

## B1 (Official Form 1) (4/10)

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>AR Licensing, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>20-4530743</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):	
Street Address of Debtor (No. & Street, City, and State): <b>3280 Peachtree Road Suite 2300 Atlanta, GA 30305</b>	Street Address of Joint Debtor (No. & Street, City, and State):	
<div style="border: 1px solid black; padding: 2px;">ZIP CODE <b>30305-0000</b></div>	<div style="border: 1px solid black; padding: 2px;">ZIP CODE</div>	
County of Residence or of the Principal Place of Business: <b>Fulton</b>	County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):	
<div style="border: 1px solid black; padding: 2px;">ZIP CODE</div>	<div style="border: 1px solid black; padding: 2px;">ZIP CODE</div>	
Location of Principal Assets of Business Debtor (if different from street address above):		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13         </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding         </div> </div> <b>Nature of Debts</b> (Check one box)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."         </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts.         </div> </div>
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input checked="" type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> OVER 100,000</div> </div>		
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		
<b>Estimated Debts</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>AR Licensing, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	<b>Name of Debtor(s):</b> <b>AR Licensing, LLC</b>
<b>Signatures</b>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X _____ <b>Signature of Attorney*</b></p> <p>_____ Signature of Attorney for Debtor(s) <b>Adam G. Landis 3407</b> <b>William E. Chipman, Jr. 3818</b> Printed Name of Attorney for Debtor(s) <b>Landis Rath &amp; Cobb LLP</b> Firm Name <b>919 Market Street</b> <b>Suite 1800</b> <b>Wilmington, DE 19801</b> Address <b>(302) 467-4400 Fax: (302) 467-4450</b> Telephone Number <b>Date November 17, 2011</b></p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <b>Linda Hill</b> Printed Name of Authorized Individual <b>Vice President and principal accounting officer</b> Title of Authorized Individual <b>Date November 17, 2011</b></p>	

In re **AR Licensing, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

**AR Broadcasting Holdings, Inc.**  
**3280 Peachtree Road**  
**Suite 2300**  
**Atlanta, GA 30305**

**AR Broadcasting, LLC**  
**3280 Peachtree Road**  
**Suite 2300**  
**Atlanta, GA 30305**

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continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court**  
**District of Delaware**

In re AR Licensing, LLC

Debtor(s)

Case No.

Chapter

11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case


Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
AR Broadcasting, LLC 3280 Peachtree Road Suite 2300 Atlanta, GA 30305		100%	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Vice President and principal accounting officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 17, 2011

Signature

  
Linda Hill

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
District of Delaware**

In re AR Licensing, LLC

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for AR Licensing, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**AR Broadcasting, LLC**  
**3280 Peachtree Road**  
**Suite 2300**  
**Atlanta, GA 30305**

☐ None [Check if applicable]

**November 17, 2011**

Date

  
\_\_\_\_\_  
**William E. Chipman, Jr. 3818**

Signature of Attorney or Litigant  
Counsel for AR Licensing, LLC  
**Landis Rath & Cobb LLP**

**919 Market Street**  
**Suite 1800**  
**Wilmington, DE 19801**  
**(302) 467-4400 Fax:(302) 467-4450**

## **AR LICENSING LLC**

### **ACTION BY WRITTEN CONSENT OF THE MEMBER**

November 17, 2011

In accordance with Nev. Rev. Stat. Ann. § 86.291 and the Limited Liability Company Agreement of AR Licensing, LLC, a Nevada limited liability company (the “Company”), the undersigned, constituting the sole member of the Company (the “Member”), hereby adopts the following resolutions by written consent:

**WHEREAS**, AR Broadcasting, LLC (“StickCo”), as borrower, NexBank, SSB, as successor administrative agent and collateral agent to Deutsche Bank Trust Company Americas (in such capacity, the “Prepetition Agent”), certain lenders (collectively, the “Prepetition Lenders”), and certain other entities are party to the Credit Agreement, dated as of May 3, 2006 (as amended, modified, supplemented or otherwise in effect from time to time, the “Prepetition Credit Agreement”).

**WHEREAS**, from 2009 through 2011, the Company, together with its professional advisors, engaged in numerous and extensive negotiations with its Prepetition Lenders in an effort to reach a consensual agreement on restructuring the Company’s balance sheet.

**WHEREAS**, on or about January 27, 2011, the Company and certain of its affiliates, the Prepetition Agent and certain of the Prepetition Lenders entered into that certain Restructuring Support Agreement (as amended, the “Restructuring Support Agreement”), including the Restructuring Term Sheet attached thereto as Exhibit A (the “Restructuring Term Sheet”). The Restructuring Support Agreement and Restructuring Term Sheet set forth the terms upon which the Prepetition Lenders support the restructuring of the obligations under the Prepetition Credit Agreement (the “Restructuring”).

**WHEREAS**, the Member has considered the financial and operational conditions of the Company’s business;

**WHEREAS**, the Member has reviewed, considered and received the recommendation of senior management of the Company and the advice of the Company’s professionals and advisors with respect to the strategic options available to the Company, and the impact on the Company’s business of pursuing those options;

**WHEREAS** the Member has had the opportunity to consult with the management and the advisors of the Company and fully consider the strategic alternatives available to it;

**WHEREAS**, the Member has reviewed the terms of the Company's proposed Chapter 11 plan of reorganization (the "Prepackaged Plan") and related disclosure statement (the "Disclosure Statement") and all material documents related thereto;

**WHEREAS**, the Company commenced solicitation of the Prepackaged Plan on October 28, 2011, to creditors eligible to cast votes to accept or reject the Prepackaged Plan pursuant to Section 1129 of chapter 11 of title 11 of the United States Code (the "Solicitation");

**WHEREAS**, the Company received a voting report regarding the Solicitation of the Prepackaged Plan in which 100% of the creditors entitled to vote thereon voted to accept the Prepackaged Plan;

**WHEREAS**, the Member has considered the acceptance of the Prepackaged Plan by the sole class of creditors entitled to vote thereon;

**WHEREAS**, Lewis W. Dickey, Jr. is authorized on behalf of the Member to execute this written consent;

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that after consideration of the alternatives presented to him and the recommendations of senior management of the Company and the advice of the Company's professionals and advisors, the Member has determined in his business judgment that it is in the best interest of the Company, its creditors, members, and other interested parties and stakeholders that a voluntary petition be filed by the Company under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Petition"); and it is

**RESOLVED FURTHER**, that the Member of the Company and any other officer or person designated and so authorized to act (each, an "Authorized Person") are, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company to execute, verify and file all documents necessary or appropriate in connection with the filing of the Bankruptcy Petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings and other papers in connection with the Bankruptcy Petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Company's Chapter 11 case (the "Bankruptcy Case"); (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions as adopted herein; and it is



**RESOLVED FURTHER**, that the Authorized Persons are, and each of them is, authorized and empowered to file the Prepackaged Plan and related Disclosure Statement and all materials related thereto with the Bankruptcy Court, and to seek confirmation of the Prepackaged Plan as expeditiously as possible and to take such steps as are necessary to consummate the Prepackaged Plan as soon as practicable after confirmation consistent with the terms of the Restructuring Support Agreement; and it is

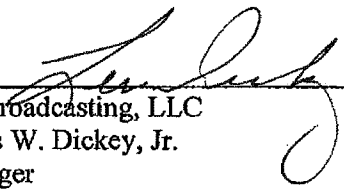
**RESOLVED FURTHER**, that the Authorized Persons are, and each of them hereby is, authorized and directed to employ the law firm of Landis Rath & Cobb LLP as counsel to assist the Company in filing for relief under Chapter 11 of the Bankruptcy Code and in carrying out the Company's duties under Chapter 11 of the Bankruptcy Code, and the Authorized Persons are hereby authorized and directed to execute retention agreements, pay retainers prior to, immediately upon and after the filing of the Bankruptcy Case, and to cause to be filed an application for authority to retain the services of Landis Rath & Cobb LLP as the Company's counsel; and it is

**RESOLVED FURTHER**, that any Authorized Person and such persons as the Authorized Persons shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such persons be, and each hereby is, authorized, empowered, and directed in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any Authorized Person shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the Bankruptcy Case; and it is

**RESOLVED FURTHER**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any Authorized Person in connection with the Bankruptcy Case, any debtor-in-possession financing, or any further action to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code, or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified and confirmed in all respects as the acts and deeds of the Company; and it is

**RESOLVED FURTHER**, that the acts, actions and transactions heretofore taken by the Officers of the Company or the Member of the Company in the name of and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before those resolutions were adopted, be and hereby are, ratified, confirmed, and approved in all respects.

This action by written consent shall be filed with the minutes of the proceedings of the Company and shall be effective as of the day and date first above written.

  
\_\_\_\_\_  
AR Broadcasting, LLC  
Lewis W. Dickey, Jr.  
Manager

## B1 (Official Form 1) (4/10)

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>AR Broadcasting, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>20-4516353</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): <b>3280 Peachtree Road Suite 2300 Atlanta, GA 30305</b> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-top: 5px;">ZIP CODE <b>30305-0000</b></div>		Street Address of Joint Debtor (No. & Street, City, and State): <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-top: 5px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Fulton</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-top: 5px;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-top: 5px;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box: Chapter 11 Debtors</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. <b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 <b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion <b>Estimated Debts</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>AR Broadcasting, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">           _____            (Name of landlord that obtained judgment)         </div> <div style="margin-left: 40px;">           _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	<b>Name of Debtor(s):</b> <b>AR Broadcasting, LLC</b>
<b>Signatures</b>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X _____ <b>Signature of Attorney*</b></p> <p>_____ Signature of Attorney for Debtor(s) <b>Adam E. Landis 3407</b> <b>William E. Chipman, Jr. 3818</b> Printed Name of Attorney for Debtor(s) <b>Landis Rath &amp; Cobb LLP</b> Firm Name <b>919 Market Street</b> <b>Suite 1800</b> <b>Wilmington, DE 19801</b> Address <b>(302) 467-4400 Fax: (302) 467-4450</b> Telephone Number <b>Date November 17, 2011</b></p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer. (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>_____ Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>_____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <b>Linda Hill</b> Printed Name of Authorized Individual <b>Vice President and principal accounting officer</b> Title of Authorized Individual <b>Date November 17, 2011</b></p>	

In re **AR Broadcasting, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

**AR Broadcasting Holdings, Inc.**  
**3280 Peachtree Road**  
**Suite 2300**  
**Atlanta, GA 30305**

**AR Licensing, LLC**  
**3280 Peachtree Road**  
**Suite 2300**  
**Atlanta, GA 30305**

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continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court  
District of Delaware**

In re AR Broadcasting, LLC

Debtor(s)

Case No.  
Chapter

11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

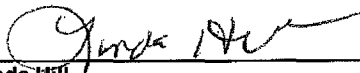
Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
AR Broadcasting Holdings, Inc. 3280 Peachtree Road Suite 2300 Atlanta, GA 30305		100%	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **Vice President and principal accounting officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 17, 2011

Signature

  
Linda Hill

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
District of Delaware**

In re **AR Broadcasting, LLC**

Debtor(s)

Case No.

Chapter **11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **AR Broadcasting, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**AR Broadcasting Holdings, Inc.  
3280 Peachtree Road  
Suite 2300  
Atlanta, GA 30305**

☐ None [Check if applicable]

**November 17, 2011**

Date

  
\_\_\_\_\_  
**William E. Chipman, Jr. 3818**

Signature of Attorney or Litigant  
Counsel for **AR Broadcasting, LLC**  
**Landis Rath & Cobb LLP  
919 Market Street  
Suite 1800  
Wilmington, DE 19801  
(302) 467-4400 Fax:(302) 467-4450**



**AR BROADCASTING, LLC**  
**ACTION BY WRITTEN CONSENT**  
**OF THE MEMBER**

November 17, 2011

In accordance with Nev. Rev. Stat. Ann. § 86.291 and the Limited Liability Company Agreement of AR Broadcasting, LLC, a Nevada limited liability company (the "Company"), the undersigned, constituting the sole member of the Company (the "Member"), hereby adopts the following resolutions by written consent:

**WHEREAS**, the Company, as borrower, NexBank, SSB, as successor administrative agent and collateral agent to Deutsche Bank Trust Company Americas (in such capacity, the "Prepetition Agent"), certain lenders (collectively, the "Prepetition Lenders"), and certain other entities are party to the Credit Agreement, dated as of May 3, 2006 (as amended, modified, supplemented or otherwise in effect from time to time, the "Prepetition Credit Agreement").

**WHEREAS**, from 2009 through 2011, the Company, together with its professional advisors, engaged in numerous and extensive negotiations with its Prepetition Lenders in an effort to reach a consensual agreement on restructuring the Company's balance sheet.

**WHEREAS**, on or about January 27, 2011, the Company and certain of its affiliates, the Prepetition Agent and certain of the Prepetition Lenders entered into that certain Restructuring Support Agreement (as amended, the "Restructuring Support Agreement"), including the Restructuring Term Sheet attached thereto as Exhibit A (the "Restructuring Term Sheet"). The Restructuring Support Agreement and Restructuring Term Sheet set forth the terms upon which the Prepetition Lenders support the restructuring of the obligations under the Prepetition Credit Agreement (the "Restructuring").

**WHEREAS**, the Member has considered the financial and operational conditions of the Company's business;

**WHEREAS**, the Member has reviewed, considered and received the recommendation of senior management of the Company and the advice of the Company's professionals and advisors with respect to the strategic options available to the Company, and the impact on the Company's business of pursuing those options;

**WHEREAS** the Member has had the opportunity to consult with the management and the advisors of the Company and fully consider the strategic alternatives available to it;

**WHEREAS**, the Member has reviewed the terms of the Company's proposed Chapter 11 plan of reorganization (the "Prepackaged Plan") and related disclosure statement (the "Disclosure Statement") and all material documents related thereto;

**WHEREAS**, the Company commenced solicitation of the Prepackaged Plan on October 28, 2011, to creditors eligible to cast votes to accept or reject the Prepackaged Plan pursuant to Section 1129 of chapter 11 of title 11 of the United States Code (the "Solicitation");

**WHEREAS**, the Company received a voting report regarding the Solicitation of the Prepackaged Plan in which 100% of the creditors entitled to vote thereon voted to accept the Prepackaged Plan;

**WHEREAS**, the Member has considered the acceptance of the Prepackaged Plan by the sole class of creditors entitled to vote thereon;

**WHEREAS**, Lewis W. Dickey, Jr. is authorized on behalf of the Member to execute this written consent;

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that after consideration of the alternatives presented to him and the recommendations of senior management of the Company and the advice of the Company's professionals and advisors, the Member has determined in his business judgment that it is in the best interest of the Company, its creditors, members, and other interested parties and stakeholders that a voluntary petition be filed by the Company under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Petition"); and it is

**RESOLVED FURTHER**, that the Member of the Company and any other officer or person designated and so authorized to act (each, an "Authorized Person") are, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company to execute, verify and file all documents necessary or appropriate in connection with the filing of the Bankruptcy Petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings and other papers in connection with the Bankruptcy Petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Company's Chapter 11 case (the "Bankruptcy Case"); (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions as adopted herein; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them is, authorized and empowered to file the Prepackaged Plan and related Disclosure Statement and all materials related thereto with the Bankruptcy Court, and to seek confirmation of the Prepackaged Plan as expeditiously as possible and to take such steps as are necessary to consummate the Prepackaged Plan as soon as practicable after confirmation consistent with the terms of the Restructuring Support Agreement; and it is


**RESOLVED FURTHER**, that the Authorized Persons are, and each of them hereby is, authorized and directed to employ the law firm of Landis Rath & Cobb LLP as counsel to assist the Company in filing for relief under Chapter 11 of the Bankruptcy Code and in carrying out the Company's duties under Chapter 11 of the Bankruptcy Code, and the Authorized Persons are hereby authorized and directed to execute retention agreements, pay retainers prior to, immediately upon and after the filing of the Bankruptcy Case, and to cause to be filed an application for authority to retain the services of Landis Rath & Cobb LLP as the Company's counsel; and it is

**RESOLVED FURTHER**, that any Authorized Person and such persons as the Authorized Persons shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such persons be, and each hereby is, authorized, empowered, and directed in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any Authorized Person shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the Bankruptcy Case; and it is

**RESOLVED FURTHER**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any Authorized Person in connection with the Bankruptcy Case, any debtor-in-possession financing, or any further action to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code, or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified and confirmed in all respects as the acts and deeds of the Company; and it is

**RESOLVED FURTHER**, that the acts, actions and transactions heretofore taken by the Officers of the Company or the Member of the Company in the name of and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before those resolutions were adopted, be and hereby are, ratified, confirmed, and approved in all respects.

This action by written consent shall be filed with the minutes of the proceedings of the Company and shall be effective as of the day and date first above written.

  
\_\_\_\_\_  
AR Broadcasting Holdings, Inc.  
By: Lewis W. Dickey, Jr.  
Chairman of the Board

United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>AR Broadcasting Holdings, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>20-4531045</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): <b>3280 Peachtree Road Suite 2300 Atlanta, GA 30305</b>		Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE <b>30305-0000</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>Fulton</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>AR Broadcasting Holdings, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 40px;">           _____            (Name of landlord that obtained judgment)            _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	<b>Name of Debtor(s):</b> <b>AR Broadcasting Holdings, Inc.</b>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (If not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          Date</p>
<p>X _____          Signature of Attorney*</p> <p>_____          Signature of Attorney for Debtor(s)  <b>Adam G. Landis 3407</b>  <b>William E. Chlpmann, Jr. 3818</b>          Printed Name of Attorney for Debtor(s)  <b>Landis Rath &amp; Cobb LLP</b>          Firm Name  <b>919 Market Street</b>  <b>Suite 1800</b>  <b>Wilmington, DE 19801</b>          Address  <b>(302) 467-4400 Fax: (302) 467-4450</b>          Telephone Number          Date <b>November 17, 2011</b></p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p>X _____          Date</p> <p>_____          Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Authorized Individual  <b>Linda Hill</b>          Printed Name of Authorized Individual  <b>Vice President and principal accounting officer</b>          Title of Authorized Individual          Date <b>November 17, 2011</b></p>	

In re **AR Broadcasting Holdings, Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

**AR Broadcasting, LLC**  
**3280 Peachtree Road**  
**Suite 2300**  
**Atlanta, GA 30305**

**AR Licensing, LLC**  
**3280 Peachtree Road**  
**Suite 2300**  
**Atlanta, GA 30305**



**United States Bankruptcy Court  
District of Delaware**

In re AR Broadcasting Holdings, Inc.

Debtor(s)

Case No.

Chapter

11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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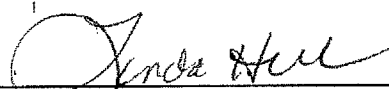
Cumulus Media Partners, LLC 3280 Peachtree Road Suite 2300 Atlanta, GA 30305		100%	
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Vice President and principal accounting officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 17, 2011

Signature

  
Linda Hill

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
District of Delaware**

In re **AR Broadcasting Holdings, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>American Society of Composers One Lincoln Plaza New York, NY 10023-7097</b>	<b>American Society of Composers One Lincoln Plaza New York, NY 10023-7097</b>			<b>7,452.00</b>
<b>American Express P.O. Box 530001 Atlanta, GA 30353</b>	<b>American Express P.O. Box 530001 Atlanta, GA 30353</b>			<b>5,000.00</b>
<b>Danieal LaCraig Manning 3710 Clark Manor Missouri City, TX 77459</b>	<b>Danieal LaCraig Manning 3710 Clark Manor Missouri City, TX 77459</b>			<b>5,000.00</b>
<b>Magdi R. Dalati 5503 Maverick Point Lane Katy, TX 77494</b>	<b>Magdi R. Dalati 5503 Maverick Point Lane Katy, TX 77494</b>			<b>3,300.00</b>
<b>Intralinks P.O. Box 10259 New York, NY 10259-0259</b>	<b>Intralinks P.O. Box 10259 New York, NY 10259-0259</b>			<b>3,125.00</b>
<b>Stroke Tech, LLC P.O. Box 31594 Clarksville, TN 37040</b>	<b>Stroke Tech, LLC P.O. Box 31594 Clarksville, TN 37040</b>			<b>3,120.00</b>
<b>Johnson &amp; Garrison, LLC 5885 Cumming Highway Suite 108-93 Sugar Hill, GA 30518</b>	<b>Johnson &amp; Garrison, LLC 5885 Cumming Highway Suite 108-93 Sugar Hill, GA 30518</b>			<b>2,500.00</b>
<b>Miller, Kaplan, Arase &amp; Co., LLP 4123 Lankershim Boulevard North Hollywood, CA 91602</b>	<b>Miller, Kaplan, Arase &amp; Co., LLP 4123 Lankershim Boulevard North Hollywood, CA 91602</b>			<b>1,500.00</b>
<b>Mike Whittle C.E.S.D. Talent Agency 257 Park Avenue South New York, NY 10010</b>	<b>Mike Whittle C.E.S.D. Talent Agency 257 Park Avenue South New York, NY 10010</b>			<b>1,200.00</b>
<b>Benjamin Tate, III 2807 Green Mountain Drive Pearland, TX 77584</b>	<b>Benjamin Tate, III 2807 Green Mountain Drive Pearland, TX 77584</b>			<b>1,000.00</b>

In re **AR Broadcasting Holdings, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

## (Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Scott Anson Ainsworth 18603 North Sandelford Drive Katy, TX 77449</b>	<b>Scott Anson Ainsworth 18603 North Sandelford Drive Katy, TX 77449</b>			<b>1,000.00</b>
<b>The Lincoln National Life Insurance Co. P.O. Box 0821 Carol Stream, IL 60132-0821</b>	<b>The Lincoln National Life Insurance Co. P.O. Box 0821 Carol Stream, IL 60132-0821</b>			<b>946.16</b>
<b>Delta Dental P.O. Box 7564 San Francisco, CA 94120-7564</b>	<b>Delta Dental P.O. Box 7564 San Francisco, CA 94120-7564</b>			<b>926.01</b>
<b>Dickstein Shapiro LLP 1825 Eye Street, NW Washington, DC 20006-5403</b>	<b>Dickstein Shapiro LLP 1825 Eye Street, NW Washington, DC 20006-5403</b>			<b>540.00</b>
<b>John Charles Wessling, Jr. 1649 West Main Street #3 Houston, TX 77006</b>	<b>John Charles Wessling, Jr. 1649 West Main Street #3 Houston, TX 77006</b>			<b>500.00</b>
<b>YPI 9801 Westheimer LLC c/o Younan Properties, Inc. P.O. Box 809041 Chicago, IL 60680-9041</b>	<b>YPI 9801 Westheimer LLC c/o Younan Properties, Inc. P.O. Box 809041 Chicago, IL 60680-9041</b>			<b>440.38</b>
<b>Randall L. Peeters 4404 Morning Star Place Foresthill, CA 95631</b>	<b>Randall L. Peeters 4404 Morning Star Place Foresthill, CA 95631</b>			<b>250.00</b>
<b>Combined Insurance Company of America P.O. Box 8069 Chicago, IL 60680-8069</b>	<b>Combined Insurance Company of America P.O. Box 8069 Chicago, IL 60680-8069</b>			<b>126.85</b>
<b>Julie Takahashi 875 North Eldridge Parkway, #227 Houston, TX 77079</b>	<b>Julie Takahashi 875 North Eldridge Parkway, #227 Houston, TX 77079</b>			<b>67.00</b>
<b>UPS P.O. Box 7247-0244 Philadelphia, PA 19170-0001</b>	<b>UPS P.O. Box 7247-0244 Philadelphia, PA 19170-0001</b>			<b>17.64</b>

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

AR BROADCASTING HOLDINGS, INC., *et*  
*al.*,<sup>1</sup>

Debtors.

Chapter 11


Case No. 11-\_\_\_\_ (\_\_\_\_)

(Joint Administration Pending)

**DECLARATION CONCERNING THE DEBTORS' CONSOLIDATED  
LIST OF CREDITORS HOLDING THIRTY LARGEST UNSECURED CLAIMS**

I, Linda Hill, Vice President and principal accounting officer of AR Broadcasting Holdings, Inc., *et al.* (the "Debtors"), declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding Thirty (30) Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: November 17, 2011



Linda Hill

Vice President and principal accounting officer

<sup>1</sup>The Debtors in these Chapter 11 Cases are: AR Broadcasting Holdings, Inc. [0989], AR Broadcasting, LLC [6353] and AR Licensing, LLC [0743]. The location of the Debtors' corporate headquarters and the service address for all Debtors is: AR Broadcasting Holdings, Inc., 3280 Peachtree Road, Suite 2300, Atlanta, Georgia 30305.

**United States Bankruptcy Court  
District of Delaware**

In re AR Broadcasting Holdings, Inc.

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for AR Broadcasting Holdings, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Cumulus Media Partners, LLC**  
3280 Peachtree Road  
Suite 2300  
Atlanta, GA 30305

☐ None [Check if applicable]

November 17, 2011

Date

  
\_\_\_\_\_  
**William E. Chipman, Jr. 3818**

Signature of Attorney or Litigant  
Counsel for AR Broadcasting Holdings, Inc.  
**Landis Rath & Cobb LLP**  
919 Market Street  
Suite 1800  
Wilmington, DE 19801  
(302) 467-4400 Fax: (302) 467-4450

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
AR BROADCASTING HOLDINGS, INC.**

**November 17, 2011**

In accordance with Section 141(f) of the General Corporation Law of the State of Delaware and the Bylaws of AR Broadcasting Holdings, Inc., a Delaware corporation (the "Company"), the undersigned, constituting all of the members of the Board of Directors of the Company (the "Board"), hereby adopt the following resolutions by written consent (this "Written Consent"): .

**WHEREAS**, AR Broadcasting, LLC, as borrower, NexBank, SSB, as successor administrative agent and collateral agent to Deutsche Bank Trust Company Americas (in such capacity, the "Prepetition Agent"), certain lenders (collectively, the "Prepetition Lenders"), and certain other entities are party to the Credit Agreement, dated as of May 3, 2006 (as amended, modified, supplemented or otherwise in effect from time to time, the "Prepetition Credit Agreement").

**WHEREAS**, from 2009 through 2011, the Company, together with its professional advisors, engaged in numerous and extensive negotiations with its Prepetition Lenders in an effort to reach a consensual agreement on restructuring the Company's balance sheet.

**WHEREAS**, on or about January 27, 2011, the Company and certain of its affiliates, the Prepetition Agent and certain of the Prepetition Lenders entered into that certain Restructuring Support Agreement (as amended, the "Restructuring Support Agreement"), including the Restructuring Term Sheet attached thereto as Exhibit A (the "Restructuring Term Sheet"). The Restructuring Support Agreement and Restructuring Term Sheet set forth the terms upon which the Prepetition Lenders support the restructuring of the obligations under the Prepetition Credit Agreement (the "Restructuring").

**WHEREAS**, the Director has considered the financial and operational conditions of the Company's business;

**WHEREAS**, the Director has reviewed, considered and received the recommendation of senior management of the Company and the advice of the Company's professionals and advisors with respect to the strategic options available to the Company, and the impact on the Company's business of pursuing those options;

**WHEREAS** the Director has had the opportunity to consult with the management and the advisors of the Company and fully consider the strategic alternatives available to it;

**WHEREAS**, the Director has reviewed the terms of the Company's proposed Chapter 11 plan of reorganization (the "Prepackaged Plan") and related disclosure statement (the "Disclosure Statement") and all material documents related thereto;

**WHEREAS**, the Company commenced solicitation of the Prepackaged Plan on October 28, 2011, to creditors eligible to cast votes to accept or reject the Prepackaged Plan pursuant to Section 1129 of chapter 11 of title 11 of the United States Code (the "Solicitation");

**WHEREAS**, the Company received a voting report regarding the Solicitation of the Prepackaged Plan in which 100% of the creditors entitled to vote thereon voted to accept the Prepackaged Plan;

**WHEREAS**, the Director has considered the acceptance of the Prepackaged Plan by the sole class of creditors entitled to vote thereon;

**WHEREAS**, Lewis W. Dickey, Jr. is authorized as Chairman of the Board of AR Broadcasting Holdings, Inc. to execute this written consent;

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that after consideration of the alternatives presented to him and the recommendations of senior management of the Company and the advice of the Company's professionals and advisors, the Director has determined in his business judgment that it is in the best interest of the Company, its creditors, members, and other interested parties and stakeholders that a voluntary petition be filed by the Company under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Petition"); and it is

**RESOLVED FURTHER**, that the Director of the Company and any other officer or person designated and so authorized to act (each, an "Authorized Person") are, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company to execute, verify and file all documents necessary or appropriate in connection with the filing of the Bankruptcy Petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings and other papers in connection with the Bankruptcy Petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Company's Chapter 11 case (the "Bankruptcy Case"); (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions as adopted herein; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them is, authorized and empowered to file the Prepackaged Plan and related Disclosure Statement and all materials related thereto with the Bankruptcy Court, and to seek confirmation of the Prepackaged Plan as expeditiously as possible and to take such steps as are necessary to consummate the Prepackaged Plan as soon as practicable after confirmation consistent with the terms of the Restructuring Support Agreement; and it is

**RESOLVED FURTHER**, that the Authorized Persons are, and each of them hereby is, authorized and directed to employ the law firm of Landis Rath & Cobb LLP as counsel to assist the Company in filing for relief under Chapter 11 of the Bankruptcy Code and in carrying out the Company's duties under Chapter 11 of the Bankruptcy Code, and the Authorized Persons are hereby authorized and directed to execute retention agreements, pay retainers prior to, immediately upon and after the filing of the Bankruptcy Case, and to cause to be filed an application for authority to retain the services of Landis Rath & Cobb LLP as the Company's counsel; and it is


**RESOLVED FURTHER**, that any Authorized Person and such persons as the Authorized Persons shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such persons be, and each hereby is, authorized, empowered, and directed in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any Authorized Person shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the Bankruptcy Case; and it is

**RESOLVED FURTHER**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any Authorized Person in connection with the Bankruptcy Case, any debtor-in-possession financing, or any further action to seek relief on behalf of the Company under Chapter 11 of the Bankruptcy Code, or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified and confirmed in all respects as the acts and deeds of the Company; and it is

**RESOLVED FURTHER**, that the acts, actions and transactions heretofore taken by the Officers of the Company or the Director of the Company in the name of and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before those resolutions were adopted, be and hereby are, ratified, confirmed, and approved in all respects.



**IN WITNESS WHEREOF**, the undersigned have executed these Resolutions as of the date and year first set forth above.



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Lewis W. Dickey, Jr.  
Chairman of the Board