

# DICKSTEINSHAPIRO<sub>LLP</sub>

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May 24, 2011

## **By Hand**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Room TW-A325  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

FILED/ACCEPTED

MAY 24 2011

Federal Communications Commission  
Office of the Secretary

**Re: Merger of Cumulus Media Inc. and Citadel Broadcasting Corporation  
Transfer of Control Application, File Nos. BTC-20110330ALU, et seq.  
Transfer of Control Applications, File Nos. BTC-20110330ADE, et seq.  
Transfer of Control Applications, File Nos. BTCH-20110331AIF, et seq.  
Assignment Applications, File Nos. BAL-20110331AJP, et seq.  
MB Docket No. 11-66**

Dear Ms. Dortch:

Cumulus Media Inc. ("CMI") hereby advises the Commission that CMI, Crestview Radio Investors, LLC, MIHI LLC, and UBS Securities LLC entered into an Amended and Restated Investment Agreement dated as of April 22, 2011 in connection with the above-referenced merger transaction. That agreement amends the Investment Agreement that was included in an Exhibit to the above-referenced transfer of control applications and will also result in minor changes to Attachment B thereto.

CMI currently is in the process of preparing amendments to the 24 assignment and transfer of control applications that have been filed in the above-referenced proceeding which will include the amended Investment Agreement as well as other minor revisions to the various applications. For a variety of reasons, preparation of those amendments has taken longer than expected. Accordingly, CMI respectfully requests a limited waiver of Section 1.65 of the Commission's rules to have through and including Monday, June 6, 2011, in which to submit the amendments to the various applications. No public or private interest will be prejudiced by a grant of that request.

If the staff has any questions concerning this matter, please communicate directly with the undersigned.

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Very truly yours,  
DICKSTEIN SHAPIRO LLP

Attorneys for  
Cumulus Media Inc.

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