

2520040762643

ENTERCOM COMMUNICATIONS CORP.
TOP-HAT STATEMENT REQUIRED
BY SECTION 2520.104-23 OF THE REGULATIONS

1. Name and address of employer:

Entercom Communications Corp.
401 City Avenue
Suite 809
Bala Cynwyd, PA 19004
2. Employer Identification Number: 23-1701044
3. The Employer maintains a plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
4. Number of such Plans: 1
5. Number of employees eligible to participate in the Plan: 38
6. The Employer will provide Plan documents to the Secretary upon request as required by Section 104(a)(1) of ERISA.

ENTERCOM COMMUNICATIONS CORP.

By: 
Authorized Representative



Stradley Ronon Stevens & Young, LLP
2600 One Commerce Square
Philadelphia, PA 19103-7098
Telephone (215) 564-8000
Fax (215) 564-8120
www.stradley.com

RE: [illegible]
03/12/2003 11:29

John J. Hunter
(215) 564-8072
jhunter@stradley.com

December 12, 2003

**CERTIFIED MAIL/
RETURN RECEIPT REQUESTED
7000 0600 0024 1690 8003**

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210

RE: Entercom Key Employee Deferred Compensation Plan

Dear Sir/Madam:

On behalf of Entercom Communications Corp. (EIN: 23-1701044), I hereby file the enclosed statement prescribed by Section 2520.104-23 of the Regulations with respect to the Entercom Key Employee Deferred Compensation Plan (the "Plan"). The Plan is an unfunded deferred compensation plan which is maintained by Entercom Communications Corp. for a select group of management or highly compensated employees.

If you should have any questions regarding the enclosed statement pertaining to the Plan, please contact the undersigned at the address or telephone number indicated above.

Sincerely,

John J. Hunter

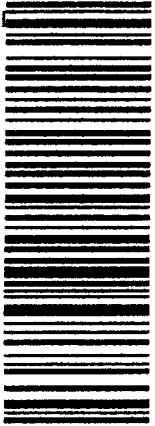
cc: John C. Donlevie, Esquire, Executive Vice President
Lucy B. Mauriello
Corporate Director Benefits/Payroll

JJH:bas
746634

**STRADLEY
RONON**
ATTORNEYS AT LAW

Stradley Ronon Stevens & Young, LLP
2600 One Commerce Square
Philadelphia, PA 19103-7098

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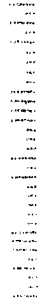


CERTIFIED MAIL

PLACE STICKER AT TOP OF ENVELOPE
TO THE RIGHT OF RETURN ADDRESS
FOLD IN DOTTED LINE



Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210



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