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May 23, 2011

FILED/ACCEPTED

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Federal Communications Commission
Office of the Secretary

Via Hand Delivery

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

**Re: Merger of Cumulus Media Inc. and Citadel Broadcasting Corporation
Media Bureau Docket No. 11-66**

Dear Ms. Dortch:

Citadel Broadcasting Corporation (“Citadel”) hereby responds to the May 13, 2011 letter filed by Free Press (the “Free Press Letter”) in which Free Press provides self-styled “comments” in Media Bureau Docket Number 11-66 with respect to the transfer of control and assignment of license applications (the “Merger Applications”) relating to the proposed merger of Citadel with Cumulus Media, Inc. (“CMI”) (the “Citadel/Cumulus Merger”). Citadel has reviewed the response to the Free Press Letter that CMI plans to file in MB Docket No. 11-66 and does not intend to restate the arguments advanced by CMI therein (the “Cumulus Response”). With respect to the statements in the Free Press Letter generally, Citadel hereby submits the following reply comments.

As an initial matter, the Free Press Letter fails to make a *prima facie* case that grant of the Merger Applications would be inconsistent with the public interest, convenience and necessity and also fails to provide any basis for denying the applications. Free Press’ proposal to judge the Citadel/Cumulus Merger on a standard other than its compliance with the Communications Act of 1934, as amended (the “Act”) and the rules and regulations of the Commission (the “FCC Rules”) is misplaced. Moreover, Free Press largely chose to ignore the public interest benefits that CMI has identified and instead expresses its view that any further consolidation in the media industry is, *per se*, inimical to the public interest.

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The Free Press Letter does not purport or attempt to comply with the petition to deny requirements of Section 309(d)(1) of the Act. As Free Press well knows, a party filing a petition to deny must make allegations sufficient to establish a *prima facie* showing that a grant of the application would be inconsistent with the public interest. 47 U.S.C. § 309(d)(1). If the Commission finds that a petitioner has alleged a *prima facie* inconsistency with the public interest, the inquiry proceeds to a second phase in which the Commission examines the question of whether, “on the basis of the application, the pleadings filed, or other matters which it may officially notice, a substantial and material question of fact is presented.” 47 U.S.C. § 309(d)(2). The Free Press letter does not even make an effort to satisfy this evidentiary benchmark or otherwise to establish that grant of the Merger Applications would disserve the public interest.

Free Press readily acknowledges that the parties are not requesting waiver of any of the Commission’s multiple ownership rules and that the proposed transaction is otherwise fully compliant with the FCC’s Rules. Free Press, however, asserts that the Act requires applicants to transcend the FCC’s multiple ownership limits with a “far greater showing.” Free Press’ proposal that the Merger Applications should be required to meet a standard other than compliance with existing law and regulation is unjustifiable. As the Cumulus Response correctly points out, the Commission processes thousands of assignment of license and transfer of control applications without requiring the parties to provide a specific list of public interest benefits that would flow from grant. Rather, the Commission relies on compliance with the Act and the FCC Rules as a measure of whether the public interest would be appropriately served by grant. There is simply no legal basis for Free Press’ position that the parties need do more to justify grant of the Merger Applications.

In any event, as CMI correctly points out, the Citadel/Cumulus Merger will in fact serve the public interest. Free Press itself favorably acknowledges that Cumulus has committed to require Volt Radio, LLC, as trustee, to use commercially reasonable efforts to sell the divestiture stations to “eligible entities” and other entities controlled by women and minorities. The Citadel/Cumulus Merger will thereby serve the FCC’s diversity goals. Furthermore, in the Cumulus Response, Cumulus has identified several additional public interest benefits that will attend grant of the Citadel/Cumulus Merger.

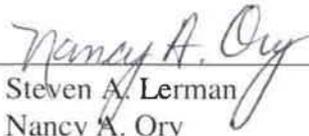


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In view of the foregoing, the Commission should grant the Merger Applications, and deny Free Press' request that the Commission scrutinize the proposed transaction under standards or policies that do not relate to compliance with established FCC Rules.

Respectfully submitted,

LERMAN SENTER PLLC
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