

**Presentment Date and Time: November 19, 2021 at 10:00 a.m. (Eastern Time)**  
**Objection Deadline: November 12, 2021 at 4:00 p.m. (Eastern Time)**  
**Hearing Date and Time (Only if Objection Filed): TBD**

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

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<b>In re:</b>	:	<b>Chapter 11</b>
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<b>CM WIND DOWN TOPCO INC.</b>	:	<b>Case No. 17-13381 (SCC)</b>
	:	
<b>Reorganized Debtor.<sup>1</sup></b>	:	
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**MOTION OF THE REORGANIZED DEBTOR  
FOR ENTRY OF AN ORDER FURTHER EXTENDING  
THE DEADLINE TO OBJECT TO PROOFS OF CLAIM**

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CM Wind Down Topco Inc. (formerly known as Cumulus Media Inc.) (the “Reorganized Debtor”), on behalf of itself and its affiliates that were formerly debtors in the above-captioned case (each such affiliate, a “Former Debtor” and collectively, together with the Reorganized Debtor, the “Reorganized Company”), by and through its undersigned counsel, hereby submits this motion (the “Motion”) to extend the deadline to

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<sup>1</sup> The last four digits of the Reorganized Debtor’s tax identification number are 9663. The location of the Reorganized Debtor’s service address is: 3280 Peachtree Road, N.W., Suite 2200, Atlanta, Georgia 30305.

object to the allowance of Claims<sup>2</sup> (as defined in the Reorganized Debtor's confirmed chapter 11 plan, the "Claims Objection Deadline"). In support of this Motion, the Reorganized Debtor respectfully represents as follows:

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of New York (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.) from the United States District Court for the Southern District of New York. The Reorganized Debtor confirms its consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), to the entry of a final order by the Court in connection with this Motion, to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

3. The statutory predicate for the relief requested herein is section 105 of title 11 of the United States Code (the "Bankruptcy Code") and Bankruptcy Rule 9006.

### **Background**

4. On November 29, 2017, each of the Reorganized Debtor and the Former Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases").

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<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan (defined below).

## **I. Bar Date and Claims Procedures Orders**

5. On January 26, 2018, the Court entered the Order (I) Establishing Deadlines for (A) Submitting Proofs of Claim and (B) Requests for Payment under Bankruptcy Code Section 503(b)(9); (II) Approving the Form, Manner and Notice Thereof; and (III) Granting Related Relief [ECF No. 353] (the “Bar Date Order”). The Bar Date Order set March 7, 2018 and May 29, 2018 at 5:00 p.m. (Prevailing Pacific Time) as the deadlines by which non-governmental claimants and governmental claimants, respectively, must file a proof of claim.<sup>3</sup> On January 31, 2018, Epiq Bankruptcy Solutions, LLC (the “Claims Agent”) provided notice of the Bar Date Order, in accordance with the procedures outlined therein to potential claimants. See Affidavit of Service of Konstantina Haidopoulos [ECF No. 471].

6. On March 29, 2018, the Reorganized Debtor and the Former Debtors filed the Debtors’ Motion for Entry of an Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 3007 and 9019(b) Authorizing the Debtors to (I) File Omnibus Claims Objections; (II) Establish Claims Satisfaction and Settlement Procedures; and (III) Granting Related Relief [ECF No. 602] to establish omnibus objection procedures (the “Claims Procedures”) to, among other things, object to or resolve Claims.

7. On April 10, 2018, the Court entered an order approving the Claims Procedures [ECF No. 662] (the “Procedures Order”) which authorizes the Reorganized Debtor to, among other things, file omnibus objections to multiple Claims at a time on

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<sup>3</sup> Under the Bar Date Order, proofs of claim for Claims entitled to priority under section 503(b)(9) of the Bankruptcy Code must be filed by the general bar date.

various grounds, including those set forth in Bankruptcy Rule 3007(d) and the additional grounds set forth in the Procedures Order.

8. The Plan vests the Reorganized Debtor, after the Effective Date, with the sole authority to reconcile, dispute, litigate, settle, compromise, or otherwise resolve any Disputed Claim. Plan, § VII.A.2.

## **II. Plan Confirmation and Effective Date**

9. On May 10, 2018, the Court entered its Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' First Amended Joint Chapter 11 Plan of Reorganization [ECF No. 769] (the "Confirmation Order") confirming the First Amended Joint Plan of Reorganization of Cumulus Media Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [ECF No. 446] (the "Plan").

10. On June 4, 2018, the Effective Date under the Plan occurred, the Plan was substantially consummated, and each of the Reorganized Debtor and Former Debtors emerged from chapter 11. *See Notice of (I) Entry of Order Confirming the Debtors' First Amended Joint Chapter 11 Plan of Reorganization; (II) Occurrence of Effective Date; and (III) Certain Bar Dates* [ECF No. 821].

11. On June 29, 2018, the Court entered the Order (I) Changing the Case Caption of the Lead Case; (II) Consolidating the Administration of the Remaining Matters at the Lead Case; (III) Entering a Final Decree Closing the Subsidiary Cases; and (IV) Granting Related Relief [ECF No. 883] (the "Case Closing Order"). The Case Closing Order consolidated and transferred to the Reorganized Debtor's case the reconciliation and resolution of Claims against the Reorganized Debtor and the Former Debtors, and closed the cases of each of the respective Former Debtors.

### III. Claims Objection Deadline

12. Under the Plan, the Claims Objection Deadline is the date that is the later of (a) one hundred eighty (180) days after the Effective Date and (b) such other period of limitation as may be specifically fixed by the Debtors or the Reorganized Debtors, as applicable, or by an order of the Court. Plan, § 1.A.22.<sup>4</sup> The Plan further provides that objections to Claims must be filed on or before the Claims Objection Deadline, and that Claims may become Allowed if the Debtors do not timely object to their allowance. Plan, §§ 1.A.22, VII.A.5. On October 18, 2018, the Reorganized Debtor filed a motion to extend the initial Claims Objection Deadline (the “Initial Deadline Extension Motion”). [ECF No. 1025]. On November 5, 2018, the Court entered an order granting the Initial Deadline Extension Motion, extending the Claims Objection Deadline to June 1, 2019. [ECF No. 1041].

13. Since the initial deadline extension, the Reorganized Debtor sought and obtained additional extensions of the Claims Objection Deadline,<sup>5</sup> and filed the most recent extension request on July 8, 2021 (the “Sixth Deadline Extension Motion”). [ECF No. 1325]. On July 23, 2021, the Court entered an order granting the Sixth Deadline Extension Motion, extending the Claims Objection Deadline to November 20, 2021. [ECF No. 1329].

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<sup>4</sup> The deadline to object to Administrative Claims was seventy-five (75) calendar days after the Effective Date. Plan, § 1.A.4. By this Motion, the Reorganized Debtor is not asking for an extension of the Administrative Claims Bar Date.

<sup>5</sup> See ECF Nos. 1150, 1171, 1205, 1214, 1261, 1264, 1287, 1295, and 1325.

**Relief Requested**

14. By this Motion, the Reorganized Debtor seeks entry of an order, substantially in the form attached hereto, further extending the Claims Objection Deadline through and including March 21, 2022, to allow time to resolve the Remaining Claims (as defined below) or, to the extent necessary, to file a final omnibus claims objection seeking their reduction and partial disallowance. The relief requested is without prejudice to the rights of the Reorganized Debtor to seek further extensions of the Claims Objection Deadline.

**Basis for Relief**

15. As the Reorganized Debtor explained in the Sixth Deadline Extension Motion, only fifty-six (56) Claims remain to be fully reconciled (collectively, the “Remaining Claims”). The Remaining Claims all relate to the same state court litigation, filed on April 22, 2014, in the Supreme Court for Erie County, New York, seeking damages for allegedly unpaid wages arising from the alleged misclassification of certain individuals as independent contractors instead of employees. The Debtors have been trying to settle the Remaining Claims with the claimants since well before the Chapter 11 Cases were filed. The Reorganized Debtor has now reached agreements in principle with counsel for the claimants. All that remains to be done is to document the state court settlement agreement and the claims allowance stipulation that will be filed in this Court.

16. For reasons unrelated to the Reorganized Debtor, documentation of the state court settlement agreement, and the related claims allowance stipulation, have taken more time than expected. The Reorganized Debtor expects that it will have finalized the claims allowance stipulation by the end of this year, but final documentation acceptable to all counsel will likely not be completed by the current Claims Objection Deadline.

Accordingly, the Reorganized Debtor requests an extension of the Claims Objection Deadline by an additional one hundred twenty (120) calendar days through and including March 21, 2022. The Reorganized Debtor is hopeful that this extension permits adequate time to document the settlement of the Remaining Claims and thereafter make final distributions and seek a decree closing these Chapter 11 Cases.

17. Section 105(a) of the Bankruptcy Code provides that “the court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the Bankruptcy Code.” 11 U.S.C. § 105(a).

18. Additionally, Bankruptcy Rule 9006(b) provides that: “when an act is required or allowed to be done at or within a specified period ... by order of the court, the court for cause shown may at any time in its discretion ... with or without motion or notice order the period enlarged if the request therefor is made before the expiration of the period originally prescribed....”

19. Cause exists to grant the extension sought here. As described herein, the Reorganized Debtor has resolved substantially all of the Claims. Since the granting of the last extension of the Claims Objection Deadline, the Reorganized Debtor has reached an agreement in principle regarding the Remaining Claims. Documentation of the settlement agreements and effecting distribution on the Remaining Claims in accordance with such agreements are the only items that remain to be done before these Chapter 11 Cases can be closed. However, for reasons not within the Reorganized Debtor’s control, the settlement agreements may not be finalized by the Claims Objection Deadline. The extension is not sought for the purposes of delay and will not prejudice any claimants.

**Notice**

20. The Reorganized Debtor will provide notice of this Motion to the Core Parties each as defined and set forth in the Order Pursuant to 11 U.S.C. §105(a) and Fed. R. Bankr. P. 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures. [ECF No. 73]. The Reorganized Debtor submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

21. Except with respect to the prior motions seeking extensions of the Claims Objection Deadline referenced in paragraph 13 of this Motion, no previous motion for the relief sought herein has been made to this or any other court.

*[Remainder of page intentionally left blank.]*



**Conclusion**

WHEREFORE, the Reorganized Debtor respectfully requests that the Court enter the proposed order granting the relief requested herein, and granting such other relief as may be just and proper.

Dated: November 3, 2021  
New York, New York

**PAUL, WEISS, RIFKIND, WHARTON  
& GARRISON LLP**

*/s/ Jacob A. Adlerstein*

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