ENTERCOM COMMUNICATIONS CORP.

Delivering Local Connection on a National Scale

November 2017



Forward-Looking Statements

This communication contains "forward-looking statements." All statements other than statements of historical fact contained in this report are forward-looking statements within the meaning of Section 27A of the United States Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements usually relate to future events and anticipated revenues, earnings, cash flows or other aspects of our operations or operating results. Forward-looking statements are often identified by the words "believe," "expect," "anticipate," "project," "plan," "intend," "foresee," "should," "could," "could," "may," "estimate," "outlook" and similar expressions, including the negative thereof. The absence of these words, however, does not mean that the statements are not forward-looking. These forward-looking statements are based on our current expectations, beliefs and assumptions concerning future developments and business conditions and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we anticipate.

Factors that could cause actual results to differ materially from those in the forward-looking statements include, among others, failure to obtain applicable regulatory or stockholder approvals in a timely manner or otherwise; failure to satisfy other closing conditions to the proposed combination with CBS Radio (as defined below); risks associated with tax liabilities, or changes in U.S. federal tax laws or interpretations to which they are subject; risks that the new businesses will not be integrated successfully or that the combined companies will not realize estimated cost savings, value of certain tax assets, synergies and growth or that such benefits may take longer to realize than expected; failure to realize anticipated benefits of the combined operations; risks relating to unanticipated costs of integration; the potential impact of announcement or consummation of the proposed transaction on relationships with third parties, including advertiser clients, employees and competitors; a decline in advertising revenue and the seasonality of advertising revenue; intense competition in the broadcast radio and media distribution industries; impact on advertising rates and revenues due to technological changes and failure to timely or appropriately respond to such changes; ability to attract new and retain existing advertiser clients in the manner anticipated; increases in or new royalties; high fixed costs; ability to hire and retain key personnel; failure to protect our intellectual property; availability of sources of funding on favorable terms or at all; changes in legislation or governmental regulations affecting the companies; economic, social or political conditions that could adversely affect the companies or their advertiser clients; conditions in the credit markets; and risks associated with assumptions the parties make in connection with the parties' critical accounting estimates and legal proceedings.

All of our forward-looking statements involve risks and uncertainties (some of which are significant or beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the parties' businesses, including those described in the Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time with the U.S. Securities and Exchange Commission (the "SEC") by Entercom Communications Corp. ("Entercom") and CBS Corporation ("CBS") (to the extent they relate to CBS Radio Inc. and its relevant subsidiaries ("CBS Radio")). We wish to caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any of our forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise, except to the extent required by law.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.



Important Additional Information has been filed with the SEC

Entercom has filed with the SEC a registration statement on Form S-4, which will constitute a prospectus of Entercom, and a proxy statement relating to the special meeting of Entercom shareholders (together, the "proxy statement/prospectus"), CBS has filed with the SEC a Schedule TO with respect to the proposed exchange offer and CBS Radio has filed with the SEC a registration statement on Form S-1 and Form S-4 that will constitute a prospectus of CBS Radio (together with the proxy statement/prospectus and the Schedule TO, the "Disclosure Documents"). INVESTORS AND SHAREHOLDERS ARE URGED TO CAREFULLY READ THE DISCLOSURE DOCUMENTS, AND OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC, IN THEIR ENTIRETY AS THEY CONTAIN IMPORTANT INFORMATION ABOUT ENTERCOM, CBS, CBS RADIO, THE PROPOSED TRANSACTIONS AND RELATED MATTERS. Investors and shareholders can obtain free copies of the Disclosure Documents and other documents filed with the SEC by the parties through the website maintained by the SEC at www.sec.gov. In addition, investors and shareholders can obtain free copies of the Disclosure Documents filed with the SEC on Entercom's website at www.entercom.com (for documents filed with the SEC by Entercom) or on CBS's website at www.cbs.com (for documents filed with the SEC by CBS or CBS Radio).

Participants in the Solicitation

Entercom, CBS, CBS Radio and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Entercom in respect of the proposed transactions contemplated by the definitive proxy statement/prospectus. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the stockholders of Entercom in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the definitive proxy statement/prospectus filed with the SEC. Information regarding Entercom's and CBS's directors and executive officers is contained in Entercom's and CBS's respective Annual Reports on Form 10-K for the year ended December 31, 2016, and their Proxy Statements on Schedule 14A, filed on March 17, 2017 and April 7, 2017, respectively, which have been filed with the SEC and can be obtained free of charge from the sources indicated above.

Today's Speakers





David Field President, Chief Executive Officer



Richard Schmaeling EVP and Chief Financial Officer

About "Post-Merger" Entercom Communications Corp.

Entercom Communications Corp. (NYSE: ETM) is a leading American media and entertainment company reaching and engaging over 100 million people each week through its premier collection of highly rated, award winning radio stations, digital platforms and live events. As one of the country's two largest radio broadcasters, Entercom offers integrated marketing solutions and delivers the power of local connection on a national scale reaching close to 90% of persons 12+ in the top 50 markets. Entercom is the #1 creator of live, original, local audio content and the nation's unrivaled leader in radio news and sports.

Agenda

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Transaction Overview

- Creates 2nd largest radio group through the merger of Entercom with CBS Radio in an all-stock Reverse Morris Trust transaction
- CBS Corporation will "split off" CBS Radio to CBS shareholders that choose to participate in the exchange offer, followed by a merger of CBS Radio with Entercom
- Participating CBS shareholders will own ~72% of new Entercom
- David Field will be Chairman and CEO of new Entercom
- Field family to own ~8% of the economics and control ~25% of the vote
- Exchange offer launched October 19, 2017 and is expected to expire on November 16, 2017 at 11:59pm NYC time, unless extended
- Merger may close as early as November 17th
- All necessary regulatory consents and shareholder approvals will be obtained before closing
 - On November 1, 2017, Entercom cleared a key regulatory hurdle. It announced a settlement with the Antitrust Division of the U.S. Department of Justice that will allow Entercom and CBS Radio to move forward with the merger

SECTION 2

New Entercom



Key Value Drivers and Investment Highlights

- Merger transforms Entercom into a leading American media and entertainment company with national scale
 - ✓ One of the country's two largest radio broadcasters
 - ✓ Reaching and engaging over 100 million people each week with premium, unique local content
 - ✓ Combined reach in top markets rivals iHeart's*

Scale-driven national business development

- ✓ Enables Entercom to compete more effectively with other media for a larger share of advertiser dollars
- ✓ Developing robust national business development capacity

• Turnaround CBS Radio

- ✓ CBS Radio undermanaged and lacked vision and energy
- CBS Radio to benefit from new and focused leadership after years of uncertainty and limited investment
- ✓ Comprehensive action plan to drive tangible enhancements and accelerate performance
- Radio poised to benefit from rediscovery and a healthier industry
 - Radio has emerged as America's #1 Reach medium with solid usage trends and ROI data as other media are increasingly disrupted
 - Combined company will have a more effective voice and key leadership role in advocating for the importance of radio
 - ✓ Potential for share shift to radio as frustrated advertisers like P&G rediscover this undervalued medium

Key Value Drivers and Investment Highlights

Unrivaled leader in sports radio

- ✓ Home to more than 40 pro teams and dozens of top college programs
- Strong presence in rapidly-growing digital, events and podcasting businesses
 - ✓ Digital and events businesses both in excess of \$100mm in revenues
 - ✓ #2 player in podcasting business
- \$100mm of expected net cost synergies and capacity to fuel growth
 - ✓ \$100mm in run-rate cost synergies expected within 18 months post-closing, net of investments
 - ✓ >\$30mm of expected capacity to drive ratings, fund innovation and build enhanced capabilities
- Strong balance sheet, powerful FCF generation, expanded market cap and attractive capital returns
 - ✓ Leverage expected to be 3.8x at closing
 - ✓ Increased dividend by 20% to \$0.36 on an annualized basis
 - ✓ \$100mm stock repurchase program authorization
- Attractive divestiture package with tax efficient reinvestment
 - Divesting 19 stations in 7 markets in exchange for 11 stations and \$265mm in anticipated cash proceeds
 - ✓ Anticipated seller's cash multiple of 9.8x
 - ✓ Using \$125mm of proceeds for tax efficient 1031 exchanges to acquire additional stations

Delivering Local Connection on a National Scale

Merger creates 2nd largest U.S. Radio group with 235 stations in 48 markets



A Market Leader in the Radio Industry

Key Highlights

Large Market Focus

- All top 10, 22 of top 25 radio markets
- Coverage of 87% of 12+ population in top 50 radio markets and coverage of 61% of entire U.S. 12+ population⁽¹⁾

Unique and Powerful Portfolio

- #1 or #2 station cluster in over 70% of markets⁽²⁾
- #1 local all sports platform⁽³⁾, home to 44 pro teams and 100+ popular local sports talk shows
- #1 all news radio platform⁽³⁾
- #2 player in rapidly growing podcasting space (after NPR) with ~50mm monthly downloads⁽⁴⁾

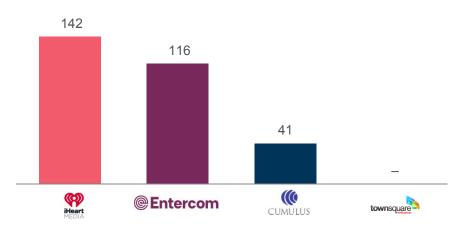
Reach

Entercom

- Stations reach >80mm persons 12+ per week⁽³⁾
- Digital properties reach greater than 40mm internet and mobile unique users per month⁽⁵⁾

#2 Radio Group by Revenue & Audience





2016A Revenue per Station (\$mm)

\$4.0	\$6.6 \$2.6	

Top 25 Radio DMAs as % of Total Stations



Source: Company filings.

- (1) Nielsen Radio Market Survey, Fall 2016, company calculations
- (2) Miller Kaplan and BIA 2016 data, based on revenue and company calculations
- (3) Nielsen persons 12+, M-S, 6a-12m, SP17 data, company calculations
- (4) Cadence13 internal records and Podtrac data
- (5) Google Analytics and Quantcast data January July 2017 pro forma combined data, company calculations

(6) Company filings

\$100mm in clear, achievable net cost synergies expected within 18 months of closing

- Realize about \$40mm in 2018 and \$90mm in 2019, both net of reinvestment
- Expect to generate more than \$30mm in added savings that will be invested back to fuel growth

	Description	Expected Amount
Duplicate Corporate Overhead	 Executive management Administrative functions IT systems & support CBS allocations 	~\$32mm
Station Operations	 Eliminate redundant costs in overlap markets Consolidate operations Rationalize station expenses Realize purchasing savings 	~\$68mm
Integration Costs	 Costs incurred throughout first 18 months post-closing One-time capex to be fully funded from after-tax proceeds from asset sales (e.g., duplicate studio buildings) 	n ~\$40mm in one-time expenses ~\$35mm in capex

Unrivaled Local Sports Platform

Largest Local Sports Fan Base in America

- Unrivaled leadership in sports as broadcast partner to 44 pro teams and numerous college athletic programs
- The nation's leading collection of sports talk stations covering 27 of the top 50 markets.
- Must-listen, highly-engaging content with multigenerational loyal fan bases
- CBS Sports Radio Network[™] content syndicated to 300+ stations

Mike Dee hired as President of Sports

- Former NFL and MLB c-suite executive with Red Sox, Padres and Dolphins
- Focused on pursuing key marketing partnerships, new platform opportunities, distribution and integrated solutions





Note: Representative sample of pro teams and college athletic programs; not a comprehensive list

Strong Legacy CBS Stations, Gold Standard in News Radio

News Format Highlights

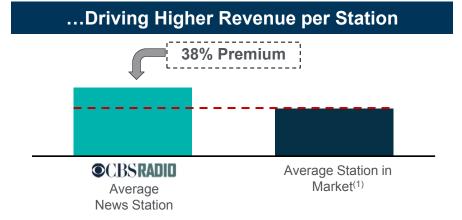
Day's Headlines, Weather and Traffic – Desired Information Source for Commuters

Credible and Trusted Relationship with Community

Premium Advertising Environment

High Income and Desirable Demographics

Unique Product Proposition vs. Disruptors



All News Radio Stations

- #1 rated all news station in all the markets we program the format
- 1010 WINS is the most listened to all news station in the U.S.
- 7 of the top 8 most listened to all news stations in the U.S.

Market Rank	Station	Market	Rank ⁽²⁾
1		New York	#1
2	KNX 10,70 NEWSRADIO	Los Angeles	#1
3	NEWSRADIO 780AU - 169.9FM	Chicago	#1
4		San Francisco	#1
9	KAN IDED	Philadelphia	#1
13	WWJ+950	Detroit	#1

Award-Winning Content...

Since 2013, CBS Radio has won 170 awards for its exceptional content and talent in news radio



(1) Miller Kaplan Arase for full year 2016.

(2) Spring 2017 Nielsen National Regional Database, and Average of the full year 2016 Nielsen individual market reports.

Strong, Growing Digital Platforms

Over \$125mm* in Revenues with Significant Growth Potential

- Expands reach and engagement with unique digital content. Amplifies brand impact through social media integration with influential local onair talent
- Relaunched Radio.com site and app: 250+ stations generating 23 million listening hours/month
- **Eventful:** Local event discovery business with 27 million registered users and 8.5 million monthly unique visitors
- Acquired 45% stake (with option to purchase the remainder) in Cadence13, a leading creator of premium, personality-based podcasts
 - Combined company #2 podcaster

RADIO.COM

• Smart Reach Digital: Digital agency offering a suite of marketing solutions



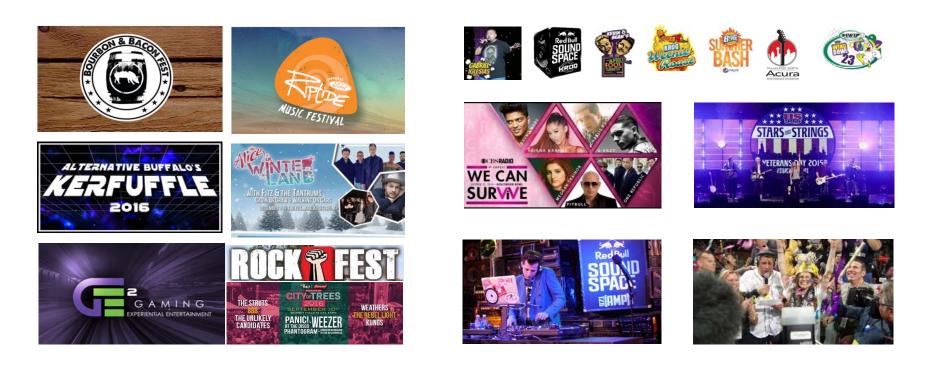
Cadence13



Leading Creator of Live Original Events

Over \$110mm* in Revenues; Providing Unique Experiences, Cultural Connection, Community

- Epic gatherings: Big shows, big stars
- Intimate performances: Big artists and small stages
- · Crafted food and beverage events
- Supported by Eventful (digital local event discovery business)



Energized New Management Team

Leader

Experience

David Field Chief Executive Officer and President	 President of Entercom since 1998 and CEO since 2002; joined the company in 1987 Prior to Entercom, was an investment banker at Goldman, Sachs & Co. in New York Named to Institutional Investor's list of the "Best CEOs in America" three times, recipient of the National Association of Broadcasters' (NAB) National Radio Award and Radio Ink Magazine's Radio Executive of the Year, and named a member of the "Giants in Broadcasting" by the International Radio & Television Society Serves on the Boards of the NAB (Chairman of its Radio Board 2005 – 2007), the National Constitution Center, The Wilderness Society and the Madison Council at the Library of Congress
Weezie Kramer Chief Operating Officer	 COO of Entercom since 2014 Has been with Entercom for over 17 years, and began as a Regional Vice President Prior to that, spent 12 years at CBS Radio where she rose to become VP and Market Manager On the executive committee for the Radio Advertising Bureau (RAB) First woman to receive the Sales Manager of the Year - Radio Wayne award, Mentoring & Inspiring Women in Radio (MIW) Group's Trailblazer award, Radio Ink's Top 20 Most Influential People
Richard Schmaeling <i>Executive Vice</i> <i>President & Chief</i> <i>Financial Officer</i>	 CFO of Entercom since April 2017 Previously served as CFO of LIN Media, Media Math and Travel Leaders Group and VP of Finance for Dow Jones CPA with 30 years of financial management and operations experience in a number of industries Significant experience leading large scale integration programs (e.g., DJ into News Corp, LIN into Media General) Started career with "Big 4" public accounting firm and served in various roles in audit and operations consulting practices
Mike Dee President of Sports	 President of Sports since 2017 Previously was President and CEO of the San Diego Padres, President and CEO of the Miami Dolphins and Sun Life Stadium Spent eight years with the Boston Red Sox, including as the team's Chief Operating Officer Serves on the board of Boston's Pan Mass Challenge and the Frank & Marshall College's advisory board
JD Crowley Executive Vice Presiden Digital Media	 Executive Vice President of Digital Media since 2016 Responsible for CBS radio's digital portfolio including market-focused local websites operated jointly with CBS TV stations, local music and entertainment station websites, streaming service Radio.com, event discovery business Eventful and mobile apps and social media Previously worked for CBS Television Distribution, where he served as Senior Vice President and General Manager of digital media

Key Revenue Growth Drivers: Action Steps

Scale-driven national business development

- ✓ Launching senior national business development team
- ✓ Enhancing customer marketing capabilities
- ✓ Capitalizing on scale and unique positions as #1 in sports, news and original, local audio content

Leveraging unrivaled sports leadership

- ✓ National marketing partnerships and strategic opportunities
- Capitalizing on strong digital, events and podcasting platforms
 - ✓ Leapfrogging to #2 podcast player with new investment in Cadence13
 - ✓ Scale-driven digital opportunities in both product and sales
 - ✓ Scale-driven event opportunities

• Developing strong data, analytics and attribution capabilities

✓ Driving value of our 100mm+ audience

Radio ripe for rediscovery

- Significant opportunity to revalue this massive and thriving yet undervalued and misunderstood medium
- Combined company will have a more effective voice and key leadership role in advocating for the importance of radio

CBS Radio Turnaround: Action Steps

Strong, iconic brands ripe for revitalization

- Impacted by years of uncertainty about future within CBS and minimal investment in core radio product
- ✓ Substantial ratings, revenues and cash flow acceleration opportunities

• New leadership, vision, energy, focus and culture

- ✓ Immediate leadership changes and upgrades in key markets
- ✓ Rolling out best-in-class corporate operating leadership team
 - > Engaged, passionate, servant leadership with high performance standards
- ✓ Establishing an energized, entrepreneurial, can-do, collaborative, learning culture
 - Backed by tangible structural changes (compensation, communications, etc.)
- ✓ Shifting from playing defense to playing offense

• Stronger, revitalized business practices and systems

- ✓ SalesForce, revenue management, Entercom sales execution playbook, etc.
- Major investments in content, listener research and marketing to grow local brands and ratings
 - ✓ Extensive pre-merger research enables rapid enhancements
 - ✓ All funded by cost synergies

CBS Radio Turnaround: Action Steps

Additional top-line accelerators

- ✓ Robust national business development opportunities
- Highlighted growth areas: sports, podcasting, digital marketing solutions, digital platforms, events, industry rediscovery, etc.

• Expect significant improvement in performance over first two years post-closing

- Similar changes in Lincoln Financial Media acquisition drove rapid turnaround and strong revenue growth
- ✓ Entercom revenue CAGR of 2.3% over last 3 years (2013-16) vs. CBS Radio CAGR of -2.1%⁽¹⁾

Case Study: Entercom's 2015 Lincoln Financial Media Acquisition

Background

- Lincoln Financial Media (LFM) operated 16 stations and was owned by Lincoln Financial Group
- Neglected division was unable to attract and retain talent and performance deteriorated
 - 2007: Revenue of \$107 million and BCF of \$50 million
 - 2014: Revenue of \$72 million and BCF of \$10 million (14% margin)

Entercom Acquisition

- Entercom acquired LFM in July 2015 after protracted DOJ regulatory review
- Made Day 1 changes to GM and Sales Managers in each market
- Began immediate implementation of cost actions to improve profitability
- Implemented programming changes to drive ratings and growth in Miami and Atlanta

Results

- Rapid revitalization and return to revenue growth
 - Miami: + 27% revenue growth in 2016
 - San Diego: + 11%
 - Atlanta: + 10%
- Doubled BCF margin to 28% within one year



SECTION 3

The Power of Radio



Radio Reaches 271 Million Weekly Listeners, an All Time High¹

- Radio is America's **#1 Reach Medium**
- Radio is the #1 choice for audio consumption among all demographic groups
- Innovations like Smart Speakers and Mobile Streaming Apps fueling Radio audience growth
- Radio delivers outstanding ROI for advertisers

People want personality, local insight and a feeling of connection—all qualities great DJs on radio stations can share, and streaming sites can't replicate."

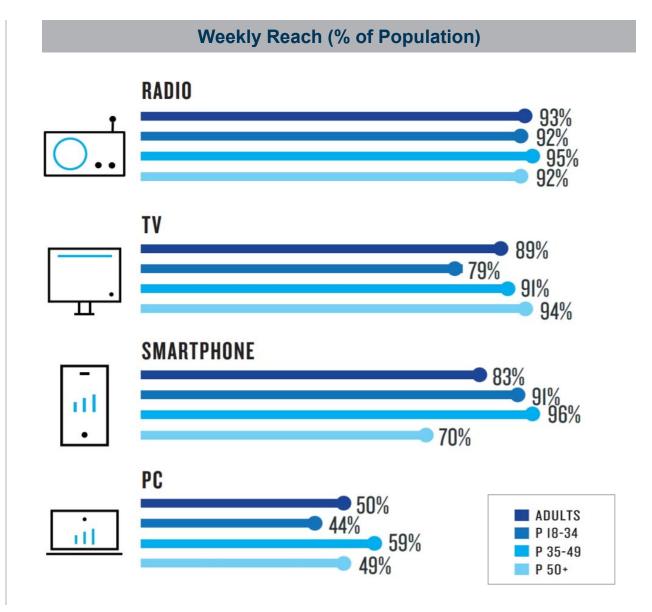
Sir Richard Branson September 17, 2015



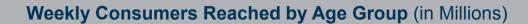
MediaVillage June 6, 2017

Radio is America's #1 Reach Medium

Radio is strong across all demographics, including Gen Z and Millennials, and reaches 271 million Americans each week



Radio's audience is strong and is growing across all demographic groups

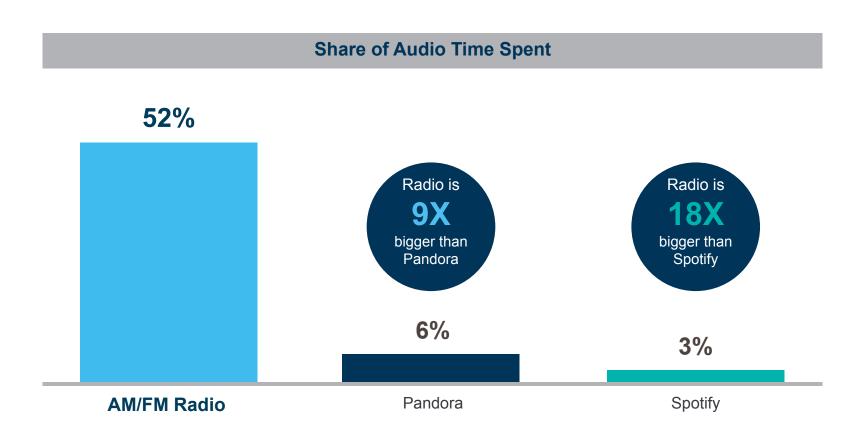




Centercom Source: Nielsen, State of the Media: Audio Today, June 2017

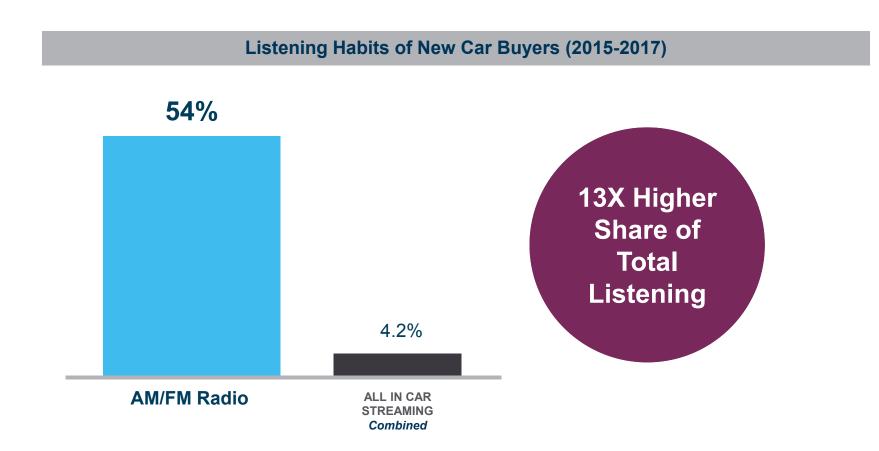
Radio Dominates Audio Consumption

Radio maintains a huge "Share of Ear" advantage versus Pandora and Spotify



Radio Dominates Listening in New Cars

Radio Crushes Pandora and Spotify Combined



Innovation Driving AM/FM Distribution and Listening

Smart Speakers are Remaking the Home a Primary Place to Listen to Radio

Reasons for Wanting a Smart Speaker at Home:

Listen to Music		90%
Listen to News & Information		70%
Discover New Music	53%	
Listen to Talk Radio/Sports Talk	44%	
Listen to Podcasts	40%	
		Amagan

Mobile Apps are Making Radio Accessible Everywhere



Access to over 300 new Entercom FM, AM and streaming stations on Web, iOS and Android, plus podcasts and on demand audio content

+tunein

Access to FM and AM radio stations live on Apple, Android and Google platforms



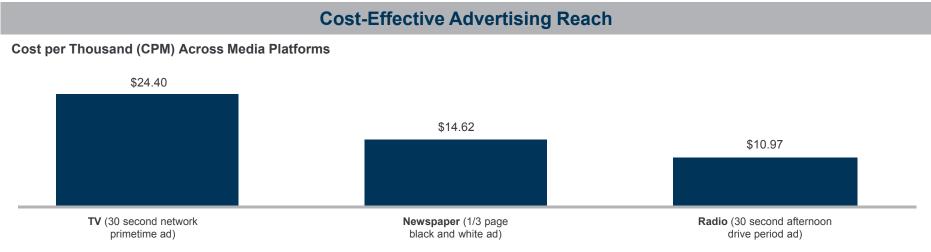
FM radio app with a built in FM chip in smartphones

CENTERCOM Source: The Smart Audio Report from NPR and Edison Research 2017

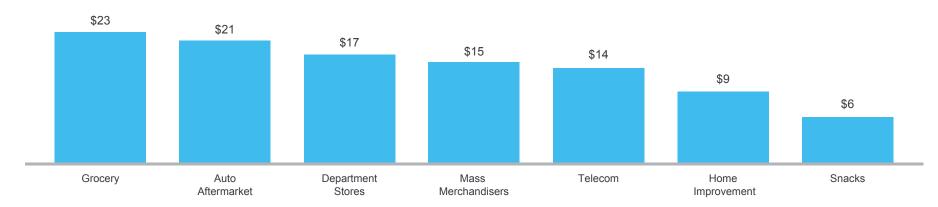
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Strong ROI for Advertisers

Radio is a cost-effective way for advertisers to reach a broad and diverse audience



Delivering High ROI Across Sales Categories



Payback per Dollar Spent on Radio Advertising

Source: Intermedia Dimensions 2016 data (based on national coverage).

Radio: An Inflection Point?

- Bellwether P&G returns to radio seeking reach
- Key local competitors are facings increased scrutiny
 - ✓ Rapidity of local TV ratings erosion (live plus SD) has accelerated, driving CPMs higher
 - Increasing concerns about digital: "95% of advertisers say they're losing money to ad fraud, and 52% estimate it's more than 10% of their ad spend."⁽¹⁾
 - Newspaper print circulation continues rapid decline (in 2016, 10% weekdays, 9% on Sundays⁽²⁾)

iHeart and Cumulus expected to restructure

- Eliminating financial distress headlines that have negatively colored the perception of radio in both the advertising and financial communities
- Combined company will have a more effective voice and key leadership role in advocating for the importance of radio
 - ✓ Industry increasing investment in research and advocacy
- New technologies are being introduced that make radio easier to buy and add enhanced targeting and ROI measurement

SECTION 4

Financial Outlook



Driving Total Shareholder Return

Modest revenue growth, significant cost synergies, powerful operating leverage and minimal capex requirements drive significant FCF expansion

- Expecting annual revenue growth of 2-3% over the next 3 years, driven by:
 - ✓ Scale benefits, growth initiatives, industry enhancement and CBS Radio turnaround
 - ✓ Continued economic growth bolstered by recovery from Irma, Harvey, etc.
 - ✓ Strong political advertising revenues
 - ✓ Entercom revenue CAGR of 2.3% over last 3 years (2013-16) vs. CBS Radio CAGR of -2.1%⁽¹⁾
- \$100mm of expected net cost synergies
 - ✓ Plus more than \$30mm of expected recurring expense capacity to fuel revenue growth
- Reprice CBS Radio's credit facility, potentially saving \$7mm annually
- Use NOLs to reduce effective cash tax rate to low 30s (excluding consideration of potential corporate tax reform and discrete items)
- Target a return of capital payout ratio near top of peer set

Capital Allocation Policy

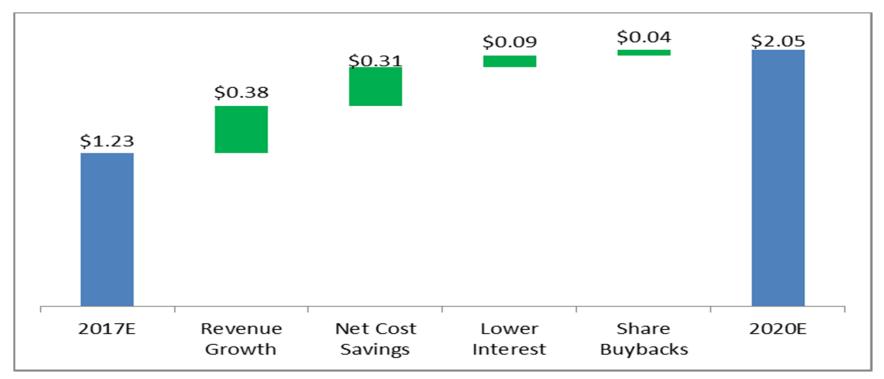


Entercom's objective is to maintain both a strong balance sheet and a strong commitment to returning capital to shareholders

- Target total leverage of ~3.5x
 - ✓ Expect total leverage of 3.8x at closing and to get to 3.5x within a year post-closing
- Target a return of capital payout ratio near the top of our peer set
 - ✓ Increased dividend by 20% to \$0.36 on an annualized basis
 - ✓ Opportunistically repurchase our stock
 - \$100mm stock repurchase program authorization (expect to repurchase ~\$30mm by the end of 2018, subject to market conditions)
- Pursue accretive strategic acquisitions

Projection Scenario: 2017–2020 Free Cash Flow per Share

- EBITDA is projected to grow by 45% from \$368mm in 2017E to \$535mm in 2020 and our EBITDA margin is projected to expand to 31%
- FCF per share projected to increase by 67% to \$2.05 while leverage declines to 2.5x
- Pursue accretive strategic acquisitions and opportunistically repurchase our stock to further drive FCF growth



Note: See Financial Details in the appendix for assumptions

Capitalization of Combined Company

Low weighted average cost of debt – 4.8%

Long-dated maturities

			2017E PF	
(\$ in millions)	Coupon	Maturity	Balance at Closing	Debt / 2017E PF Adj. EBITDA
Cash			\$10	
Revolver (\$250mm Capacity)	L + 225	2022	\$100	0.2x
Term Loan B-1 ⁽¹⁾	L + 275	2024	1,284	2.7x
Total Senior Secured Debt			\$1,384	3.0x
Senior Notes	7.250%	2024	400	0.8x
Total Debt			\$1,784	3.8x
Corporate Ratings			B1 / B+	
2017E PF Adj. EBITDA ⁽²⁾		\$468		

Note: Assumes benefit of anticipated repricing of CBS Radio's credit facility

(1) Outstanding debt as of assumed closing on 11/17/17 reflects anticipated combination of Term B and Term B-1

(2) Includes \$100mm of expected synergies (net of reinvestment) and assumes closing of all divestitures with \$103mm of anticipated cash proceeds used for debt repayment



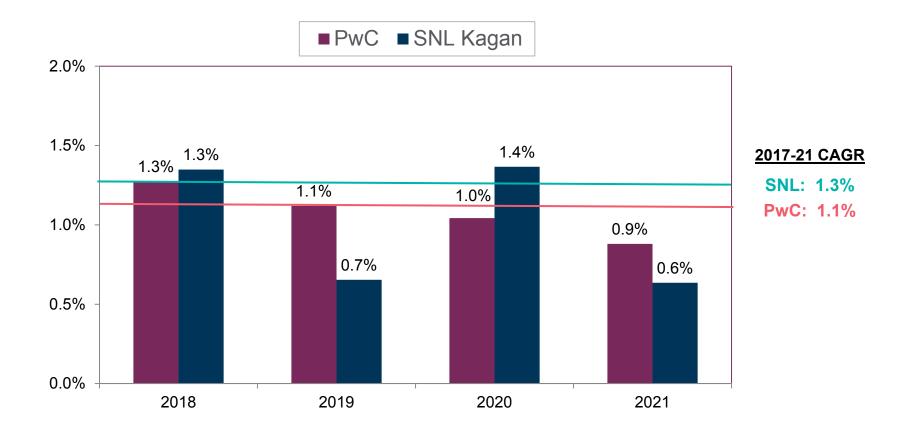


Financial Details



Radio Industry Advertising Projections: PwC and Kagan

PwC & Kagan both project Radio industry advertising growth of slightly over 1% over the next 4 years, assuming that the lion's share of the growth in advertiser's budgets will continue to be allocated to digital media



Cartercom Source: PwC Global Entertainment and Media Outlook 2017-2021, released June 6, 2017; SNL Kagan 2015-2022 Radio Industry Forecast, released August 31, 2017 38

2017E Pro forma Combined

- Projected pro forma combined 2017 EBITDA of \$468mm and FCF, tax adjusted and before net cost synergies, of \$1.23 per share
- Net revenues, as adjusted for divestitures, are projected to be down YoY by 2.2% largely as a result of below peer CBS Radio performance and the soft odd year advertising environment

<u>2017</u>	'E Entero	com + (<u>Radio</u>			
	Ent	Statu		o CBS Radio	Net stitures	Co	mbined
Net Revenue	\$	471	\$	1,166	\$ (52)	\$	1,586
EBITDA		101		278	(11)		1 368
Net cost synergies at run-rate						×	100
Pro forma combined EBITDA % Margin						\$	468 29.5%
Free Cash Flow, Tax Adjusted ⁽¹⁾ and			ergie	<u>s:</u> *			
EBITDA	\$	368					
Cash Interest		(96)					
Preferred dividends Cash taxes		(2) (55)					
Capex		(39)					
FCF	\$	175					
Projected fully diluted shares	<u> </u>	142.3					

Entercom (1) As if merger closed 1/1/17 and existing Entercom Federal NOLs were limited by section 382

Divestitures



We've agreed to divest 19 stations in 7 markets in exchange for 11 stations and \$265mm in anticipated cash proceeds for an effective seller's cash multiple of 9.8x⁽¹⁾

- Swapping into two new markets: Richmond, VA and Chattanooga, TN ۲
- San Francisco and Sacramento (8 stations) being held separately in a divestiture • trust for post-closing sales
 - Received indication of interest for \$195mm \checkmark
- Planned use of proceeds •
 - ✓ \$125mm for section 1031 exchanges to acquire additional stations
 - Repay about \$103mm of debt with remaining after-tax proceeds \checkmark

E>	Expected Net Impact of Divestitures (dollars in millions, based on 2017E)											
\$ millionsNet DispositionsAssumed 1031 Exchanges ⁽²⁾ Net Divestiture Impact												
Revenue	Revenue (\$115) \$63 (\$52)											
Expense	Expense 47(41)											
EBITDA	EBITDA (\$27) \$16 (\$11)											



(1) Expected cash proceeds of \$265mm divided by net divestitures EBITDA sold of \$27mm.

Entercom (2) Assumes stations acquired via 1031 exchanges at a multiple of 8x and that stations have a 25% EBITDA margin.

For purposes of the scenario, we assumed the following:

- Station divestitures close by year end, except for San Francisco and Sacramento, which are expected to operate under a TBA until sold ~6/30/18
- Sell redundant assets (e.g., duplicate studio buildings in overlap markets) and fully fund onetime integration capex (about \$35mm)
- Maintenance capex of ~\$32mm or about 2% of net revenues
- Interest expense reflects the anticipated benefit of repricing CBS Radio's existing term loans to L+275 and the revolver to L+225, saving about \$7mm annually (based on projected debt as of 12/31/17)
- Dividends held flat at \$0.36/share annually and \$30mm in stock repurchases each year
 - ✓ The Company is likely to increase its return of capital payout ratio over time
 - ✓ Fully diluted shares in 2020 are expected to be 141mm
- Remaining ECF used to repay debt
 - ✓ Based on this scenario, total leverage falls to 2.5x at 12/31/20

Entercom Stand-Alone



Entercom (Pre-Merger) Snapshot

- Entercom, founded in 1968, is the 4th largest radio broadcaster in the U.S. with 126 stations in 28 markets
- Differentiated strategy of investing in local talent, content, capabilities, product and culture
- Multi-year track record of industry leading financial performance
- Strong balance sheet with moderate leverage and outstanding free cash flow generation
- Dividend policy that balances debt reduction with capital returns
- Disciplined acquirer with proven track record of successfully integrated acquired stations and realizing targeted synergies

(dollars in millions)

Headquarters	Philadelphia
Stations	126
Markets	28 markets with focus on top 50 markets
Largest Markets	Los Angeles, San Francisco, Boston, Miami, Seattle, San Diego and Denver
2016 Financial Performance: Revenue Adjusted EBITDA ⁽¹⁾ % Margin	\$460 \$115 25%
Market Capitalization ⁽²⁾	\$439
Enterprise Value	\$942

See Selected Financial Data, Fourth Quarter 2016 under the Investors section at <u>www.entercom.com</u> for support Based on 10/31/17 closing price of \$11.05 and 3Q17 full diluted shares of 39.7mm.

Successful M&A Track Record

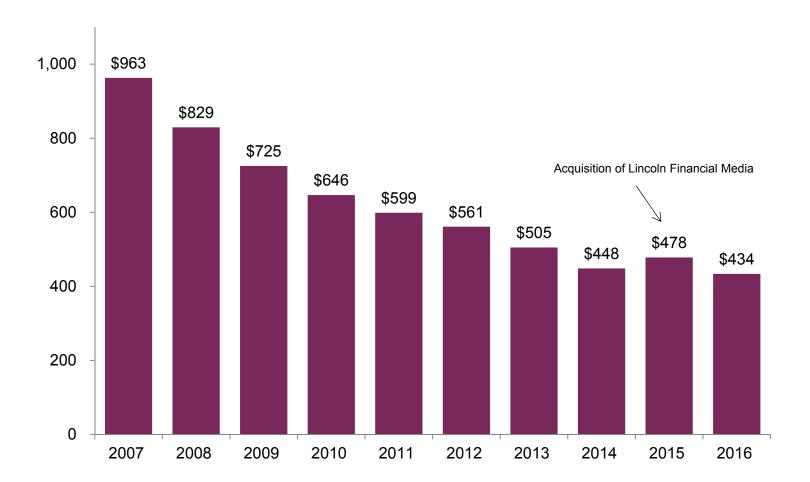
- Entercom has a long track record of disciplined and successful strategic acquisitions
- Focus on transactions that increase exposure to top markets or that strengthen existing market clusters without negatively impacting balance sheet

Target	Year	(\$MM)	Comment
CBS Radio	2017	\$2,490 ⁽¹⁾	Positions ETM as the 2 nd largest radio broadcaster and provides scale needed to compete more effectively with other media
Charlotte, NC Cluster	2016	\$24	Strengthened presence in Carolina region
Lincoln Financial Media	2014	\$105	Underperforming radio group owned by insurance company
KBLX-FM – San Francisco, CA	2012	\$25	Tuck-in acquisition which strengthened San Francisco cluster
Citadel Broadcasting	2011	Considered and passed	Too expensive and pro forma leverage would be too high
Lincoln Financial Media	2007	Considered and passed	Too expensive
4 CBS Radio clusters	2006	\$262	Acquired Austin, Cincinnati, Memphis and Rochester. Swapped Cincinnati cluster for position in San Francisco
ABC Radio	2006	Considered and passed	Too expensive

Entercom (1) Based on ETM's 10/31/17 closing price of \$11.05 and transaction target debt of \$1.37 billion.

Disciplined Use of FCF has Driven Significant Debt Reduction

(dollars in millions)





				Stations	;		E	intercom		CBS
Market		ETM	CBS	Divest	Swap	Combined	Stations	Format	Stations	Format
New York, NY	Total Stns	-	7	-	-	7			WFAN-FM	Sports
1	FM	-	4	-	-	4			WCBS-AM	News
	AM	-	3	-	-	3			WFAN-AM	Sports
									WBMP-FM	Тор 40
									WNEW-FM	Hot AC
									WCBS-FM	Classic Hits
									WINS-AM	News
Los Angeles, CA	Total Stns	1	6	1	-	6	KSWD-FM	Classic Rock	KAMP-FM	Тор 40
2	FM	1	5	1	-	5			KTWV-FM	Rhythmic AC
	AM	-	1	-	-	1			KRTH-FM	Classic Hits
									KROQ-FM	Alternative
									KCBS-FM	Adult Hits
									KNX-AM	News
Chicago, IL	Total Stns	-	7	-	-	7			WBBM-FM	Top 40
3	FM	-	5	-	-	5			WCFS-FM	News
	AM	-	2	-	-	2			WXRT-FM	Adult Album Alternative
									WUSN-FM	Country
									WSCR-AM	Sports
									WJMK-FM	Classic Hits
									WBBM-AM	News
San Francisco, CA	Total Stns	5	6	4	-	7	KBLX-FM	Urban AC	KLLC-FM	Hot AC
4	FM	5	4	4	-	5	KGMZ-FM	Sports	KMVQ FM	Top 40
	AM	-	2	-	-	2	KOIT-FM	AC	KCBS-AM	News
							KRBQ-FM	Rhythmic Hot AC	KITS-FM	Alternative
							KUFX FM	Classic Rock	KFRC-FM	News
									KZDG-AM	Indian talk/music (TBA)
Dallas, TX	Total Stns	-	6	-	-	6			KRLD-FM	Sports
5	FM	-	5	-	-	5			KMVK-FM	Spanish
	AM	-	1	-	-	1			KLUV-FM	Classic Hits
									KVIL-FM	Тор 40
									KJKK-FM	Adult Hits
									KRLD-AM	News/Talk
Houston, TX	Total Stns	-	6	-	-	6			KKHH-FM	Adult Hits
6	FM	-	4	-	-	4			ΚΙΚΚ-ΑΜ	Sports
	AM	-	2	-	-	2			KILT-AM	Sports
									KILT-FM	Country
									KLOL-FM	Spanish
									KHMX-FM	Hot AC

				Stations	5			Entercom		CBS
Market		ETM	CBS	Divest	Swap	Combined	Stations	Format	Stations	Format
Washington, DC	Total Stns	-	6	-	-	6			WJFK-AM	News/Talk
7	FM	-	5	-	-	5			WJFK-FM	Sports
	AM	-	1	-	-	1			WPGC-FM	Rhythmic Top 40
									WLZL-FM	Spanish
									WIAD-FM	Hot AC
									WDCH-FM	Business news (TBA)
Atlanta, GA	Total Stns	1	3	-	-	4	WSTR-FM	Hot AC	WVEE-FM	Urban
8	FM	1	2	-	-	3			WZGC-FM	Sports
	AM	-	1	-	-	1			WAOK-AM	News/Talk
Philadelphia, PA	Total Stns	-	6	-	-	6			WTDY-FM	Adult Contemporary
9	FM	-	4	-	-	4			WXTU-FM	Country
	AM	-	2	-	-	2			WPHT-AM	News/Talk
									WOGL-FM	Classic Hits
									KYW-AM	News
									WIP-FM	Sports
Boston, MA	Total Stns	6	5	5	1	6	WAAF-FM	Active Rock	WBZ FM	Sports
10	FM	4	4	3	1	5	WEEI-AM	Sports	WBZ AM	News
	AM	2	1	2	-	1	WEEI-FM	Sports	WZLX-FM	Classic Rock
							WKAF FM	Urban AC	WBMX-FM	Hot AC
							WRKO-AM	News/Talk	WODS-FM	Top 40
							WMJX-FM	Adult Contemporary		
Miami, FL	Total Stns	4	3	-	-	7	WAXY-AM	Sports	WQAM-AM	Sports
11	FM	3	2	-	-	5	WLYF-FM	AC	WPOW-FM	Top 40
	AM	1	1	-	-	2	WMXJ-FM	Classic Hits	WKIS-FM	Country
							WSFS-FM	Alternative		
Detroit, MI	Total Stns	-	6	-	-	6			WYCD-FM	Country
12	FM	-	4	-	-	4			WDZH-FM	Top 40
	AM	-	2	-	-	2			WXYT-FM	Sports
									WXYT-AM	Sports
									WWJ-AM	News
			_		_				WOMC-FM	Classic Hits
Seattle, WA	Total Stns	4	4	3	-	5	KHTP-FM	Hot AC	KJAQ FM	Adult Hits
13	FM	4	3	2	-	5	KISW-FM	Active Rock	KZOK-FM	Classic Rock
	AM	-	1	1	-	-	KKWF-FM	Country	KFNQ AM	Sports
							KNDD-FM	Alternative	KMPS-FM	Country
Phoenix, AZ	Total Stns	-	3	-	-	3			KALV-FM	Top 40
14	FM	-	3	-	-	3			KOOL-FM	Classic Hits
	AM	-	-	-	-	-			KMLE-FM	Country



				Stations	;		E	Intercom		CBS			
Market		ETM	CBS	Divest	Swap	Combined	Stations	Format		Stations	Format		
Minneapolis, MN	Total Stns	-	3	-	-	3				KMNB-FM	Country		
16	FM	-	2	-	-	2			۱ I	WCCO-AM	News/Talk		
	AM	-	1	-	-	1				KZJK-FM	Adult Hits		
San Diego, CA	Total Stns	4	2	1	-	5	KBZT-FM	Alternative		KYXY-FM	Adult Contemporary		
17	FM	4	2	1	-	5	KSON-FM	Country		KEGY-FM	Top 40		
	AM	-	-	-	-	-	KSOQ-FM	Country					
							KXSN-FM	AC					
Denver, CO	Total Stns	4	-	-	-	4	KALC-FM	Hot AC					
18	FM	3	-	-	-	3	KEZW-AM	Oldies					
	AM	1	-	-	-	1	KQKS-FM	Rhythmic CHR					
							KQMT-FM	Adult Rock					
Baltimore, MD	Total Stns	-	4	-	-	4				WJZ-FM	Sports		
21	FM	-	3	-	-	3			V V	VWMX-FM	Top 40		
	AM	-	1	-	-	1				WLIF-FM	Adult Contemporary		
										WJZ-AM	Sports		
St Louis, MO	Total Stns	-	3	-	-	3				KYKY-FM	Hot AC		
22	FM	-	2	-	-	2				KMOX-AM	News/Talk		
	AM	-	1	-	-	1				KEZK-FM	Adult Contemporary		
Portland, OR	Total Stns	7	-	-	-	7	KFXX-AM	Sports					
23	FM	5	-	-	-	5	KGON-FM	Classic Rock					
	AM	2	-	-	-	2	KMTT-AM	Sports					
							KNRK-FM	Alternative					
							KRSK-FM	Hot AC					
							KWJJ-FM	Country					
							KYCH-FM	Adult Hits					
Charlotte, NC	Total Stns	4	-	-	-	4	WBT-AM	News/Talk/Sports					
24	FM	2	-	-	-	2	WBT-FM	News/Talk/Sports					
	AM	2	-	-	-	2	WFNZ-AM	Sports Talk					
							WLNK-FM	Hot AC					
Riverside, CA	Total Stns	-	4	-	-	4				KVFG-FM	Classic Hits		
25	FM	-	3	-	-	3				KFRG-FM	Country		
	AM	-	1	-	-	1				KXFG-FM	Country		
					_					KRAK-AM	Sports		
Pittsburgh, PA	Total Stns	-	4	-	-	4				WDSY-FM	Country		
27	FM	-	3	-	-	3				WBZZ-FM	Hot AC		
	AM	-	1	-	-	1				KDKA-FM	Sports		
										KDKA-AM	News/Talk		

				Stations	5			E	Intercom		CBS
Market		ETM	CBS	Divest	Swap	Combined	-	Stations	Format	 Stations	Format
Sacramento, CA	Total Stns	5	5	4	-	6	ſ	KIFM-AM	Sports	KHTK-AM	Sports
28	FM	4	4	3	-	5		KKDO-FM	Alternative	KSFM-FM	Rhythmic Top 40
	AM	1	1	1	-	1		KRXQ-FM	Active Rock	KNCI-FM	Country
								KSEG-FM	Classic Rock	KYMX FM	Adult Contemporary
								KUDL-FM	CHR	KZZO-FM	Hot AC
Las Vegas, NV	Total Stns	-	6	-	-	6				KXTE-FM	Alternative
30	FM	-	4	-	-	4				KXNT-AM	News/Talk
	AM	-	2	-	-	2				KXST-AM	Sports
										KXQQ-FM	Rhythmic AC
										KLUC-FM	Тор 40
										KMXB-FM	Hot AC
Orlando, FL	Total Stns	-	3	-	-	3				WOCL-FM	Classic Hits
32	FM	-	3	-	-	3				WQMP-FM	Тор 40
	AM	-	-	-	-	-				WOMX-FM	Hot AC
Cleveland, OH	Total Stns	-	4	-	-	4				WDOK-FM	Adult Contemporary
33	FM	-	4	-	-	4				WKRK-FM	Sports
	AM	-	-	-	-	-				WNCX-FM	Classic Rock
										WQAL-FM	Hot AC
Austin, TX	Total Stns	3	-	-	-	3		KAMX-FM	Hot AC		
34	FM	2	-	-	-	2		KJCE-AM	News/Talk		
	AM	1	-	-	-	1		KKMJ-FM	AC		
Kansas City, MO	Total Stns	9	-	-	-	9		KCSP-AM	Sports		
35	FM	5	-	-	-	5		KMBZ-AM	Talk		
	AM	4	-	-	-	4		KMBZ-FM	News/Talk		
								KQRC-FM	Active Rock		
								KRBZ-FM	Alternative		
								KWOD-AM	Sports/Talk		
								KYYS-AM	Regional Mexican		
								KZPT-FM	Hot AC		
								WDAF-FM	Country		
Indianapolis, IN	Total Stns	3	-	-	-	3		WNTR-FM	AC		
39	FM	2	-	-	-	2		WXNT-AM	Sports		
	AM	1	-	-	-	1		WZPL-FM	CHR		
Milwaukee, WI	Total Stns	3	-	-	-	3		WMYX-FM	Hot AC		
41	FM	2	-	-	-	2		WSSP-AM	Sports		
	AM	1	-	-	-	1		WXSS-FM	CHR		
Providence, RI	Total Stns	1	-	-	-	1		WVEI-FM	Sports		
44	FM	1	-	-	-	1					
	AM	-	-	-	-	-					



				Stations	;			Entercom		CBS
Market		ETM	CBS	Divest	Swap	Combined	Stations	Format	Stations	Format
Norfolk, VA	Total Stns	4	-	-	-	4	WNVZ-FM	Rhythmic CHR		
45	FM	4	-	-	-	4	WPTE-FM	Hot AC		
	AM	-	-	-	-	-	WVKL-FM	Urban AC		
							WWDE-FM	AC		
Greensboro, NC	Total Stns	6	-	-	-	6	WEAL-AM	Gospel		
46	FM	4	-	-	-	4	WJMH-FM	Rhythmic CHR		
	AM	2	-	-	-	2	WPAW-FM	Country		
							WPET-AM	Gospel		
							WQMG-FM	Urban AC		
							WSMW-FM	Adult Hits		
New Orleans, LA	Total Stns	6	-	-	-	6	WEZB-FM	CHR		
49	FM	4	-	-	-	4	WKBU-FM	Classic Rock		
	AM	2	-	-	-	2	WLMG-FM	AC		
							WWL-AM	News/Talk/Sports		
							WWL-FM	News/Talk/Sports		
							WWWL-AM	Urban AC		
Memphis, TN	Total Stns	6	-	-	-	6	WLFP-FM	Country		
51	FM	4	-	-	-	4	WMC-AM	Sports		
	AM	2	-	-	-	2	WMC-FM	Hot AC		
							WMFS-AM	Sports		
							WMFS-FM	Sports		
							WRVR-FM	AC		
Hartford, CT	Total Stns	-	4	-	-	4			WZMX-FM	Rhythmic Top 40
52	FM	-	3	-	-	3			WTIC-FM	Hot AC
	AM	-	1	-	-	1			WTIC-AM	News/Talk
									WRCH-FM	Adult Contemporary
Richmond, VA	Total Stns	6	-	-	6	6	WRVA-AM	News/Talk/Sports		
54	FM	4	-	-	4	4	WRXL-FM	Alternative Rock		
	AM	2	-	-	2	2	WTVR-FM	Adult Contemporary		
							WBTJ-FM	Mainstream Urban		
							WRNL-AM	Sports		
							WRVQ-FM	Contemporary Hit Radio		
Buffalo, NY	Total Stns	7	-	-	-	7	WBEN-AM	News/Talk		
57	FM	3	-	-	-	3	WGR-AM	Sports		
	AM	4	-	-	-	4	WKSE-FM	CHR		
							WLKK-FM	Alternative		
							WTSS-FM	Hot AC		
							WWKB-AM	Sports		
							WWWS-AM	Rhythmic Oldies		



				Stations	;		E	Intercom		CBS
Market		ETM	CBS	Divest	Swap	Combined	Stations	Format	Stations	Format
Rochester, NY	Total Stns	5	-	-	-	5	WBEE-FM	Country		
58	FM	4	-	-	-	4	WBZA-FM	Classic Hits		
	AM	1	-	-	-	1	WCMF-FM	Classic Rock		
							WPXY-FM	CHR		
							WROC-AM	Sports		
Greenville, SC	Total Stns	7	-	-	-	7	WFBC-FM	CHR		
59	FM	5	-	-	-	5	WORD-AM	Sports		
	AM	2	-	-	-	2	WROQ-FM	Classic Rock		
							WSPA-FM	AC		
							WTPT-FM	Active Rock		
							WYRD-AM	Sports		
							WYRD-FM	News/Talk		
Wilkes-Barre, PA	Total Stns	9	-	1	-	8	WBZU-AM	News/Talk/Sports		
76	FM	6	-	1	-	5	WGGI FM	Country		
	AM	3	-	-	-	3	WGGY-FM	Country		
							WILK-AM	News/Talk/Sports		
							WILK-FM	News/Talk/Sports		
							WKRF-FM	CHR		
							WKRZ-FM	CHR		
							WKZN-AM	News/Talk/Sports		
							WMQX-FM	Classic Hits		
Chattanooga, TN	Total Stns	4	-	-	4	4	WKXJ-FM	Тор 40		
87	FM	4	-	-	4	4	WLND-FM	Adult Hits		
	AM	-	-	-	-	-	WRXR-FM	Mainstream Rock		
							WUSY-FM	Mainstream Urban		
Gainesville, FL	Total Stns	2	-	-	-	2	WKTK-FM	AC		
88	FM	2	-	-	-	2	WSKY-FM	News/Talk		
	AM	-	-	-	-	-				
Springfield, MA	Total Stns	1	-	-	-	1	WWEI-FM	Sports		
96	FM	1	-	-	-	1				
	AM	-	-	-	-	-				
Madison, WI	Total Stns	3	-	-	-	3	WMHX-FM	Hot AC		
101	FM	3	-	-	-	3	WMMM-FM	Adult Rock		
	AM	-	-	-	-	-	WOLX-FM	Classic Hits		

				Stations	6		E	ntercom		CBS
Market		ETM	CBS	Divest	Swap	Combined	Stations	Format	Stations	Format
Wichita, KS	Total Stns	6	-	-	-	6	KDGS-FM	Rhythmic CHR		
105	FM	4	-	-	-	4	KEYN-FM	Classic Hits		
	AM	2	-	-	-	2	KFBZ-FM	Hot AC		
							KFH-AM	Sports		
							KNSS-AM	News/Talk		
							KNSS-FM	News/Talk		
Worcester, MA	Total Stns	1	-	-	-	1	WVEI-AM	Sports		
117	FM	-	-	-	-	-				
	AM	1	-	-	-	1				
Palm Springs, CA	Total Stns	-	1	-	-	1			KEZN-FM	Adult Contemporary
132	FM	-	1	-	-	1				
	AM	-	-	-	-	-				