

WESTWOOD ONE, INC.

COMPENSATION COMMITTEE CHARTER

(Adopted April 12, 2004)

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's certificate of incorporation and by-laws, it is not intended to establish by its own force any legally binding obligations on members of the Committee, other directors or the Board.

Purpose

The primary purpose of the Committee is to assist the Board in developing and implementing an appropriate program for compensating the Company's executives. Further, the Committee will assist the Board in overseeing the general employee compensation policies of the Company and the broad-based and special incentive compensation and benefit plans utilized across the Company. In addition, the Committee has responsibility to produce an annual report on executive compensation for inclusion in the Company's annual proxy statement, in accordance with applicable rules and regulations.

Composition

1. Members. The Committee shall be comprised of at least three (3) members of the Board, or such greater number as may be determined by the Board in consultation with the Committee. The members of the Committee shall be appointed annually by the Board, based upon the recommendation of the Nominating/Governance Committee of the Board.
2. Qualifications. Each member of the Committee shall meet the criteria for independence established by the New York Stock Exchange. Each member of the Committee shall also be a "non-employee director" within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended ("Section 16"), and an "outside director" for purposes of the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)").
3. Chair. The Chair of the Committee shall be elected by the Board, based upon the recommendation of the Nominating/Governance Committee.
4. Removal and Replacement. The members of the Committee may be removed (regardless of cause), and any vacancies on the Committee shall be filled, by the Board, based upon the recommendation of the Nominating/Governance Committee.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, will determine the schedule and frequency of the Committee meetings, provided that the Committee will meet in person or telephonically at least twice per year.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee. Each member of the Board and members of management are free to suggest the inclusion of items on the agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be distributed to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Minutes; Reports to the Board. Minutes of meetings of the Committee and a record of any actions by the Committee shall be kept and shall be available to the Board. A summary of the actions taken at each Committee meeting shall be presented to the Board at the following Board meeting. Such summary may take the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make such report. The Committee shall make such other reports to the Board as it considers appropriate or as the Board may direct.
4. Self-Evaluation; Assessment. The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of such self-evaluation. The Committee shall assess the adequacy of this Charter annually and recommend any changes to the Board.

Duties and Responsibilities

In accordance with the management agreement between the Company and Infinity Broadcasting Company (the "Management Company"), the Management Company shall provide the Chief Executive Officer and the Chief Financial Officer of the Company and shall be responsible for certain elements of their compensation thereof. Consistent with such provisions of the management agreement, the following are the duties and responsibilities of the Committee:

1. Develop (with input from the Company's Chief Executive Officer and, as pertinent, Chief Financial Officer and taking into account the compensation provided by the Management Company to the Company's Chief Executive Officer and Chief Financial Officer for their services to the Company) and recommend to the Board for approval the compensation of the Company's officers holding the title of Executive Vice President or above ("Senior Executive Officers"), including without limitation, their base salaries, annual incentives, deferred compensation, stock options and other equity based compensation and incentive compensation. The Committee shall oversee the

implementation of Board-approved compensation programs for Senior Executive Officers

2. Review and approve corporate goals and objectives relevant to the compensation of the Company's Senior Executive Officers, evaluate the performance of the Senior Executive Officers, including in light of those goals and objectives, and link the Senior Executive Officers' compensation to their performance. The Committee shall also provide to the Management Company such evaluations of the performance of the Company's executives as the Management Company may request.
3. Review the results of and procedures for the evaluation of the performance of other executive officers by the Company's Chief Executive Officer.
4. At the direction of the Board, establish compensation for the Company's non-employee directors. Such compensation may include an annual retainer, meeting fees and committee chair fees as well as the right to participate in benefit plans deemed appropriate by the Committee.
5. Recommend to the Board for approval all of the Company's qualified and nonqualified employee incentive compensation and equity ownership plans and all other material employee benefit plans.
6. Act on behalf of the Board in overseeing the administration of all of the Company's qualified and nonqualified employee incentive compensation, equity ownership and other benefit plans, including stock incentive plans, long-term incentive plans, annual incentive plans, deferred compensation plans, qualified and nonqualified retirement plans, and stock purchase plans, as approved by the Board and, as appropriate, the Company's shareholders, in a manner consistent with the terms of any such plans, and discharge any responsibilities delegated to the Committee by the Board or imposed on the Committee by any such plans.
7. Approve investment policies for the Company's qualified and nonqualified pension plans (and, as appropriate, compensation deferral arrangements) and review actuarial information concerning such plans.
8. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, unless otherwise determined by the Committee.
9. Prepare an annual report on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable laws and regulations.
10. Perform any other duties or responsibilities consistent with this Charter and the Company's certificate of incorporation and by-laws as the Board may deem necessary, advisable or appropriate for the Committee to perform.

Resources and Authority of the Committee

The Committee shall have authority to act as necessary or appropriate to perform each of the duties enumerated in this Charter, including the power to delegate authority to subcommittees or individuals when appropriate. The Committee is empowered to select and retain compensation consultants to assist the Committee in evaluating executive officer and employee compensation and shall have authority to review and approve such consultants' fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or other external advisors as it deems appropriate to assist the Committee in fulfilling its responsibilities. The Committee may require any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.