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Commercial Broadcast Stations Non-Biennial Ownership Report (FCC Form 323)

File Number: **0000214304** | Submit Date: **2023-04-28** | FRN: **0032820128**

Purpose: **Commercial Broadcast Stations Non-Biennial Ownership Report** | Status: **Received** | Status Date:
04/28/2023 | Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0032820128	Audacy Atlas, LLC

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
2400 Market Street 4th Floor	Philadelphia	PA	19103	+1 (610) 660-5610	andrew.sutor@audacy.com

2. Contact Representative

Name	Organization
Laura M. Berman	Audacy, Inc.

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
2400 Market Street 4th Floor	Philadelphia	PA	19103	+1 (202) 571-6555	laura.berman@audacy.com

3. Application Filing Fee

Not Applicable

4. Nature of Respondent

(a) Provide the following information about the Respondent:	
Relationship to stations/permits	Licensee
Nature of Respondent	Limited liability company

(b) Provide the following information about this report:	
Purpose	Transfer of control or assignment of license/permit
"As of" date	03/31/2023 When filing a biennial ownership report or validating and resubmitting a prior biennial ownership report, this date must be Oct. 1 of the year in which this report is filed.

**5. Licensee(s)
/Permittees(s)
and Station(s)
/Permit(s)**

Respondent is filing this report to cover the following Licensee(s)/Permittee(s) and station(s)/permit(s):

Licensee/Permittee Name	FRN
Audacy Atlas, LLC	0032820128

Fac. ID No.	Call Sign	City	State	Service
2686	WLFP	GERMANTOWN	TN	FM
11747	KQPS	PALM DESERT	CA	FM
34382	WTSS	BUFFALO	NY	FM

Section II – Non-Biennial Ownership Information

**1. 47 C.F.R.
Section 73.3613
and Other
Documents**

Licensee/Permittee Respondents should list all contracts and other instruments set forth in 47 C.F.R. Section 73.3613(a) through (c) for the facility or facilities listed on this report. In addition, attributable Local Marketing Agreements (LMAs) and attributable Joint Sales Agreements (JSAs) must be disclosed by the licensee of the brokering station on its ownership report. If the agreement is an attributable LMA, an attributable JSA, or a network affiliation agreement, check the appropriate box. Otherwise, select "Other." Non-Licensee/Permittee Respondents should select "Not Applicable" in response to this question.

Document Information	
Description of contract or instrument	Audacy Atlas, LLC Certificate of Formation,
Parties to contract or instrument	State of Delaware
Date of execution	08/2022
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Audacy Atlas, LLC Restated Limited Liability Company Agreement
Parties to contract or instrument	Audacy Operations, Inc.
Date of execution	08/2022
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Audacy Operations, Inc. (formerly known as Entercom Operations, Inc.) Certificate of Incorporation, as amended
Parties to contract or instrument	State of Delaware
Date of execution	11/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
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Description of contract or instrument	Audacy Operations, Inc. (formerly known as Entercom Operations, Inc.) Amended and Restated Bylaws, as amended
Parties to contract or instrument	N/A
Date of execution	11/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information	
Description of contract or instrument	Audacy Corp. (formerly known as Entercom, Inc.) Restated Certificate of Incorporation, as amended
Parties to contract or instrument	State of Delaware
Date of execution	11/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Audacy Corp. (formerly known as Entercom, Inc.) Amended and Restated Bylaws, as amended
Parties to contract or instrument	N/A
Date of execution	11/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information	
Description of contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) Amended and Restated Certificate of Incorporation, as amended
Parties to contract or instrument	State of Delaware
Date of execution	11/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) Restated Bylaws, as amended
Parties to contract or instrument	N/A
Date of execution	11/2018
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: Bylaws
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Document Information	
Description of contract or instrument	Credit Agreement, as amended
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp., formerly known as CBS Radio Inc.), as the Borrower, JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C Issuer, et al., as amended
Date of execution	04/2019
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Security Agreement, as amended
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp., formerly known as CBS Radio Inc.), as the Borrower, JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C Issuer, et al.
Date of execution	10/2016
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Security Agreement

Document Information	
Description of contract or instrument	Guaranty Agreement, as amended
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp., formerly CBS Radio Inc.), as the Borrower, JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C Issuer, et al.
Date of execution	10/2016
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Guaranty Agreement

Document Information	
Description of contract or instrument	Indenture, 6.5% Senior Secured Second-Lien Notes
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) and Deutsche Bank Trust Company Americas as Trustee
Date of execution	04/2019
Date of expiration	05/2027
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information	
Description of contract or instrument	Audacy, Inc. Amended and Restated Articles of Incorporation
Parties to contract or instrument	Commonwealth of Pennsylvania
Date of execution	05/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Audacy, Inc. Amended and Restated Bylaws
Parties to contract or instrument	N/A
Date of execution	05/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information	
Description of contract or instrument	Joint Sales Agreement, as amended
Parties to contract or instrument	Audacy Florida, LLC (formerly known as Entercom Florida, LLC, formerly known as Entercom Gainesville, LLC) and the University of Florida
Date of execution	08/2012
Date of expiration	08/2026
Agreement type (check all that apply)	Attributable JSA

Document Information	
Description of contract or instrument	Audacy Operations, Inc. (formerly known as Entercom Operations, Inc.) Certificate of Amendment (Name Change)
Parties to contract or instrument	N/A
Date of execution	03/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Audacy Corp. (formerly known as Entercom, Inc.) Certificate of Amendment (Name Change)
Parties to contract or instrument	N/A
Date of execution	03/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) Certificate of Amendment (Name Change)
Parties to contract or instrument	N/A
Date of execution	03/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	First Supplemental Indenture, 6.5% Senior Secured Second-Lien Notes
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) and Deutsche Bank Trust Company Americas as Trustee
Date of execution	12/2019
Date of expiration	05/2027
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information	
Description of contract or instrument	Indenture, 6.75% Senior Secured Second-Lien Notes
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) and Deutsche Bank Trust Company Americas as Trustee
Date of execution	03/2021
Date of expiration	03/2029
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information	
Description of contract or instrument	Amendment No. 1 to Credit Agreement
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp., formerly known as CBS Radio Inc.) and JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C issuer, et al.
Date of execution	03/2017
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Amendment No. 2 to Credit Agreement

Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp., formerly known as CBS Radio Inc.) and JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C issuer, et al.
Date of execution	11/2017
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Amendment No. 3 to Credit Agreement
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) and JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C issuer, et al.
Date of execution	04/2019
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Amendment No. 4 to Credit Agreement
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) and JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C issuer, et al.
Date of execution	12/2019
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Amendment No. 5 to Credit Agreement
Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) and JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C issuer, et al.
Date of execution	07/2020
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Amendment No. 6 to Credit Agreement

Parties to contract or instrument	Audacy Capital Corp. (formerly known as Entercom Media Corp.) and JPMorgan Chase Bank, N.A. as Administrative Agent, Collateral Agent, Swing Line Lender and an L/C issuer, et al.
Date of execution	03/2021
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Second Supplemental Indenture, 6.5% Senior Secured Second-Lien Notes
Parties to contract or instrument	Audacy Capital Corp. and Deutsche Bank Trust Company Americas as Trustee
Date of execution	10/2021
Date of expiration	05/2027
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information	
Description of contract or instrument	Local Marketing Agreement regarding WAMO(AM) (Facility ID#25732) and FM Translator W297BU (Facility ID# 157117)
Parties to contract or instrument	Radio Power Inc., as Licensee and Audacy Pennsylvania, LLC as Programmer
Date of execution	03/2022
Date of expiration	04/2027
Agreement type (check all that apply)	Attributable LMA

2. Ownership Interests

(a) Ownership Interests. This Question requires Respondents to enter detailed information about ownership interests by generating a series of subforms. Answer each question on each subform. The first subform listing should be for the Respondent itself. If the Respondent is not a natural person, also list each of the officers, directors, stockholders, non-insulated partners, non-insulated members, and any other persons or entities with a direct attributable interest in the Respondent pursuant to the standards set forth in 47 C.F.R. Section 73.3555. (A “direct” interest is one that is not held through any intervening companies or entities.) List each interest holder with a direct attributable interest in the Respondent separately.

Leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the Respondent solely on the basis of the Commission’s Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i).

In the case of vertical or indirect ownership structures, list only those interests in the Respondent that also represent an attributable interest in the Licensee(s) or Permittee(s) for which the report is being submitted.

Entities that are part of an organizational structure that includes holding companies or other forms of indirect ownership must file separate ownership reports. In such a structure do not report, or file a separate report for, any interest holder that does not have an attributable interest in the Licensee(s) or Permittee(s) for which the report is being submitted.

Please see the Instructions for further detail concerning interests that must be reported in response to this question.

The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.

Ownership Information

FRN	0032820128		
Entity Name	Audacy Atlas, LLC		
Address	PO Box		
	Street 1	2400 Market Street	
	Street 2	4th Floor	
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Respondent		
Positional Interests (check all that apply)	Respondent		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information			
FRN	0003616588		
Entity Name	Audacy Operations, Inc.		
Address	PO Box		
	Street 1	2400 Market Street, 4th Floor	
	Street 2		
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0019221001		
Name	Michael E. Dash, Jr.		
Address	PO Box		
	Street 1	2400 Market Street, 4th Floor	
	Street 2		
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0019220466		
Name	David J. Field		
Address	PO Box		
	Street 1	2400 Market Street, 4th Floor	
	Street 2		
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	

Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?	Yes
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Ownership Information			
FRN	0027285691		
Name	Richard J. Schmaeling		
Address	PO Box		
	Street 1	2400 Market Street, 4th Floor	
	Street 2		
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?	Yes		

Ownership Information			
FRN	0019220391		
Name	Andrew P. Sutor, IV.		
Address	PO Box		
	Street 1	2400 Market Street, 4th Floor	
	Street 2		
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No

	Total assets (Equity Debt Plus)	0.0%
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?		Yes

Ownership Information			
FRN	0029166337		
Name	Elizabeth Bramowski		
Address	PO Box		
	Street 1	2400 Market Street, 4th Floor	
	Street 2		
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?		Yes	

Ownership Information			
FRN	0033302589		
Name	Laura Berman		
Address	PO Box		
	Street 1	2400 Market Street	
	Street 2	4th Floor	
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		

Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information

FRN	0019221282		
Name	Patrick Cunnane		
Address	PO Box		
	Street 1	2400 Market Street	
	Street 2	4th Floor	
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information

FRN	0033586744		
Name	Carmela Masi Troy		
Address	PO Box		
	Street 1	2400 Market Street	
	Street 2	4th Floor	
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		

Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information

FRN	0033586777		
Name	Nicholas Tsapralis		
Address	PO Box		
	Street 1	2400 Market Street	
	Street 2	4th Floor	
	City	Philadelphia	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19103	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

(b) Respondent certifies that any interests, including equity, financial, or voting interests, not reported in this filing are non-attributable. If "No," submit as an exhibit an explanation.	Yes
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(c) Are any of the individuals listed as an attributable interest holder in the Respondent married to each other or related to each other as parentchild or as siblings? If "Yes," provide the following information for each such the relationship.	No
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<p>(d) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?</p> <p>If "<u>Yes</u>," complete the information in the required fields and submit an Exhibit fully describing that individual's duties and responsibilities, and explaining why that individual should not be attributed an interest.</p>	<p>No</p>
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Certification

Section	Question	Response
<p>Authorized Party to Sign</p>	<p>WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND /OR REVOCATION OF ANY STATION LICENSE --OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).</p>	
<p>Certification</p>	<p>I certify that I have examined this report and that to the best of my knowledge and belief, all statements in this report are true, correct and complete.</p>	<p>Official Title: Executive Vice President Exact Legal Title or Name of Respondent: Audacy Atlas, LLC Name: Andrew P Sutor , IV. Phone: 6106605610</p> <p>04/28/2023</p>