

iHeartCommunications, Inc.
Form T-3
September 26, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM T-3

FOR APPLICATIONS FOR QUALIFICATION OF INDENTURES
UNDER THE TRUST INDENTURE ACT OF 1939

IHEARTCOMMUNICATIONS, INC.

(Name of Applicant)*

20880 Stone Oak Parkway

San Antonio, Texas 78258

(Address of principal executive offices)

Securities to be Issued under the Indenture to be Qualified

Title of Class	Amount
Senior Secured Notes	Undetermined amount

Approximate date of proposed public offering: On, or as soon as practicable after the Effective Date under the Plan of Reorganization (as defined herein).

Name and registered address of agent for service:

Lauren E. Dean

Senior Vice President, Associate General Counsel and Assistant Secretary

iHeartCommunications, Inc.

20880 Stone Oak Parkway

San Antonio, Texas 78258

With a copy to:

James S. Rowe

Ana Sempertegui

Kirkland & Ellis LLP

Chicago, Illinois 60654

(312) 862-2000

The Applicants hereby amend this Application for Qualification on such date or dates as may be necessary to delay its effectiveness until (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this Application for Qualification, or (ii) such date as the Securities and Exchange Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939 (the Trust Indenture Act), may determine upon the written request of the Applicants.

* The Guarantors listed on the following page are also included in this Application as Applicants.

EXPLANATORY NOTE

Reference is made to the Disclosure Statement (as may be amended or supplemented, the Disclosure Statement) for the Fourth Amended Joint Plan of Reorganization of iHeartMedia, Inc., et al. pursuant to Chapter 11 of the Bankruptcy Code (as amended or supplemented, the Plan of Reorganization), copies of which will be included herein as Exhibits T3E.1 and T3E.2, respectively. Pursuant to the Plan of Reorganization, iHeartCommunications, Inc. and its subsidiary debtors will distribute an aggregate of \$5,750.0 million in principal amount of new debt comprised of new term loans, new senior secured notes (the New Secured Notes) and/or new senior unsecured notes to certain of their creditors. The principal amount of each tranche of new debt, including the New Secured Notes, has not yet been determined.

GENERAL

7. General Information.

iHeartCommunications, Inc. (the Company or the Issuer) is a Texas corporation established in 1974. The guarantors identified below (the Guarantors and, together with the Company, the Applicants) have the following forms of organization and jurisdictions of formation or incorporation.

Guarantor	Form	Jurisdiction
AMFM Broadcasting Licenses, LLC	Limited liability company	Delaware
AMFM Broadcasting, Inc.	Corporation	Delaware
AMFM Operating Inc.	Corporation	Delaware
AMFM Radio Licenses, LLC	Limited liability company	Delaware
AMFM Texas Broadcasting, LP	Limited partnership	Delaware
AMFM Texas Licenses, LLC	Limited liability company	Texas
AMFM Texas, LLC	Limited liability company	Delaware
Broader Media, LLC	Limited liability company	Delaware
Capstar Radio Operating Company	Corporation	Delaware
Capstar TX, LLC	Limited liability company	Texas
CC Broadcast Holdings, Inc.	Corporation	Nevada
CC Finco, LLC	Limited liability company	Delaware
CC Finco Holdings, LLC	Limited liability company	Delaware
CC Licenses, LLC	Limited liability company	Delaware
CCOI Holdco Parent II, LLC	Limited liability company	Delaware
Christal Radio Sales, Inc.	Corporation	Delaware
Cine Guarantors II, Inc.	Corporation	California
Citicasters Co.	Corporation	Ohio
Citicasters Licenses, Inc.	Corporation	Texas
Clear Channel Broadcasting Licenses, Inc.	Corporation	Nevada
Clear Channel Investments, Inc.	Corporation	Nevada
Clear Channel Metro, LLC	Limited liability company	Delaware
Clear Channel Mexico Holdings, Inc.	Corporation	Nevada
Clear Channel Real Estate, LLC	Limited liability company	Delaware
Critical Mass Media, Inc.	Corporation	Ohio
iHeartMedia Capital I, LLC	Limited liability company	Delaware

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iHeartMedia + Entertainment, Inc.	Corporation	Nevada
iHeartMedia Management Services, Inc.	Corporation	Texas
iHeartMedia Tower Co. Holdings, LLC	Limited liability company	Delaware
iHM Identity, Inc.	Corporation	Texas
Katz Communications, Inc.	Corporation	Delaware
Katz Media Group, Inc.	Corporation	Delaware
Katz Millennium Sales & Marketing Inc.	Corporation	Delaware
Katz Net Radio Sales, Inc.	Corporation	Delaware
M Street Corporation	Corporation	Washington
Premiere Networks, Inc.	Corporation	Delaware

Guarantor	Form	Jurisdiction
Terrestrial RF Licensing, Inc.	Corporation	Nevada
TTWN Networks, LLC	Limited liability company	Delaware
TTWN Media Networks, LLC	Limited liability company	Maryland

8. Securities Act Exemption Applicable.

Pursuant to the terms of the Plan of Reorganization, the Applicants intend to offer, subject to the conditions set forth in the Disclosure Statement and the Plan of Reorganization, under an indenture to be qualified hereby (the **Indenture**), the New Secured Notes to holders of Allowed Claims (as defined in the Plan of Reorganization) of Classes 4, 5A, 5B, 6 and 7E (each, as defined in the Plan of Reorganization) (collectively, the **Allowed Claimholders**), which New Secured Notes will be guaranteed by the Guarantors.

The Plan of Reorganization will become effective on the date on which all conditions to the effectiveness of the Plan of Reorganization have been satisfied or waived (the **Effective Date**).

The issuance of the New Secured Notes is exempt from registration under the Securities Act of 1933, as amended (the **Securities Act**), pursuant to the exemption provided by Section 1145(a)(1) of the United States Bankruptcy Code (the **Bankruptcy Code**). Section 1145(a)(1) of the Bankruptcy Code exempts an offer and sale of securities under a plan of reorganization from registration under the Securities Act and state securities laws if three principal requirements are satisfied: (i) the securities must be offered and sold under a plan of reorganization and must be securities of the debtor, an affiliate participating in a joint plan with the debtor or a successor to the debtor under the plan of reorganization; (ii) the recipients of the securities must hold a prepetition or administrative expense claim against the debtor or an interest in the debtor; and (iii) the securities must be issued entirely in exchange for the recipient's claim against or interest in the debtor, or principally in such exchange and partly for cash or property. The Company believes that the issuance of the New Secured Notes to the Allowed Claimholders will satisfy the aforementioned requirements.

AFFILIATIONS

9. Affiliates.

The diagrams filed herewith under Exhibit T3H indicate the relationship of the Applicants to each of their affiliates as of the date of this Application and after the Effective Date, as applicable. All of the entities appearing therein are expected to exist as of the consummation of the Plan of Reorganization in the ownership structure shown therein.

Certain directors and officers of the Applicants may be deemed to be affiliates of the Applicants by virtue of their positions with the Applicants. See Item 4, **Directors and Executive Officers**.

Certain persons may be deemed to be affiliates of the Applicants by virtue of their holdings of voting securities of the Applicants. See Item 5, **Principal Owners of Voting Securities**.

MANAGEMENT AND CONTROL

10. Directors and Executive Officers.

The following tables list the names and offices held by all directors and executive officers of each Applicant as of the date of this Application. Unless otherwise stated in any of the tables set forth below, the mailing address for each of the individuals listed in each of the tables for each of the entities set forth below is: c/o iHeartCommunications, Inc.,

20880 Stone Oak Parkway, San Antonio, Texas 78258.

The Company

The directors and executive officers of the Company are the following individuals.

Name	Office
David C. Abrams	Director
John N. Belitsos	Director
Frederic F. Brace	Director
Richard J. Bressler	Director, President, Chief Operating Officer and Chief Financial Officer
James C. Carlisle	Director
John P. Connaughton	Director
Charles H. Cremens	Director
Matthew J. Freeman	Director
Laura Grattan	Director
Blair E. Hendrix	Director
Jonathon S. Jacobson	Director
Robert W. Pittman	Director
Scott M. Sperling	Director
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman	Senior Vice President and Treasurer
Lauren E. Dean	Senior Vice President, Associate General Counsel and Assistant Secretary
C. William Eccleshare	Chairman and Chief Executive Officer - Clear Channel Outdoor International
Wendy Goldberg	Executive Vice President - Communications
Scott D. Hamilton	Senior Vice President, Chief Accounting Officer and Assistant Secretary
Juliana F. Hill	Senior Vice President-Liquidity and Asset Management
Steven J. Macri	Senior Vice President - Corporate Finance
Jessica Marventano	Senior Vice President - Government Affairs
Paul McNicol	Executive Vice President and Deputy General Counsel
Steve Mills	Senior Vice President - Chief Information Officer
Robert W. Pittman	Chairman and Chief Executive Officer
Duaine Smith	Senior Vice President and General Auditor
Gayle Troberman	Executive Vice President and Chief Marketing Officer
Robert H. Walls, Jr.	Executive Vice President, General Counsel and Secretary
Scott R. Wells	Chief Executive Officer - Clear Channel Outdoor Americas

The Guarantors

The directors and executive officers of AMFM Broadcasting, Inc., AMFM Operating Inc., Capstar Radio Operating Company, CC Broadcast Holdings, Inc., Christal Radio Sales, Inc., Cine Guarantors II, Inc., Citicasters Co., Citicasters Licenses, Inc. Clear Channel Broadcasting Licenses, Inc., Critical Mass Media, Inc., iHeartMedia+Entertainment, Inc., Katz Communications, Inc., Katz Media Group, Inc., Katz Millennium Sales &

Marketing, Inc., Katz Net Radio Sales, Inc., M Street Corporation, Premiere Networks, Inc. and Terrestrial RF Licensing, Inc. are the following individuals.

Name	Office
Richard J. Bressler	Director, President and Chief Financial Officer
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman	Senior Vice President, Treasurer and Assistant Secretary
Stephen G. Davis	Senior Vice President - Real Estate, Facilities and Capital Management
Lauren E. Dean	Vice President, Associate General Counsel and Assistant Secretary
Jeff Littlejohn	Executive Vice President - Engineering and Systems Integration - IHM
Steven J. Macri	Executive Vice President and Chief Financial Officer - IHM
Robert H. Walls, Jr.	Director, Executive Vice President, General Counsel and Secretary

The managers and executive officers of AMFM Broadcasting Licenses, LLC, AMFM Texas Licenses, LLC, Capstar TX, LLC and CC Licenses, LLC are the following individuals.

Name	Office
Richard J. Bressler	Manager, President and Chief Financial Officer
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman	Senior Vice President, Treasurer and Assistant Secretary
Stephen G. Davis	Senior Vice President - Real Estate, Facilities and Capital Management
Lauren E. Dean	Vice President, Associate General Counsel and Assistant Secretary
Jeff Littlejohn	Executive Vice President - Engineering and Systems Integration - IHM
Steven J. Macri	Executive Vice President and Chief Financial Officer - IHM
Robert H. Walls, Jr.	Manager, Executive Vice President, General Counsel and Secretary

The executive officers of AMFM Radio Licenses, LLC, AMFM Texas, LLC, TTWN Networks, LLC and TTWN Media Networks, LLC are the following individuals. These entities are managed by their sole members.

Name	Office
Richard J. Bressler	President and Chief Financial Officer
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman	Senior Vice President, Treasurer and Assistant Secretary
Stephen G. Davis	Senior Vice President - Real Estate, Facilities and Capital Management
Lauren E. Dean	Vice President, Associate General Counsel and Assistant Secretary
Jeff Littlejohn	

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Executive Vice President - Engineering and Systems Integration - IHM

Steven J. Macri

Executive Vice President and Chief Financial Officer - IHM

Robert H. Walls, Jr.

Executive Vice President, General Counsel and Secretary

The general partner and limited partner of AMFM Texas Broadcasting, LP are as follows.

Name

Office

AMFM Broadcasting, Inc.

General Partner

AMFM Texas, LLC

Limited Partner

The managers and executive officers of Clear Channel Real Estate, LLC are the following individuals.

Name	Office
Richard J. Bressler	Manager, President and Chief Financial Officer
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman	Senior Vice President, Treasurer and Assistant Secretary
Stephen G. Davis	Senior Vice President - Real Estate, Facilities and Capital Management
Lauren E. Dean	Vice President, Associate General Counsel and Assistant Secretary
Robert H. Walls, Jr.	Manager, Executive Vice President, General Counsel and Secretary

The executive officers of Broader Media, LLC, CC Finco, LLC and CC Finco Holdings, LLC are the following individuals. These entities are managed by their sole members.

Name	Office
Richard J. Bressler	President and Chief Financial Officer
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman	Senior Vice President, Treasurer and Assistant Secretary
Lauren E. Dean	Vice President, Associate General Counsel and Assistant Secretary
Robert H. Walls, Jr.	Executive Vice President, General Counsel and Secretary

The directors and executive officers of Clear Channel Investments, Inc., Clear Channel Mexico Holdings, Inc., iHeartMedia Management Services, Inc. and iHM Identity, Inc. are the following individuals.

Name	Office
Richard J. Bressler	Director, President and Chief Financial Officer
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman	Senior Vice President, Treasurer and Assistant Secretary
Stephen G. Davis	Senior Vice President - Real Estate, Facilities and Capital Management
Lauren E. Dean	Vice President, Associate General Counsel and Assistant Secretary
Robert H. Walls, Jr.	Director, Executive Vice President, General Counsel and Secretary

The executive officers of CCOI Holdco Parent II LLC are the following individuals. This entity is managed by its sole member.

Name	Office
Richard J. Bressler	President and Chief Financial Officer
Scott T. Bick	Senior Vice President-Tax
David Burkett	Assistant Secretary
Brian D. Coleman	Senior Vice President, Treasurer and Assistant Secretary
Lauren E. Dean	Vice President, Associate General Counsel and Assistant Secretary
Katrin DeMarneffe	Assistant Secretary

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Lynn A. Feldman	Executive Vice President, General Counsel and Assistant Secretary
Ade Galloway	Assistant Secretary
Kim Heintz	Executive Vice President-Human Resources
Gene Leehan	Executive Vice President and Senior Regional President
Dan Levi	Executive Vice President and Chief Marketing Officer
Salvador Llach	Assistant Secretary
Bob McCuin	Executive Vice President and President of Sales
David Sailer	Executive Vice President and Chief Financial Officer
Debra Sirower	Assistant Secretary
Robert H. Walls, Jr.	Executive Vice President, General Counsel and Secretary
Scott R. Wells	Chief Executive Officer and President

The managers and executive officers of iHeartMedia Capital I, LLC are the following individuals.

Name	Office
David C. Abrams	Manager
John N. Belitsos	Manager
Frederic F. Brace	Manager
Richard J. Bressler	Manager, President, Chief Operating Officer and Chief Financial Officer
James C. Carlisle	Manager
John P. Connaughton	Manager
Charles H. Cremens	Manager
Matthew J. Freeman	Manager
Laura Grattan	Manager
Blair E. Hendrix	Manager
Jonathon S. Jacobson	Manager
Robert W. Pittman	Manager
Scott M. Sperling	Manager
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman,	Senior Vice President and Treasurer
Lauren E. Dean	Senior Vice President, Associate General Counsel and Assistant Secretary
C. William Eccleshare	Chairman and Chief Executive Officer - Clear Channel Outdoor International
Wendy Goldberg	Executive Vice President - Communications
Scott D. Hamilton	Senior Vice President, Chief Accounting Officer and Assistant Secretary
Juliana F. Hill	Senior Vice President-Liquidity and Asset Management
Steven J. Macri	Senior Vice President - Corporate Finance
Jessica Marventano	Senior Vice President-Government Affairs
Paul McNicol	Executive Vice President and Deputy General Counsel
Steve Mills	Senior Vice President - Chief Information Officer
Robert W. Pittman	Chairman and Chief Executive Officer
Duaine Smith	Senior Vice President and General Auditor
Gayle Troberman	Executive Vice President and Chief Marketing Officer
Robert H. Walls, Jr.	Executive Vice President, General Counsel and Secretary
Scott R. Wells	Chief Executive Officer - Clear Channel Outdoor Americas

The managers and executive officers of iHeartMedia Tower Co. Holdings, LLC are the following individuals.

Name	Office
Richard J. Bressler	Manager, President and Chief Financial Officer
Scott T. Bick	Senior Vice President - Tax
Brian D. Coleman	Senior Vice President, Treasurer and Assistant Secretary
Stephen G. Davis	Senior Vice President - Real Estate, Facilities and Capital Management
Lauren E. Dean	Vice President, Associate General Counsel and Assistant Secretary

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Scott D. Hamilton	Senior Vice President, Chief Accounting Officer and Assistant Secretary
Juliana F. Hill	Senior Vice President - Liquidity and Asset Management
Jeff Littlejohn	Executive Vice President - Engineering and Systems Integration - IHM
Steven J. Macri	Executive Vice President and Chief Financial Officer - IHM
Robert H. Walls, Jr.	Manager, Executive Vice President, General Counsel and Secretary

11. Principal Owners of Voting Securities.

The following tables set forth certain information regarding each person known to the Company to own 10 percent or more of the voting securities of the Applicants as of the date of this Application. The mailing address of each holder listed in each of the tables set forth below is: c/o iHeartCommunications, Inc., 20880 Stone Oak Parkway, San Antonio, Texas 78258.

The Company

Name and Complete Mailing Address of Equityholder	Title of Class Owned	Percentage of Voting Securities Owned	
		Amount Owned	Owned
iHeartMedia Capital I, LLC	Common Stock	500,000,000	100%

It is anticipated that upon consummation of the Plan of Reorganization, iHeartMedia Capital I, LLC will continue to own all of the voting securities of the Company.

The Guarantors

Guarantor Name	Name and Complete Mailing Address of Equityholder	Title of Class Owned	Amount Owned	Percentage of Voting Securities Owned
AMFM Broadcasting Licenses, LLC	AMFM Broadcasting, Inc.	Membership Interest	N/A	100%
AMFM Broadcasting, Inc.	AMFM Operating Inc.	Common Stock, \$0.10 per share	1,000	100
AMFM Operating Inc.	Clear Channel Holdings, Inc.	Common Stock, par value \$0.01 per share	1,040	100
AMFM Radio Licenses, LLC	Capstar Radio Operating Company	Membership Interest	N/A	100
AMFM Texas Broadcasting, LP	AMFM Texas, LLC	Partnership shares	N/A	99
AMFM Texas Licenses, LLC	Capstar Radio Operating Company	Membership Interest	N/A	100
AMFM Texas, LLC	AMFM Broadcasting, Inc.	Membership Interest	N/A	100
Broader Media, LLC	CC Finco Holdings, LLC	Membership Interest	N/A	100
Capstar Radio Operating Company	AMFM Texas Broadcasting, LP	Common Stock, par value \$0.10 per share	100	100
Capstar TX, LLC	Capstar Radio Operating Company	Membership Interest	N/A	100
CC Broadcast Holdings, Inc.	CC Broadcasting Licenses, Inc.	Common Stock, without par value	1,000	100
CC Finco, LLC	CC Finco Holdings, LLC	Membership Interest	N/A	100
CC Finco Holdings, LLC	iHeartCommunications, Inc.	Membership Interest	N/A	100
CC Licenses, LLC	iHeartMedia + Entertainment, Inc.	Membership Interest	N/A	100

Guarantor Name	Name and Complete Mailing Address of Equityholder	Title of Class Owned	Amount Owned	Percentage of Voting Securities Owned
CCOI Holdco Parent II, LLC				