

Charter Of The Nominating/Corporate Governance Committee

This Nominating/Corporate Governance Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Citadel Broadcasting Corporation (the “**Company**”) on May 22, 2007.

I. Purpose

The purpose of the Nominating/Corporate Governance Committee (the “**Committee**”) of the Board shall be to assist the Board in discharging the Board’s responsibilities to: identify criteria for selection of Board members; find qualified individuals for membership on the Board; recommend to the Board the director nominees for the next annual meeting of shareholders; select and recommend candidates to fill any vacancies on the Board; develop and recommend to the Board a set of corporate governance guidelines for the Board (the “**Corporate Governance Guidelines**”); provide oversight of the corporate governance affairs of the Board and the Company; and provide oversight of the evaluation of the board and management.

II. Membership

The Committee shall be composed of two or more directors, as determined by the Board, each of whom satisfies the independence requirements of the New York Stock Exchange. Committee members shall have experience, in the business judgment of the Board, that would be helpful in addressing the matters delegating to the Committee, and the members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee at any time by the Board.

III. Duties and Responsibilities

A. Directors

The Committee shall have the authority, to the extent it deems necessary or appropriate, to conduct investigations and to retain compensation or other consultants as well as search firms to obtain director candidates. The Committee may authorize and direct the payment of compensation by the Company to any such firm and the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall identify candidates who are eligible under the qualification standards set forth in the Corporate Governance Guidelines to serve as members of the Board of Directors and, after consultation with the Chairman of the Board, recommend candidates to be nominated by the Board of Directors for election by the stockholders or to be appointed by the Board of Directors to fill vacancies. In evaluating a director in anticipation of nomination for reelection to the Board, the Committee shall review the independence of the director. In recommending candidates for election to the Board, the Committee may consider the following criteria: experience in corporate management, such as serving as an officer or former officer of a publicly-held company; experience in the media, communication and/or radio broadcasting industries; experience as a board member of another publicly-held company; academic expertise in the media , communication and/or radio broadcasting industries or in specific areas of the Company’s operations; and financial experience necessary to assist the Company in meeting its corporate governance requirements.

At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

The Committee shall periodically review the Board's criteria for selecting new directors and nominating incumbent directors for re-election in accordance with the Company's Corporate Governance Guidelines and recommend to the Board appropriate changes.

B. Operation of the Board

Periodically, the Committee will evaluate and make recommendations to the Board of Directors concerning the size and structure of the Board and Committees thereof and the manner of election of directors. The Committee shall also make recommendations to the Board regarding the nature and duties of the Board's Committees. The Committee shall be responsible, after consultation with the Chairman of the Board and other Directors, for the recommendation to the Board of assignment of Board members to Committees and, where applicable, the designation of Chairpersons.

C. Corporate Governance of the Company

The Committee shall develop and recommend to the Board the Corporate Governance Guidelines. The Committee may make recommendations to the Board regarding corporate governance matters, including, but not limited, the Company's Articles of Incorporation, By-Laws, this Charter and the charters of the Company's other committees.

The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate. The Committee shall review and reassess this Charter as it deems necessary and may submit any recommended changes to the Board for its consideration.

The Committee shall oversee the Board in the Board's annual review of its performance, its composition and organization.

The Committee shall report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at meetings of the Committee and as otherwise requested by the Chairman of the Board.

IV. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee or this Charter.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable. All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee. Only Committee members shall be entitled to vote. The Committee may, at its discretion, include

in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non management director that is not a member of the Committee.

V. Additional Authority of the Committee

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or in this Charter or otherwise shall be exercised and carried out by the Committees as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion