


**Entercom Communications Corp.**

ETM NYSE

Broadcasting

Market Capitalization USD:

\$200.86 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: David J. Field**Age: 49****CEO Since: 2002**

	2009	2010	2011
Base Salary	\$791,723	\$791,723	\$803,599
Discretionary Bonus	\$450,000	\$444,308	\$720,000
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$28,020	\$28,062	\$37,813
TOTAL ANNUAL COMPENSATION	\$1,269,743	\$1,264,093	\$1,561,412
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$101,486	\$0	\$0
Stock Awards	\$666,063	\$7,852,875	\$755,695
TOTAL COMPENSATION	\$2,037,292	\$9,116,968	\$2,317,107
Median of Other Named Executive Officers Total Compensation	\$587,544	\$1,226,398	\$667,437
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$65,458	\$1,489,700	\$3,116,527
TOTAL REALIZED EQUITY COMPENSATION	\$65,458	\$1,489,700	\$3,116,527

Proxy Date: 16 Mar 2012

Annual Meeting Date: 17 May 2012

Equity Reserves: 9.32%

Stock Option Run Rate: 0.95%

Entercom Communications Corp.

ETM NYSE

Broadcasting

Market Capitalization USD: **\$200.86 mm**

Performance Comparison

■ S&P500 ■ Industry ■ ETM



Peer Comparisons (TRBC) =Broadcasting

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ETM	Entercom Communications Corp.	\$2,037,292	\$9,116,968	\$2,317,107	\$200,860,395
SBGI	Sinclair Broadcast Group, Inc.	\$1,000,000	\$3,608,000		\$580,357,588
CRWN	Crown Media Holdings, Inc.	\$910,934	\$1,166,601		\$514,336,588
CCMO	CC Media Holdings, Inc.	\$561,547	\$11,049,749	\$1,778,129	\$457,040,391
BLC	Belo Corp.	\$803,000	\$3,618,208	\$2,736,174	\$456,800,019
CMLS	Cumulus Media Inc.	\$1,956,099	\$2,905,864	\$19,889,797	\$376,356,842
FSCI	Fisher Communications, Inc.	\$818,378	\$1,585,050	\$1,638,016	\$197,211,019

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

CBS Radio, Cumulus Media, Inc., and Emmis Communications Corp. For purposes of the stock performance analysis we considered the following peer group of public companies: Cumulus Media, Inc., CBS Corporation and Emmis Communications Corp.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
David J. Berkman	Chairman	50	Male	13	Outside Related
Daniel E. Gold	Member	76	Male	9	Outside
Robert S. Wiesenthal	Member	45	Male	8	Outside