

iHeartCommunications, Inc.
Form T-3
September 27, 2018

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

FORM T-3

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

IHEARTCOMMUNICATIONS, INC.

(Name of Applicant)*

20880 Stone Oak Parkway

San Antonio, Texas 78258

(Address of principal executive offices)

Securities to be Issued under the Indenture to be Qualified

Title of Class
Senior Unsecured Notes

Amount
Undetermined amount

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

Name and registered address of agent for service:

Lauren E. Dean

Senior Vice President, Associate General Counsel and

Assistant Secretary

iHeartCommunications, Inc.

20880 Stone Oak Parkway

San Antonio, Texas 78258

With a copy to:

James S. Rowe

Ana Sempertegui

Kirkland & Ellis LLP

Chicago, Illinois 60654

(312) 862-2000

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

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

EXPLANATORY NOTE

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

GENERAL

1. General Information.

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

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

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

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

2. Securities Act Exemption Applicable.

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

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

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

AFFILIATIONS

3. Affiliates.

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

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

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

MANAGEMENT AND CONTROL

4. Directors and Executive Officers.

The following tables list the names and offices held by all directors and executive officers of each Applicant as of the date of this Application. Unless otherwise stated in any of the tables set forth below, the mailing address for each of

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the individuals listed in each of the tables for each of the entities set forth below is: c/o iHeartCommunications, Inc., 20880 Stone Oak Parkway, San Antonio, Texas 78258.

The Company

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

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

The Guarantors

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

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

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

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

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

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

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

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Executive Vice President - Engineering and Systems Integration
- IHM

Steven J. Macri

Executive Vice President and Chief Financial Officer - IHM

Robert H. Walls, Jr.

Executive Vice President, General Counsel and Secretary

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

Name

Office

AMFM Broadcasting, Inc.

General Partner

AMFM Texas, LLC

Limited Partner

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

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

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

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

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

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

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

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

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

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

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

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

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

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

5. Principal Owners of Voting Securities.

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

The Company

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

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

The Guarantors

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

| Guarantor Name | Name and Complete Mailing Address of Equityholder | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|---|--|--|---------------------|--|
| CCOI Holdco Parent II, LLC | Clear Channel Outdoor, Inc. | Membership Interest | N/A | 100 |
| Christal Radio Sales, Inc. | Katz Communications, Inc. | Common Stock, par value \$1.00 per share | 1,000 | 100 |
| Cine Guarantors II, Inc. | Citicasters Co. | Common Stock, par value \$1.00 per share | 100 | 100 |
| Citicasters Co. | Clear Channel Holdings, Inc. | Class A Common Stock, no par value | 100 | 100 |
| Citicasters Licenses, Inc. | Citicasters Co. | Common Stock, par value \$1.00 per share | 1,000 | 100 |
| Clear Channel Broadcasting Licenses, Inc. | Clear Channel Holdings, Inc. | Common Stock, par value \$0.10 per share | 100 | 100 |
| Clear Channel Investments, Inc. | iHeartCommunications, Inc. | Common Stock, par value \$0.10 per share | 1,000 | 100 |
| Clear Channel Metro, LLC | iHeartCommunications, Inc. | Membership Interest | N/A | 100 |
| Clear Channel Mexico Holdings, Inc. | Clear Channel Holdings, Inc. | Common Stock, without par value | N/A | 100 |
| Clear Channel Real Estate, LLC | Clear Channel Holdings, Inc. | Membership Interest | N/A | 100 |
| Critical Mass Media, Inc. | Clear Channel Holdings, Inc. | Common Stock, no par value | 100 | 100 |
| iHeartMedia Capital I, LLC | iHeartMedia Capital II, LLC | Membership Interest | N/A | 100 |
| iHeartMedia + Entertainment, Inc. | CC Broadcast Holdings, Inc. | Common Stock, \$0.10 per share | 100 | 100 |
| iHeartMedia Management Services, Inc. | iHeartCommunications, Inc. | Common Stock, par value \$0.01 per share | 100 | 100 |
| iHeartMedia Tower Co. Holdings, LLC | iHeartCommunications, Inc. | Membership Interest | N/A | 100 |
| iHM Identity, Inc. | iHeartCommunications, Inc. | Common Stock, par value \$0.01 per share | 100 | 100 |

| Guarantor Name | Name and Complete Mailing Address of Equityholder | Title of Class Owned | Amount Owned | Percentage of Voting Securities Owned |
|--|--|--|---------------------|--|
| Katz Communications, Inc. | Katz Media Group, Inc. | Common Stock, par value \$0.01 per share | 1,000 | 100 |
| Katz Media Group, Inc. | AMFM Operating, Inc. | Common Stock, par value \$0.01 per share | 1,000 | 100 |
| Katz Millennium Sales & Marketing Inc. | Katz Communications, Inc. | Common Stock, par value \$0.10 per share | 10,000 | 100 |
| Katz Net Radio Sales, Inc. | Katz Communications, Inc. | Common Stock, par value \$1.00 per share | 100 | 100 |
| M Street Corporation | Critical Mass Media, Inc. | Common Stock, without par value | 1,000 | 100 |
| Premiere Networks, Inc. | Clear Channel Holdings, Inc. | Common Stock, par value \$0.01 per share | 2,909.601 | 100 |
| Terrestrial RF Licensing, Inc. | iHeartMedia + Entertainment, Inc. | Common Stock | 1,000 | 100 |
| TTWN Networks, LLC | TTWN Networks, LLC | Membership Interest | N/A | 100 |
| TTWN Media Networks, LLC | Clear Channel Metro, LLC | Membership Interest | N/A | 100 |

It is anticipated that upon consummation of the Plan of Reorganization, the equityholders listed above will continue to own all of the voting securities of the Guarantors.

UNDERWRITERS

6. Underwriters.

(a) The following table sets forth information regarding all persons who have acted as an underwriter of any securities of the Applicants within three years prior to the date of the filing of this Application.

| Name | Mailing Address | Offering |
|-----------------------|--|---|
| Moelis & Company, LLC | 399 Park Avenue New York, New York 10022 | February 2017 Exchange Offer of 10.0% Senior Notes due 2018 for 11.25% Priority Guarantee Notes due 2021 |

(b) There is no proposed principal underwriter for the New Senior Unsecured Notes that are to be issued under the Indenture that is to be qualified under this Application.

CAPITAL SECURITIES

7. Capitalization.

(a) The following tables set forth certain information with respect to each authorized class of securities of the Applicants as of the date of this Application.

The Company

| Title of Class | Amount Authorized | Amount Outstanding |
|---|-------------------|--------------------|
| Common Stock, par value \$0.10 per share | 500,000,000 | 500,000,000 |
| 9.0% Priority Guarantee Notes Due 2019 (1) | N/A | 1,999,815,000 |
| 9.0% Priority Guarantee Notes Due 2021 (1) | N/A | 1,750,000,000 |
| 11.25% Priority Guarantee Notes Due 2021 (1)(2) | N/A | 870,546,000 |
| 9.0% Priority Guarantee Notes Due 2022 (1) | N/A | 1,000,000,000 |
| 10.625% Priority Guarantee Notes Due 2023 (1) | N/A | 950,000,000 |
| 14.0% Senior Notes due 2021 (1)(3) | N/A | 2,235,471,975 |
| Legacy Notes: (4) | | |
| 5.50% Senior Notes due 2016 (5) | N/A | 57,100,000 |
| 6.875% Senior Notes Due 2018 | N/A | 175,000,000 |
| 7.25% Senior Notes Due 2027 | N/A | 300,000,000 |

- (1) These securities are guaranteed on a senior basis by each of the Guarantors.
- (2) Includes \$180.8 million aggregate principal amount of 11.25% Priority Guarantee Notes due 2021 held by the Company's subsidiaries.
- (3) Includes \$453.9 million aggregate principal amount of 14% Senior Notes due 2021 held by the Company's subsidiaries.
- (4) These securities are not guaranteed by the Guarantors.
- (5) Held by the Company's wholly-owned subsidiary, Clear Channel Holdings, Inc.

The Guarantors

| Company Name | Title of Class | Amount Authorized | Amount Outstanding |
|---------------------------------|--|-------------------|--------------------|
| AMFM Broadcasting Licenses, LLC | Membership Interest | N/A | N/A |
| AMFM Broadcasting, Inc. | Common Stock, \$0.10 per share | 1,000 | 1,000 |
| AMFM Operating Inc. | Common Stock, par value \$0.01 per share | 1,040 | 1,040 |
| AMFM Radio Licenses, LLC | Membership Interest | N/A | N/A |
| AMFM Texas Broadcasting, LP | Partnership shares | N/A | N/A |
| AMFM Texas Licenses, LLC | Membership Interest | N/A | N/A |

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|---------------------------------|--|-------|-------|
| AMFM Texas, LLC | Membership Interest | N/A | N/A |
| Broader Media, LLC | Membership Interest | N/A | N/A |
| Capstar Radio Operating Company | Common Stock, par value \$0.10 per share | 1,000 | 100 |
| Capstar TX, LLC | Membership Interest | N/A | N/A |
| CC Broadcast Holdings, Inc. | Common Stock, without par value | 1,000 | 1,000 |
| CC Finco, LLC | Membership Interest | N/A | N/A |
| CC Finco Holdings, LLC | Membership Interest | N/A | N/A |
| CC Licenses, LLC | Membership Interest | N/A | N/A |
| CCOI Holdco Parent II, LLC | Membership Interest | N/A | N/A |

| Company Name | Title of Class | Amount Authorized | Outstanding |
|---|---|--------------------------|--------------------|
| Christal Radio Sales, Inc. | Common Stock, par value \$1.00 per share | 1,000 | 1,000 |
| Cine Guarantors II, Inc. | Common Stock, par value \$1.00 per share | 25,000 | 100 |
| Citicasters Co. | Class A Common Stock, no par value | 1,000 | 100 |
| | Class B Common Stock, no par value | 1,000 | 100 |
| Citicasters Licenses, Inc. | Common Stock, par value \$1.00 per share | 1,000 | 1,000 |
| Clear Channel Broadcasting Licenses, Inc. | Common Stock, par value \$0.10 per share | 1,000 | 100 |
| Clear Channel Investments, Inc. | Common Stock, par value \$0.10 per share | 1,000 | 1,000 |
| Clear Channel Metro, LLC | Membership Interest | N/A | N/A |
| Clear Channel Mexico Holdings, Inc. | Common Stock, without par value | 1,000 | 2 |
| Clear Channel Real Estate, LLC | Membership Interest | N/A | N/A |
| Critical Mass Media, Inc. | Common Stock, no par value | 750 | 100 |
| iHeartMedia Capital I, LLC | Membership Interest | N/A | N/A |
| iHeartMedia + Entertainment, Inc. | Common Stock, \$0.10 per share | 1,000 | 100 |
| iHeartMedia Management Services, Inc. | Common Stock, par value \$0.01 per share | 1,000 | 100 |
| iHeartMedia Tower Co. Holdings, LLC | Membership Interest | N/A | N/A |
| iHM Identity, Inc. | Common Stock, par value \$0.01 per share | 1,000 | 100 |
| Katz Communications, Inc. | Common Stock, par value \$0.01 per share | 1,000 | 1,000 |
| Katz Media Group, Inc. | Common Stock, par value \$0.01 per share | 1,000 | 1,000 |
| Katz Millennium Sales & Marketing Inc. | Common Stock, par value \$0.10 per share | 10,000 | 10,000 |
| Katz Net Radio Sales, Inc. | Common Stock, par value \$1.00 per share | 10,000 | 100 |
| M Street Corporation | Common Stock, without par value | 100,000 | 1,000 |
| Premiere Networks, Inc. | Common Stock, par value \$0.01 per share | 14,000 | 2,909.601 |
| | Class A common stock, par value \$0.010 per share | 20,000 | 0 |
| | Preferred Stock, \$0.01 per share | 5,000 | 0 |
| Terrestrial RF Licensing, Inc. | Common Stock, par value \$0.010 per share | 1,000 | 1,000 |
| TTWN Networks, LLC | Membership Interest | N/A | N/A |
| TTWN Media Networks, LLC | Membership Interest | N/A | N/A |

(b) Each holder of common stock of the Company and the Guarantors that are corporations has one vote on all matters to be voted upon by stockholders with no cumulative voting rights. The Guarantors that are limited liability companies have a sole member and are either controlled by such sole member (in the case of AMFM Radio Licenses, LLC, AMFM Texas, LLC, Broader Media, LLC, CC Finco, LLC CC Finco Holdings, LLC, Clear

Channel Metro, LLC, CCOI Holdco Parent II, LLC, iHeartMedia Tower Co. Holdings, LLC, TTWN Networks, LLC and TTWN Media Networks, LLC) or a board of managers (in the case of AMFM Broadcasting Licenses, LLC, AMFM Texas Licenses, LLC, Capstar TX, LLC, CC Licenses, LLC, Clear Channel Real Estate, LLC and iHeartMedia Capital I, LLC). The Guarantors that are partnerships are controlled by their general partner.

Holders of the series of notes of the Company listed above have the voting rights with respect to the respective series of notes set forth under the respective indenture.

INDENTURE SECURITIES

8. Analysis of Indenture Provisions.

The New Senior Unsecured Notes will be subject to the new Indenture to be entered into among the Company, the Guarantors and the trustee named therein (the Trustee). The following is a general description of certain provisions expected to be included in the Indenture, and the description is qualified in its entirety by reference to the form of Indenture to be filed as Exhibit T3C herewith. The Company has not entered into the Indenture as of the date of this filing, and the terms of the Indenture are subject to change before it is executed. Capitalized terms used below and not defined herein have the meanings ascribed to them in the Indenture.

(a) Events of Default; Withholding of Notice.

The occurrence of any of the following events will constitute an Event of Default under the Indenture: (1) default in payment when due and payable, upon redemption, acceleration or otherwise, of principal of, or premium, if any, on the New Senior Unsecured Notes; (2) default for 30 days or more in the payment when due of interest on or with respect to the New Senior Unsecured Notes; (3) failure by the Issuer or any Guarantor for 60 days after receipt of written notice given by the Trustee or the Holders of not less than 25.0% in principal amount of the then outstanding New Senior Unsecured Notes (with a copy to the Trustee) to comply with any of its obligations, covenants or agreements (other than a default referred to in clauses (1) or (2) below); (4) default under any mortgage, indenture or instrument under which there is issued or by which there is secured or evidenced any Indebtedness for money borrowed by the Issuer or any of its Restricted Subsidiaries or the payment of which is guaranteed by the Issuer or any of its Restricted Subsidiaries, other than Indebtedness owed to the Issuer or a Restricted Subsidiary, whether such Indebtedness or guarantee now exists or is created after the issuance of the New Senior Unsecured Notes, if both: (a) such default either results from the failure to pay any principal of such Indebtedness at its stated final maturity (after giving effect to any applicable grace periods) or relates to an obligation other than the obligation to pay principal of any such Indebtedness at its stated final maturity and results in the holder or holders of such Indebtedness causing such Indebtedness to become due prior to its stated final maturity; and (b) the principal amount of such Indebtedness, together with the principal amount of any other such Indebtedness in default for failure to pay principal at stated final maturity (after giving effect to any applicable grace periods), or the maturity of which has been so accelerated, an aggregate amount to be determined at any one time outstanding; (5) failure by the Issuer or any other Significant Party to pay final non-appealable judgments aggregating in excess of an amount to be determined, which final judgments remain unpaid, undischarged and unstayed for a period of more than 90 days after such judgments become final, and in the event such judgments are covered by insurance, an enforcement proceeding has been commenced by any creditor upon such judgments or decrees which is not promptly stayed; (6) certain events of bankruptcy or insolvency with respect to the Issuer or any other Significant Party (to the extent permitted by law); (7) the Guarantee of any Significant Party shall for any reason cease to be in full force and effect or be declared null and void or any responsible officer of any Guarantor that is a Significant Party, as the case may be, denies in writing that it has any further liability under its Guarantee or gives written notice to such effect, other than by reason of the termination of the Indenture or the release of any such Guarantee in accordance with the Indenture; or (8) failure of

any Person required by the terms of the Indenture to be a Guarantor as of the Issue Date to execute a supplemental indenture to the Indenture within five Business Days following the Issue Date.

If any Event of Default (other than an Event of Default specified in clause (6) above) occurs and is continuing under the Indenture, the Trustee or the Holders of at least 25.0% in principal amount of the then total outstanding New Senior Unsecured Notes (with a copy to the Trustee) may declare the principal, premium, if any, interest and any other monetary obligations on all the then outstanding Notes to be due and payable immediately.

Upon the effectiveness of such declaration, such principal, premium, if any, and interest shall be due and payable immediately. The Trustee shall have no obligation to accelerate the New Senior Unsecured Notes if, in the best judgment of the Trustee, acceleration is not in the best interest of the Holders of the New Senior Unsecured Notes.

Notwithstanding the foregoing, in the case of an Event of Default arising under clause (6) above with respect to the Issuer, all outstanding New Senior Unsecured Notes shall be due and payable without further action or notice.

If a Default occurs and is continuing and if it is actually known to the Trustee, the Trustee shall send to Holders of Notes a notice of the Default within 90 days after it occurs. The Trustee may withhold from the Holders notice of any continuing Default, except a Default relating to the payment of principal, premium, if any, or interest, if it determines that withholding notice is in their interest.

(b) Authentication and Delivery of New Senior Unsecured Notes; Application of Proceeds.

At least one Officer shall execute the New Senior Unsecured Notes on behalf of the Issuer by manual or facsimile signature.

If an Officer whose signature is on a New Senior Unsecured Note no longer holds that office at the time such New Senior Unsecured Note is authenticated, such New Senior Unsecured Note shall nevertheless be valid.

A New Senior Unsecured Note shall not be entitled to any benefit under the Indenture or be valid or obligatory for any purpose until authenticated by the manual or facsimile signature of the Authentication Agent. The signature shall be conclusive evidence that the New Senior Unsecured Note has been duly authenticated and delivered under the Indenture.

On the Issue Date, the Authentication Agent shall, upon receipt of an Issuer Order (an Authentication Order), authenticate and deliver the Initial Notes. In addition, at any time, from time to time, the Authentication Agent shall upon receipt of an Authentication Order authenticate and deliver any Additional Notes for an aggregate principal amount specified in such Authentication Order for such Additional Notes issued under the Indenture.

The Trustee may appoint an authenticating agent acceptable to the Issuer to authenticate New Senior Unsecured Notes. An authenticating agent may authenticate New Senior Unsecured Notes whenever the Trustee may do so. Each reference in the Indenture to authentication by the Trustee includes authentication by such agent. An authenticating agent has the same rights as an Agent to deal with Holders or an Affiliate of the Issuer.

The New Senior Unsecured Notes shall be issuable in minimum denominations of \$1.0 and integral multiples of \$1.0 thereafter.

The Company will not receive any proceeds from the issuance of the New Senior Unsecured Notes pursuant to the Plan of Reorganization.

(c) Satisfaction and Discharge.

The Indenture shall be discharged and shall cease to be of further effect as to all the New Senior Unsecured Notes will be released, when either:

(1) all New Senior Unsecured Notes theretofore authenticated and delivered, except lost, stolen or destroyed Notes which have been replaced or paid and Notes for whose payment money has theretofore been deposited in trust, have

been delivered to the Authentication Agent for cancellation; or

(2)

(a) all New Senior Unsecured Notes not theretofore delivered to the Authentication Agent for cancellation have become due and payable by reason of the making of a notice of redemption or

otherwise, shall become due and payable within one year or are to be called for redemption and redeemed within one year under arrangements satisfactory to the Trustee, the Registrar and the Paying Agent for the giving of notice of redemption by the Trustee, the Registrar or the Paying Agent in the name, and at the expense, of the Issuer, and the Issuer or any Guarantor has irrevocably deposited or caused to be deposited with the Paying Agent as trust funds in trust solely for the benefit of the Holders of the New Senior Unsecured Notes cash in U.S. dollars, Government Securities, or a combination thereof, in such amounts as will be sufficient without consideration of any reinvestment of interest to pay and discharge the entire indebtedness on the New Senior Unsecured Notes not theretofore delivered to the Authentication Agent for cancellation for principal, premium, if any, and accrued interest to the date of maturity or redemption thereof, as the case may be;

(b) no Default (other than that resulting from borrowing funds to be applied to make such deposit or any similar and simultaneous deposit relating to other Indebtedness and, in each case, the granting of Liens in connection therewith) with respect to the Indenture or the New Senior Unsecured Notes shall have occurred and be continuing on the date of such deposit or shall occur as a result of such deposit and such deposit will not result in a breach or violation of, or constitute a default under any Senior Credit Facilities or any other material agreement or instrument governing Indebtedness (other than the Indenture) to which the Issuer or any Guarantor is a party or by which the Issuer or any Guarantor is bound (other than resulting from any borrowing of funds to be applied to make such deposit and any similar and simultaneous deposit relating to other Indebtedness and, in each case, the granting of Liens in connection therewith);

(c) the Issuer has paid or caused to be paid all sums payable by it under the Indenture; and

(d) the Issuer has delivered irrevocable instructions to the Trustee, the Registrar and the Paying Agent to apply the deposited money toward the payment of the New Senior Unsecured Notes at maturity or the redemption date, as the case may be.

In addition, the Issuer must deliver an Officer's Certificate and an Opinion of Counsel to the Trustee stating that all conditions precedent to satisfaction and discharge have been satisfied.

(d) Evidence of Compliance with Conditions and Covenants.

The Issuer shall deliver to the Trustee, within 120 days after the end of each fiscal year ending after the Issue Date, a certificate from the principal executive officer, principal financial officer or principal accounting officer stating that a review of the activities of the Issuer and its Restricted Subsidiaries during the preceding fiscal year has been made under the supervision of the signing Officer with a view to determining whether the Issuer has kept, observed, performed and fulfilled its obligations under the Indenture, and further stating, as to such Officer signing such certificate, that to the best of his or her knowledge the Issuer has kept, observed, performed and fulfilled each and every condition and covenant contained in the Indenture during such fiscal year and is not in default in the performance or observance of any of the terms, provisions, covenants and conditions of the Indenture (or, if a Default shall have occurred, describing all such Defaults of which he or she may have knowledge and what action the Issuer is taking or proposes to take with respect thereto).

When any Default has occurred and is continuing under the Indenture of which the Issuer is aware, or if the Trustee or the holder of any other evidence of Indebtedness of the Issuer or any Subsidiary of the Issuer gives any notice or takes any other action with respect to a claimed Default of which the Issuer is aware, the Issuer shall promptly (which shall be no more than five Business Days) deliver to the Trustee an Officer's Certificate specifying such event and what action the Issuer proposes to take with respect thereto.

9. Other Obligors.

Other than the Applicants, no other person is an obligor with respect to the New Senior Unsecured Notes.

CONTENTS OF APPLICATION FOR QUALIFICATION

This Application for Qualification comprises:

- (a) Pages numbered 1 to 20, consecutively.
- (b) The Statement of Eligibility and Qualification on Form T-1 of the trustee under the Indenture to be qualified.*
- (c) The following exhibits in addition to those filed as part of the Statement of Eligibility and Qualification of the trustee:

| | |
|----------------|---|
| Exhibit T3A.1 | Restated Articles of Incorporation, as amended, of iHeartCommunications, Inc. (Incorporated by reference to Exhibit 3.1 to the iHeartCommunications, Inc. Registration Statement on Form S-4 (File No. 333-200971) filed on December 15, 2014). |
| Exhibit T3A.2 | Certificate of Formation of iHeartMedia Capital I, LLC, as amended (Incorporated by reference to Exhibit 3.3 to the iHeartCommunications, Inc. Form S-4 filed on December 16, 2014). |
| Exhibit T3A.3 | Certificate of Incorporation of AMFM Broadcasting, Inc. (Incorporated by reference to Exhibit 3.1.5 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.4 | Amended and Restated Certificate of Incorporation of AMFM Operating Inc. (Incorporated by reference to Exhibit 3.1.9 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.5 | Certificate of Formation of Citicasters Licenses, Inc. (Incorporated by reference to Exhibit 3.1.29 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.6 | Certificate of Incorporation of Capstar Radio Operating Company (Incorporated by reference to Exhibit 3.1.19 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.7 | Articles of Incorporation of CC Broadcast Holdings, Inc. (Incorporated by reference to Exhibit 3.1.21 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.8 | Certificate of Incorporation of Christal Radio Sales, Inc. (Incorporated by reference to Exhibit 3.1.26 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.9 | Articles of Incorporation of Cine Guarantors II, Inc. (Incorporated by reference to Exhibit 3.1.27 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.10 | Certificate of Amended Articles of Incorporation of Citicasters Co. (Incorporated by reference to Exhibit 3.1.28 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |

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- Exhibit
T3A.11 Articles of Incorporation of Clear Channel Broadcasting Licenses, Inc., as amended (Incorporated by reference to Exhibit 3.1.31 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009).
- Exhibit
T3A.12 Articles of Incorporation of iHeartMedia+Entertainment, Inc., as amended (Incorporated by reference to Exhibit 3.23 to the iHeartCommunications, Inc. Form S-4 filed on December 16, 2014).
- Exhibit
T3A.13 Certificate of Formation of iHM Identity, Inc., as amended (Incorporated by reference to Exhibit 3.25 to the iHeartCommunications, Inc. Form S-4 filed on December 16, 2014).

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| Exhibit T3A.14 | Articles of Incorporation of Clear Channel Investments, Inc. (Incorporated by reference to Exhibit 3.1.38 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.15 | Certificate of Formation of iHeartMedia Management Services, Inc., as amended. (Incorporated by reference to Exhibit 3.31 to the iHeartCommunications, Inc. Form S-4 filed on December 16, 2014). |
| Exhibit T3A.16 | Articles of Incorporation of Clear Channel Mexico Holdings, Inc. (Incorporated by reference to Exhibit 3.1.40 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.17 | Articles of Incorporation of Critical Mass Media, Inc., as amended (Incorporated by reference to Exhibit 3.1.45 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.18 | Restated Certificate of Incorporation of Katz Communications, Inc. (Incorporated by reference to Exhibit 3.1.50 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.19 | Certificate of Incorporation of Katz Media Group, Inc., as amended (Incorporated by reference to Exhibit 3.1.51 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.20 | Certificate of Incorporation of Katz Millennium Sales & Marketing Inc., as amended (Incorporated by reference to Exhibit 3.1.52 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.21 | Certificate of Incorporation of Katz Net Radio Sales, Inc., as amended (Incorporated by reference to Exhibit 3.1.53 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.22 | Articles of Incorporation of M Street Corporation (Incorporated by reference to Exhibit 3.1.55 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.23 | Certificate of Incorporation of Premiere Networks, Inc., as amended (Incorporated by reference to Exhibit 3.49 to the iHeartCommunications, Inc. Form S-4 filed on December 16, 2014). |
| Exhibit T3A.24 | Articles of Incorporation of Terrestrial RF Licensing, Inc. (Incorporated by reference to Exhibit 3.1.58 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.25 | Certificate of Formation of CC Licenses, LLC (Incorporated by reference to Exhibit 3.1.23 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.26 | Certificate of Formation of Clear Channel Real Estate, LLC, as amended (Incorporated by reference to Exhibit 3.1.41 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.27 | Certificate of Formation of AMFM Broadcasting Licenses, LLC (Incorporated by reference to Exhibit 3.1.4 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.28 | Certificate of Formation of AMFM Radio Licenses, LLC, as amended (Incorporated by reference to Exhibit 3.1.11 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.29 | Certificate of Formation of AMFM Texas, LLC (Incorporated by reference to Exhibit 3.1.15 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |

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| Exhibit T3A.30 | Certificate of Limited Partnership of AMFM Texas Broadcasting, LP, as amended (Incorporated by reference to Exhibit 3.1.13 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.31 | Certificate of Formation of AMFM Texas Licenses, LLC (Incorporated by reference to Exhibit 3.65 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on June 24, 2011). |
| Exhibit T3A.32 | Certificate of Formation of Capstar TX, LLC (Incorporated by reference to Exhibit 3.67 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on June 24, 2011). |
| Exhibit T3A.33 | Certificate of Formation of CC Finco Holdings, LLC (Incorporated by reference to Exhibit 3.1.22 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3A.34 | Certificate of Formation of Broader Media, LLC (Incorporated by reference to Exhibit T3A.34 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3A.35 | Certificate of Formation of CC Finco, LLC (Incorporated by reference to Exhibit T3A.35 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3A.36 | Certificate of Formation of CCOI Holdco Parent II, LLC (Incorporated by reference to Exhibit T3A.36 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3A.37 | Certificate of Incorporation of Clear Channel Metro, LLC (Incorporated by reference to Exhibit T3A.37 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3A.38 | Certificate of Formation of iHeartMedia Tower Co. Holdings, LLC (Incorporated by reference to Exhibit T3A.38 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3A.39 | Articles of Organization of TTWN Media Networks, LLC (Incorporated by reference to Exhibit T3A.39 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3A.40 | Certificate of Formation of TTWN Networks, LLC (Incorporated by reference to Exhibit T3A.40 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3B.1 | Seventh Amended and Restated Bylaws, as amended, of iHeartCommunications, Inc. (Incorporated by reference to Exhibit 3.2 to the iHeartCommunications, Inc. Annual Report on Form 10-K for the year ending December 31, 2007). |
| Exhibit T3B.2 | Limited Liability Company Agreement of iHeartMedia Capital I, LLC (Incorporated by reference to Exhibit 3.2.33 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.3 | Amended and Restated Bylaws of AMFM Broadcasting, Inc. (Incorporated by reference to Exhibit 3.2.5 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.4 | Bylaws of AMFM Operating Inc. (Incorporated by reference to Exhibit 3.2.9 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.5 | Bylaws of Citicasters Licenses, Inc. (Incorporated by reference to Exhibit 3.2.29 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.6 | Bylaws of Capstar Radio Operating Company (Incorporated by reference to Exhibit 3.2.19 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.7 | Bylaws of CC Broadcast Holdings, Inc. (Incorporated by reference to Exhibit 3.2.21 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |

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| Exhibit T3B.8 | Amended and Restated Bylaws of Christal Radio Sales, Inc. (Incorporated by reference to Exhibit 3.2.26 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.9 | Amended and Restated Bylaws of Cine Guarantors II, Inc. (Incorporated by reference to Exhibit 3.2.27 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.10 | Amended and Restated Regulations of Citicasters Co. (Incorporated by reference to Exhibit 3.2.28 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.11 | Amended and Restated Bylaws of Clear Channel Broadcasting Licenses, Inc. (Incorporated by reference to Exhibit 3.2.31 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.12 | Amended and Restated Bylaws of iHeartMedia+Entertainment, Inc. (Incorporated by reference to Exhibit 3.2.32 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.13 | Bylaws of iHM Identity, Inc. (Incorporated by reference to Exhibit 3.2.37 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.14 | Bylaws of Clear Channel Investments, Inc. (Incorporated by reference to Exhibit 3.2.38 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
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| Exhibit T3B.20 | Amended and Restated Bylaws of Katz Millennium Sales & Marketing Inc. (Incorporated by reference to Exhibit 3.2.52 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.21 | Amended and Restated Bylaws of Katz Net Radio Sales, Inc. (Incorporated by reference to Exhibit 3.2.53 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.22 | Amended and Restated Bylaws of M Street Corporation (Incorporated by reference to Exhibit 3.2.55 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.23 | Amended and Restated Bylaws of Premiere Networks, Inc. (Incorporated by reference to Exhibit 3.2.56 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |

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| Exhibit T3B.24 | Amended and Restated Bylaws of Terrestrial RF Licensing, Inc. (Incorporated by reference to Exhibit 3.2.58 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.25 | Limited Liability Company Agreement of CC Licenses, LLC (Incorporated by reference to Exhibit 3.2.23 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
| Exhibit T3B.26 | Limited Liability Company Agreement of Clear Channel Real Estate, LLC (Incorporated by reference to Exhibit 3.2.41 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
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| Exhibit T3B.33 | Limited Liability Company Agreement of CC Finco Holdings, LLC (Incorporated by reference to Exhibit 3.2.22 to the iHeartCommunications, Inc. Registration Statement on Form S-4 filed on March 30, 2009). |
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| Exhibit T3B.35 | Limited Liability Company Agreement of CC Finco, LLC (Incorporated by reference to Exhibit T3B.35 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3B.36 | Limited Liability Company Agreement of CCOI Holdco Parent II, LLC (Incorporated by reference to Exhibit T3B.36 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3B.37 | Limited Liability Company Agreement of Clear Channel Metro, LLC (Incorporated by reference to Exhibit T3B.37 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3B.38 | Limited Liability Company Agreement of iHeartMedia Tower Co. Holdings, LLC (Incorporated by reference to Exhibit T3B.38 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3B.39 | Limited Liability Company Agreement of TTWN Media Networks, LLC (Incorporated by reference to Exhibit T3B.39 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |

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|----------------|---|
| Exhibit T3B.40 | Limited Liability Company Agreement Of TTWN Networks, LLC (Incorporated by reference to Exhibit T3B.40 to iHeartCommunications, Inc. s Form T-3 filed on September 26, 2018). |
| Exhibit T3C* | Form of new Indenture Governing the New Senior Unsecured Notes. |
| Exhibit T3D | Not applicable. |
| Exhibit T3E.1* | Disclosure Statement relating to the Amended Joint Plan of Reorganization of iHeartMedia, Inc., et al. pursuant to Chapter 11 of the Bankruptcy Code. |
| Exhibit T3E.2* | Amended Joint Plan of Reorganization of iHeartMedia, Inc., et al. pursuant to Chapter 11 of the Bankruptcy Code. |
| Exhibit T3F* | Cross-reference sheet (included in Exhibit T3C). |
| Exhibit T3G* | Form T-1 qualifying the Trustee under the new Indenture to be qualified pursuant to this Form T-3. |
| Exhibit T3H | Structure Chart. |

* To be filed by amendment.

SIGNATURES

Pursuant to the requirements of the Trust Indenture Act of 1939, iHeartCommunications, Inc., a corporation incorporated under the laws of Texas, has duly caused this Application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of San Antonio, Texas on September 27, 2018.

(SEAL)

IHEARTCOMMUNICATIONS, INC.

Attest: /s/ Shannon Stolle
Name: Shannon Stolle

By: /s/ Brian Coleman
Name: Brian Coleman
Title: Senior Vice President and Treasurer

Pursuant to the requirements of the Trust Indenture Act of 1939, the undersigned Guarantors have duly caused this Application to be signed on their behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of San Antonio, Texas on September 27, 2018.

(SEAL)

Attest: /s/ Shannon Stolle
Name: Shannon Stolle

**AMFM BROADCASTING LICENSES, LLC
AMFM BROADCASTING, INC.
AMFM OPERATING INC.
AMFM RADIO LICENSES, LLC
AMFM TEXAS BROADCASTING, LP
AMFM TEXAS LICENSES, LLC
AMFM TEXAS, LLC
BROADER MEDIA, LLC
CAPSTAR RADIO OPERATING COMPANY
CAPSTAR TX, LLC
CC BROADCAST HOLDINGS, INC.
CC LICENSES, LLC
CC FINCO, LLC
CC FINCO HOLDINGS, LLC
CCOI HOLDCO PARENT II, LLC
CHRISTAL RADIO SALES, INC.
CINE GUARANTORS II, INC.
CITICASTERS CO.
CITICASTERS LICENSES, INC.
CLEAR CHANNEL BROADCASTING
LICENSES, INC.
CLEAR CHANNEL INVESTMENTS, INC.
CLEAR CHANNEL METRO, LLC
CLEAR CHANNEL MEXICO HOLDINGS, INC.
CLEAR CHANNEL REAL ESTATE, LLC
CRITICAL MASS MEDIA, INC.
IHEARTMEDIA + ENTERTAINMENT, INC.
IHEARTMEDIA MANAGEMENT SERVICES,
INC.
IHEARTMEDIA TOWER CO. HOLDINGS, LLC
IHM IDENTITY, INC.
KATZ COMMUNICATIONS, INC.
KATZ MEDIA GROUP, INC.
KATZ MILLENNIUM SALES & MARKETING
INC.
KATZ NET RADIO SALES, INC.
M STREET CORPORATION
PREMIERE NETWORKS, INC.
TERRESTRIAL RF LICENSING, INC.
TTWN NETWORKS, LLC
TTWN MEDIA NETWORKS, LLC**

By: /s/ Brian Coleman
Name: Brian Coleman

Title: Senior Vice President, Assistant Secretary and
Treasurer

Pursuant to the requirements of the Trust Indenture Act of 1939, the undersigned Guarantor has duly caused this Application to be signed on their behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of San Antonio, Texas on September 27, 2018.

(SEAL)

IHEARTMEDIA CAPITAL I, LLC

Attest: /s/ Shannon Stolle
Name: Shannon Stolle

By: /s/ Brian Coleman
Name: Brian Coleman
Title: Senior Vice President and Treasurer