

CUMULUS MEDIA INC

Form 10-Q

August 14, 2017

Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from _____ to _____

Commission file number 000-24525

Cumulus Media Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware 36-4159663
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

3280 Peachtree Road, NW Suite 2300, 30305
Atlanta, GA
(Address of Principal Executive Offices) (ZIP Code)
(404) 949-0700
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>
	Emerging growth company <input type="checkbox"/>

If an emerging company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

Table of Contents

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes
" No ý

As of August 7, 2017, the registrant had 29,306,374 outstanding shares of common stock consisting of: (i) 29,225,765 shares of Class A common stock; and (ii) 80,609 shares of Class C common stock.

Table of Contents

CUMULUS MEDIA INC.
INDEX

PART I. FINANCIAL INFORMATION

<u>Item 1. Financial Statements (Unaudited)</u>	<u>3</u>
<u>Condensed Consolidated Balance Sheets as of June 30, 2017 and December 31, 2016</u>	<u>3</u>
<u>Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2017 and 2016</u>	<u>4</u>
<u>Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2017 and 2016</u>	<u>5</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>6</u>
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>30</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>46</u>
<u>Item 4. Controls and Procedures</u>	<u>46</u>

PART II. OTHER INFORMATION

<u>Item 1. Legal Proceedings</u>	<u>46</u>
<u>Item 1A. Risk Factors</u>	<u>47</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>47</u>
<u>Item 6. Exhibits</u>	<u>48</u>

<u>Signatures</u>	<u>49</u>
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Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except share data)

(Unaudited)

	June 30, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	\$ 141,195	\$ 131,259
Restricted cash	7,822	8,025
Accounts receivable, less allowance for doubtful accounts of \$4,217 and \$4,691 at June 30, 2017 and December 31, 2016, respectively	226,514	231,585
Trade receivable	5,059	4,985
Assets held for sale	30,150	30,150
Prepaid expenses and other current assets	44,547	33,923
Total current assets	455,287	439,927
Property and equipment, net	157,168	162,063
Broadcast licenses	1,539,793	1,540,183
Other intangible assets, net	98,316	116,499
Goodwill	135,214	135,214
Other assets	18,650	18,805
Total assets	\$2,404,428	\$ 2,412,691
Liabilities and Stockholders' (Deficit)		
Current liabilities:		
Accounts payable and accrued expenses	\$85,166	\$ 96,241
Trade payable	4,217	4,550
Total current liabilities	89,383	100,791
Term loan, net of debt issuance costs/discounts of \$26,053 and \$29,909 at June 30, 2017 and December 31, 2016, respectively	1,784,213	1,780,357
7.75% senior notes, net of debt issuance costs of \$4,969 and \$6,200 at June 30, 2017 and December 31, 2016, respectively	605,031	603,800
Other liabilities	28,938	31,431
Deferred income taxes	388,682	388,050
Total liabilities	2,896,247	2,904,429
Commitments and Contingencies (Note 10)		
Stockholders' (deficit) equity:		
Class A common stock, par value \$0.01 per share; 93,750,000 shares authorized; 32,031,952 shares issued, and 29,225,765 shares outstanding, at both June 30, 2017 and December 31, 2016	320	320
Class C common stock, par value \$0.01 per share; 80,609 shares authorized, issued and outstanding at both June 30, 2017 and December 31, 2016	1	1
Treasury stock, at cost, 2,806,187 shares at both June 30, 2017 and December 31, 2016	(229,310)	(229,310)
Additional paid-in-capital	1,625,883	1,624,815
Accumulated deficit	(1,888,713)	(1,887,564)
Total stockholders' deficit	(491,819)	(491,738)

Total liabilities and stockholders' deficit	\$2,404,428	\$2,412,691
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See accompanying notes to the unaudited condensed consolidated financial statements.

Table of Contents

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in thousands, except for share and per share data)

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net revenue	\$290,531	\$287,193	\$554,561	\$555,723
Operating expenses:				
Content costs	93,289	97,133	195,069	197,178
Selling, general and administrative expenses	120,506	117,860	234,896	235,087
Depreciation and amortization	16,120	22,969	32,402	46,066
Local marketing agreement fees	2,713	2,482	5,420	7,870
Corporate expenses (including stock-based compensation expense of \$530, \$790, \$1,068 and \$1,668, respectively)	10,473	11,414	21,428	24,068
Loss (gain) on sale of assets or stations	104	(3,146)	(2,502)	(3,141)
Impairment of intangible assets and goodwill	—	1,816	—	1,816
Total operating expenses	243,205	250,528	486,713	508,944
Operating income	47,326	36,665	67,848	46,779
Non-operating expense:				
Interest expense	(34,344)	(34,486)	(68,407)	(68,967)
Interest income	35	140	72	225
Other (expense) income, net	(111)	(4)	(28)	716
Total non-operating expense, net	(34,420)	(34,350)	(68,363)	(68,026)
Income (loss) before income taxes	12,906	2,315	(515)	(21,247)
Income tax (expense) benefit	(7,234)	(1,249)	(1,208)	7,884
Net income (loss)	\$5,672	\$1,066	\$(1,723)	\$(13,363)
Basic and diluted earnings (loss) per common share (see Note 8, "Earnings (Loss) Per Share"):				
Basic: Earnings (loss) per share	\$0.19	\$0.04	\$(0.06)	\$(0.46)
Diluted: Earnings (loss) per share	\$0.19	\$0.04	\$(0.06)	\$(0.46)
Weighted average basic common shares outstanding	29,306,374	29,291,128	29,306,374	29,273,774
Weighted average diluted common shares outstanding	29,306,374	29,336,502	29,306,374	29,273,774
See accompanying notes to the unaudited condensed consolidated financial statements.				

Table of Contents

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

(Unaudited)

	Six Months Ended June 30,	
	2017	2016
Cash flows from operating activities:		
Net loss	\$(1,723)	\$(13,363)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	32,402	46,066
Amortization of debt issuance costs/discounts	5,055	4,860
Provision for doubtful accounts	1,993	493
Gain on sale of assets or stations	(2,502)	(3,141)
Impairment of intangible assets and goodwill	—	1,816
Deferred income taxes	1,206	(7,918)
Stock-based compensation expense	1,068	1,668
Changes in assets and liabilities:		
Accounts receivable	3,078	20,595
Trade receivable	(74)	(318)
Prepaid expenses and other current assets	(9,943)	4,106
Other assets	281	(8,820)
Accounts payable and accrued expenses	(11,075)	(15,883)
Trade payable	(333)	329
Other liabilities	(2,493)	(5,480)
Net cash provided by operating activities	16,940	25,010
Cash flows from investing activities:		
Restricted cash	203	336
Proceeds from sale of assets or stations	6,090	4,254
Capital expenditures	(13,203)	(11,462)
Net cash used in investing activities	(6,910)	(6,872)
Cash flows from financing activities:		
Deferred financing costs	(94)	—
Proceeds from exercise of warrants	—	3
Net cash (used in) provided by financing activities	(94)	3
Increase in cash and cash equivalents	9,936	18,141
Cash and cash equivalents at beginning of period	131,259	31,657
Cash and cash equivalents at end of period	\$141,195	\$49,798
Supplemental disclosures of cash flow information:		
Interest paid	\$62,609	\$63,149
Income taxes paid	2,790	1,728
Supplemental disclosures of non-cash flow information:		
Trade revenue	\$20,253	\$18,211
Trade expense	19,485	18,087
See accompanying notes to the unaudited condensed consolidated financial statements.		

Table of Contents

1. Description of Business, Interim Financial Data and Basis of Presentation:

Description of Business

Cumulus Media Inc. (and its consolidated subsidiaries, except as the context may otherwise require, "Cumulus," "Cumulus Media," "we," "us," "our," or the "Company") is a Delaware corporation, organized in 2002, and successor by merger to an Illinois corporation with the same name that had been organized in 1997.

Nature of Business

A leader in the radio broadcasting industry, Cumulus Media combines high-quality local programming with iconic, nationally syndicated media, sports and entertainment brands to deliver premium content choices to the 245 million people reached each week through its 447 owned-and-operated stations broadcasting in 90 US media markets (including eight of the top 10), 8,000 broadcast radio stations affiliated with its Westwood One network and numerous digital channels. Together, the Cumulus/Westwood One platforms make Cumulus Media one of the few media companies that can provide advertisers with national reach and local impact. Cumulus/Westwood One is the exclusive radio broadcast partner to some of the largest brands in sports, entertainment, news, and talk, including the NFL, the NCAA, the Masters, the Olympics, the GRAMMYs, the Academy of Country Music Awards, the American Music Awards, the Billboard Music Awards, Westwood One News, and more. Additionally, it is the nation's leading provider of country music and lifestyle content through its NASH brand, which serves country fans nationwide through radio programming, exclusive digital content, and live events.

Interim Financial Data

The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements of the Company and the notes related thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016. The accompanying unaudited condensed consolidated financial statements include the condensed consolidated accounts of Cumulus and its wholly-owned subsidiaries, with all intercompany balances and transactions eliminated in consolidation. The December 31, 2016 condensed balance sheet data was derived from audited financial statements. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting only of normal, recurring adjustments) necessary for a fair statement of our results of operations for, and financial condition as of the end of, the interim periods have been made. The results of operations for the three and six months ended June 30, 2017, the cash flows for the six months ended June 30, 2017 and the Company's financial condition as of June 30, 2017, are not necessarily indicative of the results of operations or cash flows that can be expected for, or the Company's financial condition that can be expected as of the end of, any other interim period or for the fiscal year ending December 31, 2017.

Reverse Stock Split

On October 12, 2016, the Company effected a one-for-eight (1:8) reverse stock split (the "Reverse Stock Split"). As a result of the Reverse Stock Split, every eight shares of each class of the Company's outstanding common stock were combined into one share of the same class of common stock and the authorized shares of each class of the Company's common stock were reduced by the same ratio. No fractional shares were issued in connection with the Reverse Stock Split. The number and exercise price of the Company's outstanding stock options and warrants were adjusted proportionally, as appropriate. The par value of the Company's common stock was not adjusted as a result of the Reverse Stock Split. All authorized, issued and outstanding stock and per share amounts contained within the accompanying unaudited condensed consolidated financial statements and these footnotes have been adjusted to reflect this Reverse Stock Split for all periods presented retroactively, as appropriate.

Table of Contents

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, the Company evaluates its estimates, including significant estimates related to revenue recognition, bad debts, intangible assets, income taxes, stock-based compensation, contingencies, litigation, certain expense accruals and, if applicable, purchase price allocation. The Company bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, and which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual amounts and results may differ materially from these estimates.

Liquidity and Capital Resources

The Company has assessed the current and expected business climate, our current and expected needs for funds and our current and expected sources of funds, and has determined, based on our forecasted financial results and financial condition as of June 30, 2017, that cash on hand, cash expected to be generated from operating activities, and cash expected to be available from various financing sources, assuming we continue to not have access to borrowings under our revolving credit facility, will be sufficient to satisfy our anticipated funding needs for working capital, capital expenditures, interest and debt service payments, and any repurchases of securities and other obligations for at least the next twelve months from the date these financial statements are issued.

From time to time the Company has evaluated, and expect that we will continue to evaluate, opportunities to obtain additional public or private capital from the divestiture of radio stations or other assets that are not a part of, or do not complement, our strategic operations, as well as the issuance of equity and/or debt securities, in each case subject to market and other conditions in existence at that time.

In order to service our significant indebtedness we will continue to require substantial cash flows. If we are unable to maintain or derive a level of cash flows from operating and financing activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, we may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful. If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to seek to dispose of material assets or operations, or seek additional debt or equity capital, although no assurances can be provided that any of these actions could be successful. In addition, we have in the past been, and continue from time to time to be, engaged in discussions with various stakeholders relating to restructuring or refinancing which transactions could include, among others, the issuance of additional equity securities in satisfaction of all or a portion of our indebtedness, whether through a court-approved restructuring or otherwise. We cannot provide any assurances of our ability to timely complete any such transactions, or the structure or likelihood of success thereof.

Out of Period Adjustment

In connection with the preparation of these unaudited condensed consolidated financial statements, we recorded a correction of an immaterial misstatement that occurred in prior periods, which resulted in an increase in content costs of \$3.6 million in the second quarter of 2016. The correction related to the Radio Station Group segment only and was not material to the prior year quarterly or annual results. The effect of this correction is not expected to be material to the 2016 annual financial statements.

Assets Held for Sale

During the year ended December 31, 2015, the Company entered into an agreement to sell certain land in the Company's Washington, DC market to a third party. The closing of the transaction is subject to various conditions and approvals, which remain pending. The identified asset has been classified as held for sale in the accompanying unaudited condensed consolidated balance sheets at June 30, 2017 and December 31, 2016. The estimated fair value

of the land to be disposed of is in excess of its carrying value.

7

Table of Contents

Adoption of New Accounting Standards

ASU 2016-09 - Compensation - Stock Compensation ("ASU 2016-09"). In March 2016, the FASB issued Accounting Standards Update ("ASU") 2016-09, which provides guidance for employee stock-based payments. This update removes the requirement that reporting entities present tax benefits as excess cash flows from financing activities and cash flows from operating activities. As a result of this amendment, cash flows related to excess tax benefits will be classified only in operating activities. The Company adopted this ASU effective January 1, 2017. As a result of adoption, in the first quarter of 2017, the Company recorded an adjustment to accumulated deficit of approximately \$0.6 million to recognize net operating loss carryforwards attributable to excess tax benefits on stock compensation that had not been previously recognized in additional paid in capital. The Company is continuing its practice of estimating forfeitures and recording cash paid for withholding taxes as a financing activity.

ASU 2017-04 - Intangibles - Goodwill and Other ("ASU 2017-04"). In January 2017, the FASB issued guidance to simplify the accounting for goodwill impairment. The update eliminates the requirement to perform Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Upon effectiveness of this update, a goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. All other goodwill impairment guidance will remain largely unchanged. Entities will continue to have the option to perform a qualitative assessment to determine if a quantitative impairment test is necessary. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted. The impact on our financial statements by the Company not being required to perform Step 2 to measure the amount of any potential goodwill impairment will depend on various factors determined by our annual impairment test which will be performed on December 31, 2017. Early adoption is permitted for any impairment tests performed after January 1, 2017. The Company adopted this ASU effective January 1, 2017.

Recent Accounting Standards Updates

ASU 2014-09 and related updates - Revenue from Contracts with Customers ("ASU 2014-09"). In May 2014, the FASB issued ASU 2014-09. The amended guidance under this ASU outlines a single comprehensive revenue model for entities to use in accounting for revenue arising from contracts with customers. The guidance supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the single comprehensive revenue model is that "an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services." In August 2015, the FASB issued ASU 2015-14 - Deferral of the Effective Date ("ASU 2015-14"), which delayed the effective date of ASU 2014-09 by one year. ASU 2014-09, as amended, is effective for fiscal years, and interim reporting periods within those years, beginning after December 15, 2017. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. In March 2016, the FASB issued ASU 2016-08 - Principal versus Agent Considerations ("ASU 2016-08") which clarifies the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU 2016-10 - Identifying Performance Obligations and Licensing ("ASU 2016-10") which amends the revenue recognition guidance on accounting for licenses of intellectual property and identifying performance obligations as well as clarifies when a promised good or service is separately identifiable. In May 2016, the FASB issued ASU 2016-12 - Narrow-Scope Improvements and Practical Expedients ("ASU 2016-12") which provides clarifying guidance in certain narrow areas such as an assessment of collectability, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition as well as adds some practical expedients. In December 2016, the FASB issued ASU 2016-20 - Technical Corrections and Improvements ("ASU 2016-20") which provides technical corrections and improvements to Topic 606. In March 2017, the FASB issued ASU 2017-05 - Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets ("ASU 2017-05") which clarifies the scope of Subtopic 610-20 and adds guidance for partial sales of non-financial assets, including partial sales of real estate. In May 2017, the FASB issued ASU 2017-10 - Determining the Customer of the Operation Services ("ASU 2017-10") which clarifies the diversity in practice in how an operating entity determines the customer of the operation services for transactions within the scope of ASC 853, Service Concession Arrangements by clarifying that the grantor is the customer of the operation services

in all cases for those arrangements. The amendments also allow for a more consistent application of other aspects of the revenue guidance, which are affected by this customer determination. The amendments in ASU 2014-09, ASU 2015-14, ASU 2016-08, ASU 2016-10, ASU 2016-12, ASU 2016-20, ASU 2017-05 and ASU 2017-10 may be applied either retrospectively to each prior period presented or retrospectively with the cumulative effect of initially applying such updates at the date of initial application.

The new standard permits adoption either by using (i) a full retrospective approach for all periods presented in the period of adoption or (ii) a modified retrospective approach with the cumulative effect of initially applying the new standard recognized at the date of initial application and providing certain additional disclosures. The new standard is effective for annual reporting periods beginning after December 15, 2017. The Company plans to adopt the new standard effective January 1, 2018.

Table of Contents

The Company plans to adopt the standard by using a modified retrospective approach. The Company is in the initial stages of our evaluation of the impact of the new standard on our accounting policies, processes, and system requirements. The Company has assigned internal resources to the evaluation to enable timely and accurate reporting under the new standard.

The Company continues to assess the potential impacts of the new standard, including in the areas described above, and anticipates this standard could have a material impact on our consolidated financial statements; however, the Company cannot reasonably estimate quantitative information related to the impact of the new standard on our financial statements at this time.

ASU 2016-01 - Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01"). In January 2016, the FASB issued ASU 2016-01. The amendments in this ASU enhance the reporting model for financial instruments including aspects of recognition, measurement, presentation and disclosure. The new guidance revises the accounting requirements related to the classification and measurement of investments in equity securities and the presentation of certain fair value changes for financial liabilities measured at fair value. The update also changes certain disclosure requirements associated with the fair value of financial instruments. These changes will require an entity to measure, at fair value, investments in equity securities and other ownership interests in an entity - including investments in partnerships, unincorporated joint ventures and limited liability companies that do not result in consolidation and are not accounted for under the equity method - and recognize the changes in fair value within net income. This ASU will be effective for fiscal years beginning after December 15, 2017, and interim periods thereafter. Early adoption is not permitted, except for certain amendments within the ASU. The Company does not expect adoption of this guidance to have a material impact on its financial condition, results of operation or disclosures.

ASU 2016-02 - Leases ("ASU 2016-02"). In February 2016, the FASB issued ASU 2016-02. The amendments in this ASU provide guidance for accounting for leases. This update requires lessees to recognize, on the balance sheet, assets and liabilities for the rights and obligations created by leases of greater than twelve months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. This ASU will be effective for fiscal years beginning after December 15, 2018, and interim periods thereafter. A modified retrospective transition method is required, with the option to elect a package of practical expedients. Early adoption is permitted. The Company is currently assessing the expected impact that this ASU will have on the consolidated financial statements.

ASU 2016-15 - Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"). In August 2016, the FASB issued ASU 2016-15. The amendments in the ASU provide guidance for several new and/or revised disclosures pertaining to the classification of certain cash receipts and cash payments on the statement of cash flows, including contingent consideration payments made after a business acquisition. This ASU will be effective for fiscal years beginning after December 15, 2017, and interim periods thereafter. Early adoption is permitted. The Company does not expect adoption of this guidance to have a material impact on its financial condition, results of operation or disclosures.

ASU 2016-16 - Intra-Entity Transfers of Assets Other Than Inventory ("ASU 2016-16"). In October 2016, the FASB issued ASU 2016-16. The amendments in the ASU provide guidance for the accounting for the income tax consequences of intra-entity transfers of assets other than inventory when the transfer occurs between entities in different tax jurisdictions. This ASU will be effective for fiscal years beginning after December 15, 2017, and interim periods thereafter. Early adoption is permitted. The Company does not expect adoption of this guidance to have a material impact on its financial condition, results of operation or disclosures.

ASU 2016-18 - Restricted Cash ("ASU 2016-18"). In November 2016, the FASB issued ASU 2016-18. The amendments in the ASU provide guidance for the accounting for the disclosure of restricted cash on the Statement of Cash Flows. This ASU will be effective for fiscal years beginning after December 15, 2017, and interim periods thereafter. Early adoption is permitted. The Company does not expect adoption of this guidance to have a material impact on its financial condition, results of operation or disclosures. As of June 30, 2017 and December 31, 2016, the

Company had approximately \$7.8 million and \$8.0 million in restricted cash, on its consolidated balance sheets. Upon adoption of this ASU, restricted cash balances will be included along with cash and cash equivalents as of the end of the period and beginning of the period, respectively, in our consolidated Statement of Cash Flows for all periods presented; additionally, separate line items showing changes in restricted cash balances will be eliminated from our consolidated statement of cash flows.

Table of Contents

ASU 2017-01 - Clarifying the Definition of a Business ("ASU 2017-01"). In January 2017, the FASB issued final guidance that clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The new standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. Early adoption is permitted. The Company does not expect adoption of this guidance to have a material impact on its financial condition, results of operation or disclosures.

ASU 2017-09 - Scope of Modification Accounting ("ASU 2017-09"). In May 2017, the FASB issued an update to guidance on Topic 718, Compensation—Stock Compensation that clarifies when changes to the terms or conditions of a share-based award must be accounted for as a modification. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. This ASU will be effective for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted. The Company does not expect the adoption of this guidance to have a material impact on its financial condition, results of operation or disclosure.

2. Restricted Cash

As of June 30, 2017 and December 31, 2016, the Company's balance sheet included approximately \$7.8 million and \$8.0 million, respectively, in restricted cash. Restricted cash is used primarily to collateralize standby letters of credit for certain leases and insurance policies in addition to securing certain transactions as dictated by the financial institutions used by the Company.

3. Intangible Assets and Goodwill

The following tables present goodwill and accumulated impairment losses on a segment and consolidated basis as of January 1, 2017 and June 30, 2017 (dollars in thousands):

Table of Contents

Radio Station Group

Goodwill:

Balance as of January 1, 2017:

Goodwill	\$1,278,526
Accumulated impairment losses	(1,278,526)
Total	\$—

Balance as of June 30, 2017:

Goodwill	1,278,526
Accumulated impairment losses	(1,278,526)
Total	\$—

Westwood One

Goodwill:

Balance as of January 1, 2017:

Goodwill	\$304,280
Accumulated impairment losses	(169,066)
Total	\$135,214

Balance as of June 30, 2017:

Goodwill	304,280
Accumulated impairment losses	(169,066)
Total	\$135,214

Consolidated

Goodwill:

Balance as of January 1, 2017:

Goodwill	\$1,582,806
Accumulated impairment losses	(1,447,592)
Total	\$135,214

Balance as of June 30, 2017:

Goodwill	1,582,806
Accumulated impairment losses	(1,447,592)
Total	\$135,214

The following table shows the Company's intangible asset balances as of December 31, 2016 to June 30, 2017, as well as dispositions and amortization during the period, (dollars in thousands):

	FCC Licenses	Definite-Lived	Total
Intangible Assets:			
Balance as of December 31, 2016	\$1,540,183	\$ 116,499	\$1,656,682
Dispositions	(390)	—	(390)
Amortization	—	(18,183)	(18,183)
Balance as of June 30, 2017	\$1,539,793	\$ 98,316	\$1,638,109

Table of Contents

The Company performs annual impairment testing of its Federal Communications Commission ("FCC") licenses and goodwill as of December 31, each year and on an interim basis if events or circumstances indicate that FCC licenses or goodwill may be impaired. The Company reviews the carrying value of its definite-lived intangible assets for recoverability prior to its annual impairment test of goodwill and whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Events and circumstances did not necessitate an interim impairment test as of June 30, 2017.

4. Long-Term Debt

The Company's long-term debt consisted of the following as of June 30, 2017 and December 31, 2016 (dollars in thousands):

	June 30, 2017	December 31, 2016
Term loan:		
Term loan	\$1,810,266	\$1,810,266
Less: unamortized term loan discount and debt issuance costs	(26,053)	(29,909)
Total Term loan	1,784,213	1,780,357
7.75% senior notes:	610,000	610,000
Less: unamortized debt issuance costs	(4,969)	(6,200)
Total 7.75% senior notes	605,031	603,800
Less: Current portion of long-term debt	—	—
Long-term debt, net	\$2,389,244	\$2,384,157

Amended and Restated Credit Agreement

On December 23, 2013, the Company entered into an Amended and Restated Credit Agreement (the "Credit Agreement"), among the Company, Cumulus Media Holdings Inc., a direct wholly-owned subsidiary of the Company ("Cumulus Holdings"), as borrower, and certain lenders and agents. The Credit Agreement consists of a \$2.025 billion term loan (the "Term Loan") maturing in December 2020 and a \$200.0 million revolving credit facility (the "Revolving Credit Facility") maturing in December 2018. Under the Revolving Credit Facility, up to \$30.0 million of availability may be drawn in the form of letters of credit.

Notwithstanding the stated maturity date of the Term Loan, if 91 days prior to the stated maturity date of the Senior Notes of the Company's 7.75% Senior Notes ("the 7.75% Senior Notes") due 2019 (the "Springing Maturity Date") the aggregate principal amount of 7.75% Senior Notes outstanding exceeds \$200.0 million, the Term Loan maturity date shall be accelerated to the Springing Maturity Date. The Company's 7.75% Senior Notes (defined below) mature on May 1, 2019.

Borrowings under the Credit Agreement bear interest, at the option of Cumulus Holdings, based on the Base Rate (as defined below) or the London Interbank Offered Rate ("LIBOR"), plus 3.25% on LIBOR-based borrowings and 2.25% on Base Rate-based borrowings. LIBOR-based borrowings are subject to a LIBOR floor of 1.0% under the Term Loan. Base Rate-based borrowings are subject to a Base Rate floor of 2.0% under the Term Loan. Base Rate is defined, for any day, as the rate per annum equal to the highest of (i) the Federal Funds Rate, as published by the Federal Reserve Bank of New York, plus 0.5%, (ii) the prime commercial lending rate of JPMorgan Chase Bank, N.A., as established from time to time, and (iii) 30 day LIBOR plus 1.0%. Amounts outstanding under the Term Loan amortize at a rate of 1.0% per annum of the original principal amount of the Term Loan, payable quarterly, with the balance payable on the maturity date. At June 30, 2017, the Term Loan bore interest at 4.30% per annum.

Under the terms of the Credit Agreement, a commitment fee in the amount of 0.50% per year, payable monthly, is payable on the unused portion of the commitments.

The representations, covenants and events of default in the Credit Agreement are customary for financing transactions of this nature. Events of default in the Credit Agreement include, among others: (a) the failure to pay obligations when due; (b) the failure to comply with (and not timely remedy, if applicable) certain covenants; (c) certain defaults and accelerations under other indebtedness; (d) the occurrence of bankruptcy or insolvency events; (e) certain judgments against the Company or any of its restricted subsidiaries; (f) the loss, revocation or suspension of, or any material impairment in the ability to use one or more of, any material FCC licenses; (g) any representation of warranty made, or report, certificate or financial statement delivered to the lenders subsequently proven to have been incorrect in any material respect; and (h) the occurrence of a Change in Control (as defined in the Credit Agreement). Upon the occurrence of an event of default, the lenders may terminate the loan commitments, accelerate all loans and exercise any of their rights under the Credit Agreement and the ancillary loan documents as a secured party.

Table of Contents

However, in the event amounts are outstanding under the Revolving Credit Facility or any letters of credit are outstanding that have not been collateralized by cash as of the end of each quarter, the Credit Agreement requires compliance with a consolidated first lien leverage ratio covenant. The required ratio at June 30, 2017 was 4.5 to 1.0, and the first lien net leverage ratio covenant periodically decreases until it reaches 4.0 to 1.0 on March 31, 2018. At June 30, 2017, the Company's actual leverage ratio was in excess of the required ratio. The Company had no borrowings outstanding under the Revolving Credit Facility.

Certain mandatory prepayments on the Term Loan are required upon the occurrence of specified events, including upon the incurrence of certain additional indebtedness, upon the sale of certain assets and upon the occurrence of certain condemnation or casualty events, and from excess cash flow.

The Company's, Cumulus Holdings' and their respective restricted subsidiaries' obligations under the Credit Agreement are collateralized by a first priority lien on substantially all of the Company's, Cumulus Holdings' and their respective restricted subsidiaries' assets (excluding the Company's accounts receivable collateralizing the Company's revolving accounts receivable securitization facility (the "Securitization Facility") with Wells Fargo Capital Finance ("Wells Fargo") as described below) in which a security interest may lawfully be granted, including, without limitation, intellectual property and substantially all of the capital stock of the Company's direct and indirect domestic wholly-owned subsidiaries and 66% of the capital stock of any future first-tier foreign subsidiaries. In addition, Cumulus Holdings' obligations under the Credit Agreement are guaranteed by the Company and substantially all of its restricted subsidiaries, other than Cumulus Holdings.

At June 30, 2017, and December 31, 2016, the Company had \$1.810 billion outstanding under the Term Loan and no amounts outstanding under the Revolving Credit Facility.

7.75% Senior Notes

On May 13, 2011, the Company issued \$610.0 million aggregate principal amount of 7.75% Senior Notes due 2019 (the "7.75% Senior Notes"). Proceeds from the sale of the 7.75% Senior Notes were used to, among other things, repay the \$575.8 million outstanding under the term loan facility under the Company's prior credit agreement.

On September 16, 2011, the Company and Cumulus Holdings entered into a supplemental indenture with the trustee under the indenture governing the 7.75% Senior Notes which provided for, among other things, the (i) assumption by Cumulus Holdings of all obligations of the Company; (ii) substitution of Cumulus Holdings for the Company as issuer; (iii) release of the Company from all obligations as original issuer; and (iv) Company's guarantee of all of Cumulus Holdings' obligations, in each case under the indenture and the 7.75% Senior Notes.

Interest on the 7.75% Senior Notes is payable on each May 1 and November 1 of each year. The 7.75% Senior Notes mature on May 1, 2019.

Cumulus Holdings, as issuer of the 7.75% Senior Notes, may redeem all or part of the 7.75% Senior Notes at any time at a price equal to 100% of the principal amount, plus a "make-whole" premium. If Cumulus Holdings sells certain assets or experiences specific kinds of changes in control, it will be required to make an offer to purchase the 7.75% Senior Notes.

The indenture governing the 7.75% Senior Notes contains representations, covenants and events of default customary for financing transactions of this nature. At June 30, 2017, the Company was in compliance with all required covenants under the indenture governing the 7.75% Senior Notes.

In connection with the substitution of Cumulus Holdings as the issuer of the 7.75% Senior Notes, the Company also guaranteed the 7.75% Senior Notes. In addition, each existing and future domestic restricted subsidiary that guarantees the Company's indebtedness, Cumulus Holdings' indebtedness or indebtedness of the Company's subsidiary guarantors (other than the Company's subsidiaries that hold the licenses for the Company's radio stations) guarantees, and will guarantee, the 7.75% Senior Notes. The 7.75% Senior Notes are senior unsecured obligations of Cumulus Holdings and rank equally in right of payment to all existing and future senior unsecured debt of Cumulus Holdings and senior in right of payment to all future subordinated debt of Cumulus Holdings. The 7.75% Senior Notes guarantees are the Company's and the other guarantors' senior unsecured obligations and rank equally in right of payment to all of the Company's and the other guarantors' existing and future senior debt and senior in right of payment to all of the Company's and the other guarantors' future subordinated debt. The 7.75% Senior Notes and the guarantees

are effectively subordinated to any of Cumulus Holdings', the Company's or the guarantors' existing and future secured debt to the extent of the value of the assets securing such debt. In addition, the 7.75% Senior Notes and the guarantees are structurally subordinated to all liabilities of the Company and its subsidiaries.

Table of Contents

Accounts Receivable Securitization Facility

On December 6, 2013, the Company entered into a 5-year, \$50.0 million Securitization Facility with Wells Fargo (as successor to General Electric Capital Corporation), as a lender, swingline lender and administrative agent (together with any other lenders party thereto from time to time, the “Lenders”).

In connection with the entry into the Securitization Facility, pursuant to a Receivables Sale and Servicing Agreement, dated as of December 6, 2013 (the “Sale Agreement”), certain subsidiaries of the Company (collectively, the “Originators”) sell and/or contribute their existing and future accounts receivable (representing up to all of the Company’s accounts receivable) to a special purpose entity and wholly-owned subsidiary of the Company (the “SPV”). The SPV may thereafter make borrowings from the Lenders, which borrowings are secured by those receivables, pursuant to an Amended and Restated Receivables Funding and Administration Agreement, dated as of March 15, 2017 (the “Funding Agreement”). Cumulus Holdings services the accounts receivable on behalf of the SPV.

Advances available under the Funding Agreement at any time are based on advance rates relating to the value of the eligible receivables held by the SPV at that time. The Securitization Facility matures on December 6, 2018, subject to earlier termination at the election of the SPV. Advances bear interest based on either LIBOR plus 2.50% or the Index Rate (as defined in the Funding Agreement) plus 1.00%. The SPV is also required to pay a monthly fee based on any unused portion of the Securitization Facility. The Securitization Facility contains representations and warranties, affirmative and negative covenants, and events of default that are customary for financings of this type.

At June 30, 2017 and December 31, 2016, there were no amounts outstanding under the Securitization Facility.

Amortization of Debt Discount and Debt Issuance Costs

For the three and six months ended June 30, 2017, the Company amortized \$2.5 million and \$5.1 million, respectively, of debt discount and debt issuance costs related to its Term Loan and 7.75% Senior Notes. For the three and six months ended June 30, 2016, the Company amortized \$2.4 million and \$4.9 million, respectively, of debt discount and debt issuance costs related to its Term Loan and 7.75% Senior Notes.

5. Fair Value Measurements

The three levels of the fair value hierarchy to be applied when determining fair value of financial instruments are described below:

Level 1 — Valuations based on quoted prices in active markets for identical assets or liabilities that the entity has the ability to access;

Level 2 — Valuations based on quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities; and

Level 3 — Valuations based on inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table shows the gross amount and fair value of the Company’s Term Loan and 7.75% Senior Notes (dollars in thousands):

	June 30, 2017	December 31, 2016
Term Loan:		
Gross value	\$1,810,266	\$1,810,266
Fair value - Level 2	1,466,315	1,226,455
7.75% Senior Notes:		
Gross value	\$610,000	\$610,000
Fair value - Level 2	164,700	249,673

As of June 30, 2017, the Company obtained a level 2 third-party valuation of 81.0% to calculate the fair value of the Term Loan and 27.0% to calculate the level 2 fair value of the 7.75% Senior Notes.

As of December 31, 2016, the Company obtained a level 2 third-party valuation of 67.8% to calculate the fair value of the Term Loan and 40.9% to calculate the level 2 fair value of the 7.75% Senior Notes.

6. Stockholders' Equity

For information on the Company's October 12, 2016 Reverse Stock Split and the resulting adjustments to authorized, issued and outstanding common stock, warrants and options, see Note 1, "Description of Business, Interim Financial Data and Basis of Presentation: Reverse Stock Split."

The Company is authorized to issue an aggregate of 269,080,609 shares of stock, each with a par value of \$0.01 per share, divided into four classes consisting of:

- (i) 93,750,000 shares designated as Class A common stock;
- (ii) 75,000,000 shares designated as Class B common stock;
- (iii) 80,609 shares designated as Class C common stock, and
- (iv) 100,250,000 shares of preferred stock.

On June 5, 2017, the Company's board of directors adopted a stockholder rights plan, which is scheduled to expire in June 2018. Pursuant to the rights plan, the Company declared a dividend of one right for each outstanding share of Class A common stock of the Company, payable to holders of record on June 15, 2017. The rights will initially trade with the Company's Class A common stock and will generally become exercisable only if any person (or any persons acting in concert or as a group) acquires a voting or economic position in 4.99% or more of the Company's outstanding Class A common stock. If the rights become exercisable, all holders of rights (other than any triggering person) will be entitled to acquire shares of Class A common stock at a 50% discount or the Company may exchange each Right held by such holders for one share of Class A common stock. Under the rights plan, any person that owned more than 4.99% of the Company's outstanding Class A common stock may continue to own its shares of Class A common stock but may not acquire a voting or economic interest in any additional shares of Class A common stock without triggering the rights plan.

Common Stock

Shares of Class A, Class B and Class C common stock are identical in all respects, except with regard to voting and conversion rights. The preferences, qualifications, limitations, restrictions, and the special or relative rights in respect of the common stock and the various classes of common stock are as follows:

Table of Contents

Voting Rights. The holders of shares of Class A common stock are entitled to one vote per share on any matter submitted to a vote of the stockholders of the Company, and the holders of shares of Class C common stock are entitled to ten votes for each share of Class C common stock held. Generally, the holders of shares of Class B common stock are not entitled to vote on any matter. However, holders of Class B common stock and Class C common stock are entitled to a separate class vote on any amendment or modification of any specific rights or obligations of the holders of Class B common stock or Class C common stock, respectively, that does not similarly affect the rights or obligations of the holders of Class A common stock. The holders of Class A common stock and of Class C common stock vote together, as a single class, on all matters submitted to a vote to the stockholders of the Company.

Conversion. Each holder of Class B common stock and Class C common stock is entitled to convert at any time all or any part of such holder's shares into an equal number of shares of Class A common stock; provided, however, that to the extent that such conversion would result in the holder holding more than 4.99% of the Class A common stock following such conversion, the holder will first be required to deliver to the Company an ownership certification to enable the Company to (a) determine that such holder does not have an attributable interest in another entity that would cause the Company to violate applicable FCC rules and regulations and (b) obtain any necessary approvals from the FCC or the Department of Justice. There were no shares of Class B common stock issued or outstanding as of June 30, 2017 or December 31, 2016.

The holders of all classes of common stock are entitled to share ratably in any dividends that may be declared by the board of directors of the Company.

As of June 30, 2017 there were no preferred shares outstanding.

2009 Warrants

In June 2009, in connection with the execution of an amendment to the Company's then-existing credit agreement, the Company issued warrants to the lenders thereunder that allow them to acquire up to 156,250 shares of Class A common stock at an exercise price of \$1.17 per share (the "2009 Warrants"). The 2009 Warrants expire on June 29, 2019. The number of shares of Class A common stock issuable upon exercise of the 2009 Warrants is subject to adjustment in certain circumstances, including upon the payment of a dividend in shares of Class A common stock. None of such warrants were converted during the three or six months ended June 30, 2017 and, as of such date, there were 40,057 of the 2009 Warrants outstanding.

Company Warrants

As a component of the Company's September 16, 2011 acquisition of Citadel Broadcasting Corporation (the "Citadel Merger") and the related financing transactions, the Company issued warrants to purchase an aggregate of 9.0 million shares of Class A common stock (the "Company Warrants") under a warrant agreement dated September 16, 2011 (the "Warrant Agreement"). The Company Warrants are exercisable at any time prior to June 3, 2030 at an exercise price of \$0.01 per share with each Company Warrant providing the right to purchase one share. The number of shares for which the Company Warrants are exercisable is not subject to any anti-dilution protection, other than standard adjustments in the case of stock splits, dividends and certain other similar events. Pursuant to the terms and conditions of the Warrant Agreement, upon the request of a holder, the Company has the discretion to issue, upon exercise of the Company Warrants, shares of Class B common stock in lieu of an equal number of shares of Class A common stock and, upon request of a holder and at the Company's discretion, the Company has the right to exchange such warrants to purchase an equivalent number of shares of Class B common stock for outstanding warrants to purchase shares of Class A common stock.

Exercise of the Company Warrants is subject to compliance with applicable FCC regulations, and the Company Warrants are exercisable provided that ownership of the Company's securities by the holder does not cause the Company to violate applicable FCC rules and regulations relating to foreign ownership of broadcasting licenses

Holders of Company Warrants are entitled to participate ratably in any distributions on the Company's common stock on an as-exercised basis. No distribution will be made to holders of Company Warrants or common stock if (i) an FCC ruling, regulation or policy prohibits such distribution to holders of Company Warrants or (ii) the Company's

FCC counsel opines that such distribution is reasonably likely to cause (a) the Company to violate any applicable FCC rules or regulations or (b) any holder of Company Warrants to be deemed to hold an attributable interest in the Company.

No Company Warrants were exercised during the six months ended June 30, 2017. 0.3 million Company Warrants to purchase 43,192 shares of Class A common stock were exercised during the six months ended June 30, 2016. At June 30, 2017, 31,955 Company Warrants remained outstanding.

Table of Contents

Crestview Warrants

Also on September 16, 2011, but pursuant to a separate warrant agreement, the Company issued warrants to purchase 1.0 million shares of Class A common stock with an exercise price, as adjusted to date, of \$34.56 per share (the "Crestview Warrants"). The Crestview Warrants are exercisable until September 16, 2021, and the per share exercise price is subject to standard weighted-average adjustments in the event that the Company issues additional shares of common stock or common stock derivatives for less than the fair market value per share, as defined in the Crestview Warrants, as of the date of such issuance. In addition, the number of shares of Class A common stock issuable upon exercise of the Crestview Warrants, and the exercise price of the Crestview Warrants, are subject to adjustment in the case of stock splits, dividends and certain other similar events. As of June 30, 2017, all 1.0 million Crestview Warrants remained outstanding.

7. Stock-Based Compensation Expense

The Company uses the Black-Scholes option pricing model to estimate the fair value on the date of grant of stock options issued. The fair value of stock options is determined by the Company's stock price, historical stock price volatility over the expected term of the awards, risk-free interest rates and expected dividends. With respect to restricted stock awards, the Company recognizes compensation expense over the vesting period equal to the grant date fair value of the shares awarded in accordance with ASC 718 - Compensation - Stock Compensation. To the extent non-vested restricted stock awards include performance or market vesting conditions, management uses the requisite service period to recognize the cost associated with the award.

During the six months ended June 30, 2017, the Company granted 75,000 stock options with a grant date aggregate fair value of \$0.1 million. During the six months ended June 30, 2016, the Company granted 170,875 stock options with a grant date aggregate fair value of \$0.3 million. The options granted in both periods range in exercise price from \$0.97 to \$24.00 per share, and provide for vesting on each of the first four anniversaries of the date of grant, with 30% of the award vesting on each of the first two anniversaries thereof, and 20% of the award vesting on each of the next two anniversaries thereof.

For the three and six months ended June 30, 2017 the Company recognized approximately \$0.5 million and \$1.1 million in stock-based compensation expense related to equity awards. For the three and six months ended June 30, 2016, the Company recognized approximately \$0.8 million and \$1.7 million in stock-based compensation expense related to equity awards.

As of June 30, 2017, unrecognized stock-based compensation expense of approximately \$0.7 million related to equity awards is expected to be recognized over a weighted-average remaining life of 1.56 years. Unrecognized stock-based compensation expense for equity awards will be adjusted for future changes in estimated forfeitures.

There were no stock options exercised during the six months ended June 30, 2017 or June 30, 2016.

During the quarter ended June 30, 2017, the Company adopted the 2017 Supplemental Incentive Plan (the "2017 SIP"), which provides participating executives of the Company with the opportunity to earn cash payments in ratable installments over the last three quarters of 2017, based on the Company's year-to-date performance at the end of each respective period, commencing with the second quarter of 2017. In order to be eligible to participate in the 2017 SIP, each participant therein had to agree to the cancellation of all of such participant's respective outstanding equity incentive awards. On June 30, 2017 the participants forfeited an aggregate of 963,493 options.

8. Earnings (Loss) Per Share

For all periods presented, the Company has disclosed basic and diluted earnings (loss) per common share utilizing the two-class method. In accordance with, ASC Topic 260, "Earnings per Share," the presentation of basic and diluted EPS is required only for common stock and not for participating securities.

Non-vested restricted shares of Class A common stock are considered participating securities for purposes of calculating basic weighted-average common shares outstanding in all periods. In addition, Company Warrants are

accounted for as participating securities, as holders of such Warrants, in accordance with and subject to the terms and conditions of the Warrant Agreement, are entitled to receive ratable distributions of the Company's earnings concurrently with such distributions made to the holders of Class A common stock.

Basic earnings (loss) per common share is calculated by dividing net income (loss) available to common shareholders by the weighted-average number of shares of common stock outstanding during the period. In accordance with the terms of the Company's certificate of incorporation, the Company allocates undistributed net income (loss), after any allocation for preferred stock dividends, between each class of common stock on an equal basis per share. In accordance with the two-class method, earnings applicable to the non-vested restricted shares of Class A common stock and Company Warrants are excluded from the computation of basic EPS.

Diluted earnings (loss) per share is computed in the same manner as basic earnings (loss) per share after assuming issuance of common stock for all potentially dilutive equivalent shares, which includes stock options and certain warrants to purchase common stock. Antidilutive instruments are not considered in this calculation. Under the two-class method, net income is allocated to common stock to the extent that each security may share in earnings, as if all of the earnings (loss) for the period had been distributed. Earnings (loss) are allocated to each class of common stock equally per share. The following table sets forth the computation of basic and diluted earnings (loss) per common share for the three and six months ended June 30, 2017 and 2016 (amounts in thousands, except per share data):

Table of Contents

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Basic Earnings (Loss) Per Share				
Numerator:				
Undistributed net income (loss) from continuing operations	\$5,672	\$1,066	\$(1,723)	\$(13,363)
Less:				
Participation rights of the Company Warrants in undistributed earnings	6	1	—	—
Participation rights of unvested restricted stock in undistributed earnings	—	1	—	—
Basic undistributed net income (loss) attributable to common shares	\$5,666	\$1,064	\$(1,723)	\$(13,363)
Denominator:				
Basic weighted average shares outstanding	29,306	29,291	29,306	29,274
Basic undistributed net income (loss) per share attributable to common shares	\$0.19	\$0.04	\$(0.06)	\$(0.46)
Diluted Earnings (loss) Per Share:				
Numerator:				
Undistributed net income (loss) from continuing operations	\$5,672	\$1,066	\$(1,723)	\$(13,363)
Less:				
Participation rights of the Company Warrants in undistributed net earnings	6	1	—	—
Participation rights of unvested restricted stock in undistributed earnings	—	1	—	—
Basic undistributed net income (loss) attributable to common shares	\$5,666	\$1,064	\$(1,723)	\$(13,363)
Denominator:				
Basic weighted average shares outstanding	29,306	29,291	29,306	29,274
Effect of dilutive stock options, warrants and restricted stock	—	45	—	—
Diluted weighted average shares outstanding	29,306	29,336	29,306	29,274
Diluted undistributed net income (loss) per share attributable to common shares	\$0.19	\$0.04	\$(0.06)	\$(0.46)

Table of Contents

9. Income Taxes

For the three months ended June 30, 2017, the Company recorded income tax expense of \$7.2 million on income before income taxes of \$12.9 million, resulting in an effective tax rate for the three months ended June 30, 2017 of approximately 56.1%. For the three months ended June 30, 2016, the Company recorded income tax expense of \$1.2 million on income before income taxes of \$2.3 million, resulting in an effective tax rate for the three months ended June 30, 2016 of approximately 54.0%. The difference between the effective tax rate and the federal statutory rate of 35.0% for the three months ended June 30, 2017 and 2016 primarily relates to state and local income taxes, and the tax effect of certain statutory non-deductible items.

For the six months ended June 30, 2017, the Company recorded income tax expense of \$1.2 million on loss before income taxes of \$0.5 million. The primary reason for this was the tax effect of stock option terminations and forfeitures, including those related to the Company's adoption of the 2017 SIP. On June 30, 2017, an aggregate 963,493 options were canceled representing \$3.7 million of stock-based compensation expense for which a deferred tax asset ("DTA") was previously recorded. Upon cancellation, the future tax benefit related to the forfeited options was lost resulting in current period expense of \$1.5 million.

For the six months ended June 30, 2016, the Company recorded income tax benefit of \$7.9 million on loss before income taxes of \$21.2 million, resulting in an effective tax rate for the six months ended June 30, 2016 of approximately 37.1%. The difference between the effective tax rate and the federal statutory rate of 35.0% for the six months ended June 30, 2016, primarily relates to state and local income taxes and the tax effect of certain statutory non-deductible items.

The Company continually reviews the adequacy of the valuation allowance and recognizes the benefits of deferred tax assets only as the reassessment indicates that it is more likely than not that the deferred tax assets will be recognized in accordance with ASC Topic 740, Income Taxes ("ASC 740"). As of June 30, 2017, the Company continues to maintain a partial valuation allowance on certain state net operating loss carryforwards which the Company does not believe will be able to meet the more likely than not recognition standard for recovery. The valuation of deferred tax assets requires judgment in assessing the likely future tax consequences of events that have been recognized in the Company's financial statements or tax returns as well as future profitability.

10. Commitments and Contingencies

Future Commitments

The radio broadcast industry's principal ratings service is Nielsen Audio ("Nielsen"), which publishes surveys for domestic radio markets. Certain of the Company's subsidiaries have agreements with Nielsen under which they receive programming ratings information. The remaining aggregate obligation under the agreements with Nielsen is approximately \$26.4 million, as of June 30, 2017, and is expected to be paid in accordance with the agreements through December 2017.

The Company engages Katz Media Group, Inc. ("Katz") as its national advertising sales agent. The national advertising agency contract with Katz contains termination provisions that, if exercised by the Company during the term of the contract, would obligate the Company to pay a termination fee to Katz, calculated based upon a formula set forth in the contract.

The Company is committed under various contractual agreements to pay for broadcast rights that include sports and news services and to pay for talent, executives, research, weather information and other services.

The Company from time to time enters into radio network contractual obligations to guarantee a minimum amount of revenue share to contractual counterparties on certain programming in future years. Generally, these guarantees are subject to decreases dependent on clearance targets achieved. As of June 30, 2017, the Company believes that it will meet all such material minimum obligations.

On January 3, 2014 (the "Commencement Date"), Merlin Media, LLC ("Merlin") and the Company entered into an agreement under which the Company is responsible for operating two FM radio stations in Chicago, Illinois, for monthly fees payable to Merlin of approximately \$0.3 million, \$0.4 million, \$0.5 million and \$0.6 million in the first, second, third and fourth years following the Commencement Date, respectively, in exchange for the Company retaining the operating profits from these radio stations.

Table of Contents

The Company and Merlin entered into a separate agreement pursuant to which the Company has the right to purchase these two FM radio stations until October 5, 2017 for an amount in cash equal to the greater of (i) \$70.0 million minus the aggregate amount of monthly fees paid by the Company on or prior to the earlier of the closing date or the date that is four years after the Commencement Date; or (ii) \$50.0 million. Conversely, Merlin has the right to require the Company to purchase these two FM radio stations at any time during a ten business day period commencing October 6, 2017 for \$71.0 million, minus the aggregate amount of monthly fees paid by the Company on or prior to the earlier of the closing date and January 3, 2018.

The Company determined through its review of the requirements of ASC Topic 810, Consolidation ("ASC 810") that the stations are a variable interest entity ("VIE") for which we are not the primary beneficiary, therefore consolidation is not required.

On April 1, 2014, the Company initiated an exit plan for an office lease as part of a restructuring in connection with the acquisition of Westwood One (the "Exit Plan"), which included charges related to terminated contract costs. As of June 30, 2017, liabilities related to the Exit Plan of \$0.2 million were included in accounts payable and accrued expenses and \$1.1 million of other liabilities in the unaudited condensed consolidated balance sheet. We do not anticipate any additional meaningful future charges in connection with for the Exit Plan other than those for which the Company has already accrued.

Legal Proceedings

In March 2011, the Company and certain of our subsidiaries were named as defendants along with other radio companies, including Beasley Broadcast Group, Inc., CBS Radio, Inc., Entercom Communications, Greater Media, Inc. and Townsquare Media, LLC in a patent infringement suit. The case, Mission Abstract Data L.L.C., d/b/a Digimedia v. Beasley Broadcast Group, Inc., et. al., Civil Action Case No: 1:99-mc-09999, U.S. District Court for the District of Delaware (filed March 1, 2011), alleges that the defendants have infringed on plaintiff's patents entitled "Selection and Retrieval of Music from a Digital Database." Plaintiff is seeking unspecified damages. This case has been stayed, and is awaiting further action by the court. The Company is evaluating the suit, and intends to defend itself vigorously. The Company is not yet able to determine what effect the lawsuit will have, if any, on its financial position, results of operations or cash flows.

In August 2015, we were named as a defendant in two separate putative class action lawsuits relating to our use and public performance of certain sound recordings fixed prior to February 15, 1972 (the "Pre-1972 Recordings"). The first suit, ABS Entertainment, Inc., et. al. v. Cumulus Media Inc., was filed in the United States District Court for the Central District of California and alleged, among other things, copyright infringement under California state law, common law conversion, misappropriation and unfair business practices. On December 11, 2015, this suit was dismissed without prejudice. The second suit, ABS Entertainment, Inc., v. Cumulus Media Inc., was filed in the United States District Court for the Southern District of New York and claimed, among other things, common law copyright infringement and unfair competition. The New York lawsuit was stayed pending an appeal before the Second Circuit involving unrelated third parties over whether the owner of a Pre-1972 Recording holds an exclusive right to publicly perform that recording under New York common law. On December 20, 2016, the New York Court of Appeals held that New York common law does not recognize a right of public performance for owners of pre-1972 Recordings. As a result of that case (to which Cumulus Media, Inc., was not a party) the New York case against Cumulus Media, Inc., was voluntarily dismissed by the plaintiffs on April 3, 2017. The question of whether public performance rights exist for Pre-1972 recordings under state laws is still being litigated in the Ninth and Eleventh Circuits as a result of cases filed in California and Florida. Cumulus is not a party to those cases, and the Company is not yet able to determine what effect those proceedings will have, if any, on its financial position, results of operations or cash flows.

The Company currently is, and expects that from time to time in the future it will be, party to, or a defendant in, various other claims or lawsuits that are generally incidental to its business. The Company expects that it will vigorously contest any such claims or lawsuits and believes that the ultimate resolution of any such known claim or lawsuit will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

Table of Contents

11. Supplemental Condensed Consolidated Financial Information

At June 30, 2017, Cumulus (the "Parent Guarantor") and certain of its 100% owned subsidiaries (such subsidiaries, the "Subsidiary Guarantors") provided guarantees of the obligations of Cumulus Holdings (the "Subsidiary Issuer") under the 7.75% Senior Notes. These guarantees are full and unconditional (subject to customary release provisions) as well as joint and several. Certain of the Subsidiary Guarantors may be subject to restrictions on their respective ability to distribute earnings to Cumulus Holdings or the Parent Guarantor. Not all of the subsidiaries of Cumulus and Cumulus Holdings guarantee the 7.75% Senior Notes (such non-guaranteeing subsidiaries, collectively, the "Subsidiary Non-guarantors").

Investments in consolidated subsidiaries are held primarily by the Parent Guarantor in the net assets of its subsidiaries and have been presented using the equity method of accounting. The "Eliminations" entries in the following tables primarily eliminate investments in subsidiaries and intercompany balances and transactions. The columnar presentations in the following tables are not consistent with the Company's business groups; accordingly, this basis of presentation is not intended to present the Company's financial condition, results of operations or cash flows on a consolidated basis.

Revision to Prior Period Financial Statements

During the first quarter of 2017, the Company determined that it did not properly classify the investment in consolidated subsidiaries balance residing at the Parent Guarantor as a liability at December 31, 2016. The Company should have presented the investment in consolidated subsidiary balance as a liability as the balance was negative at December 31, 2016. In the following disclosure, a separate line item entitled "Accumulated losses in consolidated subsidiaries" is presented in the Condensed Consolidated Balance Sheet to correct this misclassification. This presentation misclassification was not material to the previously issued financial statements.

In accordance with ASC 250-10 (SEC Staff Accounting Bulletin No. 99, Materiality), the Company assessed the materiality of the errors and concluded that the errors were not material to any of the Company's previously issued financial statements. As permitted by ASC 250-10 (SEC Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements), the Company has presented revised financial information as of December 31, 2016.

The following tables present (i) unaudited condensed consolidated statements of operations for the three and six months ended June 30, 2017 and 2016, (ii) unaudited condensed consolidated balance sheets as of June 30, 2017 and December 31, 2016, and (iii) unaudited condensed consolidated statements of cash flows for the six months ended June 30, 2017 and 2016, of each of the Parent Guarantor, Cumulus Holdings, the Subsidiary Guarantors, and the Subsidiary Non-guarantors.

Table of Contents

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Three Months Ended June 30, 2017

(Dollars in thousands)

(Unaudited)

	Cumulus Media Inc. (Parent Guarantor)	Cumulus Media Holdings Inc. (Subsidiary Issuer)	Subsidiary Guarantors	Subsidiary Non-guarantors	Eliminations	Total Consolidated
Net revenue	\$ —	\$ —	\$ 290,531	\$ —	\$ —	\$ 290,531
Operating expenses:						
Content costs	—	—	93,289	—	—	93,289
Selling, general and administrative expenses	—	—	119,912	594	—	120,506
Depreciation and amortization	—	301	15,819	—	—	16,120
Local marketing agreement fees	—	—	2,713	—	—	2,713
Corporate expenses (including stock-based compensation expense of \$530)	—	10,473	—	—	—	10,473
Loss on sale of assets or stations	—	—	104	—	—	104
Total operating expenses	—	10,774	231,837	594	—	243,205
Operating (loss) income	—	(10,774)	58,694	(594)	—	47,326
Non-operating (expense) income:						
Interest (expense) income, net	(2,184)	(32,098)	35	(62)	—	(34,309)
Other expense, net	—	—	(111)	—	—	(111)
Total non-operating expense, net	(2,184)	(32,098)	(76)	(62)	—	(34,420)
(Loss) income before income taxes	(2,184)	(42,872)	58,618	(656)	—	12,906
Income tax (expense) benefit	(2,740)	(55,188)	51,297	(603)	—	(7,234)
Earnings (loss) from consolidated subsidiaries	10,596	108,656	(1,259)	—	(117,993)	—
Net income (loss)	\$ 5,672	\$ 10,596	\$ 108,656	\$ (1,259)	\$ (117,993)	\$ 5,672

Table of Contents

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Six Months Ended June 30, 2017

(Dollars in thousands)

(Unaudited)

	Cumulus Media Inc. (Parent Guarantor)	Cumulus Media Holdings Inc. (Subsidiary Issuer)	Subsidiary Guarantors	Subsidiary Non-guarantors	Eliminations	Total Consolidated
Net revenue	\$ —	\$ —	\$ 554,561	\$ —	\$ —	\$ 554,561
Operating expenses:						
Content costs	—	—	195,069	—	—	195,069
Selling, general and administrative expenses	—	—	233,707	1,189	—	234,896
Depreciation and amortization	—	604	31,798	—	—	32,402
Local marketing agreement fees	—	—	5,420	—	—	5,420
Corporate expenses (including stock-based compensation expense of \$1,068)	—	21,428	—	—	—	21,428
Gain on sale of assets or stations	—	—	(2,502)	—	—	(2,502)
Total operating expenses	—	22,032	463,492	1,189	—	486,713
Operating (loss) income	—	(22,032)	91,069	(1,189)	—	67,848
Non-operating (expense) income:						
Interest (expense) income, net	(4,355)	(63,943)	72	(109)	—	(68,335)
Other expense, net	—	—	(28)	—	—	(28)
Total non-operating (expense) income, net	(4,355)	(63,943)	44	(109)	—	(68,363)
(Loss) income before income taxes	(4,355)	(85,975)	91,113	(1,298)	—	(515)
Income tax (expense) benefit	(1,742)	(35,392)	36,445	(519)	—	(1,208)
Earnings (loss) from consolidated subsidiaries	4,374	125,741	(1,817)	—	(128,298)	—
Net (loss) income	\$ (1,723)	\$ 4,374	\$ 125,741	\$ (1,817)	\$ (128,298)	\$ (1,723)

Table of Contents

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Three Months Ended June 30, 2016

(Dollars in thousands)

(Unaudited)

	Cumulus Media Inc. Holdings (Parent Guarantor)					Total Consolidated	
	Cumulus Media Inc. (Parent Guarantor)	Media Inc. (Subsidiary Issuer)	Subsidiary Guarantors	Subsidiary Non-guarantors	Eliminations		
Net revenue	\$ —	\$ 165	\$ 287,028	\$ —	\$ —	\$ 287,193	
Operating expenses:							
Content costs	—	—	97,133	—	—	97,133	
Selling, general and administrative expenses	—	—	117,324	536	—	117,860	
Depreciation and amortization	—	414	22,555	—	—	22,969	
Local marketing agreement fees	—	—	2,482	—	—	2,482	
Corporate expenses (including stock-based compensation expense of \$790)	—	11,414	—	—	—	11,414	
Gain on sale of assets or stations	—	—	(3,146)) —	—	(3,146)	
Impairment on intangible assets and goodwill	—	—	1,816	—	—	1,816	
Total operating expenses	—	11,828	238,164	536	—	250,528	
Operating (loss) income	—	(11,663)	48,864	(536)	—	36,665	
Non-operating (expense) income:							
Interest (expense) income, net	(2,178)	(32,261)	140	(47)	—	(34,346)	
Other expense, net	—	—	(4)) —	—	(4)	
Total non-operating (expense) income, net	(2,178)	(32,261)	136	(47)	—	(34,350)	
(Loss) income before income taxes	(2,178)	(43,924)	49,000	(583)	—	2,315	
Income tax benefit (expense)	815	16,060	(18,342)	218	—	(1,249)	
Earnings (loss) from consolidated subsidiaries	2,429	30,293	(365)) —	(32,357)	—	
Net income (loss)	\$ 1,066	\$ 2,429	\$ 30,293	\$ (365)	\$ (32,357)	\$ 1,066	

Table of Contents

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

Six Months Ended June 30, 2016

(Dollars in thousands)

(Unaudited)

	Cumulus Media Inc. (Parent Guarantor)	Cumulus Media Holdings Inc. (Subsidiary Issuer)	Subsidiary Guarantors	Subsidiary Non-guarantors	Eliminations	Total Consolidated
Net revenue	\$—	\$ 165	\$555,558	\$ —	\$—	\$ 555,723
Operating expenses:						
Content costs	—	—	197,178	—	—	197,178
Selling, general and administrative expenses	—	—	234,013	1,074	—	235,087
Depreciation and amortization	—	818	45,248	—	—	46,066
Local marketing agreement fees	—	—	7,870	—	—	7,870
Corporate expenses (including stock-based compensation expense of \$1,668)	—	24,068	—	—	—	24,068
Gain on sale of assets or stations	—	—	(3,141)	—	—	(3,141)
Impairment on intangible assets and goodwill	—	—	1,816	—	—	1,816
Total operating expenses	—	24,886	482,984	1,074	—	508,944
Operating (loss) income	—	(24,721)	72,574	(1,074)	—	46,779
Non-operating (expense) income:						
Interest (expense) income, net	(4,355)	(64,517)	225	(95)	—	(68,742)
Other income, net	—	—	716	—	—	716
Total non-operating (expense) income, net	(4,355)	(64,517)	941	(95)	—	(68,026)
(Loss) income before income taxes	(4,355)	(89,238)	73,515	(1,169)	—	(21,247)
Income tax benefit (expense)	1,742	35,080	(29,406)	468	—	7,884
(Loss) earnings from consolidated subsidiaries	(10,750)	43,408	(701)	—	(31,957)	—
Net (loss) income	\$(13,363)	\$(10,750)	\$43,408	\$ (701)	\$(31,957)	\$(13,363)

Table of Contents

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

June 30, 2017

(Dollars in thousands, except for share and per share data)

(Unaudited)

	Cumulus Media Inc. (Parent Guarantor)	Cumulus Media Holdings Inc. (Subsidiary Issuer)	Subsidiary Guarantors	Subsidiary Non-guarantors	Eliminations	Total Consolidated
Assets						
Current assets:						
Cash and cash equivalents	\$ —	\$ 141,195	\$—	\$—	\$—	\$ 141,195
Restricted cash	—	7,822	—	—	—	7,822
Accounts receivable, less allowance for doubtful accounts of \$4,217	—	—	—	226,514	—	226,514
Trade receivable	—	—	5,059	—	—	5,059
Asset held for sale	—	—	30,150	—	—	30,150
Prepaid expenses and other current assets	—	27,447	17,100	—	—	44,547
Total current assets	—	176,464	52,309	226,514	—	455,287
Property and equipment, net	—	9,295	147,873	—	—	157,168
Broadcast licenses	—	—	—	1,539,793	—	1,539,793
Other intangible assets, net	—	—	98,316	—	—	98,316
Goodwill	—	—	135,214	—	—	135,214
Investment in consolidated subsidiaries	—	3,418,960	1,002,830	—	(4,421,790)	—
Intercompany receivables	—	107,946	1,931,684	—	(2,039,630)	—
Other assets	—	18,566	148,016	349	(148,281)	18,650
Total assets	\$ —	\$ 3,731,231	\$ 3,516,242	\$ 1,766,656	\$ (6,609,701)	\$ 2,404,428
Liabilities and Stockholders' (Deficit)						
Equity						
Current liabilities:						
Accounts payable and accrued expenses	\$ —	\$ 18,107	\$ 67,059	\$—	\$—	\$ 85,166
Trade payable	—	—	4,217	—	—	4,217
Total current liabilities	—	18,107	71,276	—	—	89,383
Long-term debt, excluding 7.75% Senior Notes, net of debt issuance cost/discounts of \$26,053	—	1,784,213	—	—	—	1,784,213
7.75% Senior Notes, net of debt issuance costs of \$4,969	—	605,031	—	—	—	605,031
Other liabilities	—	2,932	26,006	—	—	28,938
Intercompany payables	107,597	1,705,170	—	226,863	(2,039,630)	—
Accumulated losses in consolidated subsidiaries	384,222	—	—	—	(384,222)	—
Deferred income taxes	—	—	—	536,963	(148,281)	388,682
Total liabilities	491,819	4,115,453	97,282	763,826	(2,572,133)	2,896,247

Stockholders' (deficit) equity:

Class A common stock, par value \$0.01 per share; 93,750,000 shares authorized; 32,031,952 shares issued and 29,225,765 shares outstanding	320	—	—	—	—	320
Class C common stock, par value \$0.01 per share; 80,609 shares authorized, issued and outstanding	1	—	—	—	—	1
Treasury stock, at cost, 2,806,187 shares	(229,310	—	—	—	—	(229,310)
Additional paid-in-capital	1,625,883	275,020	4,135,284	1,982,709	(6,393,013)	1,625,883
Accumulated (deficit) equity	(1,888,713	659,242)	(716,324)	(979,879)	2,355,445	(1,888,713)
Total stockholders' (deficit) equity	(491,819	(384,222)	3,418,960	1,002,830	(4,037,568)	(491,819)
Total liabilities and stockholders' (deficit) equity	\$ —	\$3,731,231	\$3,516,242	\$ 1,766,656	\$(6,609,701)	\$2,404,428

Table of Contents

CUMULUS MEDIA INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

December 31, 2016

(Dollars in thousands, except for share and per share data)

(Unaudited)

	Cumulus Media Inc. (Parent Guarantor)	Cumulus Media Holdings Inc. (Subsidiary Issuer)	Subsidiary Guarantors	Subsidiary Non-guarantors	Eliminations	Total Consolidated
Assets						
Current assets:						
Cash and cash equivalents	\$	—\$131,259	\$—	\$ —	\$—	\$131,259
Restricted cash	—	8,025	—	—	—	8,025
Accounts receivable, less allowance for doubtful accounts of \$4,691	—	—	—	231,585	—	231,585
Trade receivable	—	—	4,985	—	—	4,985
Asset held for sale	—	—	30,150	—	—	30,150
Prepaid expenses and other current assets	—	17,321	16,602	—	—	33,923
Total current assets	—	156,605	51,737	231,585	—	439,927
Property and equipment, net	—	4,431	157,632	—	—	162,063
Broadcast licenses	—	—	—	1,540,183	—	1,540,183
Other intangible assets, net	—	—	116,499	—	—	116,499
Goodwill	—	—	135,214	—	—	135,214
Investment in consolidated subsidiaries	—	3,348,992	1,012,947	—	(4,361,939)	—
Intercompany receivables	—	103,593	1,848,263	—	(1,951,856)	—
Other assets	—	21,631	135,996	364	(139,186)	18,805
Total assets	\$	—\$3,635,252	\$3,458,288	\$ 1,772,132	\$(6,452,981)	\$ 2,412,691
Liabilities and Stockholders' Equity						
(Deficit)						
Current liabilities:						
Accounts payable and accrued expenses	\$	—\$19,994	\$76,247	\$ —	\$—	\$96,241
Trade payable	—	—	4,550	—	—	4,550
Total current liabilities	—	19,994	80,797	—	—	100,791
Long-term debt, excluding 7.75% Senior Notes, net of debt issuance costs/discounts of \$29,909	—	1,780,357				