

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	X	
	:	Chapter 11
	:	
LBI MEDIA, INC., et al.	:	Case No. 18-12655 (CSS)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	Re: Docket Nos. 360, 416, 417, 501, 542, 829 & 837

**NOTICE OF FILING OF THIRD SUPPLEMENT TO PLAN
SUPPLEMENT FOR THIRD AMENDED JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF LBI MEDIA, INC. AND ITS AFFILIATED DEBTORS**

PLEASE TAKE NOTICE that this third Supplement (“**Supplement**”) to the Plan Supplement [D.I. 501, 542, 837] contains documents filed in connection with the *Third Amended Joint Chapter 11 Plan of Reorganization of LBI Media, Inc. and its Affiliated Debtors* [D.I. 829] (the “**Plan**”).² Included in this Supplement is a revised version of the following document, as may be amended, supplemented, or modified from time to time:

- **Exhibit B:** Description of Transaction Steps

PLEASE TAKE FURTHER NOTICE that annexed hereto as Exhibit B-1 is a blackline of the Description of Transaction Steps to the version filed on February 19, 2019 [D.I. 501].

PLEASE TAKE FURTHER NOTICE that the document contained in this Supplement remains subject to ongoing review by the Debtors and the Requisite Consenting First Lien Noteholders, as provided for in the Plan and Restructuring Support Agreement. The Debtors reserve the right, subject to the terms and conditions set forth in the Plan and the Restructuring Support Agreement, to alter, amend, modify or further supplement the Plan Supplement, and any

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: LBI Media, Inc. (8901); Liberman Broadcasting, Inc. (8078); LBI Media Holdings, Inc. (4918); LBI Media Intermediate Holdings, Inc. (9635); Empire Burbank Studios LLC (4443); Liberman Broadcasting of California LLC (1156); LBI Radio License LLC (8905); Liberman Broadcasting of Houston LLC (6005); Liberman Broadcasting of Houston License LLC (6277); Liberman Television of Houston LLC (2887); KZJL License LLC (2880); Liberman Television LLC (8919); KRCA Television LLC (4579); KRCA License LLC (8917); Liberman Television of Dallas LLC (6163); Liberman Television of Dallas License LLC (1566); Liberman Broadcasting of Dallas LLC (6468); and Liberman Broadcasting of Dallas License LLC (6537). The Debtors’ mailing address is 1845 West Empire Avenue, Burbank, California 91504.

² Capitalized terms used but not defined herein shall have the meanings set forth in the Plan.

of the documents and designations contained therein, at any time before the Effective Date of the Plan, or any such other date as may be provided for by the Plan or by order of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement, or related documents, you should contact Epiq Corporate Restructuring, LLC, the notice and claims agent retained by the Debtors in these chapter 11 cases, by: (a) calling the Debtors' restructuring hotline at (818) 729-5300; and/or (b) visiting the Debtors' restructuring website at: <https://dm.epiq11.com/#/case/LBM/info>.

Dated: June 5, 2019
Wilmington, Delaware

RICHARDS, LAYTON & FINGER, P.A.

/s/ Brendan J. Schlauch

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Exhibit B

Description of Transaction Steps¹

In accordance with the Plan (including the Plan Supplement), on the Effective Date, the following transactions shall occur in the following order²:

¹ Capitalized terms used but not defined herein have the meaning given to them in the *Third Amended Joint Chapter 11 Plan of Reorganization of LBI Media, Inc. and its Affiliated Debtors* (the “Plan”).

² Although the following transactions reflect the Debtors’ current intentions with respect to the Transaction Steps, the transactions set forth herein may be amended, modified, or supplemented in accordance with Section 5.6 (Restructuring Transactions; Effectuating Documents), Section 12.7 (Amendments), and any other applicable provisions of the Plan.

1. All Intercompany Claims shall be adjusted, Reinstated, or discharged, to the extent determined to be appropriate by the Reorganized Debtors; provided that, in accordance with Section 4.10 of the Plan, HoldCo Intercompany Claims (other than Allowed Holdco Intercompany Claims held by Intermediate Holdco) shall not share in any distribution of cash, stock or warrants under the Plan, but rather, as to any adjusted or Reinstated Holdco Intercompany Claim, shall be paid by Reorganized Holdco in accordance with its terms as adjusted or Reinstated.
2. To ensure compliance with the Communications Act of 1934, as amended, and the rules and regulations of the FCC (including, but not limited to, rules limiting foreign ownership in broadcast licensees) (collectively, “Communications Laws”), in connection with the transactions contemplated by the Plan, the holders of First Lien Notes Claims will internally reorganize to separate their primarily foreign-owned investment vehicles from the chain of ownership of their primarily U.S.-owned investment vehicles (“Reorganized Note Holders”).
3. Immediately thereafter, LBI Parent shall issue 100% of the capital stock of Reorganized LBI Parent (the “New Equity Interests”), together with any warrants to purchase New Equity Interests that are issued on the Effective Date (the “Warrants”), to HoldCo as a contribution to capital; immediately thereafter, HoldCo shall contribute 100% of the New Equity Interests and the Warrants to Intermediate HoldCo as a contribution to capital; and immediately thereafter, Intermediate HoldCo shall contribute 100% of the New Equity Interests and the Warrants to LBI Media as a contribution to capital.
4. Immediately thereafter, LBI Media shall distribute (i) to the holders of First Lien Notes Claims, in full and final satisfaction, settlement, release and discharge of such Claims, the New Equity Interests, the Warrants, and interests in the Exit Facility (less the amount of the DIP Claims converted into the Exit Facility and the amount of interests in the Exit Facility distributed to holders of HoldCo Unsecured Notes Claims and Second Lien Notes Claims under the Plan), and (ii) to the holders of HoldCo Unsecured Notes Claims and Second Lien Notes Claims their interests in the Exit Facility.
5. The foregoing distribution of the New Equity Interests and the Warrants will ensure compliance with Communications Laws, including by the Reorganized Note Holders receiving Warrants in lieu of New Equity Interests to the extent necessary to ensure such compliance.

Exhibit B-1

Blackline

Exhibit B

Description of Transactions Steps¹

In accordance with the Plan (including the Plan Supplement), on the Effective Date, the following transactions shall occur in the following order²:

1. All Intercompany Claims shall be adjusted, Reinstated, or discharged, to the extent determined to be appropriate by the Reorganized Debtors; provided that, in accordance with Section 4.10 of the Plan, HoldCo Intercompany Claims (other than Allowed Holdco Intercompany Claims held by Intermediate Holdco) shall not share in any distribution of cash, stock or warrants under the Plan, but rather, as to any adjusted or Reinstated Holdco Intercompany Claim, shall be paid by Reorganized Holdco in accordance with its terms as adjusted or Reinstated.
 2. To ensure compliance with the Communications Act of 1934, as amended, and the rules and regulations of the FCC (including, but not limited to, rules limiting foreign ownership in broadcast licensees) (collectively, "Communications Laws"), in connection with the transactions contemplated by the Plan, the holders of First Lien Notes Claims will internally reorganize to separate their primarily foreign-owned investment vehicles from the chain of ownership of their primarily U.S.-owned investment vehicles ("Reorganized Note Holders").
 3. ~~1.~~ Immediately thereafter, LBI Parent shall issue 100% of the capital stock of Reorganized LBI Parent (the "New Equity Interests"), together with any warrants to purchase New Equity Interests that are issued on the Effective Date (the "Warrants"), to HoldCo as a contribution to capital; immediately thereafter, HoldCo shall contribute 100% of the New Equity Interests and the Warrants to Intermediate HoldCo as a contribution to capital; and immediately thereafter, Intermediate HoldCo shall contribute 100% of the New Equity Interests and the Warrants to LBI Media as a contribution to capital.
- ~~2. Concurrently:~~
- ~~a. In accordance with Article 4 of the Plan~~ Immediately thereafter, LBI Media shall distribute (i) to the holders of First Lien Notes Claims, in full and final satisfaction, settlement, release and discharge of such Claims, the

¹ Capitalized terms used but not defined herein have the meaning given to them in the ~~Second~~ Third Amended Joint Chapter 11 Plan of Reorganization of LBI Media, Inc. and its Affiliated Debtors (the "Plan").

² Although the following transactions reflect the Debtors' current intentions with respect to the Transaction Steps, the transactions set forth herein may be amended, modified, or supplemented in accordance with Section 5.6 (Restructuring Transactions; Effectuating Documents), Section 12.7 (Amendments), and any other applicable provisions of the Plan.

New Equity Interests ~~(less the amount of any New Equity Interests distributed to holders of Second Lien Notes Claims, if any) and, the Warrants, and interests in~~ the Exit Facility (less the amount of the DIP Claims converted into the Exit Facility, ~~if any~~ d).

4. ~~the amount~~ b. In accordance with Article 4 of the Plan, if applicable, LBI Media shall of interests in the Exit Facility distributed to the holders of HoldCo Unsecured Notes Claims and Second Lien Notes Claims, ~~in full and final satisfaction, settlement, release and discharge of such Claims, 5% of the New Equity Interests under the Plan~~, and (ii) to the holders of HoldCo Unsecured Notes Claims and Second Lien Notes Claims their interests in the Exit Facility.
5. The foregoing distribution of the New Equity Interests and the Warrants will ensure compliance with Communications Laws, including by the Reorganized Note Holders receiving Warrants in lieu of New Equity Interests to the extent necessary to ensure such compliance.

Summary report: Litéra® Change-Pro TDC 10.1.0.800 Document comparison done on 6/5/2019 12:22:30 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: Plan Supplement (Weil Draft 2.19.2019).docx	
Modified DMS: iw://WEILDMS/WEIL/97059654/2	
Changes:	
Add	31
Delete	18
Move From	1
Move To	1
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	51

File a Plan:[18-12655-CSS LBI Media, Inc.](#)

Type: bk Chapter: 11 v Office: 1 (Delaware)
Assets: y Judge: CSS
Case Flag: SealedDoc(s), MEGA, CLMSAGNT, STANDOrder, LEAD, CONFIRMED

U.S. Bankruptcy Court**District of Delaware**

Notice of Electronic Filing

The following transaction was received from Brendan Joseph Schlauch entered on 6/5/2019 at 2:56 PM EDT and filed on 6/5/2019

Case Name: LBI Media, Inc.

Case Number: [18-12655-CSS](#)

Document Number: [933](#)

Docket Text:

Plan Supplement// *Notice of Filing of Third Supplement to Plan Supplement for Third Amended Joint Chapter 11 Plan of Reorganization of LBI Media, Inc. and Its Affiliated Debtors* (related document(s)[360], [416], [417], [501], [542], [829], [837]) Filed by LBI Media, Inc. (Attachments: # (1) Exhibit B # (2) Exhibit B-1) (Schlauch, Brendan)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:LBI NOTICE.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=6/5/2019] [FileNumber=15814023-0]
[42cc0b055daba217f84f78a25846243c51cd9a895f8e0e3dc52d7b140a3e39bc45d0
b36ebaa2ebe01cd32cb169d910691e6e037c64609399287a999a85e58958]]

Document description:Exhibit B

Original filename:C:\fakepath\LBI NOTICE EX B.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=6/5/2019] [FileNumber=15814023-1]
[0c0c646278b1a01bec7c3e1efa12877eda1ff56e822e18732799d3786ec97efe5ee6
cd4202ac7edaa424702984a65fb9f01fedec20ac47e56e2d4e47eae8169d]]

Document description:Exhibit B-1

Original filename:C:\fakepath\LBI NOTICE EX B-1.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=6/5/2019] [FileNumber=15814023-2]
[2cbc9dbea507a83d6498df85135f8d8b2ce20f0e047f603c8b888a7ef79910f8f464
3775b3729f73773bc2c9759bb8d41dd288e47ba52a0ac185285a66a52459]]

18-12655-CSS Notice will be electronically mailed to:

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