financial analysis of the proposed exchange, described the bases on which they would be prepared to render an opinion regarding the fairness of the resulting pro forma ownership of our common stock by the CMP Sellers implied by the shares and warrants of Cumulus Media issued or issuable to the CMP Sellers in the CMP Transaction in exchange for all of their respective outstanding equity interests in CMP (including the Radio Holdings Warrants) contemplated by the Exchange Agreement (referred to as the exchange ratio) is fair from a financial point of view to Cumulus Media, and addressed various questions from our Board of Directors.

From January 29 through 31, 2011, representatives of Cumulus Media and Blackstone, and their respective legal and financial advisors, continued to negotiate the remaining terms of the agreements related to the exchange. Concurrently, representatives of Blackstone engaged in various discussions and negotiations with representatives of the BofA Entities with respect to terminating certain of the governance rights that the BofA Entities had pursuant to the terms of our Class B common stock.

On January 31, 2011, our Board of Directors held another meeting, at which representatives of Jones Day reviewed the final agreed upon terms of the Exchange Agreement, and the principal agreements contemplated thereby, as well as the shares of stock to be issued in the transaction and the proposed changes to the terms of the Class B common stock, which had been agreed to by the BofA Entities. Representatives of Moelis then provided an update of its financial analysis for the benefit of the Board of Directors, taking into account changes in the trading prices of our common stock since their last report and the final terms of the transaction agreements. The representatives of Moelis then reviewed their financial analysis for the Board of Directors and delivered their oral opinion, which was subsequently confirmed in writing, that, based upon the terms and conditions set forth therein, the exchange ratio is fair, from a financial point of view, to Cumulus Media.

The Board of Directors then voted unanimously to approve the Exchange Agreement and the transactions contemplated thereby, and the agreement was thereafter executed and delivered. On January 31, 2011, after the closing of trading on the Nasdaq Global Select Market, we issued a press release announcing the CMP Transaction.

Between April and June, 2011, we and our legal counsel prepared the form of Restated Warrant Agreement and engaged in discussions with representatives of the holders of the Radio Holdings Warrants. On June 21, 2011, the holders of more than a majority of the outstanding Radio Holdings Warrants consented in writing to the Restated Warrant Agreement, which by its terms will take effect subject to, and conditioned upon, the closing of the CMP Acquisition.

## **Table of Contents**

### **Reasons for the CMP Transaction**

Our Board of Directors has determined that the CMP Transaction is in the best interests of our stockholders and has recommended that our stockholders approve the issuance of our shares of common stock in connection with the CMP Transaction. In making this determination, our Board of Directors consulted with our management and with our financial and legal advisors, and considered a number of factors in determining that the consideration to be paid in exchange for the equity interests in CMP (including the Radio Holdings Warrants) is fair to, and in the best interests of, our stockholders. The decision of our Board of Directors was based upon a number of potential benefits of the CMP Transaction and other factors that it believes could contribute to the success of our company, and thus inure to the benefit of our stockholders, including the following, the order of which does not necessarily reflect their relative significance:

*A more diversified and strategic national platform.* CMP currently owns 30 radio stations in eight markets, including San Francisco, Dallas, Houston, Atlanta, Cincinnati, Indianapolis and Kansas City. The addition of these radio stations to our company will add these large-sized markets to our portfolio of radio markets. It will also further our geographic diversity by establishing a greater presence in large-sized markets and provide us with a greater national media platform.

*Anticipated accretion to earnings.* The combined company should have increased broadcast cash flow and free cash flow, increased earnings before interest, taxes, depreciation and amortization, station operating margins, and increased after-tax cash flow, on a per share basis, when compared to Cumulus Media on our own.

*Increased size and scale of operations.* The addition of CMP helps to solidify our position as the second largest radio station company in the United States based on the number of stations owned, and increases our total revenues.

*Increase our equity market capitalization and liquidity.* The issuance of additional shares of our common stock in the CMP Transaction increases the total equity market capitalization of Cumulus Media, which we expect will also increase the trading volume, and therefore the liquidity, of our common stock.

*Strengthen our capital base to position Cumulus Media for strategic acquisitions.* The larger capital structure that will result from a combination of Cumulus Media and CMP strengthens the position of the combined company to pursue and finance strategic acquisitions, such as the subsequently announced Citadel Acquisition.

*Fairness opinion.* Our Board of Directors received the opinion of Moelis that, subject to the limitations and qualifications set forth therein, as of January 31, 2011, the exchange ratio in the CMP Transaction is fair, from a financial point of view, to Cumulus Media.

In addition, our Board of Directors identified and considered several potentially negative factors to be balanced against the positive factors listed above, including that the trading price of our common stock could be negatively impacted by market overhang relating to the shares of common stock that will be available for resale by the CMP Sellers following the completion of the CMP Acquisition and upon the Warrant Exercise. They also considered the effects of the potential dilution to our equity due to the substantial number of shares of common stock and warrants issuable pursuant to the CMP Transaction.

After considering all of the relevant factors, as well as the form and amount of consideration to be paid, our Board of Directors concluded that, on balance, the potential benefits of the CMP Transaction to us and our stockholders outweighed the associated risks.

This discussion of the factors considered by our Board of Directors is not intended to be exhaustive. In light of the variety of material factors considered in connection with its evaluation of the CMP Transaction, our Board of Directors did not find it practicable to, and did not, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination. In addition, our Board of Directors conducted an overall analysis of the factors described above and, in considering these factors, individual members of our Board of Directors may have given different weights to different factors. Our Board of Directors considered all

**Table of Contents**

of these factors as a whole, and ultimately considered the factors to be favorable to, and to support, its determination.

**Opinion of Cumulus Media's Financial Advisor**

On January 31, 2011, at a meeting of the Board of Directors of Cumulus Media held to evaluate the CMP Transaction, Moelis delivered its oral opinion, which was later confirmed in writing, that based upon and subject to the conditions and limitations and qualifications set forth in its written opinion, as of January 31, 2011, the exchange ratio is fair, from a financial point of view, to Cumulus Media.

**The full text of Moelis' written opinion dated January 31, 2011, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion is attached as Appendix B to this proxy statement and is incorporated herein by reference. Stockholders are encouraged to read Moelis' written opinion carefully and in its entirety. The following summary describes the material analyses underlying Moelis' opinion, but does not purport to be a complete description of the analyses performed by Moelis in connection with its opinion. Moelis' opinion is limited solely to the fairness of the exchange ratio from a financial point of view as of the date of the opinion and does not address Cumulus Media's underlying business decision to effect the CMP Transaction or the relative merits of the CMP Transaction as compared to any alternative business strategies or transactions that might be available to Cumulus Media. Moelis' opinion does not constitute a recommendation to any stockholder of Cumulus Media as to how such stockholder should vote with respect to the CMP Transaction or any other matter. Moelis' opinion was approved by a Moelis fairness opinion committee.**

In arriving at the conclusions reached in its opinion, Moelis has, among other things:

reviewed certain internal information relating to the business, including financial forecasts, earnings, cash flow, assets, liabilities and prospects of CMP, furnished to Moelis by Cumulus Media;

reviewed certain publicly available business and financial information relating to Cumulus Media that Moelis deemed relevant;

reviewed certain internal information relating to the business, including financial forecasts, earnings, cash flow, assets, liabilities and prospects of Cumulus Media, furnished to Moelis by Cumulus Media;

conducted discussions with members of senior management and representatives of Cumulus Media, who manage both Cumulus Media and CMP, concerning the matters described in the foregoing bullets as well as the respective businesses and prospects of Cumulus Media and CMP before and after giving effect to the CMP Transaction;

reviewed publicly available financial and stock market data, including valuation multiples, for Cumulus Media and compared them with those of certain other companies in lines of business that Moelis deemed relevant;

compared the proposed financial terms of the CMP Transaction with the financial terms of certain other transactions that Moelis deemed relevant;

reviewed drafts of the Exchange Agreement and related agreements contemplated thereby; and

conducted such other financial studies and analyses and took into account such other information as Moelis deemed appropriate.



In connection with its review, Moelis did not assume any responsibility for independent verification of any of the information supplied to, discussed with, or reviewed by Moelis for the purpose of its opinion and has, with the consent of the Board of Directors of Cumulus Media, relied on such information being complete and accurate in all material respects. In addition, at the direction of the Board of Directors, Moelis did not make any independent evaluation or appraisal of any of the assets or liabilities (contingent, derivative, off-balance-sheet or otherwise) of CMP, nor was Moelis furnished with any such evaluation or appraisal. With respect to the forecasted financial information referred to above, Moelis assumed, at the direction of the Board

## **Table of Contents**

of Directors, that such information was reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Cumulus Media as to the future performance of CMP and Cumulus Media and that such future financial results will be achieved at the times and in the amounts projected by management. Moelis was not requested to, and did not, express any opinion regarding any legal, regulatory, tax, accounting or financial reporting matters, including the tax effect of the CMP Transaction on Cumulus Media or its stockholders.

Moelis' opinion is necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to Moelis as of, the date of Moelis' opinion. Subsequent developments may affect Moelis' opinion and Moelis does not have any obligation to update, revise or reaffirm its opinion. Moelis assumed, with the consent of the Board of Directors, that all governmental, regulatory or other consents and approvals necessary for the consummation of the CMP Transaction will be obtained without the imposition of any delay, limitation, restriction, divestiture or condition that would have any adverse effect on CMP or Cumulus Media or on the expected benefits of the CMP Transaction.

### ***Financial Analysis***

The following is a summary of the material financial analyses presented by Moelis to the Board of Directors at its meeting held on January 31, 2011 in connection with the delivery of the oral opinion of Moelis at such meeting and its subsequent written opinion.

Some of the summaries of the financial analyses below include information presented in tabular format. In order to fully understand Moelis' analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the analyses performed by Moelis. Considering the data described below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Moelis' analyses.

### ***Transaction Overview/Implied Valuations***

As described above, for purposes of Moelis' opinion and the financial analyses described below, the pro forma ownership of Cumulus Media by current CMP stockholders and warrant holders implied by the shares and warrants of Cumulus Media issued or issuable to current CMP stock and warrant holders in the CMP Transaction in exchange for all of the outstanding interests of CMP is referred to as the exchange ratio. Specifically, the proposed transaction results in a pro forma equity split of 67.6% and 32.4% to Cumulus Media and CMP (including Cumulus Media's ownership stake in CMP), respectively.

Based on Cumulus Media's closing share price of \$3.80 on January 28, 2011, Moelis calculated that the equity value of Cumulus Media as of such date was \$170.3 million, resulting in an implied CMP equity value of \$81.8 million based on the exchange ratio. Moelis also calculated Cumulus Media's enterprise value, adding Cumulus Media's \$581 million of net debt to the \$170.3 million of equity value, resulting in a total Cumulus Media enterprise value of \$751.4 million. Moelis further calculated an implied enterprise value of \$738.8 million for CMP (consisting of CMP's implied equity value of \$81.8 million (including Cumulus Media's ownership stake in CMP), plus net debt of \$619.1 million and preferred stock of \$37.9 million). The \$751.4 million enterprise value of Cumulus Media implies that Cumulus Media is valued at 8.5x its 2010 estimated EBITDA of \$88.2 million and 7.6x its 2011 estimated EBITDA of \$99.5 million. The \$738.8 million implied enterprise value of CMP implies that CMP is valued at 9.5x CMP's 2010 estimated EBITDA of \$78 million and 8.3x its 2011 estimated EBITDA of \$89.5 million.

### ***Selected Public Companies Analysis***

Moelis compared certain financial information of Cumulus Media and CMP with corresponding financial information of certain selected publicly traded companies. Moelis selected publicly traded companies that

**Table of Contents**

shared similar characteristics with the business of Cumulus Media and CMP, operations and size, and for which relevant financial information was publicly available. The list of selected companies is set forth below:

Citadel Broadcasting Corporation;

Entercom Communications Corp.;

Radio One Inc.; and

Beasley Broadcast Group Inc. (the Selected Companies ).

Moelis also considered and analyzed CBS Corporation, CC Media Holdings, Inc., Emmis Communications Corp., Salem Communications Corp., Westwood One Inc. and Saga Communications Inc., but the table below does not include these companies.

As part of its selected public companies analysis, Moelis calculated and analyzed for each company referred to above the company's ratio of its enterprise value (calculated as fully diluted equity value based on closing stock prices as of January 28, 2011 plus debt, minority interests and preferred stock) to EBITDA and broadcast cash flow ( BCF ) for the most recent reported latest twelve months ending September 30, 2010 ( LTM ) and estimated calendar years 2010 and 2011, each of which is referred to in this section as E2010 and E2011. LTM data was based on public filings and E2010 and E2011 estimates were based on consensus public company analyst estimates, except that E2010 and E2011 for Cumulus Media and CMP were provided by Cumulus Media management. The following summarizes the results of these calculations for the Selected Companies and the implied multiples for each of Cumulus Media and CMP based on the exchange ratio:

	Low	High	Mean	Median	Cumulus Media	CMP
<b>Total Enterprise Value/EBITDA</b>						
LTM	9.1x	10.6x	9.6x	9.3x	9.2x	10.0x
E2010	8.1x	9.5x	8.9x	9.0x	8.5x	9.5x
E2011	6.9x	9.3x	8.4x	8.8x	7.6x	8.3x
<b>Total Enterprise Value/BCF</b>						
LTM	6.2x	8.5x	7.8x	8.3x	7.6x	8.8x
E2010	6.0x	8.8x	7.5x	7.8x	7.3x	8.7x
E2011	5.4x	8.6x	7.2x	7.7x	6.5x	7.7x

Moelis then applied a range of selected multiples of 7.5x to 8.5x to E2011 EBITDA for Cumulus Media and 8.0x to 9.0x for CMP, respectively, to derive an implied equity value of \$165.1 million to \$264.5 million for Cumulus Media and \$59.3 million to \$148.8 million for CMP. This analysis indicated an implied range of ownership to CMP of 18.3% to 47.4% compared to the 32.4% contemplated by the exchange ratio.

Moelis further applied a range of selected multiples of 6.5x to 8.0x to E2011 BCF for Cumulus Media and 7.5x to 8.5x for CMP, respectively, to derive an implied equity value of \$174.1 million to \$348.3 million for Cumulus Media and \$63.1 million to \$159.1 million for CMP. This analysis indicated an implied range of Cumulus Media ownership to CMP of 15.3% to 47.7% compared to the 32.4% contemplated by the exchange ratio.

*Selected Transactions Analysis*

Moelis considered recent transactions in the radio broadcasting sector and ultimately concluded that there were no precedent transactions that were relevant as part of its analysis.

*Discounted Cash Flow Analysis*

Moelis conducted a discounted cash flow, or DCF, analysis of Cumulus Media to calculate a range of implied equity values for Cumulus Media. A DCF analysis is a method of evaluating a business using estimates of the future unlevered free cash flows generated by the business and taking into consideration the time value of money with respect to those future cash flows by calculating their present value. Present

**Table of Contents**

value refers to the current value of one or more future cash payments for the business, which Moelis refers to as that business free cash flows, and is obtained by discounting those free cash flows back to the present using a discount rate that takes into account macro-economic assumptions and estimates of risk, the opportunity costs of capital, capitalized returns and other appropriate factors. Terminal value refers to the value of all free cash flows from an asset for periods beyond the final forecast period.

Using projections provided by Cumulus Media management, Moelis performed a DCF analysis of Cumulus Media utilizing the after-tax unlevered free cash flows for the calendar years 2011 to 2014, using discount rates ranging from 9.0% to 11.0%, which was based upon a number of factors, including the weighted average cost of capital of Cumulus Media. The terminal value was then calculated using a terminal EBITDA multiple range of 7.50x to 8.50x.

Based on the foregoing, Moelis derived for Cumulus Media an implied equity value range of \$359 million to \$495 million and an implied enterprise value range of \$940 million to \$1,076 million.

Using projections provided by Cumulus Media's management, Moelis performed a DCF analysis for CMP utilizing the after-tax unlevered free cash flows for the calendar years 2011 to 2014, using discount rates ranging from 9.0% to 11.0%, which was based upon a number of factors, including the weighted average cost of capital of CMP. The terminal value was then calculated using a terminal EBITDA multiple range of 8.0x to 9.0x.

Based on the foregoing, Moelis derived for CMP an implied equity value range of \$103 million to \$227 million and an implied enterprise value range of \$760 million to \$884 million.

This analysis indicated an implied range of ownership to CMP of 17.3% to 38.8% compared to the 32.4% contemplated by the exchange ratio.

**Other Analysis***Relative Contribution Analysis*

Moelis calculated the relative contributions of Cumulus Media and CMP to the combined company of projected BCF and EBITDA for the years 2010 through 2014, and net income for the years 2011 through 2014, based on the Cumulus Media and CMP projections provided by Cumulus Media's management. Moelis also calculated the relative contribution based on a transaction enterprise value, using Cumulus Media's share price of \$3.80 as of January 28, 2011. This analysis indicated the following relative contribution of Cumulus Media and CMP following the exchange.

		<b>Cumulus Media</b>	<b>CMP</b>
BCF	2010E	55.1%	44.9%
	2011E	54.8%	45.2%
	2012E	55.3%	44.7%
	2013E	55.3%	44.7%
	2014E	55.4%	44.6%
EBITDA	2010E	53.1%	46.9%
	2011E	52.6%	47.4%
	2012E	53.3%	46.7%
	2013E	53.2%	46.8%
	2014E	53.3%	46.7%

Transaction EV Splits		50.4%	49.6%
Net Income	2011E	61.7%	38.3%
	2012E	64.4%	35.6%
	2013E	63.8%	36.2%
	2014E	64.0%	36.0%
Exchange Agreement Equity Splits		67.6%	32.4%

**Table of Contents**

*Pro Forma Financial Analysis*

Moelis reviewed the potential pro forma financial effect of the CMP Transaction on Cumulus Media's fiscal years 2011 through 2014 projected earnings per share. Cumulus Media and CMP financial data was based on the Cumulus Media and CMP projections provided by Cumulus Media's management. This analysis indicated that the transaction could be accretive to Cumulus Media's projected earnings per share for fiscal years 2011 through 2014. The actual results achieved by Cumulus Media after the completion of the transactions may vary from projected results and the variations may be material.

*General*

The preparation of a fairness opinion is a complex analytical process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Moelis' opinion. In arriving at its fairness determination, Moelis considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis. Rather, Moelis made its fairness determination on the basis of its experience and professional judgment after considering the results of all of its analyses.

No company or transaction used in the analyses described above for purposes of comparison is directly comparable to Cumulus Media, CMP or the CMP Transaction. In addition, such analyses do not purport to be appraisals, nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by such analyses. Because the analyses described above are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, neither Cumulus Media, nor Moelis or any other person assumes responsibility if future results are materially different from those forecast.

The exchange ratio was determined through negotiations among Cumulus Media and its representatives, on the one hand, and the CMP Sellers and their representatives, on the other hand, and the decision by the Board of Directors to approve, adopt and authorize the Exchange Agreement was solely that of the Board of Directors. Moelis did not recommend any specific exchange ratio to the Board of Directors or suggest that any specific consideration constituted the only appropriate consideration for the CMP Transaction.

Moelis' opinion was prepared for the use and benefit of the Board of Directors in its evaluation of the CMP Transaction. Moelis was not asked to address, and its opinion does not address, the fairness to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of Cumulus Media. In addition, Moelis' opinion does not express any opinion as to the fairness of the amount or nature of any compensation to be received by any of Cumulus Media's officers, directors or employees, or any class of such persons, relative to the exchange ratio. At the direction of the Board of Directors of Cumulus Media, Moelis was not asked to, nor did it, offer any opinion as to the material terms of the Exchange Agreement, the Restated Warrant Agreement or the form of the CMP Transaction. Moelis also expressed no opinion as to what the value of the Cumulus Media common stock will be when issued pursuant to the Exchange Agreement or the prices at which it will trade in the future. In rendering its opinion, Moelis assumed, with the consent of the Board of Directors, that the final executed form of the Exchange Agreement and the Restated Warrant Agreement would not differ in any material respect from the drafts that Moelis examined, and that CMP and Cumulus Media would comply with all the material terms of such agreements.

Pursuant to the terms of Moelis' engagement, Cumulus Media agreed to pay Moelis a fee of \$500,000, payable upon delivery of Moelis' opinion, regardless of the conclusion reached in such opinion. In addition, Cumulus Media has agreed to indemnify Moelis for certain liabilities arising out of its engagement. In the past, Moelis has provided



investment banking and other services to affiliates of the CMP Sellers and received compensation for the rendering of such services. In the ordinary course of business, Moelis, its successors and its affiliates may trade securities of Cumulus Media and CMP for their own accounts and the accounts of their customers and, accordingly, may at any time hold a long or short position in such securities.

## **Table of Contents**

The Board of Directors retained Moelis because Moelis has substantial experience in similar transactions. Moelis is engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, strategic transactions, corporate restructurings, and valuations for corporate and other purposes.

### **Interests of Principal Officers/Directors in the CMP Transaction**

Pursuant to the Exchange Agreement, we agreed to appoint the Blackstone Designee to our Board of Directors, within three business days of signing the Exchange Agreement, and to nominate the Blackstone Designee for election to our Board at each of the next three successive annual meetings of our stockholders following the date of the Exchange Agreement. On January 31, 2011, Mr. David M. Tolley, a Senior Managing Director of Blackstone and a director of CMP, was appointed as the Blackstone Designee to our Board of Directors pursuant to the terms of the Exchange Agreement. Mr. Tolley has agreed to promptly resign from our Board of Directors if the Exchange Agreement is terminated prior to completing the CMP Acquisition. Pursuant to the Exchange Agreement and the Voting Agreements, for each of our next three successive annual meetings of stockholders, including the annual meeting to which this proxy statement relates, our Board of Directors is obligated to nominate Mr. Tolley, or his designated successor, for election as a director unless affiliates of Blackstone as a group cease to beneficially own at least one-half of the aggregate amount of our common stock that they will receive upon consummation of the CMP Acquisition. The Dickeys and the BofA Entities have agreed to vote their shares in favor of the election of Mr. Tolley. Mr. Tolley has served as a member of the board of directors of CMP since 2006.

In accordance with the Exchange Agreement, Mr. Tolley is entitled to the same compensation, if any, the same indemnification in connection with his role as a director and the same reimbursement for documented, reasonable out-of-pocket expenses incurred in attending meetings of the Board of Directors (or any committee thereof) as is received by the other non-management members of our Board of Directors.

A limited partnership in which Mr. L. Dickey, Jr., Mr. J. Dickey and certain other members of the Dickey family indirectly own a 1/3 equity interest, but that is not otherwise affiliated with us or CMP, is the beneficial holder of Radio Holdings Warrants exercisable for 1,350,707 shares of Radio Holdings common stock. Upon effectiveness of the Restated Warrant Agreement, these Radio Holdings Warrants will initially be exercisable on the day following the CMI Delivery Date for a total of 2,985,278 shares of our Class D common stock. In connection with and as a result of the effectiveness of the Restated Warrant Agreement, these members of the Dickey family may be deemed to beneficially own 995,092 additional shares of our common stock beginning on the date that is 60 days prior to the date on which such CMP Warrants become exercisable.

### **Accounting Treatment of the CMP Transaction**

We will account for the CMP Transaction using the acquisition method of accounting for a business combination. Under this method of accounting, the assets and liabilities of CMP, including intangible assets, will be recorded at their fair market values and the results of operations and cash flows of CMP will be included in our financial statements in each case, prospectively from the completion of the acquisition.

### **Absence of Appraisal Rights**

Under Delaware law, our stockholders will not have appraisal or dissenters' rights in connection with the CMP Transaction or the issuance of shares of our common stock in connection with the CMP Transaction.

**Table of Contents****CMP BUSINESS****Overview**

CMP commenced operations in 2006 and holds its radio broadcasting assets through two indirect wholly-owned subsidiaries, CMPSC and CMP KC LLC ( *KC LLC* ), both of which CMP owns indirectly through its direct wholly-owned subsidiary, Radio Holdco. On May 5, 2006, CMPSC acquired the radio broadcasting businesses of Susquehanna for approximately \$1.2 billion and commenced operations (the *Susquehanna Acquisition* ). Following completion of the *Susquehanna Acquisition*, those radio broadcasting businesses were operated by various subsidiaries of an indirect, wholly-owned subsidiary of CMP, Radio Holdings. In connection with the formation of CMP and the *Susquehanna Acquisition*, CMP formed *KC LLC*, a separate indirect wholly-owned subsidiary of CMP that is not a subsidiary of Radio Holdings, and Cumulus Media contributed to *KC LLC* four radio stations, with two in each of the Kansas City and Houston markets. *KC LLC* also entered into senior secured credit facilities under which it made term loan borrowings, the proceeds of which were used in part to finance the *Susquehanna Acquisition*. The radio stations owned by *KC LLC* are separate from the broadcasting businesses owned by Radio Holdings. *KC LLC* and its subsidiaries are not borrowers, or guarantors of the obligations, under the bank borrowings or outstanding notes of CMPSC, nor, assuming consummation of the *CMP Acquisition*, the *Citadel Acquisition* or the *Global Refinancing*, the indebtedness incurred in connection therewith. The businesses of both CMPSC and *KC LLC* are managed by Cumulus Media pursuant to a management agreement with CMP that was entered into in May 2006.

For the three months ended March 31, 2011, the *Susquehanna* and *KC LLC* businesses had net revenues of \$37.4 million and \$1.7 million, respectively, and CMP Station Operating Income of \$15.1 million and \$0.2 million, respectively. In 2010, the *Susquehanna* and *KC LLC* businesses had net revenues of \$181.7 million and \$7.0 million, respectively, and CMP Station Operating Income of \$84.7 million and \$0.9 million, respectively. For discussion of CMP Station Operating Income, including a reconciliation to operating income (loss), the most directly comparable measure calculated in accordance with accounting principles generally accepted in the United States ( *GAAP* ), see footnote 1 to CMP's selected historical financial data under *Selected Historical Consolidated Financial Information*. CMP has entered into an agreement to dispose of *KC LLC*, as further described herein, although it is intended that Cumulus Media will continue to operate the business of *KC LLC* subsequent to such disposal.

In connection with the formation of CMP, CMPSC entered into the CMPSC Credit Facilities and issued the CMP 9.875% Notes. In March 2009, CMPSC and its sole stockholder, Radio Holdings, completed the CMP 2009 Exchange Offer pursuant to which approximately \$175.5 million of the then-outstanding CMP 9.875% Notes were exchanged for an aggregate of (i) \$14.0 million in aggregate principal amount of the CMP 2014 Notes, (ii) the Radio Holdings Preferred Stock, and (iii) the Radio Holdings Warrants permitting the holders thereof to purchase an aggregate of 3,740,893 shares, representing approximately 38.1% of the common stock of Radio Holdings and having an exercise price of \$0.01 per share. As of March 31, 2011, CMPSC had outstanding approximately (i) \$594.8 million in term loans and no revolving loans under the CMPSC Credit Facilities, (ii) \$12.1 million in principal amount of the CMP 9.875% Notes, and (iii) \$14.0 million in principal amount of the CMP 2014 Notes, and Radio Holdings had outstanding of Radio Holdings Preferred Stock with a redemption value of approximately \$38.0 million.

Also in connection with the formation of CMP, *KC LLC* entered into a senior secured credit facility (the *CMP KC Credit Facility* ) and pledged the assets of the *KC LLC* businesses to secure its obligations thereunder. As of March 31, 2011, approximately \$86.2 million was outstanding under the *CMP KC Credit Facility*. As of March 31, 2011, *KC LLC* was in default under the *CMP KC Credit Facility*. CMP has entered into a restructuring agreement with the lenders under the *CMP KC Credit Facility* with respect to that facility, pursuant to which CMP will dispose of its equity interests in *KC LLC*. See *Item 7. Management's Discussion of Financial Condition and Results of Operations* of

Cumulus Media's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which is incorporated by reference in this proxy statement, for additional detail about this agreement.

**Table of Contents**

CMP, through Radio Holdings, owns 30 radio stations in eight markets including San Francisco, Dallas, Atlanta, Houston, Cincinnati, Indianapolis and Kansas City. Separately, through its indirectly wholly-owned subsidiary KC LLC, CMP owns two stations in the Kansas City market and two in the Houston market.

CMP has followed a focused strategy of assembling and operating clusters of stations in some of the nation's largest markets. According to BIA Financial Network, Inc. ( BIA ), CMP's cluster rank by revenue is in the top ten in four of the eight markets in which CMP operates. According to the Arbitron Market Report ( Arbitron ), 35 of CMP's stations have ratings ranking them in the top three within their formats of their targeted demographic in their respective markets, including 20 stations that rank first within their formats and 13 stations that rank second within their formats. The majority of CMP's stations enjoy strong ratings in their target demographics, reflecting loyal listener bases, which CMP believes are driven by these stations' long-standing community presences and established brands. In addition, CMP believes its markets have attractive demographics. According to BIA, most of CMP's markets have per capita and household after-tax disposable income, expected household after-tax disposable income growth and expected population growth in excess of the national average, which CMP believes makes CMP's stations attractive to a broad base of radio advertisers and reduces its dependence on any one economic sector or specific advertiser.

CMP's stations offer a broad range of programming formats including country, contemporary hit radio/top 40, adult contemporary, oldies, rock and sports and talk radio, each targeted to a specific demographic audience within CMP's markets. In addition, CMP has affiliations with ten professional sports teams across several of its markets, increasing CMP's attractiveness to national and local advertisers. CMP believes that its presence in large metropolitan markets, clustering strategy and variety of programming formats make CMP attractive to a diverse base of local and national advertisers, which, together with CMP's strong ratings, provide CMP the opportunity to generate higher market revenue share.

**CMP Station Portfolio**

The following table sets forth the market, call letters, frequency and license expiration date of all CMP owned and/or operated stations as of April 8, 2011.

<b>Market and Stations</b>	<b>City of License</b>	<b>Frequency (fm-Mhz) (am-Khz)</b>	<b>License Expiration Date</b>
Atlanta, GA			
WNNX FM	College Park	100.5 Mhz	April 1, 2012
WWWQ FM	Atlanta	99.7 Mhz	April 1, 2012
Cincinnati, OH			
WFTK FM	Lebanon	96.5 Mhz	October 1, 2012
WGRR FM	Hamilton	103.5 Mhz	October 1, 2012
WRRM FM	Cincinnati	98.5 Mhz	October 1, 2012
Dallas, TX			
KLIF FM	Haltom City	93.3 Mhz	August 1, 2013
KKLF AM	Richardson	1700 Mhz	August 1, 2013
KLIF AM	Dallas	570 Mhz	August 1, 2013
KPLX FM	Ft. Worth	99.5 Mhz	August 1, 2013
KTCK AM	Dallas	1310 Mhz	August 1, 2013
KTDK FM	Sanger	104.1 Mhz	August 1, 2013
Houston, TX			

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KRBE FM	Houston	104.1 Mhz	August 1, 2013
KFNC FM(1)	Beaumont	97.5 Mhz	August 1, 2013
KHJK FM(1)	La Porte	103.7 Mhz	August 1, 2013
Indianapolis, IN			
WFMS FM	Fishers	95.5 Mhz	August 1, 2012
WJJK FM	Noblesville	104.5 Mhz	August 1, 2012
WRWM FM	Lawrence	93.9 Mhz	August 1, 2012

**Table of Contents**

<b>Market and Stations</b>	<b>City of License</b>	<b>Frequency (fm-Mhz) (am-Khz)</b>	<b>License Expiration Date</b>
Kansas City, MO			
KCFX FM	Harrisonville	101.1 Mhz	February 1, 2013
KCJK FM	Garden City	105.1 Mhz	February 1, 2013
KCMO AM	Kansas City	710 Khz	February 1, 2013
KCMO FM	Shawnee	94.9 Mhz	February 1, 2013
KMJK FM(1)	North Kansas City	107.3 Mhz	February 1, 2013
KCHZ FM(1)	Ottawa	95.7 Mhz	June 1, 2013
Louisville, KY			
WAYI FM	Sellersburg	93.9 Mhz	August 1, 2012
WQKC AM	Jeffersonville	1450 Khz	August 1, 2012
San Francisco, CA			
KFFG FM	Los Altos	97.7 Mhz	December 1, 2013
KFOG FM	San Francisco	104.5 Mhz	December 1, 2013
KNBR AM	San Francisco	680 Khz	December 1, 2013
KSAN FM	San Mateo	107.7 Mhz	December 1, 2013
KTCT AM	San Mateo	1050 Khz	December 1, 2013
York, PA			
WARM FM	York	103.3 Mhz	August 1, 2014
WGLD AM	Manchester Township	1440 Khz	August 1, 2014
WSBA AM	York	910 Khz	August 1, 2014
WSOX FM	Red Lion	96.1 Mhz	August 1, 2014

(1) Operated by KC LLC.

**Employees**

As of March 31, 2011, CMP had approximately 694 full- and part-time employees, of which approximately 632 were employed by Susquehanna with the remainder by KC LLC. None of CMP's employees are covered by collective bargaining agreements, and CMP believes its relations with its employees are satisfactory.

CMP employs several on-air personalities with large audiences in their respective markets. On occasion, CMP enters into employment agreements with these personalities to protect CMP's interests in those relationships that they believe to be valuable. The loss of one or more of these personalities could result in a loss of audience share, but CMP does not believe that any such loss would have a material adverse effect on CMP's financial condition or results of operations, taken as a whole.

**Intellectual Property**

CMP owns numerous domestic trademark registrations related to the business of CMP's stations. CMP also licenses certain trademarks related to the business of CMP's stations, including the license of the Cumulus trademark from Cumulus Media. CMP owns no material patents or patent applications. CMP does not believe that any of CMP's trademarks are material to CMP's business or operations.

**Properties**

CMP leases seven studio facilities for its radio operations. CMP owns broadcast towers for 12 of its radio stations, of which ten are owned by Susquehanna with the remainder owned by KC LLC. CMP leases 31 other main broadcast towers, of which 29 are leased by Susquehanna with the remainder leased by KC LLC. CMP owns the real property under ten of its main broadcast towers and leases the land under its other three main broadcast towers.



**Table of Contents**

**Legal Proceedings**

On March 4, 2011, CMP was substituted for Cumulus Media as named defendant in a purported class action lawsuit filed by Brian Mas, a former employee of a subsidiary of CMP. The lawsuit claims (i) unlawful failure to pay required overtime wages, (ii) late pay and waiting time penalties, (iii) failure to provide accurate itemized wage statements, (iv) failure to indemnify for necessary expenses and losses and (v) unfair trade practices under California's Unfair Competition Act. The plaintiff is requesting restitution, penalties and injunctive relief, and seeks to represent other California employees fulfilling the same job during the immediately preceding four-year period. CMP is vigorously defending this lawsuit and has not yet determined what effect the lawsuit will have, if any, on its financial position, results of operations or cash flows.

CMP currently and from time to time is involved in litigation incidental to the conduct of its business, but CMP is currently not a party to any other lawsuit or proceeding that, in its opinion, is likely to have a material adverse effect on CMP.

**Table of Contents**

**CMP MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following CMP management's discussion and analysis of financial condition and results of operations is intended to provide the reader with an overall understanding of CMP's financial condition, changes in financial condition, results of operations, cash flows, sources and uses of cash, contractual obligations and financial position. This CMP management's discussion and analysis is presented solely on a historical basis for CMP, and does not give effect to the CMP Transaction or the other pending transactions discussed elsewhere in this proxy statement.

The following information should be read in conjunction with CMP's audited consolidated financial statements and accompanying notes and unaudited consolidated interim financial statements and the accompanying notes included elsewhere in this proxy statement.

**2010 and First Quarter 2011 Operating Overview and Highlights**

Throughout 2010, the disruption in CMP's advertisers' buying patterns and turbulence in the overall advertising industry caused by the economic recession in 2008 and 2009 generally subsided. By the second half of 2010, CMP began to see what it believed to be a much more historically normalized operating cycle, and CMP began to experience improvements in certain key operating and liquidity metrics. As further described below, this more stabilized operating environment continued into the three months ended March 31, 2011.

CMP Station Operating Income grew by 14.2% during 2010 compared to 2009, as a result of successfully growing revenues while containing operating costs across its station platform, and this trend continued with modest CMP Station Operating Income growth of 1.1% during the three months ended March 31, 2011 compared to the prior year period;

improved CMP Station Operating Income enabled CMPSC to pay down approximately \$99.0 million and \$18.3 million of debt under the CMPSC Credit Facilities during 2010 and the three months ended March 2011, respectively, which reduced CMP's overall net debt level (total debt less available cash) to \$703.6 million at December 31, 2010 and \$694.5 million at March 31, 2011, from \$744.9 million at December 31, 2009; and

the combination of these improved operating results and significant reduction in CMP's debt load enabled CMP to reduce its Total Leverage Ratio as defined in the CMPSC Credit Agreement.

**Advertising Revenue**

CMP's primary source of revenue is the sale of advertising time on its radio stations. CMP's sales of advertising time are primarily affected by the demand for advertising time from local, regional and national advertisers and the advertising rates charged by CMP's radio stations. Advertising demand and rates are based primarily on a station's ability to attract audiences in the demographic groups targeted by its advertisers, as measured principally by Arbitron on a periodic basis, generally two or four times per year. CMP endeavors to develop strong listener loyalty. CMP believes that the diversification of formats on its stations helps to insulate it from the effects of changes in the musical tastes of the public with respect to any particular format.

CMP believes the number of advertisements that can be broadcast without jeopardizing listening levels and the resulting ratings is limited in part by the format of a particular station. CMP's stations strive to maximize revenues by managing their on-air inventory of advertising time and adjusting prices based upon local market conditions. CMP's

advertising contracts are generally short-term. CMP generates most of its revenue from local and regional advertising, which is sold primarily by a station's sales staff. Local and regional advertising represented approximately 79.3% of CMP's total revenues in the three months ended March 31, 2011, 77.2% of CMP's total revenues in 2010, 79.4% of CMP's total revenues in 2009 and 80.0% of CMP's total revenue in 2008.

**Table of Contents****Results of Operations***Analysis of Consolidated Statements of Operations*

The following analysis of selected data from CMP's consolidated statements of operations should be referred to while reading the results of operations discussion that follows:

Three Months Ended March 31,		2011 v 2010		Year Ended December 31,			2010 vs 2009		20
2011	2010	\$ Change	% Change	2010	2009	2008	\$ Change	% Change	\$ Change
(Dollars in thousands)									
\$ 39,143	\$ 37,917	\$ 1,226	3.2%	\$ 188,718	\$ 175,896	\$ 212,429	\$ 12,822	7.3%	\$ (36,
23,757	22,736	1,021	4.5%	103,103	100,952	128,670	2,151	2.1%	(27,
2,116	2,134	(18)	(0.8)%	8,576	8,232	9,015	344	4.2%	(
2,482	1,770	712	40.2%	8,397	10,701	7,465	(2,304)	(21.5)%	3,
(6)	1	(7)	N/A	29	68	(660)	(39)	(57.4)%	
			**			3,011		**	(3,
			**	3,296	209,939	687,849	(206,642)	(98.4)%	(477,
28,349	26,641	1,708	6.4%	123,401	329,892	835,350	(206,490)	(62.6)%	(505,
10,794	11,276	(482)	(4.3)%	65,317	(153,996)	(622,921)	219,312	(142.4)%	468,
(6,219)	(7,750)	1,531	(19.8)%	(28,171)	(34,473)	(71,308)	6,302	(18.3)%	36,
			**		86,958	20,935	(86,958)	**	66,
			**	349	753	258	(403)	(53.6)%	

4,575	3,526	1,049	29.8%	37,495	(100,758)	(673,036)	138,253	(137.2)%	572,
(2,479)	(2,113)	(366)	17.3%	(18,210)	51,507	127,519	(69,717)	(135.4)%	(76,
\$ 2,096	\$ 1,413	\$ 683	48.3%	\$ 19,285	\$ (49,251)	\$ (545,517)	\$ 68,536	(139.2)%	\$ 496,

\*\* Calculation is not meaningful.

***Three Months Ended March 31, 2011 Compared to the Three Months Ended March 31, 2010***

*Net Revenues*

Net revenues for the three months ended March 31, 2011 increased \$1.2 million, or 3.2%, to \$39.1 million compared to \$37.9 million for the three months ended March 31, 2010, primarily due to increases of \$1.6 million in local and regional revenue and \$0.5 million in network advertising contracts, offset by a \$0.9 million decrease in national revenue.

*Station Operating Expenses (Excluding Depreciation and Amortization and including LMA Fees)*

Station operating expenses for the three months ended March 31, 2011 increased \$1.0 million, or 4.5%, to \$23.7 million compared to \$22.7 million for the three months ended March 31, 2010. This increase is primarily due to a \$1.0 million increase in legal fees, which includes \$0.5 million of out of period costs.

**Table of Contents***Depreciation and Amortization*

Depreciation and amortization was \$2.1 million for each of the three months ended March 31, 2011 and 2010.

*Corporate General and Administrative Expenses*

Corporate general and administrative expenses for the three months ended March 31, 2011, increased \$0.7 million, or 40.2%, to \$2.5 million compared to \$1.8 million for the three months ended March 31, 2010, primarily due to increases of \$0.4 million in costs related to the pending acquisition by Cumulus and \$0.3 million in professional fees.

*Interest Expense, net*

Interest expense, net for the three months ended March 31, 2011 decreased \$1.5 million, or 19.8%, to \$6.2 million compared to \$7.8 million for the three months ended March 31, 2010. Interest expense associated with outstanding debt decreased by \$0.3 million to \$5.1 million as compared to \$5.4 million in the prior year's period. This decrease was primarily due to a decrease in the borrowing base due to the pay-down of approximately \$115.6 million of outstanding debt. Additionally, interest expense decreased by \$1.3 million related to the change in fair value of CMP's interest rate swap (the 2008 Swap). The following summary details the components of CMP's interest expense, net of interest income:

	<b>Three Months Ended March 31, 2011      2010      \$ Change (Dollars in thousands)</b>		
Bank borrowings – term loan and revolving credit facilities	\$ 5,152	\$ 5,429	\$ (277)
Senior notes(1)	300	300	
Bank borrowings yield adjustment – interest rate swap	1,662	1,622	40
Change in the fair value of interest rate swap agreement	(1,587)	(250)	(1,337)
Other interest expense	696	663	33
Interest income	(4)	(14)	10
Interest expense, net	\$ 6,219	\$ 7,750	\$ (1,531)

(1) Includes interest on CMP 2014 Notes and CMP 9.875% Notes.

*Income Tax Expense*

CMP recorded income tax expense of \$2.5 million for the three months ended March 31, 2011 and \$2.1 million for the three months ended March 31, 2010. The change was primarily due to the increase in pre-tax income of \$1.0 million during the three months ended March 31, 2011 as compared to the prior period.

*CMP Station Operating Income*

As a result of the factors described above, CMP Station Operating Income for the three months ended March 31, 2011 increased \$0.1 million, or 1.1%, to \$15.3 million compared to \$15.2 million for the three months ended March 31, 2010.

For discussion of CMP Station Operating Income, including reconciliation to operating income (loss), the most directly comparable measure calculated in accordance with GAAP, see footnote 1 to CMP's selected historical financial data under "Selected Historical Consolidated Financial Information" included elsewhere in this proxy statement.

**Table of Contents**

***Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009***

*Net Revenues*

Net revenues for the year ended December 31, 2010 increased \$12.8 million, or 7.3%, to \$188.7 million compared to \$175.9 million for the year ended December 31, 2009, primarily due to increases of \$4.8 million in national revenue, \$2.1 million in political revenue and \$5.9 million in local revenue.

*Station Operating Expenses (Excluding Depreciation and Amortization and Including LMA Fees)*

Station operating expenses for the year ended December 31, 2010 increased \$2.1 million, or 2.1%, to \$103.1 million compared to \$101.0 million for the year ended December 31, 2009. This increase is primarily due to a \$2.3 million increase in sales commission expense associated with an increase in revenues, offset by a \$0.2 million decrease in expenses generally.

*Depreciation and Amortization*

Depreciation and amortization for the year ended December 31, 2010 increased \$0.3 million, or 4.2%, to \$8.5 million compared to \$8.2 million for the year ended December 31, 2009, as a result of capital expenditures of \$0.8 million and \$1.4 million in 2010 and 2009, respectively.

*Corporate General and Administrative Expenses*

Corporate general and administrative expenses for the year ended December 31, 2010 decreased \$2.3 million, or 21.5%, to \$8.4 million compared to \$10.7 million for the year ended December 31, 2009, primarily due to a decrease of \$3.0 million in franchise tax expense offset by a \$0.6 million increase in professional fees and a \$0.1 million increase attributable to miscellaneous expenses.

*Impairment of Intangible Assets and Goodwill*

CMP recorded approximately \$3.3 million and \$210.0 million of charges related to the impairment of intangible assets and goodwill for the years ended December 31, 2010 and 2009, respectively. The impairment loss is related to the impairment of broadcast licenses in 2010 and 2009, recorded in conjunction with CMP's annual and interim impairment testing. See Critical Accounting Policies and Estimates and Intangible Assets (Including Goodwill) below, as well as Note 4, Intangible Assets and Goodwill, in the notes to CMP's audited consolidated financial statements included elsewhere in this proxy statement.

*Interest Expense, Net*

Interest expense, net for the year ended December 31, 2010 decreased \$6.3 million, or 18.3%, to \$28.2 million compared to \$34.5 million for the year ended December 31, 2009. Interest expense associated with outstanding debt decreased by \$0.5 million to \$23.2 million as compared to \$23.7 million in the prior year's period. This decrease was primarily due to a decrease in the borrowing base due to the pay-down of approximately \$99.0 million of outstanding debt compared to the prior year. Additionally, interest expense decreased by \$5.7 million related to the fair value of CMP's interest rate swap agreement (the 2008 Swap).



**Table of Contents**

These decreases were offset by a \$0.3 million increase in the yield adjustment on the 2008 Swap. The following summary details the components of CMP's interest expense, net of interest income:

	<b>Year Ended December 31,</b>		
	<b>2010</b>	<b>2009</b>	<b>\$ Change</b>
	<b>(Dollars in thousands)</b>		
Bank borrowings term loan and revolving credit facilities	\$ 21,962	\$ 22,475	\$ (513)
Senior notes(1)	1,198	1,200	(2)
Bank borrowings yield adjustment interest rate swap	6,628	6,339	289
Change in the fair value of interest rate swap agreement	(4,213)	1,522	(5,735)
Other interest expense	2,726	3,052	(326)
Interest income	(130)	(115)	(15)
<b>Interest expense, net</b>	<b>\$ 28,171</b>	<b>\$ 34,473</b>	<b>\$ (6,302)</b>

(1) Includes interest on CMP 2014 Notes and CMP 9.875% Notes.

*CMP Station Operating Income*

As a result of increased revenue, partially offset by an increase in station operating expense, both as described above, CMP Station Operating Income for the year ended December 31, 2010 increased \$10.6 million, or 14.2%, to \$85.6 million compared to \$74.9 million for the year ended December 31, 2009.

*Intangible Assets (Including Goodwill)*

Intangible assets, net of amortization, were \$322.9 million and \$326.7 million as of December 31, 2010 and 2009, respectively. The intangible asset balances primarily consist of broadcast licenses and goodwill. Intangible assets, net, decreased in 2010 from the prior year primarily due to a \$3.3 million impairment charge taken on broadcast licenses during the year ended December 31, 2010, in connection with CMP's impairment evaluations in the fourth quarter of 2010 and a \$0.5 million increase in the amortization of definite-lived assets in 2010.

*Year Ended December 31, 2009 Compared to the Year Ended December 31, 2008**Net Revenues*

Net revenues for the year ended December 31, 2009 decreased \$36.5 million, or 17.2%, to \$175.9 million compared to \$212.4 million for the year ended December 31, 2008, primarily due to the impact of the economic recession during that period which led to decreases of \$29.1 million in local revenue, \$4.8 million in national revenue and \$2.6 million in political revenue.

*Station Operating Expenses (Excluding Depreciation and Amortization and Including LMA Fees)*

Station operating expenses for the year ended December 31, 2009 decreased \$27.7 million, or 21.5%, to \$101.0 million compared to \$128.7 million for the year ended December 31, 2008, primarily due to the impact of

CMP's cost containment initiatives in 2009, including but not limited to, a \$17.1 million decrease in salaries and related expenses, a \$4.3 million decrease in advertising and promotions, and a reduction of \$3.8 million related to broadcast rights, with the remaining \$2.5 million attributable to a reduction in other general expenses.

*Depreciation and Amortization*

Depreciation and amortization for the year ended December 31, 2009 decreased \$0.8 million, or 8.7%, to \$8.2 million compared to \$9.0 million for the year ended December 31, 2008. This decrease was related to a decrease in the depreciable asset base due to certain assets becoming fully depreciated in 2008.

**Table of Contents***Corporate General and Administrative Expenses*

Corporate general and administrative expenses for the year ended December 31, 2009 increased \$3.2 million, or 43.3%, to \$10.7 million compared to \$7.5 million for the year ended December 31, 2008, primarily due to an increase of \$3.3 million in franchise tax expense, partially offset by a decrease of \$0.1 million attributable to miscellaneous expenses.

*Gain on Disposals of Assets or Stations*

During the year ended December 31, 2008, CMP recognized a gain of approximately \$0.7 million related to the gain on casualty loss and insurance recoveries from losses associated with Hurricane Ike, which in September 2008 caused damage to certain of CMP's towers located in Houston, Texas.

*Impairment of Long-Term Investments*

During the year ended December 31, 2008, CMP recorded impairment charges of approximately \$3.0 million associated with long-term investments that were written off. There were no similar charges incurred in 2009.

*Impairment of Intangible Assets and Goodwill*

CMP recorded approximately \$209.9 million and \$687.8 million of charges related to the impairment of intangible assets and goodwill for the years ended December 31, 2009 and 2008, respectively. The charges are related to the impairment of broadcast licenses in both 2009 and 2008 and the impairment of goodwill in 2008, recorded in conjunction with CMP's annual and interim impairment testing. See *Critical Accounting Policies and Estimates* and *Intangible Assets (Including Goodwill)* below, as well as Note 4, *Intangible Assets and Goodwill*, in the notes to CMP's audited consolidated financial statements included elsewhere in this proxy statement.

*Interest Expense, Net*

Interest expense, net for the year ended December 31, 2009 decreased \$36.8 million, or 51.7%, to \$34.5 million compared to \$71.3 million for the year ended December 31, 2008. Interest expense associated with outstanding debt decreased by \$36.7 million to \$23.7 million as compared to \$60.4 million in 2008. This decrease was primarily due to a \$161.5 million net decrease in the borrowing base due to the CMP 2009 Exchange Offer and the pay-down of approximately \$42.5 million of outstanding debt. See *CMP 9.875% Notes Troubled Debt Restructuring 2009* below, as well as Note 8, *Long-Term Debt*, in the notes to CMP's audited consolidated financial statements included elsewhere in this proxy statement.

The following summary details the components of CMP's interest expense, net of interest income:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>\$ Change</b>
	<b>(Dollars in thousands)</b>		
Bank borrowings – term loan and revolving credit facilities	\$ 22,475	\$ 39,977	\$ (17,502)
Senior notes(1)	1,200	20,408	(19,208)
Bank borrowings yield adjustment – interest rate swap	6,339	912	5,427
Change in the fair value of interest rate swap agreement	1,522	5,944	(4,422)

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Other interest expense	3,052	4,287	(1,235)
Interest income	(115)	(220)	105
Interest expense, net	\$ 34,473	\$ 71,308	\$ (36,835)

(1) Includes interest on CMP 2014 Notes and CMP 9.875% Notes.

**Table of Contents***CMP Station Operating Income*

As a result of decreased revenue, partially offset by a decrease in station operating expense, both as described above, CMP Station Operating Income for the year ended December 31, 2009 decreased \$8.8 million, or 10.5%, to \$74.9 million compared to \$83.7 million for the year ended December 31, 2008.

*Intangible Assets (Including Goodwill)*

Intangible assets, net of amortization, were \$326.7 million and \$537.1 million as of December 31, 2009 and 2008, respectively. The intangible asset balances primarily consist of broadcast licenses and goodwill. Intangible assets, net, decreased from 2008 primarily due to a \$209.9 million impairment charge taken on broadcast licenses for the year ended December 31, 2009, based on the results of CMP's impairment evaluations in the third and fourth quarters of 2009 and a \$0.7 million increase in the amortization of definite-lived intangible assets, partially offset by the purchase of \$0.2 million in intangible assets.

*Seasonality*

CMP's operations and revenues are seasonal in nature, with generally lower revenue generated in the first quarter of the year and generally higher revenue generated in the second and fourth quarters of the year. The seasonality of CMP's business reflects the adult orientation of CMP's formats and relationship between advertising purchases on these formats with the retail cycle. This seasonality causes, and will likely continue to cause, a variation in CMP's quarterly operating results. Such variations could have an effect on the timing of CMP's cash flows. Historical results of any interim or annual period are not necessarily indicative of results to be expected in any future interim or annual period.

*Liquidity and Capital Resources*

Historically, CMP's principal needs for liquidity have been to fund expenses associated with station and corporate operations, capital expenditures, payment of the management fee and expenses under the Cumulus Media management agreement, interest and debt service payments, as well as acquisitions of radio stations.

The following table summarizes CMP's historical funding needs for the years ended December 31, 2010, 2009 and 2008:

	<b>Year Ended December 31,</b>		
	<b>2010</b>	<b>2009</b>	<b>2008</b>
	<b>(Dollars in thousands)</b>		
Repayments of bank borrowings	\$ 99,049	\$ 42,543	\$ 22,724
Interest payments	24,371	29,686	65,110
Capital expenditures	801	1,375	2,700
Acquisitions and purchase of tangible assets		174	9

CMP's principal sources of funds for these requirements have been, and are expected to continue to be, cash flows from operations and cash flows from financing activities, such as borrowings under the CMPSC Credit Facilities. CMP's cash flows from operations are subject to such factors as shifts in population, station listenership, demographics, audience tastes and fluctuations in preferred advertising media. In addition, borrowings under financing arrangements are subject to compliance with financial and operational covenants that can restrict our

financial flexibility. Further, CMP's ability to obtain additional equity or debt financing is also subject to market conditions and operating performance. CMP has assessed the implications of these factors on its current business and based on its financial condition as of March 31, 2011 (and after giving effect to the matters described below under KC LLC ), CMP determined that cash on hand and cash expected to be generated from operating activities and if necessary, further financing activities should be sufficient to satisfy its anticipated financing needs for working capital, capital expenditures, interest and debt service payments and repurchases of debt obligations through March 31, 2012. However, given the uncertainty of CMP's markets' cash flows, there can be no assurance that cash generated from operations will be

**Table of Contents**

sufficient or financing will be available at terms, and on the timetable, that may be necessary to meet its future capital needs.

If CMP's revenues were to be significantly less than planned due to difficult market conditions or for other reasons, CMP's ability to maintain compliance with the financial covenants in the CMPSC Credit Agreement would become increasingly difficult without remedial measures, such as the implementation of further cost abatement initiatives. If CMP's remedial measures were not successful in maintaining covenant compliance, then CMP would need to negotiate with its lenders for relief, which could divert management time and attention, result in higher interest expense or other fees or costs, or could result in a default under any applicable agreements. No assurances can be provided that any necessary amendment or waiver could be obtained in a timely manner, or at all, or the costs thereof.

*Cash Flows Provided by Operating Activities*

	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>		
	<b>March 31,</b>		<b>2009</b>	<b>2008</b>	<b>2008</b>
	<b>2011</b>	<b>2010</b>			
	<b>(Dollars in thousands)</b>				
Net cash provided by operating activities	\$ 9,317	\$ 4,082	\$ 41,830	\$ 36,569	\$ 21,011

For the three months ended March 31, 2011, net cash provided by operating activities increased \$5.2 million as compared to the three months ended March 31, 2010. The increase was primarily due to an increase of \$6.8 million in accounts payable due to the timing of certain payments partially offset by a \$0.4 million decrease in accounts receivable and prepaid expenses. For the year ended December 31, 2010, net cash provided by operating activities increased \$5.3 million as compared to the year ended December 31, 2009. The increase was primarily due to a \$68.5 million increase in net income, an \$86.9 million increase in non-cash gain on extinguishment of debt in 2009 which did not recur and a \$67.8 million change in deferred taxes resulting from the impact of then-current and prior period impairment charges and the use of deferred tax assets in 2010. These increases were partially offset by a \$206.6 million decline in impairment charges and \$11.4 million related to the impact of the change in fair value of the 2008 Swap and other changes in working capital. For the year ended December 31, 2009, net cash provided by operating activities increased \$15.6 million as compared to the year ended December 31, 2008. The increase was due to a \$496.2 million increase in net income and a \$75.4 million change in deferred taxes resulting from the impact of then-current and prior period impairment charges. These increases were partially offset by a \$477.9 million decline in impairment charges, a \$66.0 million increase in gain on extinguishment of debt and \$12.1 million related to the impact of the change in fair value of the 2008 Swap and other changes in working capital.

*Cash Flows (Used in) Provided by Investing Activities*

	<b>Three Months</b>		<b>Year Ended December 31,</b>		
	<b>Ended</b>		<b>2010</b>	<b>2009</b>	<b>2008</b>
	<b>March 31,</b>				
	<b>(Dollars in thousands)</b>				
Net cash (used in) provided by investing activities	\$ (245)	\$ (304)	\$ (451)	\$ (1,549)	\$ 751

For the three months ended March 31, 2011, net cash used in investing activities remained flat at \$0.3 million and was for capital expenditures. For the year ended December 31, 2010, net cash used in investing activities decreased \$1.1 million, primarily due to a \$0.6 million decrease in capital expenditures and \$0.4 million in insurance recoveries from losses associated with Hurricane Ike. Net cash used in investing activities increased \$2.3 million for the year ended December 31, 2009 compared to the year ended December 31, 2008. The decrease is primarily due to a \$1.0 million decrease in insurance recoveries from losses associated with Hurricane Ike and a \$2.5 million decrease in proceeds from the sale of assets, partially offset by a \$1.3 million decrease in capital expenditures year over year.



**Table of Contents***Cash Flows (Used in) Provided by Financing Activities*

	<b>Three Months Ended March 31,</b>		<b>Year Ended December 31,</b>		
	<b>2011</b>	<b>2010</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>
	<b>(Dollars in thousands)</b>				
Net cash (used in) provided by financing activities	\$ (18,308)	\$ (1,750)	\$ (99,049)	\$ (39,680)	\$ 59,920

For the three months ended March 31, 2011, net cash used in financing activities increased \$16.6 million as compared to the three months ended March 31, 2010, primarily due to the increased levels of repayment of debt in the three months ended March 31, 2011 as compared to the same period in 2010. For the year ended December 31, 2010, net cash used in financing activities increased \$59.4 million, primarily due to repaying an additional \$56.5 million of debt in 2010 as compared to 2009 and a decrease of \$5.5 million in bank borrowings, partially offset by \$2.6 million in costs related to the CMP 2009 Exchange Offer, which did not recur in 2010. For the year ended December 31, 2009, net cash used in financing activities increased \$99.6 million compared to the year ended December 31, 2008, primarily due to repayment of borrowings under the senior secured credit facilities of CMPSC and KC LLC in 2009 and proceeds from borrowings received in 2008.

***CMPSC Credit Facilities and Senior Notes***

In May 2006, CMPSC entered into a \$700.0 million term loan facility and a \$100.0 million revolving credit facility, which together comprise the CMPSC Credit Facilities, and issued \$250.0 million in CMP 9.875% Notes, as described below. At the closing of these transactions, CMPSC drew on only the \$700.0 million term loan, plus \$3.3 million in letters of credit to cover workers' compensation claims from a predecessor entity, reducing availability on the revolving bank facility to \$96.7 million. CMPSC is charged a commitment fee of 0.5% on the unused portion of the revolving credit facility. As of March 31, 2011, CMPSC had approximately \$95.4 million of remaining availability under its revolving credit facility.

Obligations under the CMPSC Credit Agreement are collateralized on a first-priority lien basis by substantially all of CMPSC's assets in which a security interest may lawfully be granted (including FCC licenses held by its subsidiaries) including, without limitation, intellectual property and all of the capital stock of CMPSC's direct and indirect subsidiaries. In addition, CMPSC's obligations under the CMPSC Credit Facilities are guaranteed by its subsidiaries.

The term loan has a repayment schedule that has required quarterly principal payments of 0.25% of the original loan since September 30, 2006. Any unpaid balance on the revolving credit facility is due May 2012 and the term loan is due May 2013.

The representations, covenants and events of default in the CMPSC Credit Agreement are customary for financing transactions of this nature. Events of default in the CMPSC Credit Agreement include, among others, (i) the failure to pay when due the obligations owing under the CMPSC Credit Facilities; (ii) the failure to comply with (and not timely remedy, if applicable) certain covenants; (iii) cross-defaults and cross-accelerations; (iv) the occurrence of bankruptcy or insolvency events; (v) certain judgments against CMPSC or any of its subsidiaries; (vi) the loss, revocation or suspension of, or any material impairment in the ability to use, any of CMPSC's material FCC licenses; (vii) any representation or warranty made, or report, certificate or financial statement delivered, to the lenders subsequently proven to have been incorrect in any material respect; (viii) the occurrence of a Change in Control (as defined in the

CMPSC Credit Agreement); and (ix) violation of certain financial covenants. Upon the occurrence of an event of default, the lenders may terminate the loan commitments, accelerate all outstanding loans and exercise any of their rights under the CMPSC Credit Agreement and the ancillary loan documents as a secured party.

**Table of Contents**

As mentioned above, the CMPSC Credit Agreement contains certain customary financial covenants, including:

- a maximum total leverage ratio;
- a minimum interest coverage ratio; and
- a limit on annual capital expenditures.

The maximum total leverage ratio in the CMPSC Credit Agreement becomes more restrictive over the remaining term of the CMPSC Credit Agreement.

Management of CMP believes CMP will continue to be in compliance with all of the CMPSC Credit Agreement debt covenants through at least March 31, 2012.

In accordance with the terms of the CMPSC Credit Agreement, an excess cash flows payment of \$16.6 million was made in the first quarter of 2011.

***2008 Swap***

On June 12, 2008, CMP entered into the 2008 Swap which effectively fixed the interest rate, based on LIBOR, on \$200.0 million of CMPSC's floating rate borrowings for a three-year period. For further discussion, see Note 3, Derivative Financial Instruments, in the notes to CMP's unaudited consolidated financial statements included elsewhere in this proxy statement.

The interest rate for the term loan is 2.0% above LIBOR or 1.0% above the alternate base rate. The effective interest rate exclusive of the impact of the 2008 Swap on the loan amount outstanding under the CMPSC Credit Facilities was 2.4% as of March 31, 2011 and 2.3% as of December 31, 2010 and 2009. The effective interest rate as of March 31, 2011 and December 31, 2010 and 2009, inclusive of the 2008 Swap, was 3.5%, 3.4% and 3.3%, respectively. The revolving credit facility rate is variable based on the levels of leverage of CMPSC, and ranges from 1.8% to 2.3% above LIBOR and from 0.8% to 1.3% above the alternate base rate.

***Amendment to CMPSC Credit Agreement***

On May 11, 2009, in connection with the CMP 2009 Exchange Offer described below, CMPSC entered into an amendment to the CMPSC Credit Agreement. This amendment maintained the preexisting term loan facility under the CMPSC Credit Facilities, but reduced availability under the revolving credit facility thereunder from \$100.0 million to \$95.4 million (after giving effect to a repayment and permanent reduction in available credit of approximately \$4.6 million).

The amendment also increased certain pre-existing restrictions, including with respect to acquisitions, which per the amendment are limited to an aggregate of \$20.0 million unless such acquired entities are added as loan parties, and the ability to undertake certain corporate transactions.

***CMP 9.875% Notes***

In May 2006, CMPSC issued \$250.0 million in CMP 9.875% Notes. The CMP 9.875% Notes have an interest rate of 9.875% and mature in May 2014. Radio Holdings and certain of its subsidiaries are guarantors under the CMP 9.875% Notes.

*Troubled Debt Restructuring 2009*

The severe recession experienced in 2008 and 2009, plus a material decline in automotive advertising, had adverse effects on CMPSC's ability to generate revenues and remain in compliance with its debt covenants. On March 26, 2009, CMPSC completed the CMP 2009 Exchange Offer for \$175.5 million aggregate principal amount of CMP 9.875% Notes, which represented 93.5% of the total principal amount outstanding, for \$14.0 million aggregate principal amount of CMP 2014 Notes, 3,273,633 shares of Radio Holdings Preferred Stock and 3,740,893 Radio Holdings Warrants.

**Table of Contents**

In conjunction with the CMP 2009 Exchange Offer, Radio Holdings and the subsidiary guarantors named therein, and Wells Fargo Bank, N.A., as trustee, entered into a supplemental indenture to amend the indenture governing the CMP 9.875% Notes, with the requisite consents from eligible holders of the CMP 9.875% Notes. The amendments to the indenture eliminated substantially all of the restrictive covenants (other than, among other covenants, the covenant to pay interest and premium, if any, on, and principal of, the CMP 9.875% Notes when due), certain events of default and other related provisions in the indenture.

*Early Extinguishment of Debt 2008*

In 2008, CMP repurchased and canceled \$55.1 million of the CMP 9.875% Notes in open market transactions. The purchase price was \$22.6 million less than the face value of the repurchased CMP 9.875% Notes and CMP recognized the \$1.7 million charge for unamortized deferred financing costs as a net gain on early extinguishment of debt in 2008.

*CMP 2014 Notes*

Interest on the CMP 2014 Notes accrues at a floating rate equal to LIBOR plus 3.0% and is payable semiannually on May 15 and November 15 of each year, beginning on May 15, 2009. The CMP 2014 Notes will mature on May 15, 2014.

The CMP 2014 Notes are secured by second-priority liens on tangible and intangible assets of CMPSC and its subsidiaries to the extent they can be perfected by the filing of financing statements or other similar registrations and are permitted under agreements governing CMPSC's other indebtedness, including the CMPSC Credit Agreement. Pledged assets do not include shares of capital stock of CMPSC or any of its subsidiaries or debt securities held by CMPSC or any of its subsidiaries.

The CMP 2014 Notes are (i) general obligations of CMPSC; (ii) secured on a second-priority basis by a security interest in substantially all of CMPSC's existing and future assets to the extent pledged and assigned to the CMP 2014 Notes trustee pursuant to the security agreement in favor of the holders of the CMP 2014 Notes, subject and subordinate to certain permitted priority liens; (iii) subordinated to all first-priority senior secured indebtedness of CMPSC (including the CMPSC Credit Facilities); (iv) effectively senior to all unsecured indebtedness of CMPSC; and (v) initially guaranteed on a second-priority senior secured subordinated basis by CMPSC's direct parent Radio Holdings and each subsidiary of CMPSC that guarantees the senior secured credit facilities. Each guarantee of the CMP 2014 Notes is a second-priority senior subordinated secured obligation of the guarantor and is subordinated in right of payment to all existing and future first-priority senior indebtedness of such guarantor, including each guarantor's guarantee of CMPSC's obligations under the CMPSC Credit Facilities and structurally subordinated to all existing and future indebtedness of non-guarantor subsidiaries of CMPSC.

The indenture governing the CMP 2014 Notes (the "CMP 2014 Notes Indenture") contains covenants that limit CMPSC's ability and the ability of its restricted subsidiaries to, among other things, (i) incur additional indebtedness or issue certain preferred shares; (ii) pay dividends on or make distributions in respect of CMPSC's capital stock or make other restricted payments; (iii) make certain investments; (iv) sell certain assets; (v) create liens on certain assets to secure debt; (vi) consolidate, merge, sell or otherwise dispose of all or substantially all of CMPSC's assets; and (vii) designate CMPSC's subsidiaries as unrestricted subsidiaries. The CMP 2014 Notes Indenture also contains a covenant providing that, to the extent required to permit holders of CMP 2014 Notes (other than affiliates of CMPSC) to sell their CMP 2014 Notes without registration under the Securities Act, CMPSC or Radio Holdings will make publicly available the information concerning CMPSC or Radio Holdings as specified in Rule 144(c)(2) under the Securities Act.

CMPSC may redeem some or all of the CMP 2014 Notes at any time after the issue date at redemption price equal to 100% of their principal amount, plus any accrued and unpaid interest through the redemption date.

Upon the occurrence of a Change of Control (as defined in the CMP 2014 Notes Indenture), each holder of the CMP 2014 Notes will have the right to require CMPSC to repurchase all of such holder's CMP

## **Table of Contents**

2014 Notes at a repurchase price equal to 101% of the aggregate principal amount, plus any accrued and unpaid interest through the repurchase date.

The CMP 2014 Notes Indenture contains events of default that are customary for agreements of this type, including failure to make required payments, failure to comply with certain agreements or covenants, failure to pay certain other indebtedness and the occurrence of certain events of bankruptcy and insolvency and certain judgment defaults.

### ***KC LLC***

In May 2006, KC LLC entered into a \$72.4 million term loan facility and a \$26.0 million revolving credit facility under the CMP KC Credit Facility. At the closing of the transactions by which CMP was formed, KC LLC drew on the \$72.4 million term loan, plus \$5.0 million in letters of credit, reducing availability on the revolving credit facility to \$21.0 million. KC LLC is charged a commitment fee of 0.5% on the unused portion of the revolving credit facility.

The interest rate on KC LLC's term loan is 4.0% above LIBOR or 3.0% above the alternate base rate. The revolving credit facility rate was variable based on the levels of leverage of KC LLC, and ranged from 1.75% to 2.25% above LIBOR and from 0.75% to 1.25% above the alternate base rate for all relevant periods.

The term loan has a repayment schedule that requires quarterly principal payments payable at the end of each quarter equal to 0.25% of the original loan. The unpaid balance on the revolving credit facility became due in March 2010 and the term loan became due in May 2011.

Obligations under the CMP KC Credit Facility are collateralized by substantially all of KC LLC's assets in which a security interest may lawfully be granted (including FCC licenses held by its subsidiaries), including, without limitation, intellectual property and all of the capital stock of KC LLC's direct and indirect subsidiaries.

The representations, covenants and events of default in the credit agreement governing the CMP KC Credit Facility (the "KC LLC Credit Agreement") are customary for financing transactions of this nature.

On January 21, 2010, KC LLC received a notice of default pertaining to the KC LLC Credit Agreement from the administrative agent thereunder (the "Agent"). The notice of default referenced the failure of KC LLC to make the scheduled principal and interest payments that were due and payable under the KC LLC Credit Agreement on December 31, 2009. Under the notice of default and pursuant to the KC LLC Credit Agreement, the Agent accelerated all obligations under the KC LLC Credit Agreement, declaring the unpaid principal amount of all outstanding loans, accrued and unpaid interest, and all amounts due under the KC LLC Credit Agreement to be immediately due and payable.

Accordingly, CMP classified all amounts due under the KC LLC Credit Agreement as current or approximately \$85.5 million of debt outstanding thereunder was classified as current on its consolidated balance sheets as of March 31, 2011, and CMP had an approximately \$64.4 million working capital deficit as of March 31, 2011. If the KC Restructuring (defined herein) is completed in accordance with the terms and conditions of the KC Restructuring Agreement (as defined in this section below), CMP expects that such outstanding debt will be eliminated from its consolidated balance sheets.

Furthermore, under the terms of the KC LLC Credit Agreement, interest on the outstanding loans thereunder, all accrued interest and any other amounts due began to accrue interest on December 31, 2009 at a default rate. Such default rate provides for interest at 2.0% per year in excess of the rate of interest generally provided for in the KC LLC Credit Agreement. Under the terms of the KC LLC Credit Agreement the Agent may, and at the request of a majority of the lenders thereunder shall, exercise all rights and remedies available to the Agent and the lenders under

law. These remedies include but are not limited to seeking a judgment from KC LLC for the monies owed and enforcing the liens granted to the lenders, commencing foreclosure proceedings relative to the assets of KC LLC. CMP has held preliminary discussions with the Agent and certain of the lenders, who to date have not commenced any remedial actions.



## **Table of Contents**

Neither the default under the KC LLC Credit Agreement, the acceleration of all sums due thereunder, nor the exercise of any of the remedies in respect thereof by the Agent or the lenders, constitute a default under the CMPSC Credit Agreement, nor provide the lenders thereunder any contractual right or remedy. Further, neither CMPSC nor any of its subsidiaries has provided any guarantee with respect to the KC LLC Credit Facilities.

On February 4, 2011, CMP entered into a restructuring support agreement (the *KC Restructuring Agreement*) along with Radio Holdco and KC LLC regarding the restructuring of KC LLC's debt with the lenders under the CMP KC Credit Facility (the *KC Restructuring*). The KC Restructuring is expected to be implemented through a pre-packaged plan of reorganization filed with the United States Bankruptcy Court for the District of Delaware (the *Pre-packaged Bankruptcy Proceeding*). CMP expects that the Pre-packaged Bankruptcy Proceeding will occur, and the KC Restructuring will be completed during the third quarter of 2011. If the KC Restructuring is completed in accordance with the terms and conditions of the KC Restructuring Agreement, among other things: (i) Radio Holdco will distribute all of the outstanding common stock of Radio Holdco to CMP; (ii) KC LLC's outstanding debt and interest of \$94.8 million at March 31, 2011 will be reduced to \$20.0 million; (iii) all of the equity of Radio Holdco will be transferred to the lenders under the CMP KC Credit Facility or their nominee; and (iv) Cumulus Media will continue to manage the radio stations of KC LLC in 2011, subject to annual renewal of the management arrangement thereafter. As a result, CMP will no longer have an ownership interest in KC LLC.

## **Critical Accounting Policies and Estimates**

CMP believes the critical accounting policies and estimates described in *Item 7. Management's Discussion of Financial Condition and Results of Operations - Critical Accounting Policies and Estimates* in Cumulus Media's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which is incorporated by reference in this proxy statement, are the critical accounting policies that affect its more significant judgments, with any differences described below.

### ***Intangible Assets and Goodwill***

In conducting the annual impairment test of indefinite-lived intangibles and goodwill, CMP generally used the same approaches and considerations as Cumulus Media, and as described in *Item 7. Management's Discussion of Financial Condition and Results of Operations - Intangible Assets and Goodwill* in Cumulus Media's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which is incorporated by reference in this proxy statement. For the years ended December 31, 2010, 2009 and 2008, CMP recorded aggregate impairment charges of \$3.3 million, \$209.9 million and \$687.8 million, respectively, to reduce the carrying value of certain broadcast licenses and goodwill to their respective fair market values. As of March 31, 2011, no impairment indicators existed and CMP determined intangible assets and goodwill were appropriately stated. As of March 31, 2011, CMP had \$322.7 million in intangible assets and goodwill, which represented approximately 79.1% of its total assets.

### ***Indefinite-Lived Intangibles (FCC Licenses)***

In conducting the annual impairment test of indefinite-lived intangibles (FCC licenses), CMP generally used the same approaches and considerations as Cumulus Media, and as described in *Item 7. Management's Discussion of Financial Condition and Results of Operations - Indefinite Lived Intangibles (FCC Licenses)* in Cumulus Media's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which is incorporated by reference in this proxy statement. Based on the results of the annual impairment test, CMP determined that the carrying value of certain reporting units' FCC licenses exceeded its fair values as of December 31, 2010. Accordingly, CMP recorded impairment charges of \$3.3 million based on the results of this test to reduce the carrying value of these assets as of such date. Additionally the table below contains



**Table of Contents**

CMP's reporting units which were not impaired but whose estimated values were close to the carrying value as of December 31, 2010:

	<b>Reporting Unit</b>		
	<b>E</b>	<b>F</b>	<b>I</b>
	<b>(Dollars in thousands)</b>		
Reporting unit fair value	\$ 16,102	\$ 75,240	\$ 2,776
Broadcast license carrying value	14,759	73,754	2,146
Cushion (before impairment charge)	\$ 1,343	1,486	630

**Trade Agreements**

CMP provides certain of its commercial airtime in exchange for certain goods and services used principally for promotional, sales and other business activities. An asset and liability is recorded at the fair market value of the goods or services received. Trade revenue is recorded and the liability is relieved when commercials are broadcast. Trade expense is recorded and the asset relieved when goods or services are consumed.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, CMP evaluates its estimates, including those related to bad debts, intangible assets, derivative financial instruments, income taxes, and contingencies and litigation. CMP bases its estimates on historical experience and on various assumptions that are believed to be reasonable and appropriate under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates under different assumptions or conditions.

**Summary Disclosures About Contractual Obligations and Commercial Commitments**

The following table reflects a summary of CMP's contractual cash obligations and other commercial commitments as of December 31, 2010:

<b>Contractual Cash Obligations</b>	<b>Total</b>	<b>Payments Due by Period</b>			
		<b>Less Than 1 Year</b>	<b>1 to 3 Years</b>	<b>3 to 5 Years</b>	<b>More Than 5 Years</b>
		<b>(Dollars in thousands)</b>			
Long-term debt obligations(1)(2)(3)	\$ 831,682	\$ 155,669	\$ 649,851	\$ 26,161	\$
Operating lease obligations	25,104	4,472	7,849	6,249	6,534
Other operating contracts and obligations(4)	21,054	8,838	12,216		
Total contractual cash obligations	\$ 877,839	\$ 168,979	\$ 669,916	\$ 32,410	\$ 6,534

- (1) Long-term debt obligations represent principal and interest cash payments over the life of CMP's long-term debt obligations, including anticipated interest payments. See Note 8, Long-Term Debt, in the notes to CMP's audited consolidated financial statements included elsewhere in this proxy statement.
- (2) Under the CMPSC Credit Agreement, the maturity of any outstanding debt could be accelerated if CMPSC does not comply with certain financial and operating covenants. CMP has included interest on borrowings through April 2013 that CMPSC would be obligated to pay based on its long-term debt outstanding at December 31, 2010, scheduled annual principal amortization, and the current effective interest rate on such outstanding long-term debt. See Note 8, Long-Term Debt, in the notes to CMP's audited consolidated financial statements included elsewhere in this proxy statement.
- (3) On December 31, 2010, all of the outstanding loans, accrued and unpaid interest and all amounts outstanding under the KC LLC Credit Agreement became immediately due and payable. Accordingly,

## **Table of Contents**

CMP has classified all amounts due under the KC LLC Credit Agreement as current on its consolidated balance sheets as of the years ended December 31, 2010 and 2009. See Note 8, Long-Term Debt, in the notes to CMP's audited consolidated financial statements included elsewhere in this proxy statement.

- (4) Contractual obligations for services generally include agreements that are enforceable and legally binding and that specify all significant terms. As of December 31, 2010, CMP had entered into certain agreements to broadcast sporting events on certain of its radio stations and a ratings service agreement with Arbitron to receive programming ratings materials. See Note 12, Commitments and Contingencies, in the notes to CMP's audited consolidated financial statements included elsewhere in this proxy statement.

## **Off-Balance Sheet Arrangements**

CMP did not have any off-balance sheet arrangements as of March 31, 2011.

## **Recent Accounting Pronouncements**

For a discussion of certain recent accounting pronouncements applicable to CMP, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Recent Accounting Pronouncements in Cumulus Media's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which is incorporated by reference in this proxy statement. None of such pronouncements had a material impact on CMP's financial position, results of operations or cash flows, although some of those accounting pronouncements did require CMP to make additional disclosures.

## **Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

As March 31, 2011, there were no changes in or disagreements with CMP's accountants on accounting and financial disclosure.

## **Qualitative and Quantitative Disclosures About Market Risk**

### ***Interest Rate Risk***

At March 31, 2011, 67.8% of CMP's long-term debt was bearing interest at variable rates. Accordingly, CMP's earnings and after-tax cash flow are affected by changes in interest rates. Assuming the current level of borrowings at variable rates and assuming a one percentage point change in the average interest rate under these borrowings for the three months ended March 31, 2011, it is estimated that CMP's interest expense and net income would have changed by \$1.1 million during the three months ended March 31, 2011. In the event of an adverse change in interest rates, CMP's management would likely take actions, in addition to the interest rate swap agreement discussed above, to mitigate CMP's exposure. However, due to the uncertainty of the actions that would be taken and their possible effects, additional analysis is not possible at this time. Further, such analysis would not consider the effects of the change in the level of overall economic activity that could exist in such an environment.

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION**

The following tables present selected historical consolidated financial information for each of Cumulus Media and CMP as of and for the three months ended March 31, 2011 and March 31, 2010 and the fiscal years ended December 31, 2010, 2009, 2008, 2007 and 2006. This information should be read in conjunction with our audited consolidated financial statements and the related notes thereto and Item 7. Management's Discussion and Analysis of Financial Conditions and Results of Operations set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, each incorporated by reference herein and CMP Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the related notes of CMP, each of which is included or incorporated by reference in this proxy statement.

Cumulus Media:	Three Months Ended March 31,		Year Ended December 31,				
	2011	2010	2010	2009	2008	2007	2006(4)
	(Dollars in thousands, except per share data)						
<b>Statement of Operations Data:</b>							
Net revenues	\$ 57,858	\$ 56,358	\$ 263,333	\$ 256,048	\$ 311,538	\$ 328,327	\$ 334,321
Station operating expenses (excluding depreciation, amortization and LMA fees)	37,555	39,926	159,807	165,676	203,222	210,640	214,089
Depreciation and amortization LMA fees	2,123	2,517	9,098	11,136	12,512	14,567	17,420
LMA fees	581	529	2,054	2,332	631	755	963
Corporate general and administrative (including non-cash stock compensation expense)	8,129	4,066	18,519	20,699	19,325	26,057	41,012
Gain on exchange of assets or stations	(15,158)			(7,204)		(5,862)	(2,548)
Realized loss on derivative instrument	40	584	1,957	3,640			
Impairment of intangible assets and goodwill(1)			671	174,950	498,897	230,609	63,424
Other operating expense					2,041	2,639	
Operating income (loss)	24,588	8,736	71,227	(115,181)	(425,090)	(151,078)	(39)
Interest expense, net	(6,318)	(8,829)	(30,307)	(33,989)	(47,262)	(60,425)	(42,360)

Terminated transaction (expense)								
Income			(7,847)		15,000			
Losses on early extinguishment of debt						(986)		(2,284)
Other (expense) Income, net	(2)	(53)	108	(136)	(10)	117		(98)
Income tax (expense) benefit	(2,149)	2	(3,779)	22,604	117,945	38,000		5,800
Equity losses in affiliate					(22,252)	(49,432)		(5,200)
Net income (loss)	\$ 16,119	\$ (144)	\$ 29,402	\$ (126,702)	\$ (361,669)	\$ (223,804)		\$ (44,181)
Basic income (loss) per common share	\$ 0.38	\$ (0.01)	\$ 0.70	\$ (3.13)	\$ (8.55)	\$ (5.18)		\$ (0.87)
Diluted income (loss) per common share	\$ 0.37	\$ (0.01)	\$ 0.69	\$ (3.13)	\$ (8.55)	\$ (5.18)		\$ (0.87)
<b>Other Data:</b>								
Station Operating Income(2)	\$ 20,303	\$ 16,432	\$ 103,526	\$ 90,372	\$ 108,316	\$ 117,687		\$ 120,232
Station Operating Income margin(3)	35.1%	29.2%	39.3%	35.3%	34.8%	35.8%		36.0%
Cash flows related to:								
Operating activities	\$ 10,026	\$ 12,095	\$ 42,738	\$ 28,691	\$ 76,654	\$ 46,057		\$ 65,322
Investing activities	(1,786)	(451)	(2,425)	(3,060)	(6,754)	(29)		(19,217)
Financing activities	(18,619)	(12,918)	(43,723)	(62,410)	(49,183)	(16,134)		(48,834)
Capital expenditures	(502)	(431)	(2,353)	(3,110)	(6,069)	(4,789)		(9,211)
<b>Balance Sheet Data at period end:</b>								
Total assets	\$ 318,876		\$ 319,636	\$ 334,064	\$ 543,519	\$ 1,060,542		\$ 1,333,147
Long-term debt (including current portion)	573,269		591,008	633,508	696,000	736,300		731,250
Total stockholders (deficit) equity	\$ (324,403)		\$ (341,309)	\$ (372,512)	\$ (248,147)	\$ 119,278		\$ 337,007

(1) Impairment charge recorded in connection with our interim and annual impairment testing under ASC 350. See Note 4, Intangible Assets and Goodwill, in the notes to our audited consolidated financial statements incorporated by reference in this proxy statement for further discussion.

**Table of Contents**

- (2) Station Operating Income consists of operating income before depreciation and amortization, LMA fees, non-cash stock compensation, other corporate general and administrative expenses excluding non-cash stock compensation expense, any gain on exchange of assets or stations, any realized loss on derivative instrument, impairment of intangible assets and goodwill, costs associated with our terminated attempt to purchase radio station WTKE-FM in Holt, Florida (in 2008 and 2007). Station Operating Income should not be considered in isolation or as a substitute for net (loss) income, operating (loss) income, cash flows from operating activities or any other measure for determining our operating performance or liquidity that is calculated in accordance with GAAP. We exclude depreciation and amortization due to the insignificant investment in tangible assets required to operate our stations and the relatively insignificant amount of intangible assets subject to amortization. We exclude LMA fees from this measure, even though they require a cash commitment, due to the insignificance and temporary nature of such fees. Corporate expenses, despite representing an additional significant cash commitment, are excluded in an effort to present the operating performance of our stations exclusive of the corporate resources employed. We exclude terminated transaction costs due to the temporary nature of such costs. Finally, we exclude non-cash stock compensation, any gain or loss on exchange of assets or stations, any realized gain or loss on derivative instrument, and impairment of intangible assets and goodwill from the measure as they do not represent cash payments for activities related to the operation of the stations. We believe that this is important to investors because it highlights the gross margin generated by our station portfolio.

We believe that Station Operating Income is the most frequently used financial measure in determining the market value of a radio station or group of stations and to compare the performance of radio station operators. We have observed that Station Operating Income is commonly employed by firms that provide appraisal services to the broadcasting industry in valuing radio stations. Further, in connection with our acquisitions, we have used Station Operating Income as our primary metric to evaluate and negotiate the purchase price to be paid. Given its relevance to the estimated value of a radio station, we believe, and our experience indicates, that investors consider the measure to be extremely useful in order to determine the value of our portfolio of stations. Additionally, Station Operating Income is one of the measures that our management uses to evaluate the performance and results of our stations. Our management uses the measure to assess the performance of our station managers and our board of directors uses it to determine the relative performance of our executive management. As a result, in disclosing Station Operating Income, we are providing investors with an analysis of our performance that is consistent with that which is utilized by our management and our Board of Directors.

Station Operating Income is not a recognized term under GAAP and does not purport to be an alternative to operating income from continuing operations as a measure of operating performance or to cash flows from operating activities as a measure of liquidity. Additionally, Station Operating Income is not intended to be a measure of free cash flow available for dividends, reinvestment in our business or other company discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and debt service requirements. Station Operating Income should be viewed as a supplement to, and not a substitute for, results of operations presented on the basis of GAAP. We compensate for the limitations of using Station Operating Income by using it only to supplement our GAAP results to provide a more complete understanding of the factors and trends affecting our business than GAAP results alone. Station Operating Income has its limitations as an analytical tool, and investors should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Moreover, because not all companies use identical calculations, these presentations of Station Operating Income may not be comparable to other similarly titled measures of other companies.



**Table of Contents**

A reconciliation of Station Operating Income to operating income (loss), net (the most closely comparable measure prepared in accordance with GAAP) is presented below.

	Three Months Ended		Year Ended December 31,				
	2011	2010	2010	2009	2008	2007	2006
Operating income (loss)	\$ 24,588	\$ 8,736	\$ 71,227	\$ (115,181)	\$ (425,090)	\$ (151,078)	\$ (39)
Depreciation and amortization	2,123	2,517	9,098	11,136	12,512	14,567	17,420
LMA fees	581	529	2,054	2,332	631	755	963
Non-cash stock compensation	589	(101)	2,451	2,879	4,663	9,212	24,447
Corporate general and administrative	7,540	4,167	16,068	17,820	14,662	16,845	16,565
Gain on exchange of assets or stations	(15,158)			(7,204)		(5,862)	(2,548)
Realized loss on derivative instrument	40	584	1,957	3,640			
Impairment of intangible assets and goodwill			671	174,950	498,897	230,609	63,424
Other operating expense					2,041	2,639	
Station Operating Income	\$ 20,303	\$ 16,432	\$ 103,526	\$ 90,372	\$ 108,316	\$ 117,687	\$ 120,232

(3) Station Operating Income margin is defined as Station Operating Income as a percentage of net revenues.

(4) We recorded certain immaterial adjustments to the 2006 consolidated financial data.



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Operating activities	\$ 9,317	\$ 4,082	\$ 41,830	\$ 36,569	\$ 21,011	\$ 9,363	\$ 24,114
Investing activities	(245)	(304)	(451)	(1,548)	751	(2,159)	(1,227,311)
Financing activities	(18,308)	(1,750)	(99,049)	(39,680)	59,920	(15,523)	1,211,126
Capital expenditures	(251)	(304)	(801)	(1,375)	(2,700)	(2,673)	(668)
<b>Balance Sheet Data</b>							
<b>(at period end):</b>							
Total assets	\$ 407,833		\$ 424,793	\$ 495,683	\$ 722,866	\$ 1,354,579	\$ 1,832,575
Long-term debt (including current portion)	707,212		725,520	824,569	1,023,045	985,704	1,002,718
Total Members (deficit) equity	\$ (414,945)		\$ (417,041)	\$ (436,326)	\$ (454,552)	\$ 90,965	\$ 288,996

- (1) CMP Station Operating Income consists of operating income before depreciation and amortization, LMA fees, corporate general and administrative expenses, any (gain) loss on disposals of fixed assets, impairment of long-term investment, and impairment of goodwill and intangible assets. CMP Station Operating Income should not be considered in isolation or as a substitute for net income, operating income (loss), cash flows from operating activities or any other measure for determining CMP's operating performance or liquidity that is calculated in accordance with GAAP. CMP excludes depreciation and amortization due to the insignificant investment in tangible assets required to operate its stations and the relatively insignificant amount of intangible assets subject to amortization. CMP excludes corporate general and administrative expenses (including LMA fees), despite representing an additional significant cash commitment, in an effort to present the operating performance of CMP's stations exclusive of the corporate resources employed. CMP believes this is important because it highlights the gross margin generated by CMP's station portfolio. Finally, CMP excludes any (gain) loss on disposals of fixed assets and impairment of goodwill and intangible assets from the measure as they do not represent cash payments for activities related to the operation of the stations.

For a statement of the reasons why CMP believes that presenting CMP Station Operating Income provides useful information to investors, the purposes for which CMP's management uses CMP Station Operating Income and the material limitations of CMP Station Operating Income, see footnote 3 to Cumulus Media's selected historical financial data above, as such is also applicable to CMP and its business.

**Table of Contents**

The following table provides an unaudited reconciliation of CMP's operating income (loss), net to CMP Station Operating Income:

	Three Months Ended			Year Ended December 31,			
	2011	2010	2010	2009	2008	2007	2006
Operating income (loss), net	\$ 10,794	\$ 11,276	\$ 65,317	\$ (153,995)	\$ (622,921)	\$ (112,201)	\$ 28,486
Depreciation and amortization	2,116	2,134	8,576	8,232	9,015	12,141	32,862
LMA Fees	(45)	(6)	(10)	(8)			
Corporate general and administrative	2,482	1,770	8,397	10,701	7,465	7,795	4,353
(Gain) loss on disposal of assets or stations	(6)	1	29	68	(660)	131	
Impairment of long-term investment					3,011	5,509	
Impairment of intangible assets and goodwill			3,296	209,938	687,849	188,019	
CMP Station Operating Income	\$ 15,341	\$ 15,177	\$ 85,605	\$ 74,936	\$ 83,759	\$ 101,394	\$ 65,701

(2) CMP Station Operating Income margin is defined as CMP Station Operating Income as a percentage of net revenues.

(3) Reflects period from inception (May 5, 2006) to December 31, 2006. Predecessor period from January 1, 2006 to May 4, 2006 not shown as such information is not meaningful.

**Table of Contents**

**UNAUDITED SELECTED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL DATA**

The following unaudited selected pro forma condensed consolidated financial information is based on our historical consolidated financial statements, which are incorporated by reference in this proxy statement, and the historical consolidated financial statements of each of CMP and Citadel, which are included elsewhere in this proxy statement.

The following unaudited selected pro forma condensed consolidated financial information is intended to provide you with information about how each of the CMP Acquisition and the Citadel Acquisition, and the related refinancing transactions, might have affected our historical consolidated financial statements if such transactions had closed as of January 1, 2010, in the case of the statements of operations and as of March 31, 2011, in the case of the balance sheet information.

The unaudited selected pro forma condensed consolidated financial information is presented on:

a CMP Pro Forma Basis, giving effect to the 2019 Notes Offering and the CMP Acquisition (including certain developments in CMP's business); and

an Overall Pro Forma Basis, giving effect to the 2019 Notes Offering, the CMP Acquisition (including certain developments in CMP's business), the Citadel Acquisition and the Global Refinancing.

Pursuant to the Citadel Merger Agreement, we have agreed to issue to holders of Citadel common stock (including holders of warrants to acquire Citadel common stock) up to 151,485,282 shares of our common stock (plus an additional number of shares based upon the number of shares of common stock that are issued upon the exercise of stock options to purchase shares of Citadel common stock prior to the closing date of the Citadel Acquisition) (the Maximum Stock Scenario) and have agreed to pay to holders of Citadel common stock (including holders of warrants to acquire Citadel common stock) up to \$1,408.7 million in cash (plus an additional amount based upon the number of shares of common stock that are issued upon the exercise of stock options to purchase shares of Citadel common stock prior to the closing of the Citadel Acquisition, less the cash value of any dissenting shares) (the Maximum Cash Scenario), with the actual number of shares to be issued, and amount of cash to be paid, dependent upon elections to be made by Citadel stockholders prior to the completion of the Citadel Acquisition. For purposes of this unaudited selected pro forma condensed consolidated financial information, we have assumed that the Citadel Acquisition consideration will consist of \$1,261.9 million in cash and the issuance of 115,210,000 shares of our common stock (which represents the arithmetic mean, or midpoint, of the amount of cash which would be payable, and the number of shares of our common stock which would be issuable to holders of Citadel common stock in each of the Maximum Cash Scenario and Maximum Stock Scenario), which shares have an assumed aggregate value of \$483.9 million (based on an assumed price per share of our common stock of \$4.20, the closing price of such common stock on the Nasdaq Global Market on May 20, 2011, the most recent practicable date).

Each of the CMP Acquisition and Citadel Acquisition will be accounted for as a business combination using the purchase method of accounting and, accordingly, is expected to result in the recognition of assets acquired and liabilities assumed at fair value. However, as of the date of this proxy statement, we have not performed the valuation studies necessary to estimate the fair values of the assets we expect to acquire and the liabilities we expect to assume to reflect the allocation of purchase price to the fair values of such amounts.

For purposes of preparing the pro forma adjustments to reflect the CMP Acquisition, we have estimated the fair values of the indefinite-lived intangible assets based on information available as of December 31, 2010. For purposes of preparing the pro forma adjustments to reflect the Citadel Acquisition, we have carried forward the net book value of

the indefinite-lived and definite-lived intangible assets from those appearing in Citadel's consolidated financial statements as of December 31, 2010, which are included elsewhere in this proxy statement, as we do not have any independent third-party valuations or other valuation studies estimating the value of these intangible assets. However, due to Citadel's application of fresh-start accounting upon its emergence from bankruptcy on June 3, 2010, Citadel's intangible assets were adjusted to fair value during 2010. For each of the CMP Acquisition and the Citadel Acquisition, the excess of the consideration expected to be transferred over the fair value of the net assets expected to be acquired has been presented as an adjustment to goodwill. We have not estimated the fair value of other assets expected to be acquired or liabilities expected to be assumed, including, but not limited to, current assets, property and equipment, current liabilities, other miscellaneous liabilities and other finite-lived intangible assets and related deferred tax liabilities. A final

**Table of Contents**

determination of these fair values will be based upon appraisals prepared by independent third parties and on the actual tangible and identifiable intangible assets and liabilities that exist as of the closing date of each respective acquisition. The actual allocations of the consideration transferred may differ materially from the allocations assumed in this unaudited selected pro forma condensed consolidated financial information.

The presentation of financial information on an Overall Pro Forma Basis for the year ended December 31, 2010 includes the combined results of operations of Citadel for its predecessor and successor periods. In connection with its emergence from bankruptcy on June 3, 2010 and in accordance with accounting guidance on reorganizations, Citadel adopted fresh-start reporting as of May 31, 2010. See the footnotes to Citadel's audited historical financial statements, which are included elsewhere in this proxy statement for more information. Historical financial results of Citadel are presented for the Predecessor entity for periods prior to Citadel's emergence from bankruptcy and for the Successor entity for periods after Citadel's emergence from bankruptcy. As a result, financial results of periods prior to Citadel's adoption of fresh-start reporting are not comparable to financial results of periods after that date. The combined operating results of Citadel including the Successor and Predecessor periods in 2010 are not necessarily indicative of the results that may be expected for a full fiscal year. Presentation of the combined financial information of the Predecessor and Successor for the twelve months ended December 31, 2010 is not in accordance with GAAP. However, we believe that the combined financial results are useful for management and investors to assess Citadel's ongoing financial and operational performance and trends.

	<b>Three Months Ended March 31, 2011</b>		<b>Year Ended December 31, 2010</b>	
	<b>CMP Pro Forma Basis</b>	<b>Overall Pro Forma Basis</b>	<b>CMP Pro Forma Basis</b>	<b>Overall Pro Forma Basis</b>
	<b>(Dollars in thousands)</b>			
<b>Statement of Operations Data:</b>				
Net revenues	\$ 94,222	\$ 254,244	\$ 441,008	\$ 1,180,574
Station operating expenses (excluding depreciation, amortization and LMA fees)	59,748	174,462	256,824	729,740
Depreciation and amortization	3,796	26,839	15,894	106,027
LMA fees	581	680	2,054	2,888
Corporate general and administrative (including non-cash stock compensation expense)	9,150	23,602	21,778	63,601
Gain on exchange of assets or stations	(15,158)	(14,992)	29	1,159
Realized loss on derivative instrument	40	40	1,957	1,957
Impairment of intangible assets and goodwill(1)			671	671
Other operating expense	(6)	7,112		7,210
Operating income	36,071	36,501	141,801	267,321
Interest expense, net	(16,839)	(38,754)	(70,835)	(154,947)
Terminated transaction expense			(7,847)	(7,847)
Other (expense) income, net			107	107
Income tax (expense) benefit	(2,384)	6,570	(14,153)	(17,668)
Net income (loss)	\$ 16,848	\$ 4,317	\$ 49,073	\$ 86,966

	<b>As of March 31, 2011</b>	
	<b>CMP Pro Forma Basis</b>	<b>Overall Pro Forma Basis</b>
<b>Balance Sheet Data:</b>		
Total assets	\$ 1,207,223	\$ 4,042,266
Long-term debt (including current portion)	1,230,984	2,908,145
Total stockholders' equity (deficit)	(203,287)	582,519

(1) Impairment charge recorded in connection with our interim and annual impairment testing under ASC 350. See Note 4, Intangible Assets and Goodwill, in the notes to our audited consolidated financial statements incorporated by reference in this proxy statement for further discussion.



**Table of Contents****COMPARATIVE PER SHARE DATA**

We have summarized below specified (1) comparative per share data of Cumulus Media on a historical basis and (2) combined per share data on an unaudited pro forma basis after giving effect to the CMP Transaction using the purchase method of accounting as if the CMP Transaction occurred on January 1, 2010 and assuming that 3,315,238 shares of our Class A common stock and 6,630,456 shares of our Class D common stock were issued as consideration in the CMP Acquisition and 8,267,969 shares of our Class D common stock were issued upon the Warrant Exercise:

	<b>Three Months Ended March 31, 2011</b>	<b>Year Ended December 31, 2010</b>
<b>Cumulus Media s Historical Per Share Data(1):</b>		
Basic net income per share from continuing operations:	\$ 0.38	\$ 0.70
Book value per share at period end	\$ (8.99)	\$ (9.60)
Cash dividends declared per share at period end		
<b>Pro Forma Per Share Data(2):</b>		
Pro forma combined basic net income per share from continuing operations	\$ 0.28	\$ 0.82
Pro forma combined book value per share at period end	\$ (3.75)	\$ (4.02)
Pro forma cash dividends per share at period end		

- (1) Historical book value per share is computed by dividing stockholders' deficit by the number of shares of common stock outstanding at the end of each period.
- (2) Pro forma book value per share is computed by dividing pro forma stockholders' deficit by the sum of: (a) the number of shares of our common stock outstanding at the end of each period, and (b) the number of shares of common stock to be issued in connection with the CMP Acquisition and upon the Warrant Exercise.

You should read this data along with our historical consolidated financial statements, including the related notes, incorporated by reference into this proxy statement, and the historical financial statements of CMP, including the related notes, and the unaudited pro forma combined financial statements included in this proxy statement. We have presented the pro forma per share data for illustrative purposes only. The unaudited pro forma per share data is presented for illustrative and informational purposes only and is not intended to represent or be indicative of what our financial condition or results of operations would have been had the CMP Transaction and the other pending transactions described in this proxy statement occurred on the dates indicated.

**Table of Contents**

**PROPOSAL NO. 1: TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**Background**

We are submitting this proposal to amend and restate our Charter. The approval of this proposal will satisfy a necessary condition to the consummation of the CMP Transaction. Although the proposal to approve the Charter Amendment is related to the CMP Transaction, you will not be voting to approve the CMP Acquisition or the Restated Warrant Agreement. An understanding of the CMP Transaction is necessary, however, in order to make an informed voting decision with respect to this proposal. See *The CMP Transaction* included in this proxy statement.

Our Board of Directors has approved resolutions to amend our Charter to, among other things, increase the total number of shares of authorized capital stock from 270,262,000 to 300,000,000, create a new class of non-voting common stock to be designed *Class D Common Stock*, par value \$0.01 per share, and eliminate certain rights applicable to our existing non-voting *Class B* common stock.

The summary of the Charter Amendment set forth below should be read in conjunction with, and is qualified in its entirety by, the full text of the Charter, as it will be amended and restated pursuant to the Charter Amendment. We have attached a marked copy showing the proposed changes to the Charter as Appendix C to this proxy statement.

**Purpose of the Charter Amendment**

The purpose of the Charter Amendment is (i) to increase the number of authorized shares to provide for sufficient authorized shares to complete the CMP Transaction and to provide greater flexibility in our capital structure following the closing of the CMP Transaction; (ii) to create a new class of non-voting common stock which will be issued to certain of the CMP Sellers in connection with the CMP Acquisition and to holders of the CMP Warrants upon the exercise of the CMP Warrants following effectiveness of the Restated Warrant Agreement and (iii) to eliminate the requirement that we obtain the consent of holders of shares of *Class B* common stock to any (x) proposed merger, consolidation or other business combination involving the Company, or sale, transfer or other disposition of all or substantially all of our assets, or (y) any proposed transaction that would result in a change of control.

**Description of Class D Common Stock**

The terms of the *Class D* common stock are summarized below.

***Voting Rights***

Except as may be required by law, the holders of shares of *Class D* common stock will not be entitled to vote on any matter submitted to a vote of our stockholders.

***Dividends and Other Distributions***

Each share of *Class A* common stock, *Class B* common stock, *Class C* common stock and *Class D* common stock will share equally in dividends and other distributions in cash, stock or property (including distributions upon our liquidation and consideration to be received upon a sale or conveyance of all or substantially all of our assets), except that in the case of dividends or other distributions payable on the *Class A* common stock, *Class B* common stock, *Class C* common stock or *Class D* common stock in shares of such stock, including distributions pursuant to stock

splits or dividends, only Class A common stock will be distributed with respect to Class A common stock, only Class B common stock will be distributed with respect to Class B common stock, only Class C common stock will be distributed with respect to Class C common stock and only Class D common stock will be distributed with respect to Class D common stock. In no event will any of the Class A common stock, Class B common stock, Class C common stock or Class D common stock be split, divided or combined unless each other class is proportionately split, divided or combined.

**Table of Contents**

***Convertibility of Class D Common Stock into Class A Common Stock***

The Class D common stock is convertible at any time, or from time to time, at the option of the holder (provided that the prior consent of any governmental authority required under any applicable law, rule, regulation or other governmental requirement to make such conversion lawful has been obtained) without cost to such holder (except any transfer taxes that may be payable if certificates are to be issued in a name other than that in which the certificate surrendered is registered), into Class A common stock on a share-for-share basis; provided such holder is not at the time of such conversion a Disqualified Person (defined herein).

A record or beneficial owner of shares of Class D common stock may transfer such shares (whether by sale, assignment, gift, bequest, appointment or otherwise) to any transferee; provided that the prior consent of any governmental authority required to make such transfer lawful must have first been obtained and the transferee is not a Disqualified Person. Concurrently with any such transfer, each such transferred share of Class D common stock will automatically be converted into one share of Class A common stock.

As a condition to any proposed conversion or transfer, the person who intends to hold the transferred or converted shares will provide us with any information we reasonably request to enable us to determine whether such a person is a Disqualified Person.

A person will be deemed to be a Disqualified Person if (and with respect to any proposed conversion or transfer, after giving effect to such proposed conversion or transfer) our Board of Directors in good faith determines a person is (or would be after giving effect to such conversion or transfer), or a person becomes aware that he or she is (or would be after giving effect to such conversion or transfer), or the FCC determines by a final order that such person is (or would be after giving effect to such conversion or transfer), a person that, directly or indirectly, as a result of ownership of common stock or our other capital stock or otherwise (i) causes (or would cause) us or any of our subsidiaries to violate the multiple, cross-ownership, cross-interest or other rules, regulations, policies or orders of the FCC, (ii) would result in our disqualification or the disqualification of any of our subsidiaries as a licensee of the FCC or (iii) would cause us to violate the provisions with respect to foreign ownership or voting of our company or any of our subsidiaries as set forth in Section 310(b)(3) or (4), as applicable, of the Communications Act of 1934, as amended. Notwithstanding the foregoing, if a person objects in good faith, within ten days of notice from us that our Board of Directors has determined that such person is a Disqualified Person, we or such person will, when appropriate, apply for a determination by the FCC with respect thereto within ten days of notice of such objection. If no determination is made by the FCC within 90 days from the date of such application or if we and such holder determine that it is inappropriate to make any application to the FCC, we and such holder agree that such determination will be made by an arbitrator, mutually agreed upon by us and such holder. Until a determination is made by the FCC (and such determination is a final order) or by the arbitrator, such person will not be deemed a Disqualified Person.

In the event the FCC determines by a final order that a person is, a person obtains knowledge that he is, or, subject to the above, our Board of Directors in good faith determines that a person is, a Disqualified Person, such person must promptly take any and all actions necessary or required by the FCC to cause him to cease being a Disqualified Person, including, without limitation:

divesting all or a portion of his interest in us;

making an application to or requesting a ruling from, or cooperating with us in any application to or request for a ruling from, the FCC, seeking a waiver for or an approval of such ownership;

divesting itself of any ownership interest in any entity which together with its interest in us makes it a Disqualified Person;

entering into a voting trust whereby its interest in us will not make it a Disqualified Person; or  
exchanging its shares of common stock for Class B common stock (subject to specified approvals); or  
exchanging its shares of common stock for Class D common stock.

## **Table of Contents**

Our Charter will provide that all shares of Class D common stock will bear a legend regarding restrictions on transfer and ownership.

### ***Preemptive Rights***

Neither the Class D common stock nor any other class of our common stock carry any preemptive rights enabling the holder thereof to subscribe for or receive shares of our stock of any class or any other securities convertible into shares of our stock.

### ***Liquidation, Dissolution or Winding Up***

In the event of any liquidation, dissolution or winding up of our company, whether voluntarily or involuntarily, after payment or provision for payment of our debts and other liabilities, and the preferential amounts that the holders of any stock ranking prior to our common stock in the distribution of assets are entitled upon liquidation, the holders of each of our classes of common stock will be entitled to share in our remaining assets in proportion to the respective number of shares of common stock held by such holder compared to the aggregate number of shares of common stock outstanding.

### **Description of Increase in Authorized Shares**

Our authorized capital stock currently consists of 270,262,000 shares divided into four classes. If the stockholders approve and adopt the Charter Amendment, then our Charter will be amended to authorize 300,000,000 shares divided into five classes.

### ***Effects of the Authorization of Additional Shares***

The increase in authorized shares will not have any immediate effect on the rights of existing stockholders, although the issuance of shares of common stock in connection with the CMP Transaction will have an immediate and substantive dilutive impact on our stockholders. In addition, our Board of Directors will have the authority to issue authorized shares without requiring future stockholder approval of such issuances, except as may be required by applicable law or requirements of the NASDAQ Marketplace Rules or the rules of any other stock exchange on which our shares are listed. To the extent that additional authorized shares are issued in the future, they may further decrease the existing stockholders' percentage equity ownership and, depending on the price at which they are issued, could be dilutive to the existing stockholders.

Although the proposal is made in response to the need to increase the number of our authorized shares in order to have sufficient authorized but unissued shares to complete the CMP Transaction, authorized but unissued shares could, within the limits imposed by applicable law, be issued subsequent to the shares of common stock proposed to be issued in connection with the CMP Transaction, in one or more transactions which would make a change in control of us more difficult, and therefore less likely. Any such issuance of additional shares could have the effect of diluting the earnings per share and book value per share of outstanding shares and such additional shares could be used to dilute the stock ownership or voting rights of a person seeking to obtain control of us.

### **Required Vote; Filing of Charter**

Under General Corporation Law of the State of Delaware, the approval of the Charter Amendment requires the affirmative vote of a majority of the votes of the issued and outstanding shares of common stock entitled to vote on the proposal. Pursuant to the Voting Agreements, we have received commitments from holders of approximately 54%

of the outstanding voting power of our common stock to vote in favor of approval of the Charter Amendment. As a result, we expect such proposal to be approved at the annual meeting.

If approved by the required vote of the stockholders, we intend to file the revised Charter that reflects the Charter Amendment with the Delaware Secretary of State, which will give effect to the Charter Amendment. The revised Charter will be effective immediately upon acceptance of filing by the Delaware Secretary of

**Table of Contents**

State. The filing of the revised Charter with the Delaware Secretary of State is expected to occur at or shortly prior to the closing of the CMP Acquisition. Our Board of Directors reserves the right to abandon or delay the filing of the revised Charter even if it is approved by the stockholders.

**Consequences of Failure to Approve the Charter Amendment**

Pursuant to the Exchange Agreement, receipt of stockholder approval of the Charter Amendment is a condition to the consummation of the CMP Acquisition. If such approval is not obtained, we will not be able to consummate the CMP Acquisition, the Restated Warrant Agreement will not become effective, the Radio Holdings Warrants will remain outstanding and the amendment to the Radio Holdings Warrants pursuant to the Restated Warrant Agreement will not occur.

**Recommendation of the Board of Directors**

**Your Board of Directors recommends a vote FOR approval of the Charter Amendment.**



**Table of Contents**

**PROPOSAL NO. 2: TO APPROVE THE ISSUANCE OF SHARES OF OUR COMMON STOCK IN CONNECTION WITH THE CMP TRANSACTION**

**Background**

On January 31, 2011, we entered into the Exchange Agreement with the CMP Sellers pursuant to which we agreed to (i) acquire all of the outstanding equity interests of CMP that we currently do not own in exchange for 3,315,238 shares of our Class A common stock and 6,630,476 shares of our Class D common stock and (ii) enter into an agreement with the holders of outstanding Radio Holdings Warrants that would amend the Radio Holdings Warrants to provide that, upon the closing of the CMP Acquisition, in lieu of being exercisable for shares of common stock of Radio Holdings, the Radio Holdings Warrants would instead be exercisable for an aggregate of 8,267,968 shares of our Class D common stock (subject to adjustment for rounding due to any fractional shares). As a result of the transactions contemplated by the Exchange Agreement, CMP will become our wholly-owned subsidiary, the CMP Sellers will acquire shares of our common stock that are, or are convertible into shares that are, publicly tradeable rather than holding equity interests in a private company, and holders of the Radio Holdings Warrants will be entitled to acquire shares of our publicly-traded common stock rather than shares of our privately-owned subsidiary.

In accordance with the Exchange Agreement, on June 21, 2011, Radio Holdings, Radio Holdco, the Warrant Agent and holders of the requisite majority of outstanding Radio Holdings Warrants entered into a written consent to the Radio Holdings Warrant Agreement to amend and restate such agreement. Pursuant to the Restated Warrant Agreement, which will be entered into on the date of closing of the CMP Acquisition, the outstanding Radio Holdings Warrants, which were originally exercisable for an aggregate of 3,740,893 shares of common stock of Radio Holdings, will instead become exercisable, commencing on the CMI Delivery Date, into an aggregate of 8,267,968 shares of our Class D common stock (subject to adjustment for rounding due to any fractional shares) on the terms and subject to the conditions set forth in the Restated Warrant Agreement.

Following the issuance of shares of our Class D common stock pursuant to the CMP Acquisition or upon a Warrant Exercise, such shares of Class D common stock will be convertible by their terms into shares of our Class A common stock at the times and in the manner described in this proxy statement under the heading Proposal No. 1 Description of Class D Stock Convertibility of Class D Common Stock into Class A Common Stock.

***NASDAQ Stockholder Approval Requirement***

Rule 5635 of the NASDAQ Marketplace Rules requires stockholder approval if a listed company issues common stock or securities convertible into or exercisable for common stock in connection with the acquisition of the stock or assets of another company which exceed 20% of the voting power or the total shares outstanding on a pre-transaction basis. Rule 5635 also requires stockholder approval if a listed company issues common stock or securities convertible into or exercisable for common stock equal to 20% or more of the common stock or 20% or more of the voting power outstanding before the issuance for less than greater of book or market value of the stock.

***Consequences of Failure to Approve the Issuance of Shares***

Under the Exchange Agreement, receipt of stockholder approval of the issuance of shares of common stock to the CMP Sellers pursuant to the CMP Acquisition is a condition to its consummation. If such approval is not obtained, we will not be able to consummate the CMP Acquisition. In addition, if such approval is not obtained, the Restated Warrant Agreement will not become effective, the Radio Holdings Warrants will remain outstanding and the

amendments to the Radio Holdings Warrants pursuant to the Restated Warrant Agreement will not occur.

**Table of Contents**

**Effect of the Issuance of Shares**

If our stockholders approve this proposal and the CMP Acquisition is consummated, Blackstone will receive 3,315,238 million shares of our Class A common stock and, in order to ensure compliance with broadcast ownership rules of the FCC, Bain and THL will each receive 3,315,238 million shares of Class D common stock. In exchange, each of Blackstone, Bain and THL will transfer to us their equity interests in CMP and CMP will become a wholly-owned subsidiary of the Company. In addition, upon the Warrant Exercise and assuming the Restated Warrant Agreement becomes effective, we will issue an aggregate of 8,267,968 new shares of our Class D common stock (assuming all CMP Warrants are exercised). Each holder of shares of Class D common stock will be entitled at any time, or from time to time, to convert its shares into shares of Class A common stock on a share-for-share basis so long as at the time of conversion it is not a Disqualified Person and any required consent of any governmental authority has been obtained. As a result of the CMP Acquisition, Warrant Exercise and Class D Conversions (and assuming all CMP Warrants are exercised and shares of Class D common stock are converted in full), we would issue up to a total of 18,213,682 new shares of our Class A common stock, representing approximately 53.1% of the number of shares of our Class A common stock outstanding as of March 31, 2011.

**Required Vote**

In order for the proposal relating to the issuance of shares of Class A common stock and Class D common stock in connection with the CMP Acquisition, the issuance of shares of Class D common stock upon the Warrant Exercise and the issuance of shares of Class A common stock upon any Class D Conversions to be approved, a majority of the votes cast at the annual meeting by holders of our Class A common stock and Class C common stock, voting together as a single class, must be voted **FOR** the proposal. Pursuant to the Voting Agreements, we have received commitments from holders of approximately 54% of the outstanding voting power of our common stock to vote in favor of approval required by Rule 5635 of the NASDAQ Marketplace Rules for issuance of the shares of common stock to be issued pursuant to the Exchange Agreement. As a result, we expect such proposal to be approved at the annual meeting.

**Recommendation of the Board of Directors**

**Your Board of Directors recommends that you vote FOR the approval of the issuance of shares of our Class A common stock and Class D common stock in connection with the CMP Transaction.**

**Table of Contents**

**PROPOSAL NO. 3: ELECTION OF DIRECTORS**

Our Board of Directors is currently comprised of five members. Pursuant to our Charter and bylaws, at the 2011 annual meeting of stockholders, those directors whose terms expire at that meeting (or such directors' successors) will be elected to hold office for a one-year term expiring at the 2012 annual meeting of stockholders. All five of our directors are currently in a term of office that will expire at this annual meeting. Except for Mr. David M. Tolley, each director nominee was elected by our stockholders at our 2010 annual meeting of stockholders. In January 2011, Mr. Tolley was appointed as a director after he was designated as the Blackstone Designee pursuant to the Exchange Agreement, as described below.

As described under "Members of the Board of Directors," pursuant to a voting agreement entered into in 1998 with the holders of our Class C common stock, one of our directors, Robert H. Sheridan, III, has been designated to serve as a director by one of our principal stockholders, BA Capital Company, L.P. ("BA Capital"), which is one of the BofA Entities. The holders of our Class C common stock, voting as a single class, are obligated under that voting agreement to elect Mr. Sheridan to our Board of Directors. Lewis W. Dickey, Jr., our Chairman, President and Chief Executive Officer and the holder of all outstanding shares of our Class C common stock, has informed us that in accordance with the terms of the Dickey Voting Agreement, he intends to vote all of his shares of Class C common stock to reelect Mr. Sheridan. The holders of our Class A common stock are not entitled to vote for BA Capital's director designee.

On January 31, 2011, Mr. Tolley, a Senior Managing Director of Blackstone, joined our Board of Directors. Mr. Tolley was appointed to the Board of Directors pursuant to the Exchange Agreement and subject to a written agreement to promptly resign in the event the Exchange Agreement is terminated prior to the consummation of the CMP Acquisition. Mr. Tolley has been designated to serve as the Blackstone Designee pursuant to the Exchange Agreement and the Voting Agreements, and for each of our next three successive annual meetings of stockholders, including the 2011 annual meeting, our Board of Directors is obligated to nominate Mr. Tolley, or his designated successor, for election, until such time as affiliates of Blackstone as a group cease to beneficially own at least one-half of the aggregate amount of the Company's common stock that they receive upon consummation of the CMP Acquisition. The Dickeys and the BofA Entities have agreed to vote their shares of in favor of the election of Mr. Tolley.

Messrs. Dickey, Everett, Robison and Tolley have been nominated for election by our Board of Directors, upon the recommendation of a majority of our independent directors. Accordingly, our Board of Directors urges you to vote **FOR** the election of the director nominees. If elected, Messrs. Dickey, Everett, Robison and Tolley would serve until the 2012 annual meeting of stockholders or until each is succeeded by another qualified director who has been elected.

Detailed information about Messrs. Dickey, Everett, Robison, and Tolley is provided in "Members of the Board of Directors" elsewhere in this proxy statement. Our Board of Directors has no reason to believe that these individuals will be unable to serve as directors. If for any reason these individuals become unable to serve before the annual meeting, the persons named in the proxy will vote for the election of such other persons as our Board of Directors may recommend.

**Recommendation of the Board of Directors**

**Your Board of Directors recommends a vote FOR the election of the director nominees for director.**

**Table of Contents**

**INFORMATION ABOUT THE BOARD OF DIRECTORS**

The Board of Directors is elected by our stockholders to oversee management and to assure that the long-term interests of our stockholders are being served. The primary role of the Board of Directors is to maximize stockholder value over the long term. Our business is conducted by our employees, managers and officers under the direction of the Chief Executive Officer and the oversight of the Board of Directors.

The Board of Directors held six meetings during 2010. Each director attended at least 75% of the meetings of the Board of Directors and the committees on which he served. We do not have a formal policy regarding attendance by directors at our annual meetings, but we encourage all incumbent directors, as well as all director nominees, to attend the annual meeting. All director nominees who were then members of our Board of Directors attended last year's annual meeting of stockholders, either in person or telephonically.

**Director Independence**

Our Board of Directors has reviewed the standards of independence for directors established by applicable laws and regulations, including the current listing standards of the NASDAQ Marketplace Rules, and has reviewed and evaluated the relationships of the directors with us and our management. Based upon this review and evaluation, our Board of Directors has determined that none of the current non-employee members of the Board of Directors has a relationship with us or our management that would interfere with such director's exercise of independent judgment, and that each non-employee member of the Board of Directors – Messrs. Everett, Robison, Sheridan and Tolley – is an independent director. The independent directors meet periodically in executive sessions.

**Board of Directors Leadership Structure**

Lewis W. Dickey, Jr. serves as our Chairman, President and Chief Executive Officer. Our Board of Directors believes that Mr. L. Dickey's service as both Chairman of the Board and Chief Executive Officer is in our and our stockholders' best interests. He has extensive experience in radio broadcasting, is viewed as a leader in the industry, and possesses detailed and in-depth knowledge of the issues, opportunities and challenges that we face. Our Board of Directors believes that he is, therefore, best positioned to develop agendas that ensure that our Board of Directors' time and attention are focused on the most critical matters. His combined role enables decisive leadership, ensures clear accountability, and enhances our ability to communicate our message and strategy clearly and consistently to our stockholders, employees, customers and suppliers, as well as to the investment community and the capital markets, particularly given the turbulent economic conditions and changes within the industry.

Given its relatively small size, our Board of Directors has not found a need to designate one of the four independent directors as a lead independent director, but instead believes that, at this time, each of the four independent directors (two of whom serve as Chairman of the two standing Board of Directors committees and three of whom serve as members of both of such committees) is able to be fully and effectively engaged in all issues relevant to the Board of Directors, and, to date, has viewed the creation of a lead independent director as unnecessary. This structure has, in the Board of Directors' view, provided for a highly conducive atmosphere for directors to exercise their responsibilities and fiduciary duties, and to enjoy adequate opportunities to thoroughly deliberate matters before the Board of Directors and to make informed decisions. Our Board of Directors believes that this approach appropriately and effectively complements the combined Chairman/Chief Executive Officer structure. As a consequence, the Board of Directors has determined that no significant benefit would be realized by separating the roles of Chairman and Chief Executive Officer.

Although our Board of Directors believes that the combination of the Chairman and Chief Executive Officer roles is appropriate in the current circumstances, our Board of Directors has not established this approach as policy, and will routinely review its determination as circumstances dictate and from time to time.

## **Table of Contents**

### **Committees of the Board of Directors**

The Board of Directors has an Audit Committee and a Compensation Committee. All members of each committee are non-employee, independent directors.

#### ***The Audit Committee.***

The purpose of the Audit Committee is to assist our Board of Directors in fulfilling its oversight responsibilities with respect to: (i) our accounting, reporting and oversight practices; (ii) our compliance with legal and regulatory requirements; (iii) our independent registered public accounting firm's qualifications and independence; and (iv) the performance of our independent registered public accounting firm, and our own internal, audit function. The Audit Committee is responsible for overseeing our accounting and financial reporting processes and the audits of our financial statements on behalf of our Board of Directors. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm (including resolution of any disagreements between our management and independent registered public accounting firm regarding financial reporting), and our independent registered public accounting firm's report directly to the Audit Committee.

The Audit Committee met four times in 2010. The current members of the Audit Committee are Robert H. Sheridan, III (Chairman), Ralph B. Everett, and Eric P. Robison. Our Board of Directors has determined that each Audit Committee member is independent, as such term is defined under the rules of the SEC and the NASDAQ Marketplace Rules applicable to audit committee members, and meets the financial literacy requirements of the NASDAQ Marketplace Rules. None of the aforementioned members has participated in the preparation of the financial statements of Cumulus Media or its subsidiaries at any time during the past three years. Our Board of Directors has determined that Mr. Sheridan (1) is an audit committee financial expert, as such term is defined under the rules of the SEC, and (2) meets the NASDAQ Marketplace Rules' professional experience requirements.

The Audit Committee operates pursuant to a written charter, which is reviewed on an annual basis and complies with the applicable provisions of the Sarbanes-Oxley Act of 2002, the related rules of the SEC, and the NASDAQ Marketplace Rules. A copy of our Audit Committee charter is available on our corporate website, at [www.cumulus.com](http://www.cumulus.com).

#### ***The Compensation Committee.***

The Compensation Committee oversees the determination of all matters relating to employee compensation and benefits and specifically reviews and approves salaries, bonuses and equity-based compensation for our executive officers. The Compensation Committee met twice in 2010. The current members of the Compensation Committee are Eric P. Robison (Chairman), Ralph B. Everett and Robert H. Sheridan, III, each of whom is independent, as such term is defined under the NASDAQ Marketplace Rules.

The Compensation Committee does not have a formal charter. Our Board of Directors has delegated to the Compensation Committee the following areas of responsibilities:

performance evaluation, compensation and development of our executive officers;

establishment of performance objectives under the Company's short- and long-term incentive compensation arrangements and determination of the attainment of such performance objectives; and

oversight and administration of benefit plans.

The Compensation Committee generally consults with management in addressing executive compensation matters. The parameters for the compensation of our Chief Executive Officer, which were developed in 2006 with the assistance of a compensation consultant, are largely established by his employment agreement, and the compensation of the other executive officers is determined after taking into account compensation recommendations made by the Chief Executive Officer. Our Chief Executive Officer, based on the performance evaluations of the other executive officers, recommends to the Compensation Committee compensation for those executive officers. The executive officers, including our Chief Financial Officer, also



## **Table of Contents**

provide recommendations to the Compensation Committee from time to time regarding key business drivers included in compensation program designs, especially incentive programs, which may include defining related measures and explaining the mutual influence on or by other business drivers and the accounting and tax treatment relating to certain awards. Our Chief Executive Officer also provides regular updates to the Compensation Committee regarding current and anticipated performance outcomes, including the impact on executive compensation. The Compensation Committee has the authority to retain compensation consultants from time to time as it deems appropriate.

## **Risk Oversight**

Our Board of Directors as a whole has responsibility for risk oversight, with reviews of certain areas being conducted by the relevant Board of Director committees that report on their deliberations to the full Board of Directors, as further described below. Given the small size of the Board, the Board of Directors feels that this structure for risk oversight is appropriate (except for those risks that require risk oversight by independent directors only) and, as only independent directors serve on the Board of Directors' standing committees, each independent director has full access to all available information for risks that may affect us.

The Audit Committee is specifically charged with discussing risk management (primarily financial and internal control risk), and receives regular reports from management (including legal and financial representatives), independent auditors, internal audit and outside legal counsel on risks related to, among others, our financial controls and reporting, covenant compliance and interest-rate hedging. The Compensation Committee reviews risks related to compensation and makes recommendations to the Board of Directors with respect to whether the Company's compensation policies are properly aligned to discourage inappropriate risk-taking, and is regularly advised by management (including legal and financial representatives) and outside legal counsel. In addition, the Company's management, including the Company's General Counsel, regularly communicates with the Board of Directors to discuss important risks for its review and oversight, including regulatory risk and risks stemming from periodic litigation or other legal matters in which we are involved. Finally, our Board of Directors believes that our Board of Directors leadership structure of a combined Chairman and Chief Executive Officer allows for quick and definitive assessment of issues that should be brought to the Board of Directors' attention.

## **Nomination Process**

Our Board of Directors does not have a standing nominating committee. Due to the small size of our Board of Directors and the historically low turnover of its members, we do not currently foresee the need to establish a separate nominating committee or to adopt a charter to govern the nomination process. Similarly, we do not have a formal process for identifying and evaluating nominees for director. Generally, director candidates have been first identified by evaluating the current members of our Board of Directors whose term will be expiring at the next annual meeting and who are willing to continue in service. If a member whose term is expiring no longer wishes to continue in service, or if our Board of Directors decides not to re-nominate such member, our Board of Directors would then determine whether to commence a search for qualified individuals meeting the criteria discussed below. To date, we have not engaged third parties to identify or evaluate, or assist in identifying or evaluating, potential director nominees.

In accordance with Board policy and the NASDAQ Marketplace Rules, the director nominees (other than Mr. Tolley, who is nominated pursuant to certain contractual rights held by certain of our stockholders, and Mr. Sheridan, who is elected solely by the holders of our Class C common stock) must either be (1) recommended by a majority of the independent directors for selection by our Board of Directors or (2) discussed by the full Board of Directors and approved for nomination by the affirmative vote of a majority of our Board of Directors, including the affirmative vote of a majority of the independent directors.

Historically, we have not had a formal policy with regard to the consideration of director candidates recommended by our stockholders. To date, our Board of Directors has not received any recommendations from stockholders requesting that it consider a candidate for inclusion among our Board of Directors slate of nominees in our proxy statement, other than pursuant to the exercise of the aforementioned contractual rights.

## **Table of Contents**

The absence of such a policy does not mean, however, that a recommendation would not have been considered had one been received, or will not be considered, if one is received in the future. Our Board of Directors will give consideration to the circumstances in which the adoption of a formal policy would be appropriate.

Our Board of Directors evaluates all candidates based upon, among other factors, a candidate's financial literacy, knowledge of our industry or other background relevant to our needs, status as a stakeholder, independence (for purposes of compliance with the rules of the SEC and the NASDAQ Marketplace Rules), and willingness, ability and availability for service. Other than the foregoing, there are no stated minimum criteria for director nominees, although our Board of Directors may also consider such other factors as it may deem are in the best interests of us and our stockholders. The Board of Directors considers diversity as it deems appropriate in this context (without having a formal diversity policy), given our current needs and the current needs of the Board of Directors to maintain a balance of knowledge, experience and capability. When considering diversity, the Board of Directors considers diversity as one factor, of no greater or lesser importance than other factors and considers diversity in a broad context of race, gender, age, business experience, skills, international experience, education, other board experience and other relevant factors.

Our bylaws provide for stockholder nominations to our Board of Directors, subject to certain procedural requirements. To nominate a director to our Board of Directors, you must give timely notice of your nomination in writing to our Corporate Secretary, not later than 90 days prior to the anniversary date of the annual meeting of stockholders in the preceding year. All such notices must include (1) your name and address, (2) a representation that you are one of our stockholders, and will remain so through the record date for the upcoming annual meeting, (3) the class and number of shares of our common stock that you hold (beneficially and of record), and (4) a representation that you intend to appear in person or by proxy at the upcoming annual meeting to make the nomination. You must also provide information on your prospective nominee, including such person's name, address and principal occupation or employment, a description of all arrangements or understandings between you, your prospective nominee and any other persons (to be named), the written consent of the prospective nominee, and such other information as would be required to be included in a proxy statement soliciting proxies for the election of your prospective nominee.

## **MEMBERS OF THE BOARD OF DIRECTORS**

### **Directors Nominated for Election to Serve until the 2012 Annual Meeting**

*Lewis W. Dickey, Jr.*, age 49, is our Chairman, President and Chief Executive Officer. Mr. L. Dickey has served as Chairman, President and Chief Executive Officer since December 2000. Mr. Dickey was one of our founders and initial investors, and served as Executive Vice Chairman from March 1998 to December 2000. Mr. L. Dickey is a nationally regarded consultant on radio strategy and the author of *The Franchise Building Radio Brands*, published by the National Association of Broadcasters, one of the industry's leading texts on competition and strategy. Mr. L. Dickey also serves as a member of the National Association of Broadcasters Radio board of directors. Mr. L. Dickey is the brother of John W. Dickey, our Executive Vice President and Co-Chief Operating Officer.

Mr. L. Dickey has over 27 years of experience in the radio broadcasting industry in a variety of strategic, operational and financing areas. As a founder of Cumulus Media, Mr. L. Dickey was instrumental in our development and growth. His service as our Chairman and Chief Executive Officer over the past ten years has resulted in his having a unique level of knowledge of the opportunities and challenges associated with our business. Among other things, he brings to our Board of Directors his extensive background in station acquisition, integration and management. Mr. L. Dickey's familiarity with us, our industry and various market participants makes him uniquely qualified to lead and advise the Board of Directors as Chairman.

*Ralph B. Everett*, age 59, has served as one of our directors since July 1998. Since January 2007, Mr. Everett has served as the President and Chief Executive Officer of the Joint Center for Political and Economic Studies, a national, nonprofit research and public policy institution located in Washington, D.C. Prior to 2007, and for more than eighteen years, Mr. Everett had been a partner with the Washington, D.C. office of the law firm of Paul, Hastings, Janofsky & Walker LLP, where he headed the firm's Federal

## **Table of Contents**

Legislative Practice Group. He had previously worked in the U.S. Senate for more than a decade, including serving as a staff director and chief counsel of the Committee on Commerce, Science and Transportation. In 1998, Mr. Everett was appointed by President Clinton as United States Ambassador to the 1998 International Telecommunication Union Plenipotentiary Conference. In the same year, he led the U.S. delegation to the Second World Telecommunication Development Conference in Malta, joining participants from more than 190 nations. He is also a member of the Board of Visitors of Duke University Law School and serves on the boards of Connection Nation and Independent Sector.

Mr. Everett possesses an extensive legal background, particularly in FCC/radio broadcasting matters, as evidenced by his various legal and advisory positions held during his career. In addition, Mr. Everett's management experience as a chief executive officer of a public policy institution focused on political and economic matters provides a valuable perspective to our Board of Directors and enables Mr. Everett to provide value in the oversight of the Company through his service on the Audit Committee and the Compensation Committee.

*Eric P. Robison*, age 51, has served as one of our directors since August 1999. Mr. Robison is currently the President and Chief Executive Officer of Lynda.com, an Internet-based software and education training company, which he joined in January 2008. From 2002 to 2008, he was President of IdeaTrek, Inc., a company that provides business consulting services. From 1994 to 2002, Mr. Robison was Vice President, Business Development at Vulcan Inc., the holding company that manages all personal and business interests for investor Paul G. Allen, where Mr. Robison managed various projects and analyzed investment opportunities. He has previously served as a director of several publicly traded companies in various industries.

Mr. Robison brings to our Board of Directors substantial corporate management experience through his high-level positions at technology, business services and training companies, as well as past experience on boards of directors, including CNET Networks. Mr. Robison has particular skill and experience in business development and investments and acquisitions, and particularly in connection with internet initiatives and related ventures, all of which is useful given our business strategy, and provides value in the oversight of the Company through his service on the Audit Committee and as Chairman of the Compensation Committee.

*David M. Tolley*, age 43, has served as one of our directors since January 31, 2011. Mr. Tolley is currently a Senior Managing Director of Blackstone. Mr. Tolley has been employed by Blackstone since 2000. Prior to joining Blackstone, he held a series of positions at Morgan Stanley & Co. He has served as a director of CMP since 2006, and is the former Chairman of the board of directors of NewSkies Satellites.

Mr. Tolley has over fifteen years of experience in private equity investments and investment banking, with extensive experience in mergers, acquisitions and financings. He has particular experience in the telecommunications and media sectors. His competence in critical financial analysis and strategic planning, and vast experience in both transactions in, and overseeing operations of, numerous companies in the telecommunications and media industries, bring essential skills and a unique perspective to the Board of Directors.

Pursuant to the Voting Agreements, for each of our next three successive annual stockholders' meetings, beginning with the 2011 annual meeting, our Board of Directors is obligated to nominate the Blackstone Designee for election, until such time as affiliates of Blackstone as a group cease to beneficially own at least one-half of the aggregate amount of the Company's common stock that they receive upon consummation of the CMP Acquisition. Mr. Tolley has served as the Blackstone Designee since January 31, 2011.

## **Director Designated by Holders of Class C Common Stock to Serve until 2012 Annual Meeting**

*Robert H. Sheridan, III*, age 48, has served as one of our directors since July 1998. Mr. Sheridan is currently a partner at Ridgmont Equity Partners, a private equity firm that provides buyout and growth capital to closely-held private

companies and new business platforms. Prior to joining Ridgemont Equity Partners in

**Table of Contents**

August 2010, Mr. Sheridan served as Managing Director, and Co-Head of the Americas, for BAML Capital Partners ( BAMLCP ), the private equity and mezzanine group within Bank of America Corporation, since January 1998, and was a Senior Vice President and Managing Director of BA Capital, which was formerly known as NationsBanc Capital Corp. Affiliates of Ridgemont Equity Partners are the successor general partners to certain affiliates of BAMLCP, which previously served as general partners of the BofA Entities. Mr. Sheridan has an economic interest in the entities comprising the general partners of the BofA Entities. He was a Director of NationsBank Capital Investors, the predecessor of BAMLCP, from January 1996 to January 1998.

Mr. Sheridan s expertise in a variety of financial matters, in private equity and in capital markets and acquisition transactions, makes him a valuable member of our Board of Directors, and enhances the value of his service as Chairman of the Audit Committee, and a member of the Compensation Committee. Mr. Sheridan s significant experience as a senior-level private equity professional provides a solid platform for him to advise and consult with our Board of Directors on financial, strategic and acquisition-related matters.

Pursuant to our Charter and a voting agreement entered into in 1998 by Cumulus Media, BA Capital (through its predecessor entity) and the holders of our Class C common stock, the holders of our Class C common stock (all of which is currently owned by Mr. L. Dickey) have the right, voting as a single class, to elect one director to our Board of Directors (the Class C Director ), and such stockholders are obligated to elect a person designated by BA Capital to serve as such director. The rights and obligations under the voting agreement shall continue until such time that BA Capital, together with its affiliates, no longer own at least 50% of the number of shares of our common stock as BA Capital held on June 30, 1998. At such time, the term of the Class C Director, and the right of the holders of our Class C common stock to elect the Class C Director, shall terminate. Mr. Sheridan has served as BA Capital s designee for such position since July 1998.

**STOCKHOLDER COMMUNICATION WITH THE BOARD OF DIRECTORS**

Any matter intended for our Board of Directors, or for any individual member or members of our Board of Directors, should be directed to Richard S. Denning, Corporate Secretary, at our principal executive offices, 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305, with a request to forward the same to the intended recipient. In the alternative, stockholders may direct correspondence to our Board of Directors to the attention of the chairman of the Audit Committee of the Board, in care of Richard S. Denning, Corporate Secretary, at our principal executive offices. All such communications will be forwarded unopened.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Pursuant to Section 16(a) of the Securities Exchange Act of 1934, our directors and executive officers, and any persons who beneficially own more than 10% of our common stock, are required to file initial reports of ownership and reports of changes in ownership with the SEC. Based upon our review of copies of such reports for our 2010 fiscal year and written representations from our directors and executive officers, we believe that our directors and executive officers, and beneficial owners of more than 10% of our common stock, have complied with all applicable filing requirements for our 2010 fiscal year.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table lists information concerning the beneficial ownership of our common stock as of April 28, 2011 (unless otherwise noted) by (1) each of our directors and each of our named executive officers, (2) all of our directors and executive officers as a group, and (3) each person known to us to own beneficially more than 5% of any class of our common stock.

Name of Stockholder	Class A Common Stock		Class B Common Stock(1)		Class C Common Stock(1)(2)		Percentage of Voting Control
	Number of Shares	Percentage	Number of Shares	Percentage	Number of Shares	Percentage	
Banc of America Capital Investors SBIC, L.P.(3)	821,568	2.3%	4,959,916	85.4%			1.9%
BA Capital Company, L.P.(3)	849,475	2.4%	849,275	14.6%			2.0%
Lewis W. Dickey, Sr.(4)	10,490,054	29.0%			644,871	100%	39.7%
Dimensional Fund Advisors LP(5)	2,751,298	7.6%					6.5%
Wallace R. Weitz & Company(6)	1,900,000	5.3%					4.5%
Lewis W. Dickey, Jr.(7)	10,490,054	29.0%			644,871	100%	39.7%
John W. Dickey(8)	2,122,067	5.9%					5.0%
Joseph P. Hannan	31,504	*					*
Jon G. Pinch(9)	302,123	*					*
Robert H. Sheridan, III(10)	47,223	*					*
Ralph B. Everett(11)	52,047	*					*
Eric P. Robison(11)	65,077	*					*
David M. Tolley							
All directors and executive officers as a group (9 persons)(12)	13,216,582	36.3%			644,871	100%	45.9%

\* Indicates less than one percent.

- (1) Except upon the occurrence of certain events, holders of Class B common stock are not entitled to vote, whereas each share of Class A common stock entitles its holder to one vote and, subject to certain exceptions, each share of Class C common stock entitles its holder to ten votes. The Class B common stock is convertible at any time, or from time to time, at the option of the holder of the Class B common stock (provided that the prior consent of any governmental authority required to make the conversion lawful has been obtained) without cost to such holder (except any transfer taxes that may be payable if certificates are to be issued in a name other than that in which the certificate surrendered is registered), into Class A common stock or Class C common stock on a share-for-share basis; provided that our Board of Directors has determined that the holder of Class A common



stock at the time of conversion would not disqualify us under, or violate, any rules and regulations of the FCC.

- (2) Subject to certain exceptions, each share of Class C common stock entitles its holder to ten votes. The Class C common stock is convertible at any time, or from time to time, at the option of the holder of the Class C common stock (provided that the prior consent of any governmental authority required to make such conversion lawful has been obtained) without cost to such holder (except any transfer taxes that may be payable if certificates are to be issued in a name other than that in which the certificate surrendered is registered), into Class A common stock on a share-for-share basis; provided that our Board of Directors has determined that the holder of Class A common stock at the time of conversion would not disqualify us under, or violate, any rules and regulations of the FCC. In the event of the death of Mr. L. Dickey or in the event he becomes disabled and, as a result, terminates his employment with us, each share of Class C common stock held by him, or any party related to or affiliated with him, will be automatically be converted into one share of Class A common stock.
- (3) The address of BA Capital Company, L.P. and Banc of America Capital Investors, SBIC, L.P. is 150 North College Street, Suite 2500, Charlotte, North Carolina 28202. This information is based in part on a Schedule 13D/A filed on February 11, 2011.

**Table of Contents**

- (4) Represents (i) direct ownership of 884,000 shares of Class A common stock; (ii) indirect beneficial ownership of 6,215,679 shares of Class A common stock registered in the name of the Lewis W. Dickey, Sr. Revocable Trust, by virtue of his position as trustee; and (iii) in accordance with Regulation 13D of the Exchange Act, indirect beneficial ownership of 3,288,531 shares of Class A common stock, 101,844 shares of Class A common stock underlying options that are presently exercisable and 644,871 shares of Class C common stock beneficially owned by his son, Lewis W. Dickey, Jr. (see footnote 7). Mr. L. Dickey, Sr. disclaims beneficial ownership of all of the shares owned or controlled by Mr. L. Dickey, Jr. The address of Lewis W. Dickey, Sr., and the Lewis W. Dickey, Sr. Revocable Trust is 11304 Old Harbor Road, North Palm Beach, Florida 33408. The information for Mr. L. Dickey, Sr. and the Lewis W. Dickey, Sr. Revocable Trust is based on a Form 4/A filed on January 27, 2009.
- (5) The address of Dimensional Fund Advisors LP is Palisades West Building One 6300 BeeCave Road, Austin, Texas 78746. This information is based on a Schedule 13G/A filed on February 11, 2011.
- (6) The address of Wallace R. Weitz & Company is 1125 South 103rd Street, Suite 600, Omaha, Nebraska 68124. This information is based on a Schedule 13G/A filed on January 28, 2011.
- (7) Represents (i) direct ownership by Mr. L. Dickey, Jr. of 3,278,531 shares of Class A common stock and 644,871 shares of Class C common stock; (ii) indirect beneficial ownership of 10,000 shares of Class A common stock registered in the name of DBBC, LLC, by virtue of his controlling interest in that entity; (iii) 101,844 shares of Class A common stock underlying options that are presently exercisable; and (iv) in accordance with Regulation 13D of the Exchange Act, indirect beneficial ownership 7,099,679 shares of Class A common stock beneficially owned by his father, Lewis W. Dickey, Sr. (see footnote 4). Mr. L. Dickey, Jr. disclaims beneficial ownership of all of the shares held by DBBC, LLC except to the extent of his pecuniary interest therein, and disclaims beneficial ownership of all of the shares owned or controlled by Mr. L. Dickey, Sr.
- (8) Represents beneficial ownership attributable to Mr. J. Dickey as a result of his direct ownership of 2,029,298 shares of Class A common stock and 92,769 shares of Class A common stock underlying options that are presently exercisable.
- (9) Represents beneficial ownership attributable to Mr. Pinch as a result of his direct ownership of 270,662 shares of Class A common stock and 31,461 shares of Class A common stock underlying options that are presently exercisable.
- (10) Consists of 26,976 restricted shares of Class A common stock and presently exercisable options to purchase 20,247 shares of such stock, which he holds for the benefit of BA Capital. Does not reflect any shares owned by BACI or by BA Capital. Mr. Sheridan is a partner in Ridgmont Equity Partners, affiliates of which are deemed to have voting and dispositive power with respect to, and have an economic interest in, the shares owned by BACI and BA Capital. As BA Capital's designee to our Board of Directors, Mr. Sheridan disclaims beneficial ownership of the options except to the extent of his pecuniary interest therein.
- (11) Includes shares of Class A common stock underlying options that are presently exercisable as follows: Mr. Everett (22,725 shares) and Mr. Robison (23,534 shares).
- (12) Includes 304,955 shares of Class A common stock underlying options that are presently exercisable.

**Table of Contents**

**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

This compensation discussion and analysis provides an overview of our compensation objectives and policies, the elements of compensation that we provide to our top executive officers, and the material factors that we considered in making the decisions to pay such compensation. Following this analysis, we have provided a series of tables containing specific information about the compensation earned in or paid for 2010 to the following individuals, whom we refer to as our named executive officers:

Lewis W. Dickey, Jr., our Chairman, President and Chief Executive Officer;

Joseph P. Hannan, our Senior Vice President, Treasurer and Chief Financial Officer;

Jonathan G. ( John ) Pinch, our Executive Vice President and Co-Chief Operating Officer; and

John W. Dickey, our Executive Vice President and Co-Chief Operating Officer.

The discussion below is intended to help you understand the information provided in those tables and put that information in context within our overall compensation program.

***Executive Compensation Program Objectives***

Our compensation program has three primary and related objectives:

to provide a total compensation package that allows us to compete effectively in attracting, rewarding and retaining executive leadership talent;

to reward executives for meaningful performance that contributes to enhanced long-term stockholder value and our general long-term financial health; and

to align the interests of our executives with those of our stockholders.

In accordance with these goals, we provide a material portion of each named executive officer's compensation in the form of at-risk incentive awards that measure individual performance and our success as a company in achieving our business strategy and objectives. With respect to our performance, we focus primarily on the performance and results of our stations, as measured by Station Operating Income, which is a financial measure that isolates the amount of income generated solely by our stations, and Adjusted EBITDA, another financial measure that isolates the amount of income generated by our stations after the incurrence of corporate general and administrative expenses. These measures assist our management in evaluating the earnings potential of our station portfolio and the cash flow generated by our business.

Our compensation program is implemented by the Compensation Committee of our Board of Directors. Information about the Compensation Committee and its composition, responsibilities and operations can be found in [Information About the Board of Directors](#) [Committees of the Board of Directors](#) [The Compensation Committee](#).

***Compensation Program Elements and Their Purpose***

The compensation program for our named executive officers consists primarily of the following integrated components: base salary, annual incentive awards and long-term incentive opportunities. The program also contains elements relating to retirement, severance and other employee benefits.

*Base Salary.* Base salary is the fixed portion of a named executive officer's annual compensation and is intended to recognize fundamental market value for the skills and experience of the individual relative to the responsibilities of his position with us. Changes to base salary are generally intended to reflect, among other things, the officer's performance as indicated through functional progress, career and skill development and mastery of position competency requirements. Base salary is the fundamental element of the total compensation package to which most other elements relate.

**Table of Contents**

*Annual Incentive.* Unlike base salary, which is fixed, annual incentive compensation is intended to vary as a direct reflection of Company and individual performance over a twelve-month period. The incentive opportunity is typically expressed as a percentage of base salary and is typically paid in the form of a cash bonus, although the Compensation Committee has discretion to grant bonuses, in whole or in part, in the form of equity awards. In addition to amounts that may be awarded pursuant to annual incentive performance awards, the Compensation Committee has the authority to make discretionary bonus awards, including awards based on Company or individual performance.

*Long-Term Incentives.* Long-term incentive awards, which have historically been made in the form of grants of options exercisable shares of for our common stock or awards of restricted shares of our common stock, are granted with the intent to reward performance over a multi-year period with clear links to performance criteria, continued service and long-term stockholder value. For Mr. L. Dickey, the incentive opportunity through May 2013 has been set pursuant to the terms of his current employment agreement, which took effect on December 20, 2006, and was designed to maintain a desired balance between short- and long-term compensation over the term of the agreement, as discussed further below. The incentive opportunity for our other named executive officers, which is determined on an annual basis by the Compensation Committee, is designed to maintain a similar balance. The realized compensation from these incentives will vary as a reflection of stock price or other financial performance over time. For 2010, we used awards of restricted stock to deliver long-term incentive opportunity to our named executive officers.

*Employee Retirement/Health and Welfare Benefit Plans.* These benefits are intended to provide competitive levels of medical, retirement and income protection, such as life and disability insurance coverage, for the executives and their families. Our named executive officers generally participate in the same programs pertaining to medical coverage (active employee and retiree), life insurance, disability and retirement offered to all of our eligible employees. In addition, our named executive officers participate in an executive life insurance program. We believe that our benefits and retirement programs are comparable to those offered by other companies in our peer group and, as a result, are needed to ensure that compensation for our named executive officers remains competitive.

*Severance and Other Termination Payments.* Other than Mr. Hannan, each named executive officer currently employed by us is party to an employment agreement under which he may receive severance benefits upon his termination of employment in various circumstances, including following a change of control. The severance-related agreements available to those named executive officers are described in more detail under Potential Payments upon Termination or Change of Control. We believe that our severance arrangements, including the amount of the severance benefit, are comparable to those offered by the companies in our peer group and, as a result, are needed to ensure that compensation for our named executive officers remains competitive.

*Executive Perquisites.* We have typically provided a car allowance to each of our named executive officers. We do not provide other perquisites such as financial planning or country club memberships.

*Compensation Levels Among Named Executive Officers.* There are no policy differences with respect to the compensation of individual named executive officers even though the level of compensation may differ based on scope of responsibilities and performance. The compensation disparity between our Chief Executive Officer and the other named executive officers is primarily due to the Chief Executive Officer having significantly greater responsibilities for management and oversight of a large enterprise and the corresponding market factors reflecting this difference. From an operations oversight perspective, we have divided responsibility for our radio markets in half, and Mr. J. Dickey and Mr. Pinch, who each serve as Executive Vice President and Co-Chief Operating Officer, are each responsible for one-half of our operating markets. Mr. J. Dickey also has responsibility for overseeing our programming, market promotion and engineering across all markets. Consequently, Mr. J. Dickey's base salary and incentive awards reflect the multiple categories of responsibilities that he holds. Mr. Hannan was named Senior Vice President, Treasurer and Chief Financial Officer in March 2010, after having served as Interim Chief Financial Officer since July 2009. Mr. Hannan's base salary was increased in connection with the March 2010 appointment.



**Table of Contents*****Determining the Amount of Each Element***

*Base Salary.* We are party to employment agreements with each of our current named executive officers, other than Mr. Hannan. Each of these agreements provides for a contractual level of base salary. Mr. L. Dickey's employment agreement provides for annual increases of \$40,000, subject to further merit increases as the Compensation Committee deems appropriate, while the agreements with Messrs. Pinch and J. Dickey provide for discretionary annual increases. The Compensation Committee seeks to set base salaries at levels that it considers fair, after considering a variety of factors, including the scope and complexity of the officer's position; the officer's expertise; the officer's experience relative to his position and responsibilities; the officer's contributions and importance to us; the officer's historical compensation; the salary ranges for persons in comparable positions at comparable companies (to the extent available); the competitiveness of the market for the officer's services; and the recommendations of our Chief Executive Officer (except in the case of his own performance).

Determinations as to appropriate base salaries of our named executive officers (other than Mr. L. Dickey, whose salary is generally set pursuant to his employment agreement) historically have not been made by applying a particular formula or the use of designated benchmarks. In March 2010, the Compensation Committee determined to award Messrs. J. Dickey, Pinch and Hannan base salaries of \$597,400, \$525,300 and \$250,000, respectively, which represented 3% increases to each of Messrs. J. Dickey and Pinch, and a 43% increase for Mr. Hannan in recognition of his appointment as Chief Financial Officer and commensurate increased responsibilities. While the Compensation Committee approved the \$40,000 increase to base salary mandated by his employment agreement, Mr. L. Dickey, recognizing the uncertain economic conditions, voluntarily elected not to accept the increase in base salary as recommended by the Compensation Committee until these conditions improved or stabilized. As a result, while he was contractually entitled to a base salary of \$1,020,000 for 2010, Mr. L. Dickey's base salary did not increase from \$940,000 in 2010.

*Annual Incentive.* Like base salary, the parameters of the annual bonus also are set forth in the employment agreements with each of the named executive officers who have such agreements. However, the Compensation Committee maintains a level of discretion and flexibility, including the ability to make annual bonus awards to executives even in circumstances where pre-established performance targets have not been established or are not satisfied, and to make bonus awards in stock in lieu of cash. The decision to increase or decrease annual bonuses from year to year is generally based on a variety of factors the Compensation Committee deems appropriate, including our overall performance, the executive's individual performance, the business environment over the course of the prior year, and any extraordinary accomplishments by the Company or the individual during the prior year, as further described below. The Compensation Committee believes this flexibility, coupled with a history of appropriately rewarding performance, provide an effective incentive for the continued superior performance of our executives.

With regard to the annual bonus paid to Mr. L. Dickey in 2011, awarded for performance in 2010, in March 2010 the Compensation Committee reviewed management's 2010 operating budget, including budgeted Adjusted EBITDA of \$84.117 million and approved the following targets for his annual incentive bonus for 2010:

If Adjusted EBITDA was 90% of the budgeted Adjusted EBITDA, then Mr. L. Dickey would have been eligible for a bonus of 50% of his 2010 base salary, or \$470,000;

If Adjusted EBITDA was 100% of the budgeted Adjusted EBITDA, then Mr. L. Dickey would have been eligible for a bonus of 75% of his 2010 base salary, or \$705,000; and

If Adjusted EBITDA was 105% of the budgeted Adjusted EBITDA, then Mr. L. Dickey would have been eligible for a bonus of 100% of his 2010 base salary, or \$940,000.

To the extent that Adjusted EBITDA was between the targeted amounts, the bonus would be adjusted on a sliding scale between 50% and 100% of base salary to include an amount proportionate to the amount achieved in excess of the 90% and 110% target amounts.



**Table of Contents**

For fiscal year 2010, Adjusted EBITDA was \$87.5 million, or 104% of the budgeted Adjusted EBITDA amount. In February 2011, the Compensation Committee reviewed the short-term annual bonus targets and recognized that despite the adverse business cycle, Mr. L. Dickey had nevertheless made significant contributions to the Company in 2010, including providing strategic leadership for our operations in an extremely challenging business environment, implementing significant cost-cutting initiatives to meet the realities of our business operations while preserving our quality and efficiency of operations and maintaining cash flow, and providing strategic negotiations for the Company's purchase of all of the outstanding maximum equity interests of CMP that are not currently owned by us. The Compensation Committee determined that, while we had not achieved the maximum Adjusted EBITDA threshold for Mr. L. Dickey to be entitled to the maximum annual cash bonus payment, based upon the significant contributions that Mr. L. Dickey had made to the Company in 2010 by exceeding the budgeted Adjusted EBITDA amount as well as the other operational and strategic leadership Mr. L. Dickey provided, he was deserving of the maximum bonus amount in recognition of those contributions. The bonus awarded to Mr. L. Dickey for 2010 represents 100% of the maximum bonus amount that he would have been eligible to receive under his employment agreement for that year.

With regard to annual bonuses paid to Messrs. J. Dickey, Pinch and Hannan in 2011, awarded for performance in 2010, the Compensation Committee had determined in March 2010 not to set any specific award levels or objectives but instead to evaluate bonuses on a discretionary basis after completing an evaluation of both Company and individual performance during 2010 as part of the compensation review process in early 2011. In evaluating potential annual bonuses for the named executive officers, the Compensation Committee considered the following factors:

*Management's ability to defend our Adjusted EBITDA, given the difficult economic environment in 2010.* Adjusted EBITDA increased 20.5%, to \$87.5 million, from \$72.6 million in 2009 and the Compensation Committee recognized that on a percentage basis, we outperformed many of our peers.

*Management's ability to optimize our capital structure and maintain compliance with the restrictive financial covenants in the credit agreement governing our senior secured credit facilities.* During 2010, management successfully achieved levels of Adjusted EBITDA and cash flow that enabled the Company to meet the required principal repayment amounts during 2010 and to accelerate our reduction in outstanding debt under our credit facility.

*Management's ability to engage in strategic corporate development activities during the year.* In 2010, management continued to make significant progress on efforts to create standardization across our station platform where possible by developing and implementing best-in-class practices and to evaluate effectiveness using real-time reporting enabled by our proprietary technologies; as well as to use our national scale and unique communities of listeners to create new digital media properties and e-commerce opportunities.

After consideration of these factors, the Compensation Committee approved discretionary annual cash bonus awards for Messrs. L. Dickey, J. Dickey, Pinch and Hannan in the aggregate amounts of \$939,960, \$290,000, \$240,000 and \$100,000, respectively, all of which paid one-half in cash and one-half in shares of Class A common stock, which were issued in accordance with the terms of the Company's 2008 Equity Incentive Plan, were freely tradeable and contained no restrictions thereon.

*Long-Term Incentives.* In connection with determining the long-term equity incentive compensation for each of our named executive officers for 2010, the Compensation Committee considered a number of factors, including:

*Annual performance.* The Compensation Committee considered our operating performance for 2010 compared to our business plan, and recognized the efforts and success in achieving various plan objectives, even in light of ongoing challenges to business conditions.

*Performance relative to our peers in the industry.* Our 2010 results were higher than our results for 2009. In addition, the Compensation Committee examined our results as compared to similarly situated competitors in our industry, including Saga Communications, Inc., Radio One, Inc. Entercom

**Table of Contents**

Communications Corp. and Emmis Communications Corporation, noting that on a relative basis, our operating performance was stronger than several of our competitors.

*Cumulus Media Partners.* The Compensation Committee gave considerable weight to the additional responsibilities placed on our named executive officers in managing our affiliate, CMP, a private partnership created by Cumulus Media and affiliates of Bain Capital Partners LLC, The Blackstone Group and Thomas H. Lee Partners, L.P., and operating the large-market radio stations owned by CMP. The Compensation Committee recognizes, and in making compensation decisions took into account, the fact that our named executive officers now manage an enterprise that is nearly double the size as a result of the CMP partnership, based on station operating income.

As with determinations of base salary and annual short-term incentives, determinations as to appropriate long-term incentives of our named executive officers (other than Mr. L. Dickey's, whose incentives are generally set pursuant to his employment agreement) historically have not depended upon the application of a particular formula or the use of designated benchmarks.

For Mr. L. Dickey, in March 2010 the Compensation Committee awarded 320,000 shares of restricted stock, of which 160,000 are time-vested (vesting at a rate of 80,000 shares on the second anniversary of the date of grant, and 40,000 shares on each of the third and fourth anniversary of the date of grant) and 160,000 have performance-based vesting objectives, all in accordance with the terms of Mr. Dickey's employment agreement. With respect to the performance-based awards, the Compensation Committee considered the various measures discussed above, including our performance relative to budget and to our industry peers, and determined that the performance objective for Mr. L. Dickey's 2010 equity awards would be met, and the shares would vest in full, on March 31, 2013 if the average annual Adjusted EBITDA over the three-year period ending December 31, 2012 meets a specified threshold, subject to proportionate adjustment for any acquisitions or divestitures during the performance measurement period. For Messrs. Dickey, Pinch and Hannan in March 2010 the Compensation Committee considered the various measures discussed above, including our performance relative to budget and to our industry peers, and determined to award Messrs. Dickey, Pinch and Hannan 70,000, 40,000 and 10,000 restricted shares, respectively. These restricted shares vest at a rate of 50% on the second anniversary of the date of grant and 25% on the third and fourth anniversaries.

In early 2011, the Compensation Committee also reviewed the three-year performance criteria established in February 2008 for the 160,000 performance-based shares of restricted stock awarded to Mr. L. Dickey on February 8, 2008. The vesting conditions for those restricted shares required that the Company achieve an average annual Adjusted EBITDA of \$108.0 million (subject to adjustment for acquisitions and dispositions) for the three year period ending December 31, 2010. That threshold was not achieved for that cycle. Nevertheless, the Compensation Committee determined that in light of the unprecedented adverse developments in the economy in general, during a significant amount of that performance period, and the radio industry in particular, it would be appropriate to modify the performance requirements and extend the vesting period so that Mr. L. Dickey would retain the ability to achieve vesting on those shares of restricted stock if the revised performance criteria were achieved. Accordingly, and effective as of February 2011, the terms of Mr. L. Dickey's 2008 performance-based restricted stock award of 160,000 shares were amended to provide that those shares would vest in full on February 24, 2014 if the Company achieves a specified average annual Adjusted EBITDA for the three-year period ending December 31, 2013.

*Compensation of the Chief Executive Officer.* As noted above, Mr. L. Dickey is compensated pursuant to the terms of his Employment Agreement, which was entered into on December 20, 2006. See Employment Agreements. The Compensation Committee does retain the ability to subjectively exercise discretion in making compensation decisions and awards, and has exercised that discretion in various circumstances, as described hereinabove.

***Allocating Between Long-term and Annual Compensation***

We seek to maintain an executive compensation program that is balanced in terms of each element of pay relative to competitive practices, with the incentive emphasis placed on long-term results. The overall program

## **Table of Contents**

is intended to balance business objectives for executive pay for performance, retention, competitive market practices and stockholder interests. Based on the fair value of equity awards granted to named executive officers in 2010 and the 2010 base salary of the named executive officers, approximately 16% of the annual total direct compensation target opportunity was subject to performance risk for named executive officers through the annual and long-term incentive plans. Annual cash-incentive awards, which constitute short-term incentives, accounted for approximately 15% of annual target compensation for the named executive officers. Long-term incentive awards made up approximately 26% of the annual target compensation mix for the named executive officers. The Compensation Committee allocates total compensation between short- and long-term incentives for 2010 based upon its own analysis of general compensation practices at similar companies and based on its view of how best to maintain key personnel.

### ***When Long-term Grants are Made***

The Compensation Committee typically grants long-term incentive awards annually at a regularly-scheduled meeting of our Board of Directors, usually in the first quarter of the fiscal year. The meeting date is scheduled well in advance and without regard to potential stock price movement.

### ***The Role of Executive Officers in Determining Executive Compensation***

Our Chief Executive Officer develops recommendations regarding executive compensation, including proposals relative to compensation for individual executive officers, using internal and external resources. These resources may include such things as compensation surveys, external data and reports from consultants and data, reports and recommendations from internal staff. Recommendations from our Chief Executive Officer include and consider all aspects of the compensation program philosophy, design, compliance and competitive strategy as well as specific actions regarding individual executive officer compensation. The Compensation Committee reviews and discusses these recommendations, and decides whether to accept, reject, or revise the proposals.

Our Chief Executive Officer and our Chief Financial Officer assist the Compensation Committee in understanding key business drivers included in program designs, especially incentive programs. This may include defining related measures and explaining the mutual influence on or by other business drivers and the accounting and tax treatment relating to certain awards. Our Chief Executive Officer also provides periodic updates to the Compensation Committee regarding current and anticipated performance outcomes and their impact on executive compensation.

Our General Counsel, with the assistance of our outside counsel, ensures that appropriate plan documentation and approvals are received in order to keep executive pay programs in compliance with applicable laws and stock exchange listing requirements. Our General Counsel and outside counsel also advise the Compensation Committee and our Board of Directors regarding compliance with appropriate governance standards and requirements.

### ***Discretion to Modify Awards***

As previously noted, annual incentive awards are based on our performance and that of each individual named executive officer over the most recently completed fiscal year. The Compensation Committee reserves the right to adjust individual goals during the course of the year in order to reflect changes in our business.

Under our equity incentive plans, the Compensation Committee has certain discretion to adjust or modify the terms of an award that might otherwise be forfeited. The Compensation Committee generally does not have the authority to unilaterally rescind an award. Each award defines the terms under which it would be forfeited according to the terms of the applicable equity incentive plan.

### ***Impact of Restated Earnings on Previously Paid or Awarded Compensation***

We have not had to restate earnings in a manner that would impact incentive award payments. If future restatements are necessary, the Compensation Committee and the Board of Directors will consider the facts

## **Table of Contents**

and circumstances relating to the cause of the restatement, as well as the requirements under Section 304 of the Sarbanes-Oxley Act of 2002, in determining whether any payments based upon the financial results were made unjustly and the materiality and methods for recovering such payments.

### ***Accounting and Tax Treatment of Direct Compensation***

For executives, all compensation is subject to federal, state and local taxes as ordinary income or capital gains as various tax jurisdictions provide. Section 162(m) of the U.S. tax code places a limit of \$1,000,000 on the amount of compensation that we may deduct in any one year with respect to any one of our named executive officers. However, qualifying performance-based compensation will not be subject to the deduction limit if certain requirements are met. To maintain flexibility in compensating our named executive officers, however, the Compensation Committee reserves the right to use its judgment to authorize compensation payments that may be subject to the limit when the Compensation Committee believes that such payments are appropriate. Accordingly, certain components of the compensation program for our named executive officers are designed to be qualifying performance-based compensation under Section 162(m) while others are not.

With the adoption of the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) Topic 718, Stock Compensation, we do not expect accounting treatment of differing forms of equity awards to vary significantly and, therefore, accounting treatment is not expected to have a material effect on the selection of forms of compensation.

### ***Summary of Compensation and Benefit Plan Risk***

The Compensation Committee considers potential risks when reviewing and approving compensation programs. After assessing compensation related risks for our employees, the Compensation Committee determined that the Company's compensation and benefit policies and practices are not likely to have a material adverse effect on the Company and that the plans currently in place or contemplated are appropriately balanced between retention and incentive to enable the Company to retain its management team and provides the Chief Executive Officer and the other executive officers with incentives focused on meeting the objectives, developed by management and the Board of Directors, designed to create long-term stockholder value. Our compensation and benefits policies and practices include a number of features designed to address potential risks while rewarding employees for achieving long-term financial and strategic objectives through prudent business judgment and appropriate risk taking. These include a balanced mix of compensation components and prudent performance goals discussed above.

### ***Compensation Committee Report***

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on this review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

The Compensation Committee of the Board of Directors:

Eric P. Robison, Chairman  
Ralph B. Everett  
Robert H. Sheridan, III





**Table of Contents****Summary Compensation Table**

We have employment agreements with each of our named executive officers except Mr. Hannan, as described under Employment Agreements below. The following table summarizes the total compensation paid or earned by each of the named executive officers for the fiscal years ended December 31, 2010, December 31, 2009, and December 31, 2008.

Based on the fair value of equity awards granted to named executive officers in 2010 and the 2010 base salary of the named executive officers, approximately 73% of the annual total direct compensation was base salary. Cash-incentive awards, which constitute short-term incentives, accounted for approximately 15% of annual target compensation and restricted share grants, which constitute long-term incentives, made up approximately 26% of the annual compensation mix for the named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock Awards \$(2)	Change in Pension Value and Non- Qualified Deferred Incentive Compensation			All Other Compensation (\$)	Total (\$)
					Option Awards (\$)	Compensation (\$)	(\$)		
<b>Lewis W. Dickey, Jr.</b> Chairman, President and Chief Executive Officer	2010	\$ 940,000	\$ 939,960	\$ 1,008,000				\$ 17,904(4)	\$ 2,905,864
	2009	921,884	469,900	547,200				17,115(5)	1,956,179
	2008	941,171	500,000	1,942,400				17,310(6)	3,400,881
<b>Joseph P. Hannan(3)</b> Senior Vice President, Treasurer and Chief Financial Officer	2010	250,000	100,000	31,500					381,500
	2009	159,612	17,500						177,112
<b>John Pinch</b> Executive Vice President and Co-Chief Operating Officer	2010	525,300	240,000	126,000				17,982(7)	909,282
	2009	500,193	120,000	68,400				17,599(8)	706,192
	2008	510,000	100,000	100,800				17,236(9)	728,036
<b>John W. Dickey</b> Executive Vice President and Co-Chief Operating Officer	2010	597,400	290,000	220,500				17,904(10)	1,125,804
	2009	568,847	145,000	119,700				17,115(11)	850,662
	2008	580,001	165,000	302,400				17,310(12)	1,064,711

(1) We consider the bonuses paid in a given fiscal year as being earned in the prior fiscal year. Amounts reflect the bonus earned in the year indicated. For 2010, includes the grant date fair value of awards of stock granted in February 2011 in lieu of cash bonuses as follows: Mr. L. Dickey (\$469,980), Mr. Hannan (\$50,000), Mr. Pinch

(\$120,000) and Mr. J. Dickey (\$145,000).

- (2) Reflects the grant date fair value of awards made pursuant to the 2004 Equity Incentive Plan and 2008 Equity Incentive Plan in accordance with FASB ASC Topic 718. These amounts do not include awards dated December 30, 2008 made pursuant to an exchange offer to our employees and non-employee directors to exchange outstanding options granted after October 2, 2000 for a combination of restricted shares and replacement options. See Note 11, Stock Options and Restricted Stock, in the notes to our audited consolidated financial statements incorporated by reference in this proxy statement for certain assumptions underlying the value of the awards.
- (3) Mr. Hannan served as interim Chief Financial Officer from July 1, 2009 through March 3, 2010, on which date he was appointed Senior Vice President, Treasurer and Chief Financial Officer. This table reflects his compensation for 2010 and 2009, the only years covered by the table in which he served as our principal financial officer.
- (4) Reflects an automobile allowance of \$12,000, employer-paid health insurance premiums of \$2,028, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$2,286.
- (5) Reflects an automobile allowance of \$11,500, employer-paid health insurance premiums of \$1,739, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$2,286.
- (6) Reflects an automobile allowance of \$12,000, employer-paid health insurance premiums of \$1,739, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$1,981.

**Table of Contents**

- (7) Reflects an automobile allowance of \$8,400, employer-paid health insurance premiums of \$5,706, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$2,286.
- (8) Reflects an automobile allowance of \$8,050, employer-paid health insurance premiums of \$5,673, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$2,286.
- (9) Reflects an automobile allowance of \$8,400, employer-paid health insurance premiums of \$5,265, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$1,981.
- (10) Reflects an automobile allowance of \$12,000, employer-paid health insurance premiums of \$2,028, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$2,286.
- (11) Reflects an automobile allowance of \$11,500, employer-paid health insurance premiums of \$1,739, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$2,286.
- (12) Reflects an automobile allowance of \$12,000, employer-paid health insurance premiums of \$1,739, employer-paid life insurance premiums of \$1,590, and employer-paid short and long-term disability of \$1,981.

**2010 Grants of Plan-Based Awards**

The Compensation Committee approved awards of restricted common stock, pursuant to our 2008 Equity Incentive Plan, to each of our executive officers in 2010.

The restricted share grants to Messrs. Hannan, Pinch and J. Dickey on March 26, 2010 were of time-vested shares: One-half of each grant will vest on the second anniversary of the grant date, with the remainder to vest one-quarter at each of the third and fourth anniversaries. The grants are conditioned on the continuous employment of the grant recipients.

With regard to the grant to Mr. L. Dickey on March 26, 2010, half of the grant was of time-vested restricted shares, which will vest according to the same schedule as the grants to the other executive officers, as described above. The remaining portion of the grant was for performance-based restricted stock awards, which will vest upon achievement of a Compensation Committee-approved target average annual Adjusted EBITDA (calculated on a same-station basis) for the three-year period ending December 31, 2012.

The table below summarizes the grants of plan-based awards to each of the named executive officers for the fiscal year ended December 31, 2010.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			Grant Date Fair Value of Stock and Option Awards(1)
		Threshold	Target	Maximum	Threshold	Target	Maximum	
		(\$)	(\$)	(\$)	(#)	(#)	(#)	

<b>Lewis W. Dickey, Jr.</b> Chairman, President and Chief Executive Officer	March 26, 2010	320,000	\$ 1,008,000
<b>Joseph P. Hannan</b> Senior Vice President, Treasurer and Chief Financial Officer	March 26, 2010	10,000	\$ 31,500
<b>John Pinch</b> Executive Vice President and Co-Chief Operating Officer	March 26, 2010	40,000	\$ 126,000
<b>John W. Dickey</b> Executive Vice President and Co-Chief Operating Officer	March 26, 2010	70,000	\$ 220,500

(1) Reflects the grant date fair value as calculated in accordance with FASB ASC Topic 718.

**Table of Contents****Outstanding Equity Awards at 2010 Fiscal Year-End**

The following table sets forth the number and value of restricted stock and stock options held by each named executive officer that were outstanding as of December 31, 2010. The value of restricted stock awards was calculated based on a price of \$4.31 per share, the closing price of the Company's common stock on December 31, 2010.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Awards*		Option Expiration Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
			Exercise Price (\$)	Unexercised Options (#)			
<b>Lewis W. Dickey, Jr.</b>						1,114,622(2)	\$ 4,804,021
Chairman,	33,948	33,948	0	\$ 2.79	12/30/2018		
President and	33,948	33,948	0	2.92	12/30/2018		
Chief Executive Officer	33,948	33,948	0	3.30	12/30/2018		
<b>Joseph P. Hannan</b>						10,000(3)	43,100
Senior Vice President, Treasurer and Chief Financial Officer							
<b>John Pinch</b>						101,467(3)	437,323
Executive Vice President and Co-Chief Operating Officer	10,487	10,488	0	2.54	12/30/2018		
	10,487	10,488	0	2.92	12/30/2018		
	10,487	10,488	0	3.30	12/30/2018		
<b>John W. Dickey</b>						203,243(3)	875,977
Executive Vice President and Co-Chief Operating Officer	30,923	30,924	0	2.79	12/30/2018		
	30,923	30,924	0	2.92	12/30/2018		
	30,923	30,924	0	3.30	12/30/2018		

\* Includes awards made pursuant to an option exchange offer consummated on December 30, 2008.

- (1) Options become exercisable as to one-half of the shares on December 30, 2011 and as to the remaining shares on December 30, 2012.
- (2) Half of the time-vested restricted shares vest on the second anniversary of the grant date and the remainder vest in equal parts on the third and fourth anniversaries of the grant date. The performance-based restricted shares vest in accordance with the terms of Mr. L. Dickey's employment agreement.
- (3) Restricted shares vest 50% on the second anniversary of the grant date and 25% on each of the two succeeding anniversaries thereafter.

### 2010 Option Exercises and Stock Vested

The following table provides the number of shares acquired upon vesting of stock awards in 2010 and the value realized for each named executive officer. No stock options were exercised during 2010.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
<b>Lewis W. Dickey, Jr.</b> Chairman, President and Chief Executive Officer	154,622	\$ 463,495
<b>Joseph P. Hannan</b> Senior Vice President, Treasurer and Chief Financial Officer		
<b>John Pinch</b> Executive Vice President and Co-Chief Operating Officer	26,467	107,131
<b>John W. Dickey</b> Executive Vice President and Co-Chief Operating Officer	78,243	316,250

- (1) Calculated by multiplying the number of shares acquired by the market value of the shares as of the relevant vesting dates.

**Table of Contents**

**Potential Payments upon Termination or Change of Control**

The following analyses reflect the amount of compensation payable to each of the named executive officers in the event of termination of employment under the following scenarios: resignation for good reason, termination without cause, termination for cause, resignation without reason (voluntary resignation), termination in connection with a change of control, and termination due to death or disability. The analyses assume that the date of termination was December 31, 2010, and the dollar value of any equity is calculated using a per share price of \$4.31, which was the reported closing price of our Class A common stock on that date. In addition, the analyses assume the sale, on that date, of all restricted shares whose vesting is accelerated as a result of termination, and the forfeiture, pursuant to their terms, of all Class A common stock issuable upon exercise of unvested options not granted pursuant to an employment agreement, but not the sale of existing holdings of Class A or Class C common stock or Class A common stock issuable upon exercise of already vested options.

Upon termination or resignation for any reason, the named executive officers are entitled to any earned but unpaid base salary and bonus, as well as reimbursement of any unreimbursed business expenses and payments due under the terms of our benefit plans. Our analyses assume that all such amounts have been paid as of the date of termination and thus are not otherwise reflected.

Unless otherwise specified, all cash payments are lump-sum payments.

*Lewis W. Dickey, Jr.* The following analysis describes the potential payments upon termination of employment for Lewis W. Dickey, Jr., our Chairman, President and Chief Executive Officer. All potential payments to Mr. L. Dickey upon termination of his employment or upon a change of control are governed by his current employment contract, described under Employment Agreements.

According to Mr. L. Dickey's current employment agreement, he would be entitled to compensation upon resignation for good reason, termination without cause, or by death or disability. He would be eligible for additional compensation upon termination without cause during the six-month period preceding a change of control. According to his current employment agreement:

*good reason* means the assignment of duties inconsistent with Mr. L. Dickey's position, authority, duties or responsibilities, or any adverse change in reporting responsibilities, other than isolated or insubstantial actions we take not in bad faith and that we correct;

*cause* means Mr. L. Dickey's conviction of a felony, conviction of a crime involving Cumulus Media, willful misconduct or failure to substantially perform his duties in an way that materially adversely affects us, or willful fraud or material dishonesty; and

*change of control* means the occurrence of any of the following: (i) the sale, lease, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of our assets taken as a whole to any person or group of related persons (as such terms are used in Section 13(d)(3) of the Securities Exchange Act of 1934), (ii) the adoption of a plan relating to our liquidation or dissolution, (iii) the consummation of any transaction (including, without limitation, any purchase, sale, acquisition, disposition, merger or consolidation) the result of which is that any Person or Group becomes the beneficial owner (as such term is defined in Rule 13d-3 and Rule 13d-5 under the Securities Exchange Act of 1934) of more than 50% of the aggregate voting power of all classes of our capital stock having the right to elect directors under ordinary circumstances, or (iv) the first day on which a majority of the members of the Board of Directors are not Continuing Directors (as defined in the employment

agreement).

Any severance payment payable to Mr. L. Dickey would be payable in four equal consecutive installments, provided that if the payment would constitute a deferral of compensation under Section 409A of the Internal Revenue Code of 1986, as amended, and Mr. L. Dickey were to be a specified employee under Section 409A, then the payment would be payable upon the earlier of 6 months from the date of termination or death. Any bonus payment payable to Mr. L. Dickey would be payable upon the final preparation of audited financial statements for the year of termination.



**Table of Contents**

Mr. L. Dickey's current employment agreement contains a confidentiality provision, an 18-month non-compete covenant, an 18-month prohibition on the solicitation of employees, customers or suppliers, and a covenant of confidentiality.

Assuming a termination had occurred on December 31, 2010, Mr. L. Dickey would have been entitled to receive:

for resignation for good reason or termination without cause (other than during the six-month period preceding a change of control), a total of \$4,286,214, which consists of: \$1,880,000 (representing a severance payment equal to two years' base salary), plus, in the case of termination without cause other than during the six-month period preceding a change of control only, \$2,402,010 (representing the proceeds from the sale at \$4.31 per share of 557,311 shares, or 50%, of his unvested restricted shares as of the date of termination), plus \$4,204 (the value of 12 months' continued coverage under our employee benefit plans);

for termination without cause during the six-month period preceding a change of control, a total of \$6,688,225, which consists of: \$1,880,000 (representing a severance payment of two years' base salary), plus \$4,804,021 (representing the proceeds from the sale at \$4.31 per share of 1,114,622 shares, or 100%, of his unvested restricted shares as of the date of termination), plus \$4,204 (the value of 12 months' continued coverage under our employee benefit plans); and

for termination upon death or disability, a total of \$6,248,225, which consists of: \$940,000 (representing one year's salary continuation), plus \$4,804,021 (representing the proceeds from the sale at \$4.31 per share of 1,114,622 shares, or 100%, of his unvested restricted shares as of the date of termination), plus \$4,204 (the value of 12 months' continued coverage under our employee benefit plans), plus a benefit of \$500,000 under his executive life insurance policy.

Assuming Mr. L. Dickey's employment was terminated for cause or he resigned without good reason, Mr. L. Dickey would have received no severance payments, forfeited any bonus for 2010, forfeited any unvested restricted shares or options and, pursuant to the terms of his current employment agreement, would have been obligated to promptly pay a \$2.5 million retention plan payment to us in cash.

*John Pinch and John W. Dickey.* The following analysis describes the potential payments upon termination of employment for John Pinch, our Executive Vice President and Co-Chief Operating Officer, and John W. Dickey, our Executive Vice President and Co-Chief Operating Officer. All potential severance payments are governed by their current employment contracts, described under Employment Agreements. All potential accelerated vesting of restricted share awards are governed by the applicable award agreements, and provide for full acceleration upon a change of control and an additional 12 months' vesting upon termination for death or disability.

According to their respective current employment agreements, each of Messrs. Pinch and J. Dickey would be entitled to compensation upon resignation for good reason, termination without cause or by death or disability. They each would be eligible for additional compensation upon termination in connection with a change of control. According to their current employment agreements:

*good reason* means the assignment of duties materially inconsistent with their respective positions (including status, offices, titles or reporting relationships), authority, duties or responsibilities, any material adverse change in their respective reporting responsibilities, or any action by us that results in a material diminution in their respective positions, authority, duties or responsibilities, but excluding an action not taken in bad faith that we correct; (ii) any failure by us to comply in a material respect with the compensation and benefits provisions their respective employment agreements, but excluding a failure or action not taken in bad faith that we correct; or relocation of their respective job locations by more than a specified amount;

*cause* means the gross negligence or willful misconduct in the performance of their respective duties; commission of any felony or act of fraud or material dishonesty involving us that is likely to have a material adverse effect upon our business or reputation or their respective abilities to perform their

**Table of Contents**

duties for us; material breach of any agreement with us concerning noncompetition or the confidentiality of proprietary information; or any material breach of their respective fiduciary duties; and

*change of control* means (a) the sale or other disposition (other than by way of merger or consolidation) of all or substantially all of our assets to any person or group other than Lewis W. Dickey, Jr. or a pre-existing controlling stockholder (or their affiliates); (b) the adoption of a plan relating to our liquidation or dissolution; (c) the consummation of any transaction the result of which is that any person or group becomes the beneficial owner of more than 35% of our voting capital stock; or (d) the first day on which a majority of the members of our Board of Directors are not continuing directors. According to the 2004 Equity Incentive Plan, which governs the accelerated vesting of any equity incentives under such plan *change of control* means (e) the acquisition by any person of beneficial ownership of 35% or more of the voting power of our common stock (other than any acquisition directly by or from us or an employee benefit plan or related trust we sponsor or maintain); (f) under certain circumstances, a change in a majority of the members of the Board of Directors; (g) consummation of a business combination transaction, unless, following such transaction, no person beneficially owns, directly or indirectly, 35% or more of the voting power of the entity resulting from such transaction and at least half of the members of the board of directors of the surviving entity were members of our Board of Directors at the time we agreed to the transaction; (h) approval by our stockholders of our complete liquidation or dissolution; or (i) such other event as the Board of Directors may determine by express resolution to constitute a change in control. According to the 2008 Equity Incentive Plan, which governs the accelerated vesting of any equity incentives under such plan, *change of control* means (v) the sale or other disposition (other than by way of merger or consolidation) of all or substantially all of our assets to any person or group of related persons; (w) the adoption of a plan relating to our liquidation or dissolution; (x) the consummation of any transaction the result of which is that any person or group becomes the beneficial owner of more than 50% of the aggregate voting power of all classes of our capital stock having the right to elect directors under ordinary circumstances; (y) the first day on which a majority of the members of our Board of Directors are not continuing directors; or (z) such other event as the Board of Directors may determine by express resolution to constitute a change in control.

For Messrs. Pinch or J. Dickey, any such severance payment would be payable in four equal consecutive quarterly installments, with the first such payment to be made within 15 days following the date of termination.

Each of their respective current employment agreements contain a confidentiality provision, a 12-month non-compete covenant, a 12-month prohibition on the solicitation of employees, customers or suppliers, and a covenant of confidentiality.

Assuming a termination had occurred on December 31, 2010, Messrs. Pinch and J. Dickey would each have been entitled to receive:

for resignation for good reason or termination without cause, a total of \$525,300 and \$597,400, respectively (representing a severance payment equal to one year's base salary);

for termination in connection with a change of control, a total of \$962,623 and \$1,473,377, respectively, which consists of: \$525,300 and \$597,400, respectively (representing a severance payment of one year's base salary), plus \$437,323 and \$875,977, respectively (representing the proceeds from the sale at \$4.31 per share of 101,467 and 203,243 shares, respectively, or 100%, of each of their unvested restricted shares as of the date of termination); and

for termination upon death or disability, a total of \$1,160,453 and \$1,392,618, respectively, which consists of: \$525,300 and \$597,400, respectively, representing one year's salary continuation, plus \$135,153 and \$295,218,

respectively (representing the proceeds from the sale at \$4.31 per share of 31,358 and 68,496 shares, respectively, the number of restricted shares that would have vested during the next 12 months), plus \$500,000 and \$500,000, respectively (representing proceeds from their respective executive life insurance policies).

**Table of Contents**

Assuming termination of employment for cause or voluntary resignation, Messrs. Pinch and J. Dickey would have received no severance payments and would have forfeited any bonus for 2010. In addition, upon termination for cause due to an intentional act by any of them that was adverse to us, the Board of Directors would have the right to declare all of such executive's unvested restricted shares forfeited.

In addition to the benefits described above, according to their respective current employment agreements, upon resignation for good reason, termination without cause, death or disability, unvested options that would have vested in the 12 months after the date of termination will immediately vest, and upon termination within one year following a change of control, all unvested options will immediately vest. As of the assumed date of termination, none of Messrs. Pinch or J. Dickey had unvested options granted pursuant to their respective employment agreements.

**Director Compensation**

We use a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on our Board of Directors. In setting director compensation, we consider the significant amount of time that directors expend in fulfilling their duties as directors as well as the expertise and knowledge required. Generally, non-employee directors have received a fee of \$7,500 per quarter (\$30,000 annually). Additionally, each non-employee director has received an additional \$2,500 per quarter (\$10,000 annually) for each committee membership he held. Each non-employee director also received a \$1,500 fee for each in-person meeting of our Board of Directors (or for each in-person meeting of a committee, if not conducted in connection with a Board of Directors meeting) and \$300 for each telephonic meeting of our Board of Directors or a committee thereof. In addition, in May 2010, each non-employee director received a grant of 6,000 shares of restricted stock which vest 50% on the second anniversary of the grant date and 25% on each of the two succeeding anniversaries thereof. Finally, each non-employee director received reimbursement of out-of-pocket expenses incurred in connection with attendance at each such meeting.

Name(1)	Fees Earned or Paid in Cash (\$)	Stock Awards \$(2)	Total (\$)
Ralph B. Everett	\$ 52,200	\$ 28,680	\$ 80,880
Eric P. Robison	54,500	28,680	83,180
Robert H. Sheridan, III	58,400	28,680	87,080
David M. Tolley(3)			

- (1) Lewis W. Dickey, Jr., our Chairman, President and Chief Executive Officer, is not included in this table as he is an employee and thus receives no compensation for his services as a director. The compensation Mr. L. Dickey received as an employee is shown in the Summary Compensation Table elsewhere in this annual report.
- (2) The aggregate number of outstanding stock options held by individual non-employee directors at December 31, 2010 was: Mr. Everett (45,450), Mr. Robison (47,067) and Mr. Sheridan (40,494). At December 31, 2010, Mr. Everett, Mr. Robison and Mr. Sheridan had 20,148, 20,274, and 20,129 shares of restricted stock outstanding, respectively.
- (3) Mr. Tolley was appointed to the Board of Directors on January 31, 2011, and therefore did not receive any compensation in 2010.

## **Employment Agreements**

As discussed more particularly below, we have entered into employment agreements with certain of our named executive officers. Subject to certain exceptions, these employment agreements prohibit the respective executive officer from competing with us for a specified period of time after a termination of employment.

Lewis W. Dickey, Jr., serves as our Chairman, President and Chief Executive Officer. On December 20, 2006, we entered into a Third Amended and Restated Employment agreement with Mr. L. Dickey. The agreement has an initial term through May 31, 2013, and is subject to automatic extensions of one-year terms

**Table of Contents**

thereafter unless terminated by advance notice by either party in accordance with the terms of the agreement. Mr. L. Dickey received a base salary of \$940,000 in 2010, and is entitled to annual increases of \$40,000, subject to further merit increases as the Compensation Committee deems appropriate. Mr. L. Dickey is also eligible for an annual bonus of between 75% and 100% of his base salary.

The agreement also provides for grants of 160,000 shares of time-vested restricted Class A common stock and 160,000 shares of performance restricted Class A common stock in each fiscal year during his employment term. The time-vested restricted shares shall vest in three installments, with one-half vesting on the second anniversary of the date of grant, and one-quarter vesting on each of the third and fourth anniversaries of the date of grant, in each case contingent upon Mr. L. Dickey's continued employment. Vesting of performance restricted shares is dependent upon achievement of Compensation Committee-approved criteria for the three-year period beginning on January 1 of the fiscal year of the date of grant, in each case contingent upon Mr. L. Dickey's continued employment. Any performance-restricted shares that do not vest according to this schedule will be forfeited. In the event that we undergo a change of control, as defined in the agreement, then any issued but unvested portion of the restricted stock grants held by Mr. L. Dickey will become immediately and fully vested. In addition, upon such a change of control, we will issue Mr. L. Dickey a predetermined award of shares of Class A common stock, such number of shares decreasing by 70,000 shares upon each of the first five anniversaries of the date of the agreement (currently 220,000 shares). Mr. L. Dickey may not transfer any restricted shares, except to us, until they vest. In addition to the specified grants of restricted stock, Mr. L. Dickey remains eligible for the grant of stock options or other equity incentives as determined by the Compensation Committee.

As an inducement to entering into the agreement, the agreement provided for a signing bonus grant of 685,000 deferred shares of Class A common stock, issued on December 20, 2007. The agreement also provides that, should Mr. L. Dickey resign his employment or we terminate his employment, in each case other than under certain permissible circumstances, Mr. L. Dickey shall pay to the Company, in cash, a predetermined amount (such amount decreasing by \$1.0 million on each of the first six anniversaries of the date of the agreement; \$2.5 million currently). This payment is automatically waived upon a change of control.

Mr. L. Dickey's agreement further provides that in the event we terminate his employment without cause, or if he terminates his employment for good reason (as these terms are defined in the agreement), then we must pay an amount equal to two times his annual base salary then in effect, payable in four equal quarterly installments. We must also pay to Mr. L. Dickey a lump-sum amount equal to the sum of (A) his earned but unpaid base salary through the date of termination, (B) any earned but unpaid annual bonus for any completed fiscal year, and (C) any unreimbursed business expenses or other amounts due from us as of the date of termination. Finally, we must pay to Mr. L. Dickey, upon the final preparation of our audited financial statements for the year of termination, a prorated bonus to reflect the partial year of service.

In the event Mr. L. Dickey voluntarily terminates his employment for good reason, he will forfeit all unvested time-vested restricted shares and performance restricted shares. In the event we terminate Mr. L. Dickey's employment without cause, 50% of any unvested time-vested restricted shares and performance restricted shares will become immediately and fully vested, and the remaining 50% of any time-vested restricted shares and performance restricted shares will be forfeited. However, if we terminate his employment without cause within six months prior to a change of control, then 100% of any issued but unvested restricted shares will become immediately and fully vested.

In the event Mr. L. Dickey's employment is terminated with cause, or if he terminates his employment without good reason, then we are obligated to pay him only for compensation, bonus payments or unreimbursed expenses that were accrued but unpaid through the date of termination or resignation. Further, Mr. L. Dickey will forfeit all unvested restricted shares.

John Pinch serves as our Executive Vice President and Co-Chief Operating Officer. Under the terms of his Employment Agreement, dated December 1, 2000, he is entitled to merit increases to his annual based salary, as the Compensation Committee deems appropriate. The agreement provides that Mr. Pinch may receive an annual bonus, based upon the achievement of Board-approved budgeted revenue and cash flow



## **Table of Contents**

targets as adjusted by our Chief Executive Officer and the Compensation Committee in their collective discretion. Mr. Pinch's employment agreement had a three-year term, which expired on December 1, 2003, and since that date has automatically renewed for successive one-year terms.

Mr. Pinch's employment agreement also provides that in the event we terminate his employment without cause, or if he terminates his employment for good reason, then, in addition to amounts that he is owed through the date of termination, he shall also receive a severance payment equal to the greater of (1) two-thirds of his aggregate base salary (at the rate in effect at the time of termination), which would remain payable until the expiration of the employment agreement term, or (2) the amount equal to his annual base salary in effect at the time of termination. In addition, any unvested time-vested stock options that would otherwise vest within one year of the date of termination will become exercisable. Finally, in the event that we undergo a change of control, then, in addition to being entitled to receive the severance payments and equity rights that would be due upon a termination without cause, all unvested stock options held by Mr. Pinch will become immediately exercisable.

John W. Dickey serves as our Executive Vice President and Co-Chief Operating Officer. Under the terms of Mr. J. Dickey's Employment Agreement, dated January 1, 2001, he receives an annual base salary that is subject to merit increases, as the Compensation Committee has deemed appropriate. The agreement provides that Mr. J. Dickey may receive a bonus of up to 50% of his base salary, half of which is based upon the achievement of Board-approved budgeted revenue and cash flow targets, and half of which is based upon the collective discretion of our Chief Executive Officer and the Compensation Committee. The initial term of Mr. J. Dickey's employment agreement expired on January 1, 2003, and since that date has automatically renewed for successive one-year terms.

Mr. J. Dickey's agreement also provides that in the event we terminate his employment without cause, or if he terminates his employment for good reason, then, in addition to amounts that he is owed through the date of termination, he shall also receive a severance payment equal to the greater of (1) two-thirds of the aggregate base salary payments (at the rate in effect at the time of termination) that would remain payable until the expiration of the employment agreement term, or (2) the amount equal to his annual base salary in effect at the time of termination. In addition, any unvested time-vested stock options that would otherwise vest within one year of the date of termination will become exercisable. Finally, in the event we undergo a change of control, then, in addition to being entitled to receive the severance payments and equity rights that would be due upon a termination without cause, all unvested stock options held by Mr. J. Dickey will become immediately exercisable.

On December 31, 2008, we entered into amendments to the above-described employment agreements for the purpose of ensuring the compliance of such employment agreements with section 409A of the Internal Revenue Code.

## **Compensation Committee Interlocks and Insider Participation**

During 2010, Eric P. Robison (Chairman), Ralph B. Everett, Robert H. Sheridan, III, none of whom is one of our officers or employees, were members of the Compensation Committee of our Board of Directors, which determines, or makes recommendations with respect to, compensation matters for our executive officers. None of the Compensation Committee members serve as members of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our Board of Directors or Compensation Committee.

**Table of Contents**

**AUDIT COMMITTEE REPORT**

*The Audit Committee of the Board of Directors offers this report regarding the Company's audited financial statements contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2010, and regarding certain matters with respect to PricewaterhouseCoopers LLP, the Company's independent registered public accounting firm for the fiscal year ended December 31, 2010. This report shall not be deemed to be incorporated by reference by any general statement incorporating by reference this proxy statement into any filing with the SEC by the Company, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed to be filed with the SEC.*

The Audit Committee has reviewed and discussed with the Company's management and with PricewaterhouseCoopers LLP, its independent registered public accounting firm for the fiscal year ended December 31, 2010, the Company's audited financial statements contained in its Annual Report on Form 10-K for the fiscal year ended December 31, 2010. The Audit Committee has also discussed with PricewaterhouseCoopers LLP the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received the written disclosures and the letter from PricewaterhouseCoopers LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding PricewaterhouseCoopers LLP's communications with the Audit Committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence. The Audit Committee has also considered whether the provision of certain non-audit services to the Company by PricewaterhouseCoopers LLP is compatible with maintaining its independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors of the Company that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, filed with the Securities and Exchange Commission.

The Audit Committee of the Board of Directors:

Robert H. Sheridan, III, Chairman  
Ralph B. Everett  
Eric P. Robison

**Table of Contents**

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Our Board of Directors recognizes that related person transactions present a heightened risk of conflicts of interest. The Audit Committee has been delegated the authority to review and approve all related party transactions involving directors or executive officers of the Company. Generally, a related person transaction is a transaction in which we are a participant and the amount involved exceeds \$120,000, and in which any related person had or will have a direct or indirect material interest. Related persons include (a) our executive officers, directors, and holders of more than 5% of our common stock, and any of their immediate family members.

Under the policy, when management becomes aware of a related person transaction, management reports the transaction to the Audit Committee and requests approval or ratification of the transaction. Generally, the Audit Committee will approve only related party transactions that are on terms comparable to those that could be obtained in arm's length dealings with an unrelated third person. The Audit Committee will report to the full Board of Directors all related person transactions presented to it.

**DM Luxury Agreement**

During the third quarter of 2010, we entered into a management agreement (the DM Luxury Agreement) with DM Luxury, LLC (DM Luxury). DM Luxury is 50% owned by Dickey Publishing, Inc. and Dickey Media Investments, LLC, each of which is partially owned by Lewis W. Dickey, Jr., our Chief Executive Officer. The remaining interest in DM Luxury is held by Macquarie. Pursuant to the DM Luxury Agreement, we have agreed to provide certain back office shared services, including finance, accounting, use of corporate headquarters, legal, human resources and other services, for an annual management fee equal to the greater of \$0.5 million and 5.0% of DM Luxury's adjusted EBITDA on an annual basis. The Company recorded \$0.1 million of revenues from the DM Luxury Agreement during the year ended December 31, 2010. The DM Luxury Agreement will expire on September 15, 2013.

**Translator Sale**

During the fourth quarter of 2010, we entered into an agreement to sell a translator to Dickey Broadcasting Company, Inc. (DBC), which is partially owned by Mr. Lewis W. Dickey, Jr., our Chief Executive Officer, and Mr. John W. Dickey, our Co-Chief Operating Officer, for a purchase price of \$597,000. This transaction closed on May 18, 2011.

**Other Relationships**

DBC has entered into an agreement with Atlanta National League Baseball Club, Inc. (the Atlanta Braves) relating to the 2010 through 2014 major league baseball seasons (the Braves Agreement). The Braves Agreement sets out certain rights and obligations of DBC with respect to the production and broadcast of Atlanta Braves baseball games and related programming. Pursuant to the Braves Agreement, DBC is entitled to share in the related net revenues from, among other things, the sale of programming, advertising inventory, sponsorships and entitlements relating thereto. Pursuant to the terms of the Braves Agreement, DBC is obligated to cause Cumulus Media and CMP to perform certain of its broadcasting obligations thereunder. In exchange for the assumption of these obligations, CMP received revenues under the Braves Agreement of less than \$100,000 in 2010.

DBC, CMP and Atlanta Hawks, L.P. (the Atlanta Hawks), among others, are party to a Radio License Agreement relating to the 2010 through the 2013 national basketball association seasons (the Hawks Agreement). The Hawks Agreement sets out certain rights and obligations of DBC and CMP with respect to the promotion, production and broadcast of Atlanta Hawks basketball games and related programming. Pursuant to the Hawks Agreement, each of

DBC and CMP is entitled to a portion of the related net revenues from, among other things, the sale of programming, advertising inventory, sponsorships and entitlements. Pursuant to the Hawks Agreement, CMP received revenues of less than \$100,000 in 2010.

**Table of Contents**

DBC and Susquehanna are parties to a sublease agreement (the Sublease ), pursuant to which Susquehanna subleases certain office space to DBC. The Sublease commenced on September 24, 2010 and expires on March 31, 2016. Under the Sublease, DBC pays annual base rent of approximately \$52,000 (subject to annual increases), plus a pro rata share of all property taxes, insurance and utilities. DBC accrued approximately \$13,000 to be paid to Susquehanna for 2010 pursuant to the terms of the Sublease.

In January 2009, CMP and Cumulus Broadcasting LLC ( CBL ), an indirect wholly-owned subsidiary of Cumulus Media, entered into a Facilities and Services Agreement (the F&S Agreement ), pursuant to which CMP provides CBL access to certain radio studios (the Stations ) and services, including maintenance, administrative and management services, in connection with CBL s provision of programming and broadcast services on the Stations. In consideration for the facilities and services provided, CBL pays CMP a monthly fee based on average of the percentage of revenue and EBITDA (as defined in the F&S Agreement) that the Stations represent at the combined group of Cumulus Media and CMP stations, respectively. CBL paid CMP approximately \$100,000 under the F&S Agreement in 2010. This agreement expires in January 2012.

In March 2009, CMP and CBL entered into a Translator Agreement (the Translator Agreement ), relating to the operation of a translator station in Riverdale, Georgia (the Translator Station ). Pursuant to the Translator Agreement, CBL permits CMP to broadcast certain programming on the Translator Station. In exchange therefor, CMP pays CBL one-half of all net revenues generated by CMP s use of the Translator Station. CMP received revenues of approximately \$146,000 under this agreement in 2010. This agreement expires in March 2012.

**Table of Contents**

**PROPOSAL NO. 4: RATIFICATION OF THE APPOINTMENT OF  
PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM**

The Audit Committee of the Board of Directors is responsible for the appointment, compensation, and retention of our independent registered public accounting firm.

The Audit Committee has appointed PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2011, and urges you to vote **FOR** ratification of the appointment. PricewaterhouseCoopers LLP has served as our independent registered public accounting firm since June 17, 2008. While stockholder ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm is not required by our bylaws or otherwise, our Board of Directors is submitting the selection of PricewaterhouseCoopers LLP to our stockholders for ratification. If our stockholders fail to ratify the selection, the Audit Committee may, but is not required to, reconsider whether to retain that firm. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of us and our stockholders.

Representatives of PricewaterhouseCoopers LLP are expected to be present at the annual meeting and will have the opportunity to make a statement on behalf of the firm if they desire to do so, and to respond to appropriate questions from stockholders.

**Auditor Fees and Services**

***Audit Fees***

PricewaterhouseCoopers LLP billed us \$533,085, in the aggregate, for professional services rendered to audit our annual financial statements for the fiscal year ended December 31, 2010, to evaluate the effectiveness of our internal control over financial reporting as of December 31, 2010, and to review the interim financial statements included in our quarterly reports on Form 10-Q filed in 2010. PricewaterhouseCoopers LLP billed us \$571,025, in the aggregate, for audit services rendered in 2009.

***Audit Related Fees***

PricewaterhouseCoopers LLP billed us \$47,500, in the aggregate, for professional services rendered related to SEC comment letters in the fiscal year ended December 31, 2010. PricewaterhouseCoopers LLP did not render audit related services in 2009.

***Tax Fees***

PricewaterhouseCoopers LLP billed us \$180,000, in the aggregate, for tax consulting and tax return preparation services during 2010. PricewaterhouseCoopers LLP billed us \$150,000, in the aggregate, for tax consulting and tax return preparation services during 2009.

***All Other Fees***

PricewaterhouseCoopers LLP billed us \$2,400 for access to its on-line research library during each of 2010 and 2009.

***Policy on Pre-Approval of Services Performed by Independent Registered Public Accounting Firm***

The policy of the Audit Committee is to require pre-approval of all audit and permissible non-audit services to be performed by the independent registered public accounting firm during the fiscal year. The Audit Committee regularly considers all non-audit fees when reviewing the independence of our independent registered public accounting firm.

**Recommendation of the Board of Directors**

**Your Board of Directors recommends a vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.**

**Table of Contents**

**CODE OF ETHICS**

We have adopted a Code of Business Conduct and Ethics, referred to as our Code of Ethics, that applies to all of our employees, executive officers and directors and meets the requirements of the rules of the SEC and the NASDAQ Marketplace Rules. The Code of Ethics is available on our website, [www.cumulus.com](http://www.cumulus.com), or can be obtained without charge by written request to Richard S. Denning, Corporate Secretary, at our principal executive offices, 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305. If we make any substantive amendments to this Code of Ethics, or if our Board of Directors grants any waiver, including any implicit waiver, from a provision thereof to our executive officers or directors, we will disclose the nature of such amendment or waiver, the name of the person to whom the waiver was granted and the date of the waiver in a current report on Form 8-K.

**SUBMISSION OF STOCKHOLDER PROPOSALS FOR THE 2012 ANNUAL MEETING**

In accordance with the rules of the Securities and Exchange Commission, if you wish to submit a proposal to be brought before the 2012 annual meeting of stockholders, we must receive your proposal a reasonable period of time before we begin to print and mail our proxy materials for the 2012 annual meeting, in order to be included in our proxy materials relating to that meeting. Stockholder proposals must be accompanied by certain information concerning the proposal and the stockholder submitting it. We currently expect to begin printing and mailing our proxy materials for the 2012 annual meeting in early April 2012, and will include stockholder proposals that are properly submitted by January 6, 2012 in our proxy statement and form of proxy for that annual meeting. Stockholder proposals submitted after that date will be excluded, unless otherwise required to be included pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the rules and regulations of the SEC or other applicable law. Proposals should be directed to Richard S. Denning, Corporate Secretary, at our principal executive offices, 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305. To avoid disputes as to the date of receipt, it is suggested that any stockholder proposal be submitted by certified mail, return receipt requested.

In addition, in accordance with our bylaws, for any proposal to be submitted by a stockholder for a vote at the 2012 annual meeting of stockholders, whether or not submitted for inclusion in our proxy statement, we must receive advance notice of such proposal not later than February 3, 2011. The proxy to be solicited on behalf of our Board of Directors for the 2012 annual meeting of stockholders may confer discretionary authority to vote on any such proposal received after that date.

**ANNUAL REPORT**

**A copy of the Annual Report on Form 10-K for the fiscal year ended December 31, 2010 as required to be filed with the SEC has been provided concurrently with this proxy statement to all stockholders entitled to notice of, and to vote at, the annual meeting. Stockholders may also obtain a copy of the Annual Report on Form 10-K for the fiscal year ended December 31, 2010 without charge upon written request to: Corporate Secretary, Cumulus Media, Inc., 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305. The proxy statement and the Annual Report on Form 10-K for the fiscal year ended December 31, 2010 are available at [www.cumulus.com/investors.aspx](http://www.cumulus.com/investors.aspx).**

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. These SEC filings are available to the public over the Internet at the SEC's website at [www.sec.gov](http://www.sec.gov) and our website at [www.cumulus.com](http://www.cumulus.com). You may also read and copy any document we file with the SEC at the SEC's public reference



room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room.

As permitted by Item 13(b) of Schedule 14A of Regulation 14A under the Securities Exchange Act of 1934 (the Exchange Act ), we are incorporating by reference into this proxy statement specific documents

**Table of Contents**

that we filed with the SEC, which means that we may disclose important information to you by referring you to those documents that are considered part of this proxy statement. Information that we file subsequently with the SEC will automatically update and supersede this information.

We incorporate by reference into this proxy statement the following documents filed with the SEC , and any future documents that we file with the SEC prior to our special meeting, excluding any reports or portions thereof that have been furnished but not filed for purposes of the Exchange Act):

1. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and filed on March 14, 2011 (as amended by our Annual Report on Form 10-K/A filed on May 2, 2011);
2. Our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 and filed on May 16, 2011;
3. Our Current Reports on Form 8-K filed with the SEC on February 2, 2011, February 18, 2011, March 2, 2011, March 10, 2011, March 14, 2011, April 25, 2011, and May 16, 2011; and
4. The description of the Class A common stock, \$0.01 par value, contained in Post-Effective Amendment No. 1 to the Registration Statement on Form 8-A, filed on August 2, 2002, and any amendment or report filed for the purpose of updating such description, including any amendments or reports filed for the purpose of updating such description, which is also incorporated by reference herein.

We will provide to each person, including any beneficial owner, to whom a proxy statement is delivered, upon written or oral request and without charge, a copy of the documents referred to above that we have incorporated by reference. You can request copies of such documents if you call or write us at the following address or telephone number: Cumulus Media Inc., 3280 Peachtree Road, N.W., Suite 2300, Atlanta, Georgia 30305; (404) 949-0700.

This proxy statement or information incorporated by reference herein, contains summaries of certain agreements that we have filed as exhibits to various SEC filings, as well as certain agreements that we will enter into in connection with the transactions discussed in this proxy statement. The descriptions of these agreements contained in this proxy statement or information incorporated by reference herein do not purport to be complete and are subject to, or qualified in their entirety by reference to, the definitive agreements. Copies of the definitive agreements will be made available without charge to you by making a written or oral request to us.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this proxy statement to the extent that a statement contained herein, in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified and superseded, to constitute a part of this proxy statement.

**Table of Contents**

**INDEX TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

**Unaudited pro forma condensed consolidated financial information of Cumulus Media Inc.**

<u>Unaudited CMP Pro Forma Basis Condensed Consolidated Statement of Operations for the Three Months Ended March 31, 2011</u>	P-4
<u>Unaudited CMP Pro Forma Basis Condensed Consolidated Statement of Operations for the Year Ended December 31, 2010</u>	P-5
<u>Unaudited CMP Pro Forma Basis Condensed Consolidated Balance Sheet as of March 31, 2011</u>	P-6
<u>Unaudited Overall Pro Forma Basis Condensed Consolidated Statement of Operations for the Three Months Ended March 31, 2011</u>	P-7
<u>Unaudited Overall Pro Forma Basis Condensed Consolidated Statement of Operations for the Year Ended December 31, 2010</u>	P-8
<u>Unaudited Overall Pro Forma Basis Condensed Consolidated Balance Sheet as of March 31, 2011</u>	P-9
<u>Pro Forma Adjustments Footnotes</u>	P-10
<u>Appendix to Pro Forma Adjustments</u>	P-21

**Table of Contents**

**Unaudited Pro Forma Condensed Consolidated Financial Information**

The following unaudited pro forma condensed consolidated financial information is based on our historical consolidated financial statements, which are incorporated by reference in this proxy statement, and the historical consolidated financial statements of each of CMP and Citadel, which are included elsewhere in this proxy statement.

The following unaudited pro forma condensed consolidated financial information is intended to provide information about how each of the CMP Acquisition and the Citadel Acquisition, and the related refinancing transactions, might have affected our historical consolidated financial statements if such transactions had closed as of January 1, 2010, in the case of the statements of operations and, as of March 31, 2011, in the case of the balance sheet information.

The unaudited pro forma condensed consolidated financial information is presented on:

a CMP Pro Forma Basis, giving effect to the 2019 Notes Offering and the CMP Acquisition (including certain developments in its business); and

an Overall Pro Forma Basis, giving effect to the 2019 Notes Offering, the CMP Acquisition (including certain developments in its business), the Citadel Acquisition and the Global Refinancing.

Pursuant to the Citadel Merger Agreement, Cumulus Media has agreed to issue to holders of Citadel common stock (including holders of warrants to acquire Citadel common stock) up to 151,485,282 shares of Cumulus Media common stock (plus an additional number of shares based upon the number of shares of common stock that are issued upon the exercise of stock options to purchase shares of Citadel common stock prior to the closing date of the Citadel Acquisition) (the Maximum Stock Scenario) and has agreed to pay to holders of Citadel common stock (including holders of warrants to acquire Citadel common stock) up to \$1,408.7 million in cash (plus an additional amount based on the number of shares of common stock that are issued upon the exercise of stock options to purchase shares of Citadel common stock prior to the closing of the Citadel Acquisition, less the cash value of any dissenting shares) (the Maximum Cash Scenario), with the actual number of shares to be issued, and amount of cash to be paid, dependent upon elections to be made by Citadel Stockholders prior to the completion of the Citadel Acquisition. For purposes of this unaudited pro forma condensed consolidated financial information, Cumulus Media has assumed that the Citadel Acquisition Consideration will consist of \$1,261.9 million in cash and the issuance of 115,210,000 shares of Cumulus Media common stock (which represents the arithmetic mean, or midpoint of the amount of cash which would be payable, and the number of shares of Cumulus Media common stock which would be issuable, to holders of Citadel common stock in each of the Maximum Cash Scenario and Maximum Stock Scenario), which shares have an assumed aggregate value of \$483.9 million (based on an assumed price per share of Cumulus Media common stock of \$4.20, the closing price of such common stock on the Nasdaq Global Market on May 20, 2011, the most recent practicable date). If investors elect the Maximum Cash Scenario, Cumulus Media would potentially draw an additional \$70.0 million on the revolving credit facility from what is borrowed under the mid-point model presented which would result in incremental interest expense of \$0.6 million for the three months ended March 31, 2011 and \$2.6 million for the twelve months ended December 31, 2010 in the following Overall Pro Forma Basis Condensed Consolidated Statements of Operations.

Each of the CMP Acquisition and Citadel Acquisition will be accounted for as a business combination using the purchase method of accounting and, accordingly, is expected to result in the recognition of assets acquired and liabilities assumed at fair value. However, as of the date of this proxy statement, we have not performed the valuation studies necessary to estimate the fair values of the assets we expect to acquire and the liabilities we expect to assume to reflect the allocation of purchase price to the fair values of such amounts.

For purposes of preparing the following pro forma adjustments to reflect the CMP Acquisition, we have estimated the fair values of the indefinite-lived intangible assets based on information available as of December 31, 2010. For purposes of preparing the pro forma adjustments to reflect the Citadel Acquisition, we have carried forward the net book value of the indefinite-lived and definite-lived intangible assets from those appearing in Citadel's consolidated financial statements as of December 31, 2010, which are included elsewhere in this proxy statement, as we do not have any independent third-party valuations or other valuation studies estimating the value of these intangible assets. However, due to Citadel's application of fresh-start accounting upon its emergence from bankruptcy on June 3, 2010, Citadel's intangible assets were adjusted to fair value during 2010. For each of the CMP Acquisition and the Citadel Acquisition, the excess of the consideration expected to be transferred over the fair value of the net assets expected to be acquired has been presented as an adjustment to goodwill. We have not estimated the fair value of other assets expected to be acquired or liabilities expected to be assumed, including, but

**Table of Contents**

not limited to, current assets, property and equipment, current liabilities, other miscellaneous liabilities and other finite-lived intangible assets and related deferred tax liabilities. A final determination of these fair values will be based upon appraisals prepared by independent third parties and on the actual tangible and identifiable intangible assets and liabilities that exist as of the closing date of each respective acquisition. The actual allocations of the consideration transferred may differ materially from the allocations assumed in this unaudited pro forma condensed consolidated financial information.

The presentation of financial information on an Overall Pro Forma Basis for the year ended December 31, 2010 includes the combined results of operations of Citadel for its predecessor and successor periods. In connection with its emergence from bankruptcy on June 3, 2010 and in accordance with accounting guidance on reorganizations, Citadel adopted fresh-start reporting as of May 31, 2010. See the footnotes to Citadel's audited historical financial statements, which are included elsewhere in this Proxy statement for more information. Historical financial results of Citadel are presented for the Predecessor entity for periods prior to Citadel's emergence from bankruptcy and for the Successor entity for periods after Citadel's emergence from bankruptcy. As a result, financial results of periods prior to Citadel's adoption of fresh-start reporting are not comparable to financial results of periods after that date. The combined operating results of Citadel including the Successor and Predecessor periods in 2010 are not necessarily indicative of the results that may be expected for a full fiscal year. Presentation of the combined financial information of the Predecessor and Successor for the twelve months ended December 31, 2010 is not in accordance with GAAP. However, we believe that the combined financial results are useful for management and investors to assess Citadel's ongoing financial and operational performance and trends.

The unaudited pro forma condensed consolidated financial information below is based upon currently available information and estimates and assumptions that we believe are reasonable as of the date hereof. These estimates and assumptions relate to matters including, but not limited to, Cumulus Media's stock price at the date of closing of each of the CMP Acquisition and the Citadel Acquisition (assumed to be \$4.20 per share, the closing price of Cumulus Media's common stock on the Nasdaq Global Market on May 20, 2011, the most recent practicable date), which will be used to determine a portion of the final purchase price consideration, the LIBOR rate in effect for borrowings at the date of closing of the Global Refinancing, which will be used to determine the interest rate on borrowings under the Acquisition Credit Facility, and the form of the investment in our equity securities made by MIHI pursuant to the Investment Agreement, which is assumed to be common stock, all of which will impact, among other things, our available cash, interest expense and stockholders' equity. We have also assumed that, in connection with obtaining FCC or other federal regulatory approval required to complete the Citadel Acquisition, any radio stations that we may be required to divest would not be material to our consolidated financial position or results of operations and, as a result, we have not made provision in this unaudited pro forma condensed consolidated financial information for any such divestitures.

Any of the factors underlying these estimates and assumptions may change or prove to be materially different, and the estimates and assumptions may not be representative of facts existing at the closing date of either the CMP Acquisition or the Citadel Acquisition. The unaudited pro forma condensed consolidated financial information is presented for illustrative and informational purposes only and is not intended to represent or be indicative of what our financial condition or results of operations would have been had the transactions described above occurred on or as of the dates indicated. The unaudited pro forma condensed consolidated financial information also should not be considered representative of our future financial condition or results of operations. In addition to the pro forma adjustments to our historical consolidated financial statements, various other factors are expected to have an effect on our financial condition and results of operations, both before and after the closing of each of the Acquisitions and related financing transactions.

You should read the unaudited pro forma condensed consolidated financial information in conjunction with the information under the heading "Management's Discussion and Analysis of Financial Condition and Results of

Operations, in Cumulus Media's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and Quarterly Report on Form 10-Q for the three months ended March 31, 2011, each of which is incorporated by reference in this proxy statement, and the information under the heading "CMP Management's Discussion and Analysis of Financial Condition and Results of Operations," which is included elsewhere in this proxy statement. You should also read this information in conjunction with our consolidated financial statements and the related notes, which are incorporated by reference in this proxy statement, and the consolidated financial statements and the related notes of each of CMP and Citadel, which are included elsewhere in this proxy statement.

**Table of Contents**

**Unaudited CMP Pro Forma Basis Condensed Consolidated Statement of Operations  
for the Three Months Ended March 31, 2011**

	<b>CMI Historical</b>	<b>CMP Historical</b>	<b>KC LLC Historical<sup>(A)</sup></b>	<b>CMP Pro Forma Basis Adjustments</b>	<b>CMP Pro Forma Basis</b>
	<b>(Dollars in thousands)</b>				
Broadcast revenues	\$ 56,733	\$ 39,143	\$ (1,779)	\$	\$ 94,097
Management fees	1,125			(1,000) <sup>(B)</sup>	125
Net revenues	57,858	39,143	(1,779)	(1,000)	94,222
Operating expenses					
Station operating expenses (excluding depreciation, amortization and LMA fees)	37,555	23,757	(1,564)		59,748
Depreciation and amortization	2,123	2,116	(443)		3,796
LMA fees	581				581
Corporate general and administrative expenses	8,129	2,482	(461)	(1,000) <sup>(B)</sup>	9,150
Gain on exchange of assets or stations	(15,158)				(15,158)
Realized loss on derivative instrument	40				40
Other operating expenses		(6)			(6)
Total operating expenses	33,270	28,349	(2,468)	(1,000)	58,151
Operating income	24,588	10,794	689		36,071
Non-operating (expense) income:					
Interest expense, net	(6,318)	(6,219)	1,559	(5,861) <sup>(C)</sup>	(16,839)
Total non-operating expense, net	(6,318)	(6,219)	1,559	(5,861)	(16,839)
Income (loss) before income taxes and equity in net losses of affiliate	18,270	4,575	2,248	(5,861)	19,232
Income tax (expense) benefit	(2,149)	(2,479)	17	2,227 <sup>(D)</sup>	(2,384)
Net income (loss)	\$ 16,121	\$ 2,096	\$ 2,265	\$ (3,634)	\$ 16,848



**Table of Contents**

**Unaudited CMP Pro Forma Basis Condensed Consolidated Statement of Operations  
for the Year Ended December 31, 2010**

	<b>CMI Historical</b>	<b>CMP Historical</b>	<b>KC LLC Historical(A) (Dollars in thousands)</b>	<b>CMP Pro Forma Basis Adjustments</b>	<b>CMP Pro Forma Basis</b>
Broadcast revenues	\$ 259,187	\$ 188,718	\$ (7,043)	\$	\$ 440,862
Management fees	4,146			(4,000) <sup>(B)</sup>	146
Net revenues	263,333	188,718	(7,043)	(4,000)	441,008
Operating expenses:					
Station operating expenses (excluding depreciation, amortization and LMA fees)	159,807	103,103	(6,086)		256,824
Depreciation and amortization	9,098	8,576	(1,780)		15,894
LMA fees	2,054				2,054
Corporate general and administrative expenses	18,519	8,397	(1,138)	(4,000) <sup>(B)</sup>	21,778
Loss on sale of assets		29			29
Realized loss on derivative instrument	1,957				1,957
Impairment of intangible assets and goodwill	671	3,296	(3,296)		671
Total operating expenses	192,106	123,401	(12,300)	(4,000)	299,207
Operating income	71,227	65,317	5,257		141,801
Non-operating income (expense):					
Interest expense, net	(30,307)	(28,171)	6,034	(18,391) <sup>(C)</sup>	(70,835)
Terminated transaction expense	(7,847)				(7,847)
Other income (expense), net	108	349	(350)		107
Total non-operating expense, net	(38,046)	(27,822)	5,684	(18,391)	(78,575)
Income (loss) before income taxes and equity in net losses of affiliate	33,181	37,495	10,941	(18,391)	63,226
Income tax (expense) benefit	(3,779)	(18,210)	847	6,989 <sup>(D)</sup>	(14,153)
Net income (loss)	\$ 29,402	\$ 19,285	\$ 11,788	\$ (11,402)	\$ 49,073



**Table of Contents****Unaudited CMP Pro Forma Basis Condensed Consolidated Balance Sheet as of March 31, 2011**

	<b>CMI Historical</b>	<b>CMP Historical</b>	<b>KC LLC Historical<sup>(A)</sup></b>	<b>CMP Pro Forma Basis Adjustments</b>	<b>CMP Pro Forma Basis</b>
	<b>(Dollars in thousands)</b>				
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$ 2,435	\$ 12,717	\$ (1,920)	\$ 20,507 <sup>(C)</sup>	\$ 33,739
Restricted cash	604	601			1,205
Accounts receivable, less allowance for doubtful accounts	33,377	29,009	(1,199)		61,187
Trade receivable	2,977	1,078			4,055
Prepaid expenses and other current assets	4,996	8,494	41	(1,000) <sup>(B)</sup>	12,531
Total current assets	44,389	51,899	(3,078)	19,507	112,717
Property and equipment, net	38,927	24,362	(5,385)		57,904
Intangible assets, net	171,214	243,027	(15,233)	19,037 <sup>(E)</sup>	418,045
Goodwill	60,422	79,700		450,559 <sup>(E)</sup>	590,681 <sup>(J)</sup>
Deferred financing costs	818	4,512	(152)	12,907 <sup>(C)</sup>	18,085
Long-term investments		4,000		2,400 <sup>(E)</sup>	6,400
Other assets	3,106	333	(48)		3,391
Total assets	\$ 318,876	\$ 407,833	\$ (23,896)	\$ 504,409	\$ 1,207,223
<b>Liabilities and Stockholders</b>					
<b>(Deficit) Equity</b>					
Current liabilities:					
Accounts payable and accrued expenses	\$ 22,929	\$ 20,626	\$ (9,288)	\$ (2,260) <sup>(B)</sup>	\$ 32,007
Trade payable	3,094	802			3,896
Derivative instrument		1,666			1,666
Current portion of long-term debt	5,982	93,228	(86,228)	(5,982) <sup>(C)</sup>	7,000
Total current liabilities	32,005	116,322	(95,516)	(8,242)	44,569
Long-term debt	567,287	613,984		42,713 <sup>(C)</sup>	1,223,984
Other liabilities	17,223	8,157	(21)	(1,715) <sup>(E)</sup>	23,644
Deferred income taxes	26,764	84,315		7,234 <sup>(E)</sup>	118,313
Total liabilities	643,279	822,778	(95,537)	39,990	1,410,510

## Stockholders (deficit) equity:

## Preferred stock

Class A common stock	596			116(L)	712
Class B common stock	58				58
Class C common stock	6				6
Class D common stock				66(L)	66
Treasury stock, at cost	(251,360)				(251,360)
Additional paid-in-capital	959,512	310,850	(367)	(225,493) <sup>(E)</sup>	1,044,502
Accumulated deficit	(1,033,215)	(793,272)	72,008	733,131 <sup>(B,C,E)</sup>	(1,021,348)
Noncontrolling interest		67,477		(43,400) <sup>(E)</sup>	24,077

## Total stockholders (deficit)

equity	(324,403)	(414,945)	71,641	464,420	(203,287)
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## Total liabilities and

stockholders (deficit) equity	\$ 318,876	\$ 407,833	\$ (23,896)	\$ 504,410	\$ 1,207,223
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**Table of Contents**

**Unaudited Overall Pro Forma Basis Condensed Consolidated Statement of Operations  
for the Three Months Ended March 31, 2011**

	<b>CMI Historical</b>	<b>CMP Historical</b>	<b>CMP Pro Forma Basis Adjustments</b>	<b>CMP Pro Forma Basis</b>	<b>Citadel Historical<sup>(M)</sup></b>	<b>Citadel Pro Forma and Global Refinancing Basis Adjustments</b>	<b>Overall Pro Forma Basis</b>
	<b>(Dollars in thousands)</b>						
Broadcast revenues	\$ 56,733	\$ 39,143	\$ (1,779) <sup>(A)</sup>	\$ 94,097	\$ 160,022	\$	\$ 254,119
Management fees	1,125		(1,000) <sup>(B)</sup>	125			125
Net revenues	57,858	39,143	(2,779)	94,222	160,022		254,244
Operating expenses							
Station operating expenses (excluding depreciation, amortization and LMA fees)	37,555	23,757	(1,564) <sup>(A)</sup>	59,748	114,714		174,462
Depreciation and amortization	2,123	2,116	(443) <sup>(A)</sup>	3,796	23,043		26,839
LMA fees	581			581	99		680
Corporate general and administrative expenses	8,129	2,482	(1,461) <sup>(A,B)</sup>	9,150	14,452		23,602
Gain on exchange of assets or stations	(15,158)			(15,158)	166		(14,992)
Realized loss on derivative instrument	40			40			40
Other operating expenses		(6)		(6)	7,118		7,112
Total operating expenses	33,270	28,349	(3,468)	58,151	159,592		217,743
Operating income	24,588	10,794	689	36,071	430		36,501
Non-operating expense:							
Interest expense, net	(6,318)	(6,219)	(4,302) <sup>(A,C)</sup>	(16,839)	(12,411)	(9,504) <sup>(I)</sup>	(38,754)
Total non-operating expense, net	(6,318)	(6,219)	(4,302)	(16,839)	(12,411)	(9,504)	(38,754)

Income (loss) before income taxes and equity in net losses of affiliate	18,270	4,575	(3,613)	19,232	(11,981)	(9,504)	(2,253)
Income tax (expense) benefit	(2,149)	(2,479)	2,244 <sub>(A,D)</sub>	(2,384)	5,343	3,611 <sub>(D)</sub>	6,570
Net income (loss)	\$ 16,121	\$ 2,096	\$ (1,369)	\$ 16,848	\$ (6,638)	\$ (5,893)	\$ 4,317

P-7

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**Table of Contents**

**Unaudited Overall Pro Forma Basis Condensed Consolidated Statement of Operations  
for the Year Ended December 31, 2010**

	<b>CMI Historical</b>	<b>CMP Historical</b>	<b>CMP Pro Forma Basis Adjustments</b>	<b>CMP Pro Forma Basis</b>	<b>Predecessor Citadel Historical<sup>(M)</sup></b>	<b>Successor Citadel Historical<sup>(M)</sup></b>	<b>Combined Citadel Historical<sup>(M)</sup></b>	<b>Citadel Pro Forma and Global Refinancing Basis Adjustments</b>
	<b>(Dollars in thousands)</b>							
Revenues:	\$ 259,187	\$ 188,718	\$ (7,043) <sup>(A)</sup>	\$ 440,862	\$ 295,424	\$ 444,142	\$ 739,566	\$
Expenses:	4,146		(4,000) <sup>(B)</sup>	146				
Operating Income:	263,333	188,718	(11,043)	441,008	295,424	444,142	739,566	
Depreciation and Amortization:	159,807	103,103	(6,086) <sup>(A)</sup>	256,824	194,685	278,231	472,916	
Goodwill Impairment:	9,098	8,576	(1,780) <sup>(A)</sup>	15,894	11,365	58,564	69,929	20,204 <sup>(K)</sup>
Other Income (Expense):	2,054			2,054	455	379	834	
Income Before Income Taxes:	18,519	8,397	(5,138) <sup>(A,B)</sup>	21,778	8,929	26,394	35,323	6,500 <sup>(G)</sup>
Income Tax Expense:		29		29	859	271	1,130	
Net Income:	1,957			1,957				
Other Non-Operating Income (Expense):	671	3,296	(3,296) <sup>(A)</sup>	671				
Other Income (Expense):					(5)	7,215	7,210	
Income Before Income Taxes:	192,106	123,401	(16,300)	299,207	216,288	371,054	587,342	26,704
Income Tax Expense:	71,227	65,317	5,257	141,801	79,136	73,088	152,224	(26,704)

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e, net	(30,307)	(28,171)	(12,357) <sup>(A,C)</sup>	(70,835)	(17,771)	(46,349)	(64,120)	(19,992) <sup>(I)</sup>
ense	(7,847)			(7,847)				
	108	349	(350) <sup>(A)</sup>	107	1,014,077	(20,969)	993,108	(993,108) <sup>(K)</sup>
ating (e),	(38,046)	(27,822)	(12,707)	(78,575)	996,306	(67,318)	928,988	(1,013,100)
efore nd sses	33,181	37,495	(7,450)	63,226	1,075,442	5,770	1,081,212	(1,039,804)
fit	(3,779)	(18,210)	7,836 <sup>(A,D)</sup>	(14,153)	(5,737)	(7,553)	(13,290)	9,775 <sup>(D)</sup>
ss)	\$ 29,402	\$ 19,285	\$ 386	\$ 49,073	\$ 1,069,705	\$ (1,783)	\$ 1,067,922	\$ (1,030,029)



**Table of Contents**

**Unaudited Overall Pro Forma Basis Condensed Consolidated Balance Sheet  
as of March 31, 2011**

	<b>CMI Historical</b>	<b>CMP Historical</b>	<b>CMP Pro Forma Basis Adjustments</b>	<b>CMP Pro Forma Basis</b>	<b>Citadel Historical<sup>(M)</sup></b>	<b>Citadel Pro Forma and Global Refinancing Basis Adjustments</b>	<b>Overall Pro Forma Basis</b>
(Dollars in thousands)							
Assets:							
and cash equivalents	\$ 2,435	\$ 12,717	\$ 18,587 <sup>(A,C)</sup>	\$ 33,739	\$ 145,257	\$ (74,665) <sup>(I)</sup>	\$ 104,331
and cash	604	601		1,205	3,846		5,652
Accounts receivable, less allowance for doubtful accounts	33,377	29,009	(1,199) <sup>(A)</sup>	61,187	122,611	(1,077) <sup>(F)</sup>	182,720
Accounts receivable	2,977	1,078		4,055	1,848		5,880
Deferred tax asset					23,023		23,023
Prepaid expenses and other current assets	4,996	8,494	(959) <sup>(A,B)</sup>	12,531	15,072		27,594
Other current assets	44,389	51,899	16,429	112,717	311,657	(75,742)	348,461
Property and equipment, net	38,927	24,362	(5,385) <sup>(A)</sup>	57,904	197,667		255,288
Intangible assets, net	171,214	243,027	3,804 <sup>(A,E)</sup>	418,045	1,094,833		1,512,109
Goodwill	60,422	79,700	465,288 <sup>(E,J)</sup>	605,410	763,849	465,686 <sup>(F)</sup>	1,834,825
Deferred financing costs	818	4,512	12,755 <sup>(A,C)</sup>	18,085	19,978	22,924 <sup>(I)</sup>	60,362
Other investments		4,000	2,400 <sup>(E)</sup>	6,400			6,400
Other assets	3,106	333	(48) <sup>(A)</sup>	3,391	19,461		22,844
<b>Assets</b>	<b>\$ 318,876</b>	<b>\$ 407,833</b>	<b>\$ 495,243</b>	<b>\$ 1,221,952</b>	<b>\$ 2,407,445</b>	<b>\$ 412,868</b>	<b>\$ 4,042,801</b>
<b>Liabilities and Shareholders' (Deficit)</b>							
Liabilities:							
Accounts payable and accrued expenses	\$ 22,929	\$ 20,626	\$ (11,548) <sup>(A,B)</sup>	\$ 32,007	\$ 60,440	\$ (7,103) <sup>(F,G)</sup>	\$ 85,826
Accounts payable	3,094	802		3,896	1,176		5,072
Deferred instrument		1,666		1,666			1,666
Portion of term debt	5,982	93,228	(92,210) <sup>(A,C)</sup>	7,000	875	(7,875) <sup>(A,I)</sup>	92,128
Other current liabilities	32,005	116,322	(103,758)	44,569	62,491	(14,978)	92,128

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Term debt	567,287	613,984	42,713 <sup>(C)</sup>	1,223,984	745,625	938,536 <sup>(I)</sup>	2,908
Liabilities	17,223	8,157	(1,736) <sup>(A)</sup>	23,644	56,440	(1,716) <sup>(I)</sup>	78
Income taxes	26,764	84,315	7,233 <sup>(E)</sup>	118,312	262,839		381
Liabilities	643,279	822,778	(55,548)	1,410,509	1,127,395	921,842	3,459
Stockholders (deficit)							
Common stock							
Common stock	596		116 <sup>(L)</sup>	712	5	2,140 <sup>(L)</sup>	2
Common stock	58			58	18	(18) <sup>(F)</sup>	
Common stock	6			6			
Common stock			66 <sup>(L)</sup>	66			
or equity held in							
					12,883	(12,883) <sup>(F)</sup>	
Common stock, at cost	(251,360)			(251,360)			(251,360)
Additional paid-in-capital	959,512	310,850	(225,860) <sup>(A,E)</sup>	1,044,502	1,275,565	(420,230) <sup>(F,H,L)</sup>	1,899
Accumulated deficit	(1,033,215)	(793,272)	805,139 <sup>(C,E)</sup>	(1,021,348)	(8,421)	(39,176) <sup>(F,G,I)</sup>	(1,068)
Controlling interest		67,477	(28,670) <sup>(J)</sup>	38,807		(38,807) <sup>(J)</sup>	
Stockholders' equity	(324,403)	(414,945)	550,791	(188,557)	1,280,050	(508,974)	582
Liabilities and stockholders' equity	\$ 318,876	\$ 407,833	\$ 495,243	\$ 1,221,952	\$ 2,407,445	\$ 412,868	\$ 4,042

**Table of Contents****Pro Forma Adjustments  
Footnotes**

A. *Adjustments to reflect the KC Restructuring.* As described in more detail under CMP Management's Discussion and Analysis of Financial Condition and Results of Operations, on February 4, 2011, CMP, Radio Holdco and KC LLC entered into the KC Restructuring Agreement with the lenders under the CMP KC Credit Facility (as defined under CMP Management's Discussion and Analysis of Financial Condition and Results of Operations) regarding the KC Restructuring. The KC Restructuring is expected to be implemented through a pre-packaged plan of reorganization filed with the United States Bankruptcy Court for the District of Delaware (the Pre-packaged Bankruptcy Proceeding). CMP expects that the Pre-packaged Bankruptcy Proceeding will occur, and the KC Restructuring is contemplated to be completed, during the third quarter of 2011. If the KC Restructuring is completed in accordance with the terms and conditions of the KC Restructuring Agreement, among other things: (1) Radio Holdco will distribute all of the outstanding common stock of Radio Holdings to CMP; (2) KC LLC's outstanding debt and owners' interest of \$92.6 million at March 31, 2010 will be reduced to \$20 million; (3) all of the equity of Radio Holdco will be transferred to the lenders under the CMP KC Credit Facility or their nominee; and (4) Cumulus Media will continue to manage the radio stations of KC LLC in 2011, which will be subject to annual renewal of the management arrangement thereafter. As a result, CMP does not expect that it will thereafter have an ownership interest in KC LLC.

Because CMP does not expect that it will have a continuing ownership interest in KC LLC upon consummation of the KC Restructuring, pro forma adjustments are being made to exclude KC LLC's financial condition and results of operations as of and for the three months ended March 31, 2011 and as of and for the year ended December 31, 2010 from CMP's corresponding historical results of operations and financial condition in the accompanying unaudited pro forma condensed consolidated financial information, and these related footnotes.

B. *Adjustments to reflect the termination of the CMP Management Agreement and write off of deferred financing fees, net of tax.* Cumulus Media recorded approximately \$1.3 million in deferred income taxes associated with the write off of \$3.3 million in deferred financing fees related to the CMP Management Agreement. Under the terms of the CMP Management Agreement, CMP is required to pay to Cumulus Media the greater of \$4.0 million or 4% of Radio Holdco's adjusted EBITDA on an annual basis. At March 31, 2011, Cumulus Media had deferred revenue of \$1.0 million and CMP had prepaid expenses of \$1.0 million related to this agreement. Upon the closing of the CMP Acquisition, the CMP Management Agreement will no longer be in effect.

**(Dollars in thousands)****Pro Forma Balance Sheet as of March 31, 2011 Adjustment:**

Elimination of prepaid management fee and deferred revenue:	
Pro forma adjustment to line item, Prepaid expenses and other current assets	\$ 1,000
Pro forma adjustment to line item, Accounts payable and accrued expenses	\$ 1,000
Accrual of tax benefit from write off of Cumulus Media deferred financing fees and debt discount:	
Cumulus Media deferred financing fees	\$ 3,317
Combined federal and state statutory rate	38%
Tax benefit from the write off of deferred financing costs and debt discount	\$ 1,260
Elimination of deferred revenue	\$ 1,000

Accrual of tax benefit from write off of Cumulus Media deferred financing fees and debt discount	1,260
Pro forma adjustment to line item Accounts payable and accrued expenses	\$ 2,260
<b>Pro Forma Statement Of Operations for the three months ended March 31, 2011 Adjustment:</b>	
Elimination of management fee income and expense:	
Pro forma adjustment to line item, Management fees	\$ 1,000
Pro forma adjustment to line item, Corporate general and administrative expenses	\$ 1,000
<b>Pro Forma Statement of Operations for the year ended December 31, 2010 adjustment:</b>	
Elimination of 2011 management fee income and expense:	
Pro forma adjustment to line item, Management fees	\$ 4,000
Pro forma adjustment to line item, Corporate general and administrative expenses	\$ 4,000

**Table of Contents**

C. *Adjustments to reflect issuance of the 2019 Notes.* In connection with the repayment of the term loan under the Existing Credit Agreement using proceeds from the issuance of the 2019 Notes on April 29, 2011, the current portion, (\$6.0 million) of Cumulus Media's existing debt was eliminated. Adjustments also reflect the elimination of deferred financing costs and related amortization associated with the term loan under the Existing Credit Agreement and the recordation of deferred financing costs of \$13.7 million and related amortization of \$0.4 million associated with the issuance of the 2019 Notes. Deferred financing fees will be amortized through interest expense using the effective interest method. As a result, interest expense on a CMP Pro Forma Basis was \$16.8 million and \$70.8 million for the three months ended March 31, 2011 and the year ended December 31, 2010, respectively.

**Pro Forma Balance Sheet Adjustments**

**Amounts**  
**(Dollars in thousands)**

**Change In Long-Term Debt at March 31, 2011:**

Issuance of 2019 Notes	\$	610,000
Non-cash debt discount		2,499
Repayment of term loan under Existing Credit Agreement (excluding \$6.0 million of short-term debt)		(569,786)
	\$	42,713

**Change In Deferred Financing Costs at March 31, 2011:**

Reclassification of deferred financing costs under Existing Credit Agreement	\$	(818)
Deferred financing costs associated with 2019 Notes		13,725
Pro forma adjustment to line item Deferred financing costs	\$	12,907

**Change In Cash And Cash Equivalents at March 31, 2011:**

Proceeds from issuance of 2019 Notes	\$	610,000
Repayment of term loan under Existing Credit Agreement		(575,768)
Deferred financing costs		(13,725)
CMP Pro Forma Basis cash adjustment	\$	20,507

**For the**

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