

**United States Bankruptcy Court
Southern District of New York**
Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Citadel Broadcasting Corporation	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Citadel Communications Corp.	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): 51-0405729	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 7201 West Lake Mead Blvd. Suite 400 Las Vegas, NV	Street Address of Joint Debtor (No. & Street, City, and State):
County of Residence or of the Principal Place of Business: Clark	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): 	Mailing Address of Joint Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above): 	

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other: Media/broadcasting _____ Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.		

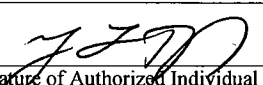
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors (on a consolidated basis) <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000 Estimated Assets (on a consolidated basis) <input type="checkbox"/> \$0- to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion Estimated Liabilities (on a consolidated basis) <input type="checkbox"/> \$0- to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Citadel Broadcasting Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: SEE SCHEDULE 1	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input checked="" type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Citadel Broadcasting Corporation
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X /s/ Jonathan S. Henes _____ Signature of Attorney for Debtor(s) Jonathan S. Henes _____ Printed Name of Attorney for Debtor(s) Kirkland & Ellis LLP _____ Firm Name 601 Lexington Avenue New York, New York 10022-4611 _____ Address (212) 446-4800 _____ Telephone Number December 20, 2009 _____ Date</p> <p>* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form of each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  _____ Signature of Authorized Individual</p> <p>_____ Randy L. Taylor Printed Name of Authorized Individual</p> <p>_____ Senior Vice President and Chief Financial Officer Title of Authorized Individual</p> <p>_____ December 20, 2009 Date</p>	

Schedule 1

On December 20, 2009, each of the entities listed below (collectively, the “Debtors”) filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Citadel Broadcasting Corporation.

- Alphabet Acquisition Corp.
- Atlanta Radio, LLC
- Aviation I, LLC
- Chicago FM Radio Assets, LLC
- Chicago License, LLC
- Chicago Radio Assets, LLC
- Chicago Radio Holding, LLC
- Chicago Radio, LLC
- Citadel Broadcasting Company
- Citadel Broadcasting Corporation
- DC Radio Assets, LLC
- DC Radio, LLC
- Detroit Radio, LLC
- International Radio, Inc.
- KLOS Radio, LLC
- KLOS Syndications Assets, LLC
- KLOS-FM Radio Assets, LLC
- LA License, LLC
- LA Radio, LLC
- Minneapolis Radio Assets, LLC
- Minneapolis Radio, LLC
- Network License, LLC
- NY License, LLC
- NY Radio Assets, LLC
- NY Radio, LLC
- Oklahoma Radio Partners, LLC
- Radio Assets, LLC
- Radio License Holding I, LLC
- Radio License Holding II, LLC
- Radio License Holding III, LLC
- Radio License Holding IV, LLC
- Radio License Holding V, LLC
- Radio License Holding VI, LLC
- Radio License Holding VII, LLC
- Radio License Holding VIII, LLC
- Radio License Holding IX, LLC
- Radio License Holding X, LLC
- Radio License Holding XI, LLC
- Radio License Holding XII, LLC
- Radio Networks, LLC
- Radio Today Entertainment, Inc.
- Radio Watermark, Inc.
- San Francisco Radio Assets, LLC
- San Francisco Radio, LLC
- SF License, LLC
- WBAP-KSCS Acquisition Partner, LLC
- WBAP-KSCS Assets, LLC
- WBAP-KSCS Radio Acquisition, LLC
- WBAP-KSCS Radio Group, Ltd.
- WPLJ Radio, LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

CITADEL BROADCASTING CORPORATION, *et al.*,

Debtors.

)
) Chapter 11
)

) Case No. 09-____ (____)
)

) Joint Administration Requested
)

Exhibit A to Voluntary Petition

1. Citadel Broadcasting Corporation's securities are registered under Section 12 of the Securities and Exchange Act of 1934; the SEC file number is **001-31740**.
2. The following financial data is the latest available information and, unless otherwise indicated, is current as of October 30, 2009.

a.	Total assets (on a consolidated basis)	\$	<u>1,400,576,122</u>	
b.	Total debts (on a consolidated basis)	\$	<u>2,464,310,916</u>	
c.	Debt securities held by more than 500 holders.		<u>N/A</u>	Approximate number of holders
d.	Number of shares of preferred stock		<u>None</u>	
e.	Number of shares of common stock		<u>265,759,192</u>	<u>1,106,000</u>

Comments, if any: N/A

3. Brief description of the Debtor's business:

Citadel Broadcasting Corporation and its debtor affiliates (collectively, "***Citadel***") comprise the third largest radio broadcasting company in the United States. Citadel's radio segment owns and operates 224 radio stations across the country, and its radio network segment produces and distributes news and talk radio programming to more than 4,000 station affiliates and 8,500 program affiliates.

4. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of debtor:¹

¹ This represents the percentage of ownership of shares of common stock as of November 30, 2009.

Title of Class of Shares	Name of Holder	Approximate Number of Shares	Percentage of Shares of Ownership
Common Stock	Forstmann Little & Co.	76,277,703	28.70%

EXHIBIT C TO VOLUNTARY PETITION

- 1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary).**

The Debtors own and/or possess properties that are the sites of radio stations and the infrastructure required for the Debtors' business operations. Soil and/or groundwater contamination has been discovered at certain of these properties. To the best of the Debtors' knowledge, however, no such contamination poses (or is alleged to pose) any threat of imminent and identifiable harm to public health or safety. Certain properties of the Debtors also have diesel tanks associated with standby generators, PCB-containing equipment, lead-acid batteries, radio-frequency radiation and/or asbestos-containing building materials. To the best of the Debtors' knowledge, none of these sites pose (or are alleged to pose) a threat of imminent and identifiable harm to the public health or safety, and the Debtors mention such sites solely out of an abundance of caution.

- 2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary).**

None.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

CITADEL BROADCASTING CORPORATION, *et al.*,

Debtors.

)
) Chapter 11
)
) Case No. 09-_____
)
) Joint Administration Requested
)

CONSOLIDATED LIST OF CREDITORS HOLDING
THE 50 LARGEST UNSECURED CLAIMS

Citadel Broadcasting Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”)¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”). The following is the consolidated list of the Debtors’ creditors holding the 50 largest unsecured claims (the “*Consolidated List*”) based on the Debtors’ books and records as of December 19, 2009. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition “insider” set forth in 11 U.S.C. §101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims on a consolidated basis. None of these creditors is a minor child. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

¹ The Debtors in these chapter 11 cases are: Alphabet Acquisition Corp.; Atlanta Radio, LLC; Aviation I, LLC; Chicago FM Radio Assets, LLC; Chicago License, LLC; Chicago Radio Assets, LLC; Chicago Radio Holding, LLC; Chicago Radio, LLC; Citadel Broadcasting Company; Citadel Broadcasting Corporation; DC Radio Assets, LLC; DC Radio, LLC; Detroit Radio, LLC; International Radio, Inc.; KLOS Radio, LLC; KLOS Syndications Assets, LLC; KLOS-FM Radio Assets, LLC; LA License, LLC; LA Radio, LLC; Minneapolis Radio Assets, LLC; Minneapolis Radio, LLC; Network License, LLC; NY License, LLC; NY Radio Assets, LLC; NY Radio, LLC; Oklahoma Radio Partners, LLC; Radio Assets, LLC; Radio License Holding I, LLC; Radio License Holding II, LLC; Radio License Holding III, LLC; Radio License Holding IV, LLC; Radio License Holding V, LLC; Radio License Holding VI, LLC; Radio License Holding VII, LLC; Radio License Holding VIII, LLC; Radio License Holding IX, LLC; Radio License Holding X, LLC; Radio License Holding XI, LLC; Radio License Holding XII, LLC; Radio Networks, LLC; Radio Today Entertainment, Inc.; Radio Watermark, Inc.; San Francisco Radio Assets, LLC; San Francisco Radio, LLC; SF License, LLC; WBAP-KSCS Acquisition Partner, LLC; WBAP-KSCS Assets, LLC; WBAP-KSCS Radio Acquisition, LLC; WBAP-KSCS Radio Group, Ltd.; and WPLJ Radio, LLC. The principal corporate locations of the Debtors are: 142 West 57th Street, 11th Floor, New York, New York 10019; and 7201 W. Lake Mead Blvd., Suite 400, Las Vegas, Nevada 89128. The service address for all of the Debtors is 7201 W. Lake Mead Blvd., Suite 400, Las Vegas, Nevada 89128.

Consolidated List of the Holders of the 50 Largest Unsecured Claims

Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to set off ¹	Amount of claim (secured also state value of security)
1. JPMorgan Chase Bank, N.A.	270 Park Avenue, 4th Floor New York, NY 10017 Attn.: Tina Rutyer Phone: 212-270-4676 Fax: 212-270-5127		Unknown
2. Wilmington Trust Company	50 South Sixth St., Suite 1290 Drop Code 7100 Minneapolis, MN 55402-1544 Attn.: Jane Schweiger Phone: 612-217-5632 Fax: 612-217-5651		\$49,163,750.00
3. The Walt Disney Company	500 South Buena Vista St. Burbank, CA 91521 Attn.: Kevin Mayer Phone: 818-560-1000 Fax: 818-560-5630		\$11,198,022.00
4. American Society of Composers, Authors and Publishers	1 Lincoln Plaza, Floor 6 New York, NY 10133-0043 Attn: Kate Owens Phone: 212-621-6462 Fax: 212-621-8453		\$1,113,639.50
5. Broadcast Music, Inc.	10 Music Square East Nashville, TN 37203-4399 Attn: Darlene Perry Phone: 615-401-2426 Fax: not available		\$1,107,731.02
6. John Mitch Dolan	203 Bald Hill Rd New Canaan, CT 06840 Phone: 203-972-1438 Fax: not available		\$916,844.20
7. HSBC Corporate Trust and Loan Agency	10 East 40 St., 14th Floor New York, NY 10016 Attn.: Ignazio Tamburello Phone: 212-525-1633 Fax: 212-525-1300		\$478,092.45
8. SoundExchange, Inc.	1121 14th St. NW, Suite 700 Washington, D.C. 20005 Phone: 202-640-5858 Fax: 202-640-5859		\$136,035.22

¹ As noted above, the Debtors reserve their rights to dispute the claims on this schedule on any basis.

Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to set off ²	Amount of claim (secured also state value of security)
9. Dish Network Corporation	9601 S Meridian Blvd Englewood, CO 80112-5905 Phone: 303-723-1000 Fax: 303-723-1499		\$96,335.47
10. FK South, LLC	3031 W Grand Blvd Ste 400 Detroit, MI 48202-3096 Phone: 313-972-4000 Fax: 313-972-4001		\$87,649.00
11. Wirtz Realty Corporation	680 N Lake Shore Drive Suite 1900 Chicago, IL 60611-3084 Phone: 312-943-7001 Fax: 312-943-9017		\$85,642.23
12. AT&T Inc.	Attn: Remittance 4513 Western Avenue Lisle, IL 60532 Phone: 877-212-7900 Fax: not available		\$87,195.55
13. Verizon Business	PO Box 371322 Pittsburgh, PA 15250-7322] Phone: not available Fax: not available		\$68,725.68
14. Radio Advertising Bureau Inc.	1320 Greenway Dr., Suite 500 Irving, TX 75038 Attn.: Beverly Fraser Phone: 972-753-6721 Fax: not available		\$59,806.00
15. Entertainment Communications Network, Inc.	4370 Tujunga Avenue Studio City, CA 91604 Phone: 818-752-1400 Fax: 818-752-1444		\$49,256.25
16. Ascent Media Network Services, Inc.	520 Broadway 5th Floor Santa Monica, CA 90401-2420 Phone: 310-434-7000 Fax: 310-434-7111		\$42,000.00
17. Girgner, Inc	Alpenstrasse 2 ZUG Zurich, Switzerland 6304 Phone: not available Fax: not available		\$38,098.17
18. CSM Corporation	500 Washington Ave S Suite 3000 Minneapolis, MN 55415 Phone: 612-395-7000 Fax: 612-395-2742		\$37,070.68

Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to set off ²	Amount of claim (secured also state value of security)
19. Los Angeles Dodgers LLC	1000 Elysian Park Avenue Los Angeles, CA 90012-1199 Phone: 323-224-1500 Fax: 323-224-1269		\$35,300.00
20. Coleman Research Group, Inc.	280 Park Avenue 12th Floor East New York, NY 10017 Phone: 212-223-0185 Fax: 212-898-0160		\$35,000.00
21. Controlware Communications Systems Inc	1 Industrial Way W Building D Suite F Eatontown, NJ 07724 Phone: (732) 919-0400 Fax: (732) 919-7673		\$32,973.74
22. Verizon Wireless	365 State St Springfield, MA 01103 Attn: Linda Shedd Phone: 413-731-8606 Fax: not available		\$32,611.80
23. Duebler Electric Inc	5143 River Road New Orleans, LA 70123 Phone: 504-733-1990 Fax: not available		\$27,416.00
24. DMR	200 W Pike St Covington, KY 41011 Phone: 859-655-9200 Fax: 859-655-3480		\$27,045.00
25. Paul Miles Advertising & Productions	25 Jefferson Place SE Grand Rapids, MI 49503-4385 Phone: 616-459-6660 Fax: 616-459-5522		\$24,000.00
26. New York Yankees Baseball Club	1 East 161 Street Bronx, NY 10451 Phone: 718-293-4300 Fax: 718-293-8414		\$22,753.00
27. Wilmington Trust Corporation	Rodney Square North 1100 North Market Street Wilmington, DE 19890 Phone: 302-651-1000 Fax: not available		\$22,700.00
28. Cheyenne Propagation Inc.	830 Tenderfoot Hill Road Suite 200 Colorado Springs, CO 80906 Phone: 719-576-4424 Fax: not available		\$19,687.63

Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to set off ²	Amount of claim (secured also state value of security)
29. Katz Media Group	125 W 55th Street Floor 8 New York, NY 10019-5369 Attn: Diane Marchetti Phone: 212-424-6000 Fax: not available		\$19,640.31
30. Office Depot, Inc.	6600 North Military Trail Boca Raton, FL 33496 Phone: 561-438-4800 Fax: 800-685-5010		\$16,510.09
31. CDW Direct, LLC	200 N. Milwaukee Avenue Vernon Hills, IL 60061 Phone: 847-465-4000 Fax: 847-465-6800		\$16,128.74
32. Mid South Public Communications Foundation	900 Getwell Road Memphis, TN 38111-7494 Phone: 901-458-2521 Fax: not available		\$14,475.98
33. Rocky Mountain Erection Inc.	10601 Laramie Road Yukon, OK 73099 Phone: 405-722-7447 Fax: not available		\$13,270.00
34. Merrill Corporation	One Merrill Circle St. Paul, MN 55108 Phone: 651-646-4501 Fax: not available		\$13,215.15
35. Liberty Square, Inc.	14 E Main Street Mendham, NJ 07945 Phone: 973-543-2200 Fax: not available		\$12,905.97
36. National Grid plc	280 Melrose Street Providence, RI 02907-2152 Phone: 401-784-7000 Fax: not available		\$12,884.18
37. Hanco, Inc.	115 Linden Street Reno, NV 89502 Phone: 724-745-1700 Fax: 724-745-1700		\$12,430.92
38. District of Columbia Joint Tower Venture	4100 Wisconsin Ave NW Washington, DC 20016 Phone: not available Fax: not available		\$12,361.64
39. Efficio Solutions Inc.	52 Westerville Square Suite 244 Westerville, OH 43081 Phone: 614-895-9584 Fax: 614-895-9050		\$11,555.00

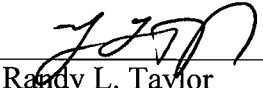
Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to set off ²	Amount of claim (secured also state value of security)
40. Greater Flint Building Services, LLC	3297 Associates Drive Burton, MI 48529 Phone: 810-232-0665 Fax: not available		\$11,370.00
41. DEG Associates Inc.	155 Wade Street Fall River, MA 02721 Attn: David Gauthier Phone: 508-676-8272 Fax: 508-676-1523		\$11,210.28
42. AD-Fax Media Marketing, Inc.	149 Madison Avenue Room 801 New York, NY 10016-6713 Phone: 212-684-9665 Fax: 212-684-1151		\$11,022.17
43. Bythedale Children's Hospital	95 Bradhurst Avenue Valhalla, NY 10595-1697 Phone: 914 592-7555 Fax: not available		\$10,424.37
44. Bay Craft Printing Inc.	21403 Sharp Street Rock Hall, MD 21661 Phone: 410-778-2715 Fax: not available		\$10,044.44
45. Hispanic USA Inc.	3001 Ponce de Leon Blvd Suite 102 Coral Gables, FL 33134 Phone: 305-441-5334 Fax: not available		\$10,000.00
46. Media Score Inc.	3503 Hillrose Drive Richardson, TX 75082 Phone: 214-419-2915 Fax: not available		\$10,000.00
47. Kroma Printing Industries	875 Avenue of the Americas New York, NY 10001 Phone: 212-594-6633 Fax: not available		\$9,653.81
48. Piper Electrical Co Inc.	186 Main Street Leominster, MA 01453 Phone: 978-537-3520 Fax: 978-840-1112		\$9,270.00
49. Granby One LLC	1430 Richland Street Columbia, SC 29201 Phone: not available Fax: not available		\$9,090.00

Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to set off ²	Amount of claim (secured also state value of security)
50. WideOrbit Inc.	2 Harrison Street Suite 600 San Francisco, CA 94105 Phone: 415-675-6700 Fax: 415-675-6701		\$8,874.04

DECLARATION UNDER PENALTY OF PERJURY

Pursuant to 28 U.S.C. § 1746, I, Randy L. Taylor, the duly qualified and elected Senior Vice President and Chief Financial Officer of Citadel Broadcasting Corporation, declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the 50 largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: December 20, 2009



Randy L. Taylor
Senior Vice President and Chief Financial Officer

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

CITADEL BROADCASTING CORPORATION, *et al.*,

Debtors.

)
) Chapter 11
)
) Case No. 09-_____
)
) Joint Administration Requested
)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York, Citadel Broadcasting Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”),¹ hereby state that the following entities directly or indirectly own 10% or more of any class of the Debtors’ equity interests:

- Forstmann Little & Co.


The Debtors do not own, directly or indirectly, 10% or more of any class of a corporation’s publicly traded equity interests. The Debtors do not own an interest in any general partnership. The Debtors do not own an interest in any limited liability partnership.

¹ The Debtors in these chapter 11 cases are: Alphabet Acquisition Corp.; Atlanta Radio, LLC; Aviation I, LLC; Chicago FM Radio Assets, LLC; Chicago License, LLC; Chicago Radio Assets, LLC; Chicago Radio Holding, LLC; Chicago Radio, LLC; Citadel Broadcasting Company; Citadel Broadcasting Corporation; DC Radio Assets, LLC; DC Radio, LLC; Detroit Radio, LLC; International Radio, Inc.; KLOS Radio, LLC; KLOS Syndications Assets, LLC; KLOS-FM Radio Assets, LLC; LA License, LLC; LA Radio, LLC; Minneapolis Radio Assets, LLC; Minneapolis Radio, LLC; Network License, LLC; NY License, LLC; NY Radio Assets, LLC; NY Radio, LLC; Oklahoma Radio Partners, LLC; Radio Assets, LLC; Radio License Holding I, LLC; Radio License Holding II, LLC; Radio License Holding III, LLC; Radio License Holding IV, LLC; Radio License Holding V, LLC; Radio License Holding VI, LLC; Radio License Holding VII, LLC; Radio License Holding VIII, LLC; Radio License Holding IX, LLC; Radio License Holding X, LLC; Radio License Holding XI, LLC; Radio License Holding XII, LLC; Radio Networks, LLC; Radio Today Entertainment, Inc.; Radio Watermark, Inc.; San Francisco Radio Assets, LLC; San Francisco Radio, LLC; SF License, LLC; WBAP-KSCS Acquisition Partner, LLC; WBAP-KSCS Assets, LLC; WBAP-KSCS Radio Acquisition, LLC; WBAP-KSCS Radio Group, Ltd.; and WPLJ Radio, LLC. The principal corporate locations of the Debtors are: 142 West 57th Street, 11th Floor, New York, New York 10019; and 7201 W. Lake Mead Blvd., Suite 400, Las Vegas, Nevada 89128. The service address for all of the Debtors is 7201 W. Lake Mead Blvd., Suite 400, Las Vegas, Nevada 89128.

DECLARATION UNDER PENALTY OF PERJURY

Pursuant to 28 U.S.C. § 1746, I, Randy L. Taylor, the duly qualified and elected Senior Vice President and Chief Financial Officer of Citadel Broadcasting Corporation, declare under penalty of perjury that I have reviewed the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: December 20, 2009



Randy L. Taylor
Senior Vice President and Chief Financial Officer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CITADEL BROADCASTING CORPORATION, *et al.*,

Debtors.¹

)
) Chapter 11
)
) Case No. 09-_____
)
) Joint Administration Requested
)

CONSOLIDATED LIST OF EQUITY SECURITY HOLDERS²

The outstanding shares of common stock of Citadel Broadcasting Corporation are owned as follows:³

Stockholder Name	Shares of Common Stock	Percentage of Total
Forstmann Little & Co.	76,277,703	28.70%

¹ The Debtors in these chapter 11 cases are: Alphabet Acquisition Corp.; Atlanta Radio, LLC; Aviation I, LLC; Chicago FM Radio Assets, LLC; Chicago License, LLC; Chicago Radio Assets, LLC; Chicago Radio Holding, LLC; Chicago Radio, LLC; Citadel Broadcasting Company; Citadel Broadcasting Corporation; DC Radio Assets, LLC; DC Radio, LLC; Detroit Radio, LLC; International Radio, Inc.; KLOS Radio, LLC; KLOS Syndications Assets, LLC; KLOS-FM Radio Assets, LLC; LA License, LLC; LA Radio, LLC; Minneapolis Radio Assets, LLC; Minneapolis Radio, LLC; Network License, LLC; NY License, LLC; NY Radio Assets, LLC; NY Radio, LLC; Oklahoma Radio Partners, LLC; Radio Assets, LLC; Radio License Holding I, LLC; Radio License Holding II, LLC; Radio License Holding III, LLC; Radio License Holding IV, LLC; Radio License Holding V, LLC; Radio License Holding VI, LLC; Radio License Holding VII, LLC; Radio License Holding VIII, LLC; Radio License Holding IX, LLC; Radio License Holding X, LLC; Radio License Holding XI, LLC; Radio License Holding XII, LLC; Radio Networks, LLC; Radio Today Entertainment, Inc.; Radio Watermark, Inc.; San Francisco Radio Assets, LLC; San Francisco Radio, LLC; SF License, LLC; WBAP-KSCS Acquisition Partner, LLC; WBAP-KSCS Assets, LLC; WBAP-KSCS Radio Acquisition, LLC; WBAP-KSCS Radio Group, Ltd.; and WPLJ Radio, LLC. The principal corporate locations of the Debtors are: 142 West 57th Street, 11th Floor, New York, New York 10019; and 7201 W. Lake Mead Blvd., Suite 400, Las Vegas, Nevada 89128. The service address for all of the Debtors is 7201 W. Lake Mead Blvd., Suite 400, Las Vegas, Nevada 89128.


² This list serves as the disclosure required to be made by the Debtors pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure.

³ This list includes only parties holding more than 5% of Citadel Broadcasting Corporation's common stock as of November 30, 2009.

DECLARATION UNDER PENALTY OF PERJURY

Pursuant to 28 U.S.C. § 1746, I, Randy L. Taylor, the duly qualified and elected Senior Vice President and Chief Financial Officer of Citadel Broadcasting Corporation, declare under penalty of perjury that I have reviewed the foregoing consolidated list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: December 20, 2009



Randy L. Taylor
Senior Vice President and Chief Financial Officer

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
CITADEL BROADCASTING CORPORATION**

At a telephonic meeting on December 18, 2009 of the board of directors (the “**Board**”) of Citadel Broadcasting Corporation, a Delaware corporation (the “**Corporation**”), the members of the Board took the following actions and adopted the following resolutions:

WHEREAS, the Board of the Corporation reviewed the materials presented by the management and the advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to it and the impact of the foregoing on the Corporation’s businesses, creditors and equityholders; and

WHEREAS, the Board of the Corporation has had the opportunity to consult with the management and the advisors of the Corporation and fully consider each of the strategic alternatives available to the Corporation;

NOW, it is hereby:

**I. Voluntary Petition Under the Provisions of
Chapter 11 of the United States Bankruptcy Code**

RESOLVED, that in the judgment of the Board of the Corporation, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); and

RESOLVED, that the officers of the Corporation (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Corporation all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation’s business; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to

represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Lazard Frères & Co. LLC as investment banker to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co., LLC; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC as restructuring advisor to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Alvarez & Marsal North America, LLC; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Deloitte & Touche LLP as independent auditors and accountants to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to

be filed an appropriate application for authority to retain the services of Deloitte & Touche LLP; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as notice, claims and balloting agent to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Corporation's rights and obligations; and, in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

II. Use of Cash Collateral

RESOLVED, that in connection with the commencement of the chapter 11 case by the Corporation, the Board of the Corporation has authorized, adopted and approved the Stipulated Interim Order (A) Authorizing the Use of Lenders' Cash Collateral and (B) Granting Adequate Protection pursuant to 11 U.S.C. §§ 361 and 363 and (C) Scheduling a Final Hearing (the "***Cash Collateral Order***"), including without limitation, the terms and conditions set forth therein, and any Authorized Officer be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver any and all agreements, instruments or documents, by or on behalf of the Corporation, necessary to implement the Cash Collateral Order in interim or final form, as well as any additional or further agreements for the use of cash collateral in connection with the Corporation's chapter 11 case, which agreement(s) may require the Corporation to grant liens and pay interest to the Corporation's existing lenders and each other agreement, instrument or document to be executed and delivered in connection therewith, by or on behalf of the Corporation

pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

III. Further Actions and Prior Actions

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

* * * * *