IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
REGENT COMMUNICATIONS, INC., *et al.*,[1]	Case No. 10-10632 (KG)
	Jointly Administered
Debtors.	**Related Document No. 129**

DEBTORS' OBJECTION TO MOTION OF RESILIENT CAPITAL MANAGEMENT, LLC FOR AN ORDER APPOINTING AN EQUITY COMMITTEE

The above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**"), hereby submit this objection (the "**Objection**") to the *Motion of Resilient Capital Management, LLC for an Order Appointing an Equity Committee* [Docket No. 129] (the "**Motion**"). In support of this Objection, the Debtors respectfully represent as follows:

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[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Regent Communications, Inc., a Delaware corporation (2857); B & G Broadcasting, Inc., a Delaware corporation (9111); Livingston County Broadcasters, Inc., an Illinois corporation (2024); Regent Broadcasting, LLC, a Delaware limited liability company (1632); Regent Broadcasting Management, LLC, a Delaware limited liability company (5451); Regent Broadcasting of Albany, Inc., a Delaware corporation (7566); Regent Broadcasting of Bloomington, Inc., a Delaware corporation (2658); Regent Broadcasting of Buffalo, Inc., a Delaware corporation (7815); Regent Broadcasting of Chico, Inc., a Delaware corporation (1263); Regent Broadcasting of Duluth, Inc., a Delaware corporation (9495); Regent Broadcasting of El Paso, Inc., a Delaware corporation (1469); Regent Broadcasting of Erie, Inc., a Delaware corporation (8859); Regent Broadcasting of Evansville/Owensboro, Inc., a Delaware corporation (9510); Regent Broadcasting of Flagstaff, Inc., a Delaware corporation (3259); Regent Broadcasting of Flint, Inc., a Delaware corporation (6474); Regent Broadcasting of Ft. Collins, Inc., a Delaware corporation (9503); Regent Broadcasting of Grand Rapids, Inc., a Delaware corporation (6790); Regent Broadcasting of Kingman, Inc., a Delaware corporation (3260); Regent Broadcasting of Lafayette, LLC, a Delaware limited liability company (5450); Regent Broadcasting of Lake Tahoe, Inc., a Delaware corporation (1261); Regent Broadcasting of Lancaster, Inc., a Delaware corporation (9505); Regent Broadcasting of Lexington, Inc., a Delaware corporation (0854); Regent Broadcasting of Mansfield, Inc., a Delaware corporation (6796); Regent Broadcasting Midwest, LLC, a Delaware limited liability company (5369); Regent Broadcasting of Palmdale, Inc., a Delaware corporation (5821); Regent Broadcasting of Peoria, Inc., a Delaware corporation (9348); Regent Broadcasting of Redding, Inc., a Delaware corporation (1262); Regent Broadcasting of San Diego, Inc., a Delaware corporation (3044); Regent Broadcasting of South Carolina, Inc., a Delaware corporation (3151); Regent Broadcasting of St. Cloud, Inc., a Delaware corporation (9265); Regent Broadcasting of St. Cloud II, Inc., a Minnesota corporation (6304); Regent Broadcasting of Utica/Rome, Inc., a Delaware corporation (1480); Regent Broadcasting of Watertown, Inc., a Delaware corporation (1476); Regent Broadcasting West Coast, LLC, a California limited liability company (8962); Regent Licensee of Chico, Inc., a Delaware corporation (1681); Regent Licensee of Erie, Inc., a Delaware corporation (8861); Regent Licensee of Flagstaff, Inc., a Delaware corporation (1677); Regent Licensee of Kingman, Inc., a Delaware corporation (9969); Regent Licensee of Lake Tahoe, Inc., a Delaware corporation (2685); Regent Licensee of Lexington, Inc., a Delaware corporation (5710); Regent Licensee of Mansfield, Inc., a Delaware corporation (8147); Regent Licensee of Palmdale, Inc., a Delaware corporation (1678); Regent Licensee of Redding, Inc., a Delaware corporation (1679); Regent Licensee of San Diego, Inc., a Delaware corporation (3036); Regent Licensee of South Carolina, Inc., a Delaware corporation (3136); Regent Licensee of St. Cloud, Inc., a Delaware corporation (9266); Regent Licensee of Utica/Rome, Inc., a Delaware corporation (1482); Regent Licensee of Watertown, Inc., a Delaware corporation (1477). The mailing address for Regent Communications Inc. is Regent Broadcasting Management, LLC, 100 E. RiverCenter Blvd., 9th Floor, Covington, KY 41011.

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I. Preliminary Statement

1. The Debtors are insolvent. Appointing an official committee of equity security holders will not change that fact. On the eve of confirmation of the Plan (defined below), Resilient Capital Management, LLC ("**Resilient**") filed the Motion seeking the appointment of an equity committee. Resilient is a sophisticated equity holder who continued to buy equity after the Petition Date despite the fact that the valuation filed on the Petition Date clearly demonstrates that equity is "out of the money." The formation of an official equity committee would serve little, if any, purpose in these Chapter 11 Cases because the Debtors' Plan can and should be confirmed at the Confirmation Hearing (as defined herein)—the same date that Resilient requested that the Motion be heard.

2. The Debtors are not seeking to deny Resilient or any other equity holder its day in court.[2] Rather, in connection with the Confirmation Hearing, the Debtors stand prepared to litigate, if necessary, the very issue that lies at the heart of the Motion—valuation. At the Confirmation Hearing, the Debtors will present evidence and testimony in support of their financial advisors' valuation, which shows conclusively that equity interests are out of the money and that the Plan can and should be confirmed.

3. Setting aside the futility of the relief requested in the Motion, Resilient has not satisfied the heavy burden to demonstrate that an equity committee is appropriate in these

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[2] To that end, the day after the Motion was filed, the Debtors approached Resilient and asked Resilient if they would like a copy of the Debtors' financial advisors' expert report and supporting materials. See Email from C. Reckler to S. Leonhardt, F. Rosner, O. Goldfeld, and E. Fisher dated March 24, 2010, attached hereto as Exhibit A. Further, the Debtors asked Resilient to identify any other materials that Resilient would need in preparation for the April 9, 2010 hearing. Id. Within one week of receiving Resilient's request for information, the Debtors provided Resilient with all of the materials it requested.

Chapter 11 Cases. First, Resilient has not established any likelihood (let alone a "substantial likelihood") that the Debtors' shareholders will receive a meaningful distribution from the Debtors' estates other than the gift from the prepetition secured lenders (the "**Prepetition Lenders**")—nor could Resilient establish such a likelihood because equity is simply out of the money as evidenced by the Debtors' valuation analysis and the Debtors' extensive marketing and sale process. Second, the interests of the Debtors' shareholders have been vigorously represented prior to and throughout these Chapter 11 Cases. Ironically, Resilient's own actions may jeopardize the gift to equity that management and the Board of Directors fought to obtain. Accordingly, the Motion should be denied.

II. Background

A. The Prepetition Marketing Process

4. In 2009, Regent Communications, Inc. ("**Regent**") commenced a formal marketing process to financial investors with the goal of de-levering its balance sheet. The marketing process was launched by Oppenheimer & Co. Inc. ("**Oppenheimer**") in June 2009. See *Declaration of Anthony A. Vasconcellos in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 2] (the "**First Day Declaration**") ¶ 49. After discussions with Regent, Bank of America, N.A. (the "**Prepetition Agent**") and the Prepetition Lenders, Oppenheimer formally contacted 13 potential financial investors with significant knowledge and experience in the radio industry. Id. Of these 13 potential financial investors, nine executed confidentiality agreements and were provided with a confidential information memorandum that included Regent's financial information for the years 2005 through 2009, as well as various other financial details regarding Regent's business. Id. Regent received 11 initial indications of interest and three parties submitted formal term sheets. Id. ¶ 50. Oppenheimer presented the

indications of interest to the Prepetition Agent and formally presented the most attractive proposal to the Prepetition Lenders on a conference call which was attended by approximately 85%-90% of the Prepetition Lenders. In each of the indication of interests and term sheets, the potential investors were seeking to significantly impair the First Lien Debt Claims. After considering the various offers and discussing them with Regent's Board of Directors, their advisors and the Prepetition Agent, Regent determined that a sale of its businesses or a third party sponsor investment at the levels of interest indicated would not result in the maximization of value of these estates. None of these proposals resulted in a valuation for Regent in which the First Lien Debt was not significantly impaired.

5. In December 2009, Regent instructed Oppenheimer to expand its marketing efforts to include potential strategic buyers who could effectuate an outright purchase of the business. Id. ¶ 50. Oppenheimer had discussions with 11 potential strategic buyers. Id. These conversations resulted in one confidentiality agreement, three indications of interest and one term sheet. Id. Again, the offers received by Regent were low and were not sufficiently backed by capital. In addition, there were no indications of interest to acquire the business as a whole; however, there were indications of interest for select markets and a term sheet for a management contract by a competitor. Id. Similarly, none of these indications of interest and term sheets would have paid the First Lien Debt Claims in full.

6. Concurrent with the strategic marketing process, Regent and its advisors pursued amendment and standalone reorganization alternatives with the Prepetition Agent, Prepetition Lenders and additional capital sources. Ultimately, Regent believed that a standalone restructuring was the most attractive value proposition. The Regent Board of Directors agreed to an equitization proposal submitted by the holders of approximately 76.3% of the principal

amounts of the loans under the Prepetition Credit Agreement and Specified Swap Agreements, which included elimination of approximately $86.7 million of indebtedness and a substantial $5.5 million cash payout to existing equity.

B. The Pre-Negotiated Plan

7. The Debtors negotiated the terms of the Plan with their major Prepetition Lenders, including various affiliates of Oaktree Capital Management, L.P. ("**Oaktree**").[3] After more than six months of intense and protracted negotiations among Regent Communications, Bank of America, N.A., in its capacity as administrative agent under the Prepetition Credit Agreement, BMO Capital Markets, General Electric Capital Corporation, affiliates of Oaktree, SunTrust Robinson Humphrey and Wells Fargo Foothill, among others, detailed terms regarding the parameters of a comprehensive financial restructuring were agreed upon. See First Day Declaration ¶ 9. These negotiations ultimately resulted in the execution of a Restructuring Support Agreement among the Debtors and Prepetition Lenders holding at least 76.3% of the principal amount of the loans outstanding under the Prepetition Credit Agreement and Specified Swap Agreement (the "**Restructuring Support Agreement**.") Id. at Exh. A [Docket No. 2]. Pursuant to the Restructuring Support Agreement, each Prepetition Lender party thereto agreed to exercise all votes to which it is entitled to accept a plan of reorganization with the terms set forth in the term sheet annexed as Exhibit 1 to the Restructuring Support Agreement. See Restructuring Support Agreement p. 5.

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[3] Affiliates of Oaktree own approximately 53.2% of outstanding senior debt claims. General Electric Capital Corporation and affiliates of Oaktree own approximately 76.3% of the outstanding First Lien Debt Claims.

8. The Restructuring Support Agreement contains a fiduciary out that permits the Debtors to evaluate and consider other offers if offers are received. See Restructuring Support Agreement p. 16. For any competing offer to provide a better recovery to equity holders than the Plan, it would have to provide value in excess of approximately $219.3 million—the approximately $213.8 of secured, administrative and unsecured claims plus the $5.5 million equity holders are to receive as a gift under the Plan. To date, no competing offers have been received by the Debtors. It is notable that Resilient—which alleges that the Debtors' estates are undervalued—has not submitted a competing proposal of its own despite asserting in an SEC filing on March 11, 2010 that it might propose an alternative plan. See Motion ¶¶ 12-19; Schedule 13D, filed with the Securities and Exchange Commission on March 11, 2010 ("**Schedule 13D**") attached hereto as Exhibit B.

9. Prior to the commencement of these Chapter 11 Cases, the Debtors worked in conjunction with their counsel, their financial advisors and the Prepetition Lenders to prepare a pre-negotiated Plan and Disclosure Statement. Concurrently with the development of the Plan and Disclosure Statement, Oppenheimer prepared a valuation analysis of the Debtors' reorganized businesses. See Disclosure Statement Exh. H. According to Oppenheimer's valuation, the estimated total value available for distribution to creditors is between approximately $150 million to $170 million, with a midpoint estimate of $160 million. Id. The Debtors First Lien Debt Claims alone (excluding post-petition interest) amount to approximately $204.7 million as of the Petition Date. See Disclosure Statement p. 6. Accordingly, the Debtors are insolvent and, consistent with the absolute priority rule, the Debtors are not required to provide the holders of Class 6 Equity Interests with any distribution under the Plan. See In re Teleglobe Commc'ns Corp., 493 F.3d 345, 384 (3d Cir. 2007) (stating that a corporation is

insolvent if there is a deficiency of assets below liabilities). However, upon the affirmative vote of the holders of Class 2 First Lien Debt Claims, whose Claims are in excess of $204.7 million (excluding post-petition interest) and are senior to those of the holders of Class 6 Equity Interests, the Plan nonetheless provides that all administrative, priority and unsecured claims will be paid in full and each holder of Equity Interests will receive its pro rata share of $5.5 million in cash (the "**Transferred Cash**").

C. The Commencement of the Chapter 11 Cases

10. On March 1, 2010 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the "**Chapter 11 Cases**"). A description of the Debtors' business, the reasons for commencing these Chapter 11 Cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the First Day Declaration, which is incorporated herein by reference.

11. On the Petition Date, the Debtors filed with this Court their *Joint Plan of Reorganization of Regent Communications, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 35] (as amended by Docket No. 127, the "**Plan**") and the *Disclosure Statement with Respect to the Joint Plan of Reorganization of Regent Communications, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 36] (as amended by Docket No. 128, the "**Disclosure Statement**"). At the hearing to approve the Disclosure Statement (the "**Disclosure Statement Hearing**") held on March 22, 2010, this Court entered an order approving the Disclosure Statement and the Debtors' procedures for solicitation of the Plan [Docket No. 124] (the "**Disclosure Statement Order**").

III. Resilient and the Filing of the Motion

12. Resilient owns approximately 2.8 million shares, which constitutes approximately 6.6% of the outstanding shares of Regent. See Motion p. 1. Resilient began purchasing equity on December 23, 2009, the same day that Regent filed a Form 8-K announcing that Regent was in danger of being delisted by The Nasdaq Stock Exchange. See Schedule 13D; Form 8-K filed with the Securities and Exchange Commission on December 23, 2009 attached hereto as Exhibit C. Resilient purchased approximately 720,000 of its shares (more than 25% of its total holdings) on the Petition Date and the following day.[4] See Schedule 13D, at Schedule 1. It is notable that Resilient took purposeful steps to acquire equity post-petition with the full knowledge of the existence of these Chapter 11 Cases. In addition, before buying shares post-petition, Resilient had the benefit of public access to the Debtors' Plan and the Disclosure Statement, including the Debtors' financial advisors' valuation detailing that equity was out of the money.

13. On March 10, 2010, Resilient announced that it intended to object to the Plan or file a competing plan. See Schedule 13D p. 6 ("[H]aving had an opportunity to review the [Debtors'] proposed plan of reorganization, Resilient now has a present plan and intention of either objecting to such proposed plan of reorganization or potentially filing its own proposed plan of reorganization for the [Debtors]."). On March 22, 2010, Lance Laifer, the managing member of Resilient, appeared telephonically at the Disclosure Statement Hearing. See 3-22-

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[4] Resilient ceased purchasing shares on March 2, 2010, the date of entry of the *Interim Order Establishing Notification and Hearing Procedures for Trading in Equity Securities of Debtors* [Docket No. 51], which would have regulated Resilient's ability to purchase large quantities of the Debtors' stock.

2010 Hearing. Transcript p. 7 attached hereto as Exhibit D. At the Disclosure Statement Hearing, the Debtors described how the unique circumstances of these Chapter 11 Cases require an expedited confirmation timeline to enable the Debtors to manage the use of cash and meet the terms of the Restructuring Support Agreement. Id. at p. 19. Mr. Laifer did not speak at any time during the hearing to question the Debtors' proposed timeline, raise concerns with respect to the Disclosure Statement, or dispute the proposed treatment of equity holders in any way.

14. On March 23, 2010, without having first asked the Office of the United States Trustee to appoint an official committee of equity security holders, Resilient filed the Motion. Resilient set the motion for a hearing on April 9, 2010—the same date as the hearing on the confirmation of the Debtors' Plan (the "**Confirmation Hearing**"). Therefore, by the time the Motion is heard, the Debtors' Plan will be fully solicited and will stand ready for confirmation therefore rendering the Motion moot. When a motion serves no legitimate purpose or the court cannot grant meaningful relief, the motion should be denied. See In re Continental Airlines, 91 F.3d 553, 558-59 (3d Cir. 1996) (en banc) (describing the doctrine of equitable mootness as a bankruptcy doctrine in which "an appeal should . . . be dismissed as moot when, even though effective relief could conceivably be fashioned, implementation of that relief would be inequitable.") (citations omitted); Church of Scientology v. United States, 506 U.S. 9, 12 (1992) (describing the doctrine of constitutional mootness as applicable when events have taken place during the pendency of the appeal that make it "impossible for the court to grant any effectual relief whatever.") (citations omitted).

IV. Objection

15. The appointment of creditors' and equity holders' committees is governed by Section 1102(a)(1) of the Bankruptcy Code, which provides in relevant part as follows:

> . . . as soon as practicable after the order for relief under chapter 11 of this title, the United States trustee shall appoint a committee of creditors holding unsecured claims and may appoint additional committees of creditors or of equity security holders as the United States trustee deems appropriate.

11 U.S.C. § 1102(a)(1).

16. The Bankruptcy Code also provides that a bankruptcy court may consider whether the appointment of additional creditors' committees or of an equity committee is appropriate:

> On request of a party in interest, the court may order the appointment of additional committees of creditors or of equity security holders <u>if necessary to assure adequate representation</u> of creditors or of equity security holders.

11 U.S.C. § 1102(a)(2) (emphasis added).

17. Resilient bears a heavy burden to demonstrate that these Chapter 11 Cases should be the "rare exception" in which an official equity committee is appointed. <u>See</u> <u>In re Exide Tech.</u>, 2002 WL 32332000, *1 (Bankr. D. Del. 2002) (citing <u>In re Williams Commc'ns Group, Inc.</u>, 281 B.R. 216, 220 (Bankr. S.D.N.Y. 2002)); <u>In re Nw. Corp.</u>, Case No. 03-12872, 2004 WL 1077913, *2 (Bankr. D. Del. May 13, 2004). Appointment of an official equity committee is appropriate only where (a) "there is a **<u>substantial likelihood</u>** that shareholders will receive a meaningful distribution under a strict application of the absolute priority rule," and (b) shareholders are unable to adequately represent their interests without an official committee. <u>In re Nw. Corp.</u>, 2004 WL 1077913, *2 (emphasis added) <u>accord</u> <u>In re Exide</u>, 2002 WL 32332000 at *1; <u>In re Edison Bros. Stores, Inc.</u>, 1996 WL 534853, *3 (D. Del. Sept. 17, 1996); <u>In re Williams</u>, 281 B.R. at 220; <u>In re Source Interlink Cos.</u>, Transcript of Record p. 133, Case No. 09-11424 (KG) (Bankr. D. Del. May 28, 2009) (the "**<u>Source Interlink Transcript</u>**"), the relevant pages of which are attached hereto as <u>Exhibit E</u>. The second requirement of adequate representation is not defined by the Bankruptcy Code, but courts have identified a number of

factors to determine whether shareholders are adequately represented, including: (i) the size and complexity of the case; (ii) the number of shareholders and whether the stock is widely held and actively traded; (iii) whether the request for formation of an equity committee is timely; and (iv) whether the costs of such appointment outweigh the benefits. See, e.g., Source Interlink Transcript at 133; In re Exide, 2002 WL 32332000 at *1; In re Kalvar, 195 B.R. at 600; In re Edison, 1996 WL 534853 at *3; In re Williams, 281 B.R. at 223; In re Emons Indus. Inc., 50 B.R. 692, 694 (Bankr. S.D.N.Y. 1985). As explained by the court in In re Kalvar, "[n]o one factor is dispositive, and the amount of weight that the court should place on each factor may depend on the circumstances of the particular Chapter 11 case." In re Kalvar, 195 B.R. at 600-01.

18. The first prong of the two-part test for the appointment of an equity committee has not been met because Resilient has not established any likelihood (let alone a "substantial likelihood") that the Debtors' prepetition shareholders will receive a meaningful distribution from the Debtors' estates—nor could it establish such a likelihood. The full recoveries provided to holders of administrative claims, priority claims and general unsecured claims under the Plan are possible only because the Debtors' Prepetition Lenders have agreed to, among other things, accept a reduced recovery of approximately 78.1% of their First Lien Debt Claims. See Disclosure Statement Art. I.C. The Debtors' financial advisors estimate that the Debtors' reorganized enterprise value ranges from $150 million to $170 million versus approximately $204.7 million in First Lien Debt Claims alone (excluding post-petition interest). See First Day Declaration ¶ 6. The Debtors are insolvent and equity holders are not entitled to any distribution from the Debtors' estates. See 11 U.S.C. § 1129(b)(2).

19. The second prong of the two-part test for the appointment of an equity committee has also not been met because the interests of the Debtors' shareholders have been vigorously represented prior to and throughout these Chapter 11 Cases. The "gift" distribution of $5.5 million in cash to equity holders is the direct result of efforts made by the Board of Directors on behalf of the equity holders. Furthermore, as described in greater detail below, the interests of the Board of Directors are closely aligned with the interests of equity because certain members of the Board of Directors hold a large portion of the Debtors' equity—in fact, they hold in the aggregate far more equity than Resilient holds.

A. Resilient Has Not Satisfied Its Heavy Burden to Establish a Substantial Likelihood of a Meaningful Distribution to the Shareholders

20. In these Chapter 11 Cases, Resilient has come nowhere near meeting its burden of establishing that there is a "**substantial likelihood**" that equity holders will receive a "meaningful distribution under a strict application of the absolute priority rule." In re Nw. Corp., 2004 WL 1077913 at *2 (citing In re Williams, 281 B.R. at 223). To the contrary, the only meaningful evidence regarding the Debtors' enterprise value establishes that equity holders are clearly "out of the money."

(i) The Evidence Establishes that Equity is "Out of the Money"

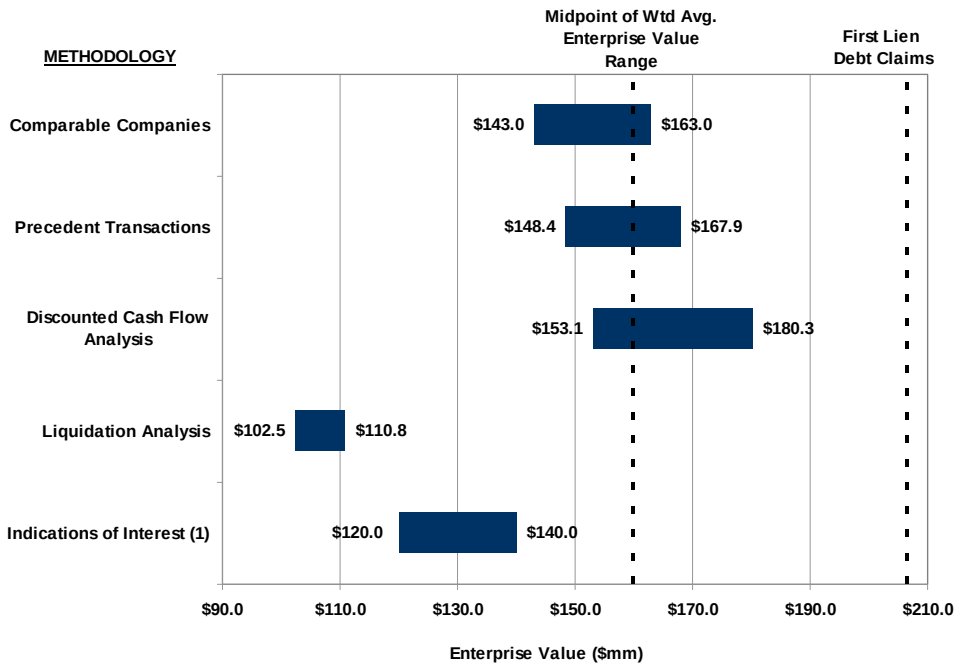
21. As an initial matter, the Plan itself goes a long way to establish that equity is out of the money. Indeed, the full recoveries provided to general unsecured creditors under the Plan are only possible because the Prepetition Lenders have agreed to, among other things, accept a reduced recovery of approximately 78.1% of their First Lien Debt Claims. See Disclosure Statement Art. I.C. As this Court recognized in the Source Interlink bankruptcy, the fact that the

prepetition secured lenders would agree to such a Plan is substantial evidence that equity is out of the money:

> [It] cannot be disputed, that in order for the proposed plan to be consummated, the pre-petition loan lenders are obliged to write off approximately one third of their almost $900 million in claims. When the secured lenders themselves are accepting only 66 percent of the value of their claims, it is unlikely that there is in fact enough liquidity in the company that equity would receive a recovery.

See Source Interlink Transcript at 134-35.

22. In these Chapter 11 Cases, however, there is significantly more evidence that equity is out of the money. Oppenheimer, the Debtors' financial advisor, has conducted an exhaustive valuation analysis, based on widely accepted valuation methodologies, and determined that the Debtors' enterprise value is between $150 million and $170 million versus approximately $204.7 million (excluding post-petition interest) in estimated secured debt outstanding as of an April 30, 2010 Plan Effective Date. Oppenheimer's valuation conclusions are summarized in the below chart:



Note: midpoint enterprise value assigns weightings 40% to comparable companies analysis, 20% to precedent transactions analysis and 40% to DCF analysis

(1) Highest bid from independent third party was $140 million. Excludes a $175 million credit bid by an existing Prepetition Lender described in footnote 8 below.

23. The bases for Oppenheimer's valuation conclusions were summarized in the Disclosure Statement and are set forth in great detail in a 90-page valuation report (the "**Valuation Report**") a redacted version of which is attached hereto as Exhibit F. Without repeating that detail here, a few observations are worthwhile:

24. Company and Market Investigation. As set forth in its Valuation Report, Oppenheimer conducted an exhaustive review not only of the Debtors' operations and financial condition, but of the overall radio broadcasting industry. See Valuation Report at 5-35. Despite recent anecdotal evidence of very recent increasing radio industry revenue trends, which have predominantly benefited larger markets that have a greater share of national advertising (as opposed to mid-sized markets similar to those of the Debtors), the industry continues to face serious issues:

- According to Magna Global, US radio broadcasting revenues have declined 30% over the last three years, from $20.2 billion in 2006 to an estimated $14.2 billion in 2009. See Valuation Report at 28.

- Analysts project a longer-term threat to radio broadcasters based on the continued adoption of new technologies by consumers (iPods, digital audio devices, in-car electronics such as Microsoft's Sync, etc.) as well as ongoing competition from adjacent media. See Valuation Report at 34.

- According to a survey conducted by Arbitron in 2009, 92% of Americans aged 12+ use AM / FM Radio each week, however, average time spent with broadcast and satellite radio is projected to decline from 836 hours per user per year in 2003 to 591 hours per user in 2013. See Valuation Report at 34-35.

- Due to recent revenue declines, radio broadcasters' capital structures have generally become strained. The eight key public radio companies (including both the Debtors' peer and non-peer companies, as described below) currently have an average leverage ratio of approximately 8x. At least eight radio companies (including the Debtors) have filed for bankruptcy or have completed out of court restructurings since the beginning of 2009 and at least eight companies have amended their credit facilities one or more times (including five of the eight key public radio companies). See Valuation Report at 33 and 79-86.

25. Methodologies. There are three widely accepted valuation methodologies in the bankruptcy context: comparable companies, precedent transactions, and discounted cash flow. See In re Nellson Nutraceutical, Inc., 356 B.R. 364, 370 (Bankr. D. Del 2006); see also Court's Findings of Fact and Conclusions of Law Relating to Equity Committee Objection to Confirmation, In re Harnischfeger, No. 99-2171 at *19 (Bankr. D. Del. 2001) (valuation expert's credibility undermined by failure to cross check results by employing the "conventional three valuation methods: comparably company, comparable acquisition [i.e., transaction] and DCF").

26. Oppenheimer utilized each of these accepted methodologies:

- Comparable Companies. The comparable company methodology determines the value of a company based on an analysis of the trading values of other publicly traded companies that have similar operating and financial characteristics. Oppenheimer carefully considered the universe of publicly traded companies with significant radio broadcasting operations and selected the five most appropriate comparable companies as "peer companies" for its analysis. See Valuation

Report at 42-46. Based on the trading multiples derived from those comparable companies, the Debtors have an implied enterprise value of between $143.0 million and $163.0 million.[5] See id. at 49. This methodology was given a 40% weighting in Oppenheimer's overall valuation. See id. at 38.[6]

- Precedent Transactions. The precedent transactions methodology determines the value of a company based on an analysis of the transaction values of other companies with similar operating and financial characteristics that were recently involved in public M&A transactions or reorganizations. Though none of the transactions were closely comparable (due to different industry/financial market conditions or dissimilar business models/transaction dynamics), Oppenheimer identified the Citadel Broadcasting reorganization as the most relevant transaction. See Valuation Report at 38-39. Based on the multiple derived from the Citadel Broadcasting reorganization, the Debtors have an implied enterprise value of between $148.4 million to $167.9 million.[7] See id. at 40. Given the lack of close comparables, this methodology was given a 20% weighting in Oppenheimer's overall valuation. See id. at 38.

- Discounted Cash Flow. The discounted cash flow analysis is a forward-looking enterprise valuation methodology that estimates the value of a business by calculating the present value of expected future cash flows to be generated by that business. Oppenheimer applied this methodology to the five year projections of management plus an estimate for the present value of the firm beyond the

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[5] The judgments made by Oppenheimer in performing its comparable companies analysis were conservative in the sense that they tended to increase the value derived from this methodology. For example, the Debtors' EBITDA levels have declined from $20.8 million in the Last Twelve Months ("**LTM**") 9/30/09 period to $19.7 million in 2009 to $17.8 million in the Debtors' 2010 forecast. In the application of comparable companies multiples, Oppenheimer utilized a blend of LTM, 2009 and Pro Forma 2010 cash flow statistics rather than only 2010 statistics and thereby increased the valuation. See Valuation Report at 49. Oppenheimer further increased the valuation by using a higher Pro Forma 2010 EBITDA number of $19.3 million that excludes $1.5 million of promotional and "starved business" operating expenses budgeted for 2010, which Oppenheimer could have included as operating costs of the business. See id. at 17.

[6] Oppenheimer updated its comparable companies analysis as of March 31, 2010 and found that the results did not materially change the outcome of Oppenheimer's original comparable companies analysis or its overall enterprise value range.

[7] The judgments made by Oppenheimer in performing its precedent transactions analysis were conservative in the sense that they tended to increase the value derived from this methodology. In the application of precedent transactions multiples, Oppenheimer utilized a blend of 2009 and Pro Forma 2010 cash flow statistics rather than only 2010 statistics and thereby increased the valuation. See Valuation Report at 40. Oppenheimer further increased the valuation by using a higher Pro Forma 2010 EBITDA number of $19.3 million that excludes $1.5 million of promotional and "starved business" operating expenses budgeted for 2010, which Oppenheimer could have included as operating costs of the business. See id. at 17.

projection period (known as the "terminal value") plus the present value of net operating losses ("**NOLs**") and other tax benefits (the NOLs adjustment is only made to this analysis). Oppenheimer calculated an enterprise value of between $153.1 million and $180.3 million. See Valuation Report at 51-55. This methodology was given a 40% weighting in Oppenheimer's overall valuation. See id. at 38.

27. Based on these three methodologies, weighted as discussed above, Oppenheimer concluded an enterprise valuation range of between $150 million and $170 million. This establishes that the enterprise valuation of the Debtors is between $34.7 million and $54.7 million **below** the secured debt level of $204.7 million (excluding post-petition interest).

28. Indications of Interest. In addition to performing the methodologies set forth above, Oppenheimer checked its valuation against the values implied by third party indications of interest obtained during the prepetition marketing efforts discussed in detail above. See disc. supra at ¶¶ 4-6. During that lengthy and extensive marketing effort, the Debtors and their financial advisors received four formal term sheets – each one of which resulted in valuations in which the secured debt was significantly impaired. Indeed, through these processes, the term sheets received by third party investors effectively valued the Debtors in the range of $120 million to $140 million.[8] See Valuation Report at 62-65. Moreover, since the time of the Debtors' bankruptcy filing, which very publicly values the company at $150 million to $170 million, not a single party has come forward indicating any interest in the Debtors. Thus, the market itself appears to concur with the Oppenheimer valuation.

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[8] One investor in the First Lien Debt proposed an offer with an implied valuation of $175 million, although this was in the form of a credit bid for 100% of the equity. The offer was structured in such a way that it was unacceptable by a majority of the holders of the First Lien Debt Claims and by the Regent Board, and did not represent a viable offer.

(ii) Resilient Has Come Forward With No Meaningful Evidence to Establish That Equity is "In the Money"

29. In the face of overwhelming evidence that equity is "out of the money," Resilient has come forward with virtually nothing to the contrary. It wrongly asserts that Oppenheimer should have considered three additional "peer companies," and presents back-of-the-envelope comparable company and discounted cash flow analyses that are highly flawed for numerous reasons.

(a) Oppenheimer Correctly Identified The Peer Companies

30. Resilient's primary critique of the Oppenheimer valuation is that it should have included three additional companies – Beasley Broadcast Group, Emmis Communications, and Spanish Broadcasting – as peer companies for purposes of its comparable companies analysis. See Motion ¶¶ 12-17. Resilient argues that these three companies are "closest in size to Regent" and that the five companies Oppenheimer included as peers "trade at lower multiples than would be warranted for Debtors, in part, due to the fact that they are much larger than Debtors." See id. at ¶¶ 13-14. In addition to being factually incorrect,[9] Resilient's premise that larger companies have lower trading multiples runs counter to both the historical financial data in the industry and the common thesis that larger companies typically receive a valuation premium due to various factors, including without limitation, greater efficiencies, competitiveness and stability. Regardless, each of the three companies proposed by Resilient was carefully considered and appropriately rejected by Oppenheimer for reasons not directly related to size:

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[9] In fact, one of the comparables utilized by Oppenheimer has a lower EBITDA than two of the three proposed by Resilient. See Valuation Report at 82.

- Beasley Broadcast Group: Beasley Broadcast Group is majority owned and controlled by the Beasley family; has a limited public float (5.4 million shares available for trading, representing 23.9% of shares outstanding); and is relatively illiquid (has negligible daily trading volume in terms of dollars traded). Thus, no true public market exists for the company's shares and its stock price is too unreliable as an indicator of value for it to be included in the peer group. See Valuation Report at 44 and 84.

- Emmis Communications: Emmis Communications only derives 61% of its net revenues from domestic radio operations, with 25% from publishing and 14% from international radio. Moreover, Emmis is facing the challenges of a potentially unsustainable balance sheet resulting in its debt and convertible preferred stock trading at depressed levels. Emmis' public equity essentially trades at "option value" (less than 10% of total enterprise value) as the company must reduce leverage by over half (to 5.0x) before November 29, 2011 in order to avoid tripping a debt covenant. In such a highly leveraged and distressed situation, the nominal share price is not indicative of the equity value of the company. Thus, Emmis' business is not sufficiently comparable to the Debtors' and its public equity does not provide a true indication of value. See Valuation Report at 44 and 85.

- Spanish Broadcasting: Spanish Broadcasting is a radio and television business focused on the Hispanic population in the largest markets in the United States. Hispanic media companies, such as Spanish Broadcasting, historically have traded at a premium to media companies without a demographic focus, such as the Debtors, and are generally not deemed to be peers for valuation purposes. Furthermore, Spanish Broadcasting's continued listing on the Nasdaq is currently in jeopardy as it has until June 7, 2010 to regain compliance with certain listing requirements. Spanish Broadcasting's stock price is below $1.00 per share (essentially "option value") and, similar to Emmis, has a relatively low public equity value to total enterprise value percentage (less than 15%), which limits its usefulness as a comparable company. As with Emmis, in such a highly leveraged and distressed situation, the nominal share price is not indicative of the equity value of the company. Thus, as with Emmis, Spanish Broadcasting's business is not sufficiently comparable to the Debtors' and its capital structure is too strained for it to belong in the peer group. See Valuation Report at 44 and 86.

31. Resilient fails to address any of these critical problems utilizing Beasley, Emmis and Spanish Broadcasting as part of the Debtors' peer group, and its superficial peer group analysis based solely on size should be rejected.

(b) Resilient's Comparable Companies Analysis Is Badly Flawed

32. Though little is provided in the way of details, Resilient appears to be proposing a comparable companies enterprise valuation of the Debtors of approximately $220 million. This analysis is flawed for many reasons. **First**, as set forth above, Resilient includes in the peer group three companies – Beasley, Emmis and Spanish Broadcasting – which are inappropriate valuation comparables for the reasons discussed above. **Second**, Resilient appears to have "cherry picked" the highest possible stock price prior to the filing of its Motion. Indeed, rather than utilizing a closing stock price, Resilient utilized intra-day stock prices as of 10:00 a.m. on March 19, 2010, which resulted in stock prices that were on average 13.2% higher than the closing prices on that day and 9.7% higher than prices on March 31, 2010:[10]

Company	Price @ 10am 3/19/2010	Price @ Close 3/19/2010	% Difference vs 3/19/10 @ Close	Price @ Close 3/31/2010	% Difference vs 3/31/10 @ Close
Beasley Broadcast Group	$4.05	$4.35	(6.9%)	$4.15	(2.4%)
Cumulus Media	3.35	3.07	9.1%	3.40	(1.5%)
Emmis Communications	1.14	1.00	14.0%	1.14	0.0%
Entercom Communications	10.93	11.89	(8.1%)	11.89	(8.1%)
Radio One	3.48	2.91	19.6%	3.05	14.1%
Saga Communications	27.00	22.00	22.7%	22.64	19.3%
Salem Communications	4.92	3.99	23.3%	3.58	37.4%
Spanish Broadcasting System	0.94	0.71	32.0%	0.79	19.1%
Average			**13.2%**		**9.7%**

33. **Third,** Resilient used outdated EBITDA information for Spanish Broadcasting which inflated the Spanish Broadcasting valuation multiple by nearly 20%. Specifically, it utilized a Last Twelve Months EBITDA as of September 30, 2009 of $32 million in its Motion filed on March 23, 2010 despite the fact that Spanish Broadcasting had publicly filed an updated,

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[10] Not only did Resilient pick the intra-day stock prices for these companies, these stocks have not traded at those levels since. For example, after reaching its high of $27.00 at 10:00 a.m. on March 19, 2010, Saga's stock price closed at $22.00 on the same day and then retreated to around $21.37 on the day prior to the filing of the Motion and still trades at approximately that level to this day.

and substantially higher, Last Twelve Month EBITDA as of December 31, 2009 of $38.3 million nearly two weeks earlier on March 10, 2010. **Fourth**, Resilient ignores the distressed trading levels of the comparable company debt obligations and simply adds the market value of equity to the book value of debt to arrive at estimated enterprise values. **Fifth,** Resilient inappropriately adds the value of Regent's NOLs to the distributable value, resulting in a distributable value of $244 million. This is inappropriate, because, as shown below, the comparable companies have substantial NOLs and other tax shields resulting in nominal effective tax rates as well. Either Resilient needs to add the value of both Regent's and the comparable companies' NOLs or add neither Regent's nor the comparable companies' NOLs when making a comparison.

($ in mm)

	Income Taxes / (Benefit)		At December 31, 2009	
	2009	2008	Federal NOLs	State NOLs
Cumulus Media	($22.6)	($117.9)	$110.4	$100.7
Entercom Communications	(5.5)	(232.6)	48.0	51.1
Radio One (1)	7.0	(45.2)	452.5	509.9
Saga Communications (2)	(1.2)	(32.5)	10.5	NA
Salem Communications	(4.2)	(19.2)	86.5	715.8

(1) State NOLs includes City NOLs
(2) Federal NOLs includes State NOLs

The Debtors' financial advisors elected to not add Regent's NOLs or the comparable companies' NOLs because they are already reflected in their equity trading values and their implied enterprise value multiple. This inappropriate addition of the value of the NOLs alone inflates Resilient's proposed valuation by about $18 million.

(c) Resilient has Failed to Perform a Precedent Transaction Analysis

34. Resilient has failed altogether to perform a precedent transaction analysis, which is standard in any comprehensive valuation analysis. See disc. supra at ¶ 25. Resilient provides

no reason for failing to perform the analysis and further provides no critique of Oppenheimer's precedent transaction analysis.

(d) Resilient's Discounted Cash Flow Analysis is Also Badly Flawed

35. Resilient's discounted cash flow analysis is also flawed. **First**, a critical part of Resilient's discounted cash flow analysis – the calculation of the 11.1x terminal multiple versus 7.0x to 8.0x in Oppenheimer's DCF analysis – is derived from its flawed comparable company analysis, as discussed above. See disc. supra at ¶¶ 32-33. Because Resilient's comparable company analysis is significantly inflated for the reasons discussed, its terminal multiple in its discounted cash flow analysis is also significantly inflated. The impact of this error is magnified because the terminal multiple is applied to a short projection period. Indeed, the terminal value (derived from the terminal multiple) represents approximately 80% of the total valuation implied in the Resilient discounted cash flow analysis. Oppenheimer estimates that this error results in Resilient's DCF analysis overstating enterprise value by approximately $54 million to $71 million. **Second**, Resilient did not account for capital expenditures in calculating cash flows. There is simply no recognized basis for failing to account for capital expenditures, and the impact is significant, inflating Resilient's DCF analysis by approximately $6 million. **Third**, Resilient failed to discount the cash flows to the anticipated effective date and instead essentially valued the Debtors at the end of 2010. By pushing out the valuation in this manner, Resilient attributes significant additional value to the terminal value in particular. Due to the timing of the valuation, Oppenheimer estimates that Resilient inflated the DCF enterprise valuation by approximately $16 million. **Fourth**, Resilient did not provide any analysis whatsoever for an appropriate discount rate. Rather, it simply picked 11% – the low end of the range of rates that Oppenheimer utilized. This, however, is utterly inconsistent with the remainder of Resilient's

valuation analysis. Indeed, if Resilient had calculated a discount rate based on its inclusion of the three comparable companies it argues should be included, it would have arrived at a discount rate of nearly 13%,[11] reducing its DCF enterprise valuation by approximately $16 million. **Finally**, the implied perpetuity growth rate from Resilient's DCF, once corrected for the exclusion of capital expenditures described above is between 6% and 8%, which is too high for a company in the radio broadcasting industry. According to Magna Global, the radio broadcasting industry has less than a 1% projected revenue CAGR from 2010 – 2015. See Valuation Report at 32.

36. As set forth above, the overwhelming evidence, including the Plan itself, the Oppenheimer valuation and the market's response to the Debtors' marketing and sale efforts, establish that equity is out of the money. Resilient has come forward with nothing more than (1) a single superficial criticism of the Oppenheimer valuation and (2) back-of-the-envelope analyses, which fail to follow customary valuation methodologies, cherry pick data, are internally inconsistent, and are out of step with industry forecasting. Resilient clearly has failed to meet its burden under the relevant case law. See In re Nw. Corp., 2004 WL 1077913 at *3 (equity committee not appointed where movants failed to satisfy "substantial likelihood that equity will receive a meaningful distribution test"); see also In re Kalvar, 195 B.R. at 601 (rejecting appointment of an equity committee when there was a "good faith dispute" as to the debtor's insolvency). Resilient's Motion to appoint an Equity Committee should be denied for this reason alone.

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[11] This is due to the fact that, on average, those three companies have a significantly higher cost of capital than the five peer companies which would increase the Debtors' cost of equity, and thus the applicable discount rate.

B. An Official Equity Committee Is Not Necessary to Adequately Represent the Interests of Shareholders

37. Resilient's request for the appointment of an equity committee should be denied because equity holders have been and continue to be adequately represented in these Chapter 11 Cases. While "adequate representation" is not defined in the Bankruptcy Code, courts have established guidelines to consider when determining whether the appointment of an equity committee is warranted. In general, equity committees "should not be appointed unless equity holders establish, among other things, they are unable to represent their interest . . . without an official committee." In re Williams, 281 B.R. at 223.

38. Invariably, courts look to the debtor's officers and directors to exercise their fiduciary duties on behalf of all stakeholders, including shareholders. As the bankruptcy court explained in In re Edison, 1996 WL 534853 at *4:

> [While it may be correct that in an insolvency context] management cannot exclusively advocate for the interests of shareholders, the statutory focus of § 1102(a)(2) is not whether shareholders are "exclusively" represented, but whether they are "adequately" represented. Until Congress recognizes that inherent conflicts of interest exist between management and public shareholders in the bankruptcy context that warrant the mandatory appointment of an equity committee, the statutory test remains "adequacy of representation" to be determined on the facts of each case.

39. The instant case squarely meets the test of "adequacy of representation." Regent's Board of Directors takes very seriously its fiduciary responsibilities to the Debtors and all of the Debtors' stakeholders, including equity holders. The $5.5 million cash gift to equity is a direct result of the vigorous efforts made by the Board of Directors on behalf of equity. Also, members of the Board of Directors hold or manage a significant portion of the Debtors' equity. Currently, the seven members of the Board of Directors hold, in the aggregate, approximately 9.6 million shares, or 21% of the outstanding shares of the Debtors. In contrast, Resilient owns

approximately 2.8 million shares or approximately 6.6% of the outstanding shares of the Debtors. See Motion p. 1. Because the members of the Board of Directors, like Resilient, hold a significant percentage of the Debtors' common stock, the Directors' interests are aligned with the interests of shareholders and the Board of Directors adequately represent the interests of the shareholders.

40. Furthermore, as the filing of the Motion suggests, Resilient is a sophisticated investor capable of adequately representing its own interests. Courts have held that the appointment of an additional committee is not necessary when a creditor or equity holder is otherwise capable of adequately representing its own interests, which certainly appears to be the case here. See, e.g., In re Garden Ridge Corp., 2005 WL 523129, at *2 (Bankr. D. Del. 2005); In re Williams, 281 B.R. at 223-224 (declining to appoint a committee because "[m]ovants have already demonstrated their ability to organize and participate in this case with skill and zeal through the prosecution of this motion."); Source Interlink Transcript at 133-34 (declining to appoint an equity committee where movant can adequately represent its own interests, as evidenced by "the quality of the papers which they have submitted and the quality of their presentation [in court].").

41. Resilient began purchasing equity when the value was already highly depressed and continued to do so after the filing of these Chapter 11 Cases. See Schedule 13D at Schedule 1. Resilient cannot now claim that it is incapable of representing itself and requires the assistance of an official committee of equity holders to represent its interests, after it has taken purposeful steps to acquire equity post-petition with the full knowledge of existence of these Chapter 11 Cases and the proposed Plan process and with the benefit of access to the Plan and the Disclosure Statement.

42. Resilient has engaged competent counsel in Butzel Long, PC and Messana Rosner & Stern LLP to protect its interests in these cases. There can be no doubt that Resilient is capable of adequately representing itself without the need for an official equity committee. In addition, without having to hire a financial advisor, Resilient itself prepared and included in the Motion a valuation analysis.

C. The Other Factors Regarding Adequate Representation Weigh Against the Formation of an Official Equity Committee

(i) The Size and Complexity of these Chapter 11 Cases Does Not Require the Formation of an Official Equity Committee

43. Resilient emphasizes the size and complexity of the Debtors' Chapter 11 Cases in its request for the appointment of an equity committee. See Motion ¶¶ 29-30. The Debtors respectfully submit that these Chapter 11 Cases are neither particularly large nor overly complex. The Debtors have a simple capital structure and few constituencies: Prepetition Lenders (whose votes in favor of the Plan are secured by the Restructuring Support Agreement), unsecured creditors (who will be paid in full), and holders of Regent's equity (who are out of the money and who the Court ruled at the Disclosure Statement Hearing were not required to be solicited by the Debtors in connection with the Plan). The proposed Plan is a straight absolute priority Plan, with gifts to unsecured creditors and equity holders, that will result in a balance sheet restructuring. These proceedings are similar to the proceedings in In re Source Interlink, in which this Court noted that "while the case is complex because there are multiple debtors and several creditors, the administration itself is not particularly difficult, given that this is not an operational restructuring, but a balance sheet restructuring which was formulated prior to the filing of the case." See Source Interlink Transcript at 134.

44. Moreover, even if the Court were to determine that these Chapter 11 Cases were large and complex, the fact that the cases are large and complex does not necessarily lead to the conclusion that the appointment of an equity committee is warranted. Many courts have denied the appointment of an equity committee in large and complex cases. See In re Owens Corning, Case No. 00-3837 (JFK) (Bankr. D. Del. Feb. 17, 2006) (appointment of an equity committee denied by both the U.S. Trustee and the court); In re Johns-Manville, 68 B.R. 155, 164 (Bankr. S.D.N.Y. 1986) ("adequate representation" of shareholders can occur without appointment of a special committee despite the extreme complexity of the case); In re Williams, 281 B.R. at 233 (appointment of equity committee denied despite the complexity of the case). The existence of a large and complex case therefore does not automatically merit the appointment of an equity committee. Instead, the Court should focus on issues such as adequate representation, the lack of any showing of the potential for any recovery by the shareholders (let alone a meaningful recovery) and the costs which would ultimately be borne by the estate.

(ii) The Nature of the Equity Securities Does Not Require the Appointment of an Equity Committee

45. The Debtors' shareholders do not require an official committee to adequately represent their rights because the Debtors' prepetition equity has been delisted and is therefore not actively traded. See In re Kalvar, 195 B.R. at 600. There are approximately 25,000 holders of record, and ten shareholders own more than 58 percent of the Debtors' stock. Even though there are a large number of shareholders, "not every case with . . . a large number of [shareholders] will require an official equity committee. . . . Indeed, if Congress's intent was otherwise, it would have mandated the appointment of equity committees instead of leaving it within the discretion of the [United States Trustee] and the Court." In re Williams, 281 B.R. at

223 (citing In re Johns-Manville, 68 B.R. at 160). Regent's common stock was delisted from The Nasdaq Global Market on January 8, 2010. See First Day Declaration ¶ 21. It is not necessarily clear whether Regent's shares are currently actively traded, but it is clear that delisting Regent's stock from Nasdaq significantly reduced the market for trading Regent's shares. Furthermore, on March 22, 2010, this Court entered the *Final Order Establishing Notice and Hearing Procedures for Trading in Equity Securities of Debtors* [Docket No. 119], which may further slow the trading of the Debtors' stock through the establishment of notice and hearing procedures that were instituted in order to protect certain of the Debtors' valuable tax attributes.

(iii) The Request For the Appointment of an Official Equity Committee Is Not Timely

46. The date of the Confirmation Hearing is not the time to form an equity committee. As the Kalvar court recognized, "[t]he late timing of the motion ties in to the only remaining purpose of an equity committee in this case, which would be to object to confirmation, and litigate the valuation issue. The aforementioned costs associated with an equity committee cannot be justified in light of this purpose." In re Kalvar, 195 B.R. at 600. Here, Resilient simply asserts that because equity holders are likely to be an "in the money" constituency, it is imperative that an equity committee is formed to represent their interests. See Motion ¶ 19. As discussed above, Resilient has provided no credible evidence that equity holders will receive any distribution other than a gift from the Prepetition Lenders, let alone a meaningful distribution.

47. Finally, Resilient has made it clear that it can, and will, object to the Plan without the assistance of an equity committee. See Schedule 13D p. 6. Under these circumstances, the only function an equity committee could possibly serve is to appeal the order confirming the

Plan. As demonstrated by the Motion, Resilient is more than capable of taking on that task without the assistance of an equity committee.

(iv) The Benefits Attendant to the Appointment of an Official Equity Committee are Greatly Outweighed by its Costs

48. The Debtors' estates would be required to bear significant additional unnecessary costs if an equity committee were appointed in these Chapter 11 Cases. Indeed, the costs to the estate of an additional committee must be taken into account in determining whether to appoint an equity committee, in particular when the Chapter 11 Cases are so close to confirmation. See, e.g., In re Kalvar, 195 B.R. at 601 (court determined that the appointment of an equity committee was not warranted due to, among other reasons, the "delay and additional costs" associated with appointing an equity committee); see also In re Exide, 2002 WL 32332000 at *1 (balancing the costs of an equity committee against the need for adequate representation and equity's ability to recoup a substantial distribution); Source Interlink Transcript at 134 (stating that the cost—both the delay of the proceedings as well as the payment of committee fees—of appointing an equity committee would outweigh any concern regarding the adequate protection of the equity-holders, who were out of the money).

49. Most official committees retain counsel to assist them in discharging their fiduciary responsibilities. Also, in large cases, official committees retain financial advisors and other professionals. Given the economics and timing of these Chapter 11 Cases, the cost of an official equity committee's involvement would essentially be borne entirely by the Debtors' Prepetition Lenders, as their recovery would only be reduced by further administrative expenses. Viewed in this light, and in the light of the timing of these proceedings, it is impossible to identify any benefit to be derived from the appointment of an official equity committee. Besides

burdening the Debtors' estates with additional fees and expenses, the appointment of an official equity committee would unnecessarily complicate these cases, with no corresponding benefit to any party, much less one with a cognizable economic interest.

50. Resilient contends that concerns of cost are outweighed by the need for adequate representation and that the costs will be modest since the equity committee would exist for only a short time. See Motion ¶ 31-32. However, considering that the Debtors anticipate that the Plan will be confirmed on the same date as this Motion is heard, any amount of cost to the Debtors' estates exceeds the value of the services an equity committee could provide.

V. The Motion Contains Numerous Factual Inaccuracies and Misstatements

51. Not only does the Motion fail to establish that an equity committee is appropriate or required in these Chapter 11 Cases, the Motion contains numerous factual inaccuracies and misstatements. Such misstatements are required by Resilient to bolster its argument, and rebutting these misstatements provides additional evidence that an equity committee is not necessary in light of the circumstances of these Chapter 11 Cases.

52. First, Resilient states that "management has a vested interest in freezing equity holders out of the process so that it can realize the Debtors' going-concern value upon the Debtors' emergence from bankruptcy at the expense of the Debtors' equity holders . . ." See Motion ¶ 21. To the contrary, the Debtors' Board of Directors—not the Debtors' management—makes the ultimate strategic decisions regarding these reorganization proceedings. Management simply has no ability—let alone desire—to freeze out any constituent. Furthermore, as noted above, the Board of Directors holds in the aggregate a larger percentage of Regent's equity than Resilient holds. Therefore, the Board of Directors, the ultimate decision-maker, has interests that are closely aligned with the interests of other equity holders. Finally, despite Resilient's

allegations to the contrary, it is notable that the two members of the Board of Directors who hold the largest amount of equity, Mr. Ahn and Mr. Wyant, are not members of management and will not benefit from the proposed Management Equity Incentive Program. Neither Mr. Ahn nor Mr. Wyant is eligible to participate in the Management Equity Incentive Program. Considered in total, these facts make it clear that, despite Resilient's allegations, management has no "vested interest" in freezing out equity in order to pursue its own interests, nor does it have the ability to do so.

53. Second, Resilient makes several incorrect assertions and implications about the compensation of William L. Stakelin, the CEO of Regent, and Anthony A. Vasconcellos, the CFO of Regent. Resilient states that "[b]etween the two senior managers, . . . under the proposed Plan, they will get 8% of a company with only $120 million of debt." Id. at ¶ 25. In reality, the distribution of stock or other equity-based distributions will be divided between all of the members of the management of the Reorganized Debtors, not just between Mr. Stakelin and Mr. Vasconcellos. See Plan Art. I.A.(87). Furthermore, management will not necessarily receive any stock whatsoever, but may receive "options, equity or other equity-based grants equal to 8% of the total common stock or common units . . ." and does not know when such options would vest. Id. Most importantly, however, the specific terms of the distribution to management "will be determined by the board of directors or board of managers, as applicable, of Reorganized Parent." Id. The New Board of Reorganized Regent, which will set the terms of the Management Equity Incentive Program, will be controlled by Oaktree, who has no incentive to favor management at the expense of other constituencies. See Plan Supplement Exh. I.

54. Finally, Resilient implies that management—and Mr. Stakelin and Mr. Vasconcellos in particular—do not represent the interests of equity holders because management

seeks to obtain economic advantages by the confirmation of the Plan. In reality and in stark contrast to these implications, Mr. Stakelin and Mr. Vasconcellos have had the terms of their employment significantly cut back throughout this process. First, the Board of Directors' compensation committee (the "**Compensation Committee**") aggressively negotiated new contracts for Mr. Stakelin and Mr. Vasconcellos, which were executed on December 31, 2009. The new contracts included terms favorable to the Debtors, including, among other terms, (i) no increase in base compensation from 2009 to 2010, (ii) reduced severance payments and (iii) significantly tightened requirements to meet "change in control" severance provisions. Second, as part of the Plan negotiation process with Oaktree, Mr. Stakelin's and Mr. Vasconcellos's employment terms were further reduced by amendment to their respective employment agreements. The amendments included, among other things, terms that (i) tighten restrictions on the activities of a terminated employee after termination with or without cause and (ii) expand Reorganized Regent's ability to terminate severance payments. Therefore, Resilient's implication that management, and in particular Mr. Stakelin and Mr. Vasconcellos, is pursuing the Plan confirmation process in order to obtain personal economic advantage is patently false and needlessly impugns the motivations of the Debtors' management. In reality, Mr. Stakelin and Mr. Vasconcellos have agreed to multiple reductions in their employment terms in order to confirm a Plan that will maximize the value of the Debtors' estates for the benefit of their stakeholders.

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WHEREFORE, the Debtors respectfully request that this Court (i) sustain the Debtors' Objection, (ii) deny Resilient's Motion to appoint an Equity Committee, and (iii) grant the Debtors such other and further relief as may be just and proper.

Dated: April 2, 2010
Wilmington, Delaware

Respectfully Submitted,

/s/ Michael R. Nestor

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ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION

Exhibit A

Barr, Sarah (CH)

From: Reckler, Caroline (CH)
Sent: Wednesday, March 24, 2010 12:16 PM
To: 'Scott Leonhardt'; mnestor@ycst.com; kcoyle@ycst.com; Athanas, Josef (CH)
Cc: 'Fisher, Eric'; 'Goldfeld, Orlee'; 'Fred Rosner'
Subject: RE: Regent Communications, Inc. (10-10632) - Motion for Appointment of an Equity Committee

Thank you for the courtesy copy of your pleading. Your pleading indicates that you have prepared a discounted cash flow valuation analysis and a comparable companies valuation analysis. We would appreciate it if you would share with us both of those calculations and the back-up supporting materials. If you would like a copy of the Debtors' financial advisors' expert report and supporting materials, we are happy to share those materials with you upon your request.

Given the late stage of these proceedings and the rapidly approaching confirmation hearing on 4/9, if there are other materials that you will need for the 4/9 hearing, please let us know immediately. As you are aware, any delay in these proceedings may jeopardize the Debtors' reorganization efforts, including the gift recovery to the Debtors' equity holders.

Best,

Caroline

Caroline A. Reckler

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From: Scott Leonhardt [mailto:SLeonhardt@mrs-law.com]
Sent: Tuesday, March 23, 2010 6:08 PM
To: mnestor@ycst.com; kcoyle@ycst.com; mseward@ycst.com; Athanas, Josef (CH); Reckler, Caroline (CH); David.klauder@usdoj.gov; tcheung@fdh.com; david.eaton@kirkland.com; cmarcus@fulbright.com
Cc: 'Fisher, Eric'; 'Goldfeld, Orlee'; 'Fred Rosner'
Subject: Regent Communications, Inc. (10-10632) - Motion for Appointment of an Equity Committee

Counsel,

Please take notice of the attached.

Exhibit B

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

REGENT COMMUNICATIONS, INC.
(Name of Issuer)

COMMON STOCK, $.01 PAR VALUE
(Title of Class of Securities)

758865109
(CUSIP Number)

Resilient Partners, L.P.
305 Sterling Drive
Franklin Lakes, NJ 07417
(646) 734-6657
(Name, address and telephone number of person authorized to receive notices and communications)

- with a copy to -

Jeffrey L. Wasserman, Esq.
Sills Cummis & Gross P.C.
One Riverfront Plaza
Newark, New Jersey 07102
(973) 643-7000

March 1, 2010
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO 758865109		Page 2 of 8

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Resilient Partners, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☒
3	SEC USE ONLY
4	SOURCE OF FUNDS WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	7	SOLE VOTING POWER 0
SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 2,802,193
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,802,193

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,802,193
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6% **
14	TYPE OF REPORTING PERSON PN

** This percentage is based on an aggregate of 42,297,341 shares of the Issuer's Common Stock outstanding as of November 5, 2009 as reported in the Issuer's Form 10-Q for the period ended September 30, 2009.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Resilient Capital Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☒	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC (Resilient Partners, L.P.)	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	7	SOLE VOTING POWER 0
SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 2,802,193 *
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,802,193 *
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,802,193 *	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6% **	
14	TYPE OF REPORTING PERSON OO	

* Pursuant to Rule 13d-4, Resilient Capital Management, LLC disclaims beneficial ownership of these shares.

** This percentage is based on an aggregate of 42,297,341 shares of the Issuer's Common Stock outstanding as of November 5, 2009 as reported in the Issuer's Form 10-Q for the period ended September 30, 2009.

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Lance Laifer
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☒
3	SEC USE ONLY
4	SOURCE OF FUNDS WC (Resilient Partners, L.P.)
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF	7	SOLE VOTING POWER 0
SHARES BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 2,802,193 *
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 2,802,193 *

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,802,193 *
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6% **
14	TYPE OF REPORTING PERSON IN

* Pursuant to Rule 13d-4, Mr. Laifer disclaims beneficial ownership of these shares.

** This percentage is based on an aggregate of 42,297,341 shares of the Issuer's Common Stock outstanding as of November 5, 2009 as reported in the Issuer's Form 10-Q for the period ended September 30, 2009.

Item 1. Security and Issuer

This Schedule 13D relates to the common stock, $.01 par value per share (the "*Common Stock*") of Regent Communications, Inc., a Delaware corporation (the "*Issuer*"). The address of the principal executive offices of the Issuer is 2000 Fifth Third Center, 511 Walnut Street, Cincinnati, Ohio 45202.

Item 2. Identity and Background

(a) – (c) This Schedule 13D is being filed by Resilient Partners, L.P., a Delaware limited partnership ("*Resilient*"), Resilient Capital Management, LLC, a Delaware limited liability company (the "*General Partner*"), and Lance Laifer, the managing member of the General Partner.

The principal business as well as the principal office of Resilient and the General Partner is at 305 Sterling Drive, Franklin Lakes, New Jersey 07417. As its principal business, Resilient seeks long-term appreciation of investors' capital through transactions in a portfolio consisting primarily of equity securities of publically traded U.S. companies. The General Partner is responsible for the management of the business and affairs of Resilient. Mr. Laifer is the managing member of the General Partner. He resides at 305 Sterling Drive, Franklin Lakes, New Jersey 07417.

(d) During the last five years, none of Resilient, the General Partner or Mr. Laifer has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of Resilient, the General Partner or Mr. Laifer has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Laifer is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration

Resilient purchased the 2,802,193 shares of Common Stock in the open market for the aggregate net purchase price of approximately $444,000. An itemized breakdown of the daily transactions from December 23, 2009 through March 2, 2010 is more fully set forth in Item 5 below. The source of funds for the payment by Resilient for such Common Stock was the working capital of Resilient.

Item 4. Purpose of Transaction

On March 1, 2010, the Resilient acquired Common Stock of the Issuer sufficient to result in Resilient having beneficial ownership in excess of 5% of the Issuer's outstanding Common Stock based on an aggregate of 42,297,341 shares of the Issuer's Common Stock outstanding as of November 5, 2009 as reported in the Issuer's Form 10-Q for the period ended September 30, 2009. At the time that Resilient exceeded the 5%

threshold, Resilient had acquired the shares of Common Stock owned by Resilient for investment purposes, and none of Resilient, the General Partner or Mr. Laifer had plans or proposals which related to or would result in any of the following (although each reserves the right to develop such plans or proposals): (i) the acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer; (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer, or any of its subsidiaries; (iii) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (iv) any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (v) any material change in the present capitalization or dividend policy of the Issuer; (vi) any other material change in the Issuer's business or corporate structure; (vii) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (viii) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted on an inter-dealer quotation system of a registered national securities association; (ix) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (x) any actions similar to any of those enumerated above.

Pursuant to a Current Report on Form 8-K filed by the Issuer on March 1, 2010 with the Securities and Exchange Commission, the Issuer announced that on March 1, 2010 the Issuer and its subsidiaries filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the District of Delaware. Thereafter, having had an opportunity to review the Issuer's proposed plan of reorganization, Resilient now has a present plan and intention of either objecting to such proposed plan of reorganization or potentially filing its own proposed plan of reorganization for the Issuer. Therefore, as required under this Item 4 of Schedule 13D, Resilient may now have a present plan to change the capital structure of the Issuer, replace certain members of the board of directors and management of the Issuer or otherwise propose an extraordinary transaction for the Issuer.

Item 5. Interest in Securities of the Issuer

(a) Resilient is the record owner of 2,802,193 shares of Common Stock of the Issuer, representing approximately 6.6% of the Issuer's outstanding Common Stock based on an aggregate of 42,297,341 shares of the Issuer's Common Stock outstanding as of November 5, 2009 as reported in the Issuer's Form 10-Q for the period ended September 30, 2009. The General Partner, which is responsible for the management of Resilient, and Mr. Laifer, as the managing member of the General Partner, in which capacity he has voting and/or investment power over the shares of Common Stock held by Resilient, may each be deemed to beneficially own the shares of Common Stock held by Resilient. Pursuant to Rule 13d-4, the General Partner and Mr. Laifer each disclaims beneficial ownership of the 2,802,193 shares of Common Stock of the Issuer held by Resilient.

(b) Resilient, as the record owner of the 2,802,193 shares of Common Stock, has the power to vote, or direct the vote, and the power to dispose of, or to direct the disposition of, such shares of Common Stock. Each of the General Partner and Mr.

Laifer, however, may be deemed to share voting and dispositive power over the 2,802,193 shares of Common Stock of the Issuer held directly by Resilient.

(c) Information regarding the purchases of shares of Common Stock of the Issuer, which were effected by Resilient on the open market between December 23, 2009 and March 2, 2010, is set forth on Schedule 1 attached hereto.

(d) Other than as described in this Schedule 13D, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information provided in response to Item 2 (a)–(c) above is hereby incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

None.

[Signature Page Follows.]

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of March 11, 2010

RESILIENT PARTNERS, L.P.

By: Resilient Capital Management, LLC, its General Partner

By: /s/ Lance Laifer
Lance Laifer, Managing Member

RESILIENT CAPITAL MANAGEMENT, LLC

By: /s/ Lance Laifer
Lance Laifer, Managing Member

/s/ Lance Laifer
Lance Laifer

Schedule 1

Date	Quantity	Price ($)
3/02/10	10,000	0.1100
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/02/10	20,000	0.1200
3/01/10	20,000	0.1300
3/01/10	20,000	0.1250
3/01/10	20,000	0.1300
3/01/10	20,000	0.1300
3/01/10	20,000	0.1250
3/01/10	20,000	0.1250
3/01/10	20,000	0.1250
3/01/10	20,000	0.1250
3/01/10	20,000	0.1250
3/01/10	20,000	0.1250
3/01/10	20,000	0.1200
3/01/10	20,000	0.1100
3/01/10	2,038	0.1100
3/01/10	20,000	0.1284
3/01/10	20,000	0.1200
3/01/10	20,000	0.1250
3/01/10	20,000	0.1250
3/01/10	1,750	0.1414
3/01/10	20,000	0.1300
3/01/10	10,000	0.1300
02/26/10	5,000	0.1700
02/26/10	5,000	0.1600
02/26/10	20,000	0.1500
02/26/10	5,000	0.1500

02/26/10	5,000	0.1600
02/26/10	100	0.1600
02/26/10	5,000	0.1700

Date	Quantity	Price ($)
02/26/10	20,000	0.1700
02/26/10	20,000	0.1700
02/26/10	18,000	0.1700
02/26/10	5,000	0.1800
02/26/10	20,000	0.1800
02/25/10	11,306	0.1400
02/25/10	18,965	0.1500
02/25/10	20,000	0.1500
02/25/10	20,000	0.1500
02/25/10	7,000	0.1500
02/24/10	3,000	0.1300
02/24/10	5,000	0.1400
02/24/10	20,000	0.1400
02/24/10	10,000	0.1500
02/23/10	4,371	0.1300
02/23/10	20,000	0.1384
02/23/10	20,000	0.1384
02/23/10	20,000	0.1384
02/23/10	20,000	0.1384
02/23/10	20,000	0.1384
02/23/10	20,000	0.1399
02/22/10	20,000	0.1250
02/22/10	18,242	0.1279
02/22/10	900	0.1200
02/19/10	20,000	0.1200
02/19/10	2,000	0.1200
02/12/10	5,000	0.1300
02/12/10	3,500	0.1300
02/10/10	3,690	0.1300
02/10/10	10,000	0.1300
2/09/10	5,000	0.1400
2/08/10	5,000	0.1350
2/05/10	10,000	0.1300
2/05/10	200	0.1300
02/04/10	5,000	0.1300
02/04/10	5,000	0.1300
02/03/10	5,000	0.1384
02/02/10	20,000	0.1300
02/01/10	20,000	0.1400
01/29/10	11,400	0.1356
01/29/10	10,584	0.1300
01/29/10	10,000	0.1350
01/28/10	500	0.1300
01/27/10	16,475	0.1300

1/26/10	20,000	0.1400
1/26/10	18,828	0.1400
1/25/10	11,800	0.1300
1/22/10	1,900	0.1300

Date	Quantity	Price ($)
1/22/10	5,000	0.1350
1/22/10	5,000	0.1350
1/22/10	5,000	0.1400
1/22/10	1,000	0.1300
1/22/10	5,000	0.1350
1/22/10	5,000	0.1350
1/22/10	5,000	0.1350
1/21/10	10,000	0.1300
1/20/10	20,000	0.1300
1/19/10	10,000	0.1300
1/19/10	9,000	0.1300
1/19/10	5,000	0.1350
1/19/10	5,000	0.1400
1/19/10	5,000	0.1340
1/19/10	5,000	0.1340
1/19/10	5,000	0.1340
1/19/10	5,000	0.1350
1/19/10	5,000	0.1350
1/19/10	5,000	0.1350
1/19/10	5,000	0.1350
1/19/10	5,000	0.1350
1/19/10	20,000	0.1300
1/19/10	5,000	0.1350
1/19/10	5,000	0.1300
1/19/10	5,000	0.1300
1/19/10	5,000	0.1300
1/19/10	5,000	0.1400
1/19/10	5,000	0.1400
1/19/10	2,000	0.1300
1/15/10	20,000	0.1200
1/15/10	20,000	0.1300
1/15/10	5,000	0.1600
1/15/10	10,000	0.1500
1/15/10	20,000	0.1400
1/14/10	5,000	0.1600
1/14/10	15,622	0.1500
1/14/10	10,000	0.1550
1/14/10	10,400	0.1500
1/13/10	20,000	0.1300
1/13/10	10,000	0.1400
1/13/10	10,000	0.1300
1/13/10	20,000	0.1300
1/13/10	10,000	0.1300
1/13/10	20,000	0.1300

1/13/10	14,400	0.1300
1/12/10	10,000	0.1400
1/12/10	10,000	0.1399
1/12/10	5,000	0.1400

Date	Quantity	Price ($)
1/12/10	20,000	0.1300
1/12/10	20,000	0.1300
1/12/10	20,000	0.1300
1/12/10	9,073	0.1300
1/12/10	20,000	0.1300
1/12/10	20,000	0.1300
1/12/10	20,000	0.1300
1/11/10	20,000	0.1494
1/11/10	20,000	0.1600
1/11/10	900	0.1400
1/11/10	5,000	0.1450
1/11/10	20,000	0.1450
1/8/10	10,000 #	0.1600
1/8/10	20,000	0.1600
1/8/10	20,000	0.1600
1/8/10	10,987	0.1600
1/8/10	20,000	0.1567
1/8/10	20,000	0.1550
1/8/10	20,000	0.1600
1/7/10	20,000	0.1900
1/7/10	20,000	0.1950
1/7/10	20,000	0.1968
1/7/10	20,000	0.1800
1/7/10	20,000	0.1800
1/7/10	20,000	0.1959
1/7/10	20,000	0.1800
1/7/10	20,000	0.1800
1/7/10	20,000	0.1800
1/6/10	15,200	0.1600
1/6/10	2,500	0.1900
1/6/10	20,000	0.2000
1/6/10	20,000	0.2000
1/6/10	20,000	0.2000
1/6/10	15,000	0.2000
1/6/10	20,000	0.2000
1/6/10	20,000	0.2000
1/6/10	20,000	0.2000
1/6/10	20,000	0.2000
1/5/10	5,600 #	0.2801
1/5/10	10,000 #	0.2700
1/5/10	10,000 #	0.2700
1/5/10	3,012 #	0.2604
1/5/10	16,500 #	0.2500
1/5/10	100 #	0.2506

1/5/10	3,400 #	0.2510
1/5/10	20,000	0.2699
1/5/10	6,600	0.2699
1/5/10	13,400	0.2916

Date	Quantity	Price ($)
1/5/10	20,000	0.3149
1/4/10	5,000 #	0.3000
1/4/10	9,900 #	0.3110
1/4/10	100 #	0.3110
1/4/10	5,000 #	0.3110
12/30/09	20,000	0.2000
12/30/09	14,300	0.2000
12/29/09	5,000	0.2100
12/29/09	10,000	0.2000
12/29/09	20,000	0.2200
12/29/09	20,000	0.2200
12/29/09	6,200	0.2100
12/29/09	20,000	0.2100
12/29/09	20,000	0.2099
12/28/09	10,000	0.2200
12/28/09	20,000	0.2245
12/28/09	20,000	0.2097
12/28/09	10,000	0.2000
12/28/09	10,000	0.2100
12/28/09	20,000	0.2099
12/28/09	5,000	0.2100
12/28/09	20,000	0.2100
12/28/09	20,000	0.2099
12/28/09	20,000	0.2100
12/28/09	20,000	0.2100
12/24/09	10,000	0.2000
12/24/09	10,000	0.2000
12/24/09	500	0.2100
12/23/09	10,000	0.2000
12/23/09	20,000	0.2000
12/23/09	20,000	0.1998
12/23/09	2,174	0.1985

# Indicates a sale of shares of Common Stock.

Exhibit C

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) December 21, 2009

REGENT COMMUNICATIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-29079	31-1492857
(Commission File Number)	(IRS Employer Identification No.)
2000 Fifth Third Center, 511 Walnut Street, Cincinnati, Ohio	45202
(Address of Principal Executive Offices)	(Zip Code)

(513) 651-1190
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 3 Securities and Trading Markets

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On December 21, 2009, Regent Communications, Inc. ("Regent") received a notice from The Nasdaq Stock Market ("Nasdaq") indicating that Regent failed to comply with the minimum market value of publicly held shares requirement set forth in Nasdaq Listing Rule 5450(b)(3)(C) for continued listing of its common stock on The Nasdaq Global Market because the market value of its publicly held shares of its common stock closed under $15.0 million for 30 consecutive business days. The notice also stated that, in accordance with Nasdaq Listing Rule 5810(c)(3)(D), Regent would be provided 90 calendar days, or until March 22, 2010, to regain compliance with the minimum market value of publicly held shares requirement. To regain compliance, the closing market value of Regent's publicly held shares of its common stock must close at $15.0 million or more for a minimum of 10 consecutive business days prior to the market close on March 22, 2010.

In the event that Regent does not regain compliance with Nasdaq Listing Rule 5450(b)(3)(C) by March 22, 2010, Nasdaq will provide written notification that Regent's common stock will be subject to delisting from The Nasdaq Global Market. At that time, Regent may appeal Nasdaq's determination to a Nasdaq Listing Qualifications Panel. Alternatively, prior to March 22, 2010, Regent could apply to transfer its common stock to the Nasdaq Capital Market if it satisfies all requirements for initial inclusion on that market, but Regent currently does not meet the stockholders' equity requirement required for such listing. Accordingly, there can be no assurance that Nasdaq would approve an application for transfer to The Nasdaq Capital Market and/or that Nasdaq would grant any appeal for continued listing, in the event that Regent would seek such relief.

As previously disclosed by Regent, on November 30, 2009, Regent received written notification from Nasdaq (the "Staff Determination") that Regent's common stock would be delisted from The Nasdaq Global Market for failure to comply with Nasdaq's $1.00 per share minimum bid price requirement unless Regent requested a hearing before a Nasdaq Listing Qualifications Panel. On December 4, 2009, Regent timely requested such a hearing, which request has stayed any action with respect to the Staff Determination regarding the minimum bid price requirement until the Nasdaq Listing Qualifications Panel renders a decision subsequent to the scheduled January 7, 2010 hearing. However, there can be no assurance that Nasdaq will grant the Company's request for continued listing following that hearing.

Regent issued the press release attached hereto as Exhibit 99.1 on December 23, 2009 announcing its receipt of the notice from Nasdaq as described above.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1	Press Release dated December 23, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Regent Communications, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 23, 2009

REGENT COMMUNICATIONS, INC.

By: /s/ ANTHONY A. VASCONCELLOS
Anthony A. Vasconcellos, Executive Vice President and Chief Financial Officer

Exhibit 99.1

REGENT
COMMUNICATIONS, INC.

REGENT COMMUNICATIONS RECEIVES NASDAQ DELISTING NOTIFICATION

Cincinnati, OH — December 23, 2009 — Regent Communications, Inc. (Nasdaq: RGCI) announced today that on December 21, 2009, it received notice from The Nasdaq Stock Market ("Nasdaq") indicating that Regent failed to comply with the minimum market value of publicly held shares requirement set forth in Nasdaq Listing Rule 5450(b)(3)(C) for continued listing of its common stock on The Nasdaq Global Market because the market value of its publicly held shares of its common stock closed under $15.0 million for 30 consecutive business days. The notice also stated that, in accordance with Nasdaq Listing Rule 5810(c)(3)(D), Regent would be provided 90 calendar days, or until March 22, 2010, to regain compliance with the minimum market value of publicly held shares requirement. To regain compliance, the closing market value of Regent's publicly held shares of its common stock must close at $15.0 million or more for a minimum of 10 consecutive business days prior to the market close on March 22, 2010.

In the event that Regent does not regain compliance with Nasdaq Listing Rule 5450(b)(3)(C) by March 22, 2010, Nasdaq will provide written notification that Regent's common stock will be subject to delisting from The Nasdaq Global Market. At that time, Regent may appeal Nasdaq's determination to a Nasdaq Listing Qualifications Panel. Alternatively, prior to March 22, 2010, Regent could apply to transfer its common stock to the Nasdaq Capital Market if it satisfies all requirements for initial inclusion on that market, but Regent currently does not meet the stockholders' equity requirement required for such listing. Accordingly, there can be no assurance that Nasdaq would approve an application for transfer to The Nasdaq Capital Market and/or that Nasdaq would grant any appeal for continued listing, in the event that Regent would seek such relief.

As previously disclosed by Regent, on November 30, 2009, Regent received written notification from Nasdaq (the "Staff Determination") that Regent's common stock would be delisted from The Nasdaq Global Market for failure to comply with Nasdaq's $1.00 per share minimum bid price requirement unless Regent requested a hearing before a Nasdaq Listing Qualifications Panel. On December 4, 2009, Regent timely requested such a hearing, which request has stayed any action with respect to the Staff Determination regarding the minimum bid price requirement until the Nasdaq Listing Qualifications Panel renders a decision subsequent to the scheduled January 7, 2010 hearing. However, there can be no assurance that Nasdaq will grant the Company's request for continued listing following that hearing.

About Regent Communications

Regent Communications, Inc. is a radio broadcasting company focused on acquiring, developing and operating radio stations in mid-sized markets. Regent owns and operates 62 stations located in 13 markets. Regent's shares are traded on the Nasdaq Stock Market under the symbol "RGCI."

This press release includes certain forward-looking statements with respect to Regent Communications, Inc. for which it claims the protections of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve certain risks and uncertainties and include statements preceded by, followed by or that include words such as "anticipate," "believe," "plan," "estimate," "expect," "intend," "project" and other similar expressions. Although Regent believes expectations reflected in these forward-looking statements are based on reasonable assumptions, such statements are influenced by financial position, business strategy, budgets, projected costs, and plans and objectives of management for future operations. Actual results and developments may differ materially from those conveyed in the forward-looking statements based on various factors including, but not limited to: changes in economic, business and market conditions affecting the radio broadcast industry, the markets in which we operate, and nationally; increased competition for attractive radio properties and advertising dollars; increased competition from emerging technologies; fluctuations in the cost of operating radio properties; the Company's ability to manage growth; the Company's ability to effectively integrate its acquisitions; potential costs relating to stockholder demands; changes in the regulatory climate affecting radio broadcast companies; cancellations, disruptions or postponement of advertising schedules in response to national or world events; and the Company's ability to regain and maintain compliance with the terms of its credit facilities or to refinance or restructure such obligations. Further information on other factors that could affect the financial results of Regent Communications, Inc. is included in Regent's filings with the Securities and Exchange Commission. These documents are available free of charge at the Commission's website at http://www.sec.gov and/or from Regent Communications, Inc.

Contact:
Tony Vasconcellos
Executive Vice President and Chief Financial Officer
Regent Communications, Inc.
859-292-0030

Chris Plunkett
Brainerd Communicators, Inc.
212-986-6667

Exhibit D

UNITED STATES BANKRUPTCY COURT

DISTRICT OF DELAWARE

Case No. 10-10632-KG

- -x

In the Matter of:

REGENT COMMUNICATIONS, INC., et al.

Debtors.

- -x

United States Bankruptcy Court

824 North Market Street

Wilmington, Delaware

March 22, 2010

10:03 AM

B E F O R E:

HON. KEVIN GROSS

U.S. BANKRUPTCY JUDGE

ECR OPERATOR: JENNIFER PASIERB

1

2 Also Present:

3 Lance Laifer (TELEPHONICALLY)

4 In Propria Persona

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1 Your Honor, Section 1126(g) of the Bankruptcy
2 Code governs this point, and this says all right, here's
3 who may be deemed to reject the plan. And it says a
4 class of claims or interests is deemed to reject if such
5 class is not entitled to a distribution under a plan on
6 account of its claims or interests.
7 Here, Your Honor, as you may recall, again, from
8 the first day hearing, we had a declaration that was
9 admitted into evidence where Tony Vasconcellos, the
10 debtors' CFO, testified that the debtors conducted a lengthy
11 marketing process in these cases, and they tried to sell the
12 company for months, and the best offer they received was not
13 enough to pay the secured lenders in full.
14 Subsequent to that, Your Honor, in connection with
15 filing the disclosure statement, the debtors obtained from
16 Oppenheimer, their investment banker, an independent valuation
17 of the debtors' company based on commonly accepted valuation
18 principles, and that came in at 160 million dollars, which,
19 again, is forty-five million dollars below where the secured
20 debt it.
21 THE COURT: Yes.
22 MR. ATHANAS: In short, the equity holders just
23 aren't entitled to anything. Therefore, we think,
24 under the plain language of 1126(g), the equity
25 holders should be deemed to reject the plan in this

1 case.

2 Now, we realize that the U.S. Trustee doesn't

3 concern itself with only this case and the particular

4 facts of this case, but about the precedent that this

5 case might set in other cases. And we submit that

6 this case has sort of unique facts that ought to be

7 taken into account, and we think those facts demand

8 that in this case equity holders be deemed to reject.

9 Again, as Your Honor may recall from the first

10 day hearing, Mr. Vasconcellos testified in his declaration

11 that while the debtors have enough cash to confirm a plan in 45

12 days and go effective in 60 and make the payment to unsecured

13 creditors and the 5.5 million dollar payments to equity

14 holders, if our plan takes longer to confirm, if it takes 90

15 days, we don't have enough cash, and we have to go to our

16 secured lenders and ask for a loan, which they are not

17 obligated to provide. Basically, what that does, Your Honor,

18 is it puts us and our equity holders and our unsecured

19 creditors at the mercy of the secured lenders if we don't get

20 done quick.

21 Now, soliciting public equity holders is an expensive

22 and time consuming process, because the ballots don't just go

23 directly to the holders, because we don't know who they are.

24 They go to financial intermediaries. And then there's a delay.

25 And then the financial intermediaries send those ballots on to

1 our equity holders.

2 The debtors estimate that the cost of this

3 solicitation process would be about 50,000 dollars, and,

4 because of the delay, if we want to give people a meaningful

5 opportunity to vote in these cases we would have to delay our

6 confirmation hearing by nearly a month. Your Honor, that is

7 just the thing that we're worried about in these cases, and it

8 could imperil the recoveries of unsecured creditors and equity

9 holders. So we're hurting the very people that we're trying to

10 help, under the facts of this particular case.

11 Now, what are the equity holders really getting?

12 What's the benefit if we let them vote in this case? What do

13 their votes accomplish? I think that's something we should

14 look at here. If the equity holders vote for the plan, and the

15 secured lenders vote against it, what happens? Well, we have

16 no consenting impaired class of claims that are 1129(a)(10),

17 and we can't confirm a plan. Thanks for your positive votes.

18 We can't get it done.

19 All right. So let's go the other way. Let's say that

20 all right, our equity holders reject the plan and our secured

21 lenders vote for it. What happens then? Well, they're

22 completely out of the money. There's ample evidence to that

23 effect. So the equity holders are going to be crammed down

24 under 1129(b). So no matter how they vote it's simply

25 irrelevant. So for the opportunity of giving them an

Exhibit E

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	.
	. Case No. 09-11424 (KG)
SOURCE INTERLINK COMPANIES,	.
INC., et al.,	. 824 Market Street
	. Courtroom 3
Debtors.	. Wilmington, DE 19901
	.
	. May 28, 2009
. . . . .	. 11:09 a.m.

TRANSCRIPT OF HEARING
BEFORE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For Debtors:

Kirkland & Ellis, LLP
By: DAVID L. EATON, ESQ.
MATTHEW WAWRZYN, ESQ.
PAUL WIERBICKI, ESQ.
RYAN PRESTON DAHL, ESQ.
300 North LaSalle
Chicago, IL 60654

Pachulski, Stang, Ziehl
& Jones, PC
By: LAURA DAVIS JONES, ESQ.
TIMOTHY P. CAIRNS, ESQ.
919 Market Street
16th Floor
P.O. Box 8705
Wilmington, DE 19899

Audio Operator: Jennifer Pasierb

Proceedings recorded by electronic sound recording, transcript produced by transcription service.

1 Mr. Nies. Anyone else? Well, what I'd like to do is just take
2 about 10 minutes to go back and digest a few things. So I
3 mean, this is one of those situations where no one has had the
4 luxury of time, really, including me, and it would be nice to
5 go back and weigh all of the evidence and digest it a little
6 more carefully, and have a written opinion, but we don't have
7 that kind of time, obviously.
8 So I'm going to just retire for about 10 minutes, go
9 through my notes, try to come up with something somewhat
10 understandable and come back and rule in about 10 minutes or
11 so. Thank you.
12 (Recess at 2:51 p.m., until 3:07 p.m.)
13 (Call to Order of the Court)
14 THE COURT: Thank you again, everyone. Please be
15 seated. Well, first of all, I want to thank everyone for a
16 very fine presentation of your respective positions, and I am
17 prepared to rule. And I made a promise to myself that I
18 wouldn't be one of these judges, you know, who drones on and on
19 and then comes at the end where everyone is hanging for the
20 decision.
21 So my ultimate decision is to deny the motion of the
22 ad hoc equity committee. And I'd like to address just at least
23 briefly the first concern that's been raised, and that is the
24 concern of time, the necessity of time for a committee to be
25 formed and to have an opportunity to prepare, if you will, a

1 case in support of its position.

2 And you know, we are in very, very uncertain times

3 right now and we all know that. And all we have to do is look

4 at the car industry, where as goes General Motors so goes the

5 country, we all learned as children. And these are very

6 uncertain times.

7 And perhaps in certain times allowing time is

8 helpful, but in uncertain times, time only means even greater

9 uncertainty. And we have I think a proposed confirmation plan,

10 which is at least in recent times quite remarkable in what it

11 has achieved.

12 Now, the ad hoc equity committee has sought

13 appointment of an official committee of equity-holders, based

14 upon section 1102(a)(2) of the Code, which allows a court to,

15 "order the appointment of additional committees of creditors or

16 of equity security-holders, if necessary, to assure adequate

17 representation."

18 The Office of the United States Trustee declined to

19 appoint an equity committee here and is opposing the motion

20 based upon its conclusion that the debtor is hopelessly

21 insolvent. As well, the debtors and the secured lender are

22 opposing this motion based upon that same hopeless insolvency

23 factor, both under the balance sheet test, as well as the

24 ability of the debtor to pay its debts as they come due, and as

25 well, based on other factors established in this jurisdiction

1 to determine whether the adequate representation requirement
2 has been met.
3 The test established in this jurisdiction for
4 determining whether an equity committee should be appointed was
5 set out in the Exide Technologies case, and under that test a
6 committee should not be appointed unless there is a substantial
7 likelihood that shareholders will receive a meaningful
8 distribution in the case under a strict priority rule, and
9 second, that shareholders cannot adequately represent their
10 interests without the appointment of an official committee.
11 Now, the second requirement, the adequate
12 representation, is not defined by the Code, but courts which
13 have addressed the adequate representation issue generally
14 consider the number of shareholders, the complexity of the case
15 and whether the cost of the additional committee significantly
16 outweighs the concern for adequate protection. And that
17 language comes from the Edison Brothers case, a case decided by
18 our District Court.
19 All three of these requirements weigh heavily against
20 the ad hoc committee. First of all, there are only 125
21 shareholders, five of which hold over 70 percent of the
22 debtors' stock and have not sought the appointment of a
23 committee.
24 Further, I believe that the formation of the ad hoc
25 committee, as well as the quality of the papers which they have

1 submitted and the quality of their presentation here today,
2 demonstrates their organized nature. And that's so even if
3 this Court considered 125 shareholders to be a substantial
4 number, which I do not.
5 In addition, while the case is complex because there
6 are multiple debtors and several creditors, the administration
7 itself is not particularly difficult, given that this is not an
8 operational restructuring, but rather, a balance sheet
9 restructuring which was formulated prior to the filing of the
10 case.
11 Finally, the cost of the committee, both for its fees
12 and expenses, which we've heard are significant in a case of
13 this nature, as well as the cost to the estate from the delay
14 that would ensue, outweighs any concern regarding the adequate
15 representation of the equity-holders, who as I will indicate,
16 would not receive any distribution in this case in any event.
17 So the first requirement, going out of the first
18 requirement that the shareholders be in the money or are likely
19 to receive a distribution under any potential plan requires
20 that the debtors be solvent. And all three objecting parties
21 here have asserted, and I think credibly, that the debtors are
22 in fact insolvent.
23 They point out the apparent fact, which cannot be
24 disputed, that in order for the proposed plan to be
25 consummated, the pre-petition loan lenders are obliged to write

1 off approximately one third of their almost $900 million in
2 claims. When the secured lenders themselves are accepting only
3 66 percent of the value of their claims, it is unlikely that
4 there is in fact enough liquidity in the company that equity
5 would receive a recovery.
6 We also have had here the I think highly credible and
7 substantial testimony of Mr. Panagos from Moelis, whose
8 analysis establishes that under even the most favorable
9 valuation, equity would be -- would not be in the money by a
10 very, very large percentage.
11 So I -- on the basis of the record before me I am
12 denying the motion for the appointment of an equity committee,
13 as well as for the request that there be a delay in the Court's
14 consideration of the motion for approval of the disclosure
15 statement and plan, given the great harm that may ensue were
16 there to be delay here.
17 And with that, I will issue a very brief order
18 basically incorporating my findings and denying that motion.
19 MR. NIES: Thank you, Your Honor.
20 THE COURT: Thank you, Mr. Nies. I should add one
21 other I think significant point, and it is that under the plan
22 the equity-holders are not releasing parties. That, too, I
23 think goes to a -- in a balancing consideration, the fact that
24 there is substantial harm here to the debtors, and that there
25 may be other recourse for the equity-holders.

Exhibit F

FEBRUARY 2010

REGENT
COMMUNICATIONS, INC.

CONFIDENTIAL – VALUATION REPORT

OPPENHEIMER

STRICTLY PRIVATE AND CONFIDENTIAL

Table of Contents

1 Executive Summary

Introduction

> This valuation report ("Valuation Report") of Regent Communications, Inc. ("Regent," the "Debtors," or the "Company") has been prepared by Oppenheimer & Co. Inc. ("Oppenheimer") under the direction and supervision of William Lisecky

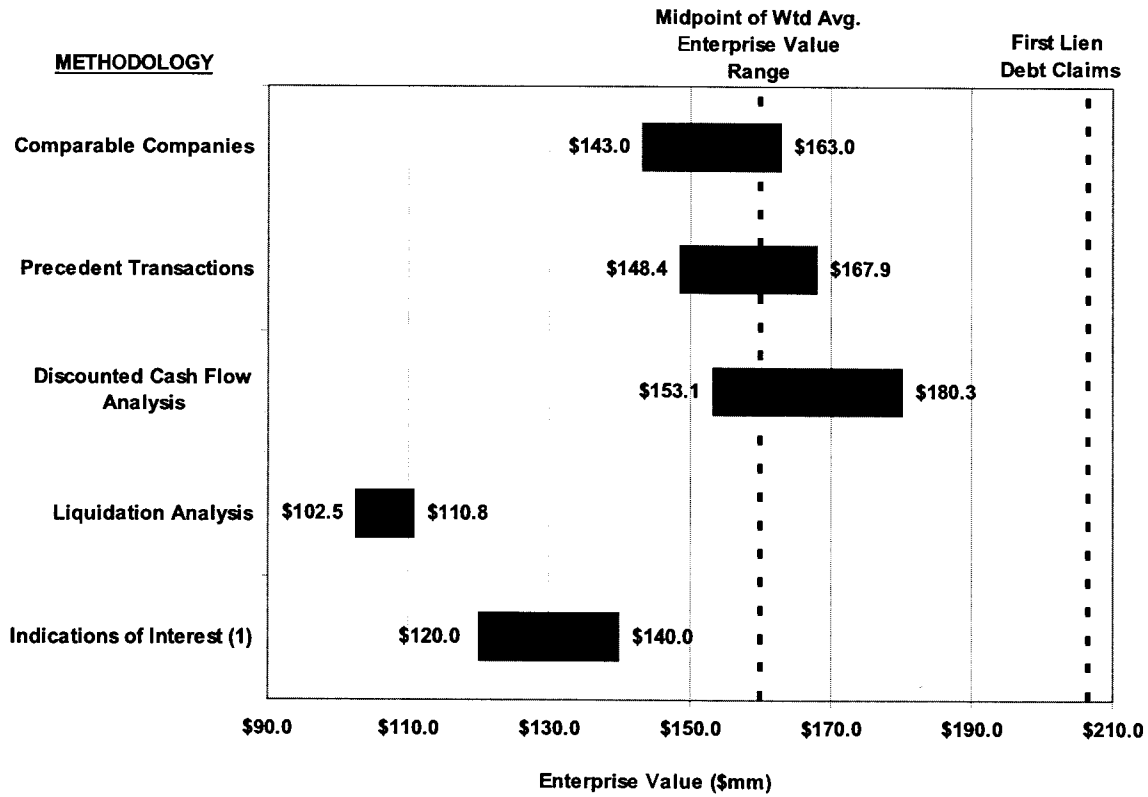
> Mr. Lisecky, Managing Director and Head of Oppenheimer's Media and Entertainment Group, will provide expert testimony with regards to issues concerning valuation, the Company's projections, the selection of the comparable companies and comparable transactions and other industry-related issues

> Biographical information for Mr. Lisecky and the Oppenheimer team appears in Appendix D

Summary of Valuation Analyses

> Oppenheimer's valuation analyses suggest the Company's enterprise value is between $150.0 million and $170.0 million, with a midpoint of $160.0 million

> Taking into account an estimated amount of pre-transaction First Lien Debt claims at $206.7 million, the First Lien Debt is impaired and Existing Equity Interests are out of the money



Note: midpoint enterprise value assigns weightings 40% to comparable companies analysis, 20% to precedent transactions analysis and 40% to DCF analysis
(1) Highest bid from independent third party was $140 million. Excludes a $175 million bid represents a credit bid by an existing Lender

2 Company Background

A Due Diligence Summary

Due Diligence Overview

> In conjunction with preparing this Valuation Report, Oppenheimer has undertaken various and numerous reviews, analyses and interviews including, but not limited to, the following:

- Interviews and discussions with certain members of the Company's management team include:
  - Bill Stakelin, President and CEO
  - Tony Vasconcellos, EVP and CFO
  - Bob Allen, VP Finance
  - Matt Yeoman, VP Operations
  - Kate Lucas, Corporate Controller
- Reviewed documents, presentations, analyses and other relevant materials received from the Debtors and other sources, including, but not limited to:
  - The Company's Plan of Reorganization (the "Plan") and Disclosure Statement
  - Company's SEC filings and other publicly available documents
  - Historical financial results for the Company and various metrics used by the Debtors and the industry to analyze its performance
  - Projections provided by the Company
  - Research on the industry from a limited number of financial brokerage firms
- Reviewed publicly available data on certain companies that Oppenheimer deemed to be the most comparable to Regent, reviewing, among other things, both current and historical trading and acquisition multiples, current and historical profitability and various other financial ratios

Due Diligence Overview (Cont'd)

- It should be noted that Oppenheimer did not independently verify the accuracy and completeness of the information provided by other parties
- The analyses and findings contained herein are based on publicly available information concerning the Debtors, their competitors and their industry, as well as limited non-public information provided by the Company and is considered accurate and complete as of the date hereof to the extent of such information
- Based in part on the foregoing, Oppenheimer reserves the right to update or modify the analyses and conclusions herein should additional information become available

B Company Overview

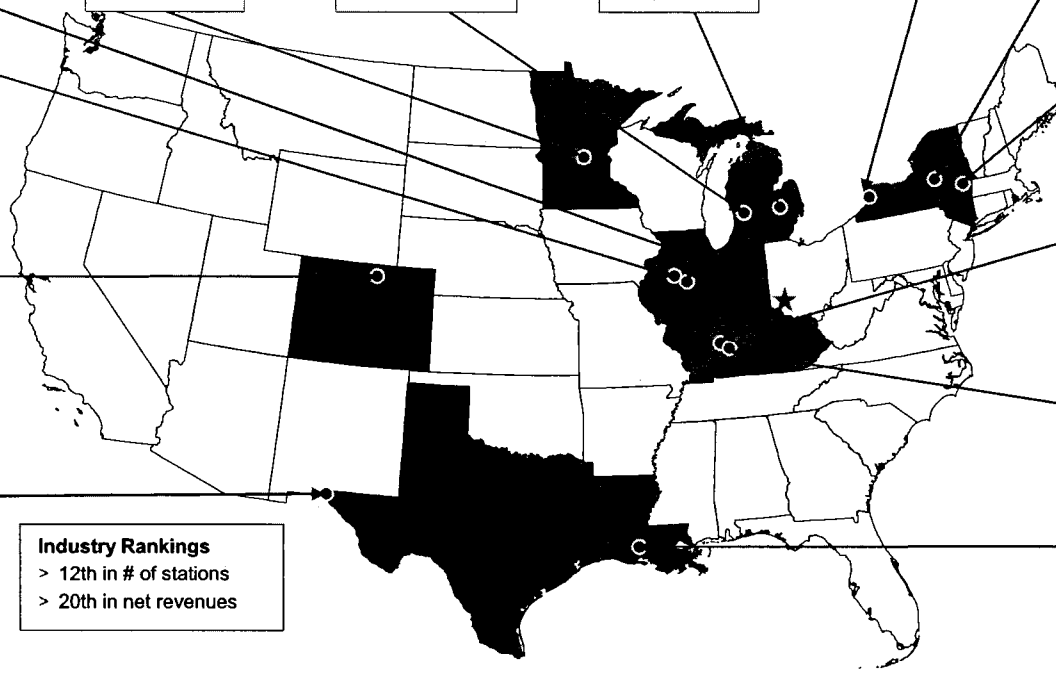
Summary

> Regent Communications is a premier radio broadcasting company that acquires, develops and operates radio stations in mid-sized markets in the U.S.

- Owns and operates 62 stations – 50 FM and 12 AM clustered in 13 markets in Colorado, Illinois, Indiana, Kentucky, Louisiana, Michigan, Minnesota, New York, and Texas
- The Company's station programming format includes rock, adult contemporary, country, sports, news/talk, oldies and classic rock among others
- The Company was founded in 1996 and is based in Cincinnati, Ohio
- The Company generated $82.8 million of revenue and $20.8 million of EBITDA in the twelve months ended September 30, 2009

Station Overview

62 Stations in 13 Mid-Size Markets



Bloomington, IL
Market: # 185
WJBC – AM
WBNQ – FM
WBWN – FM
WTRX – FM
WJEZ – FM

Peoria, IL
Market: # 122
WGLO – FM
WZPW – FM
WVEL – AM
WFYR – FM
WIXO – FM

Ft. Collins-Greeley, CO
Market: # 159
KUAD – FM
KTRR – FM
KMAX – FM
KKPL – FM
KARS – FM

El Paso, TX
Market: # 74
KSII – FM
KLAQ – FM
KROD – AM

St. Cloud, MN
Market: # 175
KMXK – FM
WJON – AM
WWJO – FM
KKSR – FM
KLZZ – FM
KXSS – AM

Grand Rapids, MI
Market: # 66
WLHT – FM
WGRD – FM
WTRV – FM
WNWZ – AM
WFGR – FM

Flint, MI
Market: #127
WCRZ – FM
WWBN – FM
WFNT – AM
WRCL – FM
WQUS – FM
WLCO – AM

Buffalo, NY
Market: # 41
WYRK – FM
WJYE – FM
WBLK – FM
WBUF – FM

Utica-Rome, NY
Market: # 208
WODZ – FM
WLZW – FM
WFRG – FM
WIBX – AM

Albany, NY
Market: # 58
WQBJ – FM
WQBK – FM
WBZZ – FM
WGNA – FM
WGNA – FM

Evansville, IN
Market: # 129
WKDQ – FM
WJLT – FM
WDKS – FM
WGBF – FM
WGBF – AM

Owensboro, KY [1]
WOMI – AM
WBKR – FM

Lafayette, LA
Market: # 95
KMDL – FM
KRKA – FM
KFTE – FM
KTDY – FM
KPEL – FM
KPEL – AM
KROF – AM

Industry Rankings
> 12th in # of stations
> 20th in net revenues

Source: Metropolitan statistical area rank information, market revenue information and station cluster market rank information for all of our markets from Investing in Radio 2008 Market Report, published by BIA Publications, Inc. The information was obtained from that database on February 27, 2009
(1) Unranked market, operated synergistically with Evansville

Radio Station Overview

> Regent's properties enjoy leading market share in desirable markets

Radio Market / Station Call Letters	MSA Rank	REV Rank	Station Programming Format	Primary Demographic Target	Station Cluster Rank by Market Revenue Share	Station Cluster 12+ Audience Share	FCC Class	HAAT In meters	Power In Kilowatts	Frequency (MHz)	Expiration Date of FCC License
Albany, NY	**63**	**58**			**3**	**16.2**					
WQBJ-FM			Alternative Rock	M 18 – 49			B	150	50	103.5	6/1/2014
WQBK-FM			Alternative Rock	M 18 – 49			A	92	6	103.9	Pending
WBZZ-FM			Hot Adult Contemporary	W 25 – 54			B1	187	7.1	105.7	6/1/2014
WGNA-FM			Country	A 25 – 54			B	300	12.5	107.7	6/1/2014
WTMM-FM			Sports/Talk	M 35+			A	107	5	104.5	6/1/2014
Bloomington, IL	**241**	**185**			**1**	**32.8**					
WJBC-AM			News/Talk	A 35 – 54			C	N/A	1	1230 kHz	
WBNQ-FM			Hot Adult Contemporary	W 25 – 54			B	142	50	101.5	12/1/2012
WBWN-FM			Country	A 25 – 54			B1	100	25	104.1	12/1/2012
WTRX-FM			Oldies	A 35+			B1	144	12	93.7	12/1/2012
WJEZ-FM			Adult Contemporary	A 25 – 54			A	149	1.3	98.9	12/1/2012
Buffalo, NY	**52**	**41**			**2**	**26.3**					
WYRK-FM			Country	A 25 – 54			B	142	50	106.5	6/1/2014
WJYE-FM			Adult Contemporary	W 25 – 54			B	154	47	96.1	6/1/2014
WBUF-FM			JACK Adult Hits	A 18 – 34			B	195	76	92.9	6/1/2014
WBLK-FM			Urban AC	A 25 – 54			B	154	47	93.7	6/1/2014
El Paso, TX	**76**	**74**			**3**	**13.5**					
KSII-FM			Hot Adult Contemporary	W 25 – 54			C	433	100	93.1	8/1/2013
KLAQ-FM			Rock	M 18 – 49			C	424	100	95.5	8/1/2013
KROD-AM			News/Talk	A 35+			B	N/A	5	600 kHz	8/1/2013
Evansville, IN	**163**	**129**			**2**	**33.2**					
WKDQ-FM			Country	A 25 – 54			C	300	100	99.5	8/1/2012
WJLT-FM			Oldies	A 35+			A	100	6	106.1	8/1/2012
WDKS-FM			CHR	A 18 – 34			B	150	50	105.3	8/1/2012
WGBF-FM			Rock	A 18 – 34			A	138	3.2	103.1	8/1/2012
WGBF-AM			News/Talk	A 35+			B	N/A	5.0 daytime 1.0 night	1280 kHz	8/1/2012
Flint, MI	**127**	**127**			**1**	**20.3**					
WCRZ-FM			Adult Contemporary	W 25 – 54			B	101	50	107.9	10/1/2012
WWBN-FM			Active Rock	M 18 – 34			A	149	1.8	101.5	10/1/2012
WFNT-AM			Adult Standards	A 35+			B	N/A	5.0 daytime 1.0 night	1470 kHz	10/1/2012
WRCL-FM			Rhythmic CHR	A 18 – 34			A	133	3.5	93.7	10/1/2012
WQUS-FM			Classic Rock	A 25 – 54			A	91	3	103.1	10/1/2012
WLCO-AM			Classic Country	A 35+			B	N/A	5.0 daytime 1.0 night	1530 kHz	10/1/2012
Ft. Collins-Greeley, CO	**120**	**159**			**1**	**16.4**					
KUAD-FM			Country	A 25 – 54			C1	255	100	99.1	4/1/2013
KTRR-FM			Adult Contemporary	W 25 – 54			C2	234	17	102.5	4/1/2013
KMAX-FM			Classic Hits	A 25 – 54			C3	168	8.7	94.3	4/1/2013
KKPL-FM			Hot Adult Contemporary	W 25 – 54			C2	150	50	99.9	4/1/2013
KARS-FM			Classic Hits	A 25 – 54			C	372	100	102.9	4/1/2013

Radio Station Overview (Cont'd)

Radio Market / Station Call Letters	MSA Rank	REV Rank	Station Programming Format	Primary Demographic Target	Station Cluster Rank by Market Revenue Share	Station Cluster 12+ Audience Share	FCC Class	HAAT in meters	Power in Kilowatts	Frequency (MHz)	Expiration Date of FCC License
Grand Rapids, MI	**67**	**66**			**3**	**14.8**					
WLHT-FM			Adult Contemporary	W 25 – 54			B	168	40	95.7	10/1/2012
WGRD-FM			New Rock	M 18 – 49			B	180	13	97.9	10/1/2012
WTRV-FM			Soft Adult Contemporary	W 35+			A	92	3.5	100.5	10/1/2012
WNWZ-AM			Spanish	A 25 – 54			D	N/A	1.0 daytime .048 night	1410 kHz	10/1/2012
WFGR-FM			Oldies	A 35+			A	150	2.75	98.7	10/1/2012
Lafayette, LA	**105**	**95**			**1**	**32.9**					
KPEL-FM			News/Talk	A 35+			C2	171	38	97.3	6/1/2012
KTDY-FM			Adult Contemporary	W 25 – 54			C1	263	100	107.9	6/1/2012
KRKA-FM			Rhythmic CHR	A 18 – 34			C2	163	42	96.5	6/1/2012
KFTE-FM			Alternative	A 18 – 34			C	300	100	99.9	6/1/2012
KMDL-FM			Country	A 25 – 54			C3	89	25	105.1	6/1/2012
KPEL-AM			Sports	A 35+			B	N/A	1.0 daytime .75 night	1420 kHz	6/1/2012
KROF-AM			Cajun	A 35+			D	N/A	1.0 daytime .095 night	960 kHz	6/1/2012
Owensboro, KY	**N/A**	**N/A**			**N/A**	**N/A**					
WOMI-AM			News/Talk	A 35+			C	N/A	0.83	1490 kHz	8/1/2012
WBKR-FM			Country	A 25 – 54			C	320	91	92.5	8/1/2012
Peoria, IL	**152**	**122**			**2**	**21.9**					
WVEL-AM			Gospel	A 35+			B1	189	7	95.5	12/1/2012
WGLO-FM			Classic Rock	M 25 – 54			B1	114	19	92.3	12/1/2012
WIXO-FM			Active Rock	A 18 – 34			D	N/A	5.0 daytime	1140 kHz	12/1/2012
WZPW-FM			Rhythmic CHR	A 18 – 34			B1	103	23.5	97.3	12/1/2012
WFYR-FM			Country	A 25 – 54			B	169	32	105.7	12/1/2012
St. Cloud, MN	**216**	**175**			**2**	**27.7**					
KMXK-FM			Hot Adult Contemporary	W 25 – 54			C2	150	50	94.9	4/1/2013
WWJO-FM			Country	A 25 – 54			C	N/A	1	1240 kHz	4/1/2013
WJON-AM			News/Talk	A 35+			C	305	100	98.1	4/1/2013
KLZZ-FM			Classic Rock	M 25 – 54			C2	138	50	96.7	4/1/2013
KKSR-FM			Active Rock	A 18 – 34			C3	126	9	103.7	4/1/2013
KXSS-AM			Sports	M 35+			B	N/A	2.5 daytime 1.0 night	1390 kHz	4/1/2013
Utica-Rome, NY	**164**	**208**			**1**	**35.2**					
WODZ-FM			Oldies	A 35+			B1	184	7.4	96.1	6/1/2014
WLZW-FM			Adult Contemporary	W 25 – 54			B	201	25	98.7	6/1/2014
WFRG-FM			Country	A 25 – 54			B	151	100	104.3	6/1/2014
WIBX-AM			News/Talk	A 35+			B	N/A	5	950 kHz	6/1/2014

Historical Performance

> The following table illustrates the recent historical financial performance and 2010 projection for Regent:

($ in millions)

	FYE 12/31,		LTM as of	FYE 12/31,		
	2007	**2008**	**9/30/09**	**2009**	**2010**	**2010 PF[1]**
Net Revenue	$94.3	$92.8	$82.8	$80.5	$84.1	$83.4
Operating Expense	(59.5)	(57.8)	(54.4)	(53.7)	(58.8)	(56.8)
Broadcast Cash Flow	**$34.8**	**$34.9**	**$28.4**	**$26.8**	**$25.3**	**$26.6**
Margin	*36.9%*	*37.7%*	*34.3%*	*33.3%*	*30.1%*	*31.9%*
Corporate Expense	(5.2)	(5.9)	(7.6)	(7.0)	(7.5)	(7.3)
EBITDA	**$29.5**	**$29.0**	**$20.8**	**$19.7**	**$17.8**	**$19.3**
Margin	*31.3%*	*31.2%*	*25.1%*	*24.5%*	*21.2%*	*23.2%*
Capital Expenditures	$3.1	$2.4	$0.9	$0.6	$1.9	$1.9

Excludes barter.
(1) 2010 PF adjusts for Market Investment Plan ("MIP") initiatives (see page 17).

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2010 Plan

> The Company's 2010 plan was prepared by management with input from market managers

($ in millions)

	2010				
	Q1	**Q2**	**Q3**	**Q4**	**FYE**
Net Revenue	$17.1	$22.3	$22.3	$22.5	$84.1
Operating Expense	(13.6)	(15.3)	(14.8)	(15.1)	(58.8)
Broadcast Cash Flow	**$3.4**	**$7.0**	**$7.4**	**$7.4**	**$25.3**
Margin	*20.2%*	*31.5%*	*33.4%*	*32.9%*	*30.1%*
Corporate Expense	(2.0)	(2.1)	(1.7)	(1.7)	(7.5)
EBITDA	**$1.5**	**$5.0**	**$5.7**	**$5.7**	**$17.8**
Margin	*8.5%*	*22.3%*	*25.6%*	*25.2%*	*21.2%*
Capital Expenditures	$0.2	$0.4	$0.9	$0.3	$1.9
Working Capital / Other	$3.3	($3.3)	($0.7)	$0.2	($0.4)

Excludes barter.
EBITDA excludes restructuring charges and includes annual private company cost savings of $1.3 million starting in 3Q10.

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C 5 Year Projection Model

Key Assumptions

	Model Assumptions
Net Revenue Growth	> 2010 and 2011 from Bank Model including market investment plan initiatives > 2012 – 2014 assumes 3% growth rate in Q1 – Q3; 6% growth in political years and 1% growth in non-political years for Q4
Station Operating Expense	> 2010 and 2011 from Bank Model including market investment plan initiatives > 2012 – 2014 station operating expense build from detailed operating line items
Corporate Operating Expense	> 2010 and 2011 from Bank Model including market investment plan initiatives > 2012 – 2014 assume 3% growth in corporate expenses year-over-year > All corporate expense assume Reorganized debtors operate as a private company and exclude $1.3 million of private company costs
Capital Expenditures	> $2.0 million of capital expenditures per year
Working Capital	> Seasonal working capital fluctuations each year based on sales growth > Large working capital inflow in first quarter, outflow in the second quarter and relatively neutral impact in the third and fourth quarters
Taxes	> Assumes substantial reduction of existing NOLs, tax amortization and tax depreciation in restructuring transaction > Section 382(L)(6) limitation of remaining NOLs going forward > 40% effective tax rate going forward (35% federal and 5% state taxes)

Capitalization Table

($ in millions) Sources of Funds		Uses of Funds	
New Term Loan	$95.0	Retirement of Existing Debt	$206.7
New PIK Loan	25.0	Cash Payment to Equity	5.5
Cancellation of Debt	86.7	Remaining Transaction Fees (b)	3.4
Cash	9.1	Cash	0.2
Total	$215.8	Total	$215.8

($ in millions)	Current April 30, 2010	Adj.	Pro Forma April 30, 2010
Cash and Cash Equivalents	$9.1	($8.9)	$0.2
Debt:			
Revolver	$42.0	($42.0)	$0.0
Term Loan A	42.9	(42.9)	0.0
Term Loan B	109.6	(109.6)	0.0
Interest Rate Swap Liability (a)	12.1	(12.1)	0.0
Exit Revolver	0.0	0.0	0.0
New Term Loan	0.0	95.0	95.0
New PIK Loan	0.0	25.0	25.0
Total Debt	$206.7	($86.7)	$120.0
Credit Statistics:			
LTM EBITDA (c)	$18.9		$18.9
PF Interest Expense	12.2		7.0
PF Cash Interest Expense	12.2		4.0
Leverage Ratio	10.9x		6.4x
Interest Coverage Ratio	1.6x		2.7x

(a) Swap termination amount from swap counterparties plus estimated accrued unpaid interest.
(b) Transaction fee represents accrued unpaid restructuring expenses and $671K of corporate transaction bonus.
(c) Estimated as of March 31, 2010.

Summary Credit Statistics

($ in millions)	Fiscal Year Ending						
	PF 2009	8 Mos Stub (4)	2010	2011	2012	2013	2014
Net Revenue	$80.5	$59.6	$84.1	$89.7	$93.1	$95.4	$99.0
YoY Growth %	*(13.3%)*		*4.5%*	*6.7%*	*3.8%*	*2.5%*	*3.8%*
Broadcast Cash Flow	$26.8	$19.5	$25.3	$30.5	$31.2	$31.9	$33.8
Margin %	*33.3%*	*32.7%*	*30.1%*	*34.0%*	*33.5%*	*33.5%*	*34.1%*
EBITDA (1)	$19.7	$14.7	$17.8	$23.7	$24.2	$24.7	$26.2
Margin %	*24.5%*	*24.7%*	*21.2%*	*26.4%*	*26.0%*	*25.9%*	*26.5%*
Pro Forma Cash Interest Expense (2)		($3.7)	($4.0)	($6.1)	($5.4)	($5.1)	($4.4)
Capital Expenditures		(1.5)	(1.9)	(2.0)	(2.0)	(2.0)	(2.0)
Mandatory Amortization		(0.6)	(0.6)	(1.0)	(1.0)	(1.0)	(1.0)
Taxes (3)		(0.8)	(0.9)	(2.6)	(3.0)	(3.1)	(3.8)
Capital Lease Payments		(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)
Fees and Transferred Cash		0.0	(13.2)	0.0	0.0	0.0	0.0
Non-Cash Compensation		0.3	0.4	0.4	0.4	0.4	0.4
Working Capital / Other		(1.5)	(0.4)	(0.5)	(0.5)	(0.5)	(0.5)
Free Cash Flow		$6.9	($2.9)	$11.8	$12.6	$13.2	$14.9
Capitalization:							
Cash & Cash Equivalents	$0.2	$3.4	$3.4	$4.2	$4.6	$4.7	$5.2
Revolving Credit Facility	$0.0	$0.0	$0.0	$0.0	$0.0	$0.0	$0.0
New Term Loan	95.0	90.7	90.7	78.7	65.6	51.6	36.3
PIK Term Loan	25.0	27.1	27.1	30.4	34.3	38.6	43.4
Total Senior Debt	$120.0	$117.8	$117.8	$109.2	$99.9	$90.2	$79.7
Credit Statistics:							
EBITDA	$19.7		$17.8	$23.7	$24.2	$24.7	$26.2
Cash Interest Expense	$4.0		$4.0	$6.1	$5.4	$5.1	$4.4
Total Interest Expense	$7.0		$6.0	$9.5	$9.2	$9.4	$9.2
Net Leverage Ratio	6.07x		6.56x	4.57x	4.09x	3.62x	3.00x
EBITDA / Cash Interest Expense	4.89x		4.48x	3.88x	4.45x	4.80x	5.97x

(1) 2H2010 and later EBITDA includes annual private company cost savings of $1.3 million.
(2) New Senior Debt priced at L+400, PIK Term Debt at 12%. Assumes LIBOR floor of 1.25%.
(3) Tax rate of 40%. Assumes NOLs limited per Section 382(L)(6) of the U.S. tax code.
(4) 8 month stub period excludes restructuring fees already included in PF2009 column. Numbers estimated from 2H10 and last 2 months of 2Q10.

Pro Forma Balance Sheet

($ in millions)	Estimated April 30, 2010 Balance Sheet	Recapitalization Adjustments	Pro Forma April 30, 2010 Balance Sheet
Assets			
Current Assets			
Cash and Cash Equivalents	$9.1	($8.9) (a)	$0.2
Net Accounts Receivable	13.1	0.0	13.1
Prepaid Expenses & Other	3.5	(1.8)	1.7
Total Current Assets	25.7	(10.7)	15.0
Long Term Assets			
Net Property, Plant & Equipment	29.0	0.0	29.0
Net Intangible Assets	121.7	(1.7) (b)	120.0
Net Other Assets	1.7	0.0	1.7
Total Long Term Assets	152.4	(1.7)	150.7
Total Assets	**$178.1**	**($12.4)**	**$165.8**
Liabilities			
Current Liabilities			
Accounts Payable & Accrued Expenses	9.5	(3.9) (c)	5.6
Existing Debt			
Revolver	42.0	(42.0) (d)	0.0
Term Loan A	42.9	(42.9) (d)	0.0
Term Loan B	109.6	(109.6) (d)	0.0
Interest Rate Swap Liability	12.15	(12.1) (d)	0.0
Total Current Liabilities	216.2	(210.6)	5.6
Long Term Liabilities			
Exit Revolver	0.0	0.0 (e)	0.0
New Term Loan	0.0	95.0 (e)	95.0
New PIK Loan	0.0	25.0 (e)	25.0
Other Long Term Liabilities	0.5	0.0	0.5
Total Long Term Liabilities	0.5	120.0	120.5
Total Liabilities	**$216.7**	**($90.6)**	**$126.1**
Equity			
Existing Equity	(38.6)	38.6 (f)	0.0
New Equity & Retained Earnings	0.0	39.6 (f)	39.6
Total Equity	(38.6)	78.3	39.6
Total Liabilities and Equity	**$178.1**	**($12.4)**	**$165.8**

Footnotes on next page

Pro Forma Balance Sheet (Cont'd)

(a) Represents the use of cash at emergence for the payment of $3.9 million of outstanding restructuring costs and administrative expenses, and $5.5 million payment to Holders of Equity Interests.

(b) Represents adjustments to reflect the reorganization value of assets and liabilities in excess of amounts allocable to identifiable assets based on the midpoint of the estimated Enterprise Value (approximately $160 million). Amounts will be further allocated to identifiable tangible and intangible assets once the values are determined through additional valuations.

(c) Represents the payment of post petition liabilities, professional fess, interest and other costs associated with the transaction.

(d) Represents cancellation of Senior Claims (including Claims under the Senior Credit Agreement and Swap Agreements) in exchange for the issuance of the New Senior Secured Term Loan, the New PIK Loan and New Common Stock.

(e) Represents the Exit Revolver (undrawn), New Term Loan with $95 million outstanding principal amount and the New PIK Loan with $25 million outstanding principal amount.

(f) Reflects cancellation of all Interests and the issuance of New Common Stock, based on the midpoint of the estimated Enterprise Value (approximately $160 million).

Balance Sheet Projection

($ in millions)

Assets	For Year Ending December 31,					
	2009	**2010**	**2011**	**2012**	**2013**	**2014**
Current Assets						
Cash and Cash Equivalents	$10.2	$3.4	$4.2	$4.6	$4.7	$5.2
Net Accounts Receivable	13.7	14.1	14.6	15.1	15.6	16.2
Prepaid Expenses & Other	2.5	1.7	1.7	1.7	1.7	1.7
Total Current Assets	26.4	19.2	20.5	21.4	22.1	23.1
Long Term Assets						
Net Property, Plant & Equipment	29.8	28.1	27.1	26.6	26.6	26.6
Net Intangible Assets	121.7	120.0	120.0	120.0	120.0	120.0
Net Other Assets	1.7	1.7	1.7	1.7	1.7	1.7
Total Long Term Assets	153.2	149.9	148.9	148.4	148.4	148.4
Total Assets	**$179.6**	**$169.1**	**$169.4**	**$169.8**	**$170.5**	**$171.5**
Liabilities						
Current Liabilities						
Accounts Payable & Accrued Expenses	8.9	5.6	5.6	5.6	5.6	5.6
Existing Debt						
Revolver	41.1	0.0	0.0	0.0	0.0	0.0
Term Loan A	42.0	0.0	0.0	0.0	0.0	0.0
Term Loan B	107.5	0.0	0.0	0.0	0.0	0.0
Interest Rate Swap Liability	6.3	0.0	0.0	0.0	0.0	0.0
Total Current Liabilities	205.9	5.6	5.6	5.6	5.6	5.6
Long Term Liabilities						
Exit Revolver	0.0	0.0	0.0	0.0	0.0	0.0
New Term Loan	0.0	90.7	78.7	65.6	51.6	36.3
New PIK Loan	0.0	27.1	30.4	34.3	38.6	43.4
Other Long Term Liabilities	0.5	0.5	0.5	0.5	0.5	0.5
Total Long Term Liabilities	0.5	118.3	109.7	100.4	90.7	80.2
Total Liabilities	**$206.4**	**$123.9**	**$115.3**	**$106.0**	**$96.3**	**$85.8**
Equity						
Existing Equity	(26.8)	0.0	0.0	0.0	0.0	0.0
New Equity & Retained Earnings	0.0	45.2	54.1	63.8	74.2	85.7
Total Equity	(26.8)	45.2	54.1	63.8	74.2	85.7
Total Liabilities and Equity	**$179.6**	**$169.1**	**$169.4**	**$169.8**	**$170.5**	**$171.5**

Income Statement

($ in millions)	For Year Ending December 31,					
	2009	**2010**	**2011**	**2012**	**2013**	**2014**
Net Revenue	$80.5	$84.1	$89.7	$93.1	$95.4	$99.0
Operating Expense	(53.7)	(58.8)	(59.2)	(61.9)	(63.4)	(65.2)
Broadcast Cash Flow	**$26.8**	**$25.3**	**$30.5**	**$31.2**	**$31.9**	**$33.8**
Corporate Expense	(7.0)	(7.5)	(6.8)	(7.0)	(7.3)	(7.5)
EBITDA	**$19.7**	**$17.8**	**$23.7**	**$24.2**	**$24.7**	**$26.2**
Depreciation	(3.8)	(3.5)	(3.0)	(2.5)	(2.0)	(2.0)
EBIT	15.9	14.3	20.7	21.7	22.7	24.2
Interest Expense	(11.6)	(15.7)	(9.5)	(9.2)	(9.4)	(9.2)
Restructuring Expenses	(1.9)	(13.2)	0.0	0.0	0.0	0.0
Impairment Charges	(31.8)	(1.7)	0.0	0.0	0.0	0.0
Gain on Extinguishment of Debt	0.0	86.7	0.0	0.0	0.0	0.0
Other Expenses	(1.6)	0.0	0.0	0.0	0.0	0.0
EBT	(31.0)	70.4	11.2	12.4	13.2	15.0
Taxes	(0.2)	(0.9)	(2.6)	(3.0)	(3.1)	(3.8)
Net Income	**($31.1)**	**$69.5**	**$8.6**	**$9.4**	**$10.1**	**$11.2**

Cash Flow Statement

($ in millions)	For Year Ending December 31,					
	2009	**2010**	**2011**	**2012**	**2013**	**2014**
EBITDA	**$19.7**	**$17.8**	**$23.7**	**$24.2**	**$24.7**	**$26.2**
Taxes	(0.2)	(0.9)	(2.6)	(3.0)	(3.1)	(3.8)
Restructuring Expenses & Other	(1.9)	(13.2)	0.0	0.0	0.0	0.0
Non-Cash Stock Compensation	0.5	0.4	0.4	0.4	0.4	0.4
Change in Working Capital	(0.0)	(0.4)	(0.5)	(0.5)	(0.5)	(0.5)
Cash Flow from Operations	**$18.1**	**$3.7**	**$21.0**	**$21.0**	**$21.4**	**$22.3**
Capital Expenditures	(0.6)	(1.9)	(2.0)	(2.0)	(2.0)	(2.0)
Cash Flow from Investing	**($0.6)**	**($1.9)**	**($2.0)**	**($2.0)**	**($2.0)**	**($2.0)**
Drawdown / (Paydown) of Debt	2.9	(4.3)	(12.0)	(13.1)	(14.1)	(15.3)
Cash Interest Expense	(11.6)	(4.0)	(6.1)	(5.4)	(5.1)	(4.4)
Cash Flow from Financing	**($8.6)**	**($8.2)**	**($18.1)**	**($18.5)**	**($19.2)**	**($19.7)**
Net Cash Flow	**$8.9**	**($6.4)**	**$0.9**	**$0.5**	**$0.2**	**$0.6**
Ending Cash	$10.2	$3.4	$4.2	$4.6	$4.7	$5.2

D Market Overview

U.S. Advertising Market – Interpublic Group Estimates as of January 19, 2010

> The decline of advertising expenditures in the U.S. increased significantly in 2009

- Analysts project the rate of decline to drop or positive growth for all sectors in 2010

> Radio advertising is projected to continue its decline in 2010 and 2011, but at a lower rate

- From 2010 to 2015, radio advertising is forecast to grow at a CAGR of 0.6%

(US$ in millions)	Actual 2006	YoY Change	Actual 2007	YoY Change	Actual 2008	YoY Change	Estimate 2009	YoY Change	Estimate 2010	YoY Change	Estimate 2011	YoY Change	2010E - 2015E CAGR (1)
Broadcast & Cable Television	**$56,009**	**3.2%**	**$56,601**	**1.1%**	**$55,637**	**(1.7%)**	**$48,593**	**(12.7%)**	**$52,912**	**8.9%**	**$52,686**	**(0.4%)**	**3.6%**
National Syndication, Broadcast & Cable TV (2) (3)	33,443	1.4%	34,542	3.3%	34,497	(0.1%)	33,268	(3.6%)	35,337	6.2%	37,057	4.9%	4.1%
Local Broadcast & Cable TV (2) (4)	19,516	(6.2%)	21,328	9.3%	18,155	(14.9%)	14,484	(20.2%)	14,344	(1.0%)	14,489	1.0%	2.3%
Local Broadcast & Cable TV - Political	2,400	-	731	-	2,385	-	841	-	2,743	-	1,140	-	-
Network Broadcast TV - Olympics	650		0		600		0		488		0		
Radio	**$20,209**	**0.1%**	**$19,702**	**(2.5%)**	**$17,756**	**(9.9%)**	**$14,184**	**(20.1%)**	**$13,878**	**(2.2%)**	**$13,783**	**(0.7%)**	**0.6%**
Network and Satellite Radio	1,178	1.5%	1,226	4.1%	1,220	(0.5%)	1,098	(10.0%)	1,120	2.0%	1,153	3.0%	2.8%
Local Broadcast Radio (2)	19,031	0.1%	18,476	(2.9%)	16,536	(10.5%)	13,086	(20.9%)	12,758	(2.5%)	12,629	(1.0%)	0.4%
Digital/Online	**$16,909**	**34.7%**	**$21,267**	**25.8%**	**$23,542**	**10.7%**	**$22,832**	**(3.0%)**	**$24,883**	**9.0%**	**$27,329**	**9.8%**	**9.7%**
National Digital/Online Media (5)	4,945	29.9%	5,992	21.2%	6,187	3.2%	5,552	(10.3%)	5,773	4.0%	6,243	8.1%	7.8%
Local Digital/Online Media (5)	3,043	35.1%	3,763	23.7%	3,829	1.7%	3,367	(12.1%)	3,493	3.7%	3,747	7.3%	7.6%
Direct Online Media (6)	8,922	37.3%	11,511	29.0%	13,527	17.5%	13,913	2.9%	15,617	12.2%	17,339	11.0%	10.8%
Newspapers	**$46,601**	**(1.7%)**	**$42,209**	**(9.4%)**	**$34,740**	**(17.7%)**	**$25,316**	**(27.1%)**	**$22,594**	**(10.8%)**	**$21,472**	**(5.0%)**	**(4.1%)**
National Newspapers (2)	1,528	0.0%	1,379	(9.7%)	1,180	(14.4%)	874	(26.0%)	776	(11.2%)	740	(4.6%)	(6.2%)
Local Newspapers (2)	45,074	(1.8%)	40,830	(9.4%)	33,559	(17.8%)	24,442	(27.2%)	21,818	(10.7%)	20,731	(5.0%)	(4.0%)
Magazines (2)	22,389	5.2%	21,503	(4.0%)	19,192	(10.7%)	15,438	(19.6%)	14,312	(7.3%)	13,859	(3.2%)	(2.7%)
Directories (2)	13,301	(1.5%)	13,461	1.2%	12,182	(9.5%)	10,601	(13.0%)	9,907	(6.5%)	9,314	(6.0%)	(5.7%)
Direct Mail	22,178	7.8%	22,677	2.3%	21,614	(4.7%)	19,103	(11.6%)	19,883	4.1%	20,345	2.3%	2.1%
Outdoor	6,805	8.0%	7,283	7.0%	6,991	(4.0%)	5,954	(14.8%)	5,955	0.0%	6,184	3.8%	4.9%
Total - Excluding Political and Olympics	**$201,352**	**0.3%**	**$203,972**	**1.3%**	**$188,668**	**(7.5%)**	**$161,179**	**(14.6%)**	**$161,092**	**(0.1%)**	**$163,831**	**1.7%**	**2.3%**
Total - Including Political and Olympics	**$204,402**	**4.3%**	**$204,703**	**0.1%**	**$191,654**	**(6.4%)**	**$162,020**	**(15.5%)**	**$164,323**	**1.4%**	**$164,971**	**0.4%**	**-**

Source: Interpublic Group's MAGNA Global division, January 19, 2010
(1) Excludes Political and Olympics Advertising
(2) Excludes Internet-Based Advertising Revenues
(3) Includes English and Spanish-Language Network TV, National Cable and National Syndication. Excludes Incremental Olympic Revenues
(4) Includes Local Broadcast and Local Cable TV. Excludes Local Political Advertising Revenues
(5) Includes Rich/Online Video, Internet Classifieds, Email, Digital Display and Mobile
(6) Includes Paid Search, Lead Generation and Internet Yellow Pages

Percent Change in Measured U.S. Ad Spending Q1 - Q3 2009

Network TV, faced with comparisons against the 2008 Summer Olympics bonanza, brought down the total comparative ad spend index in Q3 2009

However, most other categories, including magazines, newspapers and radio, saw an improvement in year over year ad spend declines from Q1 & Q2 2009

MEDIA SECTOR Media Type (shown in rank order of 2009 spending)	Q1 2009 vs. Q1 2008 % CHANGE	H1 2009 vs. H1 2008 % CHANGE	Q1-Q3 2009 vs. Q1-Q3 2008 % CHANGE
TELEVISION MEDIA	**(9.7%)**	[redacted]	[redacted]
Network TV	(4.2%)	[redacted]	[redacted]
Cable TV	(2.7%)	[redacted]	[redacted]
Spot TV	(27.5%)	[redacted]	[redacted]
Syndication - National	0.2%	[redacted]	[redacted]
Spanish Language TV	(15.4%)	[redacted]	[redacted]
MAGAZINE MEDIA	**(20.5%)**	[redacted]	[redacted]
Consumer Magazines	(19.2%)	[redacted]	[redacted]
B-to-B Magazines	(25.5%)	[redacted]	[redacted]
Sunday Magazines	(23.7%)	[redacted]	[redacted]
Local Magazines	(25.3%)	[redacted]	[redacted]
Spanish Language Magazines	(20.5%)	[redacted]	[redacted]
NEWSPAPER MEDIA	**(25.5%)**	[redacted]	[redacted]
Newspapers (Local)	(25.1%)	[redacted]	[redacted]
National Newspapers	(28.5%)	[redacted]	[redacted]
Spanish Language Newspapers	(21.6%)	[redacted]	[redacted]
INTERNET (display ads only)	**8.2%**	[redacted]	[redacted]
RADIO MEDIA	**(26.2%)**	[redacted]	[redacted]
Local Radio	(26.8%)	[redacted]	[redacted]
National Spot Radio	(31.7%)	[redacted]	[redacted]
Network Radio	(11.2%)	[redacted]	[redacted]
OUTDOOR	**(14.6%)**	[redacted]	[redacted]
FSIs	**(0.2%)**	[redacted]	[redacted]
TOTAL	**(14.2%)**	[redacted]	[redacted]

Source: TNS Media Intelligence

U.S. Media – Top Ten Advertisers & Top Ten Advertising Categories

Top Ten Advertisers: Q1-Q3 2009 vs. Q1-Q3 2008 (1)

Rank	Company	Q1-Q3 2009 (Millions)	Q1-Q3 2008 (Millions)	% Change
1	Procter & Gamble Co	$1,941.1	$2,307.6	(15.9%)
2	Verizon Communications Inc	1,692.1	1,796.0	(5.8%)
3	General Motors Corp	1,352.6	1,599.9	(15.5%)
4	AT&T Inc	1,339.4	1,426.5	(6.1%)
5	Johnson & Johnson	1,037.0	1,050.5	(1.3%)
6	News Corp	947.8	1,046.5	(9.4%)
7	Sprint Nextel Corp	912.8	603.9	51.1%
8	Pfizer Inc	896.6	801.0	11.9%
9	Time Warner Inc	874.5	979.6	(10.7%)
10	General Electric Co	763.6	876.8	(12.9%)
	TOTAL	**$11,757.5**	**$12,488.3**	**(5.9%)**

Top Ten Advertising Categories: Q1-Q3 2009 vs. Q1-Q3 2008 (1)

Rank	Category	Q1-Q3 2009 (Millions)	Q1-Q3 2008 (Millions)	% Change
1	Automotive	$7,491.9	$10,825.8	(30.8%)
	Manufacturers	4,781.1	6,083.1	(21.4%)
	Dealers	2,710.8	4,742.7	(42.8%)
2	Telecom	6,190.3	6,168.6	0.4%
3	Financial Services	5,673.1	7,439.1	(23.7%)
4	Local Services & Amusements	5,609.9	6,599.4	(15.0%)
5	Direct Response	4,916.2	5,586.5	(12.0%)
6	Miscellaneous Retail (2)	4,751.0	5,748.5	(17.4%)
7	Food & Candy	4,549.9	4,653.8	(2.2%)
8	Restaurants	4,204.8	4,309.1	(2.4%)
9	Personal Care Products	4,081.5	4,495.0	(9.2%)
10	Pharmaceuticals	3,483.6	3,462.7	0.6%
	TOTAL	**$50,952.2**	**$59,288.5**	**(14.1%)**

Source: TNS Media Intelligence
(1) Figures do not include FSI, House Ads or PSA activity
(2) Miscellaneous Retail does not include: Department Stores, Home Furnishing/Building Supply Stores

Radio Broadcasting Performance

> Q3 2009 industry results for the radio industry, as reported by the Radio Advertising Bureau, continued to be a tale of good news, bad news

- The good news is that industry ad revenue, including nonspot revenue, only fell 16%, a notable improvement from the (22%) and (24%) comps seen in Q2 and Q1, respectively
- In terms of bad news, pacings continued to trend downward

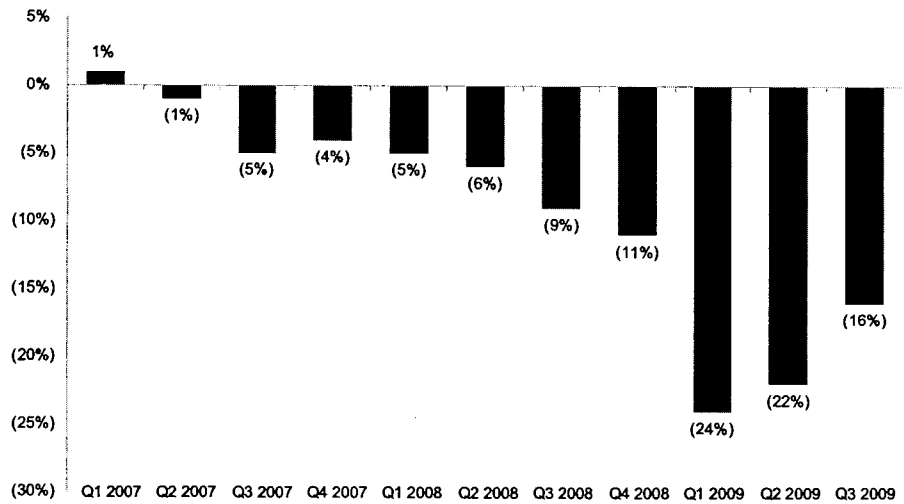
> Local spot advertising slowed its rate of decline to 19% YoY, its tenth consecutive quarterly decline

> National's decline also continued, but at a more moderate pace

> Local and national made up 67% and 15% of total radio industry revenue and 76% and 17% of spot revenue, respectively

> Although analysts believe traditional radio dollars continue to move into new media channels, cyclical pressures, including those facing traditional advertising categories (e.g., automotive, financial services and home improvement) are having the largest effect on results

Quarterly Year-over-Year Change in Radio Advertising



Source: Radio Advertising Bureau and Wall Street Research

Radio Broadcasting Performance (Cont'd)

> Nontraditional radio reverses negative trend, buoyed by digital growth

- Nontraditional radio revenue reversed its YoY decline and returned to positive territory, driven primarily by growth in digital/online revenue
- Nonspot advertising revenue, which consists primarily of sponsored events and online advertising, improved 0.7%, compared to a 5.5% decline in H1 2009
- Nonspot has long been expected to be a major growth engine to offset declines in traditional radio
- RAB reported nonspot in separate categories, with digital ad spending of $126 million, up 14% YoY, an improvement from Q2's +9% YoY trend, and "off-air" revenue of $335 million, down 9% YoY

Radio Advertising Revenue, Full Year 2006 through Q3 2009

$MMs	Full Year 2006	Full Year 2007	Q1 3/31/2008	Q2 6/30/2008	Q3 9/30/2008	Q4 12/31/2008	Full Year 2008	Q1 3/31/2009	Q2 6/30/2009	Q3 9/30/2009
Local Revenue	$ 15,478	$ 15,133	$ 3,186	$ 3,792	$ 3,457	$ 3,172	$ 13,607	$ 2,354	$ 2,831	$ 2,798
National Revenue	3,553	3,343	649	778	767	735	2,929	473	591	639
Network Revenue	1,112	1,153	274	274	285	298	1,131	238	274	253
Spot Revenue	$ 20,143	$ 19,629	$ 4,109	$ 4,844	$ 4,509	$ 4,205	$ 17,667	$ 3,065	$ 3,696	$ 3,690
Non-Spot Revenue	1,522	1,681	388	501	458	444	1,791	365	475	461
Total Revenue	**$ 21,669**	**$ 21,310**	**$ 4,497**	**$ 5,345**	**$ 4,967**	**$ 4,649**	**$ 19,458**	**$ 3,430**	**$ 4,171**	**$ 4,151**
Local Revenue Growth	*(1.0)%*	*(2.2)%*	*(6.0)%*	*(7.0)%*	*(10.0)%*	*(13.0)%*	*(10.1)%*	*(26.1)%*	*(25.3)%*	*(19.1)%*
National Revenue Growth	*5.0%*	*(5.9)%*	*(11.0)%*	*(11.0)%*	*(12.0)%*	*(14.0)%*	*(12.4)%*	*(27.1)%*	*(24.0)%*	*(16.7)%*
Network Revenue Growth	*(2.0)%*	*3.7%*	*(7.0)%*	*(8.0)%*	*(3.0)%*	*(4.0)%*	*(1.9)%*	*(13.1)%*	*0.0%*	*(11.2)%*
Spot Revenue Growth	*0.4%*	*(2.6)%*	*(5.6)%*	*(6.4)%*	*(9.0)%*	*(10.8)%*	*(10.0)%*	*(25.4)%*	*(23.7)%*	*(18.2)%*
Non-Spot Revenue Growth	*10.0%*	*10.4%*	*15.0%*	*10.0%*	*5.0%*	*1.0%*	*6.5%*	*(5.9)%*	*(5.2)%*	*0.7%*
Total Revenue Growth	***1.0%***	***(1.7)%***	***(5.0)%***	***(6.0)%***	***(9.2)%***	***(11.0)%***	***(8.7)%***	***(23.7)%***	***(22.0)%***	***(16.4)%***
Local Revenue as % of Total Rev	*71.4%*	*71.0%*	*70.8%*	*70.9%*	*69.6%*	*68.2%*	*69.9%*	*68.6%*	*67.9%*	*67.4%*
National Revenue as % of Total Rev	*16.4%*	*15.7%*	*14.4%*	*14.6%*	*15.4%*	*15.8%*	*15.1%*	*13.8%*	*14.2%*	*15.4%*
Network Revenue as % of Total Rev	*5.1%*	*5.4%*	*6.1%*	*5.1%*	*5.7%*	*6.4%*	*5.8%*	*6.9%*	*6.6%*	*6.1%*
Spot Revenue as % of Total Rev	*93.0%*	*92.1%*	*91.4%*	*90.6%*	*90.8%*	*90.4%*	*90.8%*	*89.4%*	*88.6%*	*88.9%*
Non-Spot Revenue as % of Total Rev	*7.0%*	*7.9%*	*8.6%*	*9.4%*	*9.2%*	*9.6%*	*9.2%*	*10.6%*	*11.4%*	*11.1%*

Source: Radio Advertising Bureau and Wall Street Research

Recent Radio Industry Capital Markets Activity

> Bankruptcies

- Black Crow Media – January 2010
- Citadel Broadcasting Corporation – December 2009
- NextMedia Group – December 2009

> Debt for equity exchanges / consensual out of court restructurings

- Border Media Partners – July 2009
- Mapleton Communications – July 2009
- Nassau Broadcasting – May 2009
- CMP Susquehanna Radio – April 2009

> Credit Facility Amendments

- Emmis Communications – August 2009
- Cumulus Media – June 2009
- Beasley Broadcast Group – March 2009
- Citadel Broadcasting – March 2009
- Entravision Communications – March 2009
- Saga Communications – March 2009

> Refinancings

- Salem Communications – December 2009
- Clear Channel Outdoor Holdings / Clear Channel Media Holdings – December 2009
- Univision Communications – June 2009

Source: Public filings and press releases

Due to the weak economy and underlying problems within certain sectors, companies in Automotive, Financial Services, Local Services & Amusements, Direct Response and Retail sectors had a double digit decrease in advertising spending through the first three quarters in 2009 compared to the same period in 2008

Radio Growth Trends and Competitive Threats

> Clear Channel, with nearly 900 radio stations and an average of 6.4 stations per market in 19 of the top 20 markets, is clearly a dominant force in the industry

- Clear Channel's strategy of "less is more" - ultimately going for share instead of maintaining rates, especially on the national side, has proven unsuccessful and impacted the industry as a whole
- Although Clear Channel's recent High Yield offering has given it some breathing room under its main covenant leverage, it still bears a debt burden of over 12x covenant EBITDA

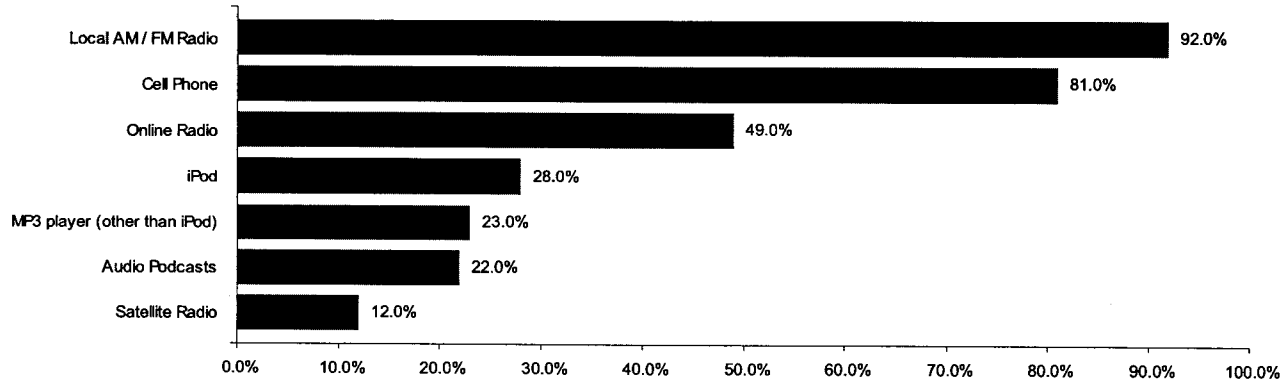
> Concern over migration to satellite radio has dissipated as the combined Sirius/XM still only has 18.5 million subscribers

> Analysts project the bigger threat to radio longer-term is the adoption of new technologies by consumers (iPods, digital audio devices, in-car gadgets such as Microsoft's Sync, etc.) as well as ongoing competition from adjacent media

> However, according to a survey conducted by Arbitron in 2009, 92% of Americans aged 12+ use AM / FM Radio each week

- Additionally, the study also found that eight in 10 Americans say they will continue to listen to AM / FM radio as much as they do now despite increasing advancements in technology

Usage Trends – % of Americans Aged 12+ Who Use / Own Platform / Device

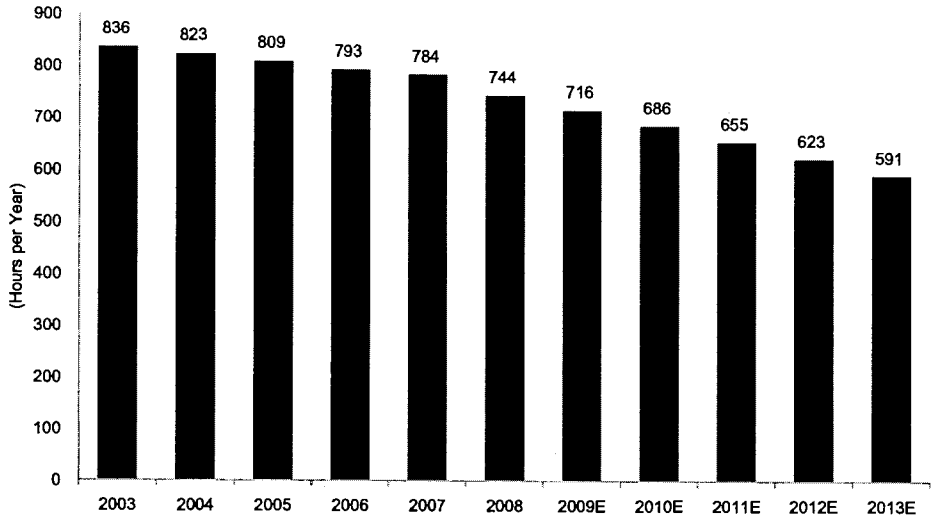


Source: Arbitron, *The Infinite Dial 2009,* Online Radio includes Local Radio

Average Time Spent Listening to Broadcast & Satellite Radio

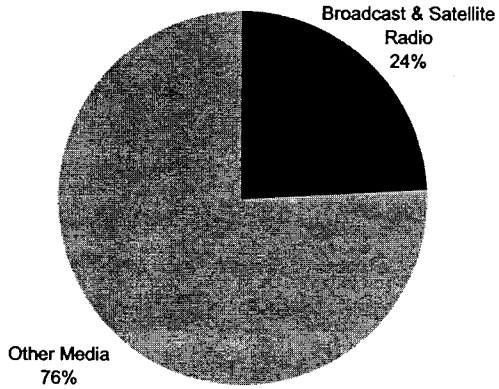
Average time spent with Broadcast & Satellite Radio is projected to decline to 591 hours per user in 2013

Average Time Spent with Broadcast & Satellite Radio per User

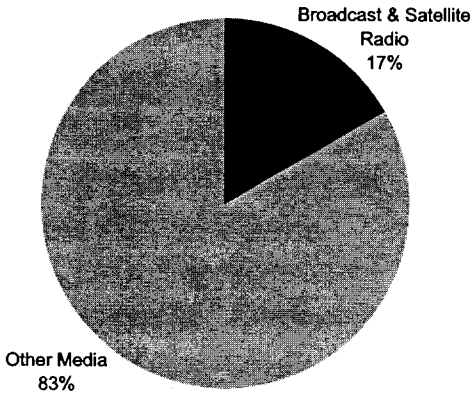


Share of time spent with Broadcast & Satellite Radio is projected to decline from 24% in 2003 to 17% in 2013

2003 Average Time Spent



2013E Average Time Spent



Source: Veronis Suhler Stevenson Communications Industry Forecast 2009-2013

3 Valuation

A Precedent Transaction Analysis

Precedent Transaction Summary

> Criteria for selected precedent transactions included:

- Radio Broadcasting M&A transactions and reorganizations announced since 2006 (and not yet cancelled)
- U.S. operations
- Transaction size over $20 million

> In valuing radio broadcasting companies, we focus on LTM and forward year EBITDA and, to a lesser extent, BCF multiples

- Given Regent Communications' smaller relative size compared to the comparable set, EBITDA multiples were given higher weight than BCF multiples in our analysis. Regent's station operating expenses may not have comparable levels of administrative expenses as the larger radio operators. Similarly, Regent's corporate expenses may include certain functions that might ordinarily be conducted at the station level for the larger radio operators

> Oppenheimer, in considering the implied valuation of the Reorganized Debtors, also considered the preliminary indications of interest (and the implied multiples) delivered to Regent and Oppenheimer during the marketing process

- We also considered the lack of interest received from other broadcasting companies in acquiring the Company (see Section E for more detail on the marketing process)

> However, Oppenheimer did not consider the identified precedent transactions to be directly comparable as they were executed under drastically different fundamental, industry, and financial market conditions from those prevailing in the current marketplace

> Additionally, there has been a limited amount of precedent transactions in 2008 to 2010 YTD due to the over-leveraged state of companies within the sector and potential buyers' views on the outlook for the economy and the radio industry

- These considerations reduce the relevance of the Precedent Transaction Analysis, which consequently results in a reduced weighting of only 20.0% - Comparable Company Analysis and DCF Analysis each had a 40.0% weight

> The most relevant transaction we looked at was the Citadel Broadcasting reorganization

The most relevant transaction we looked at, the Citadel Broadcasting reorganization, was valued at 8.5x LTM EBITDA and 7.7x FY+1 EBITDA

Radio Broadcasting Precedent Transactions

(US$ in millions)

Date Announced	Acquiror	Target	Transaction Value	Implied EV/ LTM BCF	Implied EV/ FY+1 BCF	Implied EV/ LTM EBITDA	Implied EV/ FY+1 EBITDA
02/03/10	Lenders	Citadel	$1,585.3	7.3x	6.9x	8.5x	7.7x
01/05/10	SVP & Angelo Gordon	NextMedia Group	210.0	7.5	7.3	9.0	8.7
08/04/09	Alpha Broadcasting	CBS Radio (4 stations in Portland, OR)	40.0	NA	NA	NA	NA
07/14/09	Univision Radio, WNYC Radio, Inc.	The New York Times Radio Company (WQXR-FM)	45.0	NA	NA	NA	NA
04/29/09	Cox Media Group	Cox Radio	767.8	6.0	8.7	6.7	10.7
04/01/09	Clear Channel Communications	CBS Radio (5 Mid-Size Market Radio Stations)	NA	NA	NA	NA	NA
06/12/08	Citadel	3 Point Media (KHTB - FM in Salt Lake City, UT)	26.0	NA	NA	NA	NA
06/04/08	Red Zebra Broadcasting	Clear Channel Communications (3 stations)	24.5	NA	NA	NA	NA
03/24/08	Bonneville International Corporation	Radio One (KRBV - FM)	137.5	NM	NM	NM	NM
02/28/08	Centennial Broadcasting	Univision Communications Inc. (4 radio stations)	24.0	NA	NA	NA	NA
0t/15/08	Cox Radio	Southern Broadcasting (5 stations in Athens, GA)	60.0	15.0	NA	NA	NA
11/30/07	Entravision Communications	Mega Communications (WNUE - FM)	24.0	NA	NA	NA	NA
11/12/07	Greater Media	Lincoln National (3 radio stations in Charlotte, NC)	100.0	10.5	NA	NA	NA
10/29/07	GAP Broadcasting	Clear Channel Communications (57 stations)	74.8	NA	NA	NA	NA
10/01/07	American Public Media Group	Trinity International Foundation (WMCU - FM)	20.0	NA	NA	NA	NA
07/16/07	LBI Media	Magic Broadcasting (KWIE - FM)	25.0	NA	NA	NA	NA
07/05/07	Frontier Capital Partners	Clear Channel Communications (16 stations)	40.0	NA	NA	NA	NA
07/04/07	Mapleton Communications	Citadel (7 stations)	22.5	NA	NA	NA	NA
06/13/07	Northern Lights	Radio One (KTTB - FM)	28.0	16.7	14.0	NA	NA
05/31/07	Davidson Media Group	Rose City Radio (2 stations)	20.5	NA	NA	NA	NA
05/18/07	Bain Capital Partners, Thomas H. Lee Partners	Clear Channel Communications	27,372.2	10.8	11.0	11.7	11.9
05/18/07	Main Line Broadcasting	Radio One (11 stations in Dayton, OH and Louisville, KY)	76.0	12.1	NA	NA	NA
05/14/07	Centennial Broadcasting	Mid Atlantic Network (6 stations)	36.0	NA	NA	NA	NA
04/26/07	Bicoastal Media	Clear Channel Communications (14 stations)	37.2	NA	NA	NA	NA
04/22/07	Davidson Media Group	Gaffney Broadcasting (WEAC - AM & WAGI - FM)	22.0	NA	NA	NA	NA
04/07/07	Radio One	Bonneville International Corporation (WPRS - FM)	38.0	17.3	NA	NA	NA
04/04/07	GAP Broadcasting	Clear Channel Communications (52 stations)	139.0	NA	NA	NA	NA
02/20/07	Univision Radio	Entercom (KXBT - FM)	20.0	NA	NA	NA	NA
11/17/06	Peak Broadcasting	CBS Radio (7 stations in Fresno, CA)	90.0	13.8	NA	NA	NA
10/11/06	Wilks Broadcast Group	CBS Radio (7 stations)	138.0	13.8	NA	NA	NA
09/05/06	Regent	CBS Radio (5 stations in Buffalo, NY)	125.0	12.5	NA	NA	NA
08/23/06	Border	CBS Radio (2 stations)	45.0	30.0	NA	NA	NA
08/21/06	Entercom	Radio One (WILD - FM)	30.0	14.3	14.0	NA	NA
08/21/06	Entercom	CBS Radio (15 stations)	262.0	13.8	13.1	NA	NA
08/03/06	Liberman Broadcasting	Entravision (5 stations in Dallas, TX)	95.0	32.8	27.0	NA	NA
05/08/06	Bonneville International Corporation	Emmis (Power 92.3 FM)	77.5	18.0	15.0	18.2	NA
02/06/06	Citadel	Disney (22 radio stations in 9 markets)	2,705.0	13.5	13.5	14.2	13.8
			Mean:	14.8x	13.0x	11.4x	10.6x
			Median:	13.8x	13.3x	10.4x	10.7x
Relevant Transaction				7.3x	6.9x	8.5x	7.7x

Source: Company filings and Wall Street Research
Includes selected radio broadcasting transactions since 2006 with publicly available transaction details. Deals under $20 million were excluded

Calculation of Enterprise Value

(US$ in millions)

> Based on this analysis and the qualitative factors described above, Oppenheimer selected the multiple ranges of 8.0x – 9.0x 2009E EBITDA and 7.2x – 8.2x 2010E EBITDA for the Precedent Transactions Analysis

- We focused on PF 2010E EBITDA and BCF, which exclude the expense impact of the Company's MIP initiatives which are discretionary in nature, instead of 2010E EBITDA and BCF
- The implied total enterprise value from this methodology implied low – high multiple ranges for the other metrics as show below

	Rep. Level	Selected Multiple	Selected Multiple Range Low		Selected Multiple Range High	Implied TEV Range Low		Implied TEV Range High
EBITDA								
2009E	$19.7	8.5x	8.0x	-	9.0x	$157.7	-	$177.5
PF 2010E	19.3	7.7x	7.2x	-	8.2x	139.1	-	158.4
Implied Total Enterprise Value						**$148.4**		**$167.9**

	Rep. Level	Implied Multiple	Implied Multiple Range Low		Implied Multiple Range High	Selected TEV Range Low		Selected TEV Range High
EBITDA								
2010E	$17.8	8.9x	8.3x	-	9.4x	$148.4	-	$167.9
BCF								
2009E	$26.8	5.9x	5.5x	-	6.3x	$148.4	-	$167.9
2010E	25.3	6.3x	5.9x	-	6.6x	148.4	-	167.9
PF 2010E	26.6	5.9x	5.6x	-	6.3x	148.4	-	167.9

Multiples based on median values for the radio broadcasting company transactions
Multiple range represents ±0.5x range around median multiple

B Comparable Trading Multiple Analysis

Identifying Suitable Comparable Companies – Peer Group

> We believe the following five companies represent the closest public comparables based upon the fact that all comparable radio broadcasters operate in highly competitive markets, facing competition from other traditional broadcasters as well as emerging audio technologies

- **Cumulus Media:** Radio broadcaster which owns and operates 315 radio stations (including LMAs) in 59 mid-sized markets
- **Entercom Communications:** Radio broadcaster which owns and operates 110 radio stations in 23 large and mid-sized markets, ranging from San Francisco (DMA #4) to Madison, WI (DMA #99)
- **Radio One:** Radio broadcaster which owns and operates 53 broadcast stations located in 16 large markets and primarily targets African-American and urban listeners (96.4% of latest FY net revenues)
  - In addition, owns BlackPlanet, the largest social networking site primarily targeted at African-Americans, has a 36% ownership interest in TV One, an African-American targeted cable television network, has a 51% ownership interest in Reach Media, which operates the *Tom Joyner Morning Show* and owns *Giant Magazine*, an urban-themed lifestyle magazine

Source: Company filings and website information

Identifying Suitable Comparable Companies – Peer Group (cont'd)

- **Saga Communications:** Radio (86.5% of latest FY net revenues) and television broadcast company which owns or operates 91 radio stations, five radio information networks, five television stations and four low-power television stations serving 26 mid-sized markets throughout the United States

- **Salem Communications:** Radio broadcaster that provides programming targeted at audiences interested in Christian and family-themed radio content in large markets (87.2% of latest FY net revenues). Upon completion of all announced transactions, it will own 94 radio stations (27 FM and 67 AM) in 36 markets, including 58 stations in 22 of the top 25 markets. Unlike traditional radio companies, Salem derived only 46.3% of its revenue from advertising in FY 2008, with the remainder from block programming (38.4%), its network (8.1%), infomercials (4.5%) and various nonbroadcast media (2.7%)

  - Salem also programs the Family Talk™ Christian-themed talk format station on XM Radio, owns Salem Radio Network, a national radio network, and Salem Media Representatives, a national radio advertising sales firm with offices in 12 U.S. cities

  - In addition, it also owns and operates a non-broadcast media division (12.8% of latest FY net revenues) consisting of Salem Web Network, a provider of online Christian and conservative-themed content and streaming, Salem Publishing™, a publisher of Christian magazines and Xulon Press™, a provider of print-on-demand publishing services targeting the Christian audience

Source: Company filings and website information

Identifying Suitable Comparable Companies – Non-Peer Group

> We believe the following three companies are generally comparable and merited in depth analysis, however, based on a variety of factors, including low trading volume / liquidity (Beasley) and low percentage of equity value to enterprise value (Emmis and Spanish Broadcasting), were not included in the Peer Group

- **Beasley Broadcast Group:** Radio broadcaster which owns and operates 42 radio stations (26 FM and 16 AM), in 11 large and mid-sized markets, ranging from Atlanta, GA (DMA #7) and Philadelphia, PA (DMA #8) to Augusta, GA (DMA #109) and Fayetteville, NC (DMA #127)

- **Emmis Communications:** A diversified media company, principally focused on radio broadcasting (75.1% of latest FY pro forma net revenues). Emmis owns and operates seven FM radio stations serving the three largest markets - New York, Los Angeles and Chicago and 14 FM and two AM radio stations mainly in other large markets

  – In addition, it operates an international radio business (Belgium, Slovakia, Bulgaria and Hungary) and publishes several city and regional magazines (including *Texas Monthly* and *Los Angeles*)

- **Spanish Broadcasting System:** Radio broadcaster which owns and operates 21 broadcast stations located in six large markets and primarily targets the U.S. Hispanic population (88.8% of latest FY net revenues)

  – In addition it owns two television stations which are operated as one television operation, branded "MegaTV" and operates LaMusica.com, Mega.tv, and radio station websites which are bilingual (Spanish & English) websites providing content related to Latin music, entertainment, news and culture. The company also occasionally produces live concerts and events

Source: Company filings and website information

Identifying Suitable Comparable Companies – Excluded Companies

> In addition, we reviewed financial and market information regarding the following companies though they were deemed less comparable given such factors as their diversified asset mix and limited publicly available EBITDA forecasts on their radio segments:

- **CBS Corporation:** CBS Corporation is a mass media company with operations in Television (64.5% of latest FY revenues), Radio (11.0%), Outdoor (15.6%), Interactive (3.0%) and Publishing (6.1%)
- **CC Media Holdings:** CC Media is the world's largest radio broadcaster (49.2% of latest FY net revenues) and outdoor advertising company with nearly 900 radio stations in the U.S. and over 900,000 advertising displays worldwide. The company is over-the-counter traded public company with a small public equity stake (less than $300 million) in relation to its large debt load (over $20 billion)
- **Entravision Communications:** Diversified Spanish-language media company utilizing a combination of television (62.8% of latest FY net revenues) and radio operations to reach Hispanic consumers
- **Fisher Communications:** An integrated media company with two subsidiaries: Fisher Broadcasting (92.5% of latest FY net revenues) and Fisher Media Services. Within broadcasting, television operations accounted for 77.2% of latest FY net revenues and radio accounting for 22.8%
- **Journal Communications:** An integrated media company with operations in publishing (44.4% of latest FY net revenues); TV and radio broadcasting (38.5%); printing services (12.0%); and direct marketing (5.1%)
- **Westwood One:** The company is not a broadcaster, but is a provider of radio and television stations with programming information services and other content. It is one of the largest domestic outsourced providers of traffic reporting services and one of the nation's largest radio networks

Source: Company filings and website information

Growth Projections for the Comparable Companies

(US$ in millions)

Company	Target Market Rank	EBITDA CY 2009E	EBITDA CY 2010E	EBITDA Growth	BCF CY 2009E	BCF CY 2010E	BCF Growth
Cumulus Media	100 - 175	NA	NA	NA	NA	NA	NA
Entercom Communications (1)	1 - 75	$99.7	$117.0	17.4%	$116.8	$134.0	14.7%
Radio One (2)	1 - 25	89.9	96.1	6.9%	109.6	116.1	5.9%
Saga Communications	20 - 200	26.0	28.7	10.4%	NA	NA	NA
Salem Communications (2)	1 - 50	49.0	51.9	5.9%	58.6	60.9	3.9%
Peer Group Mean				**10.1%**			**8.2%**

Source: Company Filings and Bloomberg Projections
(1) BCF projections are estimated based on EBITDA projections plus Wells Fargo G&A projections
(2) EBITDA and BCF Wells Fargo projections adjusted to exclude non-cash comp, estimated from FYE 2008

Trading Multiple Analysis – Debt at Book Value

(US$ in millions, except per share data)

Company	Price (1) @2/22/10	52 - Week High	52 - Week Low	Equity Value (2)	Total Debt	Firm Value (3)	Firm Value / EBITDA LTM 9/30/09	Firm Value / EBITDA CY 2009E	Firm Value / EBITDA CY 2010E	Firm Value / BCF LTM 9/30/09	Firm Value / BCF CY 2009E	Firm Value / BCF CY 2010E
Cumulus Media	$ 2.58	$ 2.94	$ 0.45	$ 107	$ 660	$ 748	10.8x	NA	NA	8.3x	NA	NA
Entercom Communications (4)	8.92	9.85	0.80	340	802	1,121	11.2	11.2	9.6	9.1	9.6	8.4
Radio One (5)	3.28	3.78	0.20	180	662	832	9.4	9.3	8.7	7.6	7.6	7.2
Saga Communications	14.51	17.70	3.00	62	131	176	6.5	6.8	6.1	5.0	NA	NA
Salem Communications (5)	4.97	5.99	0.25	118	321	434	8.1	8.8	8.4	6.5	7.4	7.1
Peer Group Median				**$ 118**	**$ 491**	**$ 748**	**9.4x**	**9.1x**	**8.5x**	**7.6x**	**7.6x**	**7.2x**
Peer Group Mean				**161**	**429**	**662**	**9.2**	**9.0**	**8.2**	**7.3**	**8.2**	**7.6**

The peer group comparable companies trade at a median enterprise value multiple of 8.5x 2010 EBITDA and 7.2x 2010 BCF

Note: LTM = Latest Twelve Months
NM = Not Meaningful; NA = Not Available
Source: Company Filings and Bloomberg Projections
(1) Stock price as of February 22, 2010
(2) Equity Value reflects fully diluted shares (common shares outstanding, options, warrants, in-the-money convertibles)
(3) Firm Value (FV) equals Equity Value plus debt less cash
(4) BCF projections are estimated based on EBITDA projections plus Wells Fargo G&A projections
(5) EBITDA and BCF Wells Fargo projections adjusted to exclude non-cash comp, estimated from FYE 2008

Trading Multiple Analysis – Debt at Market Value

(US$ in millions, except per share data)

Company	Price (1) @2/22/10	52 - Week High	52 - Week Low	Equity Value (2)	Total Debt	Firm Value (3)	Firm Value / EBITDA LTM 9/30/09	Firm Value / EBITDA CY 2009E	Firm Value / EBITDA CY 2010E	Firm Value / BCF LTM 9/30/09	Firm Value / BCF CY 2009E	Firm Value / BCF CY 2010E
Cumulus Media	$ 2.58	$ 2.94	$ 0.45	$ 107	$ 571	$ 660	9.5x	NA	NA	7.4x	NA	NA
Entercom Communications (4)	8.92	9.85	0.80	340	715	1,034	10.3	10.4	8.8	8.4	8.9	7.7
Radio One (5)	3.28	3.78	0.20	180	549	719	8.1	8.0	7.5	6.6	6.6	6.2
Saga Communications (6)	14.51	17.70	3.00	62	124	169	6.3	6.5	5.9	4.8	NA	NA
Salem Communications (5) (7)	4.97	5.99	0.25	118	321	434	8.1	8.8	8.4	6.5	7.4	7.1
Peer Group Median				**$ 118**	**$ 309**	**$ 660**	**8.1x**	**8.4x**	**7.9x**	**6.6x**	**7.4x**	**7.1x**
Peer Group Mean				**161**	**325**	**603**	**8.5**	**8.4**	**7.6**	**6.7**	**7.6**	**7.0**

The peer group comparable companies trade at a median enterprise value multiple of 7.9x 2010 EBITDA and 7.1x 2010 BCF

Note: LTM = Latest Twelve Months
NM = Not Meaningful; NA = Not Available
Market Value of Debt is calculated based on average of secondary bid and offer prices as of February 9, 2010. Assumed Term Loan pricing for Revolvers
Source: Company Filings and Bloomberg Projections
(1) Stock price as of February 22, 2010
(2) Equity Value reflects fully diluted shares (common shares outstanding, options, warrants, in-the-money convertibles)
(3) Firm Value (FV) equals Equity Value plus market value of debt less cash
(4) BCF projections are estimated based on EBITDA projections plus Wells Fargo G&A projections
(5) EBITDA and BCF Wells Fargo projections adjusted to exclude non-cash comp, estimated from FYE 2008
(6) No recent debt pricing - estimated debt pricing at 95.00
(7) Assumed High Yield Notes are trading at par

Calculation of Enterprise Value

(US$ in millions)

> In valuing radio broadcasting companies, we focus on LTM 9/30/2009, 2009E and 2010E EBITDA and, to a lesser extent, BCF multiples. We believe this is a standard approach used by investors as well as Wall Street firms

- In order to evaluate the true market value of each company, we also focused on the trading analysis which values each company's debt at current trading levels

> Based on this calculation and the qualitative factors described above, Oppenheimer selected the median multiple of the comparable companies as the approximate high end of the multiple ranges, resulting in multiple ranges of 7.0x – 8.0x LTM 9/30/2009 EBITDA, 7.5x – 8.5x 2009E EBITDA and 7.0x – 8.0x 2010E EBITDA for the Comparable Company Analysis

- We focused on PF 2010E EBITDA and BCF, which exclude the expense impact of the Company's MIP initiatives which are discretionary in nature, instead of 2010E EBITDA and BCF

- The implied total enterprise value from this methodology implied low – high multiple ranges for the other metrics as show below

		Selected Multiple Range			Implied TEV Range		
	Rep. Level	Low		High	Low		High
EBITDA							
LTM 9/30/09	$20.8	7.0x	-	8.0x	$145.6	-	$166.4
2009E	19.7	7.5x	-	8.5x	148.1	-	167.9
PF 2010E	19.3	7.0x	-	8.0x	135.4	-	154.7
Implied Total Enterprise Value					**$143.0**		**$163.0**

		Implied Multiple Range			Selected TEV Range		
	Rep. Level	Low		High	Low		High
EBITDA							
2010E	$17.8	8.0x	-	9.2x	$143.0	-	$163.0
BCF							
LTM 9/30/09	$28.4	5.0x	-	5.7x	$143.0	-	$163.0
2009E	26.8	5.3x	-	6.1x	143.0	-	163.0
2010E	25.3	5.7x	-	6.4x	143.0	-	163.0
PF 2010E	26.6	5.4x	-	6.1x	143.0	-	163.0

C Discounted Cash Flow Analysis

Methodology

> In a discounted cash flow analysis ("DCF") projections are utilized. The projected cash flows are analyzed on a "debt-free" basis in order to develop a value indication for Regent independent of capital structure.

> The value estimated through the DCF analysis is calculated as the sum of two parts:

- The discounted value of the interim free cash flows through the projected period. Free cash flow reflects the cash flow generated by Regent's operations and incorporates the effect of investments in operating working capital and property, plant and equipment, but does not incorporate any financing-related cash flows such as interest expense and dividends or taxes.

- An estimate of the terminal value at the end of the forecast period. To calculate the terminal value, an EBITDA multiple is applied to the final projected period's EBITDA. This future value is also discounted.

> In addition, we have included the discounted value of future expected Tax Benefits associated with anticipated Section 382(L)(6) tax treatment.

Weighted Average Cost of Capital

(Dollars in Millions, Except Per Share Data)

Assumptions

Risk Free Rate (1)	4.0%	Marginal Tax Rate	40.0%
Market Risk Premium (2)	6.7%	Cost of Target Debt (4)	10.00%
Equity Size Premium (3)	12.1%		

Company	Levered Beta (5)	Mkt. Val. Equity	Book Val. Debt	Book Val. Preferred	BV Debt/ MV Equity	BV Debt & BV Pref./ MV Equity	Pref./ Market Cap	Unlevered Beta
Cumulus Media	1.78	100.7	642.4	0.0	637.9%	0.0%	86.4%	0.37
Entercom Communications	1.60	291.9	786.6	0.0	269.5%	0.0%	72.9%	0.61
Radio One	0.48	176.3	661.6	0.0	375.3%	0.0%	79.0%	0.15
Saga Communications	0.77	57.1	130.6	0.0	228.7%	0.0%	69.6%	0.33
Salem Communications	1.40	114.6	328.2	0.0	286.4%	0.0%	74.1%	0.52
Industry Average					359.6%	0.0%	76.4%	0.39

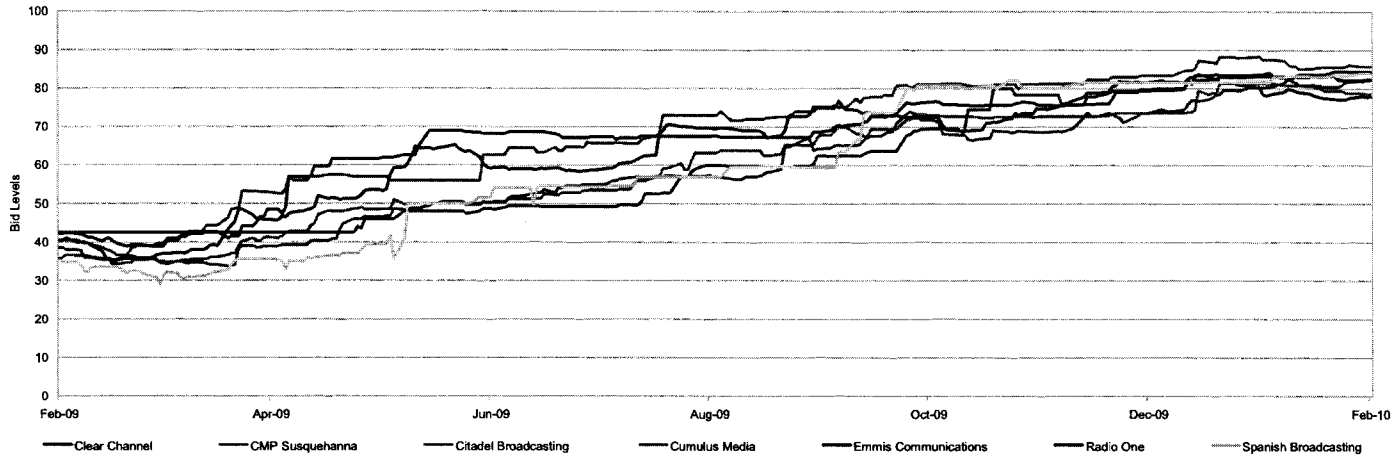
Cost of Equity Estimate (6)	
Unlevered Beta	0.39
Industry BV Debt/MV Equity	359.6%
Industry BV Preferred/MV Equity	0.0%
Levered Beta	1.24
Risk Free Rate	4.0%
Market Risk Premium	6.7%
Equity Size Premium	12.1%
Cost of Equity	**24.4%**

WACC Estimate (6)	
Industry BV Debt/MV Equity	359.6%
Target BV Debt/Total Market Capitalization	66.7%
Target MV Equity/Total Market Capitalization	33.3%
After-Tax Cost of Debt	6.0%
Cost of Equity	24.4%
WACC	**12.1%**

(1) Based on 20-year U.S. Treasury bond rate.
(2) Source: Ibbotson Associates, SBBI 2010 Yearbook, Market Results for 1926-2009. Intermediate-horizon expected equity risk premium. Large company stock total returns minus intermediate-term government bond income returns.
(3) Source: Ibbotson Associates, SBBI 2010 Yearbook, Market Results for 1926-2009.
(4) Note: Company current cost of debt is 13.8% including swap contracts. Comparable radio companies debt trades at YTW of 13.9% and current yield is 10.0% as of Feb 3, 2010. Cost of debt implied by New Term Loan and New PIK Loan in the Plan is 6.7%.
(5) Source: Bloomberg 2-year adjusted beta.
(6) Assumes average industry capital structure is optimal capital structure.

Radio Comparable Companies Analysis

Radio Bank Debt Trading Levels



Relative Value Analysis

Credit	Coupon Issue	Size ($mm)	Maturity	Rating	Bid Price	YTW[1]	YTW Date	Spread[2]	LTM EBITDA ($mm)	EBITDA Margin	Sr.-Sub. Leverage	Mkt Val. Leverage[3]	TEV / EBITDA
CC Media Holdings, Inc. (CCU)	L+365 Term Loan B	10,700	1/29/2016	Caa2/CCC	77.00	12.11%	11/13/2015	NA	1,658	29.4%	8.2x	6.3x	NA
	6.250% Sr. Notes	116	9/15/2010	Ca/CC	94.00	12.45%	9/15/2010	NM			11.0x	9.9x	
	10.750% Sr. Notes	796	8/1/2016	Ca/CC	72.00	18.33%	8/1/2016	622 bps					
CMP Susquehanna Radio Corp. (CMLS)	L+200 Term Loan	652	5/15/2013	Caa3/CCC+	75.00	13.66%	5/15/2013	NA	66	38.0%	10.9x	8.1x	NA
Cumulus Media Inc. (CMLS)	L+400 Term Loan	642	06/12/14	Caa1/B	84.75	11.04%	6/11/14	NA	69	26.4%	9.5x	8.3x	10.8x
Emmis Communications (EMMS)	L+400 Term Loan B	344	11/02/13	Caa2/NR	88.00	10.04%	11/2/13	NA	33	11.8%	10.7x	9.1x	17.2x
Radio One, Inc. (ROIA)	L+200 Term Loan	54	6/30/12	B2/CCC+	84.25	18.13%	6/30/12	NA	89	31.5%	3.9x	3.2x	9.4x
	8.875% Sr. Sub. Notes	102	7/1/11	Caa3/CCC	86.00	21.26%	7/1/11	NM			7.3x	6.6x	
	6.375% Sr. Sub. Notes	200	2/15/13	Caa3/CCC	80.00	14.94%	2/15/13	NM			7.3x	6.6x	
Spanish Broadcasting (SBSA)	L+175 Term Loan	310	06/10/12	Caa3/CCC	78.00	17.84%	6/10/12	NA	32	21.9%	10.8x	7.8x	13.9x

(1) YTW for term loans based on yield to maturity, amortization schedule, and the current forward LIBOR curve
(2) Spread is for yield difference on bank debt and senior notes and/or senior debt and subordinated debt
(3) Bank debt MV of leverage based on mark-to-market bank debt. Bond leverage based on bank debt at par and mark-to-market bonds
Source: Wall Street research and company filings

Discounted Cash Flow Summary

($ in millions)

DCF ANALYSIS	Projected Calendar Years Ending December 31,						CAGR
	2009	2010	2011	2012	2013	2014	2010-2014
CASH FLOW FROM OPERATIONS:							
Net Revenue	$80.5	$84.1	$89.7	$93.1	$95.4	$99.0	*4.2%*
Growth		*4.5%*	*6.7%*	*3.8%*	*2.5%*	*3.8%*	
EBITDA	19.7	17.8	23.7	24.2	24.7	26.2	*5.8%*
Margin	*24.5%*	*21.2%*	*26.4%*	*26.0%*	*25.9%*	*26.5%*	
Less: Depreciation	(3.8)	(3.5)	(3.0)	(2.5)	(2.0)	(2.0)	
EBITA	15.9	14.3	20.7	21.7	22.7	24.2	*8.7%*
Tax Rate	*40.0%*	*40.0%*	*40.0%*	*40.0%*	*40.0%*	*40.0%*	
Unlevered Net Income	9.6	8.6	12.4	13.0	13.6	14.5	*8.7%*
Plus: Depreciation	3.8	3.5	3.0	2.5	2.0	2.0	
Less: Capital Expenditures	(0.6)	(1.9)	(2.0)	(2.0)	(2.0)	(2.0)	
Less: Change in Working Capital	(0.0)	(0.4)	(0.5)	(0.5)	(0.5)	(0.5)	
FREE CASH FLOWS FROM OPERATIONS	$12.7	$9.8	$12.9	$13.0	$13.1	$14.0	*1.9%*

NPV OF VALUE:

Discount Rates	FIVE YEAR DCF ANALYSIS (2010-2014) — TERMINAL EBITDA MULTIPLES TO: TOTAL ENTERPRISE VALUE [2] 7.00 x	7.50 x	8.00 x	TOTAL EQUITY VALUE[1] 7.0 x	7.5 x	8.0 x
11.0%	$164.7	$172.5	$180.3	($31.9)	($24.1)	($16.3)
12.0%	$158.7	$166.2	$173.6	($37.8)	($30.4)	($22.9)
13.0%	$153.1	$160.2	$167.3	($43.5)	($36.4)	($29.3)
	TERMINAL VALUE AS A % OF TOTAL			**IMPLIED PERPETUITY GROWTH RATE**		
11.0%	66.2%	67.7%	69.1%	3.1%	3.6%	4.1%
12.0%	65.6%	67.2%	68.6%	4.1%	4.6%	5.0%
13.0%	65.1%	66.7%	68.1%	5.0%	5.5%	5.9%

1. *Assumes Net Debt of $196.6 million as of the Petition Date.*
2. *Enterprise Value includes $10.0 million of Tax Benefits.*

REDACTED

D Liquidation Analysis

Summary of Liquidation Analysis

($ in thousands)	Notes	Estimated Book Value	Estimated Recovery Low	Estimated Recovery High	Estimated Recovery Low	Estimated Recovery High
Assets to be Liquidated						
Cash and Cash Equivalents	*(1)*	$ 11,283	100%	100%	$ 11,283	$ 11,283
Accounts Receivable	*(2)*	12,801	83%	88%	10,560	11,201
Prepaid Expenses	*(3)*	2,525	66%	71%	1,678	1,804
Long Term Radio Assets (PP&E and Intangibles)	*(4)*	150,718	53%	58%	79,194	86,730
Long Term Corporate Assets	*(5)*	348	0%	5%	-	17
TOTAL ASSETS/LIQUIDATION VALUE		$ 177,675	58%	62%	**$ 102,716**	**$ 111,035**
Administrative Claims						
Trustee Fees	*(6)*				$ 3,081	$ 3,331
Professional Fees	*(7)*				2,404	3,681
Wind Down Costs During Liquidation	*(8)*				1,700	2,040
Total Liquidation Expenses					$ 7,186	$ 9,052
Estimated Net Liquidation Proceeds Available for Distribution					**$ 95,530**	**$ 101,983**
Secured Claims						
Bank Debt	*(9)*	$ 193,524	46%	50%	$ 89,897	$ 95,970
Swap Obligations	*(10)*	12,126	46%	50%	5,633	6,013
Total Secured Claims		$ 205,650	46%	50%	$ 95,530	$ 101,983
Remaining Proceeds					**$ -**	**$ -**
Unsecured Claims						
Pre-Petition Trade A/P	*(11)*	$ 2,469	0%	0%	$ -	$ -
Other Liabilities	*(12)*	10,200	0%	0%	-	-
Total Unsecured Claims		$ 12,668			$ -	$ -
Remaining Proceeds Available to Ownership Interests					**$ -**	**$ -**

Liquidation Analysis – Footnotes

Asset Recovery

Note 1 – Cash
The Liquidation Analysis assumes that operations during the liquidation period would not generate additional cash available for distribution except for net proceeds from the disposition of non-cash assets. The cash balance at April 1, 2010 has been estimated at approximately $11.3 million. It is assumed that cash and cash equivalents of the Debtors would be 100% collectible and available.

Note 2 – Accounts Receivable, net
The accounts receivable balance has been estimated as of April 1, 2010 based on projected revenue and collection estimates. The balance has also been adjusted to remove non-cash barter receivables that are assumed to have no recovery during the liquidation. In all, the accounts receivable balance available for collection as of April 1, 2010 excluding non-cash barter receivables has been estimated at approximately $12.8 million.

The analysis of accounts receivable assumes that the Trustee would retain certain existing staff of the Debtors to handle an aggressive collection effort of outstanding trade accounts receivable from customers. Collections during a liquidation of the Debtors would likely be significantly compromised as customers may attempt to offset outstanding amounts owed to the Debtors against alleged damage and breach of contract claims. The liquidation value of accounts receivable was estimated by applying a recovery factor consistent with the Debtors' experience in collecting accounts receivable and the expectation of additional attempts to offset. The estimates also consider the inevitable difficulty a liquidating company has in collecting its receivables and any concessions that might be required to facilitate the collection of certain accounts. Recoveries of this account are estimated between approximately 83% and 88% of the outstanding balance.

Note 3 – Prepaid Expenses
Prepaid Expenses includes prepaid expenses, prepaid insurance, prepaid rent, deferred compensation plan assets, and miscellaneous other. It is estimated that in connection with a chapter 7 liquidation, certain restructuring fee deposits and $0.8 million of Rabbi Trust investment assets related to employee retirement accounts will be recovered, providing for a total blended estimated recovery percentage of 66% to 71%.

Note 4 – Long Term Radio Assets
Typically, upon conversion of a chapter 11 case to one under chapter 7, a business is shut down and ceases all operations. For purposes of this Liquidation Analysis, however, the Debtors have assumed that their operations would not necessarily "go dark" following conversion of their cases to chapter 7, but instead, would continue operations and maintain minimal staff at the corporate level pending a sale by the chapter 7 trustee, as this would be more likely to maximize value.

Recovery from the sale of the radio assets is expected to be low relative to book value due to factors, including but not limited to, difficult credit markets that reduce the potential population of buyers able to purchase radio stations, lack of buyers for the entire portfolio of stations as well as lack of buyers in each individual market and the difficulty in liquidating numerous assets across the country in a constrained time period. Recovery for these assets has been estimated based on 2009 station operating income. The multiples utilized in determining this recovery percentage have been discounted to reflect the distressed nature of the transaction as well as the other factors previously described in this footnote.

Assuming a sale of each radio station market at a multiple of their 2009 station operating income at a discount, the recovery to net book value of the relevant property, plant, equipment, and intangibles (including FCC licenses) are estimated at 53% to 58%. If the Debtors' business operations were to be shut down in their entirety, as may normally occur upon conversion to chapter 7, the liquidation recoveries on these intangible assets would be substantially lower than those reflected in the Liquidation Analysis.

Liquidation Analysis – Footnotes (Cont'd)

Note 5 – Long Term Corporate and Other Assets
The Long Term Assets not affiliated with the operating assets represent leasehold improvements, furniture and fixtures and various long term capitalized costs. As such, it is estimated that only minimal recovery of 0% to 5% would be achieved in the liquidation of these assets.

Chapter 7 Liquidation Costs

Note 6 – Trustee Fees
The Debtors assume they would pay commissions equal to 3% of gross liquidation sale proceeds for chapter 7 trustee fees.

Note 7 – Professional Fees
Estimated broker fees and related legal and other professional fees associated with the sale of the radio assets are assumed to be 2% to 3% of total sale proceeds plus $350,000 legal fees.

Note 8 – Wind Down Costs During Liquidation
The Liquidation Analysis assumes an orderly wind-down of the Debtors' operations during a six-month period. The estimated costs associated with the liquidation of the Debtors are based on annual corporate expenses of $6.8 million, with a 50% to 60% discount, reflecting a minimal level of staffing to operate and other costs associated with liquidation activities including, but not limited to: (i) collection of accounts receivable and accounting, (ii) communication and coordination with station-level and corporate personnel to continue operations during asset sales, (iii) negotiation of the sale of other tangible and intangible assets, and (iv) the resolution of all employee-related issues. These costs include salaries, occupancy costs, and certain general and administrative costs. If the aforementioned activities or other activities associated with the liquidation of the assets take longer than the assumed liquidation period, actual administrative costs may exceed the estimate included in the Liquidation Analysis.

Distributions

Note 9 – Bank Debt
Bank debt, including accrued interest, is estimated as of April 1, 2010 to be $41.8 million of revolving credit facility, $42.7 million of Term Loan A, $109.1 million of Term Loan B.

Note 10 – Swap Obligations
Swap liability is estimated as of April 1, 2010 to be $12.1 million, comprised of $10.8 million of swap termination amount, $1.3 million of unpaid amounts in 2009, and an estimated $0.1 million of unpaid accrued interest for 3 months in 2010. This liability is assumed to recover in a percentage pari passu with the Bank Debt.

Note 11 – Pre-Petition Trade A/P
Estimate for unsecured claims from trade accounts payables as of December 31, 2009.

Note 12 – Other Liabilities
Estimate for other liabilities based on December 31, 2009 balance of all other liabilities excluding Bank Debt and Swap Liability. Claims include accrued insurance and other liabilities including $0.9 million of Rabbi Trust employee compensation plan and phantom stock units.

E Marketing Process

Sale Process

> Oppenheimer began a marketing process in June 2009 focused on potential financial investors with experience in the radio industry

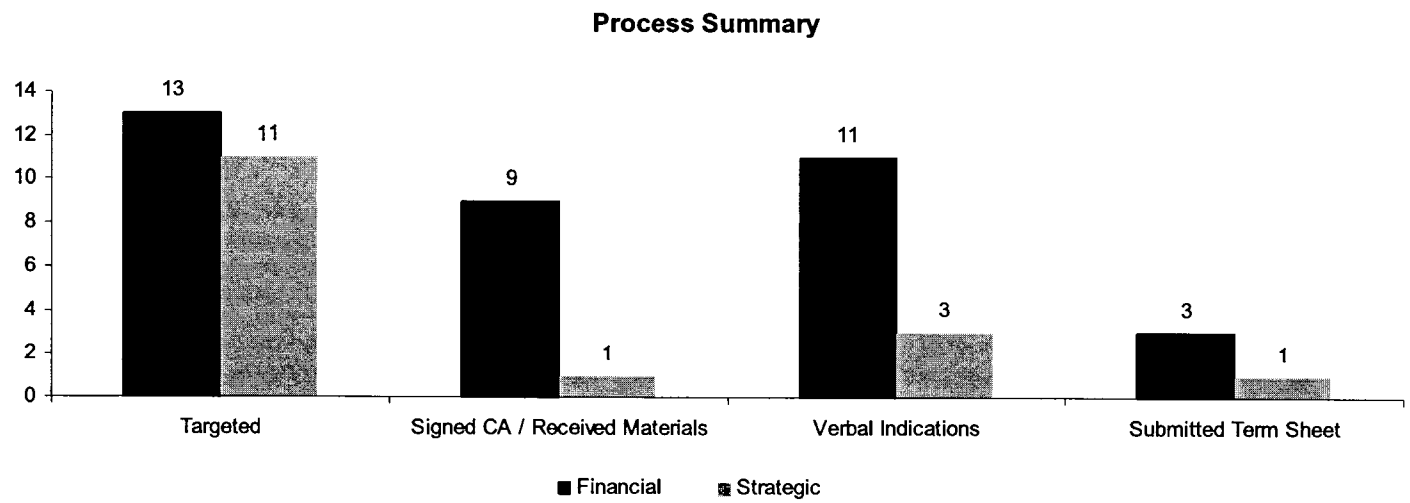
- Oppenheimer contacted 13 investor groups resulting in 9 signed confidentiality agreements, 11 verbal indications of interest and 3 formal term sheets for consideration by the Regent Board

> One investor was granted exclusivity and presented a proposal in presentation format to the Lenders and was subsequently rejected by the Lenders

> In December 2009, Regent instructed Oppenheimer to expand the process to include strategic buyers

- Oppenheimer contacted 11 strategic investors resulting in 1 signed confidentiality agreement, 2 verbal indications of interest in select assets and 1 verbal indication and 1 term sheet to manage the Company

> Ultimately, an equitization proposal submitted by the holders of a majority of the Company's debt which included a substantial cash payout to equity was accepted by the Company Board



REDACTED

REDACTED

REDACTED

REDACTED

F Sources of Additional Value

Overview

> There are no meaningful sources of incremental value included in our analysis.

- **Excess Cash:** As of the effective date of the plan, the Reorganized Debtors' will have minimal working cash of $0.7 million of cash, after payment of allowed professional fees and a $5.5 million Transferred Cash to existing equity holders. Therefore, no excess cash is included as a source of additional value.

- **Tax Benefits:** We have assumed substantial reduction of the Debtors' existing NOLs due to cancellation of debt income and other tax impacts in the transaction. In addition, usage of the remaining NOLs will be limited by Section 382(L)(6) tax treatment. The discounted value of these NOLs, in addition to the estimated tax depreciation and tax amortization available to the Company post-transaction have been included in the DCF valuation analysis. Due to substantially similar or greater tax shields in the comparable set, the trading comparables and precedent transactions valuation methods do not reflect any additional value for tax benefits.

- **FCC Licenses:** The projections assume no change in the Company's current owned and operated stations. FCC rules which restrict the ownership of radio stations may cause certain radio assets to be shut down or divested as a result of the change of control anticipated in the Plan of Reorganization, which could have a detrimental impact on valuation.

4 Appendix

A Methodologies

Methodologies

> In developing a view of the value of Regent, Oppenheimer relied principally on three accepted valuation methodologies:

Precedent Transaction Analysis

> This method involves the determination of representative levels of operating performance, which can be considered to be illustrative of historical and forward company performance, and the capitalization of these figures by appropriate risk-adjusted rates of return or multiples.

> Whereas the Market Multiple Method involves the determination of capitalization rates through an analysis of publicly-traded securities, the Precedent Transaction Method involves the determination of capitalization rates based on recently completed transactions involving comparable companies.

> Transaction multiples are determined for comparable companies that have recently been acquired, generally on a controlling interest basis.

> Implied transaction multiples can be calculated by dividing the total enterprise value of consideration paid/assumed by the acquirer (including equity and debt) by the respective operating statistics. Excess cash and non-operating assets are excluded from the calculation of the multiples.

> The selected multiples are used to capitalize the subject company's representative operating performance in order to yield and indication of enterprise value.

Comparable Trading Multiple Analysis

> This method involves the determination of the Debtors' representative levels of revenue and earnings before interest, taxes, depreciation and amortization (EBITDA), reflecting historical and forward Debtors' performance, and the capitalization of these figures by appropriate risk-adjusted rates of return.

> Typically, this approach provides an indication of value for the company that corresponds with the particular operating statistic being capitalized.

> The capitalization rate (multiple) is an expression of what investors believe to be a fair and reasonable rate of return for a particular security, given the inherent risks of ownership, incorporating expectations of the future.

> The most common means of obtaining capitalization rates is through the market multiple method, whereby companies with publicly-traded equity in the same industry are selected for comparison purposes and used as a basis for choosing reasonable multiples for the subject company.

> Multiples obtained in this manner are generally expressed as ratios of the various operating statistics and are referred to as "market multiples."

- There are five steps involved in the Market Multiple Approach:
  - The determination of operating levels considered to be representative of the future operating performance of the subject company;
  - The selection of comparable public companies to be used for comparison purposes;
  - A comparative risk analysis between the subject company and the comparable public companies;
  - The selection of appropriate market multiples for the subject company based on a comparative risk analysis and a thorough analysis of the comparable companies; and
  - The determination of an implied enterprise value for the subject company.

Discounted Cash Flow Analysis ("DCF")

- The Discounted Cash Flow ("DCF") approach is a valuation methodology that estimates enterprise value by determining the present value of the projected free cash flows of an enterprise by applying a selected discount rate to the projected cash stream.
- The discount rate is intended to encapsulate all risks to owning the particular asset and realizing the stream of projected future cash flows, including sector risk, scale risk, company-specific risk and the risk of realizing the stream of projected future cash flows.
- It can also be interpreted as the weighted average of the rates of return required by the various providers of capital, consistent with the time value of money.
- Terminal values for businesses assumed to operate on a going concern basis in perpetuity are calculated using the "multiple method," which uses a projected transaction multiple to capitalize the cash flows in the final period that are then discounted to the present using the selected discount rate.
- Discounting the projected cash flows and the terminal value back to the present and summing the results yields an indication of value for the enterprise as a whole.
- In calculating the appropriate rate at which to discount projected cash flows, Oppenheimer and Co. relied upon the Weighted Average Cost of Capital ("WACC") approach. The WACC reflects the cost of both components – debt and equity – of a company's capital structure.
- The WACC used to discount the cash flows was calculated based on a determination of the cost associated with a "typical" post-reorganization capital structure, which was derived from an analysis of comparable companies' capital structures and costs of capital. The cost of equity was calculated using the size-adjusted Capital Asset Pricing Model.

B Precedent Transaction Profiles

Citadel Broadcasting Corporation

CITADEL BROADCASTING CORPORATION

Situation Overview

> On December 20, 2009, Citadel reached an accord with over 60% of its senior secured lenders on the terms of a pre-negotiated financial restructuring that would extinguish approximately $1.4 billion of indebtedness

- Citadel's $2.1 billion secured credit facility will be converted into a new term loan of $762.5 million
- Holders of senior secured claims will receive a pro rata share of the new term loan and 90% of the new common stock
- Holders of unsecured claims will have the option to receive either a pro rata share of cash in an amount equal to 5% of the unsecured claim (capped at $2.0 million) or 10% of the new common stock

Citadel Broadcasting Company Description

> Citadel Broadcasting Corporation operates as a radio broadcasting company in the U.S. with over 200 FM and AM radio stations in 50 markets

Valuation Summary

($ in mm)

	Low	Midpoint	High
Equtiy Value	$770.0	$895.0	$1,015.0
Plus: Net Debt	690.3	690.3	690.3
Total Enterprise Value	$1,460.3	$1,585.3	$1,705.3
Multiples:			
2009E BCF	6.7x	7.3x	7.8x
2010E BCF	6.4x	6.9x	7.4x
2009E EBITDA	7.8x	8.5x	9.1x
2010E EBITDA	7.1x	7.7x	8.3x

Source: Company filings

NextMedia Group

NEXTMEDIA

Situation Overview

> On December 21, 2009, NextMedia filed its Chapter 11 petition stating $162.3 million in debt to its 1st lien lenders and $89.6 million to 2nd lien holders

> Under terms of the proposed restructuring, the 1st lien debt and general unsecured claims are to be paid in full

- Strategic Value Partners and Angelo, Gordon & Co. (the "2nd Lien Lead Investors") agreed to make a $55 million equity investment, which would be added to $127.5 million in Chapter 11 exit financing (backstopped by the 2nd Lien Lead Investors) and cash on hand
- The 2nd lien debt would be converted to 95% equity in the reorganized company, prior to dilution by the 2nd Lien Lead Investors' equity investment
- 2nd Lien Lead Investors will receive 66.67% of the equity in return for their equity investment, which will be of a different class than the remainder and have a liquidation preference

NextMedia Group Company Description

> NextMedia is a diversified media company with radio and outdoor advertising operations

- The radio division (54.5% of 2009E BCF) operates 36 AM and FM radio stations in seven markets
- The outdoor business (45.5% of 2009E BCF) consists of approximately 5,200 display faces in the form of traditional outdoor advertising bulletins and posters affixed to billboard structures, bus stop shelters and building wall displays in six markets

Valuation Summary

($ in mm)

Implied Equtiy Value	$82.5
Plus: Debt	127.5
Total Enterprise Value	$210.0

Multiples:		Metrics:	
EV/2009E BCF	7.5x	2009E BCF	$27.9
EV/2010E BCF	7.3x	2010E BCF	28.9
EV/2009E EBITDA	9.0x	2009E EBITDA	$23.3
EV/2010E EBITDA	8.7x	2010E EBITDA	24.1
Debt/2009E EBITDA	5.5x		
Debt/2010E EBITDA	5.3x		

Source: Company filings

CBS Corporation & The New York Times

CBS

> **CBS Corporation Sale of Four Portland, OR Stations to Alpha Broadcasting**

- On August 10, 2009, CBS Corporation announced that it signed a definitive agreement to sell four of its owned radio stations in Portland, Oregon to Alpha Broadcasting for $40 million in cash
  - The stations sold are: KINK-FM (Adult Album Alternative), KUPL-FM (Country), KUFO-FM (Active/Alternative Rock) and KCMD-AM (Talk)
- CBS commented that the deal is helping them achieve their goal of focusing primarily on the nation's largest markets
- Post-transaction, Alpha Broadcasting will have six radio stations in the market, including the two stations acquired from Rose City Broadcasting in May 2009

The New York Times

> **The New York Times Sale of WQXR-FM to Univision**

- On July 14, 2009, The New York Times Co. agreed to sell its classical music station, WQXR-FM, to Univision and WNYC Radio marking its exit from the radio business
- The Times, which had been trying to sell assets to raise cash and weather a newspaper industry downturn, will get $45 million for the station it has owned since 1944
  - Univision will pay $33.5 million and swap its 105.9 FM license and equipment to The New York Times for 96.3 FM, while WNYC will buy the 105.9 equipment and license, along with the rights to the WQXR calls, for $11.5 million
- Under the deal, the WQXR calls will be owned by WNYC, which will take the calls and format to 105.9 FM as a listener-supported station; the 600-watt 105.9 signal is currently home to Univision's Tropical WCAA, which will move to WQXR's 96.3 spot on the dial, getting an increase to 6,000 watts

Source: Company filings and press releases

Cox Enterprises Acquisition of Cox Radio

Deal Background

- Cox Enterprises provides cable television distribution, internet access, telecommunication, advertising, web-based technology, and vehicle auction, repair & certification services
- Cox Radio engages in operating, acquiring and developing radio stations, and provides sales and marketing services to various stations in the United States
- Cox Enterprises spun-off Cox Radio in 1996
- Cox Enterprises owned 78% and 100% of Cox Radio's outstanding Class A and B common shares, respectively, and held a 97% voting interest

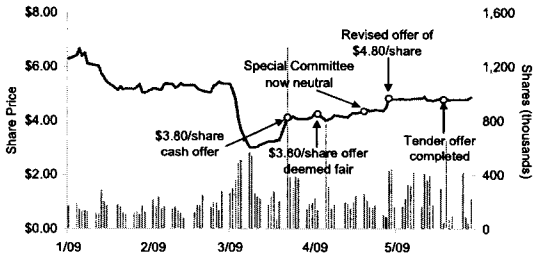
March 23, 2009	> Cox Media Group, a wholly owned subsidiary of Cox Enterprises, proposed a cash offer of $3.80/share and commenced a tender offer for outstanding Cox Radio shares it did not already own; the offer represented a 24.6% premium over the prior day's closing share price
April 3, 2009	> Cox Radio's Special Committee filed a 14D-9 which indicated that Cox Media's offer of $3.80/share was fair, from a financial point of view, to the Company's stockholders and recommended they accept the offer
April 13-20, 2009	> Special Committee encouraged Cox Media to increase its offer price, reflecting concern that the majority of the minority condition would not be met given market reaction to the offer; Cox Media indicated it may increase its offer to $4.20 or higher
April 20, 2009	> Cox Media extended its tender offer period, but did not increase the offer price > Special Committee withdrew its recommendation and became neutral with respect to the offer, but continued to believe it was fair
April 29, 2009	> Cox Media agreed to increase the price of its offer to $4.80/share, representing a 57.4% premium over its March 12th closing share price
May 19, 2009	> Cox Media successfully tendered for the 22% of stock it did not own and Cox Radio became a wholly owned subsidiary of Cox Enterprises

Valuation Summary

(in mm except per share amounts)

Offer Price	$4.80		
FDSO	79.5		
Equtiy Value	$381.5		
Plus: Net Debt	386.3		
Total Enterprise Value	$767.8		
Multiples:	2008A	LTM 3/31/2009	2009E
BCF	5.3x	6.0x	8.7x
EBITDA	5.8x	6.7x	10.7x

Historical Stock Price Performance



Source: FactSet, company filings and press releases

C Comparable Company Profiles

Cumulus Media – Peer Group

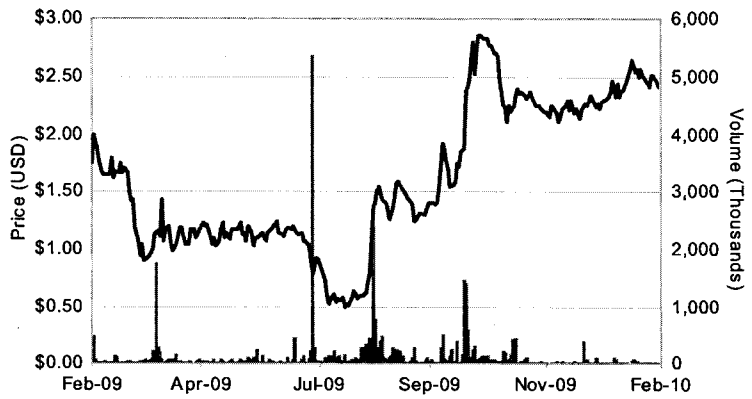
(US$ in millions, except per share data)

Business Description

Cumulus Media, Inc., a radio broadcasting company, engages in the acquisition, operation, and development of commercial radio stations in mid-sized radio markets in the United States. The company, through its investment in Cumulus Media Partners, LLC ("CMP"), also operates radio station clusters serving large-sized markets. As of December 31, 2008, it owned and operated 315 radio stations (including LMAs) in 59 mid-sized media markets in the United States; and operated 32 radio stations in 9 markets, including San Francisco, Dallas, Houston, and Atlanta that were owned by CMP.

Target Market Rank	100 - 175
Local / National Ad %	90 / 10

Last Twelve Months Trading



Summary Financials

	LTM	Calendar Year	
	9/30/2009	2009E	2010E
Revenue	$261.5	NA	NA
Growth			*NA*
EBITDA	$69.2	NA	NA
Margin	*26.4%*	*NA*	*NA*
BCF	$89.7	NA	NA
Margin	*34.3%*	*NA*	*NA*

Financial Overview

Trading Statistics	
Current Share Price	$2.58
52 Week Low	$0.45
52 Week High	$2.94
Shares Outstanding	41.6

Valuation	
Market Capitalization	$107.4
Cash & ST Investment	(19.2)
Total Debt	660.1
Conv. Preferred Stock	0.0
Minority Interest	0.0
Enterprise Value	$748.3

LTM Trading Multiples	
EV/Revenue	2.9x
EV/EBITDA	10.8x
EV/BCF	8.3x

2010 Trading Multiples	
EV/Revenue	NA
EV/EBITDA	NA
EV/BCF	NA

Source: FactSet, Bloomberg, Wall Street Research, company filings and press releases

Entercom Communications – Peer Group

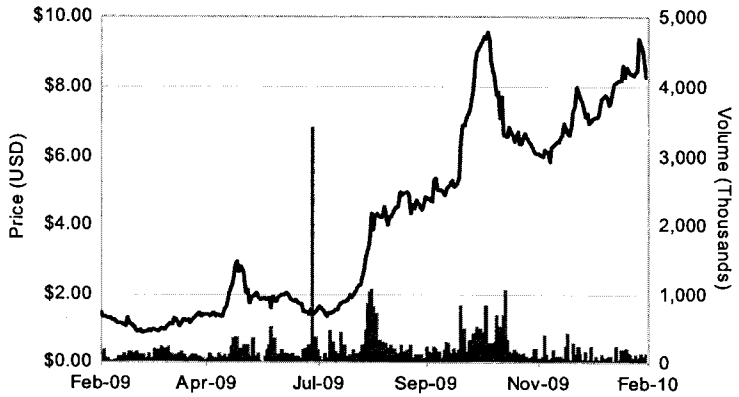
(US$ in millions, except per share data)

Business Description

Entercom Communications Corp., a radio broadcasting company, engages in the acquisition, development, and operation of radio stations in the United States. The company's stations provide various programming formats, such as news, talk, classic rock, adult contemporary, alternative, oldies, and jazz. As of December 31, 2008, it operated a portfolio of 110 radio stations in 23 markets, with more than half of its revenue derived from Boston, San Francisco, Portland, Seattle, Sacramento and Kansas City.

Target Market Rank	1 - 75
Local / National Ad %	78 / 22

Last Twelve Months Trading



Summary Financials

	LTM	Calendar Year	
	9/30/2009	2009E	2010E
Revenue	$380.5	$374.0	$395.7
Growth			*5.8%*
EBITDA	$100.3	$99.7	$117.0
Margin	*26.4%*	*26.7%*	*29.6%*
BCF	$123.1	$116.8	$134.0
Margin	*32.3%*	*31.2%*	*33.9%*

Financial Overview

Trading Statistics	
Current Share Price	$8.92
52 Week Low	$0.80
52 Week High	$9.85
Shares Outstanding	38.1

Valuation	
Market Capitalization	$339.7
Cash & ST Investment	(20.1)
Total Debt	801.8
Conv. Preferred Stock	0.0
Minority Interest	0.0
Enterprise Value	$1,121.4

LTM Trading Multiples	
EV/Revenue	2.9x
EV/EBITDA	11.2x
EV/BCF	9.1x
Total Debt/EBITDA	8.0x

2010 Trading Multiples	
EV/Revenue	2.8x
EV/EBITDA	9.6x
EV/BCF	8.4x
Total Debt/EBITDA	6.9x

Source: FactSet, Bloomberg, Wall Street Research, company filings and press releases

Radio One – Peer Group

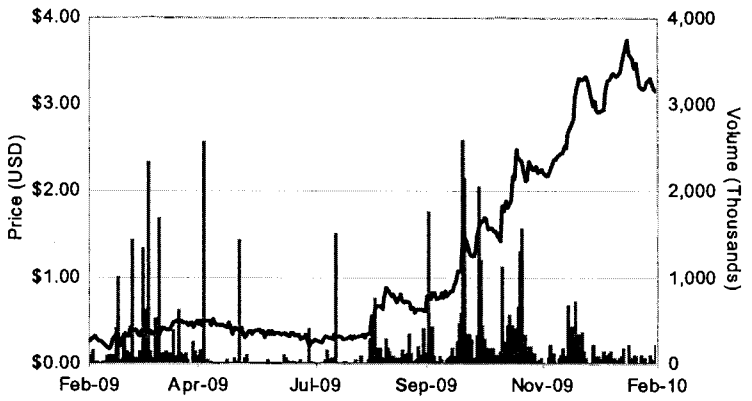
(US$ in millions, except per share data)

Business Description

Radio One, Inc. is the largest African-American / urban radio company in the United States. Radio One derives 96.4% of net revenue from 53 stations in 16 urban markets (including Atlanta, Wash., D.C., Philadelphia and Houston), national syndication through 51% ownership of Reach Media (owner of the Tom Joyner Morning Show), publishing via Magazine One (f/k/a Giant Magazine), and online assets, including blackamericaweb.com and the April 2008-acquired Community Connect, Inc., or CCI (BlackPlanet.com, AsianAvenue.com, MiGente.com). The company also owns 36% of cable network TV One launched in January 2004.

Target Market Rank	1 - 25
Local / National Ad %	71 / 29

Last Twelve Months Trading



Summary Financials

	LTM	Calendar Year	
	9/30/2009	2009E	2010E
Revenue	$280.6	$277.9	$286.0
Growth			*NA*
EBITDA	$88.5	$89.9	$96.1
Margin	*31.5%*	*NA*	*NA*
BCF	$109.5	$109.6	$116.1
Margin	*39.0%*	*39.4%*	*40.6%*

Financial Overview

Trading Statistics	
Current Share Price	$3.28
52 Week Low	$0.20
52 Week High	$3.78
Shares Outstanding	54.7

Valuation	
Market Capitalization	$179.5
Cash & ST Investment	(14.8)
Total Debt	661.6
Conv. Preferred Stock	0.0
Minority Interest	5.6
Enterprise Value	$832.0

LTM Trading Multiples	
EV/Revenue	3.0x
EV/EBITDA	9.4x
EV/BCF	7.6x
Total Debt/EBITDA	7.5x

2010 Trading Multiples	
EV/Revenue	2.9x
EV/EBITDA	8.7x
EV/BCF	7.2x
Total Debt/EBITDA	6.9x

Source: FactSet, Bloomberg, Wall Street Research, company filings and press releases

Saga Communications – Peer Group

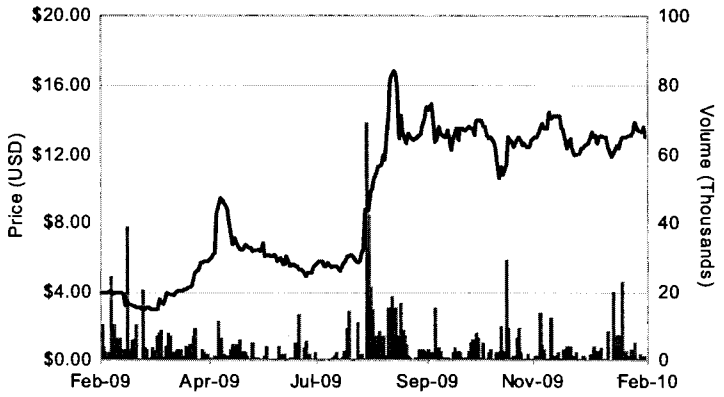
(US$ in millions, except per share data)

Business Description

Saga Communications, Inc., a radio (86.5% of latest FY net revenues) and television broadcast company, owns or operates 91 radio stations, five radio information networks, five television stations and four low-power television stations serving 26 mid-sized markets throughout the United States.

Target Market Rank	20 - 200
Local / National Ad %	85 / 15

Last Twelve Months Trading



Summary Financials

	LTM	Calendar Year	
	9/30/2009	2009E	2010E
Revenue	$123.9	$120.0	$125.0
Growth			*NA*
EBITDA	$27.0	$26.0	$28.7
Margin	*21.8%*	*NA*	*NA*
BCF	$35.5	NA	NA
Margin	*28.6%*	*NA*	*NA*

Financial Overview

Trading Statistics	
Current Share Price	$14.51
52 Week Low	$3.00
52 Week High	$17.70
Shares Outstanding	4.3

Valuation	
Market Capitalization	$61.9
Cash & ST Investment	(16.6)
Total Debt	130.6
Conv. Preferred Stock	0.0
Minority Interest	0.0
Enterprise Value	$175.8

LTM Trading Multiples	
EV/Revenue	1.4x
EV/EBITDA	6.5x
EV/BCF	5.0x
Total Debt/EBITDA	4.8x

2010 Trading Multiples	
EV/Revenue	1.4x
EV/EBITDA	6.1x
EV/BCF	NA
Total Debt/EBITDA	4.5x

Source: FactSet, Bloomberg, Wall Street Research, company filings and press releases

Salem Communications Corporation – Peer Group

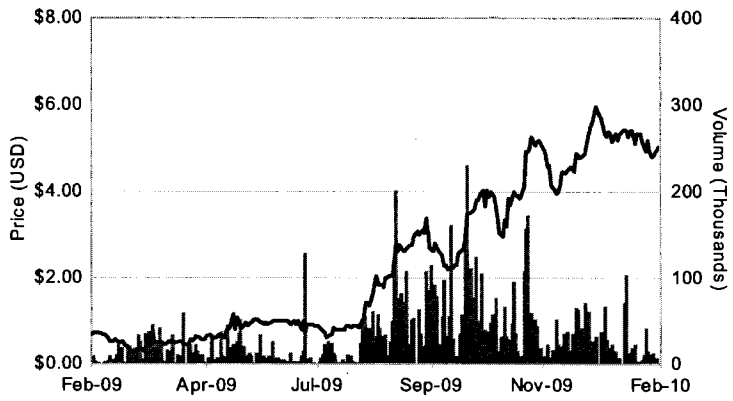
(US$ in millions, except per share data)

Business Description

Salem Communications Corporation, a radio broadcaster, provides Christian and family-themed radio content in large markets (87.2% of latest FY net revenues). Upon completion of all announced transactions, it will own 94 radio stations (27 FM and 67 AM) in 36 markets, including 58 stations in 22 of the top 25 markets. Salem also programs the Family Talk™ Christian-themed talk format station on XM Radio, owns Salem Radio Network and Salem Media Representatives. In addition, it also owns and operates a non-broadcast media division (12.8% of latest FY net revenues) consisting of Salem Web Network, Salem Publishing™ and Xulon Press™.

Target Market Rank	1 - 50
Local / National Ad %	NA

Last Twelve Months Trading



Summary Financials

	LTM	Calendar Year	
	9/30/2009	2009E	2010E
Revenue	$202.0	$197.2	$201.4
Growth			*2.1%*
EBITDA	$53.4	$49.0	$51.9
Margin	*26.5%*	*24.9%*	*25.8%*
BCF	$67.2	$58.6	$60.9
Margin	*33.3%*	*29.7%*	*30.3%*

Financial Overview

Trading Statistics	
Current Share Price	$4.97
52 Week Low	$0.25
52 Week High	$5.99
Shares Outstanding	23.7

Valuation	
Market Capitalization	$117.7
Cash & ST Investment	(5.0)
Total Debt	321.1
Conv. Preferred Stock	0.0
Minority Interest	0.0
Enterprise Value	$433.7

LTM Trading Multiples	
EV/Revenue	2.1x
EV/EBITDA	8.1x
EV/BCF	6.5x
Total Debt/EBITDA	6.0x

2010 Trading Multiples	
EV/Revenue	2.2x
EV/EBITDA	8.4x
EV/BCF	7.1x
Total Debt/EBITDA	6.2x

Source: FactSet, Bloomberg, Wall Street Research, company filings and press releases

Beasley Broadcast Group – Non-Peer Group

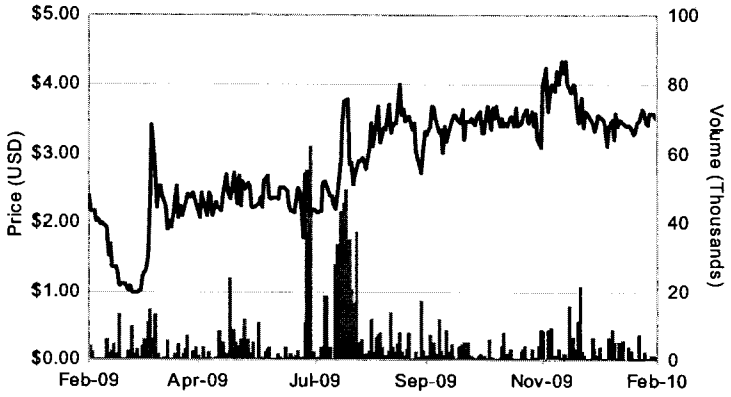
(US$ in millions, except per share data)

Business Description

Beasley Broadcast Group, Inc., a radio broadcasting company, engages in acquiring, developing, and operating radio stations in the United States. The company broadcasts programs and sells commercial advertising airtime. As of December 31, 2008, Beasley Broadcast Group owned and operated 42 radio stations (26 FM and 16 AM) in the following markets: Philadelphia, PA, Atlanta, GA, Boston, MA, Miami-Ft. Lauderdale, FL, Las Vegas, NV, West Palm Beach-Boca Raton, FL, Ft. Myers-Naples, FL, Wilmington, DE, Greenville-New Bern-Jacksonville, NC, Augusta, GA and Fayetteville, NC.

Target Market Rank	1 - 150
Local / National Ad %	NA

Last Twelve Months Trading



Summary Financials

	LTM	Calendar Year	
	9/30/2009	2009E	2010E
Revenue	$101.1	NA	NA
Growth			*NA*
EBITDA	$19.3	$19.0	$23.0
Margin	*19.1%*	*NA*	*NA*
BCF	$27.3	$28.0	$32.0
Margin	*27.0%*	*NA*	*NA*

Financial Overview

Trading Statistics	
Current Share Price	$3.80
52 Week Low	$1.00
52 Week High	$4.50
Shares Outstanding	22.7

Valuation	
Market Capitalization	$86.1
Cash & ST Investment	(5.3)
Total Debt	157.9
Conv. Preferred Stock	0.0
Minority Interest	0.0
Enterprise Value	$238.7

LTM Trading Multiples	
EV/Revenue	2.4x
EV/EBITDA	12.3x
EV/BCF	8.8x
Total Debt/EBITDA	8.2x

2010 Trading Multiples	
EV/Revenue	NA
EV/EBITDA	10.4x
EV/BCF	7.5x
Total Debt/EBITDA	6.9x

Source: FactSet, Bloomberg, Wall Street Research, company filings and press releases

Emmis Communications Corporation – Non-Peer Group

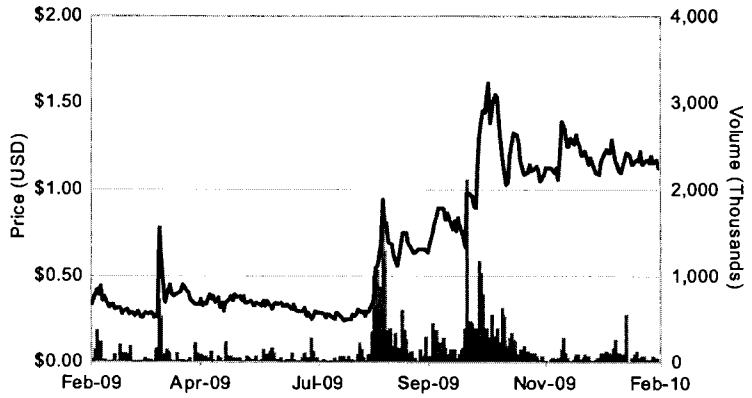
(US$ in millions, except per share data)

Business Description

Emmis Communications Corporation, a diversified media company, principally focused on radio broadcasting (75.1% of latest FY pro forma net revenues). Emmis owns and operates seven FM radio stations serving the three largest markets - New York, Los Angeles and Chicago and 14 FM and two AM radio stations mainly in other large markets. In addition, it operates an international radio business (Belgium, Slovakia, Bulgaria and Hungary) and publishes several city and regional magazines (including *Texas Monthly* and *Los Angeles*).

Target Market Rank	1 - 50
Local / National Ad %	79 / 21

Last Twelve Months Trading



Summary Financials

	LTM	Calendar Year	
	9/30/2009	2009E	2010E
Revenue	$276.2	$285.4	$281.0
Growth			*-1.5%*
EBITDA	$32.6	NA	NA
Margin	*11.8%*	*NA*	*NA*
BCF	$47.4	NA	NA
Margin	*17.1%*	*NA*	*NA*

Financial Overview

Trading Statistics	
Current Share Price	$0.98
52 Week Low	$0.24
52 Week High	$1.62
Shares Outstanding	37.6

Valuation	
Market Capitalization	$36.9
Cash & ST Investment	(16.5)
Total Debt	350.3
Conv. Preferred Stock	140.5
Minority Interest	49.8
Enterprise Value	$560.9

LTM Trading Multiples	
EV/Revenue	2.0x
EV/EBITDA	17.2x
EV/BCF	11.8x
Total Debt/EBITDA	10.7x

2010 Trading Multiples	
EV/Revenue	2.0x
EV/EBITDA	NA
EV/BCF	NA
Total Debt/EBITDA	NA

Source: FactSet, Bloomberg, Wall Street Research, company filings and press releases

Spanish Broadcasting System – Non-Peer Group

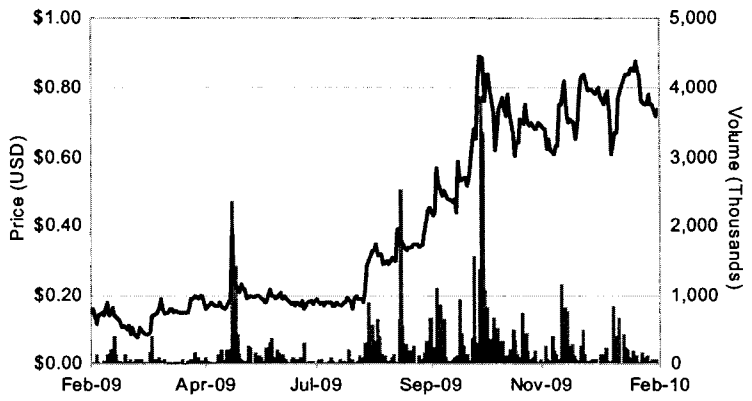
(US$ in millions, except per share data)

Business Description

Spanish Broadcasting System, Inc., a radio broadcaster, owns and operates 21 broadcast stations located in six large markets and primarily targets the U.S. Hispanic population (88.8% of latest FY net revenues). – In addition it owns two television stations which are operated as one television operation, branded "MegaTV" and operates LaMusica.com, Mega.tv, and radio station websites which are bilingual (Spanish & English) websites providing content related to Latin music, entertainment, news and culture. The company also occasionally produces live concerts and events.

Target Market Rank	1 - 25
Local / National Ad %	NA

Last Twelve Months Trading



Summary Financials

	LTM	Calendar Year	
	9/30/2009	2009E	2010E
Revenue	$144.3	NA	NA
Growth			*NA*
EBITDA	$31.6	NA	NA
Margin	*21.9%*	*NA*	*NA*
BCF	$42.0	NA	NA
Margin	*29.1%*	*NA*	*NA*

Financial Overview

Trading Statistics	
Current Share Price	$0.79
52 Week Low	$0.08
52 Week High	$1.04
Shares Outstanding	65.3

Valuation	
Market Capitalization	$51.6
Cash & ST Investment	(45.8)
Total Debt	341.4
Conv. Preferred Stock	92.3
Minority Interest	0.0
Enterprise Value	$439.6

LTM Trading Multiples	
EV/Revenue	3.0x
EV/EBITDA	13.9x
EV/BCF	10.5x
Total Debt/EBITDA	10.8x

2010 Trading Multiples	
EV/Revenue	NA
EV/EBITDA	NA
EV/BCF	NA
Total Debt/EBITDA	NA

Source: FactSet, Bloomberg, Wall Street Research, company filings and press releases

D Biographical Information

Media & Entertainment Investment Banking Personnel

William K. Lisecky, Managing Director and Head of Media & Entertainment

William K. Lisecky is Group Head and Managing Director for the Media and Entertainment Investment Banking Group for Oppenheimer & Co. Inc. Mr. Lisecky has spent his entire 22-year Wall Street career advising, financing and investing in media entertainment and communications companies. He began his career in the Media Finance Groups at both Bankers Trust and the Chase Manhattan Bank. From 1993 – 2000, Mr. Lisecky ran the New York Office and served on the Management Committee of Communications Equity Associates, a media focused investment and merchant banking firm. Mr. Lisecky is a 1985 graduate of Georgetown University with a Bachelor of Arts (Cum Laude) in economics; Mr. Lisecky is also a current member of the Board of Trustees of Fairfield University.

Andrew C. Bracy, Director

Andrew C. Bracy is a Director in the Media and Entertainment Investment Banking Group. Mr. Bracy has spent the last four years advising media companies on a variety of debt, equity, M&A and restructuring transactions. He has worked with companies across all sectors of the media landscape including Business to Business Media, Digital Media & Internet, Entertainment, Newspaper & Magazine Publishing and Radio & Television Broadcasting. Mr. Bracy graduated from Columbia Business School with an MBA with a concentration in Finance and from Stanford University with a Bachelor of Arts in economics, with honors.

Igor Skochilo, Associate

Igor Skochilo is an Associate in the Media and Entertainment Investment Banking Group. Mr. Skochilo joined Oppenheimer in 2006 and has worked on a broad range of transactions, including restructurings, M&A, and equity and debt financings. He has worked with companies across all sectors of the media landscape including Business to Business Media, Digital Media & Internet, Entertainment, Newspaper & Magazine Publishing and Radio & Television Broadcasting. Mr. Skochilo graduated from Brandeis University with a Bachelor of Arts in economics.

Restructuring Advisory Personnel

Nicholas W. Tell, Jr., Managing Director

Mr. Tell has over 20 years of experience in distressed investing, having most recently served as group head of TCW's distressed funds – The TCW Shared Opportunity Family of Funds, SHOP I, SHOP II, SHOP III, SHOP IV and SHOP V. Over the course of his career, Mr. Tell has worked on over 50 restructurings and has served on more than 25 creditors' or ad-hoc committees. Prior to joining TCW, Mr. Tell was a principal at Crescent Capital Corporation (the predecessor manager of TCW's distressed, high-yield and bank debt trading groups). Mr. Tell joined Crescent Capital Corporation in 1992, within one year of its inception. Mr. Tell helped grow the investment firm from $100 million of assets under management to approximately $1.5 billion when purchased by TCW in 1995. From 1987 to1992, Mr. Tell was an attorney at Latham & Watkins and was involved in a wide variety of corporate transactions, including mergers and acquisitions, and corporate financings for below investment grade companies. Mr. Tell has a J.D. from the University of Chicago and a B.A. from Carleton College.

Jonathan Brownstein, Executive Director

Prior to joining Oppenheimer in 2008, Mr. Brownstein was a Principal at Piper Jaffray & Co. where his responsibilities included supervising Piper Jaffray's restructuring group. In this capacity, Mr. Brownstein was involved in numerous in and out of court transactions and represented both companies and creditors. From 1998 to 2006, Mr. Brownstein worked for CIBC World Markets where he specialized in restructuring transactions and previously worked in CIBC's high yield leverage finance group. Mr. Brownstein earned his J.D. from Syracuse University and his B.S. from Bucknell University.

Douglas S. McDonald, Director

Prior to joining Oppenheimer in 2008, Mr. McDonald was a Vice President in the Investment Banking division of Lehman Brothers where he executed various financing and merger and acquisition transactions. From 2003 to 2005, Mr. McDonald worked at Kerlin Capital Group as a Senior Associate where he specialized in merger and acquisition and recapitalization transactions with private middle market clients across a variety of industries. Earlier in his career, Mr. McDonald worked as an Analyst for The Walt Disney Company. Mr. McDonald earned an M.B.A. from The Anderson School at UCLA and a B.A. in Economics from Stanford University.

Johnson Bao, Associate

Mr. Bao joined the Restructuring Group in 2008. Prior thereto, Mr. Bao worked at Oppenheimer since 2006. During this time, Mr. Bao served as a Financial Analyst in the Investment Banking Division, previously known as CIBC World Markets. In this capacity, Mr. Bao helped complete several transactions for healthcare companies, including M&A, and equity and debt financings. Mr. Bao earned an M.S. in Management Science and Engineering with a concentration in Finance and Economics from Stanford University, and a B.A.Sc. in Electrical Engineering with a minor in Commerce from the University of British Columbia.

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