

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF THE DISTRICT OF COLUMBIA**

---

UNITED STATES OF AMERICA,	:	
	:	
Plaintiff,	:	Civil Action No. 1:99CV01043
	:	
v.	:	
	:	
CITADEL COMMUNICATIONS CORPORATION	:	
	:	
and	:	
	:	
TRIATHLON BROADCASTING COMPANY	:	
	:	
and	:	
	:	
CAPSTAR BROADCASTING CORPORATION	:	
	:	
Defendants.	:	

---

**STIPULATION**

It is stipulated by and between the United States Department of Justice Antitrust Division (“Antitrust Division”), Citadel Communications Corporation (“Citadel”), and Capstar Broadcasting Corporation (“Capstar”), by their respective attorneys, as follows:

1. This Court has jurisdiction over the subject matter of this action and the parties have agreed to waive all objections to personal jurisdiction and venue in the United States District Court for the District of Columbia.
2. The parties stipulate that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time

after compliance with the requirements of the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16, and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendants and by filing that notice with the Court.

3. Defendants shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment by the Court, or until expiration of time for all appeals of any Court ruling declining entry of the proposed Final Judgment, and shall, from the date of the signing of this Stipulation by the parties, comply with all the terms and provisions of the proposed Final Judgment as though the same were in full force and effect as an Order of the Court.

4. Citadel and Capstar have agreed to terminate the Citadel-Triathlon Joint Sales Agreement (“JSA”) (defined in Section II(e) of the Final Judgment) pursuant to the Final Judgment, but subject to Paragraph 9 of this stipulation. In addition, the parties have agreed to make certain transfers of radio stations. Capstar’s transfer of KEYF-FM to Citadel in Spokane is part of the agreement memorialized in the Final Judgment.

5. The parties have agreed to take the following actions that the United States has agreed not to oppose. In Colorado Springs, Capstar has agreed to transfer KSPZ-FM, KVOR-AM, and KTWK-AM to Citadel while Citadel has agreed to transfer KCLI-FM to Capstar. In Spokane, Capstar has agreed to transfer KEYF-FM and KEYF-AM to Citadel. Also in Spokane, Citadel has entered into an agreement with an unrelated third party to acquire KNJY-FM. Although the Final Judgment is not contingent upon these exchanges and acquisitions, the Antitrust Division has analyzed the transactions and has no objection to them.

6. Citadel and Capstar state that there are no agreements or understandings between them that will affect how they will program or format the radio stations that they own in Colorado Springs or Spokane.

7. This Stipulation shall apply with equal force and effect to any amended proposed Final Judgment agreed upon in writing by the parties and submitted to the Court. In the event plaintiff withdraws its consent, as provided in paragraph 2 above, or in the event the proposed Final Judgment is not entered pursuant to this Stipulation, the time has expired for all appeals of any Court ruling declining entry of the proposed Final Judgment, and the Court has not otherwise ordered continued compliance with the terms and provisions of the proposed Final Judgment, then the parties are released from all further obligations under this Stipulation, and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

8. Defendants represent that the JSA will be terminated and the divestiture of KEYF-FM will be made as ordered, and that defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained therein.

9. If Capstar does not acquire Triathlon Broadcasting Company by June 2, 1999, the Antitrust Division will withdraw the proposed Final Judgment and dismiss Capstar as a defendant in this matter.

Dated: April 7, 1999

FOR PLAINTIFF UNITED STATES OF AMERICA

\_\_\_\_\_/s/  
Karl D. Knutsen  
United States Department of Justice  
Antitrust Division  
Merger Task Force  
1401 H Street, N.W.  
Washington, D.C. 20530  
(202) 514-0976

FOR DEFENDANT CAPSTAR BROADCASTING CORPORATION

\_\_\_\_\_/s/  
Neil W. Imus  
Vinson & Elkins L.L.P.  
1455 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006  
(202) 639-6675

Dated: April 8, 1999

FOR DEFENDANT CITADEL COMMUNICATIONS CORPORATION

\_\_\_\_\_/s/  
Debra H. Dermody  
Reed, Smith, Shaw, & McClay  
435 Sixth Ave.  
Pittsburgh, PA 15219  
(412) 288-3302

## CERTIFICATE OF SERVICE

I, Karl D. Knutsen, of the Antitrust Division of the United States Department of Justice, do hereby certify that true copies of the foregoing Complaint were served this \_\_\_<sup>th</sup> day of April, 1999, by United States mail, to the following:

Debra H. Dermody  
Reed, Smith, Shaw, & McClay  
435 Sixth Ave.  
Pittsburgh, PA 15219  
*Counsel for Citadel Communications Corporation*

David J. Laing  
Baker & McKenzie  
815 Connecticut  
Washington, D.C. 20006  
*Counsel for Triathlon Broadcasting Company*

Neil W. Imus  
Vinson & Elkins L.L.P.  
1455 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006  
*Counsel for Capstar Broadcasting Corporation*

\_\_\_\_\_/s/\_\_\_\_\_  
Karl D. Knutsen