

Citadel Broadcasting Corporation

FCC Ownership Certification Questionnaire ("FCC WORKSHEET")

Citadel Broadcasting Corporation's ("**Citadel**") principal business is radio broadcasting. The ownership, operation, assignment and transfer of control of radio broadcast stations, including those licensed to Citadel, are subject to the jurisdiction of the Federal Communications Commission ("**FCC**"). The entry of Citadel into Chapter 11 and the emergence of the reorganized company ("**Reorganized Citadel**") require FCC consent.

In processing applications for consent to the transfer of control of broadcast licenses, the FCC considers whether the prospective licensee and those considered "parties" to the application possess the requisite legal, character, and other qualifications to hold an interest in a broadcast station. For Citadel to file the FCC assignment and/or transfer of control applications, and for the FCC to process and grant them, Citadel will need to obtain and include certain information about Reorganized Citadel and about the "parties" to the application, including proposed stockholders of Reorganized Citadel.

The Plan Term Sheet provides a mechanism whereby (i) no lender will receive more than 4.99% of the New Common Stock of Reorganized Citadel (thus there will be no attributable "parties" to report), and (ii) the aggregate percentage of alien ownership of New Common Stock will remain at less than 20%. Lenders who would be entitled to receive New Common Stock in excess of the foregoing limits will receive Special Warrants.

Purpose of this Questionnaire. The purpose of this Questionnaire is to determine if the level of direct and indirect voting and equity interests of a Claims Holder and holders of Special Warrants who wish to exercise the Special Warrants post-reorganization in exchange for New Common Stock may do so in a manner which ensures that Citadel and Reorganized Citadel maintain on-going compliance with the FCC's multiple ownership and alien ownership rules.

Questions. Questions regarding this Questionnaire should be directed to FCC counsel for Reorganized Citadel:

Lerman Senter PLLC
2000 K Street, NW
Washington, DC 20006
Nancy A. Ory, Esq.
202/416-6791
nory@lermansenter.com
Sally A. Buckman, Esq.
202/416-6762
sbuckman@lermansenter.com

OWNERSHIP CERTIFICATION QUESTIONNAIRE

The information provided in response to the questions below may be disclosed if necessary on behalf of the entity completing this questionnaire (the “**Reporting Entity**”) to the FCC in applications, reports and forms that may be available to the public. The questionnaire is divided into four sections:

Section I: Preliminary Information

Section II: Alien Ownership Rule Compliance

Section III: Attribution and Multiple Ownership Rule Compliance

Section IV: Certification

If a the Reporting Entity wishes to exercise its Special Warrants and will not exceed the 4.99% attribution threshold post-exercise, it must complete Sections I, II and IV only. If an entity wishes to exercise its Special Warrants and will possibly exceed the 4.99% attribution threshold post-exercise, it must complete Sections I, II, III and IV.

Questions marked “Entity Respondents Only” should be answered only by individuals completing this questionnaire on behalf of a corporation, partnership, limited liability company or other entity, including a trust.

Questions marked “Individual Respondents Only” should be answered only by individuals completing this questionnaire in their individual capacities.

Questions marked “All Respondents” should be answered by all individuals completing this form.

Section I: Preliminary Information

Name of Reporting Entity		
Address		
Telephone		
Name, Telephone Number and E-Mail Address of Person Completing this Questionnaire		
Number of Shares of Reorganized Citadel Common Stock to be Held by Reporting Entity Prior to Exercising Special Warrants	Class A Common Stock (Voting)	Class B Common Stock (Non-Voting)
Number of Special Warrants to be Held by Reporting Entity		
Number of Special Warrants Reporting Entity Desires to Exercise for each Class of Common Stock	Class A Common Stock (Voting)	Class B Common Stock (Non-Voting)
Total Number of Shares of Reorganized Citadel Common Stock to be Held by Reporting Entity After Exercise of Special Warrants	Class A Common Stock (Voting)	Class B Common Stock (Non-Voting)

Section II: Alien Ownership Rule Compliance

Type of Entity (e.g. corporation, LLC, limited partnership)		
State or Country of Incorporation/Organization of Reporting Entity		
Number of Issued and Outstanding (I/O) Shares or Equity Units of Reporting Entity		
Number of I/O Shares or Equity Units held by U.S. Citizens	Voting	Non-Voting
Number of I/O Shares or Equity Units held by Non-U.S. Citizens	Voting	Non-Voting
Percentage of Ownership of Reporting Entity held by U.S. Citizens		
Percentage of Ownership of Reporting Entity held by Non-U.S. Citizens		
Percentage of Votes of Reporting Entity held by U.S. Citizens	Insulated	Non-Insulated¹
Percentage of Votes of Reporting Entity held by Non-U.S. Citizens	Insulated	Non-Insulated
Method Used to Determine Ownership of Shares		

¹ The FCC treats all partnership interests as attributable, except for those limited partnership interests that are “insulated” by the terms of the limited partnership agreement from “material involvement” in the media-related activities of the partnership. The FCC applies the same attribution and insulation standards to limited liability companies and other new business forms.

Section III - Other Media Interests and Demographic Information:

Complete the following chart for each Officer, Director, General Partner, Uninsulated Limited Partner, Uninsulated Member and each Shareholder holding 5% or more of the Reporting Entity. Add additional pages as necessary:

Other Media Interests		Yes	No
Does the responding entity, respondent, or any member of the individual respondent's immediate family (spouse, parent, sibling or child) have a direct or indirect ownership interest or any sort of official position (officer, director, etc.) with any of the following?			
Any AM or FM radio station			
Any television station			
Any daily newspaper			
Any entity that programs over 15 % of the total weekly programming hours of a television or radio station, or brokers more than 15% of the total weekly advertising time of a television or radio station			
Any application for a broadcast station pending before the FCC			
Any cable television system, common carrier that provides cable video service or open video system			
Any bank trust department, insurance company or mutual fund which holds or votes 20% or more of the voting shares of any entity that has an interest in a broadcast station, cable system or newspaper			
Any investor or creditor whose equity (including voting or nonvoting stockholdings) and debt interest exceeds 33% of the sum of the total equity plus the total debt of any entity that has an interest in a broadcast station, cable system or newspaper			
If you responded "yes" to any of the above, please describe the interest or position that you hold. Attach additional information if necessary.			
Demographic Information			
		Male	Female
Gender			
		Yes	No
Hispanic or Latino			
Race (please check one)			
American Indian or Alaska Native		Native Hawaiian/Other Pacific Islander	
Asian		White	
Black or African American		Two or more races	

Section III - Character Issues/Familial Relationships/Litigation

		Yes	No
Have you had any interest in, or connection with, any broadcast application in which character issues have been raised			
Are you related to any direct or indirect owner of the Responding Entity (Individual Respondents Only)			
Litigation: The following questions ask whether you have been convicted of a crime or found guilty of violation of other laws. The FCC asks this question in order to determine whether persons have the requisite character qualifications to hold radio and television station licenses. For purposes of this response, include any conviction or adverse decision by a court or administrative body, even if the conviction or decision is on appeal or is otherwise subject to reversal.			
Have you, or has any company under your control, been convicted or found guilty of any the following:			
	A violation of the Communications Act or any FCC rule or policy		
	Fraudulent representations or lack of candor to any governmental agency		
	Criminal fraud or any criminal conviction involving false statements or dishonesty		
	Any felony		
	Distributing, trafficking in, or possession of controlled substances or other unlawful drugs in a proceeding in which the court made a determination to deny you "Federal benefits," specifically including FCC benefits		
	A violation of the antitrust laws or other laws dealing with unfair competition related in some way to the mass media		
	Discrimination		
	The FCC may also consider "serious" misdemeanor convictions, particularly where there is a pattern of such convictions. Have you been convicted of serious misdemeanors that may raise such a concern		
If you responded "yes" to any of the above, please briefly describe the relevant issue:			

Section IV: Certification

I have completed the foregoing questionnaire and hereby certify that, to the best of my knowledge and belief, all statements and information provided in this questionnaire are true, correct and complete as of the date below. I agree to report immediately any adverse final adjudication of the type listed in Section III - Character Issues/Familial Relationships/Litigation to the contact person listed on page 1 of this questionnaire. I also understand that FCC licensees are responsible for the continuing accuracy and completeness of information furnished in a pending application. I also understand that compliance with the FCC's multiple ownership and alien ownership rules is an ongoing obligation. Accordingly, whenever the information furnished in this Ownership Certification is no longer substantially accurate and complete in all significant respects, I agree to as promptly as possible and in any event within 30 days, submit a statement to amend the information in this Ownership Certification so as to furnish such additional or corrected information as may be appropriate.

[Entity Name]_____

By:_____

Name:_____

Title:_____

Date:_____