

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re:** : **Chapter 11**  
: :  
**CUMULUS MEDIA INC., et al.,** : **Case No. 17-13381 (SCC)**  
: :  
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
: :  
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**THIRD SUPPLEMENTAL DECLARATION OF DAVID S. MILLER  
IN SUPPORT OF DEBTORS' APPLICATION TO EMPLOY AND  
RETAIN ALVAREZ & MARSAL NORTH AMERICA, LLC AS  
FINANCIAL ADVISORS TO DEBTORS AND DEBTORS IN POSSESSION  
PURSUANT TO SECTIONS 327(a) AND 328 OF THE BANKRUPTCY CODE**

I, David S. Miller, under penalty of perjury declares as follows:

1. I am a Managing Director with Alvarez & Marsal North America, LLC (together with employees of its professional service provider affiliates (all of which are wholly-owned by its parent company and employees), its wholly-owned subsidiaries and independent contractors, "**A&M**")<sup>2</sup>, a restructuring advisory services firm with numerous offices throughout the country.

2. On December 7, 2017, the Debtors filed their *Application to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisors to Debtors and Debtors-In-Possession* (the "**Application**") and attached thereto as **Exhibit B** was a declaration of the undersigned in support of the Application (the "**Prior Declaration**").

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<sup>1</sup> The last four digits of Cumulus Media Inc.'s tax identification number are 9663. Because of the large number of Debtors in these Chapter 11 Cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://dm.epiq11.com/cumulus>. The location of the Debtors' service address is: 3280 Peachtree Road, N.W., Suite 2200, Atlanta, Georgia 30305.

<sup>2</sup> Capitalized terms used herein but not defined herein shall have the meaning ascribed to them in the Prior Declaration (defined below).

3. I submit this declaration (this “**Third Supplemental Declaration**”) to correct and supplement my Prior Declaration. Unless otherwise stated in this Third Supplemental Declaration, I have personal knowledge of the facts set forth herein or have been informed of such matters by professionals of A&M. To the extent any information disclosed herein requires amendment or modification upon A&M’s completion of further review or as additional party-in-interest information becomes available to it, a further supplemental declaration reflecting such amended or modified information will be submitted to the Court.

**DISCLOSURES RELATING TO POTENTIAL PARTIES IN INTEREST**

4. Certain additional potential parties in interest were identified and provided to A&M after the date of the Prior Declaration (the “New Parties”) who were not identified on Schedule A to the Prior Declaration. The New Parties are set forth on Exhibit A hereto and together with the parties identified on Schedule A to the Prior Declaration, as supplemented to date, are hereinafter referred to as the “Potential Parties in Interest”

5. Based on the Firm Procedures described in the Prior Declaration, additional known connections between former or recent clients of the Firm and the Potential Parties in Interest were compiled and these connections are listed in Exhibit B annexed hereto.

6. As can be expected with respect to any international professional services firm such as A&M, the Firm provides services to many clients with interests in the Debtors’ chapter 11 cases. To the best of my knowledge, except as indicated below, the Firm’s services for such clients do not relate to the Debtors’ chapter 11 cases.

7. If any new material relevant facts or relationships are discovered or arise, A&M will promptly file a supplemental declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct.

Dated: June 5, 2018

/s/ David Miller

Alvarez & Marsal North America, LLC  
Managing Director

**Exhibit A**

**(1) Contract Counter-Parties**

1. ALTERNATIVE NETWORKING INC.
2. APEX REAL PROPERTY LLC
3. BA CAPITAL COMPANY, L.P.
4. BAIN CAPITAL (SQ) VIII, L.P.
5. BANC OF AMERICA CAPITAL INVESTORS SBIC, L.P.
6. BCIP ASSOCIATES III, LLC
7. BCIP ASSOCIATES III-B, LLC
8. BCIP ASSOCIATES-G
9. BCIP T ASSOCIATES III, LLC
10. BCIP T ASSOCIATES III-B, LLC
11. BLACKSTONE COMMUNICATIONS FCC L.L.C.
12. BLACKSTONE FAMILY FCC L.L.C.
13. BLACKSTONE FC CAPITAL PARTNERS IV L.P.
14. BLACKSTONE FC CAPITAL PARTNERS IV-A L.P.
15. BLACKSTONE PARTICIPATION FCC L.L.C.
16. BREOF CASTLETON PARK REO, LLC
17. CANON BUSINESS PROCESS SERVICES, INC.
18. CHICAGO WHITE SOX, LTD.
19. DBBC, L.L.C.
20. DICKEY, DAVID W.
21. HOULIHAN LOKEY CAPITAL, INC.
22. M&L COMMODITIES, INC.
23. MESA COMMUNICATIONS LLC.
24. MIHI LLC
25. MILLCO ADVISOR LP
26. PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY I, LLC
27. PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY II, LLC
28. PUTNAM INVESTMENTS HOLDINGS, LLC
29. SECURAMERICA LLC
30. SPORTS USA MEDIA; SEATTLE SEAHAWKS
31. THE CALIFORNIA CREDITS GROUP LLC

32. THOMAS H. LEE EQUITY (CAYMAN) FUND V, L.P.
33. THOMAS H. LEE EQUITY FUND V, L.P.
34. THOMAS H. LEE INVESTORS LIMITED PARTNERSHIP
35. THOMAS H. LEE PARALLEL FUND V, L.P.
36. TRADEFIRST.COM, INC.
37. UBS SECURITIES LLC
38. UNITED CENTER JOINT VENTURE

**(2) Governmental/Regulatory Agencies**

1. CARROLLTON-FARMERS BRANCH INDEPENDENT SCHOOL DISTRICT
2. COMMONWEALTH OF PA, DEPARTMENT OF REVENUE.
3. DALLAS COUNTY
4. FORT BEND COUNTY
5. GRAYSON COUNTY
6. HARRIS COUNTY
7. IRVING INDEPENDENT SCHOOL DISTRICT
8. JONES COUNTY APPRAISAL DISTRICT
9. MANSFIELD INDEPENDENT SCHOOL DISTRICT
10. MISSOURI DEPARTMENT OF REVENUE
11. OAKLAND COUNTY TREASURER
12. ORANGE COUNTY
13. TARRANT COUNTY
14. TAYLOR CAD
15. TN DEPT OF REVENUE
16. VALWOOD IMPROVEMENT AUTHORITY
17. WILBARGER COUNTY
18. WISE COUNTY
19. WISE COUNTY APPRAISAL

**(3) Litigation**

1. ANDERSON, JOYA

2. BARNABY RECORDS, INC.
3. BROWN, STEPHANIE
4. BRUNSWICK RECORD CORPORATION
5. BUFFALO BILLS, LLC
6. CALLIGAN, SARAH
7. CAREY, ALISON
8. CARPINO, TARYN
9. CHRISTMAN, DANA
10. CROWLEY, KATIE
11. CZAPLA, LINDSEY
12. DOUCET, SHANA
13. EGAN, KRISTEN
14. FERRARI, CAITLIN
15. FRIEND, JAMI
16. GIACCOTTO, JEN
17. GOLDSMITH, TIFFANY
18. GUTIERREZ, PAMELA C.
19. HALL, RILEY
20. HOCKETT, KELLY
21. HOUCK, MELISSA
22. IACCHETTA, ALECIA
23. JAKUBOWSKI, SARA
24. JANNOTTI, STEFANIE
25. JONES, RYOKO
26. KACZMAREK, KATHRYN
27. KACZOR, KATHERINE
28. KILLION, JENICA
29. KRENCIK, LYNN
30. LAKS, JESSICA
31. L'HEUREUX, JOYCE
32. MADERER, MELISSA
33. MALACO, INC.
34. MANGUSO, KRISTIN
35. MASTRELLA, DANIELLE
36. MCCARY, LONNA
37. MCCORMICK, KRISTINA
38. MCNAMEE, BRIANA
39. MCNAMEE, JESSICA
40. MESSINA, ANGELINA
41. MONTEMAGE, GABRIELLE
42. MONTMAGE, GABRIELLE
43. O'BRIEN, B.J.
44. PAOLINI, JENNIFER
45. PAWELK, RICHARD L
46. PAWELK, THERESA TRAEN
47. PIETROWSKI, HOLLY

48. RIZNYK, KAITLIN
49. ROLISON, JESSICA
50. STACHOWIAK, EILEEN
51. STEVANOVIC, JACKIE
52. STEVENS, SARA
53. SURDYKE, JENNIFER
54. THOMAS, GERI
55. THOMPSON, LATOI
56. THORNE, MORGAN
57. TOMASELLO, KRISTINA
58. TWENEY-MACKENZIE, ANNA
59. VIOLA, VINCENZA
60. VOLTZ, KAITLIN
61. WHALEN, RITA
62. WINKLER, KELLY
63. WYATT, AYESHIA

**(4) Other Significant Creditors**

1. 6805 CORPORATE EAT, LLC
2. 750 BATTERY BUILDING COMPANY LLC
3. ABC RADIO NETWORKS ASSETS LLC
4. ACAR LEASING LTD
5. ALL MOBILE VIDEO INC.
6. ALLIANZ RISK TRANSFER
7. AMERICAN SOCIETY OF COMPOSERS, AUTHORS
8. ARAPAHOE COUNTY TREASURER
9. AT&T CORP
10. BATTISON, WILLIAM J
11. BOND, SCHONECK & KING, PLLC
12. BRAND BANKING COMPANY, THE
13. BUFFALO BILLS LLC
14. CABEZAS, JODY
15. CAUSEY, SUSAN
16. CBS RADIO EAST HOLDINGS LLC
17. CBS RADIO INC
18. CBS RADIO TEXAS LLC
19. CENTURYLINK COMMUNICATIONS LLC
20. CHAMMAH VENTURES LLC
21. CHEYENNE PROPAGATION COMPANY
22. CIT BANK NA
23. CTI TOWERS, INC.

24. DALLAS BASKETBALL LIMITED
25. DE LAGE LANDEN FINANCIAL SERVICES, INC.
26. DEL-AIR MECHANICAL CONTRACTORS, INC
27. DELL MARKETING, L.P.
28. DEPARTMENT OF THE TREASURY-IRS
29. EMPIRE STATE BUILDING COMPANY L.L.C.
30. ENTERCOM COMMUNICATIONS CORP
31. EPLUS TECHNOLOGY, INC.
32. ESCAMBIA COUNTY TAX COLLECTOR
33. ESCAMBIA TRADE CENTER, LTD.
34. EXELATE, INC.
35. FIRELINE NETWORK SOLUTIONS, INC
36. FRAZIER & DEETER LLC
37. GFK US, LLC
38. GLOBAL MUSIC RIGHTS, LLC
39. GREATAMERICA FINANCIAL SERVICES CORP.
40. HANCO, LTD.
41. HOULIHAN LOKEY CAPITAL INC
42. IHEART MEDIA INC
43. INDIANAPOLIS COLTS, INC.
44. JPMORGAN CHASE BANK, N.A.
45. KIMTRON, INC
46. LEAF CAPITAL FUNDING LLC
47. LEAF CAPITAL FUNDING, LLC.
48. MARRIOTT INTERNATIONAL, INC.
49. METROPOLITAN GOVERNMENT OF NASHVILLE
50. MILBANK, TWEED
51. MULLIKEN WEINER KARSH BERG & JOLIVET, PC
52. NATIONAL ACADEMY OF RECORDING ARTS
53. NATIONAL COLLEGIATE ATHLETIC ASSOC, THE
54. NATIONAL FURNITURE LIQUIDATORS, LLC
55. NIELSEN COMPANY (US) LLC, THE
56. NM TAXATION & REVENUE DEPARTMENT
57. NRG MEDIA LLC
58. NY STATE DEPARTMENT OF TAX AND FINANCE
59. OGLETREE, DEAKINS, NASH, SMOAK & STEWART
60. OHIO DEPARTMENT OF TAXATION, THE
61. OKALOOSA COUNTY TAX COLLECTOR
62. PENNSYLVANIA DEPARTMENT OF REVENUE
63. PIZZATI,GARY
64. PREIT SERVICES, LLC, AS AGENT FOR PR MAGNOLIA, LLC AND PR WYOMING VALLEY LIMITED PARTNERSHIP.
65. QWEST CORPORATION DBA CENTURYLINK QC
66. REACH MEDIA
67. RUBBER SPECIALIST LAND ACQUISITION LLC
68. SAG-AFTRA
69. SCHOCH, TAD BRYAN
70. SOUND EXCHANGE, INC
71. SOUTH CAROLINA DEPARTMENT OF REVENUE
72. STATE OF MINNESOTA, DEPT OF REVENUE
73. SUCKIN DIESEL INC
74. TENNESSEE FOOTBALL, INC.
75. THE NINETY 9 GROUP
76. TLCREATIVE ADVERTISING, LLC D/B/A VCREATIVE INC
77. TORRES, ELISA
78. TOWER & COMMUNICATION SERVICES, INC
79. TRADEFIRST.COM INC
80. U.S. BANK EQUIPMENT FINANCE
81. UNITED STATES TRAFFIC NETWORK LLC
82. URBAN CAPITAL LLC
83. US BANK N.A.- AS INDENTURE TRUSTEE
84. UTOPIA PRODUCTIONS INC
85. VERTICAL BRIDGE ACQUISITION II, LLC.
86. WELLS FARGO FINANCIAL LEASING, INC.

87. WELLS FARGO VENDOR FINANCIAL SERVICES
88. WGH COMMUNICATIONS INC
89. WIDEORBIT INC.
90. WISCONSIN DEPARTMENT OF REVENUE

**(5) Vendors**

1. 21ST CENTURY FOX AMERICA
2. 750 BATTERY STREET BUILDING LLC
3. AFCOMM LLC
4. AMERCO REAL ESTATE COMPANY, A NEVADA CORPORATION
5. ATLANTIX GLOBAL SYSTEMS, LLC. DBA PRESIDIO, INC.
6. BEI ELECTRONICS LLC
7. BT PR, INC.
8. CITY OF BRIDGEPORT
9. COURTYARD MANAGEMENT CORP
10. CRITICAL MASS MEDIA
11. DALLAS MAVERICKS
12. DE LAGE LANDEN FINANCIAL
13. DELL SOFTWARE INC
14. DON KENNEDY ROOFING
15. DONNELLEY FINANCIAL INC
16. ESCAMBIA TRADE CENTER MANAGEMENT GROUP
17. FOX SPORTS NET
18. FRANCHISE TAX BOARD
19. GIGYA, INC.
20. GRANITE TELECOMMUNICATIONS LLC
21. GTN MANAGEMENT INC.
22. HANCOCK ASKEW & CO
23. HARKER RESEARCH
24. HENSON ROBINSON CO
25. HOLLAND & KNIGHT LLP
26. HURON CONSULTING SERVICES
27. LEVEL 3 COMMUNICATIONS, LLC
28. LIBERTY PARK MANAGEMENT, INC
29. LOYAL EARS DIGITAL, LLC
30. MEDIA MONITORS INC
31. MEDIA SCORE
32. MUSTANG CAT
33. NATIONAL HOCKEY LEAGUE
34. OKLAHOMA TAX COMMISSION
35. PCM SALES INC.

36. PILLSBURY WINTHROP SHAW PITTMAN LLP
37. PITNEY BOWES
38. RADIO ENGINEERING SERVICES
39. RESIDENCE INN BY MARRIOTT LLC
40. SINTECMEDIA NYC INC
41. SOCIUS1, LLC DBA SOCIUS
42. SOLE SOLUTION
43. SOUL FOCUS, LLC
44. THE INTERSECT GROUP
45. TOWER & COMMUNICATION SERVICES INC
46. UNITED STATES TRAFFIC NETWORK, LLC
47. VERITONE ENTERPRISE
48. VONAGE BUSINESS INC
49. WBZ-FM
50. WIMBERLY LAWSON WRIGHT DAVES & JONES, PLLC
51. XCEL ENERGY

**Current and Former Clients of A&M and/or its Affiliates**<sup>1</sup>

Alpha Media, LLC  
Amerco Real Estate Company  
Bain Capital (SQ) VIII, LP  
Blackstone Family FCC LLC  
Canon Business Process Services, Inc.  
CenturyLink Communications LLC  
CIT Bank NA  
County of Harris  
DeLage Landen Financial  
Dell Software Inc.  
Eplus Technology, Inc.  
Frazier & Deeter LLC  
GFK US, LLC  
Gigya, Inc.  
GTN Management  
Huron Consulting Services  
Marriott International, Inc.  
Milbank Tweed  
Mulliken Weiner Karsh Berg & Jolivet PC  
Nielsen Company (US) LLC  
Pitney Bowes  
Residence Inn by Marriott LLC  
SecurAmerica LLC  
Thomas H. Lee Equity (Cayman) Fund V  
Veritone Enterprise  
Vonage Business Inc.  
Xcel Energy

**Significant Equity Holders of Current and Former A&M Clients**<sup>2</sup>

Bain Capital (SQ) VIII, LP  
Blackstone Family FCC LLC  
CenturyLink Communications LLC  
County of Dallas  
Media Monitors Inc.  
Nielsen Company (US) LLC  
Putnam Investments Holdings, LLC  
Thomas H. Lee Equity (Cayman) Fund V

**Creditors/Noteholders in A&M Engagements**<sup>3</sup>

Bain Capital (SQ) VIII, LP  
Blackstone Family FCC LLC  
Putnam Investments Holdings, LLC

**Professionals & Advisors**<sup>4</sup>

Frazier & Deeter LLC  
Holland & Knight LLP  
Huron Consulting Services  
Milbank Tweed  
Millco Advisors LP  
Ogletree Deakins Nash Smoak & Stewart

**Significant Joint Venture Partners**<sup>5</sup>

Bain Capital (SQ) VIII, LP

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<sup>1</sup> A&M and/ or an affiliate is currently providing or has previously provided certain consulting or interim management services to these parties or their affiliates (or, with respect to those parties that are investment funds or trusts, to their portfolio or asset managers or their affiliates) in wholly unrelated matters.

<sup>2</sup> These parties or their affiliates (or, with respect to those parties that are investment funds or trusts, their portfolio or asset managers or other funds or trusts managed by such managers) are significant equity holders of clients or former clients of A&M or its affiliates in wholly unrelated matters.

<sup>3</sup> A&M is currently advising or has previously advised these parties or their affiliates (or, with respect to those parties that are investment funds or

trusts, their portfolio or asset managers or other funds managed by such managers) as noteholders or creditors or various creditors' or noteholders' committees in which these parties or their affiliates were members or which represented the interests of these parties or their affiliates.

<sup>4</sup> These professionals have represented clients in matters where A&M was also an advisor (or provided interim management services) to the same client. In certain cases, these professionals may have engaged A&M on behalf of such client.

<sup>5</sup> These parties or their affiliates are significant joint venture partners of other clients or former clients of A&M or its affiliates in wholly unrelated matters.

**A&M Vendors**<sup>6</sup>

Canon Business Process Services, Inc.

CenturyLink (Qwest)

DeLage Landen Financial

Dell Software Inc.

GreatAmerica Financial Services Corp.

Houlihan Lokey Capital, Inc.

Huron Consulting Services

Marriott International, Inc.

PCM Sales Inc.

Pitney Bowes

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<sup>6</sup> These parties or their affiliates provide or have provided products, goods and/or services (including

but not limited to legal representation) to A&M and/or its affiliates