

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2009
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>WESTWOOD ONE INCORPORATED NON-CONTRIBUTORY SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>004</u> 1c Effective date of plan <u>12/01/1984</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>WESTWOOD ONE, INC.</u> <u>40 WEST 57TH STREET, 15TH FLOOR</u> <u>NEW YORK, NY 10019</u>	2b Employer Identification Number (EIN) <u>95-3980449</u> 2c Sponsor's telephone number <u>212-641-2000</u> 2d Business code (see instructions) <u>515100</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>09/29/2010</u>	<u>CAROLYN JONES</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") WESTWOOD ONE, INC. 40 WEST 57TH STREET, 15TH FLOOR NEW YORK, NY 10019	3b Administrator's EIN 95-3980449 3c Administrator's telephone number 212-641-2000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	491
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	460
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	40
d Subtotal. Add lines 6a , 6b , and 6c	6d	500
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	500
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	280
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 3D 3H 2F 2G 2S 2J 2E

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<div>A Name of plan</div> <div>WESTWOOD ONE INCORPORATED NON-CONTRIBUTORY SAVINGS PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶ 004</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>WESTWOOD ONE, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>95-3980449</div>

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SUNTRUST BANK

25 PARK PLACE
ATLANTA, GA 30303

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	49	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A Name of plan WESTWOOD ONE INCORPORATED NON-CONTRIBUTORY SAVINGS PLAN	B Three-digit plan number (PN) ► 004
C Plan sponsor's name as shown on line 2a of Form 5500 WESTWOOD ONE, INC.	D Employer Identification Number (EIN) 95-3980449

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	0	10185
(9) Value of interest in common/collective trusts	1c(9)	329836	408286
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1571715	2020957
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1901551	2439428

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1901551	2439428
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	327893	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		327893

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	165	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		165
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	33423	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		33423
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		39192
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		361168
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		761841

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	223915	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		223915
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	49	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		49
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		223964

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		537877
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BECHER, DELLA TORRE, GITTO & CO.**

(2) EIN: **22-2625944**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>WESTWOOD ONE INCORPORATED NON-CONTRIBUTORY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WESTWOOD ONE, INC.</u>	D Employer Identification Number (EIN) <u>95-3980449</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-3691658</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**Westwood One, Inc.
Non-Contributory Savings Plan**

**Financial Statements and Supplemental Schedule
December 31, 2009 and 2008**



Westwood One, Inc. Non-Contributory Savings Plan
Index of
Financial Statements and Supplemental Schedule

	<u>Page</u>
Independent Auditor's Report	2
Financial Statements:	
Statements of Net Assets Available for Benefits at December 31, 2009 and 2008	3
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2009 and 2008	4
Notes to Financial Statements	5-12
Supplemental Schedule:	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	13

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.



BECHER
DELLA TORRE
GITTO & COMPANY

Certified Public Accountants
A PROFESSIONAL CORPORATION

76 North Walnut Street
Ridgewood, New Jersey 07450
201-652-4040
fax: 201-652-0401
www.bdgcpa.com

Independent Auditor's Report

To the Compensation Committee and Participants of the
Westwood One, Inc. Non-Contributory Savings Plan

We were engaged to audit the financial statements of the Westwood One, Inc. Non-Contributory Savings Plan (the "Plan") as of December 31, 2009 and 2008 and for the years then ended and the supplemental schedule as of December 31, 2009, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Becher, Della Torre, Gitto & Company

Ridgewood, NJ
September 15, 2010

Westwood One, Inc. Non-Contributory Savings Plan
Statements of Net Assets Available For Benefits
At December 31,

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value	\$ 2,429,243	\$ 1,901,551
Loans to participants	<u>10,185</u>	<u>-</u>
Net assets available for benefits at fair value	2,439,428	1,901,551
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts (Notes 2, 5 and 8)	<u>(7,505)</u>	<u>(395)</u>
Net assets available for benefits	<u><u>\$ 2,431,923</u></u>	<u><u>\$ 1,901,156</u></u>

The accompanying notes are an integral part of the financial statements.

Westwood One, Inc. Non-Contributory Savings Plan
Statements of Changes in Net Assets Available for Benefits
For the years ended December 31,

	<u>2009</u>	<u>2008</u>
Additions to net assets attributed to:		
Investment income:		
Net appreciation / (depreciation) in value of investments*	\$ 393,250	\$ (919,221)
Interest and dividends	<u>33,588</u>	<u>55,995</u>
Total investment income / (loss)	<u>426,838</u>	<u>(863,226)</u>
Contributions:		
Participant	<u>327,893</u>	<u>329,679</u>
Total contributions	<u>327,893</u>	<u>329,679</u>
Total additions (deductions)	754,731	(533,547)
Deductions from net assets attributed to:		
Benefits paid to participants	223,915	186,309
Administrative expenses	<u>49</u>	<u>503</u>
Total deductions	<u>223,964</u>	<u>186,812</u>
Net increase (decrease)	530,767	(720,359)
Net assets available for benefits, beginning of year	<u>1,901,156</u>	<u>2,621,515</u>
Net assets available for benefits, end of year	<u>\$ 2,431,923</u>	<u>\$ 1,901,156</u>

* The net appreciation (depreciation) in value of investments is presented at fair value with the exception of the fully benefit-responsive investment contract, which is presented at contract value.

The accompanying notes are an integral part of the financial statements.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

1. Description of the Plan

The following description of the Westwood One, Inc. Non-Contributory Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan and was amended to conform to Section 401(a) and 401(k) of the Internal Revenue Code, effective June 1, 1987, and subsequently amended and restated effective December 1, 1997. The Plan was amended effective January 1, 2007 to change the Plan Year to a calendar year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Participation in the Plan is available to all employees of Westwood One, Inc. and its subsidiaries (the “Company”) who are represented by either the Westwood One American Federation of Television and Radio Artists (“AFTRA”) Network or the Westwood One International Brotherhood of Electrical Workers (“IBEW”) Network and have completed three consecutive months of service with the Company. Employees may commence participation in the Plan on the first day of the month following the three consecutive months of service in which the employee becomes eligible to participate. Effective June 1, 2009, Westwood One, Inc. has elected to permit participants to borrow from their account balances under the Plan.

The Compensation Committee (the “Plan Administrator”), which is appointed by the Company, has responsibility for the investment activities of the Plan. SunTrust Bank (the “trustee”) held Plan investment assets at December 31, 2009 and 2008. SunTrust Bank executed investment transactions for the Plan for the years ended December 31, 2009 and 2008.

The Company has contracted within SunTrust Retirement Services to maintain the individual participant account balances. Each participant’s account is credited with the participant’s contribution and an allocation of (a) the company’s contribution and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based upon participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Employee Contributions

The Plan allows participants to contribute six percent of their eligible compensation, and subject to limitations, participants may contribute an additional six percent.

Vesting

Participants are fully vested in their voluntary contributions and the related earnings at all times.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Participant Loans

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of the vested account balance. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate at the time of the loan plus one percent. Principal and interest are repaid ratably through monthly payroll deductions.

Distributions

When participants reach their normal retirement date (age 65) and separate from service, die, or become totally disabled, they are entitled to retirement income or death benefits based upon their individual account balances. If a participant's employment is terminated prior to retirement, the vested portion of their individual account balances can be distributed in equal monthly or annual cash installments, or a lump sum cash payment. Under certain conditions, terminated participants may elect to allow the vested balance of their accounts to remain in the Plan until a later date. Included in net assets available for benefits at December 31, 2009 and 2008 were \$440,042 and \$277,765, respectively, related to future amounts to be paid to former employees who participated in the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Company's Board of Directors has the right under the Plan at any time to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all Plan assets will be held by the trustee for distribution to the participants.

Administrative Expenses

Trust management fees and other administrative expenses are charged to the Plan and at the discretion of the Plan administrator, such costs may be reimbursed by the Company. For the years ended December 31, 2009 and 2008, trustee management fees and other administrative expenses were borne by the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements and supplemental schedule of the Plan are prepared on the accrual basis of accounting.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Summary of Significant Accounting Policies (continued)

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Accounting for Uncertainty in Income Taxes

The Financial Accounting Standards Board ("FASB") issued an interpretation regarding Accounting for Uncertainty in Income Taxes. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB ASC 740-10, *Accounting for Income Taxes*, and is effective for fiscal years beginning after December 15, 2008. The Plan adopted the provisions of this pronouncement and the adoption did not impact the amounts reported in the Plan's financial statements.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

3. Tax Status of the Plan

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated August 26, 2002, stating that the form of the Plan is qualified under Section 401 of the Internal Revenue Code (IRC), and, therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2005-6 and Announcement 2001-77, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

4. Summary of Financial Data Certified by the Trustee

The Plan's trustee, SunTrust Bank, has certified that the Plan's investment balances and transactions as of and for the years ended December 31, 2009 and 2008, are complete and accurate.

5. Investments

The following investments represent 5 percent or more of the Plan's net assets as of December 31,

	<u>2009</u>	<u>2008</u>
Federated Capital Appreciation Fund A	\$ 511,404	\$ -
MFS Research Bond Fund - A	376,456	270,202
American Funds EuroPacific Growth Fd R5	351,483	-
SunTrust Retirement Stable Asset Fund	351,076 **	320,619 **
RidgeWorth Mid-Cap Core Equity I Fund	341,538	320,644
Goldman Sachs Structured US Equity A Fund	-	436,436
Putnam International Equity Fund - A	-	288,481

** The amount represents contract value for the investment.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Investments (continued)

For the years ended December 31, 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2009	2008
Mutual funds	\$ 361,169	\$ (925,284)
Collective income trust funds	32,081	6,063
	<u>\$ 393,250</u>	<u>\$ (919,221)</u>

6. Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Fair Value Measurements (continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Collective income trust funds: Valued at the NAV and is based upon the market value of its underlying investments.

Participant loans: Valued at amortized cost, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 2,020,957	\$ -	\$ -	\$ 2,020,957
Collective income trusts	-	408,286	-	408,286
Participant loans	-	-	10,185	10,185
Total assets at fair value	<u>\$ 2,020,957</u>	<u>\$ 408,286</u>	<u>\$ 10,185</u>	<u>\$ 2,439,428</u>

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 1,571,715	\$ -	\$ -	\$ 1,571,715
Collective income trusts	<u>-</u>	<u>329,836</u>	<u>-</u>	<u>-</u>
Total assets at fair value	<u>\$ 1,571,715</u>	<u>\$ 329,836</u>	<u>\$ -</u>	<u>\$ 1,571,715</u>

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

	<i>Level 3 Assets</i> <i>Year Ended</i> <i>December 31, 2009</i> <i>Participant loans</i>
Balance, beginning of year	\$ -
Realized gains/(losses)	-
Unrealized gains/(losses) relating to instruments still held at the reporting date	-
Purchases, sales, issuances and settlements (net)	<u>10,185</u>
Balance, end of year	<u>\$ 10,185</u>

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

7. Risk and Uncertainties

The Plan provides for various investment options in any combination of stocks, mutual funds, and other investment securities. Certain investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to Form 5500:

	2009	2008
Net assets available for benefits per the financial statements	\$ 2,431,923	\$ 1,901,156
Adjustment from fair value to contract value for fully benefit-responsive investments contracts	7,505	395
Net assets available for benefits per the Form 5500	<u>\$ 2,439,428</u>	<u>\$ 1,901,551</u>

The following is a reconciliation of investment income (loss) per the financial statements for the years ended December 31, 2009 and 2008 to Form 5500:

	2009	2008
Total investment income per the financial statements	\$ 426,838	\$ (863,226)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	7,110	(784)
Total investment income per the Form 5500	<u>\$ 433,948</u>	<u>\$ (864,010)</u>

9. Subsequent Events

The Plan has evaluated subsequent events through September 15, 2010, the date which the financial statements were available to be issued.

Westwood One, Inc. Non-Contributory Savings Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

Plan sponsor's employer identification number: 95-3980449
Plan number: 004

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Federated Capital Appreciation Fund A	Open End Mutual Fund	*	\$ 511,404
	MFS Research Bond Fund - A	Open End Mutual Fund	*	376,456
	American Funds EuroPacific Growth Fd R5	Open End Mutual Fund	*	351,483
	SunTrust Retirement Stable Asset Fund	Collective Income Trust Fund	*	358,581
	RidgeWorth Mid-Cap Core Equity I Fund	Open End Mutual Fund	*	341,538
	Royce Value Fund Service	Open End Mutual Fund	*	80,728
	American Funds Growth Fund of America	Open End Mutual Fund	*	73,146
	T. Rowe Price Retirement 2040 Fund	Open End Mutual Fund	*	68,468
	T. Rowe Price Retirement 2030 Fund	Open End Mutual Fund	*	65,208
	SunTrust Retirement 500 Index Fund Class B	Collective Income Trust Fund	*	49,705
	T. Rowe Price Retirement 2020 Fund	Open End Mutual Fund	*	47,175
	MFS Value R3 Fund	Open End Mutual Fund	*	41,235
	T. Rowe Price Retirement 2010 Fund	Open End Mutual Fund	*	36,851
	RidgeWorth Prime Quality Money Market I	Money Market Fund	*	21,804
	RidgeWorth S-T US Treasury Securities I	Open End Mutual Fund	*	5,461
**	Participant Loans	4.25%, various maturities	-	10,185
	Total			<u>\$ 2,439,428</u>

* Cost omitted for participant directed investments.

** Party-in-interest - Westwood One, Inc. is the Plan Administrator.

ASSETS HELD FOR INVESTMENT PURPOSES

Westwood One Incorporated Non-Contributory Savings Plan
01-JAN-09 to 31-DEC-09

01-FEB-10 07:06:53

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IRERFX			306,409.12	351,483.38
IRYVFX			73,700.83	80,727.65
ISU-MC			454,798.31	341,538.30
IRGACX			76,157.73	73,146.31
IFEDEX			463,547.15	511,404.34
IMEIHX			32,885.05	41,235.35
ISU-50B			37,571.95	49,704.67
IRRTAX			30,483.12	36,850.63
IRRTBX			44,783.11	47,174.96
IRRTCX			71,641.70	65,207.57
IRRTDX			68,774.19	68,467.56
IMRBFX			371,058.56	376,455.97
ISU-UST			5,493.50	5,461.34
ISU-PMM			21,803.76	21,803.76
ISU-SAF			326,561.96	351,076.31
			2,385,670.04	2,421,738.10
PARTICIPANT LOANS	VARIOUS	4.250-4.250	10,185.05	10,185.05

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 953980449

LEGEND

INVESTMENT OPTION:

IRERFX American Funds EuroPacific Growth Fd R5
ISU-MC RidgeWorth Mid-Cap Core Equity I
IFEDEX Federated Capital Appreciation Fund A
ISU-50B SunTrust Retirement 500 Index Fd Class B
IRRTBX T. Rowe Price Retirement 2020 Fund - R
IRRTDX T. Rowe Price Retirement 2040 Fund - R
ISU-UST RidgeWorth S-T US Treasury Securities I
ISU-SAF SunTrust Retirement Stable Asset Class B

IRYVFX Royce Value Fund Service
IRGACX American Funds Growth Fund of America R3
IMEIHX MFS Value R3
IRRTAX T. Rowe Price Retirement 2010 Fund - R
IRRTCX T. Rowe Price Retirement 2030 Fund - R
IMRBFX MFS Research Bond Fund - A
ISU-PMM RidgeWorth Prime Quality Money Market I

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year

**Westwood One, Inc.
Non-Contributory Savings Plan**

**Financial Statements and Supplemental Schedule
December 31, 2009 and 2008**



Westwood One, Inc. Non-Contributory Savings Plan
Index of
Financial Statements and Supplemental Schedule

	<u>Page</u>
Independent Auditor's Report	2
Financial Statements:	
Statements of Net Assets Available for Benefits at December 31, 2009 and 2008	3
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2009 and 2008	4
Notes to Financial Statements	5-12
Supplemental Schedule:	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	13

Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.



BECHER
DELLA TORRE
GITTO & COMPANY

Certified Public Accountants
A PROFESSIONAL CORPORATION

76 North Walnut Street
Ridgewood, New Jersey 07450
201-652-4040
fax: 201-652-0401
www.bdgcpa.com

Independent Auditor's Report

To the Compensation Committee and Participants of the
Westwood One, Inc. Non-Contributory Savings Plan

We were engaged to audit the financial statements of the Westwood One, Inc. Non-Contributory Savings Plan (the "Plan") as of December 31, 2009 and 2008 and for the years then ended and the supplemental schedule as of December 31, 2009, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by SunTrust Bank, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Becher, Della Torre, Gitto & Company

Ridgewood, NJ
September 15, 2010

Westwood One, Inc. Non-Contributory Savings Plan
Statements of Net Assets Available For Benefits
At December 31,

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value	\$ 2,429,243	\$ 1,901,551
Loans to participants	<u>10,185</u>	<u>-</u>
Net assets available for benefits at fair value	2,439,428	1,901,551
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts (Notes 2, 5 and 8)	<u>(7,505)</u>	<u>(395)</u>
Net assets available for benefits	<u><u>\$ 2,431,923</u></u>	<u><u>\$ 1,901,156</u></u>

The accompanying notes are an integral part of the financial statements.

Westwood One, Inc. Non-Contributory Savings Plan
Statements of Changes in Net Assets Available for Benefits
For the years ended December 31,

	<u>2009</u>	<u>2008</u>
Additions to net assets attributed to:		
Investment income:		
Net appreciation / (depreciation) in value of investments*	\$ 393,250	\$ (919,221)
Interest and dividends	<u>33,588</u>	<u>55,995</u>
Total investment income / (loss)	<u>426,838</u>	<u>(863,226)</u>
Contributions:		
Participant	<u>327,893</u>	<u>329,679</u>
Total contributions	<u>327,893</u>	<u>329,679</u>
Total additions (deductions)	754,731	(533,547)
Deductions from net assets attributed to:		
Benefits paid to participants	223,915	186,309
Administrative expenses	<u>49</u>	<u>503</u>
Total deductions	<u>223,964</u>	<u>186,812</u>
Net increase (decrease)	530,767	(720,359)
Net assets available for benefits, beginning of year	<u>1,901,156</u>	<u>2,621,515</u>
Net assets available for benefits, end of year	<u>\$ 2,431,923</u>	<u>\$ 1,901,156</u>

* The net appreciation (depreciation) in value of investments is presented at fair value with the exception of the fully benefit-responsive investment contract, which is presented at contract value.

The accompanying notes are an integral part of the financial statements.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

1. Description of the Plan

The following description of the Westwood One, Inc. Non-Contributory Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan and was amended to conform to Section 401(a) and 401(k) of the Internal Revenue Code, effective June 1, 1987, and subsequently amended and restated effective December 1, 1997. The Plan was amended effective January 1, 2007 to change the Plan Year to a calendar year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). Participation in the Plan is available to all employees of Westwood One, Inc. and its subsidiaries (the “Company”) who are represented by either the Westwood One American Federation of Television and Radio Artists (“AFTRA”) Network or the Westwood One International Brotherhood of Electrical Workers (“IBEW”) Network and have completed three consecutive months of service with the Company. Employees may commence participation in the Plan on the first day of the month following the three consecutive months of service in which the employee becomes eligible to participate. Effective June 1, 2009, Westwood One, Inc. has elected to permit participants to borrow from their account balances under the Plan.

The Compensation Committee (the “Plan Administrator”), which is appointed by the Company, has responsibility for the investment activities of the Plan. SunTrust Bank (the “trustee”) held Plan investment assets at December 31, 2009 and 2008. SunTrust Bank executed investment transactions for the Plan for the years ended December 31, 2009 and 2008.

The Company has contracted within SunTrust Retirement Services to maintain the individual participant account balances. Each participant’s account is credited with the participant’s contribution and an allocation of (a) the company’s contribution and (b) plan earnings, and charged with an allocation of administrative expenses. Allocations are based upon participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Employee Contributions

The Plan allows participants to contribute six percent of their eligible compensation, and subject to limitations, participants may contribute an additional six percent.

Vesting

Participants are fully vested in their voluntary contributions and the related earnings at all times.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Participant Loans

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of the vested account balance. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the prime rate at the time of the loan plus one percent. Principal and interest are repaid ratably through monthly payroll deductions.

Distributions

When participants reach their normal retirement date (age 65) and separate from service, die, or become totally disabled, they are entitled to retirement income or death benefits based upon their individual account balances. If a participant's employment is terminated prior to retirement, the vested portion of their individual account balances can be distributed in equal monthly or annual cash installments, or a lump sum cash payment. Under certain conditions, terminated participants may elect to allow the vested balance of their accounts to remain in the Plan until a later date. Included in net assets available for benefits at December 31, 2009 and 2008 were \$440,042 and \$277,765, respectively, related to future amounts to be paid to former employees who participated in the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Company's Board of Directors has the right under the Plan at any time to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, all Plan assets will be held by the trustee for distribution to the participants.

Administrative Expenses

Trust management fees and other administrative expenses are charged to the Plan and at the discretion of the Plan administrator, such costs may be reimbursed by the Company. For the years ended December 31, 2009 and 2008, trustee management fees and other administrative expenses were borne by the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements and supplemental schedule of the Plan are prepared on the accrual basis of accounting.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Summary of Significant Accounting Policies (continued)

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Accounting for Uncertainty in Income Taxes

The Financial Accounting Standards Board ("FASB") issued an interpretation regarding Accounting for Uncertainty in Income Taxes. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB ASC 740-10, *Accounting for Income Taxes*, and is effective for fiscal years beginning after December 15, 2008. The Plan adopted the provisions of this pronouncement and the adoption did not impact the amounts reported in the Plan's financial statements.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

3. Tax Status of the Plan

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated August 26, 2002, stating that the form of the Plan is qualified under Section 401 of the Internal Revenue Code (IRC), and, therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2005-6 and Announcement 2001-77, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

4. Summary of Financial Data Certified by the Trustee

The Plan's trustee, SunTrust Bank, has certified that the Plan's investment balances and transactions as of and for the years ended December 31, 2009 and 2008, are complete and accurate.

5. Investments

The following investments represent 5 percent or more of the Plan's net assets as of December 31,

	<u>2009</u>	<u>2008</u>
Federated Capital Appreciation Fund A	\$ 511,404	\$ -
MFS Research Bond Fund - A	376,456	270,202
American Funds EuroPacific Growth Fd R5	351,483	-
SunTrust Retirement Stable Asset Fund	351,076 **	320,619 **
RidgeWorth Mid-Cap Core Equity I Fund	341,538	320,644
Goldman Sachs Structured US Equity A Fund	-	436,436
Putnam International Equity Fund - A	-	288,481

** The amount represents contract value for the investment.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Investments (continued)

For the years ended December 31, 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2009	2008
Mutual funds	\$ 361,169	\$ (925,284)
Collective income trust funds	32,081	6,063
	<u>\$ 393,250</u>	<u>\$ (919,221)</u>

6. Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Fair Value Measurements (continued)

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Collective income trust funds: Valued at the NAV and is based upon the market value of its underlying investments.

Participant loans: Valued at amortized cost, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 2,020,957	\$ -	\$ -	\$ 2,020,957
Collective income trusts	-	408,286	-	408,286
Participant loans	-	-	10,185	10,185
Total assets at fair value	<u>\$ 2,020,957</u>	<u>\$ 408,286</u>	<u>\$ 10,185</u>	<u>\$ 2,439,428</u>

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Fair Value Measurements (continued)

Assets at Fair Value as of December 31, 2008

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 1,571,715	\$ -	\$ -	\$ 1,571,715
Collective income trusts	<u>-</u>	<u>329,836</u>	<u>-</u>	<u>-</u>
Total assets at fair value	<u>\$ 1,571,715</u>	<u>\$ 329,836</u>	<u>\$ -</u>	<u>\$ 1,571,715</u>

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

	<i>Level 3 Assets</i> <i>Year Ended</i> <i>December 31, 2009</i> <i>Participant loans</i>
Balance, beginning of year	\$ -
Realized gains/(losses)	-
Unrealized gains/(losses) relating to instruments still held at the reporting date	-
Purchases, sales, issuances and settlements (net)	<u>10,185</u>
Balance, end of year	<u>\$ 10,185</u>

Westwood One, Inc.
Non-Contributory Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

7. Risk and Uncertainties

The Plan provides for various investment options in any combination of stocks, mutual funds, and other investment securities. Certain investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 and 2008 to Form 5500:

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 2,431,923	\$ 1,901,156
Adjustment from fair value to contract value for fully benefit-responsive investments contracts	<u>7,505</u>	<u>395</u>
Net assets available for benefits per the Form 5500	<u><u>\$ 2,439,428</u></u>	<u><u>\$ 1,901,551</u></u>

The following is a reconciliation of investment income (loss) per the financial statements for the years ended December 31, 2009 and 2008 to Form 5500:

	<u>2009</u>	<u>2008</u>
Total investment income per the financial statements	\$ 426,838	\$ (863,226)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>7,110</u>	<u>(784)</u>
Total investment income per the Form 5500	<u><u>\$ 433,948</u></u>	<u><u>\$ (864,010)</u></u>

9. Subsequent Events

The Plan has evaluated subsequent events through September 15, 2010, the date which the financial statements were available to be issued.

Westwood One, Inc. Non-Contributory Savings Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2009

Plan sponsor's employer identification number: 95-3980449
Plan number: 004

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Federated Capital Appreciation Fund A	Open End Mutual Fund	*	\$ 511,404
	MFS Research Bond Fund - A	Open End Mutual Fund	*	376,456
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	SunTrust Retirement 500 Index Fund Class B	Collective Income Trust Fund	*	49,705
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	RidgeWorth S-T US Treasury Securities I	Open End Mutual Fund	*	5,461
**	Participant Loans	4.25%, various maturities	-	10,185
	Total			<u>\$ 2,439,428</u>

* Cost omitted for participant directed investments.

** Party-in-interest - Westwood One, Inc. is the Plan Administrator.

