

## **DESCRIPTION OF TRANSACTION**

iHeartMedia, Inc. (“iHeart”), through various intervening entities, is the indirect 100% parent of seven subsidiaries which hold broadcast licenses. Additionally, an iHeart subsidiary is the controlling (51%) member of an eighth entity which holds a broadcast license. Attachment A hereto depicts the current structure of iHeart, iHeart’s licensee subsidiaries and intervening entities.

For business and tax reasons, iHeart intends to implement a reorganization of its downstream structure (the “Reorganization”). The Reorganization will have the following *pro forma* effects with regard to the iHeart broadcast licensee subsidiaries:

- Of the current eight iHeart licensee subsidiaries, six will be merged out of existence. These six subsidiaries are:
  - AMFM Broadcasting Licenses, LLC
  - AMFM Radio Licenses, LLC
  - AMFM Texas Licenses, LLC
  - Capstar TX LLC
  - Citicasters Licenses, Inc.
  - Clear Channel Broadcasting Licenses, Inc.

Following these mergers and the concurrent merge-outs of certain intervening upstream entities, the licenses currently held by these six entities will be held by iHM Licenses, LLC (formerly named CC Licenses, LLC) (“iHM Licenses”), a current iHeart licensee subsidiary that will remain in existence following the Reorganization.

- While iHM Licenses will remain in existence and continue to hold its Commission licenses, it will undergo a *pro forma* transfer of control because of the merge-outs of intervening entities in its upstream chain.
- As noted above, an iHeart subsidiary (AMFM Broadcasting, Inc.) is the controlling (51%) member of an eighth broadcast licensee entity: Los Angeles Broadcasting Partners, LLC (“LABP”), the licensee of station KLAC(AM), Los Angeles, California. As a result of the Reorganization, AMFM Broadcasting, Inc. will be merged out of existence and replaced by another indirect wholly-owned iHM subsidiary – iHeart Media + Entertainment, Inc. – as the 51% member of LABP. This change will result in a *pro forma* transfer of control of LABP.

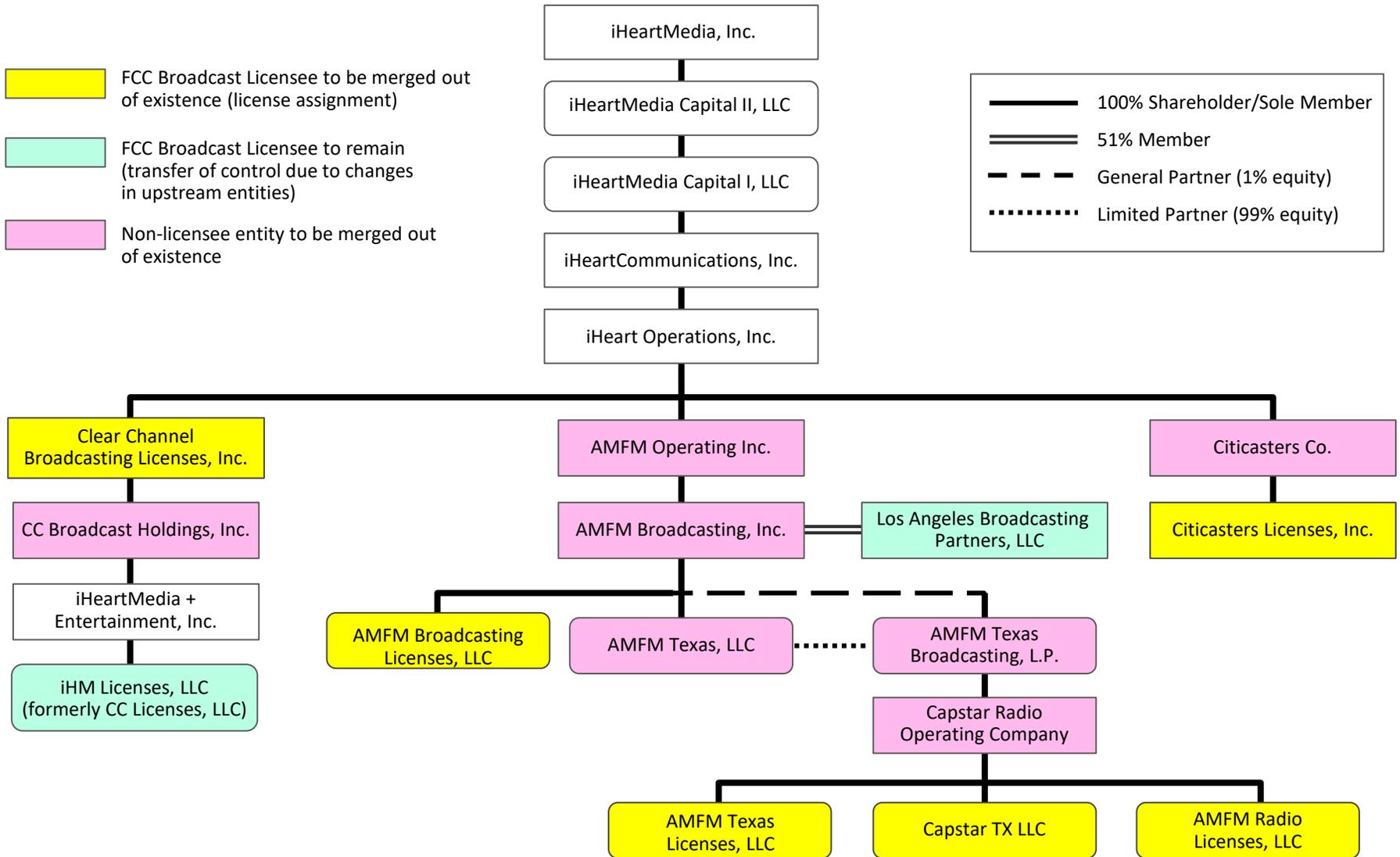
The proposed structure downstream to the iHeart licensee entities following completion of the Reorganization is depicted in Attachment B hereto.

This is one of eight concurrent Form 316 applications being filed for Commission consent to the *pro forma* assignments of license or transfers of control (as applicable) resulting from the Reorganization as described above. Other than ministerial documents to be signed at implementation, no written agreements govern this internal corporate reorganization. Because all entities affected by the Reorganization are and will remain indirect subsidiaries of iHeart, consent to these assignments and transfers is appropriately sought on FCC Form 316. The FCC has approved the qualifications of iHeart and the entities specified in these applications on numerous occasions, including in connection with the emergence of iHeart and certain of its subsidiaries from Chapter 11 bankruptcy in May 2019.<sup>1</sup>

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<sup>1</sup> See *iHeartMedia, Inc., Debtor-in-Possession Seeks Approval to Transfer Control of and Assign FCC Authorizations and Licenses*, Memorandum Opinion and Order, DA 19-322 (rel. Apr. 24, 2019).

## iHeartMedia, Inc. and Licensee Subsidiaries (Current)



### iHeartMedia, Inc. and Licensee Subsidiaries (Post-Reorganization)

