

WESTWOOD ONE INC /DE/  
Form S-1/A  
August 24, 2009  
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As filed with the Securities and Exchange Commission on August 24, 2009

Registration No. 333-160152

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO.1**

**TO**

**FORM S-1**

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

**WESTWOOD ONE, INC.**

*(Exact name of registrant as specified in its charter)*

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**Delaware**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**7900**  
*(Primary Standard Industrial  
Classification Code Number)*

**95-3980449**  
*(I.R.S. Employer  
Identification Number)*

**40 West 57th Street, 5th Floor**

**New York, New York 10019**

**(212) 641-2000**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**David Hillman, Esq.**

**Chief Administrative Officer; EVP, Business Affairs;**

**General Counsel and Secretary**

**Westwood One, Inc.**

**40 West 57th Street, 5th Floor**

**New York, New York 10019**

**(212) 641-2000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<b>to be Registered</b>	(1)(2)	
Common Stock, par value \$0.01 per share	\$50,000,000	\$2,790(3)

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act.

(2) Includes offering price for the shares that the underwriters have the option to purchase to cover over-allotments, if any.

(3) Previously paid.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission acting pursuant to said section 8(a), may determine.**

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**SUBJECT TO COMPLETION, DATED AUGUST 24, 2009**

PRELIMINARY PROSPECTUS

Shares  
Common Stock  
\$ per share

Westwood One, Inc. is selling \_\_\_\_\_ shares of our common stock and the selling stockholders named in this prospectus are selling \_\_\_\_\_ shares of our common stock. We and the selling stockholders named in this prospectus have granted the underwriters a 30-day option to purchase up to an additional \_\_\_\_\_ shares of our common stock to cover over-allotments, if any. We will not receive any of the proceeds from the sale of shares by the selling stockholders.

Our common stock is currently traded on the OTC Bulletin Board under the symbol WWOZ.OB. The last reported sale price on \_\_\_\_\_, 2009 was \$ \_\_\_\_\_ per share. We intend to apply to list our common stock on the NASDAQ Global Market under the symbol WWON.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS. SEE RISK FACTORS BEGINNING ON PAGE 14.

	Per Share	Total
Public offering price	\$	\$
Underwriting discounts	\$	\$
Proceeds, before expenses, to us	\$	\$
Proceeds, before expenses, to selling stockholders	\$	\$
Delivery of the shares of common stock will be made on or about _____, 2009.		

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

## **Thomas Weisel Partners LLC**

The date of this prospectus is \_\_\_\_\_, 2009.

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This prospectus is part of a registration statement on Form S-1 that we filed with the Securities and Exchange Commission ( "SEC" ). You should rely only on the information contained in this prospectus. We have not, and the underwriters have not, authorized anyone to provide you with information different from that contained in this prospectus. We are offering to sell shares of common stock and seeking offers to buy shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of the common stock.

Unless otherwise stated in this prospectus, references to "the Company," "we," "our," "ours," "registrant" and "us" refer to Westwood One, Inc. and its consolidated subsidiaries, except where it is clear that such terms mean only Westwood One, Inc.

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### GLOSSARY OF INDUSTRY TERMS

For ease of reference in reviewing this prospectus, we have included the following glossary listing common radio and/or television industry terms used herein with their definitions.

**Affiliates** refer to the stations (radio or television) that broadcast our programming.

**Affiliation agreements** (also referred to as **station agreements**) mean the agreements between us, as the provider of programming, and affiliates, the broadcasters of our content.

**Barter** refers to the payment of goods or services, instead of cash, as consideration for the goods or services provided. We refer to our system as a barter model because we primarily provide our programming for commercial inventory, not cash.

**Commercial advertising inventory** refers to the advertisements (or commercials) that we receive from our affiliates in exchange for the programming we provide to affiliates. We sell that advertising (also referred to as inventory) to advertisers for cash.

**Commercial clearance**, usually referred to as a percentage (100% meaning perfect compliance), means the number of commercials actually broadcast by an affiliate as a percentage of the number of commercials contractually required to be broadcast by an affiliate. By way of example only, if an affiliate broadcasts 50 of 100 commercials provided, the affiliate has cleared 50% of the commercials.

**Copy splitting** refers to technology that allows us to simultaneously transmit different commercials in the same program, thereby allowing commercials to be customized and targeted for different local markets and regions.

**CPM**, or cost per thousand, is a commonly used rate for advertising in the radio industry and refers to how much a unit of advertising (commercial) that delivers 1,000 listeners (also referred to as gross impressions in the radio industry) costs.

**DMA**, or dominant market area, is a term used by Arbitron to delineate exclusive geographic markets that are grouped together for purposes of providing audience ratings to the radio industry. Each county in the United States is assigned to only one DMA.

**Pre-recorded advertisements** refers to commercials that are recorded in advance of their distribution for broadcast.

**RADAR**, or Radio's All Dimension Audience Research, is the standard accepted and used by the radio industry to measure listeners (audience) of national networks. RADAR publishes its ratings on a quarterly basis, which ratings are presented to advertisers in connection with the sale of commercial advertising inventory. The networks measured by RADAR are referred to as RADAR Networks.

**Sponsorship**, which relates to our Metro business only, is a commercial, generally 10-15 seconds, and the billboard that is broadcast adjacent to the commercial. The billboard is customarily 2-3 seconds in duration and typically identifies the advertiser who paid for (sponsored) the commercial.

**Station compensation** is the cash compensation we pay to our affiliates, in certain circumstances, in exchange for their agreement to broadcast the commercials we provide to them.

**Syndicate** or **syndication** refers to our right to sell for broadcast and distribute programming to radio and television stations.



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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus and does not contain all of the information you should consider before buying shares of our common stock. Before deciding to invest in shares of our common stock, you should read the entire prospectus carefully, including our consolidated financial statements and the related notes and the information set forth under the headings Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations, in each case included elsewhere in this prospectus.*

**Our Company**

We produce and provide traffic, news, weather, sports, talk, music, special events and other programming. Our content is distributed to radio and television stations and digital platforms and reaches over 190 million people. We are one of the largest domestic outsourced providers of traffic reporting services and one of the nation's largest radio networks, delivering content to over 5,000 radio and 170 television stations in the U.S. We exchange our content with radio and television stations for commercial airtime, which we then sell to local, regional and national advertisers. By aggregating and packaging commercial airtime across radio and television stations nationwide, we are able to offer our advertising customers a cost-effective way to reach a broad audience and target their audience on a demographic and geographic basis as demonstrated by the chart comparing CPMs among different media types that appears in the section entitled Business Industry Overview.

We are organized into two business segments: Metro and Network.

Our Metro business produces and distributes traffic and other local information reports (such as news, sports and weather) to approximately 2,300 radio and television stations, which include stations in over 80 of the top 100 Metro Service Area (MSA) markets in the U.S. Our Metro business generates revenue from the sale of commercial advertising inventory to advertisers (typically 10 and 15 second spots in radio and 30 second spots in television embedded within our information reports). We provide broadcasters a cost-effective alternative to gathering and delivering their own traffic and local information reports and offer advertisers a more efficient, broad reaching alternative to purchasing advertising directly from individual radio and television stations.

Our Network business syndicates proprietary and licensed content to radio stations, enabling them to meet their programming needs on a cost-effective basis. The programming includes national news and sports content, such as CBS Radio News, CNN Radio News and NBC Radio News and major sporting events, including the National Football League (including the Super Bowl), NCAA football and basketball games (including the Men's Basketball Tournament, *i.e.*, March Madness) and The Masters golf tournament. Our Network business features popular shows that we produce with personalities including Dennis Miller, Charles Osgood, Fred Thompson and Billy Bush. We also feature special events such as live concert broadcasts, countdown shows (including MTV and Country Music Television branded programs), music and interview programs. Our Network business generates revenue from the sale of 30 and 60 second commercial airtime, often embedded in our programming, that we bundle and sell to national advertisers who want to reach a large audience across numerous radio stations.

We believe that our market position in both the Metro and Network businesses and our recent turnaround strategies and revenue enhancement initiatives afford us with a number of revenue growth opportunities. We are developing additional potential revenue streams by leveraging our existing resources and accessing new distribution channels for our extensive content. In addition, we believe there is an opportunity to pursue acquisitions, partnerships and joint ventures to consolidate our existing business with competitors and expand into new markets. We routinely evaluate and analyze such opportunities, but we have no current binding plans or arrangements with respect to any such opportunities. We have an option,

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exercisable through December 1, 2009, to acquire TrafficLand, a provider of traffic video collected from local and state Departments of Transportation. Entering into any transactions with respect to such opportunities would be subject to completion of due diligence, finalization of key business and financial terms (including price) and negotiation of final definitive documentation as well as a number of other factors and conditions including, without limitation, the approval of our board of directors and any required third party consents. We cannot predict how quickly the terms of any such transaction could be finalized, if at all. Accordingly, there can be no assurance that definitive documentation for any such transaction would be executed or even if executed, that any such transaction will be consummated. In connection with evaluating potential strategic acquisition and investment transactions, we have, and may in the future, incur significant expenses for the evaluation and due diligence investigation of these potential transactions.

### **Our Strengths**

We believe our strengths include:

*Large Independent Provider of Content.* We are one of the largest domestic outsourced providers of traffic reporting services and one of the nation's largest radio networks, producing and distributing traffic, news, weather, sports, talk, music, special events and other programming. As an independent provider of content, without any stations under our ownership, we are able to transact with all station groups. We deliver content to over 5,000 radio and 170 television stations in the U.S.

*Developer of Original Content.* We create and develop content for radio and television stations. The programming includes several nationally known personalities including Dennis Miller, Charles Osgood, Fred Thompson and Billy Bush. We also provide stations with targeted programming, including national news, major sporting events and local news and traffic programming that they can generally not afford to develop on their own.

*Multichannel Distributor of Content.* As a producer of original content, we have the ability to utilize multiple media channels by leveraging our existing production capabilities and vast library of content to generate additional revenue without incurring significant costs. For example, much of the same content we distribute to our radio station customers is available to consumers online via podcasting or live streaming, which enables us to generate additional revenue from the sale of advertising embedded in such streams or podcasts.

*Significant Operating Leverage.* Our business model has a relatively fixed cost base leading to significant operating leverage. We have made progress and are working to further reduce our fixed costs which we believe will enhance our profitability if revenue increases in the future due to an economic recovery or organic growth factors.

*Experienced Management Team.* We have brought together a new, experienced management team with extensive strategic, operating and financial expertise. Our management team has an average of 16 years of industry experience. Our relationship with The Gores Group provides us with additional operational, financial and strategic support. We believe this management team has the ability to respond to economic and industry trends and cycles while maximizing revenue growth from the sale of commercial airtime.

### **Our Strategy**

Our goal is to grow the revenue and profitability of our business. Key elements of our strategy to achieve this goal include:

*Complete operational turnaround.* We have recently begun and will continue to increase our operational efficiency with the assistance of The Gores Group. We announced on March 16, 2009, certain re-engineering and cost-cutting initiatives, as described below in Turnaround Strategies and Revenue Enhancement Initiatives, that are collectively anticipated to result in total annual savings of



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approximately \$55 to \$63 million. In the third quarter of 2008, we announced a plan to restructure the traffic operations of the Metro Traffic business (commonly referred to by us as the Metro re-engineering) and to implement other cost reductions. The reengineering entailed reducing the number of our Metro Traffic operational hubs from 60 to 13 regional centers and produced meaningful reductions in labor expense, aviation expense, station compensation, program commissions and rent. We have also implemented additional cost reduction initiatives in the first half of 2009, to help improve our operating and financial performance and help establish a foundation for potential long-term growth. We have recognized \$25.0 million of savings from both the Metro re-engineering and additional cost reduction initiatives undertaken by us through the end of the second fiscal quarter of 2009. We anticipate that the total annual savings in 2009 (from the start of the Metro re-engineering and other cost reductions in the third quarter of 2008) will be in the \$53.0 million to \$61.0 million range and additional savings in 2010 will be approximately \$2.0 million, as additional phases of the Metro re-engineering and cost-reduction programs are implemented. These anticipated savings are comprised of labor savings, lower programming costs and reductions in aviation expense, station compensation and savings from consolidation of office leases. Many of the initiatives were instituted as of June 30, 2009.

These savings will be offset to a limited degree by investments in our sales force, technology and digital capabilities and certain strategic partnerships such as TrafficLand, a provider of traffic video collected from local and state Departments of Transportation.

*Expand our Sales Force.* We have recently begun and plan to continue to build-out and leverage our extensive local and national sales force to generate increased revenue from the sale of commercial airtime. In our Network business, we are adding category management specialists in high-potential segments of the advertising market. In our Metro business, we have added new sales people at various locations across the country to deepen our local market coverage. We are also adding select sales people in our Metro business to expand the distribution of our local content. Additionally, in our Network business we recently began to offer copy-splitting advertising services which enable our advertising clients to reach more than one desired geographic area at the same time.

*Pursue strategic opportunities.* We evaluate acquisitions, partnerships and joint ventures on an ongoing basis and intend to pursue acquisitions of and partnerships or joint ventures with businesses in our industry and related industries that can assist us in achieving our growth strategy. We focus on opportunities with content and services businesses serving the radio, television and digital markets. We approach strategic opportunities in a disciplined manner and, with the assistance of The Gores Group, intend to focus on opportunities that strengthen our competitive position.

*Produce cost-effective, original programming.* We will continue to leverage our national scale to provide radio and television stations with programming and services that they may not be able to cost-effectively produce on their own, most notably on the Network side, where rights fees for sporting events and fees for prominent talent personalities are significant and have generally continued to increase over time (except in certain cases in 2009 where we have been able to negotiate lower fees, in part because of a weaker economy). As a syndicator of programming to over 5,000 radio stations and 170 television stations nationwide, we are able to pay such programming costs for a broad array of content, while one station, in most cases, could not. We distribute our programming on a barter basis in exchange for commercial airtime in lieu of cash, which allows stations to preserve capital.

*Expand our distribution channels.* We plan to continue expanding our product offerings across radio, television, online and other platforms through initiatives such as on-camera graphics and mobile video. Our Metro business is also expanding into the digital and wireless categories as a provider of traffic information on mobile and personal navigation devices. As part of this strategy, our Metro business recently entered into a License and Services Agreement with TrafficLand. The agreement provides our Metro business with the exclusive right to enter into affiliation agreements with third party broadcasters wanting access to TrafficLand's live video traffic feeds, which (i) provides us with simultaneous access

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to 4,700 traffic cameras and (ii) enables us to enhance our product offerings to stations that carry our programming and data feeds. We have an option, exercisable through December 1, 2009, to acquire TrafficLand. We have also partnered with AirSage, a provider of digital traffic data, to enhance our real-time road condition and data reports and with TrafficCast, a traffic science company, to collaborate on licensing of integrated data for others. We believe these initiatives will allow us to significantly expand our digital content offerings.

### **Our Industry**

#### *Radio Broadcasting and Advertising*

According to the Federal Communications Commission ( FCC ), there were 11,213 commercial radio stations serving listeners in the United States as of December 31, 2008. The Radio Advertising Bureau ( RAB ) reported on its website, based on information provided by Miller, Kaplan, Arase & Co., that the market for U.S. radio advertising in 2008 was \$19.5 billion. We compete in the local (\$13.6 billion), national (\$2.9 billion) and network (\$1.2 billion) radio advertising segments which comprise the majority of the total industry.

AM/FM radio is one of the most popular forms of media in terms of audience consumption. According to Arbitron's Spring 2007 study, the average time spent listening to the radio by persons 12 years and older ( 12+ ) in the U.S. is 19 hours per week. Similarly, network radio listenership remains strong among key demographics. According to Arbitron's 2008 Network Radio Today report, network radio reaches nearly 75% of the 12+ U.S. population each week and performs well within the key 18-24, 18-49 and 25-54 year old demographics, reaching 73%, 74% and 74%, respectively. Furthermore, the report also shows that more than 60% of adult consumers over the age of 18 listen to network radio out of the home, or approximately 143 million adults each week.

Radio offers a cost efficient way of reaching diverse audience groups in large numbers. Radio advertising can be purchased by advertisers on a local, regional or national basis. Local and regional purchases allow an advertiser to choose a geographic market for the broadcast of commercial messages. Advertising purchased from a national radio network allows an advertiser to target its commercial messages to a specific demographic within a large national audience. Radio advertising has historically been cyclical as spending on advertising can grow or decline depending on the state of the economy.

#### *Television Broadcasting and Advertising*

According to the Television Bureau of Advertising's April 2009 report, total broadcast television advertising revenue in 2008 was \$46.4 billion. Network television is the largest segment within broadcast television representing revenue of \$25.4 billion in 2008. We compete in the local (\$16.5 billion) and syndication (\$4.4 billion) television advertising segments.

During the 2008-09 broadcast season, television was viewed in 114.5 million, or 98.9%, of all U.S. households according to The Nielsen Company's August 2008 report. Television remains the most popular form of media in terms of audience consumption with the average household (i.e., all persons living in the house collectively) watching 8 hours and 18 minutes of television each day during the 2007-08 television season according to The Nielsen Company's November 2008 report.

Television's broad reach and visual impact makes it a powerful and attractive medium for advertisers. Television spots are generally 30 to 60 seconds in length and are purchased by advertisers on a local, regional or national basis. Similar to the radio broadcasting industry, local and regional purchases allow an advertiser to choose a geographic market for the broadcast of commercial messages. Advertising purchased from a national television network allows an advertiser to target its commercial messages to a specific demographic within a large national audience.

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### **Turnaround Strategies and Revenue Enhancement Initiatives**

Since September 2008, we have implemented a significant number of key turnaround strategies and revenue enhancement initiatives, including:

#### Re-Engineering of Traffic Operations

Regionalize 60 operating centers to 13 hubs

Reduce reliance on aircraft and implement new video and speed and flow technology

#### Cost Reduction Programs

Reduce salary/headcount

Reduce programming costs and eliminate unprofitable programming

Negotiate reductions in compensation paid to radio stations that provide us with commercial airtime to more effectively match compensation to revenue and profitability

#### Revenue Initiatives

Increase our sales force to expand our market presence across regions and products

Grow revenue and profitability from advertising through optimization of sales mix, inventory utilization and pricing

Deliver expanded product offerings such as copy-splitting, 15 second spots and pre-recorded advertisements

#### Management Reorganization

Engage new, experienced management team to provide greater leadership

Reorganize corporate structure to increase accountability

### **Restructuring**

At December 31, 2008, our principal sources of liquidity were our cash and cash equivalents of \$6.4 million and borrowings under our Credit Agreement dated as of March 3, 2004 (the "Old Credit Agreement"). As previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2008 (the "2008 10-K") and as discussed elsewhere in this prospectus, on February 27, 2009, our outstanding indebtedness

under our Old Credit Agreement, which totaled approximately \$41.0 million, matured and became due and payable in its entirety. Additionally, we had not made our most recent interest payment due to holders of our then outstanding senior notes (the Old Notes ) on November 30, 2008. The non-payment of such amounts constituted an event of default under the Old Credit Agreement and the Old Notes, respectively. Based upon facts and circumstances that existed as of December 31, 2008, we previously disclosed in our 2008 10-K that there was a substantial doubt about our ability to continue as a going concern. We previously disclosed that, as of March 30, 2009, we were unable to meet our outstanding debt obligations, which raised substantial doubt about our ability to continue as a going concern and our sources of liquidity were anticipated to be inadequate to fund immediate and ongoing operating requirements.

In order to address these concerns, on April 23, 2009, we completed a refinancing of substantially all of our outstanding long-term indebtedness (approximately \$241 million in principal amount) and a recapitalization of our equity (the Restructuring ). As part of the Restructuring, our then existing debtholders released all of their existing obligations in exchange for (1) \$117.5 million of 15% Senior Notes maturing July 15, 2012 (the Senior Notes ), (2) 34,962 shares of Series B Preferred Stock (as defined below), and (3) a one-time cash payment of \$25.0 million. We also entered into a new senior credit facility (the Senior Credit Facility ) pursuant to which we have a \$15.0 million revolving line of credit and a \$20.0

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million unsecured non-amortizing term loan. As of the date of this prospectus, we have borrowed the entire amount under the term loan and we have not made any borrowings under the revolving line of credit. The Senior Notes bear interest at 15.0% per annum, payable 10% in cash and 5% pay-in-kind (PIK interest). The PIK interest will be added to principal quarterly, but will not be payable until the Senior Notes become due. As a result of the Restructuring, the annual interest payments on our debt increased from approximately \$12 million to \$19 million (which amount includes the \$20 million term loan entered into on April 23, 2009), \$6 million of which will be PIK interest and not payable in cash until the Senior Notes become due. To date, we have also made one deferral of \$4.0 million in payments due to CBS Radio under the CBS Master Agreement (see Business CBS ).

In addition, Gores Radio Holdings, LLC (1) agreed to purchase, at a discount, approximately \$22.6 million principal amount of our then existing debt held by debt holders who did not wish to participate in the Senior Notes, (2) agreed to guarantee the Senior Credit Facility and a \$10.0 million contractual commitment by one of our wholly owned subsidiaries and (3) invested \$25.0 million in the Company for 25,000 shares of 8.0% Series B Convertible Preferred Stock (the Series B Preferred Stock ). In connection with Gores providing the guarantees and purchasing the debt from non-participating holders, the 75,000 shares of 7.50% Series A Convertible Preferred Stock (the Series A Preferred Stock and collectively with the Series B Preferred Stock, the Preferred Stock ) held by Gores immediately prior to the Restructuring, which then had a liquidation preference of approximately \$79.0 million, were exchanged for 75,000 shares of 7.50% Series A-1 Convertible Preferred Stock (the Series A-1 Preferred Stock ) with a per share conversion price which provided Gores with an approximately 54.6% interest in the Company after the Restructuring.

Taking into account Gores Series B Preferred Stock, Series A-1 Preferred Stock and common stock, upon the consummation of the Restructuring, Gores ownership in the Company increased from approximately 36% to 75.1%. Accordingly, the Restructuring, when considering the ownership held by Gores as well as the ownership held by our then existing debt holders, constituted a change of control transaction that requires the Company to follow the purchase method of accounting, as described by Statement of Financial Accounting Standards (SFAS) 141R, Business Combinations ( SFAS 141R ). We have considered the ownership held by Gores and our then existing debt holders as a collaborative group in accordance with Emerging Issues Task Force D-97, Push Down Accounting . As a result, we will follow the acquisition method of accounting, as described by Statement of Financial Accounting Standards (SFAS) 141R, Business Combinations and will apply the SEC rules and guidance regarding push down accounting treatment effective April 23, 2009.

## **Recent Events**

On June 4, 2009, we filed a definitive proxy statement for a special meeting of our stockholders. On June 26, 2009, we adjourned the special meeting without taking action on any of the proposals. We did so to provide our stockholders with additional explanatory information regarding certain of the proposals and, if necessary, to file an amended proxy statement. On July 20, 2009, we filed a definitive proxy statement in connection with the reconvened meeting to be held on August 3, 2009. The purpose of the meeting was to consider and vote upon, among other proposals, amending our Restated Certificate of Incorporation to increase the number of authorized shares of our common stock from 300 million to 5 billion and to amend the Certificate of Incorporation to effect a 200 for 1 reverse stock split of our outstanding common stock (the Charter Amendments ). On August 3, 2009, the stockholders approved the Charter Amendments, which resulted in the automatic conversion of all shares of preferred stock into common stock and the cancellation of warrants to purchase 10 million shares of common stock issued to Gores as part of their investment in our Series A Preferred Stock. There are no longer any issued and outstanding warrants to purchase our common stock or any shares of our capital stock that have any preference over the common stock with respect to voting, liquidation, dividends or otherwise. Under the Charter Amendments, each of the newly authorized shares of common stock has the same rights and privileges as previously authorized common stock. Adoption of the Charter Amendments did not affect the rights of the holders of our currently outstanding common stock nor did it change the par value of the common stock.



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On July 9, 2009, Gores converted 3,500 shares of Series A-1 Convertible Preferred Stock into 103,512,913 shares of common stock (without taking into account the reverse stock split). Pursuant to the terms of our Certificate of Incorporation, the 291,722 outstanding shares of our Class B common stock were automatically converted into 291,722 shares of common stock (without taking into account the reverse stock split) because as a result of such conversion by Gores the voting power of the Class B common stock, as a group, fell below ten percent (10%) of the aggregate voting power of issued and outstanding shares of common stock and Class B common stock.

In connection with the Restructuring and the issuance of the Preferred Stock, we have determined that the Preferred Stock contained a beneficial conversion feature ( BCF ) that is partially contingent. The BCF is measured as the spread between the effective conversion price and the market price of common stock on the commitment date and then multiplying this spread by the number of conversion shares, as adjusted for the contingent shares. A portion of the BCF was recognized at issuance (issuance BCF) while the majority of the BCF is contingent (contingent BCF) upon the authorization of additional common shares which, in our case, did not occur until August 3, 2009.

### **The Gores Group**

The Gores Group owns approximately 75.1% of our common stock. Founded in 1987, Gores is a private equity firm focused on investing in businesses which can benefit from the firm's operating and turnaround expertise. The firm's current private equity fund has committed equity capital of \$1.3 billion.

### **Risks Associated with Our Business**

Our business is subject to numerous risks and uncertainties, as more fully described under Risk Factors beginning on page 14, which you should carefully consider before deciding whether to invest in our common stock.

### **Corporate Information**

We are a Delaware corporation. Our principal executive office is located at 40 West 57th Street, 5th Floor, New York, NY 10019. Our telephone number is (212) 641-2000 and our website address is [www.westwoodone.com](http://www.westwoodone.com). The information contained on, or that can be accessed through, our website is not a part of this prospectus.

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**THE OFFERING**

Common stock offered by Westwood One	shares
Common stock offered by the selling stockholders	shares
Common stock to be outstanding after this offering	shares, or shares if the underwriters exercise their over-allotment option in full
Over-allotment option	shares
Use of proceeds	Our net proceeds from this offering, after deducting underwriting discounts and estimated offering expenses will be approximately \$ , assuming a public offering price of \$ per share, which was the last reported sale price of our common stock on , 2009. We anticipate that we will use the net proceeds of this offering for general corporate purposes and working capital, which may include: pursuit of possible acquisitions of complementary businesses or other assets such as TrafficLand (if we choose to exercise our purchase option, as described elsewhere in this prospectus), funding our growth initiatives and repayment of our outstanding indebtedness.

We will not receive any proceeds from the sale of shares by the selling stockholders. See Use of Proceeds.

Anticipated NASDAQ Global Market Symbol **WWON**  
 The number of shares of our common stock to be outstanding upon completion of this offering is based on 20,312,229 shares of our common stock outstanding as of June 30, 2009, and excludes:

31,705 shares of common stock issuable upon exercise of options outstanding as of June 30, 2009 at a weighted average exercise price of \$7.16 per share,;

27,709 shares of common stock reserved as of June 30, 2009 for future issuance under our 1999 Stock Incentive Plan, and an additional 12,291 shares of common stock reserved for issuance after June 30, 2009; and

3,996 shares of common stock reserved as of June 30, 2009 for future issuance under our 2005 Equity Compensation Plan, and an additional 42,004 shares of common stock reserved for issuance after June 30, 2009.

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Unless otherwise indicated, this prospectus (except in the historical consolidated financial statements included elsewhere in this prospectus):

reflects and assumes the conversion of all shares of our Series A-1 Preferred Stock (3,500 shares of which were converted on July 9, 2009 and the remainder of which automatically converted on August 3, 2009) and Series B Preferred Stock (which automatically converted on August 3, 2009) into an aggregate of 19,798,483 shares of common stock;

reflects and assumes the automatic conversion of all outstanding shares of Class B stock into an aggregate of 1,459 shares of common stock that occurred on July 9, 2009;

reflects a 200 for 1 reverse stock split of our common stock that occurred on August 3, 2009; and

assumes no exercise by the underwriters of their option to purchase up to an additional shares from us and the selling stockholders to cover over-allotments.

If the underwriters exercise their over-allotment option in full, \_\_\_\_\_ shares of our common stock will be outstanding after this offering.

**Table of Contents****SUMMARY CONSOLIDATED AND OTHER FINANCIAL DATA**

The following tables summarize our consolidated financial and other data. The consolidated statements of operations data for the fiscal years ended December 31, 2006, 2007 and 2008 and the consolidated balance sheet data as of December 31, 2007 and 2008 have been derived from our audited consolidated financial statements included elsewhere in this prospectus. The consolidated statement of operations data for the fiscal years ended December 31, 2004 and 2005 and the consolidated balance sheet data as of December 31, 2004, 2005 and 2006 have been derived from our audited financial statements not included in this prospectus. The consolidated statement of operations data for the periods comprising the six months ended June 30, 2008 and 2009, and the consolidated balance sheet data as of June 30, 2009, have been derived from our unaudited consolidated financial statements included elsewhere in this prospectus. The unaudited consolidated financial statements have been prepared on a basis consistent with our audited financial statements and include, in the opinion of management, all adjustments that management considers necessary for the fair statement of the financial information set forth in those financial statements. The following financial data should be read in conjunction with, and is qualified by reference to, our consolidated financial statements and related notes and schedule included elsewhere in this prospectus and the information under Management's Discussion and Analysis of Financial Condition and Results of Operations. Our historical results are not necessarily indicative of the results to be expected in any future period.

	Year Ended December 31,					Predecessor Company		Successor Company
	2004(1)	2005(1)	2006	2007	2008	For the Six Months Ended June 30, 2008	For the Period January 1, 2009 to April 23, 2009	For the Period April 24, 2009 to June 30, 2009(4)
(in thousands, except per share data)								
<b>Consolidated Statements of Operations Data:</b>								
Revenue	\$ 562,246	\$ 557,830	\$ 512,085	\$ 451,384	\$ 404,416	\$ 206,998	\$ 111,474	\$ 58,044
Operating Costs	379,097	378,998	395,196	350,440	360,492	179,640	111,580	52,116
Depreciation and Amortization	18,429	20,826	20,756	19,840	11,052	6,397	2,585	5,845
Corporate General and Administrative Expenses	13,596	14,028	14,618	13,171	13,442	4,665	4,248	2,407
Goodwill Impairment			515,916		430,126	206,053		
Restructuring Charges					14,100		3,976	1,454
Special Charges			1,579	4,626	13,245	8,853	12,819	368
<b>Operating (Loss) Income</b>	<b>151,124</b>	<b>143,978</b>	<b>(435,980)</b>	<b>63,307</b>	<b>(438,041)</b>	<b>(198,610)</b>	<b>(23,734)</b>	<b>(4,146)</b>
Net (Loss) Income	86,955	77,886	(469,453)	24,368	(427,563)	\$ (205,082)	\$ (18,961)	\$ (6,184)
<b>NET (LOSS) INCOME attributable to Common Stockholders</b>	<b>86,955</b>	<b>77,816</b>	<b>(469,528)</b>	<b>24,363</b>	<b>(430,644)</b>	<b>\$ (205,270)</b>	<b>\$ (22,037)</b>	<b>\$ (9,595)</b>
<b>(Loss) Income Per Basic Share(2)</b>								
Common stock	\$ 179.80	\$ 171.56	\$ (1,091.76)	\$ 56.59	\$ (878.73)	\$ (431.24)	\$ (43.64)	\$ (18.85)
Class B stock	\$	\$ 48.00	\$ 51.20	\$ 3.20	\$	\$	\$	\$
<b>(Loss) Income Per Diluted Share(2)</b>								
Common stock	\$ 175.65	\$ 170.05	\$ (1,091.76)	\$ 56.38	\$ (878.73)	\$ (431.24)	\$ (43.64)	\$ (18.85)
Class B stock	\$	\$ 48.00	\$ 51.20	\$ 3.42	\$	\$	\$	\$
<b>Dividends Declared(2)</b>								
Common stock	\$	\$ 59.44	\$ 64.10	\$ 3.85	\$	\$	\$	\$
Class B stock	\$	\$ 48.00	\$ 51.20	\$ 3.20	\$	\$	\$	\$



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	2004(1)	2005(1)	As of December 31, 2006 (in thousands)	2007	2008	2008	As of June 30, 2009(4)
<b>Consolidated Balance Sheet Data:</b>							
Current Assets	\$ 174,346	\$ 172,245	\$ 149,222	\$ 138,154	\$ 119,468	\$ 109,180	\$ 107,454
Working Capital / (Deficit)(3)	93,005	72,094	29,313	47,294	(208,034)	(15,181)	47,409
Total Assets	1,262,495	1,239,646	696,701	669,757	205,088	431,134	347,056
Long-Term Debt(3)	359,439	427,514	366,860	345,244		199,495	128,078
Total Shareholders Equity (Deficit)(4)	800,709	704,029	202,931	227,631	(203,145)	101,597	4,290

	2004(1)	2005(1)	Year Ended December 31,			Predecessor Company For the Six Months Ended June 30, 2008	Successor Company For the Period April 23, 2009	Successor Company For the Period April 24, 2009 to June 30, 2009
	2004(1)	2005(1)	2006	2007	2008			
	(in thousands)							
<b>Other Financial Data:</b>								
Adjusted EBITDA(5)	\$ 184,397	\$ 176,490	\$ 114,540	\$ 97,378	\$ 39,198	\$ 25,149	\$ (2,243)	\$ 4,374

- Effective January 1, 2006, we adopted Financial Accounting Standards Board ( FASB ) Statement of Financial Accounting Standards No. 123 (Revised 2004), Share Based Payment ( SFAS 123R ) utilizing the modified retrospective transition alternative. Accordingly, results for years prior to 2006 have been restated to reflect stock based compensation expense in accordance with SFAS 123R.
- No cash dividend was paid on our common stock or Class B stock in 2004 or 2008. The payment of dividends is restricted by the terms of our outstanding indebtedness and we do not plan on paying dividends for the foreseeable future. On August 3, 2009, a 200:1 reverse stock split was declared and effective. All per share amounts have been adjusted for this split (see Note 1 to the Annual Consolidated Financial Statements).
- On November 30, 2008, we failed to make the interest payment on our previously outstanding senior notes which constituted an event of default under the then existing senior notes. Accordingly, \$249,053 of debt previously considered long-term was re-classified as short-term debt, which resulted in a working capital deficit of \$208,034 on December 31, 2008.
- As a result of the Restructuring, we have followed the acquisition method of accounting, as described by SFAS 141R. Accordingly, we have revalued our assets and liabilities using our best estimate of current fair value. Our consolidated financial statements prior to the closing of the Restructuring reflect the historical accounting basis in our assets and liabilities and are labeled predecessor company, while the periods subsequent to the Restructuring are labeled successor company and reflect the push down basis of accounting for the fair values which were allocated to our segments based on the business Enterprise Value of each. Deferred tax liabilities have been recorded as a part of acquisition accounting to reflect the future taxable income to be recognized relating to the cancellation of indebtedness income as well as the deferred tax liability related to the acquisition accounting.

In connection with the Restructuring and the issuance of the Preferred Stock, we have determined that the Preferred Stock contained a beneficial conversion feature ( BCF ) that is partially contingent. The BCF is measured as the spread between the effective conversion price and the market price of common stock on the commitment date and then multiplying this spread by the number of conversion shares, as adjusted for the contingent shares. A portion of the BCF was recognized at issuance



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(issuance BCF) while the majority of the BCF is contingent (contingent BCF) upon the authorization of additional common shares which, in our cases, did not occur until August 3, 2009.

5. We define Adjusted EBITDA as net income (loss) from our Statement of Operations adjusted to exclude the following items: interest expense, income tax, depreciation and amortization (EBITDA), as adjusted for goodwill impairment, restructuring and special charges and non-cash stock-based compensation. Adjusted EBITDA is a non-GAAP financial measure (i.e., it is not a measure of financial performance under generally accepted accounting principles) and should not be considered in isolation or as a substitute for consolidated statements of operations and cash flow data prepared in accordance with GAAP.

We use Adjusted EBITDA to, among other things, evaluate our operating performance, forecast and plan for future periods, value prospective acquisitions, and as one of several components of incentive compensation targets for certain management personnel. This measure is an important indicator of our operational strength and performance of our business because it provides a link between profitability and operating cash flow. In addition, all of the adjustments made in our calculation of Adjusted EBITDA are adjustments that have historically been made in accordance with our Old Credit Agreement and Old Notes and will continue to be made in the future when calculating our compliance with our leverage ratio covenants under our Senior Credit Facility and Senior Notes. We believe the presentation of Adjusted EBITDA is relevant and useful for investors because it allows investors to view performance in the same manner as our lenders (who also own approximately 23.0% of our equity as a result of the Restructuring, excluding Gores) and for our management, who use Adjusted EBITDA when evaluating our business performance on a monthly, quarterly and annual basis and helps improve their ability to understand our operating performance.



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Since Adjusted EBITDA is not a measure of performance calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, net income as an indicator of operating performance. Adjusted EBITDA as we calculate it, may not be comparable to similarly titled measures employed by other companies. In addition, this measure does not necessarily represent funds available for discretionary use, and is not necessarily a measure of our ability to fund our cash needs. As Adjusted EBITDA excludes certain financial information compared with net income, the most directly comparable GAAP financial measure, users of this financial information should consider the types of events and transactions which are excluded. A reconciliation of Adjusted EBITDA to net income (loss) is provided below. Consolidated Adjusted EBITDA a non-GAAP measure, for the combined six months ended June 30, 2009 was \$2,131 as previously reported in our second quarter earnings press release.

	Year Ended December 31,					Predecessor Company Six Months Ended For the June 30,		Successor Company For the Period
	2004	2005	2006	2007	2008	2008	January 1, 2009 to April 23, 2009 (4)	April 24, 2009 to June 30, 2009 (4)
	(in thousands)							
Net Income (loss)	\$ 86,955	\$ 77,886	\$ (469,453)	\$ 24,368	\$ (427,563)	\$ (205,082)	\$ (18,961)	\$ (6,184)
Plus: Non-cash items								
Depreciation and amortization	18,429	20,826	20,756	19,840	11,052	6,397	2,585	5,845
Stock-based compensation	14,844	11,686	12,269	9,606	5,443	2,455	2,110	853
Goodwill impairment			515,916		430,126	206,053		
	33,273	32,512	548,941	29,446	446,621	214,905	4,695	6,698
Plus: Cash items								
Interest expense	11,911	18,315	25,590	23,626	16,651	9,751	3,222	4,692
Other income	(948)	(1,440)	(926)	(412)	(12,368)	(84)	(359)	(4)
Income taxes (benefit)	53,206	49,217	8,809	15,724	(14,760)	(3,194)	(7,635)	(2,650)
Restructuring					14,100		3,976	1,454
Special charges			1,579	4,626	16,517(a)	8,853	12,819	368
	64,169	66,092	35,052	43,564	20,140	15,326	12,023	3,860
<b>Adjusted EBITDA</b>	<b>\$ 184,397</b>	<b>\$ 176,490</b>	<b>\$ 114,540</b>	<b>\$ 97,378</b>	<b>\$ 39,198</b>	<b>\$ 25,149</b>	<b>\$ (2,243)</b>	<b>\$ 4,374</b>

(a) Includes \$3,272 of charges classified as Operating Costs on the Statement of Operations.

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**RISK FACTORS**

*Investing in our common stock involves a high degree of risk. You should carefully consider the following risk factors, as well as all of the other information contained or incorporated by reference in this prospectus, before deciding to invest in our common stock. The occurrence of any of the following risks could materially and adversely affect our business, financial condition, prospects, results of operations and cash flows. In such case, the trading price of our common stock could decline and you could lose all or part of your investment. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, prospects, results of operations and cash flows.*

**Risks Related to Our Business and Industry**

***Deterioration in general economic conditions and constrained consumer spending has caused, and could cause, additional decreases or delays in advertising spending, could harm our ability to generate advertising revenue and negatively affect our results of operations.***

We derive the majority of our revenue from the sale of local, regional and national advertising. The current global economic slowdown has resulted in a decline in advertising and marketing services among our customers, resulting in a decline in advertising revenue across our businesses. Additionally, advertisers, and the agencies that represent them, have put increased pressure on advertising rates, in some cases, requesting broad percentage discounts on ad buys, demanding increased levels of inventory and re-negotiating booked orders. The current state of the economy could also adversely affect our ability to collect accounts receivable from our advertisers, particularly those entities which have filed for bankruptcy. Reductions in advertising expenditures and declines in ad rates have adversely affected our revenue and the continuation of the global economic slowdown would likely continue to adversely impact our revenue, profit margins, cash flow and liquidity in future periods. In addition, in the event that the current economic situation improves, we cannot predict whether or not advertisers' demands and budgets for advertising will return to previous levels.

***Our operating income has declined since 2002 and may continue to decline. We may not be able to reverse this trend or reduce costs sufficiently to offset declines in revenue if such trends continue.***

Since 2002, our annual operating income has declined from operating income of approximately \$180 million to an operating loss of \$438 million, which included goodwill impairment charges of approximately \$430 million, for the year ended 2008, with the most significant decline occurring between 2005 and 2008. Between 2002 and 2008, our operating income declined as a result of increased competition in our local and regional markets and an increase in the amount of 10 second inventory being sold by radio stations. The decline (between 2005 and 2008) also was due to reductions in national audience levels (which dropped significantly between 2005 and 2006), lower commercial clearance and audience levels of our affiliated stations and reductions in our local and regional sales force, which began in mid-2006. Recently, our operating income has also been affected by the weakness in the United States economy and advertising market. Given the current economic climate, it is possible our operating income will continue to decline.

***CBS Radio provides us with a significant portion of our commercial inventory and audience that we sell to advertisers. A material reduction in the audience delivered by CBS Radio stations or a material loss of commercial inventory from CBS Radio would have an adverse effect on our advertising sales and financial results.***

While we provide programming to all major radio station groups, we have affiliation agreements with most of CBS Radio's owned and operated radio stations which, in the aggregate, provide us with a significant portion of the audience and commercial inventory that we sell to advertisers, much of which is

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in the more desirable top 10 radio markets. Although the compensation we pay to CBS Radio under our new 2008 arrangement is adjustable for audience levels and commercial clearance (i.e., the percentage of commercial inventory broadcast by CBS Radio stations), any significant loss of audience or inventory delivered by CBS Radio stations, including, by way of example only, as a result of a decline in station audience, commercial clearance levels or station sales that resulted in lower audience levels, would have a material adverse impact on our advertising sales and revenue. Since implementing the new arrangement in early 2008 and continuing through the end of 2008, CBS Radio has delivered improved audience levels and broadcast more advertising inventory than it had under our previous arrangement. However, there can be no assurance that CBS Radio will be able to maintain these higher levels in particular, with the introduction of The Portable People Meter, or PPM, which to date has reported substantially lower audience ratings for certain of our radio station affiliates, including our CBS Radio station affiliates, in those markets in which PPM has been implemented as described below. Additionally, while our arrangement with CBS Radio is scheduled to terminate in 2017, there can be no assurance that such arrangement will not be breached by either party. If our agreement with CBS Radio were terminated as a result of such breach, our results of operations could be materially impacted.

***We may not realize expected benefits from our cost cutting initiatives.***

In order to improve the efficiency of our operations, we have implemented and continue to implement certain cost cutting initiatives, including headcount and salary reductions. We cannot assure you that we will realize the full level of expected cost savings or improve our operating performance as a result of our past, current and future cost cutting activities. We also cannot assure you that our cost cutting activities will not adversely affect our ability to retain key employees, the significant loss of whom could adversely affect our operating results. Further, as a result of our cost cutting activities, we may not have the appropriate level of resources and personnel to appropriately react to significant changes or fluctuations in the market and in the level of demand for our programming and services.

***Our ability to increase our revenue is significantly dependent on advertising rates, which rates could be negatively impacted by the introduction of The Portable People Meter.***

Arbitron Inc., the supplier of ratings data for United States radio markets, has developed new electronic audience measurement technology to collect data for its ratings service known as The Portable People Meter™, or PPM™. The PPM™ measures the audience of radio stations remotely without requiring listeners to keep a manual diary of the stations they listen to. To date, the PPM™ has been implemented in seventeen markets (including nine of the top 10 markets) and, in ratings books released to date, has reported substantially lower audience ratings for certain of our key radio affiliates than the traditional diary methodology previously used by the radio industry. As the PPM™ is instituted in more markets, it is unclear whether the audience ratings posted by it will continue to be significantly lower and if so, what effect this may have on advertising rates as our advertisers become more knowledgeable about the advantages of the PPM™. While we have to date experienced a decline in our local ad revenue, we are unable to determine at this time how much of such decline is a result of the general economic environment versus a decline in audience. If the PPM™ continues to report lower audience ratings than the traditional diary methodology and the rates we charge our advertisers are materially impacted by such results, our revenue would be materially and adversely affected.

***Our ability to grow our Metro business revenue may be adversely affected by the increased proliferation of free of charge traffic content to consumers.***

Our Metro business produces and distributes traffic and other local information reports to approximately 2,300 radio and television affiliates and we derive the substantial majority of the revenue attributed to this business from the sale of commercial advertising inventory embedded within these reports. Recently, the U.S. Department of Transportation and other regional and local departments of transportation have significantly increased their direct provision of real-time traffic and traveler information to the public free of charge. The ability to obtain this information free of charge may result in our radio and television affiliates

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electing not to utilize the traffic and local information reports produced by our Metro business, which in turn could adversely affect our revenue from the sale of advertising inventory embedded in such reports.

***We may require additional financing to fund our working capital, debt service, capital expenditures or other capital requirements and the ongoing global credit market disruptions have reduced access to credit and created higher costs of obtaining financing.***

Our primary source of liquidity is cash flow from operations, which has been adversely impacted by the decline in our advertising revenue. Based on our current and anticipated levels of operations, we believe that cash flow from operations as well as cash on hand (including amounts drawn or available under our Senior Credit Facility) will enable us to meet our working capital, capital expenditure, debt service and other capital requirements for at least the next 12 months. However, our ability to fund our working capital needs, debt service and other obligations, and to comply with the financial covenants under our financing agreements depends on our future operating performance and cash flow, which are subject to prevailing economic conditions and other factors, many of which are beyond our control. If our future operating performance does not meet our expectations or our plans materially change in an adverse manner or prove to be materially inaccurate, we may need additional financing. There can be no assurance that such financing, if permitted under the terms of our financing agreements, will be available on terms acceptable to us or at all. Additionally, disruptions in the credit markets make it harder and more expensive to obtain financing. If available financing is limited or we are forced to fund our operations at a higher cost, these conditions may require us to curtail our business activities and increase our cost of financing, both of which could reduce our profitability or increase our losses. The inability to obtain additional financing in such circumstances could have a material adverse effect on our financial condition and on our ability to meet our obligations.

***We have a significant amount of indebtedness, which could adversely affect our liquidity and future business operations if our operating income declines more than we currently anticipate.***

As of June 30, 2009, we had approximately \$119.0 million in aggregate principal amount of Senior Notes outstanding (of which \$1.5 million is PIK interest), which bear interest at a rate of 15.0%, and a Senior Credit Facility consisting of: (x) a \$20 million term loan and (y) a \$15 million revolving line of credit which we intend to borrow against in the future. Loans under our Senior Credit Facility bear interest at LIBOR plus 4.5% (with a LIBOR floor of 2.5%) or a base rate plus 4.5% (with a base rate floor equal to the greater of 3.75% or the one-month LIBOR rate). Our ability to service our debt will depend on competitive pressures and our financial performance in an uncertain and unpredictable economic environment. Further, our Senior Notes and Senior Credit Facility restrict our ability to incur additional indebtedness. If our operating income declines more than we currently anticipate, resulting in an inability to incur additional indebtedness under the terms of our outstanding indebtedness, and we are unable to obtain a waiver to increase our indebtedness or successfully raise funds through an issuance of equity, we could have insufficient liquidity which would have a material adverse effect on our business, financial condition and results of operations. If we are unable to meet our debt service and repayment obligations under the Senior Notes or the Senior Credit Facility, we would be in default under the terms of the agreements governing our debt, which if uncured, would allow our creditors at that time to declare all outstanding indebtedness to be due and payable and materially impair our financial condition and liquidity.

***Our failure to obtain or retain the rights in popular programming could adversely affect our revenue.***

Our revenue from our radio programming and television business is dependent on our continued ability to anticipate and adapt to changes in consumer tastes and behavior on a timely basis. We obtain a significant portion of our popular programming from third parties. For example, some of our most widely heard broadcasts, including certain NFL games, are made available based upon programming rights of varying duration that we have negotiated with third parties. Competition for popular programming that is licensed from third parties is intense, and due to increased costs of such programming or potential capital

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constraints, we may be outbid by our competitors for the rights to new, popular programming or in connection with the renewal of popular programming currently licensed by us. Our failure to obtain or retain rights to popular content could adversely affect our revenue.

***Our business is subject to increased competition resulting from new entrants into our business, consolidated companies and new technology/platforms, each of which has the potential to adversely affect our business.***

Our business segments operate in a highly competitive environment. Our radio and television programming competes for audiences and advertising revenue directly with radio and television stations and other syndicated programming, as well as with other media such as satellite radio, newspapers, magazines, cable television, outdoor advertising, direct mail and, more increasingly, digital media. We may experience increased audience fragmentation caused by the proliferation of new media platforms, including the Internet and video-on-demand and the deployment of portable digital devices and new technologies which allow consumers to time shift programming, make and store digital copies and skip or fast-forward through advertisements. New or existing competitors may have resources significantly greater than our own and, in particular, the consolidation of the radio industry has created opportunities for large radio groups, such as Clear Channel Communications, CBS Radio and Citadel Broadcasting Corporation to gather information and produce radio and television programming on their own. Increased competition, in part, has resulted in reduced market share, and could result in lower audience levels, advertising revenue and cash flow. There can be no assurance that we will be able to compete effectively, be successful in our efforts to regain market share and increase or maintain our current audience ratings and advertising revenue. To the extent we experience a further decline in audience for our programs or the cost of programming continues to increase, we may be unable to retain the rights to popular programs and advertisers' willingness to purchase our advertising could be further reduced. Additionally, audience ratings and performance-based revenue arrangements are subject to change based on the competitive environment and any adverse change in a particular geographic area could have a material and adverse effect on our ability to attract not only advertisers in that region, but national advertisers as well.

In recent years, digital media platforms and the offerings thereon have increased significantly and consumers are playing an increasingly large role in dictating the content received through such mediums. We face increasing pressure to adapt our existing programming as well as to expand the programming and services we offer to address these new and evolving digital distribution channels. Advertising buyers have the option to filter their messages through various digital platforms and as a result, many are adjusting their advertising budgets downward with respect to traditional advertising mediums such as radio and television or utilizing providers who offer one-stop shopping access to both traditional and alternative distribution channels. If we are unable to offer our broadcasters and advertisers an attractive full suite of traditional and new media platforms and address the industry shift to new digital mediums, our operating results may be negatively impacted.

***Our Senior Credit Facility and Senior Notes contain various covenants which, if not complied with, could accelerate repayment under such indebtedness, thereby materially and adversely affecting our financial condition and results of operations.***

Our Senior Credit Facility and Senior Notes require us to comply with certain financial and operational covenants. These covenants include, without limitation:

restrictions on our ability to incur debt, incur liens, make investments, make capital expenditures, consummate acquisitions, pay dividends, sell assets and enter into mergers and similar transactions; and

a maximum senior leverage ratio (expressed as the principal amount of Senior Notes over our consolidated EBITDA (as defined in our Senior Credit Facility) measured on a trailing, four-quarter basis) which is 6.25 to 1.0 on December 31, 2009 but begins to decline on a quarterly basis thereafter, including to a 4.5 to 1.0 ratio on December 31, 2010 and a 3.5 to 1.0 ratio on December 31, 2011.

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We can not make any assurances that we will remain in compliance with these agreements, particularly if the advertising environment remains weak or our operating income continues to decline. Failure to comply with these covenants would result in a default under our Senior Credit Facility and Senior Notes that, if we were unable to obtain a waiver from the lenders or holders thereof, could accelerate repayment under the Senior Credit Facility and Senior Notes and thereby have a material adverse impact on our business.

***The cost of our indebtedness has increased substantially, which, when combined with our recent declining revenue, further affects our liquidity and could limit our ability to implement our business plan and respond competitively.***

As a result of our recently completed recapitalization transactions, the annual interest payments on our debt increased from approximately \$12 million to \$19 million, \$6 million of which will be paid in kind. If the economy continues in recession and advertisers continue to maintain reduced budgets which do not recover in 2009, we may be required to delay the implementation or reduce the scope of our business plan and our ability to develop or enhance our services or programs could be curtailed. Without additional revenue and capital, we may be unable to take advantage of business opportunities, such as acquisition opportunities or securing rights to name-brand or popular programming, or respond to competitive pressures. If any of the foregoing should occur, this could have a material and adverse effect on our business.

***If we are not able to integrate future acquisitions successfully, our operating results could be harmed.***

We evaluate acquisitions on an ongoing basis and intend to pursue acquisitions of businesses in our industry and related industries that can assist us in achieving our growth strategy. The success of our future acquisition strategy will depend on our ability to identify, negotiate, complete and integrate acquisitions and, if necessary, to obtain satisfactory debt or equity financing to fund those acquisitions. Mergers and acquisitions are inherently risky, and any mergers and acquisitions we do complete may not be successful. Any mergers and acquisitions we do may involve certain risks, including, but not limited to, the following:

difficulties in integrating and managing the operations, technologies and products of the companies we acquire;

diversion of our management's attention from normal daily operations of our business;

our inability to maintain the key business relationships and reputations of the businesses we acquire;

uncertainty of entry into markets in which we have limited or no prior experience or in which competitors have stronger market positions;

our dependence on unfamiliar affiliates and partners of the companies we acquire;

insufficient revenue to offset our increased expenses associated with the acquisitions;

our responsibility for the liabilities of the businesses we acquire; and

potential loss of key employees of the companies we acquire.

***Our success is dependent upon audience acceptance of our content, particularly our radio programs, which is difficult to predict.***

Revenue derived from the production and distribution of radio programs depend primarily upon their acceptance by the public, which is difficult to predict. The commercial success of a radio program also depends upon the quality and acceptance of other competing programs released into the marketplace at or near the same time, the availability of alternative forms of entertainment activities, general economic conditions and other tangible and intangible factors, all of which are difficult to predict. Rating points are also factors that are weighed when determining the advertising rates that we receive. Poor ratings can lead to a reduction in pricing and advertising revenue. Consequently, low public acceptance of

our content, particularly our radio programs, could have an adverse effect on our results of operations.

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***Continued consolidation in the radio broadcast industry could adversely affect our operating results.***

The radio broadcasting industry has continued to experience significant change, including a significant amount of consolidation in recent years and increased business transactions by key players in the radio industry (e.g., Clear Channel, Citadel and CBS Radio). Certain major station groups have: (1) modified overall amounts of commercial inventory broadcast on their radio stations; (2) experienced significant declines in audience; and (3) increased their supply of shorter duration advertisements, in particular the amount of 10 second inventory, which is directly competitive to us. To the extent similar initiatives are adopted by other major station groups, this could adversely impact the amount of commercial inventory made available to us or increase the cost of such commercial inventory at the time of renewal of existing affiliate agreements. Additionally, if the size and financial resources of certain station groups continue to increase, the station groups may be able to develop their own programming as a substitute to that offered by us or, alternatively, they could seek to obtain programming from our competitors. Any such occurrences, or merely the threat of such occurrences, could adversely affect our ability to negotiate favorable terms with our station affiliates, attract audiences and attract advertisers. If we do not succeed in these efforts, our operating results could be adversely affected.

***We may be required to recognize further impairment charges.***

On an annual basis and upon the occurrence of certain events, we are required to perform impairment tests on our identified intangible assets with indefinite lives, including goodwill, which testing could impact the value of our business. At December 31, 2008, we determined that our goodwill was impaired and recorded an impairment charge of approximately \$224.1 million, which is in addition to the impairment charge of approximately \$206.1 million taken on June 30, 2008. In connection with our Restructuring and our requisite adoption of the acquisition method of accounting, we recorded new values of certain assets such that as of April 24, 2009 our revalued goodwill was \$86.4 million (an increase of \$52.4 million) and net intangible assets were \$112.0 million (an increase of \$109.3 million), all of which will be tested annually for impairment or upon a triggering event in the future. As of June 30, 2009, goodwill was \$86.4 million, net intangible assets were \$112.0 million and the value of our fixed assets was \$36.4 million, all of which will be tested for impairment in the future. Unanticipated differences to our forecasted operational results and cash flows could require a provision for further impairment that could significantly affect our reported earnings in a period of such change.

**Risks Relating to this Offering and Ownership of Our Common Stock**

***The market price of our common stock may fluctuate significantly.***

The price of the common stock that will prevail in the market after this offering may be higher or lower than the price you pay. The market price and liquidity of the market for shares of our common stock may be significantly affected by numerous factors, including some which are beyond our control and may not be directly related to our operating performance. These factors include those described above under Risks Related to Our Business and Industry and the following:

termination or expiration of one or more of our key contracts;

announcements by us or our competitors of significant contracts, productions, projects, acquisitions, strategic investments or capital commitments;

changes in earnings estimates or recommendations by analysts who cover our common stock;

variations in our quarterly operating results or the quarterly financial results of companies perceived to be competitors or similar to us;

changes in our capital structure, such as future issuances of securities, sales of large blocks of common stock by our stockholders or the incurrence of additional debt; and



changes in general economic and market conditions.

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***Our common stock may not maintain an active trading market or list on a nationally recognized exchange which could affect the liquidity and market price of your common stock.***

As a result of the decline in our stock price, our common stock was delisted from the New York Stock Exchange as of November 24, 2008 and since that date has traded over-the-counter on the OTC Bulletin Board which has, among other things, constrained the liquidity of our common stock. As part of this offering, we intend to apply to list our common stock on the NASDAQ Global Market. However, there can be no assurance that following this offering an active trading market on the NASDAQ Global Market will be maintained, that our common stock price will increase or that our common stock will continue to trade on the exchange for any specific period of time.

***Sales of additional shares of common stock by Gores or our other lenders could adversely affect the stock price.***

Gores Radio Holdings, LLC ( Gores ) beneficially owns, in the aggregate, 15,257,509 shares of our common stock (or approximately 75.1% of our outstanding common stock prior to this offering). There can be no assurance that at some future time Gores, or our other lenders, will not, subject to the applicable volume, manner of sale, holding period and limitations of Rule 144 under the Securities Act, sell additional shares of our common stock, which could adversely affect our share price. The perception that these sales might occur could also cause the market price of our common stock to decline. Such sales could also make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate.

***We have broad discretion in the use of the net proceeds from this offering, and we may not use these proceeds effectively.***

Our management will have broad discretion in the application of the net proceeds from this offering and could spend the proceeds in ways that do not necessarily improve our results of operations or enhance the value of our common stock. Other than using the proceeds for general corporate purposes and working capital, we cannot specify with certainty the uses to which we will apply these net proceeds. The failure by our management to apply these funds effectively could result in financial losses that could have a material adverse effect on our business or financial condition and could cause the price of our common stock to decline.

***Gores will be able to exert significant influence over us and our significant corporate decisions and may act in a manner that advances its best interest and not necessarily those of other stockholders.***

As a result of its beneficial ownership of 15,257,509 shares of our common stock, or approximately 75.1% of our voting power, Gores has voting control over our corporate actions. For so long as Gores continues to beneficially own shares of common stock (including preferred stock on an as-converted basis) representing more than 50% of the voting power of our common stock, it will be able to elect all of the members of our board of directors and determine the outcome of all matters submitted to a vote of our stockholders, including matters involving mergers or other business combinations, the acquisition or disposition of assets, the incurrence of indebtedness, the issuance of any additional shares of common stock or other equity securities and the payment of dividends on common stock. Gores may act in a manner that advances its best interests and not necessarily those of other stockholders by, among other things:

delaying, deferring or preventing a change in control;

impeding a merger, consolidation, takeover or other business combination;

discouraging a potential acquirer from making a tender offer or otherwise attempting obtain control; or

causing us to enter into transactions or agreements that are not in the best interests of all stockholders.

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***Provisions in our restated certificate of incorporation and by-laws and Delaware law may discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the trading price of our common stock.***

Provisions of our restated certificate of incorporation and by-laws and Delaware law may discourage, delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which you might otherwise receive a premium for your shares of our common stock. These provisions may also prevent or frustrate attempts by our stockholders to replace or remove our management. The existence of the foregoing provisions and anti-takeover measures could limit the price that investors might be willing to pay in the future for shares of our common stock. They could also deter potential acquirers of our company, thereby reducing the likelihood that you could receive a premium for your common stock in an acquisition.

In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law, which may prohibit certain business combinations with stockholders owning 15% or more of our outstanding voting stock. This provision of the Delaware General Corporation Law could delay or prevent a change of control of our company, which could adversely affect the price of our common stock.

***We do not anticipate paying dividends on our common stock.***

We do not anticipate paying any cash dividends on our common stock in the foreseeable future. We currently anticipate that we will retain all of our available cash, if any, for use as working capital and for other general corporate purposes. Any payment of future cash dividends will be at the discretion of our board of directors and will depend upon, among other things, our earnings, financial condition, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends and other considerations that our board of directors deems relevant. Investors must rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize a return on their investment. Investors seeking cash dividends should not purchase shares of our common stock. In addition, our Senior Credit Facility and the Senior Notes restrict the payment of dividends.

***Any issuance of shares of preferred stock by us could delay or prevent a change of control of our company, dilute the voting power of the common stockholders and adversely affect the value of our common stock.***

Our board of directors has the authority to cause us to issue, without any further vote or action by the stockholders, up to 10,000,000 shares of preferred stock, in one or more series, to designate the number of shares constituting any series, and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, voting rights, rights and terms of redemption, redemption price or prices and liquidation preferences of such series. To the extent we choose to issue preferred stock, any such issuance may have the effect of delaying, deferring or preventing a change in control of our company without further action by the stockholders, even where stockholders are offered a premium for their shares.

The issuance of shares of preferred stock with voting rights may adversely affect the voting power of the holders of our other classes of voting stock either by diluting the voting power of our other classes of voting stock if they vote together as a single class, or by giving the holders of any such preferred stock the right to block an action on which they have a separate class vote even if the action were approved by the holders of our other classes of voting stock.

The issuance of shares of preferred stock with dividend or conversion rights, liquidation preferences or other economic terms favorable to the holders of preferred stock could adversely affect the market price for our common stock by making an investment in the common stock less attractive. For example, investors in the common stock may not wish to purchase common stock at a price above the conversion price of a series of convertible preferred stock because the holders of the preferred stock would effectively be entitled to purchase common stock at the lower conversion price causing economic dilution to the holders of common stock.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the documents incorporated by reference contain forward-looking statements that involve risks and uncertainties, which are based on beliefs, expectations, estimates, projections, forecasts, plans, anticipations, targets, outlooks, initiatives, visions, objectives, strategies, opportunities, drivers and intents of our management. Such statements are made in reliance upon the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements include, without limitation, our expectations and estimates (whether qualitative or quantitative) as to our intention and ability, including as a result of market conditions or restrictions under our credit agreements, other contractual arrangements or applicable law, to issue securities pursuant to this prospectus. In addition to factors that may be described in this prospectus and the documents incorporated by reference, our determination not to, or difficulties, delays or unanticipated costs in or our inability to, including as a result of market conditions or restrictions under our indentures, credit agreements, other contractual arrangement or applicable law, issue securities pursuant to this prospectus, among others factors, could cause our actual results to differ materially from those expressed in any forward-looking statements made by us. While we believe that our estimates and assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, impossible for us to anticipate all factors that could affect our actual results. We discuss certain of these risks in greater detail in the **Risk Factors** section of this prospectus. Our actual results may differ materially from those discussed in such forward-looking statements.

Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as **believes, expects, estimates, projects, forecasts, plans, anticipates, targets, outlooks, initiatives, visions, objectives, strategies, opportunities, drivers, seeks, may, will, or should** or the negative of those terms, or other variations of those terms or comparable language, or by discussions of strategy, plans, targets, models or intentions. Forward-looking statements speak only as of the date they are made, and except for our ongoing obligations under the U.S. federal securities laws, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements.

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**USE OF PROCEEDS**

We estimate that the net proceeds from the sale of shares by us in the offering, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, will be \$ \_\_\_\_\_ million, assuming a public offering price of \$ \_\_\_\_\_ per share, which was the last reported sale price of our common stock on \_\_\_\_\_, 2009. We will not receive any proceeds from the sale of common stock by the selling stockholders.

The principal purposes of this offering are to obtain additional capital and to increase the liquidity of our common stock. We anticipate that we will use the net proceeds of this offering for general corporate purposes and working capital, which may include:

pursuit of possible acquisitions of complementary businesses or other assets such as TrafficLand, a provider of traffic video collected from local and state Departments of Transportation (if we choose to exercise our purchase option, as described elsewhere in this prospectus);

funding our growth initiatives; and

repayment of our outstanding indebtedness.

We have no definitive agreements or commitments with respect to any of the above activities. Our management may decide to change the use of the net proceeds from this offering if opportunities or needs arise. Such opportunities and needs could include payment of certain contractual obligations, the need to make increased capital or operating expenditures if we change our business plan, or payment of an unexpected liability. Pending these uses, we intend to invest the net proceeds in high quality, investment grade U.S. government-backed obligations. The actual use of the proceeds may vary significantly and will depend on a number of factors, including our future revenue and cash generated by operations and the other factors described in the section entitled "Risk Factors" appearing elsewhere in this prospectus. Accordingly, our management will have broad discretion in applying the net proceeds of this offering.

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**DIVIDEND POLICY**

We last declared a dividend on our common stock on March 6, 2007, when our Board of Directors declared a cash dividend of \$3.85 per share for every issued and outstanding share of common stock and \$3.20 per share for every issued and outstanding share of Class B stock.

We do not anticipate paying any cash dividends in the foreseeable future. Instead, we anticipate that all of our earnings, if any, in the foreseeable future will be used to repay debt, for working capital, to support our operations and to finance the growth and development of our business. Any future determination relating to dividend policy will be made at the discretion of our board of directors and will depend on a number of factors, including restrictions in our debt instruments, our future earnings, capital requirements, financial condition, future prospects and other factors that the board of directors may deem relevant. The terms of our Senior Credit Facility and Senior Notes also restrict our ability to pay dividends or make distributions.

On August 3, 2009, a 200:1 reverse stock split was declared and effective. All per share amounts have been adjusted for this split (see Note 1 to the Annual Consolidated Financial Statements).

**Table of Contents****CAPITALIZATION**

The following table sets forth our capitalization as of June 30, 2009:

on an actual basis;

on a pro forma basis giving effect to: (i) the refinancing of our outstanding long term indebtedness; (ii) the conversion of all shares of our Series A-1 Preferred Stock (3,500 shares of which were converted on July 9, 2009 and the remainder of which automatically converted on August 3, 2009) and Series B Preferred Stock (which automatically converted on August 3, 2009) into an aggregate of 19,280,918 shares of common stock; (iii) the automatic conversion of all outstanding shares of Class B stock into an aggregate of 1,459 shares of shares of common stock which occurred on July 9, 2009; and (iv) a 200 for 1 reverse stock split of our common stock which occurred on August 3, 2009; and

on a pro forma as adjusted basis to reflect the sale of the shares of our common stock offered by us and the selling stockholders at an assumed public offering price of \$ \_\_\_\_\_ per share, which was the last reported sale price of our common stock on \_\_\_\_\_, 2009. The table below is depicted on a pro forma basis to reflect a beneficial conversion feature contained in the Preferred Stock and accretion of the Preferred stock to redemption value as described elsewhere in this prospectus in more detail.

You should read this table together with Management's Discussion and Analysis of Financial Condition and Results of Operations, Description of Capital Stock and our consolidated financial statements and the related notes, each included elsewhere in this prospectus.

	As of June 30, 2009		
	Actual	Pro Forma	Pro Forma
	(in thousands, except per share data)		
	(unaudited)		
Cash and cash equivalents	\$ 7,980	\$ 7,980	\$
Long-term debt	128,078	128,078	\$
Deferred tax liability	63,845	63,845	
Due to Gores	10,891	10,891	
Other liabilities	10,551	10,551	
<b>TOTAL LIABILITIES</b>	<b>213,365</b>	<b>213,365</b>	
<b>Commitments and Contingencies</b>			
Redeemable Preferred Stock: \$.01 par value, authorized: 75 shares; issued and outstanding: 75 shares of 7.5% Series A-1 Preferred Stock; liquidation preference \$1,065 per share, plus accumulated dividends	38,880		
Redeemable Preferred Stock: \$.01 par value, authorized: 60 shares; issued and outstanding: 60 shares of 8.0% Series B Convertible Preferred Stock; liquidation preference \$1,000 per share, plus accumulated dividends	30,476		
Redeemable Preferred Stock: \$.01 par value, authorized: 10,000 shares; issued and outstanding: 75 shares of 7.5% Series A Convertible Preferred Stock; liquidation preference \$1,000 per share, plus accumulated dividends			
<b>TOTAL REDEEMABLE PREFERRED STOCK</b>	<b>69,356</b>		

**SHAREHOLDERS' EQUITY**

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Common stock, \$.01 par value: 300,000 shares authorized and 510 outstanding, actual; 5,000,000 shares authorized and 20,312 outstanding, pro forma	5	203	
Class B stock, \$.01 par value: 3,000 shares authorized and 292 outstanding, actual; 3000 shares authorized and 0 shares outstanding, pro forma	3		
Additional paid-in capital	10,561	79,722	
Net unrealized gain	(95)	(95)	
Accumulated deficit	(6,184)	(6,184)	
<b>TOTAL SHAREHOLDERS EQUITY</b>	4,290	73,646	
<b>TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND SHAREHOLDERS EQUITY</b>	\$ 287,011	\$ 287,011	
<b>Total capitalization</b>	\$ 287,011	\$ 287,011	\$

- (1) In connection with the Restructuring, we issued \$117.5 million of Senior Notes. Additionally, we borrowed the entire amount of the \$20.0 million term loan available to us under our Senior Credit



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Facility on April 23, 2009. The term loan was drawn on subsequent to the completion of the refinancing and is not reflected in the pro forma adjustments.

This table assumes no exercise by the underwriters of their option to purchase up to an additional shares from us and the selling stockholders to cover over-allotments.

The information in the table above also excludes:

31,705 shares of common stock issuable upon exercise of options outstanding as of June 30, 2009 at a weighted average exercise price of \$7.16 per share;

27,709 shares of common stock reserved as of June 30, 2009 for future issuance under our 1999 Stock Incentive Plan, and an additional 12,291 shares of common stock reserved for issuance after June 30, 2009; and

3,996 shares of common stock reserved as of June 30, 2009 for future issuance under our 2005 Equity Compensation Plan, and an additional 42,004 shares of common stock reserved for issuance after June 30, 2009.

**Table of Contents****SELECTED CONSOLIDATED AND OTHER FINANCIAL DATA**

The following tables summarize our consolidated financial and other data. The consolidated statements of operations data for the fiscal years ended December 31, 2006, 2007 and 2008 and the consolidated balance sheet data as of December 31, 2007 and 2008 have been derived from our audited consolidated financial statements included elsewhere in this prospectus. The consolidated statement of operations data for the fiscal years ended December 31, 2004 and 2005 and the consolidated balance sheet data as of December 31, 2004, 2005 and 2006 have been derived from our audited financial statements not included in this prospectus. The consolidated statement of operations data for the periods comprising the six months ended June 30, 2008 and 2009, and the consolidated balance sheet data as of June 30, 2009, have been derived from our unaudited consolidated financial statements included elsewhere in this prospectus. The unaudited consolidated financial statements have been prepared on a basis consistent with our audited financial statements and include, in the opinion of management, all adjustments that management considers necessary for the fair statement of the financial information set forth in those financial statements. The following financial data should be read in conjunction with, and is qualified by reference to, our consolidated financial statements and related notes and schedule included elsewhere in this prospectus and the information under Management's Discussion and Analysis of Financial Condition and Results of Operations. Our historical results are not necessarily indicative of the results to be expected in any future period.

	Year Ended December 31,					Predecessor Company		Successor Company
	2004(1)	2005(1)	2006	2007	2008	For the Six Months Ended June 30, 2008	For the Period January 1, 2009 to April 23, 2009	For the Period April 24, 2009 to June 30, 2009 (4)
(in thousands, except per share data)								
<b>Consolidated Statements of Operations Data:</b>								
Revenue	\$ 562,246	\$ 557,830	\$ 512,085	\$ 451,384	\$ 404,416	\$ 206,998	\$ 111,474	\$ 58,044
Operating Costs	379,097	378,998	395,196	350,440	360,492	179,640	111,580	52,116
Depreciation and Amortization	18,429	20,826	20,756	19,840	11,052	6,397	2,585	5,845
Corporate General and Administrative Expenses	13,596	14,028	14,618	13,171	13,442	4,665	4,248	2,407
Goodwill Impairment			515,916		430,126	206,053		
Restructuring Charges					14,100		3,976	1,454
Special Charges			1,579	4,626	13,245	8,853	12,819	368
<b>Operating (Loss) Income</b>	<b>151,124</b>	<b>143,978</b>	<b>(435,980)</b>	<b>63,307</b>	<b>(438,041)</b>	<b>(198,610)</b>	<b>(23,734)</b>	<b>(4,146)</b>
Net (Loss) Income	86,955	77,886	(469,453)	24,368	(427,563)	\$ (205,082)	\$ (18,961)	\$ (6,184)
<b>NET (LOSS) INCOME attributable to Common Stockholders</b>	<b>86,955</b>	<b>77,816</b>	<b>(469,528)</b>	<b>24,363</b>	<b>(430,644)</b>	<b>\$ (205,270)</b>	<b>\$ (22,037)</b>	<b>\$ (9,595)</b>
<b>(Loss) Income Per Basic Share(2)</b>								
Common stock	\$ 179.80	\$ 171.56	\$ (1,091.76)	\$ 56.59	\$ (878.73)	\$ (431.24)	\$ (43.64)	\$ (18.85)
Class B stock	\$	\$ 48.00	\$ 51.20	\$ 3.20	\$	\$	\$	\$
<b>(Loss) Income Per Diluted Share(2)</b>								
Common stock	\$ 175.65	\$ 170.05	\$ (1,091.76)	\$ 56.38	\$ (878.73)	\$ (431.24)	\$ (43.64)	\$ (18.85)
Class B stock	\$	\$ 48.00	\$ 51.20	\$ 3.20	\$	\$	\$	\$
<b>Dividends Declared(2)</b>								
Common stock	\$	\$ 59.44	\$ 64.10	\$ 3.85	\$	\$	\$	\$
Class B stock	\$	\$ 48.00	\$ 51.20	\$ 3.20	\$	\$	\$	\$



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	2004(1)	2005(1)	As of December 31, 2006 (in thousands)	2007	2008	2008	As of June 30, 2009(4)
<b>Consolidated Balance Sheet Data:</b>							
Current Assets	\$ 174,346	\$ 172,245	\$ 149,222	\$ 138,154	\$ 119,468	\$ 109,180	\$ 107,454
Working Capital / (Deficit)(3)	93,005	72,094	29,313	47,294	(208,034)	(15,181)	47,409
Total Assets	1,262,495	1,239,646	696,701	669,757	205,088	431,134	347,056
Long-Term Debt(3)	359,439	427,514	366,860	345,244		199,495	128,078
Total Shareholders Equity (Deficit)(4)	800,709	704,029	202,931	227,631	(203,145)	101,597	4,290

	Year Ended December 31,					Predecessor Company For the Six Months Ended June 30, 2008	Successor Company For the Period January 1, 2009 to April 23, 2009	Successor Company For the Period April 24, 2009 to June 30, 2009
	2004(1)	2005(1)	2006	2007	2008			
	(in thousands)							
<b>Other Financial Data:</b>								
Adjusted EBITDA(5)	\$ 184,397	\$ 176,490	\$ 114,540	\$ 97,378	\$ 39,198	\$ 25,149	\$ (2,243)	\$ 4,374

- Effective January 1, 2006, we adopted Financial Accounting Standards Board ( FASB ) Statement of Financial Accounting Standards No. 123 (Revised 2004), Share Based Payment ( SFAS 123R ) utilizing the modified retrospective transition alternative. Accordingly, results for years prior to 2006 have been restated to reflect stock based compensation expense in accordance with SFAS 123R.
- No cash dividend was paid on our common stock or Class B stock in 2004 or 2008. The payment of dividends is restricted by the terms of our outstanding indebtedness and we do not plan on paying dividends for the foreseeable future. On August 3, 2009, a 200:1 reverse stock split was declared and effective. All per share amounts have been adjusted for this split (see Note 1 to the Annual Consolidated Financial Statements).
- On November 30, 2008, we failed to make the interest payment on our previously outstanding senior notes which constituted an event of default under the then existing senior notes. Accordingly, \$249,053 of debt previously considered long-term was re-classified as short-term debt, which resulted in a working capital deficit of \$208,034 on December 31, 2008.
- As a result of the Restructuring, we have followed the acquisition method of accounting, as described by SFAS 141R. Accordingly, we have revalued our assets and liabilities using our best estimate of current fair value. Our consolidated financial statements prior to the closing of the Restructuring reflect the historical accounting basis in our assets and liabilities and are labeled predecessor company, while the periods subsequent to the Restructuring are labeled successor company and reflect the push down basis of accounting for the fair values which were allocated to our segments based on the business Enterprise Value of each. Deferred tax liabilities have been recorded as a part of acquisition accounting to reflect the future taxable income to be recognized relating to the cancellation of indebtedness income as well as the deferred tax liability related to the acquisition accounting.

In connection with the Restructuring and the issuance of the Preferred Stock, we have determined that the Preferred Stock contained a beneficial conversion feature ( BCF ) that is partially contingent. The BCF is measured as the spread between the effective conversion price and the market price of common stock on the commitment date and then multiplying this spread by the number of conversion shares, as adjusted for the contingent shares. A portion of the BCF was recognized at issuance (issuance BCF) while the majority of the BCF is contingent (contingent BCF) upon the authorization of additional common shares which, in our cases, did not occur until August 3, 2009.



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5. We define Adjusted EBITDA as net income (loss) from our Statement of Operations adjusted to exclude the following items: interest expense, income tax, depreciation and amortization (EBITDA), as adjusted for goodwill impairment, restructuring and special charges and non-cash stock-based compensation. Adjusted EBITDA is a non-GAAP financial measure (i.e., it is not a measure of financial performance under generally accepted accounting principles) and should not be considered in isolation or as a substitute for consolidated statements of operations and cash flow data prepared in accordance with GAAP.

We use Adjusted EBITDA to, among other things, evaluate our operating performance, forecast and plan for future periods, value prospective acquisitions, and as one of several components of incentive compensation targets for certain management personnel. This measure is an important indicator of our operational strength and performance of our business because it provides a link between profitability and operating cash flow. In addition, all of the adjustments made in our calculation of Adjusted EBITDA are adjustments that have historically been made in accordance with our Old Credit Agreement and Old Notes and will continue to be made in the future when calculating our compliance with our leverage ratio covenants under our Senior Credit Facility and Senior Notes. We believe the presentation of Adjusted EBITDA is relevant and useful for investors because it allows investors to view performance in the same manner as our lenders (who also own approximately 23.0% of our equity as a result of the Restructuring, excluding Gores) and for our management, who use Adjusted EBITDA when evaluating our business performance on a monthly, quarterly and annual basis and helps improve their ability to understand our operating performance.

Since Adjusted EBITDA is not a measure of performance calculated in accordance with GAAP, it should not be considered in isolation of, or as a substitute for, net income as an indicator of operating performance. Adjusted EBITDA as we calculate it, may not be comparable to similarly titled measures employed by other companies. In addition, this measure does not necessarily represent funds available for discretionary use, and is not necessarily a measure of our ability to fund our cash needs. As Adjusted EBITDA excludes certain financial information compared with net income, the most directly comparable GAAP financial measure, users of this financial information should consider the types of events and transactions which are excluded. A reconciliation of Adjusted EBITDA to net income (loss) is provided below.

	Year Ended December 31,					Predecessor Company Six Months Ended For the June 30,		Successor Company For the Period April 24, 2009 to June 30, 2009 (4)
	2004	2005	2006	2007	2008	2008	Period January 1, 2009 to April 23, 2009 (4)	2009 (4)
	(in thousands)							
Net Income (loss)	\$ 86,955	\$ 77,886	\$ (469,453)	\$ 24,368	\$ (427,563)	\$ (205,082)	\$ (18,961)	\$ (6,184)
Plus: Non-cash items								
Depreciation and amortization	18,429	20,826	20,756	19,840	11,052	6,397	2,585	5,845
Stock-based compensation	14,844	11,686	12,269	9,606	5,443	2,455	2,110	853
Goodwill impairment			515,916		430,126	206,053		
	33,273	32,512	548,941	29,446	446,621	214,905	4,695	6,698
Plus: Cash items								
Interest expense	11,911	18,315	25,590	23,626	16,651	9,751	3,222	4,692
Other income	(948)	(1,440)	(926)	(412)	(12,368)	(84)	(359)	(4)
Income taxes (benefit)	53,206	49,217	8,809	15,724	(14,760)	(3,194)	(7,635)	(2,650)
Restructuring					14,100		3,976	1,454
Special charges			1,579	4,626	16,517(a)	8,853	12,819	368
	64,169	66,092	35,052	43,564	20,140	15,326	12,023	3,860
<b>Adjusted EBITDA</b>	<b>\$ 184,397</b>	<b>\$ 176,490</b>	<b>\$ 114,540</b>	<b>\$ 97,378</b>	<b>\$ 39,198</b>	<b>\$ 25,149</b>	<b>\$ (2,243)</b>	<b>\$ 4,374</b>

(a) Includes \$3,272 of charges classified as Operating Costs on the Statement of Operations.



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**UNAUDITED PRO FORMA FINANCIAL INFORMATION**

For purposes of this prospectus we have prepared the following pro forma financial statements which reflect information currently available to management and assumptions management believes to be reasonable.

The following unaudited pro forma financial information is derived from our unaudited historical financial statements as of and for the six months ended June 30, 2009 and from the audited historical financial statements for the twelve months ended December 31, 2008 and reflect the Restructuring, the resultant acquisition accounting and the conversion of the Class B stock (which occurred on July 9, 2009), the Series A-1 Preferred Stock (3,500 shares of which were converted on July 9, 2009 and the remainder of which were automatically converted on August 3, 2009) and the Series B Preferred Stock (which automatically converted on August 3, 2009) to common stock and the effects of the 200:1 reverse stock split which occurred on August 3, 2009, (reflected in historical financial statements) as if each had been consummated as described below. We prepared the unaudited pro forma financial information using the acquisition method of accounting, which is based on SFAS 141R. SFAS 141R uses the fair value concepts defined in SFAS No. 157, Fair Value Measurements ( FAS 157 ). The pro forma adjustments and related assumptions are described in the accompanying notes presented on the following pages. The pro forma adjustments are based upon best available information and certain assumptions that our management believes are reasonable. The unaudited pro forma balance sheet as of June 30, 2009 has been prepared as if conversion of preferred stock into common stock had occurred on that date. The unaudited historical balance sheet as of June 30, 2009 already reflects the Restructuring and resultant acquisition accounting. The unaudited pro forma statements of operations for the year ended December 31, 2008 and the six months ended June 30, 2009 give effect to these events as if each had occurred on January 1, 2008.

As part of the Restructuring, our then existing debtholders released all of their existing obligations in exchange for (1) \$117.5 million of Senior Notes, (2) 34,962 shares of Series B Preferred Stock, and (3) a one-time cash payment of \$25.0 million. We also entered into the Senior Credit Facility pursuant to which we have a \$15.0 million revolving line of credit and a \$20.0 million unsecured non-amortizing term loan. As of May 31, 2009, we had borrowed the entire amount under the term loan and we had not made any borrowings under the revolving line of credit.

In addition, Gores (1) agreed to purchase, at a discount, approximately \$22.6 million principal amount of our then existing debt held by debt holders who did not wish to participate in the new notes, (2) agreed to guarantee the Senior Credit Facility and a \$10.0 million contractual commitment by one of our wholly owned subsidiaries and (3) invested \$25.0 million in the Company for 25,000 shares of Series B Preferred Stock. In connection with Gores providing the guarantees and purchasing the debt from non-participating holders, the 75,000 shares of Series A Preferred Stock held by Gores immediately prior to the refinancing, which then had a liquidation preference of approximately \$79.0 million, were exchanged for 75,000 shares of Series A-1 Preferred Stock with a per share conversion price which provided Gores with an approximately 54.6% interest in the Company after the refinancing. Taking into account Gores' Series B Preferred Stock, Series A-1 Preferred Stock and common stock, upon the consummation of the Restructuring, Gores' ownership in the Company increased from approximately 36% to 75.1%. Accordingly, the Restructuring, when considering the ownership held by Gores as well as the ownership held by our then existing debt holders, constituted a change of control transaction that requires us to follow the purchase method of accounting, as described by Statement of Financial Accounting Standards (SFAS) 141R, Business Combinations ( SFAS 141R ).

We have considered the ownership held by Gores and our then existing debt holders as a collaborative group in accordance with Emerging Issues Task Force D-97, Push Down Accounting . As a result, we have followed the acquisition method of accounting, as described by SFAS 141R, and applied the SEC rules and guidance regarding push down accounting treatment. Accordingly, our consolidated financial statements and transactional records prior to the closing of the Restructuring reflect the historical accounting basis in our assets and liabilities and are labeled predecessor company, while such records subsequent to the



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Restructuring are labeled successor company and reflect the push down basis of accounting for the new fair values in our financial statements. This is presented in our consolidated financial statement by a vertical black line division that appears between the columns entitled predecessor company and successor company on the statements and relevant notes. The black line in our historical financial statements signifies that the amounts shown for the periods prior to and subsequent to the Restructuring are not comparable.

The pro forma adjustments are preliminary and have been made solely for purposes of developing the pro forma financial information for illustrative purposes necessary to comply with the requirements of the SEC. The actual results reported in periods following the transactions may differ significantly from those reflected in these pro forma financial statements for a number of reasons, including but not limited to, differences between the assumptions used to prepare these pro forma financial statements and actual amounts. In addition, no adjustments have been made for non-recurring items related to the transactions. As a result, the pro forma information does not purport to be indicative of what the financial condition or results of operations would have been had the transactions been completed on the applicable dates of this pro forma financial information. The pro forma financial statements are based upon historical financial statements and do not purport to project the future financial condition and results of operations after giving effect to the transactions.

The pro forma adjustments described below have been developed based on assumptions and adjustments, including assumptions relating to the purchase price and the allocation thereof to the assets acquired and liabilities assumed based on preliminary estimates of fair value. The final purchase price allocation could differ from that reflected in the pro forma financial statements.

The following unaudited pro forma financial information should be read in conjunction with, and is qualified by reference to, our consolidated financial statements as of December 31, 2008 and for each of the years in the three-year period ended December 31, 2008, including the accompanying notes thereto, which are included in this prospectus and our unaudited consolidated financial statements as of June 30, 2009 and for each of the six-month periods ended June 30, 2009 and 2008, including the accompanying notes thereto, which are included in this prospectus, and the information under Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Table of Contents****UNAUDITED PRO FORMA BALANCE SHEET****JUNE 30, 2009****(In thousands, except share and per share amounts)**

	Historical	Pro Forma Adjustments Conversion Related	Pro Forma
<b>Assets</b>			
Current Assets:			
Cash and cash equivalents	\$ 7,980		\$ 7,980
Accounts receivable	82,448		82,448
Prepaid and other assets	17,026		17,026
Total Current Assets	107,454		107,454
Property and equipment	36,357		36,357
Goodwill	86,414		86,414
Intangible assets	112,032		112,032
Deferred tax asset	2,385		2,385
Other assets	2,414		2,414
<b>Total Assets</b>	<b>\$ 347,056</b>	<b>\$</b>	<b>\$ 347,056</b>
<b>Liabilities, Redeemable Preferred Stock And Shareholders Equity (Deficit)</b>			
Current Liabilities:			
Accounts payable	\$ 17,588		\$ 17,588
Amounts payable to related parties	20,128		20,128
Deferred revenue	2,681		2,681
Accrued expenses and other liabilities	19,648		19,648
Current maturity of long-term debt			
Total Current Liabilities	60,045		60,045
Long-term debt	128,078		128,078
Deferred tax liability	63,845		63,845
Due to Gores	10,891		10,891
Other liabilities	10,551		10,551
<b>Total Liabilities</b>	<b>273,410</b>		<b>273,410</b>
Commitments and Contingencies			
Series A-1 Redeemable Preferred Stock	38,880		
BCF Contingency		(36,941)(B)	
Effect of conversion on BCF		42,828 (B)	
Conversion to Common Stock		(44,767)(B)	
Series B Redeemable Preferred Stock	30,476		
BCF Contingency		(29,005)(B)	
Effect of conversion on BCF		33,627 (B)	
Conversion to Common Stock		(35,098)(B)	
Total Redeemable Preferred Stock	69,356	(69,356)	

<b>Shareholders Equity (Deficit)</b>			
Common stock	5	198 (B)	203
Class B stock	3	(3)(B)	
Additional paid-in capital	10,561	69,161 (B)	79,722
Net unrealized gain	(95)		(95)
Accumulated deficit	(6,184)		(6,184)
<b>Total Shareholders Equity (Deficit)</b>	4,290	69,356	73,646
<b>Total Liabilities, Redeemable Preferred Stock and Shareholders Equity (Deficit)</b>	\$ 347,056	\$	\$ 347,056

See accompanying notes to the unaudited pro forma financial information

**Table of Contents****UNAUDITED PRO FORMA STATEMENT OF OPERATIONS****FOR THE SIX MONTHS ENDED JUNE 30, 2009****(In thousands, except share and per share amounts)**

	Historical	Pro Forma Adjustments Acquisition Related	Conversion Related	Pro Forma
<b>Net Revenue</b>	\$ 169,518			\$ 169,518
Operating Costs	163,696			163,696
Depreciation and Amortization	8,430	121 (A)(C)		8,551
Corporate General and Administrative Expenses	6,655			6,655
Restructuring Charges	5,430			5,430
Special Charges	13,187			13,187
	197,398	121		197,519
<b>Operating (Loss)</b>	(27,880)	(121)		(28,001)
Interest Expense	7,914	919 (D)		8,833
Other Income	(363)			(363)
(Loss) Before Income Tax	(35,431)	(1,040)		(36,471)
Income Tax (Benefit) Expense	(10,286)	(302)(F)		(10,588)
<b>Net (Loss)</b>	\$ (25,145)	\$ (738)	\$	\$ (25,883)
Net (Loss) Income Attributable to Common Shareholders	\$ (31,632)	\$ (738)	\$ 6,487(G)	\$ (25,883)
<b>(Loss) Per Share</b>				
Common Stock				
Basic	\$ (62.45)		\$ 61.18	\$ (1.27)
Diluted	\$ (62.45)		\$ 61.18	\$ (1.27)
Class B Stock				
Basic	\$			\$
Diluted	\$			\$
<b>Weighted Average Shares Outstanding:</b>				
Common Stock				
Basic	506		19,800 (G)	20,306
Diluted	506		19,800 (G)	20,306
Class B Stock*				
Basic	292		(292) (G)	
Diluted	292		(292) (G)	

\* Reverse stock split not reflected in historical total. Class B stock was converted into common stock prior to effectiveness of reverse stock split.

See accompanying notes to the unaudited pro forma financial information

**Table of Contents****UNAUDITED PRO FORMA STATEMENT OF OPERATIONS****FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2008****(In thousands, except share and per share amounts)**

	Historical	Pro Forma Adjustments Acquisition Related	Conversion Related	Pro Forma
<b>Net Revenue</b>	\$ 404,416			\$ 404,416
Operating Costs (includes related party expenses of \$73,049)	360,492			360,492
Depreciation and Amortization (includes related party warrant amortization of \$1,618)	11,052	17,399 (A)(C)		28,451
Corporate General and Administrative Expenses (includes related party expenses of \$610)	13,442			13,442
Goodwill Impairment	430,126			430,126
Restructuring Charges	14,100			14,100
Special Charges (includes related party expenses of \$5,000)	13,245			13,245
	842,457	17,399		859,856
<b>Operating (Loss)</b>	(438,041)	(17,399)		(455,440)
Interest Expense	16,651	1,717 (D)		18,368
Other Income	(12,369)			(12,369)
(Loss) Before Income Tax	(442,323)	(19,116)		(461,439)
Income Tax (Benefit) Expense	(14,760)	(5,706)(F)		(20,466)
<b>Net (Loss)</b>	\$ (427,563)	\$ (13,410)	\$	\$ (440,973)
Net (Loss) Income Attributable to Common Shareholders	\$ (430,644)	\$ (13,410)	\$ 3,081(G)	\$ (440,973)
(Loss) Per Share				
Common Stock				
Basic	\$ (878.73)		\$ 857.00	\$ (21.73)
Diluted	\$ (878.73)		\$ 857.00	\$ (21.73)
Class B Stock				
Basic	\$			\$
Diluted	\$			\$
Weighted Average Shares Outstanding:				
Common Stock				
Basic	490		19,800(G)	20,290
Diluted	490		19,800(G)	20,290

Class B Stock		
Basic	1	(1)(G)
Diluted	1	(1)(G)

See accompanying notes to the unaudited pro forma financial information

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**NOTES TO UNAUDITED PRO FORMA FINANCIAL STATEMENTS**

**(in thousands, except per share amounts)**

**Note 1. Basis of Presentation**

The unaudited pro forma financial statements were prepared using the acquisition method of accounting under existing U.S. GAAP standards and are based on our historical consolidated financial statements for the twelve months ended December 31, 2008 and as of and for the six months ended June 30, 2009.

The unaudited pro forma balance sheet as of June 30, 2009 has been prepared as if conversion of preferred stock into common stock had occurred on that date. The unaudited historical balance sheet as of June 30, 2009 already reflects the Restructuring and resultant acquisition accounting. The unaudited pro forma statements of operations for the year ended December 31, 2008 and the six months ended June 30, 2009 give effect to these events as if each had occurred on January 1, 2008.

The unaudited pro forma financial information was prepared using the acquisition method of accounting, which is based on FAS 141R, which uses the fair value concepts defined in FAS 157. We have adopted both FAS 141R and FAS 157 as required.

FAS 141R requires, among other things, that most assets acquired and liabilities assumed be recognized at their fair values as of the acquisition date. In addition, FAS 141R establishes that the consideration transferred be measured at the closing date of the acquisition at the then-current market price. The transaction fees for the acquisition will be expensed as incurred under FAS 141R.

FAS 157 defines the term fair value and sets forth the valuation requirements for any asset or liability measured at fair value, expands related disclosure requirements and specifies a hierarchy of valuation techniques based on the nature of inputs used to develop the fair value measures. Fair value is defined in FAS 157 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This is an exit price concept for the valuation of the asset or liability. In addition, market participants are assumed to be buyers and sellers in the principal market for the asset or liability. Fair value measurements for an asset assume the highest and best use by these market participants. Many of these fair value measurements can be highly subjective and it is also possible that other professionals, applying reasonable judgment to the same facts and circumstances, could develop and support a range of alternative estimated amounts.

The pro forma adjustments described below have been developed based on assumptions and adjustments, including assumptions relating to the purchase price and the allocation thereof to the assets acquired and liabilities assumed based on preliminary estimates of fair value. The final purchase price allocation may differ from that reflected in the pro forma financial statements.

The unaudited pro forma financial statements are provided for illustrative purposes only and do not purport to represent what our actual consolidated results of operations or consolidated financial position would have been had the acquisition occurred on the dates assumed, nor are they necessarily indicative of our future consolidated results of operations or financial position.

**Note 2. Unaudited Pro Forma Adjustments Balance Sheet**

The Unaudited Pro Forma Balance Sheet as of June 30, 2009 reflects the conversion of all of the Class B stock (which occurred on July 9, 2009), the Series A-1 Preferred Stock (3,500 shares of which were converted on July 9, 2009 and the remainder of which automatically converted on August 3, 2009) and the Series B Preferred Stock to common stock which occurred on August 3, 2009 as if it had occurred on June 30, 2009.

**(A) Acquisition Accounting**

As a result of our Restructuring that closed in the second quarter, Gores acquired approximately 75.1% of our equity and our then existing lenders acquired approximately 23.0% of our equity. We have considered



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the ownership held by Gores and our existing debt holders as a collaborative group in accordance with EITF D-97, Push Down Accounting. As a result, we have followed the acquisition method of accounting, as described by SFAS 141R, and have applied the SEC rules and guidance regarding push down accounting treatment. Accordingly, our historical consolidated financial statements and transactional records prior to the closing of the Restructuring reflect the historical accounting basis in our assets and liabilities and are labeled predecessor company, while such records subsequent to the Restructuring are labeled successor company and reflect the push down basis of accounting for the new fair values in our financial statements. Additionally, our historical financial statements include revalued assets and liabilities, which were revalued using our best estimate of current fair value as required by the Restructuring.

Based on the complex structure of the Restructuring described above, a valuation was performed to determine the acquisition price using the Income Approach employing a Discounted Cash Flow (DCF) methodology. The DCF method explicitly recognizes that the value of a business enterprise is equal to the present value of the cash flows that are expected to be available for distribution to the equity and/or debt holders of a company. In the valuation of a business enterprise, indications of value are developed by discounting future net cash flows available for distribution to their present worth at a rate that reflects both the current return requirements of the market and the risk inherent in the specific investment.

We used a multi-year DCF model to derive a Total Invested Capital (TIC) value which was adjusted for cash, non-operating assets and any negative net working capital to calculate a Business Enterprise Value (BEV) which was then used to value our equity. In connection with the Income Approach portion of this exercise, we made the following assumptions: (a) the discount rate was based on an average of a range of scenarios with rates between 15% and 16%; (b) management's estimates of future performance of our operations and; (c) a terminal growth rate of 2%. The discount rate and market growth rate reflect the risks associated with the general economic pressure impacting both the economy in general and more specifically and substantially the advertising industry. All costs and professional fees incurred as part of the Restructuring totaling approximately \$15,777 have been expensed as special charges in periods ended April 23, 2009 and prior (the predecessor company).

The allocation of Business Enterprise Value is as follows:

<b>Purchase Price</b>	
Current Assets	\$ 104,641
Goodwill	86,414
Intangibles	116,910
Property, Plant and Equipment, Net	36,270
Other assets	21,913
Current Liabilities	81,160
Deferred Income Taxes	77,879
Due to Gores	10,797
Other Liabilities	10,458
Long-term debt	106,703
<b>Total Estimated Purchase Price</b>	<b>\$ 79,151</b>

We expect to finalize the valuation and complete the allocation of the Business Enterprise Value as soon as practicable but no later than one year from the acquisition date.

In accordance with FAS 141R which is applicable to the Restructuring and the change of control, we have revalued our Goodwill and Intangibles using our best estimate of current fair value. The value assigned to goodwill and indefinite lived intangible assets is not amortized to expense and the majority is not expected to be tax deductible. Our client contracts are typically exclusive agreements with our partners and/or talent to provide programming and content over a specified period of time. The values assigned to definite lived assets are amortized over their estimated useful life.

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Similarly, in accordance with FAS 141R which is applicable to the Restructuring and the change of control, we have identified leases and client contracts which we valued below market. Accordingly, a liability of \$3,460 has been recorded to reflect the estimated fair value of the leases and client contracts and such amount is being taken to income over the remaining life of the contract.

<b>Intangibles</b>		<b>For the Twelve Months ended December 31, 2008</b>			
		<b>Estimated Life</b>	<b>Opening Balance</b>	<b>Amortization</b>	<b>Ending Balance</b>
Trademarks		Indefinite	\$ 20,900		20,900
Affiliate Relationships		10 years	72,100	7,210	64,890
Internally Developed Software		5 years	5,600	1,120	4,480
Client Contracts		5 years	8,930	1,984	6,946
Leases		7 years	980	140	840
Insertion Orders		9 months	8,400	8,400	
<b>Subtotal Assets</b>			<b>116,910</b>	<b>18,854</b>	<b>98,056</b>
Client Contracts		1.5 years	(1,410)	(940)	(470)
Leases		7 years	(2,050)	(293)	(1,757)
<b>Subtotal Liabilities</b>			<b>(3,460)</b>	<b>(1,233)</b>	<b>(2,227)</b>
<b>Net Total</b>				<b>17,621</b>	
Amortization Expense				752	
Adjustment to amortization expense (see (h) for depreciation expense adjustment)				16,869	

		<b>For the Six Months ended June 30, 2009</b>			
		<b>Estimated Life</b>	<b>Opening Balance</b>	<b>Amortization</b>	<b>Ending Balance</b>
Trademarks		Indefinite	\$ 20,900		20,900
Affiliate Relationships		10 years	64,890	3,605	61,285
Internally Developed Software		5 years	4,480	560	3,920
Client Contracts		5 years	6,946	992	5,954
Leases		7 years	840	70	770
Insertion Orders		9 months			
<b>Subtotal Assets</b>			<b>98,056</b>	<b>5,227</b>	<b>92,829</b>
Client Contracts		1.5 years	(470)	(470)	
Leases		7 years	(1,757)	(146)	(1,611)
<b>Subtotal Liabilities</b>			<b>(2,227)</b>	<b>(616)</b>	<b>(1,611)</b>
<b>Net Total</b>				<b>4,611</b>	
Amortization Expense				4,755	
Adjustment to amortization expense (see (h) for depreciation expense adjustment)				(144)	

<b>Deferred Tax Liability</b>	<b>June 30, 2009</b>
Intangibles added to assets	\$ 114,480
Intangibles added to liabilities	(3,460)

Net Total	111,020
Effective Tax Rate	38.25%
Deferred Tax Liability for Intangibles	42,465
Deferred Tax Liability for Cancellation of Debt for Tax Purposes	35,967
Deferred Tax Liability Other	546
Deferred Tax Liability	\$ 78,978

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B) The column labeled "Pro forma Adjustments - Conversion Related" represents the effects of the conversion of Class B stock, Series A-1 Preferred Stock and Series B Preferred Stock into common shares that occurred on August 3, 2009 (and the 3,500 shares of Series A-1 Preferred Stock that converted on July 9, 2009). The Series A-1 Preferred Stock was converted on August 3, 2009 into the number of shares of common stock obtained by multiplying the number of shares of Series A-1 Preferred Stock to be converted by the liquidation preference and dividing such amount by the conversion price. The Series B Preferred Stock was converted on August 3, 2009 into the number of shares of common stock obtained by multiplying the number of shares of Series B Preferred Stock to be converted by the liquidation preference and dividing such amount by the conversion price.

In connection with the Restructuring and the issuance of the Preferred Stock, we have determined that the Preferred Stock contained a beneficial conversion feature ("BCF") that is partially contingent. The BCF is measured as the spread between the effective conversion price and the market price of common stock on the commitment date and then multiplying this spread by the number of conversion shares, as adjusted for the contingent shares. A portion of the BCF was recognized at issuance (issuance BCF) while the majority of the BCF is contingent (contingent BCF) upon the authorization of additional common shares which, in our cases, did not occur until August 3, 2009.

The total BCF, which is limited to the carrying value of the Preferred Stock, is approximately \$76.9 million, of which \$10.9 million relates to the issuance BCF, and will be amortized using the effective yield method over the period until redemption. The contingent BCF, which amounts to \$66.0 million (and was limited to the carrying amount of the Preferred Stock), will be recognized when the contingency is resolved in the third quarter (August 3, 2009) which due to the immediate conversion, will result in, among other effects, a deemed dividend that will be included in historical earnings per share calculation (see Note G).

C) Depreciation expense reflects an increase of \$530 for the twelve months ended December 31, 2008 and an increase of \$265 for the six months ended June 30, 2009. (See adjustment (A) for amortization adjustment of definite lived intangibles).

**Note 3. Unaudited Pro Form Adjustments - Statement of Operations**

The Unaudited Pro Forma Statements of Operations for the year ended December 31, 2008 and for the six months ended June 30, 2009 reflects the Restructuring, the resultant acquisition accounting, the conversion of the Class B stock, the Series A-1 Preferred Stock and the Series B Preferred Stock into common stock and the effects of the 200:1 reverse stock split and gives effect to these events as if each had occurred on January 1, 2008:

D) The Senior Notes bear interest at 15% per annum, payable 10% in cash and 5% in-kind (PIK interest). Interest expense was adjusted to reflect the new debt of \$117,500 and new interest rate of 15% on such indebtedness. The PIK interest is added to the principal quarterly but will not be payable until maturity. The debt has been recorded for the pro forma financial statements at face value, which is our best estimate of fair value.

	<b>For the Twelve Months ended December 31, 2008</b>	<b>For the Six Months ended June 30, 2009</b>
<b>Interest Expense</b>		
Interest expense on new debt	17,958	9,319
Interest expense on indebtedness prior to refinancing	16,241	8,400*
<b>Incremental Interest Expense Adjustment</b>	<b>1,717</b>	<b>919</b>

\* Includes \$4,603 of interest on new debt from April 2009 to June 30, 2009.

E) Amortization of the new intangibles for Affiliate Relationships, Client Contracts and Insertion Orders was reflected (see adjustment (A) above).

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F) Taxes were calculated on the new pro forma (loss) amount using the effective rate for each applicable period.

<b>Tax</b>	<b>December 31, 2008</b>	<b>June 30, 2009</b>
PreTax (Loss)	\$ (442,323)	\$ (35,431)
Tax Benefit (Expense)	14,760	10,286
Effective Rate	3.3%	29.0%
Non-deductible Portion of Goodwill Write-off	31.8%	0.0%
Normalized Effective Tax Rate	35.1%	29.0%
ProForma PreTax (Loss)	(461,439)	(36,471)
Adjustment for Goodwill Impairment	403,194	
Adjusted ProForma Pretax (Loss)	(58,245)	(36,471)
Pro Forma Tax Benefit (Expense)	\$ 20,466	\$ 10,588

G) Earnings per share amounts give effect to the 200:1 reverse stock split. While a contingent beneficial conversion feature was recorded in the pro forma balance sheet, it has been excluded from the pro forma statement of operations since such adjustment is non-recurring and directly related to the Restructuring (See Note B). Additionally, we have excluded all preferred stock accretion from our earnings per share amounts.

<b>Common Stock Share Calculation After Conversion</b>	<b>Number of Shares</b>
Common Stock	102,457
Class B Stock	292
Series A-1 Convertible Preferred Stock	2,218,134
Series B Convertible Preferred Stock	1,741,563
Total Common Stock before Reverse Stock Split	4,062,446
Reverse Stock Split ratio	200
Common Shares Issued and Outstanding	20,312

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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*You should read the following discussion and analysis of our results of operations, financial condition and liquidity in conjunction with our consolidated financial statements and the related notes thereto. This discussion contains forward-looking statements. Please see Risk Factors and Cautionary Note Regarding Forward-Looking Statements and Industry Data for a discussion of the uncertainties, risks and assumptions associated with these statements.*

**Executive Overview**

We produce and provide traffic, news, weather, sports, talk, music, special events and other programming. Our content is distributed to radio and television stations and digital platforms and reaches over 190 million people. We are one of the largest domestic outsourced providers of traffic reporting services and one of the nation's largest radio networks, delivering content to over 5,000 radio and 170 television stations in the U.S. We exchange our content with radio and television stations for commercial airtime, which we then sell to local, regional and national advertisers. By aggregating and packaging commercial airtime across radio and television stations nationwide, we are able to offer our advertising customers a cost-effective way to reach a broad audience and target their audience on a demographic and geographic basis.

We are organized into two business segments: Metro and Network.

Our Metro business produces and distributes traffic and other local information reports (such as news, sports and weather) to approximately 2,300 radio and television stations, which include stations in over 80 of the top 100 Metro Service Area (MSA) markets in the U.S. Our Metro business generates revenue from the sale of commercial advertising inventory to advertisers (typically 10 and 15 second spots in radio and 30 second spots in television embedded within our information reports). We provide broadcasters a cost-effective alternative to gathering and delivering their own traffic and local information reports and offer advertisers a more efficient, broad reaching alternative to purchasing advertising directly from individual radio and television stations.

Our Network business syndicates proprietary and licensed content to radio stations, enabling them to meet their programming needs on a cost-effective basis. The programming includes national news and sports content, such as CBS Radio News, CNN Radio News and NBC Radio News and major sporting events, including the National Football League (including the Super Bowl), NCAA football and basketball games (including the Men's Basketball Tournament, *i.e.*, March Madness) and The Masters golf tournament. Our Network business features popular shows that we produce with personalities including Dennis Miller, Charles Osgood, Fred Thompson and Billy Bush. We also feature special events such as live concert broadcasts, countdown shows (including MTV and Country Music Television branded programs), music and interview programs. Our Network business generates revenue from the sale of 30 and 60 second commercial airtime, often embedded in our programming, that we bundle and sell to national advertisers who want to reach a large audience across numerous radio stations.

We develop programming and exploit our commercial airtime by concurrently taking into consideration the demands of our advertisers on both a market specific and national basis, the inputs of the owners and management of our radio station affiliates, and the inputs of our programming partners and talent. Our continued success and prospects for growth are dependent upon our ability to manage these factors in a cost effective manner and to adapt our information and entertainment programming to different distribution platforms. Historically, our results have been impacted by overall economic conditions, trends in demand for radio and television-related advertising, competition, and risks inherent in our customer base, including customer attrition and our ability to generate new business opportunities to offset any attrition.

There are a variety of factors that influence our revenue on a periodic basis, including, but not limited to: (i) economic conditions and the relative strength or weakness in the United States economy; (ii) advertiser spending patterns and the timing of the broadcasting of our programming, principally the seasonal nature

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of sports programming; (iii) advertiser demand on a local/regional or national basis for radio and television- related advertising products; (iv) increases or decreases in our portfolio of program offerings and related audiences, including changes in the demographic composition of our audience base; (v) increases or decreases in the size of our advertiser sales force; and (vi) competitive and alternative programs and advertising mediums, including, but not limited to, local print, magazines, cable and the Internet.

Our commercial airtime is perishable, and accordingly, our revenue is significantly impacted by the commercial airtime available at the time we enter into an arrangement with an advertiser. Our ability to specifically isolate the relative historical aggregate impact of price and volume is not practical as commercial airtime is sold and managed on an order-by-order basis. We closely monitor advertiser commitments for the current calendar year, with particular emphasis placed on the annual upfront process and a prospective three-month period. We take the following factors, among others, into account when pricing commercial airtime: (i) the dollar value, length and breadth of the order; (ii) the desired reach and audience demographic; (iii) the quantity of commercial airtime available for the desired demographic requested by the advertiser for sale at the time their order is negotiated; and (iv) the proximity of the date of the order placement to the desired broadcast date of the commercial airtime.

Our national revenue has been trending downward for the last several years due principally to reductions in national audience levels and lower clearance (as defined below) and audience levels of our affiliated stations. Our local/regional revenue has been trending downward due principally to increased competition, reductions in our local/regional sales force and an increase in the amount of 10 second inventory being sold by radio stations. Recently, our operating performance has also been affected by the weakness in the United States economy and advertiser demand for radio and television-related advertising products.

The principal components of our operating expenses are programming, production and distribution costs (including affiliate compensation and broadcast rights fees), selling expenses including commissions, promotional expenses and bad debt expenses, depreciation and amortization, and corporate general and administrative expenses. Corporate general and administrative expenses are primarily comprised of costs associated with our previous Management Agreement with CBS Radio (which terminated on March 3, 2008), corporate accounting, legal and administrative personnel costs, and other administrative expenses, including those associated with corporate governance matters. Special charges include one-time expenses associated with the re-negotiation of the CBS agreements, the 2009 and 2008 Gores investment, Restructuring costs and re-engineering expenses.

We consider our operating cost structure to be largely fixed in nature, and as a result, we generally require several months lead time to make significant modifications to our cost structure to react to what we view are more than temporary increases or decreases in advertiser demand. This becomes important in predicting our performance in periods when advertiser revenue is increasing or decreasing. In periods where advertiser revenue is increasing, the fixed nature of a substantial portion of our costs means that operating income will grow faster than the related growth in revenue. Conversely, in a period of declining revenue, operating income will decrease by a greater percentage than the decline in revenue because of the lead time needed to reduce our operating cost structure. If we perceive a decline in revenue to be temporary, we may choose not to reduce our fixed costs, or may even increase our fixed costs, so as to not limit our future growth potential when the advertising marketplace rebounds. We carefully consider matters such as credit and commercial inventory risks, among other factors, in assessing arrangements with our programming and distribution partners. In those circumstances where we function as the principal in the transaction, the revenue and associated operating costs are presented on a gross basis in the Consolidated Statement of Operations. In those circumstances where we function as an agent or sales representative, our effective commission is presented within revenue with no corresponding operating expenses. Although no individual relationship apart from CBS is significant, the relative mix of such arrangements is significant when evaluating operating margin and/or increases and decreases in operating expenses.

We engaged consultants primarily to assist us in determining the most cost effective manner to gather and disseminate traffic information. As a result, we announced a Metro business re-engineering initiative that was implemented in the last half of 2008. The modifications to the Metro business are part of a series

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of re-engineering initiatives implemented by us to improve our operating and financial performance in the near-term, while setting the foundation for profitable long-term growth. These changes are expected to result in a reduction of staff levels and the consolidation of operations centers into 13 regional hubs by July 2009.

On March 3, 2008, we closed on the new Master Agreement with CBS Radio (the "CBS Master Agreement"), which documents a long-term agreement through March 31, 2017. As part of the new arrangement, CBS agreed to broadcast certain of our commercial inventory for our Network and Metro businesses through March 31, 2017 in exchange for certain programming and/or cash compensation. Under the new arrangement, CBS Radio agreed to assign to us all of its right, title and interest in the warrants to purchase common stock outstanding under prior agreements. These warrants were cancelled and retired on March 3, 2008.

The new arrangement with CBS Radio is particularly important to us, as in recent years, the radio broadcasting industry has experienced a significant amount of consolidation. As a result, certain major radio station groups, including Clear Channel Communications and CBS Radio, have emerged as powerful forces in the industry. While we provide programming to all major radio station groups, our extended affiliation agreements with most of CBS Radio's owned and operated radio stations provide us with a significant portion of the audience that we sell to advertisers.

Prior to the new CBS arrangement which closed on March 3, 2008, many of our affiliation agreements with CBS Radio did not tie station compensation to audience levels or clearance levels. This contributed to a significant decline in our national audience delivery to advertisers when CBS Radio stations delivered lower audience levels and broadcast fewer commercials than in earlier years. Our new arrangement with CBS mitigates both of these circumstances by adjusting affiliate compensation for changes in audience levels. In addition, the arrangement provides CBS Radio with financial incentives to broadcast substantially all our commercial inventory (referred to as "clearance") in accordance with the terms of the contracts and significant penalties for not complying with the contractual terms of our arrangement. We believe that CBS Radio has taken and will continue to take the necessary steps to stabilize and increase the audience reached by its stations. It should be noted however, that as CBS takes steps to increase its compliance with our affiliation agreements, our operating costs will increase before we will be able to increase advertising prices for the larger audience we will deliver, which was and may continue to be a contributing factor to the decline in our operating income.

For management purposes we continue to measure our performance against comparable prior periods. For purposes of presenting a comparison of our 2009 results to prior periods, we have presented our 2009 results as the mathematical addition of the Predecessor Company and Successor Company periods. We believe that this presentation provides the most meaningful information about our results of operations. This approach is not consistent with GAAP, may yield results that are not strictly comparable on a period-to-period basis, and may not reflect the actual results we would have achieved.

As a result of the Restructuring, we followed the acquisition method of accounting, as described by SFAS 141R, and applied the SEC rules and guidance regarding "push down" accounting treatment. Accordingly, our consolidated financial statements and transactional records prior to the closing of the Restructuring reflect the historical accounting basis in our assets and liabilities and are labeled predecessor company, while such records subsequent to the Restructuring are labeled successor company and reflect the push down basis of accounting for the new fair values in our financial statements. This is presented in our consolidated financial statements by a vertical black line division which appears between the columns entitled predecessor company and successor company on the statements and relevant notes. The black line signifies that the amounts shown for the periods prior to and subsequent to the Restructuring are not comparable. For management purposes we continue to measure our performance against comparable prior periods. For purposes of presenting a comparison of our 2009 results to prior periods, we have presented our 2009 results as the mathematical addition of the Predecessor Company and Successor Company periods. We believe that this presentation provides the most meaningful information about our results of



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operations. This approach is not consistent with GAAP, may yield results that are not strictly comparable on a period-to-period basis, and may not reflect the actual results we would have achieved. Below is a reconciliation of our financial statements to this non-GAAP measure. The Preferred Stock non-cash adjustments relate to the accounting for a beneficial conversion feature contained in the Preferred Stock and accretion of the Preferred stock to redemption value as described elsewhere in this prospectus in more detail.

	Successor Company For the Period April 24, 2009 to June 30, 2009	Predecessor Company For the Period April 1, 2009 to April 23, 2009	Combined Total For the three months ended June 30, 2009
<b>NET REVENUE</b>	\$ 58,044	\$ 25,607	\$ 83,651
Operating Costs	52,116	20,187	72,303
Depreciation and Amortization	5,845	521	6,366
Corporate General and Administrative Expenses	2,407	1,482	3,889
Restructuring Charges	1,454	536	1,990
Special Charges	368	7,010	7,378
	62,190	29,736	91,926
<b>OPERATING (LOSS)</b>	<b>(4,146)</b>	<b>(4,129)</b>	<b>(8,275)</b>
Interest Expense (Income)	4,692	(41)	4,651
Other Income	(4)	(59)	(63)
<b>(LOSS) BEFORE INCOME TAX</b>	<b>(8,834)</b>	<b>(4,029)</b>	<b>(12,863)</b>
INCOME TAX (BENEFIT)	(2,650)	(254)	(2,904)
<b>NET (LOSS)</b>	<b>\$ (6,184)</b>	<b>\$ (3,775)</b>	<b>\$ (9,959)</b>

	Successor Company For the Period April 24, 2009 to June 30, 2009	Predecessor Company For the Period January 1, 2009 to April 23, 2009	Combined Total For the six months ended June 30, 2009
<b>NET REVENUE</b>	\$ 58,044	\$ 111,474	\$ 169,518
Operating Costs	52,116	111,580	163,696
Depreciation and Amortization	5,845	2,585	8,430
Corporate General and Administrative Expenses	2,407	4,248	6,655
Restructuring Charges	1,454	3,976	5,430
Special Charges	368	12,819	13,187
	62,190	135,208	197,398
<b>OPERATING (LOSS)</b>	<b>(4,146)</b>	<b>(23,734)</b>	<b>(27,880)</b>
Interest Expense (Income)	4,692	3,222	7,914
Other Income	(4)	(359)	(363)
<b>(LOSS) BEFORE INCOME TAX</b>	<b>(8,834)</b>	<b>(26,596)</b>	<b>(35,430)</b>
INCOME TAX (BENEFIT)	(2,650)	(7,635)	(10,285)
<b>NET (LOSS)</b>	<b>\$ (6,184)</b>	<b>\$ (18,961)</b>	<b>\$ (25,145)</b>

**Results of Operations and Financial Condition**

*Six Months Ended June 30, 2009 Compared With Six Months Ended June 30, 2008*

We established a new organizational structure in 2008 pursuant to which we manage and report our business in two segments: Network and Metro. Our Network business produces and distributes regularly

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scheduled and special syndicated programs, including exclusive live concerts, music and interview shows, national music countdowns, lifestyle short features, news broadcasts, talk programs, sporting events and sports features. Our Metro business provides traffic reports and local news, weather and sports information programming to radio and television affiliates and their websites. We evaluate segment performance based on segment revenue and segment operating (loss)/income. Administrative functions such as finance, human resources and information systems are centralized. However, where applicable, portions of the administrative function costs are allocated between the operating segments. The operating segments do not share programming or report distribution and operating costs are captured discretely within each segment. Our accounts receivable and property, plant and equipment are captured and reported discretely within each operating segment.

*Combined Three Months Ended June 30, 2009 Compared With Three Months Ended June 30, 2008*

**Revenue**

Revenue presented by operating segment is as follows:

	Three Months ended		Three Months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
	\$	% of Total	\$	% of Total
	(in millions)			
Metro	43.5	52%	53.2	53%
Network	40.2	48%	47.2	47%
Total(1)	\$ 83.7	100%	\$ 100.4	100%

For the three months ended June 30, 2009, revenue decreased \$16.7 million or 16.7%, to \$83.7 million compared with \$100.4 million for the three months ended June 30, 2008. The overall decline in revenue is principally attributable to the ongoing economic downturn and, in particular, the general decline in advertising spending, which started to contract in the second half of 2008 and has continued in 2009.

Metro Traffic revenue for the three months ended June 30, 2009 decreased \$9.7 million or 18.2% to \$43.5 million from \$53.2 million for the same period in 2008. The decrease in Metro Traffic revenue was principally related to a weak local advertising marketplace spanning various sectors and categories including automotive, retail and telecommunications, which placed an overall downward pressure on advertising sales and rates.

For the three months ended June 30, 2009, Network revenue was \$40.2 million compared to \$47.2 million for the comparable period in 2008, a decrease of 14.9% or \$7.0 million. The decline is primarily the result of the general decline in advertising spending which affected our Network revenue from news and talk programs and sports events, our cancellation of certain programs, and lower revenues from our RADAR network inventory.

**Operating Costs**

Operating costs for the three months ended June 30, 2009 and 2008 were as follows:

	Three Months ended		Three Months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
	\$	% of Total	\$	% of Total
	(in millions)			
Payroll and payroll related	20.4	28%	25.5	30%
Programming and production	14.4	20%	18.5	22%
Program and operating	6.7	9%	4.1	5%
Station compensation	18.3	25%	20.8	24%
Other operating expenses	12.5	18%	16.5	19%
	\$ 72.3	100%	\$ 85.4	100%



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Operating costs decreased \$13.1 million, or 15.3%, to \$72.3 million in the second quarter of 2009 from \$85.4 million in the second quarter of 2008. The decrease reflects the benefit of the Metro re-engineering and cost reduction programs which began in the last half of 2008 and continued through the second quarter of 2009. Payroll and payroll related costs declined \$5.1 million or 20.0% as a result of the salary and headcount reductions, partially offset by an increase in commission rates implemented to incentivize sales growth. Programming and production costs decreased by \$4.1 million from \$18.5 million to \$14.4 million due to lower talent fees and reduced revenue sharing expense as a result of our lower revenue. Program and operating costs increased to \$6.7 million from \$4.1 million reflecting increased purchases of inventory and expenses related to our License Agreement with TrafficLand. Station Compensation expense decreased by \$2.4 million primarily due to the renegotiation and cancellation of certain affiliate arrangements. Other operating expenses declined from \$16.5 million to \$12.5 million, again reflecting the benefit of the Metro re-engineering program, primarily related to facilities, aviation, telephony and other costs.

***Depreciation and Amortization***

Depreciation and amortization increased \$4.0 million to \$6.4 million in the second quarter of 2009 from \$2.4 million in the second quarter of 2008. The increase is primarily attributable to the increase in amortization for the fair value of intangibles recorded as a result of the application of acquisition accounting and by increased depreciation and amortization for additional investments in systems and infrastructure, partially offset by decreased depreciation for leasehold improvements from the closure and consolidation of facilities in connection with our Metro re-engineering that began in the last half of 2008.

***Corporate General and Administrative Expenses***

Corporate, general and administrative expenses increased by \$2.7 million to \$3.9 million for the three months ended June 30, 2009 as compared to \$1.2 million for the same period in 2008. The increase is principally due to increased accounting fees associated with the additional reporting required by acquisition accounting, which increased by \$1.0 million, and the increased stock compensation expense of \$1.5 million which reflects a credit taken in 2008 for the reversal of compensation cost associated with the cancellation of unvested options. Corporate, general and administrative expenses are expected to return to more normal levels once the accounting work in support of the acquisition accounting and a potential stock offering are completed.

***Goodwill Impairment***

During the second quarter of 2009, there were no indications of impairment of our goodwill. During the comparable quarter of 2008, we incurred a goodwill impairment charge of \$206.1 million as a result of a continued decline in our operating performance and stock price in that period.

***Restructuring Charges***

During the three months ended June 30, 2009, we recorded a \$2.0 million restructuring charge in connection with the re-engineering of our Metro Traffic operations that commenced in the last half of 2008 and has continued into 2009, and the new cost reduction initiatives undertaken in the first half of 2009. Facilities shutdown expense of \$1.6 million was the major component of the restructuring charge, which also included amounts for severance and contract cancellations.

***Special Charges***

We incurred non-recurring expenses aggregating \$7.4 million and \$0.9 million in the second quarter of 2009 and 2008, respectively. Special charges in the second quarter of 2009 include transaction fees and expenses related to negotiation of the definitive documentation for the Restructuring, including the fees of various legal and financial advisors to the constituents involved in the Restructuring (e.g. Westwood One,

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Gores, Glendon Partners, the banks, noteholders and the lenders of the new Senior Credit Facility) and other professional fees. Special charges in the second quarter of 2008 consisted primarily of costs related to the negotiation and closing of documentation related to the issuance of Series A Preferred Stock to Gores in 2008.

**Operating (Loss)**

The operating (loss) for the three months ended June 30, 2009 decreased to \$(8.3) million from \$(195.6) million for the same period in 2008. The decreased loss is due to the absence of a goodwill impairment of \$206.1 million recorded in the second quarter of 2008. Exclusive of the impairment charge, net income for the second quarter of 2008 would have been \$10.4 million. The decline in operating income between the second quarter of 2008, absent the goodwill impairment charge, and the operating (loss) for the second quarter of 2009 is primarily attributable to the decline in our revenue, which was impacted by the current overall economic downturn and related weakness in the advertising market. The decline in revenue was partially offset by the realignment of our cost base, net of restructuring charges, as part of our Metro Traffic re-engineering and other cost reduction initiatives.

**Interest Expense**

Interest expense increased \$0.3 million, or 6.8%, to \$4.7 million in the second quarter of 2009 from \$4.4 million in the second quarter of 2008. The increase reflects the higher interest rate on the debt from our Restructuring, which was incurred for most of the second quarter of 2009, offset by the reduction in the debt level.

**Provision for Income Taxes**

Income tax benefit in the second quarter of 2009 was \$3.0 million compared with a tax benefit of \$0.2 million in the second quarter of 2008. Our effective tax rate for the quarter ended June 30, 2009 was approximately 22.5% as compared to the 38.5% (excluding the impact of our goodwill impairment) for the same period in 2008, due to the non-deductibility of certain costs incurred related to our Restructuring.

**Net (Loss)**

Net (loss) for the second quarter of 2009 increased to \$(10.0) million from net income of \$6.3 million, absent the goodwill impairment charge of \$206.0 million, in the second quarter of 2008. Net (loss) per share for basic and diluted shares was \$(29.48) in the second quarter of 2009, compared with net (loss) per share, including the goodwill impairment charge, for basic and diluted of \$(396.69) in the second quarter of 2008.

**Combined Six Months Ended June 30, 2009 Compared With Six Months Ended June 30, 2008****Revenue**

Revenue presented by operating segment is as follows:

	Six Months ended			
	June 30, 2009		June 30, 2008	
	\$	% of Total	\$	% of Total
	(In millions)			
Metro	\$ 78.2	46%	\$ 100.6	49%
Network	\$ 91.3	54%	\$ 106.4	51%
Total(1)	\$ 169.5	100%	\$ 207.0	100%

For the six months ended June 30, 2009, revenue decreased \$37.5 million or 18.1%, to \$169.5 million compared with \$207.0 million for the six months ended June 30, 2008. The overall decline in revenue is principally attributable to the ongoing economic downturn and, in particular, the general decline in advertising spending, which started to contract in the second half of 2008 and has continued in 2009.



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Metro Traffic revenue for the six months ended June 30, 2009 decreased \$22.4 million or 22.3% to \$78.2 million from \$100.6 million for the same period in 2008. The decrease in Metro Traffic revenue was principally related to a weak local advertising marketplace spanning various sectors and categories including automotive, retail and telecommunications, which placed an overall downward pressure on advertising sales and rates.

For the six months ended June 30, 2009, Network revenue was \$91.3 million compared to \$106.4 million for the comparable period in 2008, a decrease of 14.1% or \$15.1 million. The decline is primarily the result of the general decline in advertising spending which affected our Network revenue from news and talk programs and sports events, the cancellation of certain programs and lower revenues from our RADAR network inventory.

**Operating Costs**

Operating costs for the six months ended June 30, 2009 and 2008 were as follows:

	Six Months ended		Six Months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
	\$	% of Total	\$	% of Total
	(in millions)			
Payroll and payroll related	\$ 42.5	26%	\$ 51.7	29%
Programming and production	\$ 43.2	26%	\$ 47.2	26%
Program and operating	\$ 11.3	7%	\$ 8.3	5%
Station compensation	\$ 38.1	23%	\$ 39.9	22%
Other operating expenses	\$ 28.6	18%	\$ 32.5	18%
	\$ 163.7	100%	\$ 179.6	100%

Operating costs decreased \$15.9 million, or 8.9%, to \$163.7 million for the six months ended June 30, 2009 from \$179.6 million for the six months ended June 30, 2008. The decrease generally reflects the benefit of the re-engineering and cost reduction programs which began in the last half of 2008. Payroll and payroll related costs declined \$9.2 million, or 17.9%, as a result of the reduction in salaries and headcount, partially offset by an increase in commission rates implemented to incentivize sales growth. Programming and production costs decreased by \$4.0 million to \$43.2 million from \$47.2 million for the six months ended June 30, 2009 due to lower talent fees and reduced revenue sharing expense as a result of our lower revenue. Program and operating costs increased to \$11.3 million from \$8.3 million, reflecting increased purchases of inventory and expenses related to our License Agreement with TrafficLand. Station compensation expense decreased to \$38.1 million from \$39.9 million, reflecting the renegotiation and cancellation of certain affiliate arrangements. Other operating expenses declined by \$3.9 million, or 12.1%, again reflecting the benefit of the Metro Traffic re-engineering program primarily related to facilities, aviation, telephony and other costs.

**Depreciation and Amortization**

Depreciation and amortization increased \$2.0 million, or 31.8%, to \$8.4 million for the six months ended June 30, 2009 from \$6.4 million for the six months ended June 30, 2008. The increase is primarily attributable to the increase in amortization for the fair value of intangibles recorded as a result of the application of acquisition accounting and by increased depreciation and amortization for additional investments in systems and infrastructure. This was partially offset by a decrease in warrant amortization expense as a result of the cancellation on March 3, 2008 of all outstanding warrants previously granted to CBS Radio and decreased depreciation for leasehold improvements from the closure and consolidation of facilities.



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**Table of Contents*****Corporate General and Administrative Expenses***

Corporate, general and administrative expenses increased \$2.0 million to \$6.7 million for the six months ended June 30, 2009 as compared to \$4.7 million for the same period in 2008. The increase is principally due to increased accounting fees associated with the additional reporting required by acquisition accounting, which increased by \$1.0 million, and the increased stock compensation expense of \$1.0 million, which reflects a credit taken in 2008 for the reversal of compensation cost associated with the cancellation of unvested options. Corporate, general and administrative expenses are expected to return to more normal levels once the accounting work in support of the acquisition accounting and a potential stock offering are completed.

***Goodwill Impairment***

There were no impairment charges recorded for the six months ended June 30, 2009. During the first six months of 2008, we incurred a goodwill impairment charge of \$206.0 million as a result of a continued decline in our operating performance and stock price in that period.

***Restructuring Charges***

During the six months ended June 30, 2009, we recorded \$5.4 million of restructuring charges in connection with the re-engineering of our Metro Traffic operations that commenced in the last half of 2008 and has continued into 2009, and the new cost reduction initiatives undertaken in the first half of 2009. The major components of these charges included severance of \$2.0 million and facilities closure expense of \$3.4 million.

***Special Charges***

We incurred non-recurring expenses aggregating \$13.2 million and \$8.9 million for the six months ended June 30, 2009 and 2008, respectively. Special charges in the second quarter of 2009 related to the Restructuring include transaction fees and expenses related to negotiation of the definitive documentation for the Restructuring, including the fees of various legal and financial advisors for the constituents involved in the Restructuring (e.g. Westwood One, Gores, Glendon Partners, the banks, noteholders and the lenders of the new Senior Credit Facility) and other professional fees. Special charges in the second quarter of 2008 consisted of \$5.0 million of contract termination costs and \$3.0 million of associated legal and professional fees incurred in connection with the new CBS arrangement.

***Operating (Loss)***

The operating (loss) for the six months ended June 30, 2009 decreased to \$(27.9) million from \$(198.6) million for the same period in 2008. The decreased loss is due to the absence of a goodwill impairment of \$206.0 million recorded in the second quarter of 2008. Excluding the impairment charge, net income for the six months ended June 30, 2008 would have been \$7.4 million. The decline in operating income between the six months ended June 30, 2008, absent the goodwill impairment charge, and the operating (loss) for the comparable period of 2009 is primarily related to a weak local advertising marketplace spanning various sectors and categories including automotive, retail and telecommunications, which placed an overall downward pressure on advertising sales and rates. The decline in revenue was partially offset by the realignment of our cost base, net of restructuring charges, as part of our Metro re-engineering and other reduction initiatives.

***Interest Expense***

Interest expense decreased \$1.9 million, or 18.8%, to \$7.9 million for the six months ended June 30, 2009 from \$9.8 million in the comparable period in 2008. The decrease reflects the reduced debt level from our Restructuring partially offset by the higher interest rates associated with that debt. The decrease also reflects a one-time reversal of interest expense from the settlement of an amount owed to a former employee of \$0.8 million.

**Table of Contents****Provision for Income Taxes**

Income tax benefit in the first half of 2009 was \$10.3 million compared with a tax benefit of \$3.2 million in the first half of 2008. Our effective tax rate for the first half of 2009 was approximately 28.8% as compared to the 38.5% (excluding the impact of goodwill impairment) for the same period in 2008.

**Net (Loss) Income**

Net (loss) in the first half of 2009 increased to \$(25.1) million from net income of \$1.0 million, absent the goodwill impairment charge of \$206.0 million, in the first half 2008. Net (loss) per share for basic and diluted shares was \$(62.45) in the first half of 2009, compared with net (loss) per share, including the impairment charge, for basic and diluted of \$(431.24), in the first half of 2008.

**Comparison of the three years ended December 31, 2006, 2007 and 2008****Revenue**

Revenue presented by operating segment is as follows for the years ending December 31:

	2006		2007		2008	
	\$	% of Total	\$	% of Total	\$	% of Total
	(\$ amounts in millions)					
Metro	\$ 265.8	52%	\$ 232.4	51%	\$ 194.9	48%
Network	246.3	48%	218.9	49%	209.5	52%
Total(1)	\$ 512.1	100%	\$ 451.4	100%	\$ 404.4	100%

(1) We currently aggregate revenue data based on the operating segment. A number of advertisers purchase both local/regional and national commercial airtime in both segments. Our objective is to optimize total revenue from those advertisers.

Revenue for the year ended December 31, 2008 ( 2008 ) decreased \$47.0 million, or 10.4%, to \$404.4 million from \$451.4 million for the year ended December 31, 2007 ( 2007 ). Revenue in 2007 decreased \$60.7 million, or 11.9%, to \$451.4 million from \$512.1 million for the year ended December 31, 2006 ( 2006 ). The decrease in 2008 was principally attributable to the current economic downturn. Revenue in 2008 and 2007 was also affected by increased competition, lower audience levels and a reduction in our sales force.

Metro business revenue in 2008 decreased \$37.5 million, or 16.2%, to \$194.9 million from \$232.4 million in 2007. Metro business revenue in 2007 decreased \$33.3 million, or 12.5%, to \$232.4 million from \$265.8 million in 2006. The decrease in 2008 was primarily due to the current economic downturn, a weak local advertising marketplace primarily in the automotive, financial services and retail categories, increased competition and a continued reduction in 10 second inventory units available to sell. The decrease in 2007 was principally attributable to a 15% reduction in our sales force from 2006, a reduction in 10 second inventory units to sell as a result of the closure of several second-tier traffic markets in mid to late 2006, cancellation of several representation and affiliation agreements (representing an approximately 18% decrease in inventory units from June 30, 2006 to December 31, 2007) and increased 10 second inventory being sold by radio stations. The reduced demand was experienced in most markets and advertiser categories.

Network business revenue in 2008 decreased \$9.4 million, or 4.3%, to \$209.5 million from \$218.9 million in 2007. Network business revenue in 2007 decreased \$27.4 million, or 11.1%, to \$218.9 million from \$246.3 million in 2006. The decrease in 2008 was primarily the result of the general decline in advertising spending, which started to contract mid-year and which accelerated during the fourth quarter of 2008. Our performance was also impacted by lower revenue from our RADAR inventory and lower barter revenue. The decrease in 2007 was principally attributable to an approximate 23% reduction in our quarterly gross

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impressions from RADAR rated network inventory (news programming inventory) which resulted from our affiliates experiencing audience declines, lower clearance levels by certain CBS Radio stations and planned reductions in affiliate compensation, the cancellation of certain programs (approximately \$5.5 million) and the non-recurrence of revenue attributable to the 2006 Winter Olympic games (approximately \$5.7 million), partially offset by revenue generated from new program launches (approximately \$6.0 million). Excluding the effect of the non-recurrence of revenue attributable to the 2006 Winter Olympics, national revenue would have declined approximately 8.9%.

**Operating costs**

Operating costs for 2006, 2007 and 2008 were as follows:

	2006		2007		2008	
	\$	% of Total	\$	% of Total	\$	% of Total
	(\$ amounts in millions)					
Programming, production and distribution expenses	\$ 301.6	76%	\$ 274.6	78%	\$ 293.8	81%
Selling expenses	46.8	12%	34.2	10%	34.3	10%
Stock-based compensation	6.3	2%	5.4	2%	5.4	2%
Other operating expenses	40.4	10%	36.2	10%	27.0	7%
	\$ 395.1	100%	\$ 350.4	100%	\$ 360.5	100%

Operating costs for 2008 increased \$10.1 million, or 2.9%, to \$360.5 million from \$350.4 million in 2007 due to increased station compensation and salary costs, which were partially offset by the elimination of management fees as a result of the new CBS arrangement. Operating costs in 2007 decreased \$44.8 million, or 11.3%, to \$350.4 million from \$395.2 million in 2006.

Programming, production and distribution expenses for 2008 increased \$19.2 million, or 7.0%, to \$293.8 million from \$274.6 million in 2007. The increase was due to an increase in station compensation costs primarily related to the CBS arrangement. Programming, production and distribution expenses in 2007 decreased \$27.0 million, or 8.9%, to \$274.6 million from \$301.6 million in 2006. The decrease in 2007 was principally attributable to the cancellation of certain programming contracts (approximately \$15.0 million), the non-recurrence of costs associated with the 2006 Winter Olympics and lower payroll and rent costs associated with closing certain traffic information operation centers (approximately \$9.0 million).

Selling expenses in 2008 remained relatively flat at \$34.3 million as compared to \$34.2 million in 2007. Selling expenses in 2007 decreased \$12.6 million, or 26.9%, to \$34.2 million from \$46.8 million in 2006. The 2007 decrease was principally attributable to a reduction in sales staff and commissions of \$7.8 million and a decrease in bad debt expense of approximately \$2.2 million.

Other operating expenses in 2008 declined by \$9.2 million, or 25.5%, to \$27.0 million from \$36.2 million in 2007, the majority of which is the elimination of the CBS management fee. The decrease in other operating expenses also reflects the Metro business re-engineering program and other cost reductions, which led to declines in Metro business-related personnel, facilities and aviation costs. Other operating expenses in 2007 decreased \$4.2 million, or 10.6%, to \$36.2 million from \$40.4 million in 2006. The 2007 decrease was principally attributable to reduction in personnel costs.

**Depreciation and Amortization**

Depreciation and amortization in 2008 decreased \$8.7 million, or 44.3%, to \$11.1 million from \$19.8 million in 2007 primarily as a result of the cancellation of the CBS warrants. Depreciation and amortization in 2007 decreased \$1.0 million, or 4.4%, to \$19.8 million from \$20.8 million in 2006. The 2007 decrease is principally attributable to certain assets becoming fully depreciated.

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### ***Corporate General and Administrative Expenses***

Corporate general and administrative expenses in 2008 increased slightly to \$13.4 million from \$13.2 million in 2007. The increase reflects an increase in salary and wages and stock-based compensation offset by a reduction in legal fees and the CBS management fee. Corporate general and administrative expenses in 2007 decreased \$1.4 million, or 9.9%, to \$13.2 million from \$14.6 million in 2006. The 2007 decrease was principally attributable to reduced stock-based compensation and lower corporate governance costs, partially offset by increased personnel costs.

### ***Goodwill Impairment***

On an annual basis and upon the occurrence of certain interim triggering events, we are required to perform impairment tests on our identified intangible assets with indefinite lives, including goodwill, which testing could impact the value of our business.

Prior to 2008, we operated as a single reportable operating segment: the sale of commercial airtime. As part of our re-engineering initiative, in the fourth quarter of 2008, we installed separate management for the Network and Metro businesses providing discrete financial information and management oversight. In accordance with Statement of Financial Accounting Standards 142, *Goodwill and Other Intangible Assets* ( FAS 142 ), we have determined that each division is an operating segment. A reporting unit is the operating segment or a business which is one level below the operating segment. Our reporting units are consistent with our operating segments and impairment has been tested at this level.

We employ a third party firm specializing in valuation services to assist us in determining the fair value of the reporting units and goodwill. In connection with the 2008 testing, we have determined that using a discounted cash flow model was the best calculation of our fair value. In prior periods, the fair value was calculated on a consistently applied weighted average basis using a discounted cash flow model and the quoted market price of our common stock.

In 2008, we determined that our goodwill was impaired and recorded impairment charges totaling \$430.1 million (\$206.1 million in the second quarter and \$224.1 million in the fourth quarter). The remaining value of our goodwill is \$34.0 million based upon management's best estimates including a valuation study that was prepared by a third party firm specializing in valuation services and using management's operational forecasts. The goodwill impairment, the majority of which was not deductible for income tax purposes, was primarily due to our declining operating performance and the reduced valuation multiples in the radio industry.

In connection with our annual goodwill impairment testing for 2007, we determined our goodwill was not impaired at December 31, 2007. The conclusion that our fair value was greater than our carrying value at December 31, 2007 was based upon management's best estimates including a valuation study that was prepared using our operational forecasts by a third party firm specializing in valuation services.

In connection with our annual goodwill impairment testing for 2006, based on a similar approach as applied in 2007, we determined our goodwill was impaired and recorded a non-cash charge of \$515.9 million. The goodwill impairment, the majority of which was not deductible for income tax purposes, was primarily due to our declining operating performance and the reduced valuation multiples in the radio industry.

If actual results differ from our operational forecasts, or if the discount rate used in our calculation increases, future impairment charges may be recorded.

### ***Restructuring Charges***

In connection with the re-engineering of our traffic operations and other cost reductions implemented to a significant degree in the last half of 2008, we recorded \$14.1 million in restructuring charges for the twelve months ended December 31, 2008. Cost reduction initiatives included the consolidation of leased

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offices, staff reductions and the elimination of underperforming programming. We anticipate further charges of approximately \$9.7 million as additional phases of the original traffic re-engineering and other programs are implemented and finalized in the second quarter of 2009. The total restructuring charges for the traffic re-engineering and other cost savings programs are projected to be approximately \$23.8 million. In addition, we have introduced and will complete new cost reduction programs in 2009. As these programs are implemented, we anticipate that we will incur new incremental costs for severance of approximately \$6.0 million and contract terminations of \$3.1 million. In total, we estimate we will record aggregate restructuring charges of approximately \$32.9 million, consisting of: (1) \$15.5 million of severance, relocation and other employee related costs; (2) \$7.4 million of facility consolidation and related costs; and (3) \$10.0 million of contract termination costs.

***Special Charges***

We incurred non-recurring expenses aggregating \$13.2 million, \$4.6 million and \$1.6 million in 2008, 2007 and 2006, respectively. Special charges for 2008 were primarily related to a \$5.0 million payment to CBS Radio as a result of the new arrangement with CBS Radio, legal and advisor costs associated with the new arrangement, consulting costs attributable to our Metro business re-engineering initiative, re-financing transaction costs and costs related to the issuance of Series A Preferred Stock to Gores. The 2007 and 2006 charges relate to the negotiation of a new long-term arrangement with CBS Radio and for severance obligations related to executive officer changes.

***Operating Loss***

We incurred an operating loss of \$438.0 million in 2008. Absent the goodwill impairment charge of \$430.1 million, operating income in 2008 decreased \$71.2 million to an operating loss of \$7.9 million from an operating income of \$63.3 million in 2007. The decline in 2008 reflects a \$47.0 million decrease in revenue and an increase in costs due to restructuring charges for the facilities vacated in connection with the Metro business re-engineering initiative, accrued severance payments, increased personnel costs and costs associated with the new CBS agreement. Operating income in 2007 increased \$499.3 million to \$63.3 million from an operating loss of \$436.0 million in 2006. Excluding the 2006 impairment charge, operating income in 2007 decreased \$16.6 million, or 20.8%, to \$63.3 million from \$79.9 million in 2006. The 2007 decrease was attributable to lower revenue, partially offset by a reduction in operating costs.

***Interest Expense***

Interest expense in 2008 decreased \$6.9 million, or 29.5%, to \$16.7 million from \$23.6 million in 2007 reflecting the decrease in the amount of outstanding debt. Interest expense in 2007 decreased \$2.0 million, or 7.7%, to \$23.6 million from \$25.6 million in 2006. The 2007 decrease was principally attributable to lower average borrowings under our then outstanding credit facility, partially offset by an increase in interest rates, higher amortization of deferred debt costs as a result of amending the then outstanding credit facility in 2006, and a payment to terminate one of our fixed to floating interest rate swap agreements on our aggregate principal amount of then outstanding \$150.0 million notes.

Our weighted average interest rate was 6.5%, 6.3% and 5.9% in 2008, 2007 and 2006, respectively.

In January and February 2008, we amended our then outstanding credit facility to increase our leverage ratio and eliminate a provision that deemed the termination of the CBS Radio management agreement an event of default. As a result, our interest rate under the amended agreement for the that facility was increased to LIBOR + 175 basis points from LIBOR + 125 basis points.

***Other Income***

Other income was \$12.4 million, \$0.4 million and \$0.9 million in 2008, 2007 and 2006, respectively. Other income in 2008 was principally due to a gain of \$12.4 million on the sale of securities in the third quarter and in 2007, was principally attributable to interest earned on our invested cash balances. In 2006, in addition to interest income, we received \$0.5 million in connection with a recapitalization transaction of POP Radio, LP ( POP Radio ), a company in which we have an investment.

**Table of Contents*****Provision for Income Taxes***

Income tax expense in 2008 decreased \$30.5 million to a benefit of \$14.8 million from an expense of \$15.7 million in 2007 as a result of a portion of the goodwill impairment charge recorded during the year being tax deductible. Income tax expense in 2007 increased \$6.9 million, or 78.5%, to \$15.7 million from \$8.8 million in 2006. In 2008, our effective income tax rate was 3.3%. The effective 2008 income tax rate was impacted by the 2008 goodwill impairment charge being substantially non-deductible for tax purposes. The 2007 effective income tax rate benefited from a change in New York State tax law on our deferred tax balance (approximately \$0.1 million). The 2006 income tax provision was impacted by the 2006 goodwill impairment and related deferred tax attributes.

***Net Income (Loss)***

Net income in 2008 decreased \$452.0 million to a loss of \$(427.6) million, or \$(878.73) per basic and diluted common share, from net income of \$24.4 million, or \$56.59 per basic and \$56.38 per diluted common share and \$3.20 per basic and diluted Class B share in 2007. This compares with a net loss of \$(469.5) million, or \$(1,091.76) per basic and diluted common share and \$51.20 per basic and diluted Class B share in 2006. Net income in 2008 and 2006 was impacted by goodwill impairment charges of \$430.1 million and \$515.9 million, respectively.

***Weighted-Average Shares***

Weighted-average shares outstanding used to compute basic earnings per share were 490,077, 430,563 and 430,066 shares in 2008, 2007 and 2006, respectively. Weighted-average shares outstanding used to compute diluted earnings per share were 490,077, 432,127 and 430,066 shares in 2008, 2007, and 2006, respectively. Basic and diluted weighted-average common shares outstanding are equivalent, as common stock equivalents from stock options, unvested restricted stock and warrants would be anti-dilutive.

**Liquidity and Capital Resources**

We continually project anticipated cash requirements, which may include potential acquisitions, capital expenditures, principal and interest payments on our outstanding indebtedness, share repurchases, dividends and working capital requirements. To date, funding requirements have been financed through cash flows from operations, the issuance of equity and the issuance of long-term debt.

At December 31, 2008, our principal sources of liquidity were our cash and cash equivalents of \$6.4 million and borrowings under our Old Credit Agreement (as defined below). As previously disclosed and as discussed elsewhere in this prospectus, on February 27, 2009, our outstanding indebtedness under our Old Credit Agreement, which totaled approximately \$41.0 million, matured and became due and payable in its entirety. Additionally, we had not made our most recent interest payment due to holders of the Old Notes (as defined below) on November 30, 2008. The non-payment of such amounts constituted an event of default under the Old Credit Agreement and the Old Notes, respectively. Based upon facts and circumstances that existed as of December 31, 2008, we previously disclosed that there was a substantial doubt about our ability to continue as a going concern. We previously disclosed that as of March 30, 2009, we were unable to meet our outstanding debt obligations, which raised substantial doubt about our ability to continue as a going concern. Absent negotiating and executing definitive documentation with various lenders and Gores, obtaining approximately \$47.0 million in additional capital to satisfy our outstanding debt payments and obtaining a waiver of our 4.0 to 1 debt leverage covenant (which we anticipated violating upon delivery of our audited financial statements), our sources of liquidity were anticipated to be inadequate to fund immediate and ongoing operating requirements in the next twelve months.

On April 23, 2009, we completed the Restructuring (see Note 20 to our financial statements – Subsequent Events). As part of the Restructuring, we entered into a Securities Purchase Agreement ( “ Securities Purchase Agreement ” ) with: (1) holders of our outstanding Old Notes both of which were issued under the Note Purchase Agreement, dated as of December 3, 2002 and (2) lenders under the Credit Agreement, dated as of March 3, 2004 (the “ Old Credit Agreement ” ).

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Pursuant to the Securities Purchase Agreement, in consideration for releasing all of their respective claims under the Old Notes and the Old Credit Agreement, the debt holders collectively received: (1) \$117.5 million of Senior Notes; (2) 34,962 shares of Series B Preferred Stock; and (3) a one-time cash payment of \$25.0 million. Gores purchased at a discount approximately \$22.6 million principal amount of our then existing debt held by debt holders who did not wish to participate in the Senior Notes as set forth in the Securities Purchase Agreement.

In connection with the Restructuring, we also entered into a Credit Agreement (the Senior Credit Facility) with Wells Fargo Foothill, LLC, as the arranger, administrative agent and initial lender, pursuant to which we obtained a \$15.0 million revolving line of credit (which includes a \$1.5 million letter of credit sub-facility) on a senior unsecured basis and a \$20.0 million unsecured non-amortizing term loan, the obligations in respect of which are subordinated to obligations in respect of the Senior Notes. As of the date of this prospectus we have borrowed the entire amount of the term loan and have not made any borrowings under the revolving line of credit. Loans under the Senior Credit Facility will mature on July 15, 2012 and proceeds of the term loan will be used to, among other things, consummate the transactions contemplated by the Restructuring, and pay fees and expenses in connection therewith. Proceeds of the revolving loans are expected to be used for working capital and general corporate purposes.

In addition, as part of the Restructuring, Gores (1) agreed to purchase, at a discount, approximately \$22.6 million principal amount of our then existing debt held by debt holders who did not wish to participate in the Senior Notes, (2) agreed to guarantee the Senior Credit Facility and a \$10.0 million contractual commitment by one of our wholly owned subsidiaries and (3) invested \$25.0 million in the Company for 25,000 shares of Series B Preferred Stock. In connection with Gores providing the guarantees and purchasing the debt from non-participating holders, the 75,000 shares of Series A Preferred Stock held by Gores immediately prior to the Restructuring, which then had a liquidation preference of approximately \$79.0 million, were exchanged for 75,000 shares of Series A-1 Preferred Stock.

Management has subsequently reviewed the impact of the Restructuring, including projected covenant compliance under the new debt, the results of our restructuring plan and our current forecasted results and has concluded that the conditions that gave rise to substantial doubt about our ability to continue as a going concern have been removed. We believe that our sources of liquidity are adequate to fund ongoing operating requirements for next twelve months.

### *Existing Indebtedness*

As of the date of this prospectus, we have: \$119.0 million of Senior Notes; a \$20.0 million unsecured, non-amortizing term loan and a \$15.0 million revolving line of credit (which includes a \$1.5 million letter of credit sub-facility) on a senior unsecured basis. The term loan and revolver mature on July 15, 2012 and are guaranteed by our domestic subsidiaries (the Guarantors) and Gores. We borrowed the entire amount of the term loan on April 23, 2009 and as of the date of this prospectus have not yet borrowed under the revolving line of credit. The Senior Notes bear interest at 15.0% per annum, payable 10% in cash and 5% in-kind (PIK interest). The PIK interest is added to principal quarterly, but will not be payable until maturity. The Senior Notes may be prepaid at any time, in whole or in part, without premium or penalty. Payment of the Senior Notes is mandatory upon, among other things, certain asset sales and the occurrence of a change of control (as such term is defined in the Senior Notes). The Senior Notes are guaranteed by the Guarantors and are secured by a first priority lien on substantially all of our assets. Loans under the Senior Credit Facility bear interest at our option at either LIBOR plus 4.5% per annum (with a LIBOR floor of 2.5%) or a base rate plus 4.5% per annum (with a base rate floor of the greater of 3.75% and the one-month LIBOR rate).

Both the Senior Notes and the Senior Credit Facility contain restrictive covenants that, among other things, limit our ability to incur debt, incur liens, make investments, make capital expenditures, consummate acquisitions, pay dividends, sell assets and enter into mergers and similar transactions beyond specified baskets and identified carve-outs. Additionally, we may not exceed the maximum senior leverage

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ratio (the principal amount outstanding under the Senior Notes over our consolidated EBITDA). The Senior Notes contain customary representations and warranties and affirmative covenants. The Senior Credit Facility contains substantially identical restrictive covenants (including a maximum senior leverage ratio calculated in a manner consistent with the Senior Notes), affirmative covenants and representations and warranties as those found in the Senior Notes, subject, in the case of certain covenants, to a cushion on baskets and covenant levels from those contained in the Senior Notes.

As part of the Restructuring, Gores (1) agreed to purchase, at a discount, approximately \$22.6 million principal amount of our then existing debt held by debt holders who did not wish to participate in the Senior Notes, (2) agreed to guarantee the Senior Credit Facility and a \$10.0 million contractual commitment by one of our wholly owned subsidiaries and (3) invested \$25.0 million in the Company for 25,000 shares of Series B Preferred Stock. In connection with Gores providing the guarantees and purchasing the debt from non-participating holders, the 75,000 shares of Series A Preferred Stock held by Gores immediately prior to the Restructuring, which then had a liquidation preference of approximately \$79.0 million, were exchanged for 75,000 shares of Series A-1 Preferred Stock.

### *Indebtedness prior to April 23, 2009*

Prior to April 23, 2009, our debt consisted of an unsecured, five-year \$120.0 million term loan and a five-year \$75.0 million revolving credit facility. Interest on the facility was variable and payable at a maximum of the prime rate plus an applicable margin of up to 0.75% or LIBOR plus an applicable margin of up to 1.75%, at our option. The facility contained covenants relating to dividends, liens, indebtedness, capital expenditures and restricted payments, as defined, interest coverage and leverage ratios. As a result of an amendment to our facility in the first quarter of 2008, we provided security to our lenders (including holders of our Old Notes (defined below)) on substantially all of our assets and amended our allowable total debt covenant to 4.0 times Annualized Consolidated Operating Cash Flow through the remaining term of the facility.

Prior to April 23, 2009, we also had \$200.0 million in Senior Notes (the "Old Notes") which we issued on December 3, 2002, and consisted of: 5.26% Senior Notes due November 30, 2012 (in an aggregate principal amount of \$150.0 million) and 4.64% Senior Notes due November 30, 2009 (in an aggregate principal amount of \$50.0 million). Interest on the Old Notes was payable semi-annually in May and November. The Old Notes contained covenants relating to leverage and interest coverage ratios that were identical to those contained in our facility.

At March 31, 2009, we had approximately \$9.0 million outstanding under our revolving credit facility and actual debt outstanding under the term loan was \$32.0 million. At March 31, 2009, our principal sources of liquidity were cash and cash equivalents of \$7.2 million.

On each of March 3, 2008 and March 24, 2008, we sold 7,142,857 shares (14,285,714 shares in the aggregate) of common stock to Gores for an aggregate purchase price of \$25.1 million. On June 19, 2008, we sold 75,000 shares of our Series A Convertible Preferred Stock with warrants to purchase (1) up to 3,330,000 shares of our Common Stock at a strike price of \$5.00 per share, (2) up to 3,330,000 shares of our Common Stock at a strike price of \$6.00 per share, and (3) up to 3,340,000 shares of our Common Stock at a strike price of \$7.00 per share, for an aggregate purchase price of \$75.0 million to Gores. All of such Series A Convertible Preferred Stock was exchanged into Series A-1 Preferred Stock on April 23, 2009. 3,500 shares of Series A-1 Preferred Stock were converted into common stock on July 9, 2009 and the remaining shares were converted into shares of common stock on August 3, 2009. The warrants were cancelled on August 3, 2009.

### *Current Position*

Net cash used by operating activities was \$15.1 million for the period ended June 30, 2009 and \$4.8 million for the six months ended June 30, 2008, an increase of \$10.3 million in net cash used by operating activities. The increase principally reflects the increased net loss, before impairment charges, partially offset by lower capital expenditures.



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Our business does not usually require significant cash outlays for capital expenditures. Capital expenditures in the first half of 2009 decreased \$3.2 million to \$2.9 million from \$6.1 million in the first half of 2008. The decrease in the first half of 2009 is principally attributable to the timing of our expenditures planned for the year. We anticipate an increase in capital expenditures for the remainder of 2009 as we invest in systems and infrastructure.

In May 2007, our board of directors elected to discontinue the payment of a dividend on our common stock and does not plan to declare dividends on our common stock for the foreseeable future. The payment of dividends on our common stock is also prohibited by the terms of our Senior Notes.

While we are authorized to repurchase up to \$290.5 million of our common stock as of December 31, 2008, we do not plan on repurchasing any additional shares for the foreseeable future. Such repurchases are also prohibited by the terms of our Senior Notes and new Senior Credit Facility.

## **Investments**

### *TrafficLand*

On December 22, 2008, our wholly owned subsidiary Metro Networks Communications, Inc. (Metro) and TrafficLand entered into a License and Services Agreement, which provides us with a three-year license to market and distribute TrafficLand services and products. Concurrent with the execution of the License Agreement, we, TLAC, Inc. (our wholly owned subsidiary formed for such purpose) and TrafficLand entered into an option agreement granting us the right to acquire 100% of the stock of TrafficLand pursuant to the terms of a Merger Agreement, which the parties have negotiated and placed in escrow. As a result of payments previously made under the License Agreement, we have the right to cause the Merger Agreement to be released from escrow at any time on or prior to December 1, 2009. Upon consummation of the closing of the merger, the License Agreement would terminate. Costs of \$0.8 million associated with this transaction have been expensed as of December 31, 2008.

### *GTN*

On March 29, 2006, our cost method investment in The Australia Traffic Network Pty Limited was converted into 1,540,195 shares of common stock of Global Traffic Network, Inc. ( GTN ) in connection with the initial public offering of GTN on that date. The investment in GTN was sold during the quarter ended September 30, 2008 and we received proceeds of approximately \$12.7 million and realized a gain of \$12.4 million. Such gain is included as a component of Other Income in the Consolidated Statement of Operations for the year ended December 31, 2008.

### *POP Radio*

On October 28, 2005, we became a limited partner of POP Radio pursuant to the terms of a subscription agreement dated as of the same date. As part of the transaction, effective January 1, 2006, we became the exclusive sales representative of the majority of advertising on the POP Radio network for five years, until December 31, 2010, unless earlier terminated by the express terms of the sales representative agreement. We hold a 20% limited partnership interest in POP Radio. No additional capital contributions are required by any of the limited partners. This investment is being accounted for under the equity method. The initial investment balance was minimal, and our equity in earnings of POP Radio through December 31, 2008 was minimal.

On September 29, 2006, we, along with the other limited partners of POP Radio, elected to participate in a recapitalization transaction negotiated by POP Radio with Alta Communications, Inc. ( Alta ), in return for which we received \$0.5 million on November 13, 2006 which was recorded within Other Income in the Consolidated Statement of Operations for the year ended December 31, 2006. Pursuant to the terms of the transaction, if and when Alta elects to exercise warrants it received in connection with the transaction, our limited partnership interest in POP Radio will decrease from 20% to 6%.

**Table of Contents****Contractual Obligations and Commitments**

The following table lists our future contractual obligations and commitments as of December 31, 2008:

	Total	Payments due by Period				
		<1 year	1	3 years	3	5 years
<b>Contractual Obligations(1)</b>						
Debt(2)	\$ 260.0	\$ 260.0	\$		\$	\$
Capital Lease Obligations	2.5	1.0		1.6		
Operating Leases(3)	50.9	9.0		11.8		11.0
Other Long-term Obligations(4)(5)	669.6	108.4		176.6		148.0
						236.5
<b>Total Contractual Obligations</b>	<b>\$ 983.0</b>	<b>\$ 378.4</b>	<b>\$ 190.0</b>	<b>\$ 159.0</b>	<b>\$ 255.5</b>	

- (1) The above table excludes our Fin 48 reserves as the future cash flows are uncertain as of December 31, 2008.
- (2) Includes the estimated net interest payments on fixed and variable rate debt. Estimated interest payments on floating rate instruments are computed using our interest rate as of December 31, 2008, and borrowings outstanding are assumed to remain at current levels.
- (3) We have long-term non-cancelable operating lease commitments for office space and equipment and capital leases for satellite transponders.
- (4) Included in Other Long-term Obligations are various contractual agreements to pay for talent, broadcast rights, research and various related party arrangements, including \$575.9 million of payments due under the new CBS Master Agreement and the previous Management Agreement. As discussed in more detail below, on October 2, 2007, we entered into a new Master Agreement with CBS Radio, Inc. which closed on March 3, 2008. As a result of the new arrangement with CBS Radio, total contractual obligations included in the above table are \$575.9 million (\$63.8 million within 1 year; \$133.8 million 1-3 years; \$141.7 million 3-5 years; and, \$236.5 million beyond 5 years).

This supplemental information relates solely to the debt as of June 30, 2009.

	Total	Payments due by Period				
		<1 year	1	3 years	3	5 years
<b>Debt</b>						
Debt	\$ 128.1	\$	\$ 128.1	\$	\$	\$
Due To Gores	10.9		10.9			
<b>Total Debt</b>	<b>139.0</b>		<b>139.0</b>			

- (5) As described elsewhere in this prospectus, as a result of the Restructuring that closed on April 23, 2009, our indebtedness was reduced to a total of \$139.0 million, which is comprised of \$119.0 million of Senior Notes (including \$1.5 million in PIK interest accrued on June 30, 2009) and a \$20.0 million unsecured non-amortizing term loan. Additionally, we have a \$15.0 million revolving line of credit (which includes a \$1.5 million letter of credit sub-facility) on a senior unsecured basis. As of the date of this prospectus, we have not drawn down

on our \$15.0 million revolving line of credit.

**Related Parties**

*Periods Prior to Closing of Master Agreement with CBS Radio which occurred on March 3, 2008*

CBS Radio holds approximately 80,000 shares of our common stock and prior to March 3, 2008, provided ongoing management services to us under the terms of the Management Agreement. In return for receiving services under the Management Agreement, we paid CBS Radio an annual base fee and provided CBS Radio the opportunity to earn an incentive bonus if we exceeded pre-determined targeted cash flows. For

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the years ended December 31, 2008, 2007 and 2006, we paid CBS Radio a base fee of \$0.6 million, \$3.4 million, and \$3.3 million, respectively. However, no incentive bonus was paid to CBS Radio in such years as targeted cash flow levels were not achieved during such periods. On March 3, 2008, the Management Agreement terminated.

Prior to March 3, 2008, we and CBS Radio were also parties to a Representation Agreement to operate what was referred to as the CBS Radio Network. In addition to the Management Agreement and Representation Agreement described above, we also were party to other transactions with CBS Radio and its affiliates, including Viacom, in the normal course of business, including affiliation agreements with many of CBS Radio's radio stations and agreements with CBS Radio and its affiliates for programming rights. Prior to its termination, the Management Agreement provided that all transactions between us and CBS Radio or its affiliates, other than the Management Agreement and Representation Agreement, which agreements were ratified by our stockholders, had to be on a basis at least as favorable to us as if the transaction were entered into with an independent third party. In addition, subject to specified exceptions, the Management Agreement required that all agreements between us, on the one hand, and CBS Radio or any of its affiliates, on the other hand, were to be approved by the independent members of our Board of Directors.

During 2008, we incurred aggregate expenses of approximately \$73.0 million for the Representation Agreement, affiliation agreements and the purchase of programming rights from CBS Radio and its affiliates (such amounts were \$66.6 million in 2007 and \$75.5 million in 2006). The description and amounts regarding related party transactions set forth in this prospectus, and the consolidated financial statements and related notes, also reflect transactions between us and Viacom. Viacom is an affiliate of CBS Radio, as National Amusements, Inc. beneficially owns a majority of the voting powers of all classes of common stock of each of CBS Corporation and Viacom. As a result of this change in ownership and the fact that CBS Radio ceased to manage us in March 2008, we no longer consider CBS Radio to be a related party effective as of August 3, 2009.

In addition to the base fee and incentive compensation described above, we granted to CBS Radio seven fully vested and non-forfeitable warrants to purchase an aggregate of 4,500,000 shares of our common stock (comprised of two warrants to purchase 1,000,000 shares of common stock per warrant and five warrants to purchase 500,000 shares of common stock per warrant). On March 3, 2008, all warrants issued to CBS Radio were cancelled in accordance with the terms of the CBS Master Agreement.

### *Overview of Relationship with CBS*

As described elsewhere in this prospectus, on March 3, 2008, we and CBS Radio closed the arrangement described in the CBS Master Agreement, dated as of October 2, 2007, by and between us and CBS Radio. On such date, the CBS Master Agreement terminated and our Representation Agreement with CBS Radio was replaced by an Amended and Restated News Programming Agreement, an Amended and Restated License Agreement and an Amended and Restated Technical Services Agreement. At the closing, we and CBS Radio entered into various agreements in substantially the form set forth as exhibits to the CBS Master Agreement, including the following: (1) Amended and Restated News Programming Agreement; (2) Amended and Restated Trademark License Agreement; (3) Amended and Restated Technical Services Agreement; (4) Mutual General Release and Covenant Not to Sue; (5) Amended and Restated Registration Rights Agreement; (6) Lease for 524 W. 57th Street; (7) Lease for 2020 M Street; (8) Sublease for 2000 M Street; (9) Westwood One Affiliation Agreements for certain CBS Radio owned and operated stations ( CBS Stations ); and (10) Metro Networks Affiliation Agreements for CBS Stations (documents 9 and 10, the Station Agreements and documents 1-10 collectively, the New Transaction Documents ). These agreements were discussed in a Current Report on Form 8-K filed with the SEC on October 4, 2007 and included as part of a definitive proxy statement filed with the SEC on December 21, 2007. The closing under the CBS Master Agreement was described in a Current Report on Form 8-K filed with the SEC on March 6, 2008 and the New Transaction Documents were included as exhibits to such filing. A brief description of certain provisions of the New Transaction Documents was included in our Annual Report on Form 10-K for the year ended December 31, 2007, however, such descriptions are qualified entirely by reference to the documents named above.

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### **Critical Accounting Policies and Estimates**

Our financial statements are prepared in accordance with accounting principles that are generally accepted in the United States. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses as well as the disclosure of contingent assets and liabilities. We continually evaluate our estimates and judgments including those related to allowances for doubtful accounts, useful lives of property, plant and equipment and intangible assets, and other contingencies. We base our estimates and judgments on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. We believe that of our significant accounting policies, the following may involve a higher degree of judgment or complexity.

#### *Revenue Recognition*

Revenue is recognized when earned, which occurs at the time commercial advertisements are broadcast. Payments received in advance are deferred until earned and such amounts are included as a component of Deferred Revenue in the accompanying balance sheet.

We consider matters such as credit and inventory risks, among others, in assessing arrangements with our programming and distribution partners. In those circumstances where we function as the principal in the transaction, the revenue and associated operating costs are presented on a gross basis in the consolidated statement of operations. In those circumstances where we function as an agent or sales representative, our effective commission is presented within Revenue with no corresponding operating expenses.

Barter transactions represent the exchange of commercial announcements for programming rights, merchandise or services. These transactions are recorded at the fair market value of the commercial announcements relinquished, or the fair value of the merchandise and services received. A wide range of factors could materially affect the fair market value of commercial airtime sold in future periods (See the section entitled *Cautionary Note Regarding Forward-Looking Statements and Industry Data* in the *Risk Factors* section of this prospectus), which would require us to increase or decrease the amount of assets and liabilities and related revenue and expenses recorded from prospective barter transactions. Revenue is recognized on barter transactions when the advertisements are broadcast. Expenses are recorded when the merchandise or service is utilized.

#### *Program Rights*

Program rights are stated at the lower of cost, less accumulated amortization, or net realizable value. Program rights and the related liabilities are recorded when the license period begins and the program is available for use, and are charged to expense when the event is broadcast.

#### *Valuation of Goodwill and Intangible Assets*

Goodwill represents the excess of cost over fair value of net assets of businesses acquired. In accordance with Statement of Financial Accounting Standards No. 142 ( *SFAS 142* ) *Goodwill and Other Intangible Assets* , the value assigned to goodwill and indefinite lived intangible assets is not amortized to expense, but rather the estimated fair value of the reporting unit is compared to its carrying amount on at least an annual basis to determine if there is a potential impairment. If the fair value of the reporting unit is less than its carrying value, an impairment loss is recorded to the extent that the implied fair value of the reporting unit goodwill and intangible assets is less than their carrying value.

Prior to 2008, we operated as a single reportable operating segment: the sale of commercial time. As part of our re-engineering initiative commenced in the fourth quarter of 2008, we installed separate management for the Network and Metro businesses providing discrete financial information and management oversight. Accordingly, we have determined that each division is an operating segment. A reporting unit is the operating segment or a business which is one level below the operating segment. Our reporting units are consistent with our operating segments and impairment has been tested at this level.

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In order to estimate the fair values of assets and liabilities a company may use various methods including discounted cash flows, excess earnings, profit split and income methods. Utilization of any of these methods requires that a company make important assumptions and judgments about future operating results, cash flows, discount rates, and the probability of various scenarios, as well as the proportional contribution of various assets to results and other judgmental allocations. In 2008, we determined that using a discounted cash flow model was the best evaluation of the fair value of our two reporting units. In prior periods, we evaluated the fair value of our reporting unit based on a weighted average of a combination of a discounted cash flow approach and the quoted market price of our stock.

On an annual basis and upon the occurrence of certain interim triggering events, we are required to perform impairment tests on our identified intangible assets with indefinite lives, including goodwill, which testing could impact the value of our business. In 2008, we determined that our goodwill was impaired and recorded impairment charges totaling \$430.2 million (\$206.1 million in the second quarter and \$224.1 million in the fourth quarter). In connection with our Restructuring and our requisite adoption of the acquisition method of accounting, we recorded new values of certain assets such that as of April 24, 2009 our revalued goodwill is \$86.4 million (an increase of \$52.4 million) and net intangible assets are \$112.0 million (an increase of \$109.3 million), all of which will be tested annually for impairment or upon a triggering event in the future. As of June 30, 2009, goodwill is \$86.4 million, net intangible assets are \$112.0 million and the value of our fixed assets is \$36.4 million, all of which will be tested for impairment in the future.

Intangible assets subject to amortization primarily consist of affiliation agreements that were acquired in prior years. Such affiliate contacts, when aggregated, create a nationwide audience that is sold to national advertisers. The intangible asset values assigned to the affiliate agreements for each acquisition were determined based upon the expected discounted aggregate cash flows to be derived over the life of the affiliate relationship. The method of amortizing the intangible asset values reflects, based upon our historical experience, an accelerated rate of attrition in the affiliate base over the expected life of the affiliate relationships. Accordingly, we amortize the value assigned to affiliate agreements on an accelerated basis (period ranging from four to 20 years with a weighted-average amortization period of approximately eight years) consistent with the pattern of cash flows which are expected to be derived. We review the recoverability of our finite-lived intangible assets whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is assessed by comparison to associated undiscounted cash flows. No impairment of intangible assets has been identified in any period presented.

*Allowance for doubtful accounts*

We maintain an allowance for doubtful accounts for estimated losses that may result from the inability of our customers to make required payments. We base our allowance on the likelihood of recoverability of accounts receivable by aging category, based on past experience and taking into account current collection trends that are expected to continue. If economic or specific industry trends worsen beyond our estimates, it would be necessary to increase our allowance for doubtful accounts. Alternatively, if trends improve beyond our estimates, we would be required to decrease our allowance for doubtful accounts. Our estimates are reviewed periodically, and adjustments are reflected through bad debt expense in the period they become known. Changes in our bad debt experience can materially affect our results of operations. Our allowance for bad debts requires us to consider anticipated collection trends and requires a high degree of judgment. In addition, as fully described herein, our results in any reporting period could be impacted by relatively few but significant bad debts.

*Estimated useful lives of property, plant and equipment*

We estimate the useful lives of property, plant and equipment in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives, which are disclosed in Note 1 Summary of Significant Accounting Policies of the consolidated financial statements, are estimated at the time the asset is acquired and are based on historical experience with similar assets as well as taking into account anticipated technological or other changes. If technological changes were to occur

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more rapidly than anticipated or in a different form than anticipated, the useful lives assigned to these assets may need to be shortened, resulting in the recognition of increased depreciation and amortization expense in future periods. Alternately, these types of technological changes could result in the recognition of an impairment charge to reflect the write-down in value of the asset.

**Recent Accounting Pronouncements**

In June 2009, the FASB issued SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* a replacement of FASB Statement No. 162 (SFAS 168). SFAS 168 replaces SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles* and establishes the *FASB Accounting Standard Codification* (Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with generally accepted accounting principles in the United States. All guidance contained in the Codification carries an equal level of authority. On the effective date of SFAS 168, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other nongrandfathered non-SEC accounting literature not included in the Codification will become nonauthoritative. SFAS 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. We have evaluated this new statement, and have determined that it will not have a significant impact on the determination or reporting of our financial results.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* ( SFAS 165 ), which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, SFAS 165 sets forth: (1) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and (3) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. In accordance with SFAS 165, an entity should apply the requirements to interim and annual financial periods ending after June 15, 2009. The implementation of this standard, effective for our interim financial statements ending June 30, 2009, did not have a material impact on our consolidated financial position and results of operations. For the interim financial period ended June 30, 2009, subsequent events were evaluated through August 10, 2009, the date the financial statements were issued.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* ( FSP FAS 107-1 and APB 28-1 ). This FSP amends FASB Statement No. 107, *Disclosures about Fair Value of Financial Instruments*, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends APB Opinion No. 28, *Interim Financial Reporting*, to require those disclosures in summarized financial information at interim reporting periods. This FSP is effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. We have adopted the disclosure requirements of FSP FAS 107-1 and APB 28-1 effective with our second quarter ended June 30, 2009. The adoption of FSP FAS 107-1 and APB 28-1 did not have an impact on the determination or reporting of our financial results.

In March 2009, the Financial Accounting Standards Board ( FASB ) issued FSP FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination* ( FSP FAS 141(R)-1 ), which amends the guidance in SFAS 141R, for the initial recognition and measurement, subsequent measurement, and disclosures of assets and liabilities arising from contingencies in a business combination. In addition, FSP FAS 141(R)-1 amends the existing guidance related to accounting for pre-existing contingent consideration assumed as part of the business combination. FSP FAS 141(R)-1 is effective for the Company January 1, 2009.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* ( SFAS 141R ). SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in our financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest

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in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. SFAS 141R is effective as of the beginning of an entity's fiscal year that begins after December 15, 2008. The adoption of SFAS 141R and FSP FAS 141(R)-1 impacted the accounting for our Restructuring.

In November 2008, the EITF issued Issue No. 08-6, Equity Method Investment Accounting Considerations ( EITF 08-6 ), which is effective for the Company January 1, 2009. EITF 08-6 addresses the impact that SFAS 141R and SFAS 160 might have on the accounting for equity method investments, including how the initial carrying value of an equity method investment should be determined, how an impairment assessment of an underlying indefinite-lived intangible asset of an equity method investment should be performed and how to account for a change in an investment from the equity method to the cost method. The adoption of this guidance does not have a significant impact on our Consolidated Financial Statements.

In March 2008, the FASB issued SFAS 161, Disclosures About Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133 ( SFAS 161 ). SFAS 161 expands quarterly disclosure requirements in SFAS No. 133 about an entity's derivative instruments and hedging activities. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008. The relevant disclosures have been included in our Consolidated Financial Statements.

In December 2007, the FASB issued SFAS 160, Non-controlling Interests in Consolidated Financial Statements ( SFAS 160 ). SFAS 160 establishes requirements for ownership interests in subsidiaries held by parties other than the parent (sometimes called minority interests ) to be clearly identified, presented, and disclosed in the consolidated statement of financial position within equity, but separate from the parent's equity. All changes in the parent's ownership interests are required to be accounted for consistently as equity transactions and any non-controlling equity investments in unconsolidated subsidiaries must be measured initially at fair value. SFAS 160 is effective, on a prospective basis, for fiscal years beginning after December 15, 2008. However, presentation and disclosure requirements must be retrospectively applied to our Consolidated Financial Statements.

## **Qualitative and Quantitative Disclosures about Market Risk**

In the normal course of business, we employ established policies and procedures to manage our exposure to changes in interest rates using financial instruments. Previously we used derivative financial instruments (fixed-to-floating interest rate swap agreements) for the purpose of hedging specific exposures and normally hold all derivatives for purposes other than trading. All derivative financial instruments previously held reduced the risk of the underlying hedged item and were designated at inception as hedges with respect to the underlying hedged item. Hedges of fair value exposure were entered into in order to hedge the fair value of a recognized asset, liability or a firm commitment.

Prior to terminating our interest rate swaps in November 2007 and December 2008, we had entered into a seven-year interest rate swap agreement covering \$25.0 million notional value of our outstanding borrowing to effectively float the majority of the interest rate at three-month LIBOR plus 74 basis points, and two ten-year interest rate swap agreements covering \$75.0 million notional value of our outstanding borrowing to effectively float the majority of the interest rate at three-month LIBOR plus 80 basis points. In total, the swaps initially covered \$100.0 million, which represented 50% of the notional amount of Old Notes. These swap transactions allowed us to benefit from short-term declines in interest rates while having the long-term stability on the other 50% of the Old Notes of fairly low fixed rates. The instruments met all of the criteria of a fair-value hedge and were classified in the same category as the item hedged in the accompanying balance sheet. We had the appropriate documentation, including the risk management objective and strategy for undertaking the hedge, identification of the hedged instrument, the hedge item, the nature of the risk being hedged, and how the hedging instrument's effectiveness offsets the exposure to changes in the hedged item's fair value.

Our receivables do not represent a significant concentration of credit risk due to the wide variety of customers and markets in which we operate.



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**BUSINESS**

**Our Company**

We produce and provide traffic, news, weather, sports, talk, music, special events and other programming. Our content is distributed to radio and television stations and digital platforms and reaches over 190 million people. We are one of the largest domestic outsourced providers of traffic reporting services and one of the nation's largest radio networks, delivering content to over 5,000 radio and 170 television stations in the U.S. We exchange our content with radio and television stations for commercial airtime, which we then sell to local, regional and national advertisers. By aggregating and packaging commercial airtime across radio and television stations nationwide, we are able to offer our advertising customers a cost-effective way to reach a broad audience and target their audience on a demographic and geographic basis.

We are organized into two business segments: Metro and Network.

Our Metro business produces and distributes traffic and other local information reports (such as news, sports and weather) to approximately 2,300 radio and television stations, which include stations in over 80 of the top 100 Metro Service Area (MSA) markets in the U.S. Our Metro business generates revenue from the sale of commercial advertising inventory to advertisers (typically 10 and 15 second spots in radio and 30 second spots in television embedded within our information reports). We provide broadcasters a cost-effective alternative to gathering and delivering their own traffic and local information reports and offer advertisers a more efficient, broad reaching alternative to purchasing advertising directly from individual radio and television stations.

Our Network business syndicates proprietary and licensed content to radio stations, enabling them to meet their programming needs on a cost-effective basis. The programming includes national news and sports content, such as CBS Radio News, CNN Radio News and NBC Radio News and major sporting events, including the National Football League (including the Super Bowl), NCAA football and basketball games (including the Men's Basketball Tournament, *i.e.*, March Madness) and The Masters golf tournament. Our Network business features popular shows that we produce with personalities including Dennis Miller, Charles Osgood, Fred Thompson and Billy Bush. We also feature special events such as live concert broadcasts, countdown shows (including MTV and Country Music Television branded programs), music and interview programs. Our Network business generates revenue from the sale of 30 and 60 second commercial airtime, often embedded in our programming, that we bundle and sell to national advertisers who want to reach a large audience across numerous radio stations.

We believe that our market position in both the Metro and Network businesses and our recent turnaround strategies and revenue enhancement initiatives afford us with a number of revenue growth opportunities. We are developing additional potential revenue streams by leveraging our existing resources (e.g., content, personnel and personalities) and accessing new distribution channels for our extensive content.

Examples of such include:

*Streaming.* We currently stream only certain select programs on the Internet (Dennis Miller, Fred Thompson, Loveline), and are presently focused on generating additional revenue in the Network business by distributing to affiliates more of our content for streaming on a subscription-based model. In the Metro business, our WebNews and RealTraffic products are each carried by over 250 affiliates and we continue to believe this is a growth area as we expand our affiliate base and add and improve visual features of WebNews and RealTraffic. Additionally, for the first time, in 2009 our radio broadcasts of NFL football games will be streamed on a subscription-based service accessible at [www.nfl.com](http://www.nfl.com). We also anticipate entering into an agreement that will enable us to insert web advertising in our Internet programming (as opposed to inserting the same advertising that appears in our terrestrial radio broadcasts), which will provide an additional revenue stream beyond our traditional radio commercial inventory.

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*Personality Sponsorships.* Our Network programming consists of a broad array of well-known personalities, including Charles Osgood, Fred Thompson, Dennis Miller, Billy Bush, Cody Alan and Randy Jackson. Additional revenue may be attainable if we are able to monetize our personalities by providing advertisers with unique opportunities to partner with them. We are currently in discussions with a third party to assist us in this endeavor, which could include sponsored contests, e-newsletters and endorsements in the digital space.

*Alternate Distribution Channels.* In connection with our partnership with TrafficLand, we are planning to launch a mobile application of traffic content that will include more robust visual features for users in a few key markets. Whether this develops into significant revenue will depend on user acceptance of the product (if positive, we would anticipate expanding into an additional 15 markets in 2010) and our ability to successfully introduce advertisements into the mobile environment. Additionally, we are currently focused on driving additional revenue by providing XML data feeds of our traffic content to third party content providers for use in their digital applications as well as newspaper websites, to mobile companies (aggregators of content that can be disseminated to mobile devices) and to television websites. XML feeds, which are less expensive for our customers, have a higher profit margin for us because we own the feeds and do not require third-party assistance to distribute the feeds.

In addition, we believe there is an opportunity to pursue acquisitions, partnerships and joint ventures to consolidate our existing business with competitors and expand into new markets. We routinely evaluate and analyze such opportunities, but we have no current binding plans or arrangements with respect to any such opportunities. We have an option, exercisable through December 1, 2009, to acquire TrafficLand, a provider of traffic video collected from local and state Departments of Transportation. Entering into any transactions with respect to such opportunities would be subject to completion of due diligence, finalization of key business and financial terms (including price) and negotiation of final definitive documentation as well as a number of other factors and conditions including, without limitation, the approval of our board of directors and any required third party consents. We cannot predict how quickly the terms of any such transaction could be finalized, if at all. Accordingly, there can be no assurance that definitive documentation for any such transaction would be executed or even if executed, that any such transaction will be consummated. In connection with evaluating potential strategic acquisition and investment transactions, we have, and may in the future, incur significant expenses for the evaluation and due diligence investigation of these potential transactions.

## **Our Strengths**

We believe our strengths include:

*Large Independent Provider of Content.* We are one of the largest domestic outsourced providers of traffic reporting services and one of the nation's largest radio networks, producing and distributing traffic, news, weather, sports, talk, music, special events and other programming. As an independent provider of content, without any stations under our ownership, we are able to transact with all station groups. We deliver content to over 5,000 radio and 170 television stations in the U.S.

*Developer of Original Content.* We create and develop content for radio and television stations. The programming includes several nationally known personalities including Dennis Miller, Charles Osgood, Fred Thompson and Billy Bush. We also provide stations with targeted programming, including national news, major sporting events and local news and traffic programming that they can generally not afford to develop on their own.

*Multichannel Distributor of Content.* As a producer of original content, we have the ability to utilize multiple media channels by leveraging our existing production capabilities and vast library of content to generate additional revenue without incurring significant costs. For example, much of the same content we distribute to our radio station customers is available to consumers online via podcasting or live streaming, which enables us to generate additional revenue from the sale of advertising embedded in such streams or podcasts.

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*Significant Operating Leverage.* Our business model has a relatively fixed cost base leading to significant operating leverage. We have made progress and are working to further reduce our fixed costs which we believe will enhance our profitability if revenue increases in the future due to an economic recovery or organic growth factors.

*Experienced Management Team.* We have brought together a new, experienced management team with extensive strategic, operating and financial expertise. Our management team has an average of 16 years of industry experience. Our relationship with The Gores Group provides us with additional operational, financial and strategic support. We believe this management team has the ability to respond to economic and industry trends and cycles while maximizing revenue growth from the sale of commercial airtime.

### **Our Strategy**

Our goal is to grow the revenue and profitability of our business. Key elements of our strategy to achieve this goal include:

*Complete operational turnaround.* We have recently begun and will continue to increase our operational efficiency with the assistance of The Gores Group. We announced on March 16, 2009, certain re-engineering and cost-cutting initiatives, as described below in Turnaround Strategies and Revenue Enhancement Initiatives, that are collectively anticipated to result in total annual savings of approximately \$55 to \$63 million. In the third quarter of 2008, we announced a plan to restructure the traffic operations of the Metro Traffic business (commonly referred to by us as the Metro re-engineering) and to implement other cost reductions. The reengineering entailed reducing the number of our Metro Traffic operational hubs from 60 to 13 regional centers and produced meaningful reductions in labor expense, aviation expense, station compensation, program commissions and rent. We have also implemented additional cost reduction initiatives in the first half of 2009, to help improve our operating and financial performance and help establish a foundation for potential long-term growth. We have recognized \$25.0 million of savings from both the Metro re-engineering and additional cost reduction initiatives undertaken by us through the end of the second fiscal quarter of 2009. We anticipate that the total annual savings in 2009 (from the start of the Metro re-engineering and other cost reductions in the third quarter of 2008) will be in the \$53.0 million to \$61.0 million range and additional savings in 2010 will be approximately \$2.0 million, as additional phases of the Metro re-engineering and cost-reduction programs are implemented. These anticipated savings are comprised of labor savings, lower programming costs and reductions in aviation expense, station compensation and savings from consolidation of office leases. Many of the initiatives were instituted as of June 30, 2009. These savings will be offset to a limited degree by investments in our sales force, technology and digital capabilities and certain strategic partnerships such as TrafficLand, a provider of traffic video collected from local and state Departments of Transportation.

*Expand our Sales Force.* We have recently begun and plan to continue to build-out and leverage our extensive local and national sales force to generate increased revenue from the sale of commercial airtime. In our Network business, we are adding category management specialists in high-potential segments of the advertising market. In our Metro business, we have added new sales people at various locations across the country to deepen our local market coverage. We are also adding select sales people in our Metro business to expand the distribution of our local content. Additionally, in our Network business we recently began to offer copy-splitting advertising services which enable our advertising clients to reach more than one desired geographic area at the same time.

*Pursue strategic opportunities.* We evaluate acquisitions, partnerships and joint ventures on an ongoing basis and intend to pursue acquisitions of and partnerships or joint ventures with businesses in our industry and related industries that can assist us in achieving our growth strategy. We focus on opportunities with content and services businesses serving the radio, television and digital markets. We approach strategic opportunities in a disciplined manner and, with the assistance of The Gores Group, intend to focus on opportunities that strengthen our competitive position.

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*Produce cost-effective, original programming.* We will continue to leverage our national scale to provide radio and television stations with programming and services that they may not be able to cost-effectively produce on their own, most notably on the Network side, where rights fees for sporting events and fees for prominent talent personalities are significant and have generally continued to increase over time (except in certain cases in 2009 where we have been able to negotiate lower fees, in part because of a weaker economy). As a syndicator of programming to over 5,000 radio stations and 170 television stations nationwide, we are able to pay such programming costs for a broad array of content, while one station, in most cases, could not. We distribute our programming on a barter basis in exchange for commercial airtime in lieu of cash, which allows stations to preserve capital.

*Expand our distribution channels.* We plan to continue expanding our product offerings across radio, television, online and other platforms through initiatives such as on-camera graphics and mobile video. Our Metro business is also expanding into the digital and wireless categories as a provider of traffic information on mobile and personal navigation devices. As part of this strategy, our Metro business recently entered into a License and Services Agreement with TrafficLand. The agreement provides our Metro business with the exclusive right to enter into affiliation agreements with third party broadcasters wanting access to TrafficLand's live video traffic feeds, which (i) provides us with simultaneous access to 4,700 traffic cameras and (ii) enables us to enhance our product offerings to stations that carry our programming and data feeds. We have an option, exercisable through December 1, 2009, to acquire TrafficLand. We have also partnered with AirSage, a provider of digital traffic data, to enhance our real-time road condition and data reports and with TrafficCast, a traffic science company, to collaborate on licensing of integrated data for others. We believe these initiatives will allow us to significantly expand our digital content offerings.

## **Industry Overview**

### *Radio Broadcasting & Advertising*

According to the FCC, there were 11,213 commercial radio stations serving listeners in the United States as of December 31, 2008. The RAB reported on its website, based on information provided by Miller, Kaplan, Arase & Co., that the market for U.S. radio advertising in 2008 was \$19.5 billion, down 8.6% from \$21.3 billion in 2007. The Radio Advertising Bureau ( RAB ) attributes the decline to the current macro-economic environment and its impact on overall spending. We compete in the local (\$13.6 billion), national (\$2.9 billion) and network (\$1.2 billion) radio advertising segments which comprise the majority of the total industry.

AM/FM radio is one of the most popular forms of media in terms of audience consumption. According to Arbitron's Spring 2007 study, the average time spent listening to the radio by persons 12+ in the U.S. is 19 hours per week. In April 2009, Arbitron reported that 92% of the 12+ demographic uses AM/FM radio each week.

Network radio listenership remains strong among key demographics. According to Arbitron's 2008 Network Radio Today report, network radio reaches nearly 75% of the 12+ U.S. population each week and performs well within the key 18-24, 18-49 and 25-54 year old demographics, reaching 73%, 74% and 74%, respectively. Furthermore, the report also shows reports that more than 60% of adult consumers over the age of 18 listen to network radio out-of-the-home or approximately 143 million adults each week.

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**Weekly Reach Percentage by Age**

Persons 12+

Mon-Sun, 12M-12M

Source: Arbitron's Network Radio Today report, 2008.

To compete for a local audience a radio station selects a style of programming ( format ) that appeals to a target listening group or demographic. There are many formats a station may select, including news, talk, sports and various types of music and entertainment programming. Radio stations generally develop their own programming often with local talent or acquire programming from national sources such as radio networks and syndicators.

In addition to traditional terrestrial radio stations, new technologies and services have entered the marketplace. Recently the radio industry has begun to deploy HD Digital Radio™ technology to deliver digital channels which make more efficient use of spectrum than analog channels and thus enable a radio station to offer multiple digital radio channels and additional services. Internet-based radio services, including our own podcast services, represent an emerging business opportunity. Sirius XM Radio Inc. is a satellite-based broadcaster with programming similar to terrestrial radio.

Radio offers a cost efficient way of reaching diverse audience groups in large numbers. Radio advertising can be purchased by advertisers on a local, regional or national basis. Local and regional purchases allow an advertiser to choose a geographic market for the broadcast of commercial messages. Advertising purchased from a national radio network allows an advertiser to target its commercial messages to a specific demographic within a large national audience. In addition, an advertiser can choose to emphasize its message in a certain market or markets by supplementing a national purchase with local and/or regional purchases.

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**CPM (1) Comparison**

Source: Media Dynamics; Intermedia Dimensions, Inc. 2008.

(1) CPM = cost per thousand impressions.

Radio advertising has historically been cyclical, but with meaningful growth occurring following a recessionary period as depicted below.

**Nominal GDP Growth vs. Radio Advertising Sales Growth**

Source: RAB, Miller, Kaplan, Arase & Co., LLP and U.S. Bureau of Economic Analysis. Recessionary periods (7/90 - 3/91, 3/01 - 11/01 and 12/07 - Current) are shaded. A recession is defined as a significant decline in economic activity spread across the economy, lasting more than a few months, normally visible in real GDP, real income, employment, industrial production, and wholesale-retail sales (NBER).

*Television Broadcasting & Advertising*

According to the Television Bureau of Advertising's April 2009 report, total broadcast television advertising revenue in 2008 was \$46.4 billion. Network television is the largest segment within broadcast television representing revenue of \$25.4 billion in 2008 while local revenue represented \$16.5 billion and syndication \$4.4 billion.

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During the 2008-09 broadcast season, television was viewed in 114.5 million or 98.9% of all U.S. households according to The Nielsen Company's August 2008 report. Television remains the most popular form of media in terms of audience consumption with the average household (i.e., all persons living in the house collectively) watching 8 hours and 18 minutes of television each day during the 2007-08 television season according to The Nielsen Company's November 2008 report. This represents a 14% increase from 7 hours and 15 minutes average household viewing in 1998. There were 1,378 commercial full power television stations and 2,852 Class A and low power television stations serving viewers in the U.S. as of December 31, 2008 according to the FCC.

Television's broad reach and visual impact makes it a powerful and attractive medium for advertisers. Television spots are generally 30 to 60 seconds in length and are purchased by advertisers on a local, regional or national basis. Similar to the radio broadcasting industry, local and regional purchases allow an advertiser to choose a geographic market for the broadcast of commercial messages. Advertising purchased from a national television network allows an advertiser to target its commercial messages to a specific demographic within a large national audience.

On June 12, 2009, to the extent they have not already done so, full power broadcast television stations are required by law to terminate their analog broadcast operations and broadcast solely using digital transmissions. Like HD Digital Radio™, digital television transmission uses spectrum allocations more efficiently providing television broadcasters with opportunities to program an HD channel and one or more standard definition (SD) channels compared to one SD analog channel. We believe this could lead to increased demand for content and services, such as traffic and digital networks, to program the additional channels.

## **Our Businesses**

### *Metro*

The Metro business provides local traffic, news, sports and weather information reports to approximately 2,300 radio and television stations that leverage its extensive information-gathering infrastructure. We believe that our information reports provide station customers with content that appeal to a broad range of demographics. As such, broadcasters across a variety of formats rely on our traffic and news reports, enabling us to serve multiple local stations within a market.

We gather traffic and other data using our information-gathering infrastructure, which includes aircraft (helicopters and airplanes), broadcast-quality remote camera systems positioned at strategically-located fixed positions and on aircraft, mobile units and wireless systems, and by accessing various government-based traffic tracking systems. Through our recent agreement with TrafficLand, we also have real-time access to DOT traffic video from over 4,700 cameras in approximately 50 markets across the United States. In addition to the cameras we access through TrafficLand, we operate approximately 50 helicopters and fixed-wing aircraft, 12 mobile units, 19 airborne camera systems and 130 fixed-position proprietary cameras. In addition, we have 27 broadcast studios and approximately 780 broadcasters and producers. Our local and national news is usually gathered from third parties. The information is converted into broadcast copy by our staff of local writers and producers and is then read on the air by our staff of professional announcers. Additionally, our news and traffic data is converted to online data so that participating stations can incorporate the reports and videos into their websites.

Our production staff works jointly with stations that carry our programming to ensure that the announcer and style of the information match the format of the station. Due to the customized nature of our information reports and the fact that we do not require network stations to identify us as the supplier of the information reports, each network affiliate may present the information reports we provide as if the network affiliate had generated such information report with its own resources. As a result, our on-air announcers often become integral station personalities, including, in many cases, performing services at our affiliate radio stations.

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A typical radio advertisement in our Metro business consists of a 10 or 15 second commercial message read by our on-air announcer and presented as a segment of a regularly scheduled information report. By embedding commercials in our reports we believe audience attentiveness is increased with a lower likelihood of tune out or channel flipping.

Our Metro business sales force typically sells advertising locally, regionally and nationally in the form of 10 and 15 second spots which historically did not compete directly with longer-form radio station sales of 30 and 60 second spots, although in recent years some radio stations have begun selling short-form commercial units similar to ours.

Additionally, we provide traffic services to 170 television stations throughout the U.S. by offering our station affiliates a combination of: live traffic video feeds from our aircraft; proprietary fixed-position cameras in selected markets; access to DOT cameras through TrafficLand; use of helicopters on an exclusive and non-exclusive basis; reporting personnel on an exclusive and non-exclusive basis and various television graphics programs (developed in-house and through third party licenses). Television affiliates are given a choice of which services they would like and our deals with them vary from affiliate to affiliate. In exchange for the content we provide them, television stations provide us with either television commercial airtime or cash, or a combination of both. The television commercial airtime is combined with commercial airtime that we represent on behalf of others and packaged into national ad units which we sell. We believe that our television product offers advertisers significant benefits because, unlike traditional television networks and stations, we often deliver reach across multiple stations in major markets.

Through our barter activities in the television arena, we have established morning, evening and late evening television advertising networks for our advertising clients' commercials to air. Because we have affiliated a large number of network television stations in major markets, our morning, evening and later evening advertising networks deliver significant national household ratings in the local news and late night entertainment environment. According to Nielsen Media Research Company (Nielsen) data for the 2008 fourth quarter, in early morning news (5-9 a.m.), our Metro advertisements reach approximately 2.8 million households; in evening news (4-7 p.m.) our Metro advertisements reach approximately 6.0 million households and in late news (10 p.m.-midnight) our Metro advertisements reach approximately 4.8 million households. These household figures are similar to the number of households reached by early morning news shows, evening news broadcasts and late evening news programming. We package our television commercial airtime primarily on a national basis. We have created separate sales forces that exclusively focus on selling our television commercial airtime and our digital inventory.

The Metro business compensates certain radio stations in major markets for carrying specific programming, in order to ensure that our news and information has the desired national coverage, or to maintain a minimum commercial inventory level.

### *Network*

Our Network business is a leading provider of news, sports, talk, entertainment programming, and special events, and is among the three largest radio networks in the United States in terms of market share, along with Citadel Media (formerly ABC Radio Networks) and Premiere Radio Networks, which is owned by Clear Channel Communications.

We produce or have certain exclusive radio distribution rights on many name-brand news, sports and entertainment programs, including:

News Charles Osgood, CBS Radio News, CNN Radio News, NBC News Radio and Dow Jones radio properties;

Sports NFL games (including the Super Bowl), NCAA football and basketball games (including March Madness) and The Masters golf tournament;

Talk Dennis Miller and Fred Thompson;



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Entertainment Billy Bush, CMT Live with Cody Alan, MTV Radio Network, BET Radio Network, Rachel Ray, Dr. Phil, David Letterman, Jay Leno and Conan O'Brien; and

Special Events Grammy Awards, Academy of Country Music (ACM) Awards, MTV Music Awards and live concerts.

We believe our strong slate of news and sports programs, along with our roster of radio personalities, delivers consistent listenership to stations and creates value for our embedded commercial inventory. In some cases, our Network business compensates certain stations in major markets for carrying specific programming. This is done to ensure that our programming has the desired national coverage, or to maintain a minimum commercial inventory level.

We control most aspects of the production of our programs, including the creative development, and accordingly, are able to refine the programs content to respond to the needs of our listeners, station customers and national advertisers. We determine the content and style of a program based on the target audience we wish to reach. Our news and entertainment programs are produced at our in-house production facilities, while recordings of live concert performances and sports events are produced on location.

As part of our agreement for live concerts and special events, we often retain a copy of the recording of the concert, sporting event, special event and interviews for use in our radio programs and as additions to our extensive audio library, which we believe is a valuable resource for use in future programming. The library contains previously broadcast programs, thousands of live concert performances, over 19,000 artist interviews, daily news programs, Capitol Hill hearings and other special events.

We typically package our Network business radio commercial airtime on a national network basis, covering stations in relevant markets, either locally, regionally or nationally. This packaged airtime typically appeals to advertisers seeking a broad demographic reach. Because we generally sell our commercial airtime on a national network basis rather than station-by-station, we generally do not compete for advertising dollars with individual local radio stations. We believe that this is a key factor in maintaining our network relationships.

## **Advertising Sales and Marketing**

Our advertising sales force is comprised of approximately 130 sales representatives and sales managers. We maintain sales offices in all of our operations centers, which are located in several markets throughout the country. Each sales office is able to sell available commercial airtime in any and all of our markets. As an example, an airline advertiser can purchase sponsorship advertising packages in multiple markets from our local sales representative in the city in which the airline is headquartered. We also combine our commercial airtime into multiple sponsorship packages which we sell as an information sponsorship package to advertisers throughout our networks on a local, regional or national basis, primarily during morning and afternoon drive periods.

## **Turnaround Strategies and Revenue Enhancement Initiatives**

Since September 2008, we have implemented a significant number of key turnaround strategies and revenue enhancement initiatives, including:

### Re-Engineering of Traffic Operations

*Regionalization.* We are in the process of regionalizing 60 operating centers to 13 hubs (scheduled to be completed by July 2009), allowing us to regionalize data gathering, improve the quality and consistency of our products and leverage talent in larger offices.

*Reduction of reliance on aircraft.* We have reduced our reliance on aircraft by using video and speed and flow technology and working with strategic partners.

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### Cost Reduction Programs

*Reduction of salary/headcount.* We have been actively reducing headcount, salaries and redundant overhead.

*Reduction of programming costs.* We have been reviewing the profitability of our program portfolio in order to reduce production and other costs associated with these programs while optimizing affiliate station coverage. These efforts include the elimination of unprofitable programs.

*Reduction of affiliate compensation.* We are in the process of negotiating reductions in the compensation we pay to radio stations that carry certain of our programs.

### Revenue Initiatives

*Investment in sales force.* We have been selectively building out our sales force to expand our market presence across regions and products, particularly in the radio, television and digital areas of our Metro business.

*Renewed focus on sales and inventory management.* We are focused on implementing technology and data reporting that allow us to increasingly optimize our advertising including utilization and pricing.

*Expansion of product offerings.* We have developed and are providing product offerings, such as copy splitting, 15 second spots and pre-recorded advertisements.

### Management Reorganization

We have engaged a new, experienced management team to provide greater leadership.

We have reorganized our corporate structure to increase accountability for each of our Network and Metro businesses.

## **Restructuring**

On April 23, 2009, we completed a refinancing of substantially all of our outstanding long-term indebtedness (approximately \$241 million in principal amount) and a recapitalization of our equity (the Restructuring).

As part of the Restructuring, our then existing debtholders released all of their respective existing obligations in exchange for (1) \$117.5 million of Senior Notes, (2) 34,962 shares of Series B Preferred Stock, and (3) a one-time cash payment of \$25 million. We also entered into the Senior Credit Facility, pursuant to which we have a \$15.0 million revolving line of credit and a \$20.0 million unsecured non-amortizing term loan. As of the date of this prospectus, we have borrowed the entire amount under the term loan and we have not made any borrowings under the revolving line of credit.

In addition, as part of the Restructuring, Gores (1) agreed to purchase, at a discount, approximately \$22.6 million principal amount of our then existing debt held by debt holders who did not wish to participate in the Senior Notes, (2) agreed to guarantee the Senior Credit Facility and a \$10.0 million contractual commitment by one of our wholly owned subsidiaries and (3) invested \$25.0 million in the Company for 25,000 shares of Series B Preferred Stock. In connection with Gores providing the aforementioned guarantees and purchasing the debt from non-participating holders, the 75,000 shares of Series A Preferred Stock held by Gores immediately prior to the Restructuring, which then had a liquidation

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preference of approximately \$79.0 million, were exchanged for 75,000 shares of Series A-1 Preferred Stock with a per share conversion price which provided Gores with an approximately 54.6% interest in the Company after the Restructuring.

Taking into account Gores' Series B Preferred Stock, Series A-1 Preferred Stock and common stock, upon the consummation of the Restructuring, Gores' ownership in the Company increased from approximately 36% to 75.1%. Accordingly, the Restructuring, when considering the ownership held by Gores as well as the ownership held by our then existing debt holders, constituted a change of control transaction that requires

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the Company to follow the purchase method of accounting, as described by SFAS 141R. We have considered the ownership held by Gores and our then existing debt holders as a collaborative group in accordance with Emerging Issues Task Force D-97, *Push Down Accounting*. As a result, we have followed the acquisition method of accounting, as described by SFAS 141R, *Business Combinations* and applied the SEC rules and guidance regarding *push down accounting* treatment effective April 23, 2009.

### **Recent Events**

On June 4, 2009, we filed a definitive proxy statement for a special meeting of our stockholders. On June 26, 2009, we adjourned the special meeting without taking action on any of the proposals. We did so to provide our stockholders with additional explanatory information regarding certain of the proposals and, if necessary, to file an amended proxy statement. On July 20, 2009, we filed a definitive proxy statement in connection with the reconvened meeting to be held on August 3, 2009. The purpose of the meeting was to consider and vote upon the Charter Amendments. The stockholders approved the Charter Amendments, which resulted in the automatic conversion of all shares of preferred stock into common stock and the cancellation of warrants to purchase 10 million shares of common stock issued to Gores as part of their investment in our Series A Preferred Stock. There are no longer any issued and outstanding warrants to purchase our common stock or any shares of our capital stock that have any preference over the common stock with respect to voting, liquidation, dividends or otherwise. Under the Charter Amendments, each of the newly authorized shares of common stock has the same rights and privileges as previously authorized common stock. Adoption of the Charter Amendments did not affect the rights of the holders of our currently outstanding common stock nor did it change the par value of the common stock.

On July 9, 2009, Gores converted 3,500 shares of Series A-1 Convertible Preferred Stock into 103,512,913 shares of common stock (without taking into account the reverse stock split). Pursuant to the terms of our Certificate of Incorporation, the 291,722 outstanding shares of our Class B common stock were automatically converted into 291,722 shares of common stock (without taking into account the reverse stock split) because as a result of such conversion by Gores because the voting power of the Class B common stock, as a group, fell below ten percent (10%) of the aggregate voting power of issued and outstanding shares of common stock and Class B common stock.

In connection with the Restructuring and the issuance of the Preferred Stock, we have determined that the Preferred Stock contained a beneficial conversion feature (BCF) that is partially contingent. The BCF is measured as the spread between the effective conversion price and the market price of common stock on the commitment date and then multiplying this spread by the number of conversion shares, as adjusted for the contingent shares. A portion of the BCF was recognized at issuance (issuance BCF) while the majority of the BCF is contingent (contingent BCF) upon the authorization of additional common shares which, in our cases, did not occur until August 3, 2009.

### **The Gores Group**

The Gores Group owns approximately 75.1% of our common stock. Founded in 1987, Gores is a private equity firm focused on investing in businesses which can benefit from the firm's operating and turnaround expertise. The firm's current private equity fund has committed equity capital of \$1.3 billion.

### **CBS**

From 1994 to 2008, we were managed by CBS Radio Inc. (CBS Radio; previously known as Infinity Broadcasting Corporation), a wholly owned subsidiary of CBS Corporation, pursuant to a management agreement between CBS Radio and us. On October 2, 2007, we entered into a definitive agreement with CBS Radio documenting a long-term arrangement through March 31, 2017, which became effective as of March 3, 2008 following approval by our stockholders. As part of the new arrangement, CBS Radio no longer manages us and has agreed to broadcast our commercial inventory for both the Network and Metro businesses through March 31, 2017 in exchange for certain programming and/or cash compensation.

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As part of the new arrangement with CBS, we entered into station agreements that document and extend through March 31, 2017 our distribution of network news, local traffic and news programming to CBS Radio stations and extend our rights to, and levels of, commercial inventory for CBS Radio stations. Our compensation of the CBS Radio stations under these agreements adjusts up or down for changes in audience levels as opposed to our previous affiliation agreements under which we paid fixed compensation regardless of fluctuations in audience levels. Our compensation of CBS Radio stations also adjusts up or down for commercial clearance and, in particular, station compensation is subject to *pro rata* downward adjustment for declining percentages of commercial clearance and we pay no compensation if a station broadcasts 75% or less of our commercial inventory. Additionally, if a particular station fails to achieve commercial clearance of at least 75%, we can exercise our termination right with respect to that station's affiliation agreement and collect liquidated damages. In addition to certain customary termination rights, the CBS Master Agreement and all other ancillary agreements, other than the mutual release, terminate in the event that 15% or more of the station agreements measured by revenue or number are terminated.

The agreements with the CBS Radio stations also provide protections for us in the event that CBS Radio sells its stations to a third-party. In particular, for the first 35 stations sold by CBS Radio, CBS Radio is required to assign the applicable station agreements to the buyer and if the buyer does not assume such contracts, we may terminate the agreements and CBS is required to reallocate the commercial inventory among its remaining stations for the term of the agreements.

We also entered into an arrangement that provides that our subsidiary Metro Networks Communications, Inc. will be the exclusive source, subject to certain limited exceptions, of traffic information on CBS Radio stations' analog and HD1 signals.

Further, among other things, the CBS Master Agreement also sets forth the terms and conditions relating to CBS Radio's ability to sell ten second sponsorships adjacent to traffic reports through March 31, 2010, extended our right of first refusal to syndicate certain CBS Radio programming through March 31, 2017, cancelled all of the then-existing warrants and related registration rights held by CBS, provided for maximum annual bonus of \$4.0 million payable to CBS Radio for commercial clearance of 95% or higher and no annual bonus if clearance was below 90%, provided for a \$2.0 million payment from CBS Radio if commercial clearance in 2008 for CBS' top ten markets was less than 93.75% and provides us with the limited ability to defer up to \$4.0 million in payments to CBS Radio on two occasions through March 2010. The \$2.0 million payment was not paid by CBS Radio, as clearance exceeded targets, and to date, we have made one deferral of \$4.0 million in payments.

Certain other existing agreements between CBS Radio and us, including the News Programming Agreement, the Technical Services Agreement and the Trademark License Agreement were also amended and restated through March 31, 2017.

## **Competition**

In the markets in which we operate, we compete for advertising revenue with other forms of communications media, including print, radio, television, cable, outdoor and out-of-home, direct response, yellow page directories, Internet/new media and point-of-sale.

In our traffic business we believe that we are significantly larger than the broadcast traffic division of Clear Channel Communications, whom we believe to be the next largest provider of traffic and local radio information services to radio stations in the United States. Clear Channel's Total Traffic provides traffic to approximately 950 radio stations, most of which are radio stations it owns. After Clear Channel, we believe Traffic.com (purchased in 2007 by NAVTEQ, which is now owned by Nokia Communications) is our next largest traffic competitor based on information generally available to the industry. However, we believe neither Traffic.com nor Clear Channel approaches our national reach of 2,135 stations and the number of affiliates we serve in top markets (including 391 in the top 10 DMAs (designated geographic areas defined by Nielsen Media Research Company) and 734 in the top 25 DMAs).

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In our Network business, Clear Channel's Premiere Radio Networks division and Citadel Media (formerly ABC Radio Networks) represent our main competitors in the network radio business, which also includes networks such as American Radio Urban Network, Crystal Media Networks, Dial Global and United Stations Radio Network. Based on the six most recent RADAR reports (released on such dates indicated below), the share of gross impressions (listeners) for Westwood One, Premiere and Citadel Media was as follows:

<b>RADAR book</b>	<b>Westwood One</b>	<b>Premiere</b>	<b>Citadel</b>
101 (June 2009)	23.3	25.8	25.0
100 (March 2009)	23.6	25.4	25.3
99 (December 2008)	24.1	23.1	26.1
98 (September 2008)	25.4	24.4	27.7
97 (June 2008)	25.1	24.8	28.3
96 (March 2008)	24.5	25.6	28.0

Based on the information known to us, we believe the significant majority of our decline in audience is due to the introduction of PPM which has affected the industry as a whole, however, some of our audience decline has been impacted by a change in affiliates. In addition to the foregoing, there are several multi-market businesses providing local radio and television programming services in various markets. With the recent introduction of both HD Digital Radio and digital television, we believe demand for high quality national and local programming may increase.

We believe that the quality of our programming and the strength of our affiliate relations and advertising sales forces enable us to compete effectively with other forms of communications media. Our programs are distributed to radio stations and other station affiliates that we believe will have the largest and most desirable listening audience for each of our programs. We believe that in comparison with any other independent radio syndication producer and distributor or radio network, we have a more diversified selection of programming from which national advertisers and radio stations may choose. Since we both produce and distribute our programs, we are able to more effectively respond to the demands of advertisers and radio stations.

The increase in the number of program formats has led to increased competition among local radio stations for audience. As stations attempt to differentiate themselves in an increasingly competitive environment, demand for quality programming may increase, including from outside programming sources. This demand has been intensified by high operating and production costs at local radio stations and increased competition for local advertising revenue. While we compete with radio stations for advertising revenue, we do not compete with such stations directly as our advertising inventory is sold on a network basis and placed within the framework of our programming.

**Trademarks**

We have approximately 40 trademarks, of which only two, the Westwood One and Metro Networks names, are considered material to our business. Such trademarks have been registered since 1982 and 1994, respectively, and we make maintenance filings with respect to each such trademark every 10 years.

**FCC Regulation**

Certain of our program origination and distribution activities involve the use of FCC-licensed radio frequencies. We are required to apply for, maintain and renew such licenses in accordance with the Communications Act of 1934, as amended, and the FCC's rules, and to operate our FCC-licensed facilities in accordance with that Act and those rules.

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### **Employees**

On July 31, 2009, we had approximately 1,518 employees, including 483 part-time employees. In addition, we maintain continuing relationships with numerous independent writers, program hosts, technical personnel and producers. Approximately 477 of our employees are covered by collective bargaining agreements. We believe relations with our employees, unions and independent contractors are satisfactory.

### **Properties**

Our headquarters are located at 40 West 57<sup>th</sup> Street, 5<sup>th</sup> Floor, New York, New York 10019. We own three buildings in Culver City, California: (1) a 10,000 square-foot building, which contains administrative, sales and marketing; (2) a 10,000 square-foot building, which contains our two traffic and news reporting divisions, Metro Networks and Shadow Broadcast Services; and (3) a 6,500 square-foot building, which contains our production facilities. In addition, we lease operation centers/broadcast studios and marketing and administrative offices, including our headquarters, across the United States consisting of over 290,000 square feet in the aggregate, pursuant to the terms of various lease agreements.

We believe that our facilities are adequate for our current level of operations.

### **Legal Proceedings**

On September 12, 2006, Mark Randall, derivatively on behalf of Westwood One, Inc., filed suit in the Supreme Court of the State of New York, County of New York, against us and certain of our current and former directors and certain former executive officers. The complaint alleges breach of fiduciary duties and unjust enrichment in connection with the granting of certain options to our former directors and executives. Plaintiff seeks judgment against the individual defendants in favor of us for an unstated amount of damages, disgorgement of the options which are the subject of the suit (and any proceeds from the exercise of those options and subsequent sale of the underlying stock) and equitable relief. Subsequently, on December 15, 2006, Plaintiff filed an amended complaint which asserts claims against certain of our former directors and executives who were not named in the initial complaint filed in September 2006 and dismisses claims against other former directors and executives named in the initial complaint. On March 2, 2007, we filed a motion to dismiss the suit. On April 23, 2007, Plaintiff filed its response to our motion to dismiss. On May 14, 2007, we filed our reply in furtherance of its motion to dismiss Plaintiff's amended complaint. On August 3, 2007, the Court granted such motion to dismiss and denied Plaintiff's request for leave to replead and file a further amended complaint. On September 20, 2007, Plaintiff appealed the Court's dismissal of its complaint and moved for renewal under CPLR 2221(e). Oral argument on Plaintiff's motion for renewal occurred on October 31, 2007. On April 22, 2008, Plaintiff withdrew its motion for renewal, without prejudice to renew.

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Our current executive officers and directors are as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Norman J. Pattiz	66	Chairman of the Board of Directors
Roderick M. Sherwood, III	55	President, Chief Financial Officer and Principal Accounting Officer
David Hillman	40	Chief Administrative Officer; Executive Vice President, General Counsel and Secretary
Steven R. Kalin	45	President, Metro Networks division, and Chief Operating Officer
Gary Schonfeld	57	President, Network division
Jonathan S. Marshall	45	Executive Vice President, Business Affairs and Strategic Development
Andrew P. Bronstein	50	Director
Jonathan I. Gimbel	30	Director
Scott M. Honour	42	Director
H. Melvin Ming	64	Director
Michael Nold	38	Director
Emanuel Nunez	50	Director
Mark Stone	45	Director
Ian Weingarten	37	Director
Ronald W. Wuensch	67	Director

**Officer and Director Biographies**

*Norman J. Pattiz* founded Westwood One in 1976 and has held the position of Chairman of the Board of Directors since that time. He was also our Chief Executive Officer until February 3, 1994. From May 2000 to March 2006, Mr. Pattiz served on the Broadcasting Board of Governors (BBG) of the United States of America, which oversees all U.S. non-military international broadcast services. As chairman of the Middle East Committee, Mr. Pattiz was the driving force behind the creation of Radio Sawa, the BBG's 24/7 music, news and information radio network, and Alhurra Television, the U.S. sponsored, Arabic language satellite TV channel to the entire Middle East. Mr. Pattiz has served as a Regent of the University of California since September 2001, and chairs the Regents Oversight Committee of the Department of Energy Laboratories, including Los Alamos, Lawrence Livermore and Lawrence Berkeley. He is a past president of the Broadcast Education Association, and a member of the Council on Foreign Relations and the Pacific Council on International Policy. He is Director of the Office of Foreign Relations of the Los Angeles Sheriff's Department, and serves on the Region 1, Homeland Security Advisory Council. In November 2009, Mr. Pattiz will be inducted into the National Radio Hall of Fame in recognition of his significant off air contributions to the radio industry.

*Roderick M. Sherwood, III* was appointed President of Westwood One effective October 20, 2008 and Executive Vice President, Chief Financial Officer, and Principal Accounting Officer of Westwood One effective September 17, 2008. Mr. Sherwood served as Chief Financial Officer, Operations of The Gores Group, LLC from November 2005 to September 5, 2008, where he was responsible for leading the financial oversight of all Gores portfolio companies. From October 2002 to September 2005, Mr. Sherwood served as Senior Vice President and Chief Financial Officer of Gateway, Inc., where he was primarily responsible for overseeing financial performance and operational improvements and exercising corporate financial control, planning, and analysis. During his tenure at Gateway, he also oversaw Gateway's acquisition of eMachines. From August 2000 to September 2002, Mr. Sherwood served as Executive Vice President and Chief Financial Officer of Opsware, Inc. (formerly Loudcloud, Inc.), an enterprise software company. Prior to Opsware, Mr. Sherwood also served in a number of operational and financial positions at Hughes Electronics Corporation, including President and General Manager of Spaceway (broadband services), Executive Vice President of DIRECTV International and Chief Financial Officer of Hughes Telecommunications & Space Company. He also served in a number of positions during 14 years at Chrysler Corporation, including Assistant Treasurer and Director of Corporate Financial Analysis.



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*David Hillman* serves as our Chief Administrative Officer; Executive Vice President, Business Affairs and General Counsel. Mr. Hillman joined Westwood One in June 2000 as Vice President, Labor Relations and Associate General Counsel, which positions he held through September 2004, and thereafter became Senior Vice President, General Counsel in October 2004. He became an Executive Vice President in February 2006 and Chief Administrative Officer on July 10, 2007. Mr. Hillman has a B.A. from Dartmouth College and a J.D. from Fordham University School of Law.

*Steven R. Kalin* was appointed our Chief Operating Officer effective July 7, 2008 and President of the Metro Networks division on October 20, 2008. Mr. Kalin has 20 years of media experience, encompassing both traditional and digital platforms and strategic, business development and operational roles. From 2002 to 2007, Mr. Kalin served as Executive Vice President and Chief Operating Officer of Rodale, Inc., a global publisher of health and wellness information. From September 2000 to January 2002, Mr. Kalin was COO and then CEO of Astata, a business to business wireless software company. From September 1998 to June 2000, Mr. Kalin served as Chief Financial Officer and Chief Operating Officer of Medscape, a leading online website for physicians. From October 1995 to August 1998, Mr. Kalin was Vice President of Business Development for ESPN Internet Ventures and with ESPN Enterprises. At the start of his career, Mr. Kalin was a consultant with McKinsey & Company in the firm's media practice. Mr. Kalin holds a B.A. from Brown University and an M.B.A. from Harvard Business School.

*Gary Schonfeld* serves as our President, Network division, a position he has held since October 2008. Mr. Schonfeld co-founded radio network MediaAmerica in 1987 and served as President. He became President of Jones MediaAmerica upon the acquisition of MediaAmerica by Jones Media Group in July 1998. He served in that position until the acquisition of Jones Media Group by Triton Radio Network in June 2008. Prior to founding MediaAmerica, Mr. Schonfeld served as Vice-President Eastern Sales Region for Westwood One, an account executive with CBS Radio Networks and in various positions with Fairchild Publications, Y&R Advertising, and ABC Radio. Mr. Schonfeld has a B.A. from the University of Vermont and an M.A. from the University of Michigan.

*Jonathan S. Marshall* serves as our EVP/Business Affairs and Strategic Development, a position he has held since April 2008. Mr. Marshall has experience in both deal making and the broadcast traffic business. From 2005 through 2008, Mr. Marshall was a sole practitioner at JS Marshall & Assoc., an entertainment finance law firm based in Los Angeles. Previous to that he served as COO/General Counsel to RKO Pictures, LLC in Los Angeles from 2001 through 2005 and General Counsel to The Shooting Gallery, Inc. from 1997 through 2001. Mr. Marshall was an associate at Loeb and Loeb, LLP from 1995 through 1997 and at Shearman & Sterling from 1988 through 1995. Mr. Marshall obtained his J.D. from Tulane Law School in 1988 and his undergraduate degree in 1985 from Tulane University. Mr. Marshall has been a member of the California Bar since 1988.

*Andrew P. Bronstein* has been a member of our board of directors since April 23, 2009. Mr. Bronstein is currently a Managing Director of Glendon Partners, the operations affiliate of The Gores Group, LLC, which is the investment manager of Gores Capital Partners L.P., Gores Capital Partners II, L.P. and their related investment entities, and the managing member of Gores Radio Holdings, LLC. Mr. Bronstein is responsible for portfolio company financial oversight and controls and financial due diligence activities for Gores. Before joining Glendon Partners in 2008, Mr. Bronstein was President of APB Consulting LLC, a consulting firm that solved complex financial and accounting issues and led acquisition due diligence for public and private companies. From 1992 to 2006, Mr. Bronstein was Corporate Controller and Principal accounting Officer (and Vice President commencing in 1994) of SunGard Data Systems Inc., a Fortune 500 software and services company. Before 1992, Mr. Bronstein worked for Coopers & Lybrand, a predecessor of PricewaterhouseCoopers, as a senior manager and director of its high technology practice in Philadelphia, PA. Mr. Bronstein graduated with distinction from Northeastern University with a B.S. in Accounting and a concentration in Finance. He is a CPA.

*Jonathan I. Gimbel* has been a member of our board of directors since April 23, 2009. Mr. Gimbel is currently a Vice President of The Gores Group, LLC, which is the investment manager of Gores Capital Partners L.P., Gores Capital Partners II, L.P. and their related investment entities, and the managing member

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of Gores Radio Holdings, LLC. Mr. Gimbel is responsible for the negotiation and execution of certain Gores acquisitions, divestitures and financing activities in addition to originating new investment opportunities. Prior to joining Gores in 2003, Mr. Gimbel was an analyst at Credit Suisse First Boston, where he focused primarily on mergers and acquisitions and leveraged finance transactions in the Media and Telecommunications group. Mr. Gimbel graduated with honors from the University of Texas with a Bachelor of Business Administration in Finance and Accounting and holds an M.B.A. from the Harvard Business School.

*Scott M. Honour* has been a member of our board of directors since June 19, 2008. Mr. Honour joined Gores in 2002 and is currently Senior Managing Director of The Gores Group, LLC, which is the investment manager of Gores Capital Partners L.P., Gores Capital Partners II, L.P. and their related investment entities, and the managing member of Gores Radio Holdings, LLC. From 2001 to 2002, Mr. Honour served as a Managing Director at UBS Warburg and was an investment banker at Donaldson, Lufkin & Jenrette from 1991 to 2002. Mr. Honour earned his B.S. in Business Administration and B.A. in Economics, *cum laude*, from Pepperdine University, and his M.B.A. from the Wharton School of the University of Pennsylvania with an emphasis in finance and marketing. Mr. Honour is also a director of various Gores portfolio companies.

*H. Melvin Ming* has been a member of our board of directors since July 7, 2006. Since October 2002, Mr. Ming has been the Chief Operating Officer of Sesame Workshop, the producers of Sesame Street and other children's educational media. Mr. Ming joined Sesame Workshop in 1999 as the Chief Financial Officer. Prior to joining Sesame Workshop, Mr. Ming was the Chief Financial Officer of the Museum of Television and Radio in New York from 1997 to 1999; Chief Operating Officer at WQED in Pittsburgh from 1994-1996; and Chief Financial Officer and Chief Administrative Officer at Thirteen/WNET New York from 1984 to 1994. Mr. Ming is a CPA and graduated from Temple University in Philadelphia, PA.

*Michael Nold* has been a member of our board of directors since April 23, 2009. Mr. Nold is currently a Managing Director of Glendon Partners, the operations affiliate of The Gores Group, LLC, which is the investment manager of Gores Capital Partners L.P., Gores Capital Partners II, L.P. and their related investment entities, and the managing member of Gores Radio Holdings, LLC. Mr. Nold is responsible for oversight of select Gores portfolio companies and operational due diligence efforts. Before joining Glendon Partners in 2008, Mr. Nold was Vice President Strategy & Corporate Development at Hewlett-Packard, where he worked from 2004-2008. At HP, Mr. Nold focused on the global Services and Technology Solutions divisions and also co-lead Hewlett-Packard's Corporate Strategy group, responsible for prioritizing and driving key transformational initiatives across Hewlett-Packard. Previously, Mr. Nold held leadership positions, in strategy and marketing, at United Technologies and Avanex Corporation from 2001 to 2004. Prior to that, Mr. Nold served as a management consultant with Bain & Company. Mr. Nold earned a B.S.E. in Industrial & Operations Engineering from the University of Michigan and an M.B.A. in Finance and Marketing from The Wharton School.

*Emanuel Nunez* has been a member of our board of directors since June 19, 2008. Mr. Nunez is currently an agent in the Motion Picture department of Creative Artists Agency (CAA), a talent and literary agency based in Los Angeles, where he is involved in the representation of actors, directors, production companies and film financiers with respect to transactions ranging from traditional talent employment and production arrangements, to the territorial sales of motion picture distribution rights worldwide, as well as the structuring of many international co-productions. Prior to joining CAA in 1991, Mr. Nunez was at International Creative Management (ICM) and was an attorney for an entertainment law firm in Los Angeles. In 2006, Nunez was named a Commissioner for the Latin Media & Entertainment Commission, an organization that advises the Mayor of New York City on strategic business development of the Latin Media and Entertainment Industry. Mr. Nunez holds a J.D. from the Pepperdine University School of Law and a B.S. from Rutgers University.

*Mark Stone* has been a member of our board of directors since June 19, 2008. Mr. Stone is currently President, Gores Operations Group, and Senior Managing Director of The Gores Group, LLC, which is the investment manager of Gores Capital Partners L.P., Gores Capital Partners II, L.P. and their related

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investment entities, and the managing member of Gores Radio Holdings, LLC. Mr. Stone has responsibility for Gores' worldwide operations group, oversight of all Gores portfolio companies and operational due diligence efforts. Mr. Stone joined Gores in 2005 from Sentient Jet, a provider of private jet membership, where he served as CEO from 2002 to 2004. Prior to Sentient Jet, from 1998 to 2002, Mr. Stone served as CEO of Narus, a global telecommunication software company and from 1997 to 1998, as CEO of Sentex Systems, an international security and access control manufacturing company. Mr. Stone holds an M.B.A. in Finance and Multinational Management from The Wharton School and a B.S. in Finance with Computer Science and Mathematics concentrations from the University of Maine. Mr. Stone is also a director of various Gores portfolio companies.

*Ian Weingarten* has been a member of our board of directors since June 19, 2008. Mr. Weingarten is currently a Managing Director of The Gores Group, LLC, which is the investment manager of Gores Capital Partners L.P., Gores Capital Partners II, L.P. and their related investment entities, and the managing member of Gores Radio Holdings, LLC. Prior to joining The Gores Group in 2002, Mr. Weingarten was a director at UBS Investment Bank. Prior thereto, Mr. Weingarten was an investment professional at Apollo Management, L.P. as well as a private investment firm investing capital for two high net worth families. Mr. Weingarten was previously a member of the mergers & acquisitions group within the investment banking division at Goldman Sachs & Co. Mr. Weingarten graduated *summa cum laude* from The Wharton School of the University of Pennsylvania, with a B.S. in Economics and a dual concentration in Finance and Entrepreneurial Management. Mr. Weingarten is also a director of various Gores portfolio companies and is a member of the Board of Governors at Cedars-Sinai Medical Center.

*Ronald W. Wuensch* has been a member of our board of directors since July 6, 2009. In 1992, Mr. Wuensch founded Wuensch Consulting (WC), which specializes in providing private consulting services to boards of directors and chief executive officers regarding specific issues on economic value and business design. From 1988 to 1992, Mr. Wuensch served as Group Executive for a \$50 billion financial services holding company and prior thereto was Senior Vice President for a multi-bank holding company, President of a bank holding company, and a consulting partner with Arthur Young and with KPMG. In addition, Mr. Wuensch has extensive experience as a board member of several public and private companies. He is currently an Executive Professor at the University of Houston's Bauer College of Business, Wolff Center for Entrepreneurship. Mr. Wuensch is a graduate of Baylor University and a Certified Public Accountant licensed in Texas.

## **Board Composition**

Our board of directors is set at eleven members. We currently have 10 members and one vacancy. In order to ensure compliance with the independence requirements of the NASDAQ Global Market, the composition of the board of directors may change prior to and following the offering. It is our intention to be in full and timely compliance with all applicable rules of the NASDAQ Global Market and applicable law, including with respect to the independence of our directors. We intend to rely on the controlled company exception to the board of directors and committee composition requirements under the rules of the NASDAQ Global Market. The controlled company exception does not modify the independence requirements for the audit committee, and we intend to comply with the requirements of the Sarbanes-Oxley Act of 2002 and the NASDAQ Global Market rules which require that our audit committee be composed of at least three independent directors.

## **Board Committees**

Our board of directors has the authority to appoint committees to perform certain management and administration functions. Our board of directors currently has an audit committee and a compensation committee.

The audit committee selects, on behalf of our board of directors, an independent public accounting firm to be engaged to audit our financial statements, discusses with the independent auditors their

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independence, reviews and discusses the audited financial statements with the independent auditors and management and recommends to our board of directors whether the audited financials should be included in our Annual Reports on Form 10-K filed with the SEC. Mr. Bronstein is the chairman of our audit committee and the other members of our audit committee are Mr. Ming, Mr. Nunez and Mr. Wuensch. In connection with the consummation of this offering, Mr. Bronstein will cease to serve as a member and as chairman at which time the audit committee will consist of three members, all of whom will be independent directors.

The compensation committee reviews and either approves, on behalf of our board of directors, or recommends to the board of directors for approval (1) the annual salaries and other compensation of our executive officers and (2) individual stock and stock option grants. The compensation committee also provides assistance and recommendations with respect to our compensation policies and practices and assists with the administration of our compensation plans. As of the date of this filing, a chairman of our compensation committee has not been elected. The members of our compensation committee are Mr. Bronstein, Mr. Ming, Mr. Nold, Mr. Pattiz and Mr. Stone.

### **Compensation Committee Interlocks and Insider Participation**

There are no interlocking relationships requiring disclosure under the applicable rules promulgated under the U.S. federal securities laws.

### **Limitation of Liability and Indemnification**

For information concerning limitation of liability and indemnification applicable to our directors, executive officers and, in certain cases, employees, please see [Description of Capital Stock](#) located elsewhere in this prospectus.

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**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

**Gores**

*Senior Notes*

As part of the Restructuring, we entered into a Securities Purchase Agreement (the *Securities Purchase Agreement*) with: (1) holders of our then outstanding Old Notes that were issued under the Note Purchase Agreement, dated as of December 3, 2002, as amended, among us and the holders of the notes issued thereunder, and (2) lenders under the Facility (such lenders, collectively with the holders of the Old Notes, the *Debt Holders*).

Pursuant to the Securities Purchase Agreement, including the agreements and instruments attached as exhibits thereto, in consideration for releasing all of their respective claims under the Old Notes and the Old Credit Agreement, the Debt Holders (including Gores, our principal stockholder, with respect to debt purchased by Gores in the Cash Out, as described below) collectively received (1) \$117.5 million of Senior Notes, maturing July 15, 2012, which Senior Notes represent the portion of our indebtedness under the Old Credit Agreement and the Old Notes deemed to be continuing by the Securities Purchase Agreement; (2) 34,962 shares of Series B Preferred Stock; and (3) a one-time cash payment of \$25.0 million. Gores purchased at a discount approximately \$22.6 million principal amount of our then existing debt held by Debt Holders who did not wish to participate in the Senior Notes as set forth in the Securities Purchase Agreement (the *Cash Out*). See *Description of Certain Indebtedness 15% Senior Secured Notes due 2012*.

*Gores Guarantees*

In connection with the Restructuring, we also entered into the Senior Credit Facility with Wells Fargo Foothill, LLC as the arranger, administrative agent and initial lender, pursuant to which we obtained a \$15.0 million revolving line of credit (which includes a \$1.5 million letter of credit sub-facility) on a senior unsecured basis and a \$20.0 million unsecured non-amortizing term loan. We borrowed the entire amount of the term loan on the closing date and did not make any borrowings of revolving loans. Loans under the Senior Credit Facility will mature on July 15, 2012 and proceeds of the term loan will be used to, among other things, consummate the transactions contemplated by the Restructuring, and pay fees and expenses in connection therewith. See *Description of Certain Indebtedness Senior Credit Facility*. Gores is guaranteeing all indebtedness under the Senior Credit Facility.

Additionally, as contemplated by the Restructuring, Gores is guaranteeing up to \$10.0 million of contractual commitments by one of our wholly owned subsidiaries.

*Master Mutual Release*

In connection with the Restructuring, we and the holders of the Old Notes and loans under the Old Credit Agreement (including Gores with respect to debt purchased by Gores in the Cash Out) entered into an agreement (the *Master Mutual Release*), pursuant to which we, our subsidiaries, the holders of the Old Notes and the lenders under the Old Credit Agreement released all of their respective claims for indemnity, reimbursement, expense and payment of the obligations in respect of the Old Notes and the Old Credit Agreement, except to the extent such obligations were continued under the Senior Notes.

*Purchase Agreement*

In connection with the Restructuring, Gores (1) agreed to purchase, at a discount, approximately \$22.6 million principal amount of our then existing debt held by debt holders who did not wish to participate in the Senior Notes, (2) agreed to guarantee the Senior Credit Facility and a \$10.0 million contractual commitment by one of our wholly owned subsidiaries and (3) invested \$25.0 million in the Company for 25,000 shares of Series B Preferred Stock. In connection with Gores providing the guarantees and purchasing the debt from non-participating holders, the 75,000 shares of Series A Preferred Stock held by Gores immediately prior to the Restructuring, which then had a liquidation preference of approximately \$79.0 million, were exchanged for 75,000 shares of Series A-1 Preferred Stock.

**Table of Contents***Investor Rights Agreement*

We also entered into an Investor Rights Agreement (the *Investor Rights Agreement*) with Gores and the Original Investor Stockholders (as defined in the Investor Rights Agreement). Pursuant to the Investor Rights Agreement, as long as the Original Investor Stockholders in the aggregate hold at least 60% of the common stock (including the Preferred Stock on an as-converted basis) owned by the Original Investor Stockholders on the date of the Restructuring, immediately after giving effect to the transactions contemplated by the Securities Purchase Agreement, the Board of Directors shall nominate for election as director, one nominee designated in writing to Gores and us by the holders of a majority of the common stock (including Preferred Stock on an as-converted basis) held by such Original Investor Stockholders. Gores has agreed to vote in favor of any such nominee that is reasonably acceptable to Gores. In addition, as part of the Investor Rights Agreement, the Original Investor Stockholders were granted certain pre-emptive rights, tag-along rights, drag-along rights and piggyback registration rights.

*Gores Registration Rights Agreement*

As part of Gores' original purchase of our stock, Gores is entitled to registration rights under the terms of a Registration Rights Agreement (the *Registration Rights Agreement*) for the common stock owned by Gores, including shares of common stock issuable upon conversion of the Preferred Stock and/or exercise of the warrants held by Gores (collectively, the *Registrable Securities*). Under such agreement, we will file upon Gores' request a resale shelf registration statement and will also provide Gores up to four (4) demand registrations. We are obligated to keep such shelf registration continuously effective under the Securities Act of 1933, as amended (the *Securities Act*), until the earliest of: (i) the fifth (5th) anniversary of such registration statement, (ii) when all Registrable Securities covered by such Registration Statement have been sold and (iii) the date as of which each of the holders of Registrable Securities is permitted to sell its Registrable Securities without registration pursuant to Rule 144 without volume limitations or any other restrictions.

In connection with the Restructuring, we and Gores amended the Registration Rights Agreement to, among other things, make the piggyback registration rights granted to the Original Investor Stockholders under the Investor Rights Agreement consistent with those contained in the Registration Rights Agreement.

**Glendon Partners, Inc.**

For consulting services rendered by Glendon Partners (*Glendon*), an operating group associated with Gores, our principal stockholder, in connection with the Restructuring, we paid Glendon on the closing date of the Restructuring (i.e., April 23, 2009) \$0.6 million. Since such date, we have paid \$0.4 million to Glendon for continued operational support. Glendon provides consulting services to various Gores' portfolio companies on a routine basis and we anticipate that Glendon will continue to provide such services during fiscal year 2009. Any payments made to Glendon for consulting services are permitted under our new credit arrangements with the holders of our Senior Notes and Wells Fargo Foothill provided such payments do not exceed \$1.5 million in 2009 for services provided before or during 2009 and \$1.0 million in each calendar year thereafter for services provided in such year.

**CBS Radio**

On March 3, 2008, we closed the Master Agreement with CBS Radio which documents a long-term arrangement between the parties through March 31, 2017. On that date, the Management Agreement and CBS Representation Agreement terminated and the CBS warrants were cancelled as described in more detail below. A number of CBS Radio's radio stations are affiliated with our radio networks and we purchase several programs from CBS Radio. See *Business* - CBS.

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Until March 3, 2008, we had a Management Agreement and Representation Agreement with CBS Radio to operate the CBS Radio Networks until March 31, 2009. In return for receiving services under the Management Agreement, we paid CBS Radio an annual base fee and provided CBS Radio the opportunity to earn an incentive bonus if we exceeded pre-determined targeted cash flows. In 2006, 2007 and 2008, we paid CBS Radio a base fee of \$3.3 million, \$3.4 million and \$0.6 million, respectively, however, no incentive bonus was paid to CBS Radio in such years as targeted cash flow levels were not achieved during such periods. In addition to the Management Agreement and Representation Agreement, we also entered into other transactions with affiliates of CBS Radio, including Viacom, in the normal course of business, including affiliation agreements with many of CBS Radio's radio stations and agreements with CBS Radio and its affiliates for programming rights.

During 2006, 2007 and 2008, we incurred expenses aggregating approximately \$75.4 million, \$66.6 million and \$73.0 million, respectively, for the Representation Agreement, affiliation agreements and the purchase of programming rights from CBS Radio and its affiliates. The description and amounts regarding related party transactions set forth in this prospectus also reflect transactions between us and Viacom. Viacom is an affiliate of CBS Radio, as National Amusements, Inc. beneficially owns a majority of the voting powers of all classes of common stock of each of CBS Corporation and Viacom. As a result of this change in ownership and the fact that CBS Radio ceased to manage us in March 2008, we no longer consider CBS Radio to be a related party effective as of August 3, 2009. In addition to the base fee and incentive compensation described above, we granted to CBS Radio seven fully vested and nonforfeitable warrants to purchase an aggregate of 4,500,000 shares of common stock (comprised of two warrants to purchase 1,000,000 shares of common stock per warrant and five warrants to purchase 500,000 shares of common stock per warrant). On March 3, 2008, all warrants issued to CBS Radio were cancelled in accordance with the terms of the CBS Master Agreement. The registration rights agreement covering the shares of common stock issuable upon exercise of the warrants was also terminated on March 3, 2008, however, we and CBS Radio entered into a new registration rights agreement which provides registration rights to the 80,000 shares of common stock held by CBS Radio and its affiliates.

In addition to the foregoing, CBS Radio enters into other agreements with us in the ordinary course to purchase programming rights and affiliate stations with our network and traffic operations.

During 2006 and 2007, when the Management Agreement was still in place, CBS Radio provided to us the services of a chief executive officer and a chief financial officer.

### **Gerald Greenberg**

Gerald Greenberg, one of our directors from May 1994 to June 2008, through his company Mirage Music Entertainment, Inc. ( Mirage ) entered into a two-year consulting agreement with us on July 1, 2008 in connection with our active review of its audio archives, including the development of a plan to monetize such assets. Under the terms of the agreement, Mr. Greenberg, who has extensive contacts and relationships in the music industry, will serve as a consultant to us in connection with the aforementioned archive project, and will provide assistance to us in connection with negotiating exploitation rights to certain archive material. Mirage will also be compensated for any unique opportunities originated and presented by it to us, as further set forth in the consulting agreement. In connection with such agreement, on the effective date thereof (i.e., July 1, 2008), Mr. Greenberg received a stock option to purchase 100,000 shares of common stock at an exercise price of \$1.30 (the closing price of the common stock on July 1, 2008). Mirage received a minimum annual retainer of \$0.1 million in year one and eighty eight thousand dollars in year two ( Retainer ) and will receive a project fee equal to 10% of net profit in excess of the Retainer for projects in which Mirage undertakes an active and integral role. If the programming for which the idea, concept and talent originates solely from Mirage, it will receive 20% (not 10%) of net profit in excess of the Retainer.

### **Norman J. Pattiz**

Norm Pattiz, our founder, Chairman of the Board of Directors and a director since our founding in 1974, intends to form a production company ( NPC ), which he would wholly own and over which he would exercise operating control. NPC would only produce programming that we have considered and evaluated,

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and determined that we should not produce at our own cost and expense ( NPC Programming ). To date, we and Mr. Pattiz have discussed, but not finalized, the terms of an arrangement whereby NPC would produce NPC Programming at NPC s sole cost and expense for our exclusive distribution/exploitation in certain media. As currently contemplated, we would be responsible for: (1) arranging distribution of the NPC Programming to its customers, including radio station affiliates (in certain cases, NPC would deliver to us an initial group of radio station affiliates to broadcast the NPC Programming) and (2) selling advertising for broadcast within the NPC Programming. In return, we would pay a distribution fee to NPC and enter into a revenue-sharing arrangement for revenue generated by us from the NPC Programming. We believe that if we reach this arrangement with NPC, we will benefit by expanding the breadth of programming offerings we have the opportunity to distribute to our customers while mitigating the financial commitment and downside risk associated with the fixed cost of programming production.

Previously, the Board of Directors authorized Mr. Pattiz to pursue a particular NPC Programming opportunity but to date, no definitive terms with respect thereto have been agreed upon by the parties. Any agreement and transaction contemplated thereby would require the approval of the Board of Directors.



**Table of Contents****PRICE RANGE OF COMMON STOCK**

On August 20, 2009, there were approximately 366 holders of record of our common stock, several of which represent street accounts of securities brokers.

Prior to November 24, 2008, our common stock traded on the NYSE under the symbol WON. As a result of the decline in our stock price, our common stock was delisted from the New York Stock Exchange as of November 24, 2008. Effective November 24, 2008, our common stock was quoted on the OTC Bulletin Board under the symbol WWON.OB. On August 5, 2009, our ticker symbol changed to WWOZ.OB in connection with our reverse stock split.

The following table sets forth the high and low sales prices per share of our common stock on the OTC Bulletin Board and NYSE, as applicable, for the periods indicated. The over-the-counter market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily reflect actual transactions. On August 20, 2009, the last reported sales price of our common stock as reported on the OTC Bulletin Board was \$ 11.00 per share.

	<b>High</b>	<b>Low</b>
<b>2009</b>		
First Quarter	\$ 0.12	\$ 0.02
Second Quarter	\$ 0.12	\$ 0.05
Third Quarter (through August 4, 2009)	\$ 0.06	\$ 0.04
Third Quarter (from August 5, 2009 through August 21, 2009)(1)	\$ 11.00	\$ 4.88
<b>2008</b>		
First Quarter	\$ 2.39	\$ 1.46
Second Quarter	2.42	1.02
Third Quarter	1.45	0.41
Fourth Quarter	0.54	0.02
<b>2007</b>		
First Quarter	\$ 7.33	\$ 6.00
Second Quarter	8.38	6.44
Third Quarter	7.30	2.23
Fourth Quarter	3.03	1.76

The amounts in the table for the periods ending on or prior to August 4, 2009 do not reflect the 200 for 1 reverse stock split of our outstanding common stock and the conversion of all outstanding shares of Series A-1 Preferred Stock and Series B Preferred Stock into common stock that occurred on August 3, 2009.

(1) Reflects 200 for 1 reverse stock split.

**Table of Contents****PRINCIPAL AND SELLING STOCKHOLDERS**

The following table shows the beneficial ownership of our common stock on July 10, 2009 by:

each person who we know beneficially owns more than 5% of our common stock;

our directors and named executive officers;

all of our directors and officers as a group; and

the selling stockholders.

Beneficial ownership, which is determined in accordance with the rules and regulations of the SEC, means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of our common stock. The number of shares of our common stock beneficially owned by a person includes shares of common stock issuable with respect to options held by the person that are exercisable within 60 days. The percentage of our common stock beneficially owned by a person assumes that the person has exercised all options the person holds that are exercisable within 60 days, and that no other persons exercised any of their options. Except as otherwise indicated, the business address for each of the following persons is 40 West 57th Street, 5th Floor, New York, New York 10019. Except as otherwise indicated in the footnotes to the table or in cases where community property laws apply, we believe that each person identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the person. Percentage of beneficial ownership before the offering is based on 20,312,229 shares of common stock outstanding as of July 10, 2009. Percentage of beneficial ownership after the offering is based on shares of common stock outstanding after the completion of this offering. Amounts shown for before and after this offering reflect a 200 for 1 reverse stock split of our outstanding common stock and the conversion of all shares of Series A-1 Preferred Stock, Series B Preferred Stock and Class B stock into common stock.

Name and Address of Beneficial Owner(1)	Before the Offering		Common Stock	After Completion of the Offering	
	Number of Shares	Percentage of Common Stock	Number of Shares Being Sold in the Offering	Number of Shares	Percentage of Common Stock
<b>5% Stockholders and Selling Stockholders</b>					
Gores Radio Holdings, LLC(2)	15,257,509	75.1			
<b>Directors and Named Executive Officers</b>					
Norman J. Pattiz(3)(6)	6,396	*			
Roderick Sherwood(4)	6,250	*			
David Hillman(5)	1,184	*			
Jonathan Marshall	1,150	*			
Andrew P. Bronstein(4)		*			
Jonathan I. Gimbel(4)		*			
Scott M. Honour(4)		*			
H. Melvin Ming(6)	1,004	*			
Michael F. Nold(4)		*			
Emanuel Nunez(6)	1,367	*			
Mark Stone(4)		*			
Ian Weingarten(4)		*			
Ronald Wuensch(8)		*			
All directors and officers as a group(7)	17,352	*			

\* Indicates less than 1%.

- (1) The persons in the table have sole voting and investment power with respect to all shares of common stock, unless otherwise indicated. The numbers presented above do not include unvested and/or deferred restricted stock units ( RSUs ) which have no voting rights until shares are distributed in accordance with their terms. All dividend equivalents on vested RSUs and shares of restricted stock

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(both vested and unvested) are included in the numbers reported above. Tabular information for the entities listed above is based on information contained in the most recent Schedule 13D/13G filings and other filings made by such persons with the Securities and Exchange Commission as well as other information made available to us.

- (2) Gores Radio Holdings, LLC is managed by The Gores Group, LLC. Gores Capital Partners II, L.P. and Gores Co-Invest Partnership II, L.P. (collectively, the Gores Funds ) are members of Gores Radio Holdings, LLC. Each of the members of Gores Radio Holdings, LLC has the right to receive dividends from, or proceeds from, the sale of investments by Gores Radio Holdings, LLC, including the shares of common stock, in accordance with their membership interests in Gores Radio Holdings, LLC. Gores Capital Advisors II, LLC ( Gores Advisors ) is the general partner of the Gores Funds. Alec E. Gores is the managing member of The Gores Group, LLC. Each of the members of Gores Advisors (including The Gores Group, LLC and its members) has the right to receive dividends from, or proceeds from, the sale of investments by the Gores Entities, including the shares of common stock, in accordance with their membership interests in Gores Advisors. Under applicable law, certain of these individuals and their respective spouses may be deemed to be beneficial owners having indirect ownership of the securities owned of record by Gores Radio Holdings, LLC by virtue of such status. Each of the foregoing entities and the partners, managers and members thereof disclaim ownership of all shares reported herein in excess of their pecuniary interests, if any.
- (3) Includes vested and unexercised stock options for 1,132 shares granted under the 1989 Stock Incentive Plan, the 1999 Stock Incentive Plan and the 2005 Equity Compensation Plan. Also includes 2,250 shares of common stock pledged by Mr. Pattiz to Merrill Lynch in connection with the Merrill Contract that Mr. Pattiz entered into on September 27, 2004 with Merrill Lynch. Under the Merrill Contract, in exchange for a lump-sum cash payment of \$7,182,000, Mr. Pattiz agreed to deliver upon the earlier of September 2009 or the termination of the Merrill Contract, a pre-determined number of shares of common stock pursuant to formulas set forth in the Merrill Contract. Mr. Pattiz may also settle the amount in cash. Also includes 1,500 shares of common stock held indirectly by the Pattiz Family Trust.
- (4) Each of Messrs. Bronstein, Gimbel, Honour, Nold, Sherwood, Stone and Weingarten disclaims beneficial ownership of our securities owned by Gores Radio Holdings, LLC, except to the extent of any pecuniary interest therein.
- (5) Includes 939 vested and unexercised options granted under the 1999 Stock Incentive Plan and 2005 Equity Compensation Plan and 55 unvested shares of restricted stock (including dividend equivalents) granted under the 2005 Equity Compensation Plan. Includes 2 shares of common stock held in the Company 401(k) account.
- (6) Represents vested RSUs granted under the 2005 Equity Compensation Plan. Does not include deferred RSUs which have no voting rights until shares are distributed in accordance with their terms. In connection with the conversion by Gores on July 9, 2009 of 3,500 shares of Series A-1 Preferred Stock into 517,564 shares of common stock (as adjusted for the reverse stock split), a Change of Control was deemed to have occurred under the terms of the Company's 2005 Equity Compensation Plan and in connection therewith, all previously unvested RSUs granted to Messrs. Pattiz, Ming and Nunez (41, 876 and 1,367 shares, respectively) accelerated and vested in their entirety, which amounts are included above.
- (7) Gary Schonfeld and Steven Kalin, who were appointed President, Network division and President, Metro Networks division and Chief Operating Officer, respectively, are included in the number of executive officers described above. As such individuals were not appointed until October and May 2008, respectively, they were not named executive officers for fiscal year 2008.
- (8) Ronald Wuensch was elected to our Board of Directors on July 6, 2009.

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**DESCRIPTION OF CAPITAL STOCK**

We are currently authorized to issue 5,000,000,000 shares of our common stock, par value \$0.01 per share, 3,000,000 shares of our Class B stock, par value \$0.01 per share, and 10,000,000 shares of preferred stock, par value \$0.01 per share. Except as expressly set forth in our certificate of incorporation as summarized below or as otherwise required by the Delaware General Corporation Law, or the DGCL, each share of our common stock and Class B stock shall have identical powers, preference and rights, including rights in liquidation. As of August 12, 2009, we had outstanding 20,312,229 shares of common stock and there were no shares of our Class B stock or our Preferred Stock outstanding.

On August 3, 2009, we effected a 200 for 1 reverse stock split of our common stock, pursuant to which each 200 shares of our common stock issued and outstanding on August 3, 2009 were automatically converted into one share of common stock. On August 3, 2009, after giving effect to the reverse stock split, Gores beneficially owned 15,257,509 shares of our common stock.

The following summary description of our capital stock is based on our certificate of incorporation and bylaws in effect as of the date of this prospectus and the applicable provisions of the DGCL. For more information on how you can obtain copies of our certificate of incorporation and bylaws, see [Where You Can Find More Information and Incorporation by Reference](#). We urge you to read the certificate of incorporation and bylaws in their entirety.

**Common Stock and Class B Stock**

*Dividend Rights*

The holders of common stock and Class B stock are entitled to receive dividends and other distributions as may be declared by our Board of Directors out of assets or funds legally available for that purpose, subject to the rights of the holders of any series of preferred stock, and any other provision of our certificate of incorporation. Our certificate of incorporation provides that no cash dividend may be declared and paid to holders of Class B stock unless at the same time the Board of Directors shall also declare and pay to the holders of our common stock a per share dividend of at least 25% greater than the per share dividend declared and paid to holders of Class B stock. The Board of Directors may declare and pay dividends to the holders of our common stock without declaring and paying dividends to the holders of our Class B stock. Our common stock and Class B stock are equal in respect of rights to dividends (other than cash) and distributions, when and as declared, in the form of stock or other of our property.

Our certificate of incorporation provides that if shares of common stock are paid on common stock and shares of Class B stock are paid on Class B stock in an equal amount per share of common stock and Class B stock, such payment will be deemed to be a like dividend or other distribution.

The terms of our Senior Credit Facility and Senior Notes currently restrict us from paying dividends or making distributions, except in limited circumstances.

*Conversion of Class B Stock*

In the event that, (i) the voting power of the Class B stockholders as a group (such voting power to include the voting power of our common stock held by holders of Class B stock) falls below 10% of the aggregate voting power of issued and outstanding shares of our common stock and Class B stock, or (ii) the Board of Directors and the holders of a majority of the outstanding shares of our common stock and Class B stock approve the conversion of all of the Class B stock into shares of common stock, then, without further action on the part of the Class B stockholders or us, all shares of Class B stock then issued and outstanding will be deemed to be converted into shares of common stock, and stock certificates formerly representing such shares of Class B stock will from that time be deemed to represent the like number of shares of common stock. In addition, each share of Class B stock is convertible, at the option of its record holder, into one validly issued, fully paid and non-assessable share of common stock at any time.

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### *Transfer of Class B Stock*

Our certificate of incorporation provides that no person holding record or beneficial ownership of shares of Class B stock, each referred to in this prospectus as a Class B stockholder, may transfer, and we will not register the transfer of, such shares of Class B stock, except to a permitted transferee of such Class B stockholder as defined in our certificate of incorporation. In certain circumstances set forth in our certificate of incorporation, changes in ownership or control of a Class B stockholder will also result in the conversion of such holder's Class B stock into common stock. Upon any purported transfer of shares of our Class B stock not permitted under our certificate of incorporation, all shares of Class B stock purported to be transferred will be deemed to be converted into shares of common stock, and stock certificates formerly representing such shares of Class B stock will from that time be deemed to represent the like number of shares of common stock.

### *Voting Rights*

Each share of common stock entitles the holder to one vote and each share of Class B stock entitles the holder to 50 votes at each annual or special meeting of our stockholders and for all other purposes on all matters being voted on by our stockholders, provided that, at such time as shares of Class B stock become outstanding, holders of the common stock, voting separately as a class with each holder of the outstanding shares of common stock being entitled to one vote in person or by proxy for each share of the common stock standing in his name, shall have the right to elect directors to the Board of Directors such that one-fifth (calculated to the nearest whole number, rounding fractional number of five-tenths (.5) to the next highest whole number) of the total number of directors on the Board of Directors shall have been elected by the holders of the common stock. The holders of our common stock and Class B stock vote as a single class on all matters submitted to a vote of our stockholders, except as otherwise set forth in our certificate of incorporation or as provided by law. Except as otherwise may be required by applicable law, neither the holders of common stock nor the holders of Class B stock have cumulative voting rights.

### *Right to Receive Liquidation Distributions*

In the event of our liquidation, dissolution or winding up, the holders of our common stock and the holders of Class B stock will be entitled to receive assets and funds available for distribution after payments to creditors and to the holders of any preferred stock that may at the time be outstanding, in proportion to the number of shares held by them, respectively, without regard to class.

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A. Our common stock is traded on the OTC Bulletin Board under the symbol WWOZ.OB. We intend to apply to list our common stock on the NASDAQ Global Market under the symbol WWON.

## **Preferred Stock**

No shares of our preferred stock are outstanding as of the date of this prospectus. However, pursuant to our certificate of incorporation our Board of Directors has the authority to cause up to 10,000,000 shares of our preferred stock to be issued from time to time in one or more series, with the powers, preferences, rights, qualifications, limitations and restrictions pertaining to our preferred stock, or any series thereof to be fixed by our Board of Directors. The ability of our Board of Directors to issue preferred stock without stockholder approval could have the effect of delaying, deferring or preventing a change in control of us or the removal of our existing management. The Preferred Stock has a beneficial conversion feature contained in the Preferred Stock and accretion of the Preferred Stock to redemption value as described above in this prospectus in more detail.

## **Anti-takeover Effects of Our Restated Certificate of Incorporation and Section 203 of the DGCL**

The DGCL and our Certificate of Incorporation and bylaws contain provisions that could make it more difficult for a potential acquiror to acquire us by means of a tender offer, proxy contest or otherwise. These

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provisions are expected to discourage certain coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of us to negotiate first with our board of directors. We believe that the benefits of these provisions outweigh the potential disadvantages of discouraging any such acquisition proposals because, among other things, the negotiation of such proposals may improve their terms.

### *Section 203 of the DGCL*

Section 203 of the DGCL provides, in general, that a stockholder acquiring more than 15% of the voting power of a corporation subject to the statute (referred to in this prospectus as an Interested Stockholder), but less than 85% of the voting power of such corporation, may not engage in certain business combinations (as defined in Section 203 of the DGCL) with the corporation for a period of three years subsequent to the date on which the stockholder became an Interested Stockholder unless (i) prior to such time the corporation's board of directors approved either the business combination or the transaction in which the stockholder became an Interested Stockholder or (ii) the business combination is approved by the corporation's board of directors and authorized by a vote of at least 66 $\frac{2}{3}$ % of the voting power of the corporation not owned by the Interested Stockholder. We are subject to the anti-takeover provisions of Section 203 of the DGCL.

### *Classified Board of Directors*

Our board of directors is divided into three classes of directors serving staggered three-year terms, with the term of office of only one of the three classes expiring each year. A classified board may render a change in control of us or removal of our incumbent management more difficult. We believe, however, that the longer time required to elect a majority of a classified board of directors helps to ensure the continuity and stability of our management and policies.

### *Election of Directors*

Our Certificate of Incorporation and bylaws provide that the affirmative vote o