

COX RADIO, INC.
COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The Compensation Committee is responsible for oversight and administration of compensation for the senior executives of Cox Radio, Inc. (the “Company”). These responsibilities include:

- Approval and monitoring of the Company’s executive compensation plans, policies and programs;
- Granting and administering awards to senior executives under the Company’s long-term incentive plan; and
- Receiving reports on succession planning.

The Committee seeks to promote executive compensation programs that are competitive with industry standards and focused on operational excellence and shareholder value. The goals of these programs include:

- Offering competitive compensation opportunities to attract and retain talented executives;
- Providing strong links between Company performance and total compensation;
- Emphasizing long-term performance of the Company; and
- Promoting and facilitating executive officer stock ownership.

The Committee may delegate responsibility for the management and administration of the Company’s executive compensation plans and programs to other individual(s) or committee(s), except where administration is specifically reserved pursuant to the terms of any plan, designation by the Board of Directors, or otherwise as required by law.

II. MEMBERSHIP

The Committee consists of two or more directors elected by the Board of Directors. Each member of the Committee will meet the criteria for being a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code.

Committee members will serve on the Committee until they resign or until their successors are duly elected and qualified.

The Committee meets at least once each year, or more frequently as circumstances dictate, and reports its actions to the Board of Directors.

III. RESPONSIBILITIES

The specific duties and responsibilities of the Committee include:

A. Executive Compensation

1. Approves CEO compensation and sets performance goals and approves incentive compensation for CEO and selected senior executives.
2. Approves equity compensation awards for executive officers subject to the provisions of Section 16 of the Securities Exchange Act of 1934.
3. Approves any employment agreements (including severance or change-in-control agreements) with executive officers.

B. CEO Evaluation and Management Succession

1. Conducts an annual review of the CEO's performance and proposed compensation.
2. Receives reports regarding CEO and executive succession.

C. Equity-based and Executive Compensation Plan Design and Implementation

1. Creation, approval, amendment or termination of new or existing compensation plans, policies and programs.
2. Issuance of shares or other securities of the Company, or rights or options pertaining thereto, consistent with the Company's certificate of incorporation, bylaws, and applicable provisions of Delaware law.
3. Oversight of plan management or administrative committees operating under the delegated powers of the Committee.

D. Section 162(m) Applicability

The Committee determines the Company's policy with respect to the application of Section 162(m) of the Internal Revenue Code and the deductibility of executive compensation for federal income tax purposes. The Committee will approve goals and awards under the compensation plans of the Company as necessary to meet the requirements of Section 162(m).

E. Compensation Committee Report

The Committee annually prepares and issues a report on executive compensation to be included in Cox Radio's annual proxy statement as required by applicable rules of the Securities and Exchange Commission.

F. Outside Advisers

The Committee shall have the authority to engage independent counsel and other advisers at the Company's expense, including without limitation any compensation consultant(s) used to assist the Committee in the evaluation of director or senior executive compensation, as the Committee determines appropriate to carry out its duties.

G. Annual Committee Performance Evaluation

Each year the Committee shall conduct an evaluation of the Committee's performance over the preceding year. In connection with this evaluation, the Committee shall also review this Charter to assess its adequacy, and update it as necessary or appropriate.