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October 19, 2011

**By FedEx**

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
9300 East Hampton Drive  
Capitol Heights, MD 20743

**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.  
Transfer of Control Application, File No. BTCFT-201100331AKE  
Transfer of Control Application, File No. BTCFT-20110510ADO  
Assignment Application, File Nos. BAL-20110331AJP, et seq.  
MB Docket No. 11-66**

Dear Ms. Dortch:

Cumulus Media Inc. ("CMI") hereby amends each of the above-referenced applications to ensure consistency among certain exhibits that were included in each of those applications.

In the FCC Form 315 application requesting Commission consent to transfer control of CMI, Exhibit 6, page 2, footnote 3, is deleted in its entirety and replaced with the following (referred to hereinafter as "Amendment I"):

Macquarie cannot acquire CMI Class A or Class B Common Stock in its own name; it can only acquire warrants for Class A or Class B Common Stock or non-voting Preferred Stock. UBS Securities LLC can only acquire warrants for Class A or Class B Common Stock in its own name.

In the same application, Exhibit 6, page 3, footnote 4 is deleted and replaced with the following: "Parties who are aliens will only be entitled to acquire warrants for CMI Class A or Class B Common Stock."

Exhibit 16, page 7, footnote 3, is deleted in its entirety and replaced with the following (referred to hereinafter as "Amendment II"):

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Macquarie cannot acquire CMI Class A or Class B Common Stock in its own name; it can only acquire warrants for Class A or Class B Common Stock or non-voting Preferred Stock. UBS Securities LLC can only acquire warrants for Class A or Class B Common Stock in its own name.

Exhibit 16 to each of the FCC Form 315 applications requesting Commission consent to transfer control of Citadel Broadcasting Corporation is amended by Amendment II.

Exhibit 6 and Exhibit 16 for each of the FCC Form 315 applications requesting Commission consent to transfer control of Cumulus Media Partners, LLC are amended by Amendment I and Amendment II, respectively.

Exhibit 5, page 2, footnote 3 for each of the FCC Form 314 assignment applications (BAL-20110331AJP, *et seq.*, BALH-20110331AID-AIE, BALH-20110331AJZ, and BAL-20110331AKA) is amended by Amendment I.

Exhibit 4, page 2, footnote 3 for the transfer of control application, File No. BTCFT-20110510ADO, is amended by Amendment I. Exhibit 5, page 3, footnote 4 of that application is deleted and replaced with the following: "Parties who are aliens will only be entitled to acquire warrants for CMI Class A or Class B Common Stock."

Exhibit 4, page 2, footnote 3 for the transfer of control application, File No. BTCFT-20110331AKE, is amended by Amendment I.

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

Very truly yours,  
DICKSTEIN SHAPIRO LLP

Attorneys for  
Cumulus Media Inc.

By:   
Andrew S. Kersting

cc: Taft Snowdon (by email)  
Joel Rabinovitz (by email)  
Best Copy and Printing, Inc. (by email)

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bc: Richard Denning, Esq. (by email)  
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