

CITADEL BROADCASTING CORPORATION

Compensation Committee Charter

Committee's Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") to discharge the Board's duties and responsibilities relating to compensation of the Company's directors and executive officers and oversee the Company's various employee welfare and benefits plans, including to discuss, review and determine the compensation of the chief executive officer ("CEO") and other senior executives, to review and recommend compensation plans for the Company, to modify existing compensation plans, to make awards under such plans and to perform such other functions as are designated herein or commonly performed by compensation committees.

Committee Membership

The Committee shall be comprised of at least three members of the Board, at least two of whom shall be independent; provided that, if at any time no individual, group or other entity holds more than 50% of the voting power of the Company (such that the Company may no longer avail itself of the exemption from compliance with Section 303A.05 of the Listed Company Manual of the New York Stock Exchange ("Section 303A.05")), the Committee shall be comprised of at least three non-employee, independent members of the Board. In such case, each of the members of the Committee shall satisfy the independence requirements relating to compensation committee membership under any applicable laws, rules and regulations, including those of any exchange on which the Company's securities are traded, as in effect from time to time.

Each member of the Committee shall be literate in compensation-related matters. Such literacy shall be determined by the Board in its business judgment.

Each member of the Committee shall be elected by a majority of the non-employee directors of the Board annually, and shall serve until the earlier to occur of her or his resignation or removal or the election and qualification of such member's successor. Any member of the Committee may be removed with or without cause by a majority of the Board. All vacancies in the Committee shall be filled by the Board.

Committee Chairman

The Board, by resolution of a majority of the non-employee directors, shall designate one member of the Committee to act as the Chairman of the Committee. The Committee member so designated shall (a) chair all meetings of the Committee; (b) coordinate the evaluation of the performance of the CEO; and (c) perform such other activities as from time to time are requested by the other directors or as circumstances indicate.

Structure and Operation

The Committee shall meet upon the call of the chairman of the Committee or of any two or more members of the Committee. The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee shall have the resources and authority that are necessary and appropriate to discharge its responsibilities, including the authority to retain compensation consultants and other experts. The Committee shall have the sole authority to approve the reasonable fees and other terms of retention with respect to such consultants or other experts.

A majority of the members of the Committee shall constitute a quorum for the transaction of business of the Committee. The action of the majority of those present at a meeting at which a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent.

The Committee may delegate authority to act upon specific matters within determined parameters to a subcommittee consisting of one or more members, consistent with the bylaws and certificate of incorporation of the Company and applicable law. Any such subcommittee shall report any action to the full Committee at its next meeting.

The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board. The Committee shall keep a written record of its meetings, shall present such record to the members of the Committee and shall file a copy of such record in the corporate minutes of the Company.

Powers, Duties and Responsibilities

The Committee shall have the power, duty and responsibility to:

1. Assist the Board in developing and evaluating potential candidates for executive management positions and approve appointments and promotions of executive officers and key senior officers as well as succession plans for such officers;
2. Oversee the development of executive compensation plans, including approving the Company's overall compensation policy (including approving or making recommendations for approval by the Board and/or the Company's stockholders, as appropriate, regarding any new or modifications to existing cash-based incentive compensation plans and equity-based compensation plans) and reviewing from time to time reports and presentations regarding human resources reviews, executive development, staffing, training, performance management, career development and labor and employment matters;
3. Review and adopt the Company's employee and/or director equity-based and incentive based compensation plans and approve changes to such plans or, where necessary, recommend changes to such plans for approval by the Board and/or the Company's stockholders, as appropriate;

4. Administer any of the company's stock-based, profit-sharing and incentive compensation plans, including determining any incentive or equity-based awards to be granted to members of senior management under any such plan;
5. With respect to any funded employee benefit plan covering employees of the Company subject to the fiduciary responsibility provisions of the Employee Retirement Income Security Act of 1974, the Committee shall have the authority to appoint and terminate the named fiduciary or named fiduciaries of such plan and shall monitor their performance, unless such fiduciaries are specified in the constituent plan documents;
6. Establish annual and long-term corporate and individual performance goals and objectives for the President, the CEO and any other individual who is an "officer" as such term is defined under Rule 16a-1 promulgated under the Securities Exchange Act of 1934 (collectively, the Company's "Executive Officers"), renew and approve such goals and objectives annually, and evaluate the performance of such officers, including the CEO, in light of such goals and objectives. In determining the long-term incentive component of CEO compensation, the Committee should consider the Company's performance and shareholder return relative to its peers, and the value of similar incentive awards to chief executive officers and key senior officers at comparable companies as well as the awards given to the CEO in past years;
7. Determine the compensation of the CEO and other Executive Officers, including authority to approve performance-based compensation to the extent required so that the Company may deduct such compensation under Section 162(m) of the Internal Revenue Code;
8. Review and approve employment agreements, severance agreements, retirement arrangements, change in control agreements and provisions, and any special or supplemental benefits for the Company's Executive Officers;
9. Review periodically the compensation and benefits offered to non-employee directors and make changes, as appropriate;
10. Conduct at least annually a performance evaluation of the Committee and review at least annually and revise, if necessary, this Charter as conditions dictate, and upon any revision, submit the proposed revised Charter to the full Board for approval;
11. Oversee compliance with any orders or consent decrees from employment-related litigation or government agency actions;
12. Form and delegate authority to subcommittees where appropriate; provided that if the Company is no longer able to or has chosen not to avail itself of the controlled company exemption from compliance with Section 303A.05, then each such subcommittee (1) shall be composed entirely of independent directors and (2) shall have a published subcommittee charter;
13. Report to the Board, as appropriate, on matters relevant to the Board's considerations in the areas of executive and director compensation;

14. Produce an annual report on executive compensation for inclusion in the Company's proxy statement or annual report on Form 10-K filed with the Securities Exchange Commission ("SEC") as required by the SEC;
15. Retain and terminate, in the Committee's sole discretion and authority, experts in the fields of compensation, labor, employment and human resources to assist the Committee with its reviews and evaluations, including the sole authority to approve such experts' reasonable fees and other retention terms;
16. Retain, in the Committee's sole authority and discretion and at the Company's expense, independent or outside counsel to advise the Committee in connection with any of its activities, as the Committee deems necessary to carry out its duties and in its sole authority approve such counsel's reasonable fees and other retention terms; and
17. Perform any other activities consistent with this Charter, the Company's bylaws and certificate of incorporation and applicable law, as the Committee deems appropriate or as requested by the Board.