

ENTERED

January 08, 2024

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
AUDACY, INC.,	§	
	§	Case No. 24-90004 (CML)
	§	
	§	
Debtor.	§	
Tax I.D. No. 23-1701044	§	
<hr/>		
In re:	§	
	§	Chapter 11
AUDACY TEXAS, LLC,	§	
	§	Case No. 24-90003 (CML)
	§	
	§	
Debtor.	§	
Tax I.D. No. 20-5421646	§	
<hr/>		
In re:	§	
	§	Chapter 11
AMPERWAVE, LLC,	§	
	§	Case No. 24-90005 (CML)
	§	
	§	
Debtor.	§	
Tax I.D. No. 87-3140529	§	
<hr/>		
In re:	§	
	§	Chapter 11
AUDACY ARIZONA, LLC,	§	
	§	Case No. 24-90007 (CML)
	§	
	§	
Debtor.	§	
Tax I.D. No. 83-2538062	§	
<hr/>		

In re:	§	
AUDACY ATLAS, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90008 (CML)
	§	
Debtor.	§	
Tax I.D. No. 88-3717891	§	
In re:	§	
AUDACY CALIFORNIA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90010 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-2988461	§	
In re:	§	
AUDACY CAPITAL CORP.,	§	Chapter 11
	§	
	§	Case No. 24-90018 (CML)
	§	
Debtor.	§	
Tax I.D. No. 13-4142467	§	
In re:	§	
AUDACY CORP.,	§	Chapter 11
	§	
	§	Case No. 24-90024 (CML)
	§	
Debtor.	§	
Tax I.D. No. 13-2766282	§	
In re:	§	
AUDACY COLORADO, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90019 (CML)
	§	
Debtor.	§	
Tax I.D. No. 80-0017731	§	

In re:	§	
AUDACY CONNECTICUT, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90022 (CML)
	§	
Debtor.	§	
Tax I.D. No. 83-2547623	§	
In re:	§	
AUDACY FLORIDA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90026 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-2988465	§	
In re:	§	
AUDACY GEORGIA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90028 (CML)
	§	
Debtor.	§	
Tax I.D. No. 01-0652444	§	
In re:	§	
AUDACY ILLINOIS, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90030 (CML)
	§	
Debtor.	§	
Tax I.D. No. 36-3313126	§	
In re:	§	
AUDACY INTERNATIONAL, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90033 (CML)
	§	
Debtor.	§	
Tax I.D. No. 88-2430803	§	

In re:	§	
AUDACY KANSAS, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90034 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-2988463	§	
In re:	§	
AUDACY LICENSE, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90009 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-3027894	§	
In re:	§	
AUDACY LOUISIANA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90013 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-3017794	§	
In re:	§	
AUDACY MARYLAND, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90017 (CML)
	§	
Debtor.	§	
Tax I.D. No. 52-1879752	§	
In re:	§	
AUDACY MASSACHUSETTS, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90020 (CML)
	§	
Debtor.	§	
Tax I.D. No. 04-2665178	§	

In re:	§	
AUDACY MIAMI, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90023 (CML)
	§	
Debtor.	§	
Tax I.D. No. 02-0574908	§	
In re:	§	
AUDACY MICHIGAN, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90027 (CML)
	§	
Debtor.	§	
Tax I.D. No. 38-2804000	§	
In re:	§	
AUDACY MINNESOTA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90032 (CML)
	§	
Debtor.	§	
Tax I.D. No. 83-2587919	§	
In re:	§	
AUDACY MISSOURI, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90036 (CML)
	§	
Debtor.	§	
Tax I.D. No. 82-4852293	§	
In re:	§	
AUDACY NETWORKS, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90040 (CML)
	§	
Debtor.	§	
Tax I.D. No. 87-1321976	§	

In re:	§	
AUDACY NEVADA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90043 (CML)
	§	
Debtor.	§	
Tax I.D. No. 83-2594621	§	
In re:	§	
AUDACY NEW YORK, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90012 (CML)
	§	
Debtor.	§	
Tax I.D. No. 16-1574853	§	
In re:	§	
AUDACY NORTH CAROLINA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90031 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-3017788	§	
In re:	§	
AUDACY OHIO, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90037 (CML)
	§	
Debtor.	§	
Tax I.D. No. 83-2618191	§	
In re:	§	
AUDACY OPERATIONS, INC.,	§	Chapter 11
	§	
	§	Case No. 24-90006 (CML)
	§	
Debtor.	§	
Tax I.D. No. 04-3196245	§	

In re:	§	
AUDACY OREGON, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90047 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-2955467	§	
In re:	§	
AUDACY PENNSYLVANIA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90048 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-3014535	§	
In re:	§	
AUDACY PROPERTIES, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90049 (CML)
	§	
Debtor.	§	
Tax I.D. No. 27-0761268	§	
In re:	§	
AUDACY RADIO TOWER, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90050 (CML)
	§	
Debtor.	§	
Tax I.D. No. 20-0477218	§	
In re:	§	
AUDACY RHODE ISLAND, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90042 (CML)
	§	
Debtor.	§	
Tax I.D. No. 20-0841746	§	

In re:	§	
AUDACY SERVICES, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90044 (CML)
	§	
Debtor.	§	
Tax I.D. No. 87-3450767	§	
In re:	§	
AUDACY SOUTH CAROLINA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90046 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-3017789	§	
In re:	§	
AUDACY SPORTS RADIO, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90011 (CML)
	§	
Debtor.	§	
Tax I.D. No. 46-0977704	§	
In re:	§	
AUDACY TENNESSEE, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90015 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-3017792	§	
In re:	§	
AUDACY VIRGINIA, LLC,	§	Chapter 11
	§	
	§	Case No. 24-90021 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-3017796	§	

In re:	§	
	§	Chapter 11
AUDACY WASHINGTON DC, LLC,	§	
	§	Case No. 24-90025 (CML)
	§	
Debtor.	§	
Tax I.D. No. 52-1493122	§	
In re:	§	
	§	Chapter 11
AUDACY WASHINGTON, LLC,	§	
	§	Case No. 24-90029 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-2988459	§	
In re:	§	
	§	Chapter 11
AUDACY WISCONSIN, LLC,	§	
	§	Case No. 24-90035 (CML)
	§	
Debtor.	§	
Tax I.D. No. 23-3051015	§	
In re:	§	
	§	Chapter 11
CADENCE 13, LLC,	§	
	§	Case No. 24-90039 (CML)
	§	
Debtor.	§	
Tax I.D. No. 82-1397666	§	
In re:	§	
	§	Chapter 11
EVENTFUL, LLC,	§	
	§	Case No. 24-90045 (CML)
	§	
Debtor.	§	
Tax I.D. No. 20-1055301	§	

In re:	§	
	§	Chapter 11
INFINITY BROADCASTING LLC,	§	
	§	Case No. 24-90038 (CML)
	§	
Debtor.	§	
Tax I.D. No. 94-1453607	§	
In re:	§	
	§	Chapter 11
PODCORN MEDIA, LLC,	§	
	§	Case No. 24-90016 (CML)
	§	
Debtor.	§	
Tax I.D. No. 82-4825871	§	
In re:	§	
	§	Chapter 11
PINEAPPLE STREET MEDIA, LLC,	§	
	§	Case No. 24-90041 (CML)
	§	
Debtor.	§	
Tax I.D. No. 81-2298269	§	
In re:	§	
	§	Chapter 11
QL GAMING GROUP, LLC,	§	
	§	Case No. 24-90014 (CML)
	§	
Debtor.	§	
Tax I.D. No. 47-5209916	§	

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

[Relates to the Motion at Docket No. 2]

Upon the emergency motion (the “**Motion**”)¹ of the Debtors for an order (i) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (ii) granting

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion and the First Day Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances and that no other or further notice is necessary; and the Court having determined that the legal and factual bases set forth in the Motion and the hearing with respect to the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered under Case No. 24-90004 (CML). Additionally, the following checked items are ordered:

- a. X One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
- b. X All of the jointly administered cases not previously assigned to Judge Lopez are transferred to Judge Lopez.
- c. X Parties may request joint hearings on matters pending in any of the jointly administered cases.
- d. X Other: See below.

2. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
AUDACY, INC., <i>et al.</i> ,	§	Chapter 11
Debtors. ¹	§	Case No. 24-90004 (CML)
	§	(Jointly Administered)
	§	
	§	

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://dm.epiq11.com/Audacy> (the "**Case Website**"). The location of the Debtors' corporate headquarters and service address for purposes of these chapter 11 cases is: 2400 Market Street, 4th Fl, Philadelphia, PA 19103.

3. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors, other than Audacy, Inc., to reflect the joint administration of the Chapter 11 Cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of: (i) Audacy, Inc.; (ii) Audacy Texas, LLC; (iii) AmperWave, LLC; (iv) Audacy Arizona, LLC; (v) Audacy Atlas, LLC; (vi) Audacy California, LLC; (vii) Audacy Capital Corp.; (viii) Audacy Corp.; (ix) Audacy Colorado, LLC; (x) Audacy Connecticut, LLC; (xi) Audacy Florida, LLC; (xii) Audacy Georgia, LLC; (xiii) Audacy Illinois, LLC; (xiv) Audacy International, LLC; (xv) Audacy Kansas, LLC; (xvi) Audacy License, LLC; (xvii) Audacy Louisiana, LLC; (xviii) Audacy Maryland, LLC; (xix) Audacy Massachusetts, LLC; (xx) Audacy Miami, LLC; (xxi) Audacy Michigan, LLC; (xxii) Audacy Minnesota, LLC; (xxiii) Audacy Missouri, LLC; (xxiv) Audacy Networks, LLC; (xxv) Audacy Nevada, LLC; (xxvi) Audacy New York, LLC; (xxvii) Audacy North Carolina, LLC; (xxviii) Audacy Ohio, LLC; (xxix) Audacy Operations, Inc.; (xxx) Audacy Oregon, LLC; (xxxi) Audacy Pennsylvania, LLC; (xxxii) Audacy Properties, LLC; (xxxiii) Audacy Radio Tower, LLC; (xxxiv) Audacy Rhode Island, LLC; (xxxv) Audacy Services, LLC; (xxxvi) Audacy South Carolina, LLC; (xxxvii) Audacy Sports Radio, LLC; (xxxviii) Audacy Tennessee, LLC; (xxxix) Audacy Virginia, LLC; (xl) Audacy Washington DC, LLC; (xli) Audacy Washington, LLC; (xlii) Audacy Wisconsin, LLC; (xliii) Cadence 13, LLC;

(xlv) Eventful, LLC; (xlv) Infinity Broadcasting, LLC; (xlvi) Podcorn Media, LLC; (xlvii) Pineapple Street Media, LLC; and (xlviii) QL Gaming Group, LLC.
All further pleadings and other papers shall be filed, and all further docket entries shall be made, in Case No. 24-90004 (CML).

4. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket sheet, one file, and one consolidated service list for the Chapter 11 Cases.

5. A separate claims registry shall be maintained for each Debtor.

6. Any party in interest may request joint hearings on matters pending in any of the Chapter 11 Cases.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Chapter 11 Cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

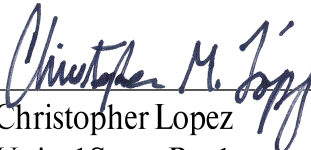
8. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules are satisfied by such notice.

9. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall take effect immediately upon its entry.

10. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

11. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: January 8, 2024
Houston, Texas



Christopher Lopez
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
Audacy, Inc.
Debtor

Case No. 24-90004-cml
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4
Date Rcvd: Jan 08, 2024

User: ADIuser
Form ID: pdf001

Page 1 of 2
Total Noticed: 3

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jan 10, 2024:

Recip ID	Recipient Name and Address
db	+ Audacy, Inc., 2400 Market Street, 4th Floor, Philadelphia, PA 19103-3041
intp	+ Ad Hoc First Lien Group, Howley Law PLLC, 711 Louisiana Street, Ste. 1850, Houston, TX 77002, UNITED STATES 77002-2790
cr	+ Ad Hoc Second Lien Group, c/o Lacy M. Lawrence, Akin Gump Strauss Hauer & Feld LLP, 2300 N. Field Street, Suite 1800, Dallas, TX 75201-4675

TOTAL: 3

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		DZ Bank AG Deutsche Zentral-Genossenschaftsbank Fr
intp		Wilmington Savings Fund Society, FSB, as DIP Agent

TOTAL: 2 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jan 10, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on January 8, 2024 at the address(es) listed below:

Name	Email Address
Brett D Goodman	on behalf of Interested Party Wilmington Savings Fund Society FSB, as DIP Agent and Prepetition First Lien Agent brett.goodman@afslaw.com
James B Danford, Jr	on behalf of Creditor DZ Bank AG Deutsche Zentral-Genossenschaftsbank Frankfurt am Main jdanford@mayerbrown.com sswihart@mayerbrown.com;Hou-Dept-Docket@mayerbrown.com;mcampbell@mayerbrown.com;tcarrroll@mayerbrown.com

District/off: 0541-4

User: ADIuser

Page 2 of 2

Date Rcvd: Jan 08, 2024

Form ID: pdf001

Total Noticed: 3

Jeffrey Richard Gleit

on behalf of Interested Party Wilmington Savings Fund Society FSB, as DIP Agent and Prepetition First Lien Agent
jgleit@sandw.com, nkoslof@sandw.com, aweiss@sandw.com, tkethro@sandw.com

John F Higgins, IV

on behalf of Debtor Audacy Inc. jhiggins@porterhedges.com,
emoreland@porterhedges.com; eliana-garfias-8561@ecf.pacerpro.com; mwebb@porterhedges.com

Lacy M. Lawrence

on behalf of Creditor Ad Hoc Second Lien Group llawrence@akingump.com
bkemp@akingump.com; alaaraj@akingump.com; nymco@akingump.com

Megan Young-John

on behalf of Debtor Audacy Inc. myoung-john@porterhedges.com

Michael Shane Johnson

on behalf of Debtor Audacy Inc. sjohnson@porterhedges.com,
emoreland@porterhedges.com; egarfias@porterhedges.com; mwebb@porterhedges.com

Thomas A Howley

on behalf of Interested Party Ad Hoc First Lien Group tom@howley-law.com roland@howley-law.com; eric@howley-law.com

US Trustee

USTPRegion07.HU.ECF@USDOJ.GOV

Vianey Garza

on behalf of U.S. Trustee US Trustee vianey.garza@usdoj.gov

TOTAL: 10