



ENTERED
12/17/2018

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

In re:	§	
	§	Chapter 11
	§	
IHEARTMEDIA, INC., <i>et al.</i> , ¹	§	Case No. 18-31274 (MI)
	§	
Debtors.	§	(Jointly Administered)
	§	

**ORDER (I) DIRECTING THE APPLICATION OF BANKRUPTCY
RULES 7023 AND 7023.1, (II) CERTIFYING A CLASS, DESIGNATING A
CLASS REPRESENTATIVE, AND APPOINTING CLASS COUNSEL FOR
PURPOSES OF SETTLEMENT, AND (III) GRANTING RELATED RELIEF**

Upon the emergency motion (the “Motion”)² of GAMCO Asset Management, Inc. (“GAMCO”) and to implement the terms of the Settlement Agreement dated December 16, 2018, GAMCO seeks entry of an order (this “Order”): (i) directing the application of Rules 7023 and 7023.1 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and, by incorporation, Rules 23 and 23.1 of the Federal Rules of Civil Procedure (the “Civil Rules”); (ii) certifying a class of minority shareholders of CCOH’s Class A common shares from March 14, 2015 to March 14, 2018 (collectively, the “CCOH Minority Shareholders,” and together with GAMCO and Norfolk County Retirement System (“Norfolk”), the “Class Members” or “Class”), designating GAMCO as class representative (“Class Representative”), and appointing the law firm of Entwistle & Cappucci LLP as class counsel (“Class Counsel”) for purposes of settlement; and (iii) granting related relief; all as more fully set forth in the Motion; and this Court having

¹ Due to the large number of Debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the Debtors and the last four digits of their tax identification, registration, or like numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims, noticing, and solicitation agent at <https://cases.primeclerk.com/iheartmedia>. The location of Debtor iHeartMedia, Inc.’s principal place of business and the Debtors’ service address is: 20880 Stone Oak Parkway, San Antonio, Texas 78258.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that it may enter an order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is permissible pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that GAMCO's notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Class is hereby approved for settlement purposes only pursuant to Civil Rules 23 and 23.1 and Bankruptcy Rules 7023, 7023.1, and 9014, consisting of all persons or entities who were minority shareholders of CCOH's Class A common shares from March 14, 2015 to March 14, 2018.
3. For the purposes of the Settlement Agreement, the Court finds that: (i) the Class is so numerous that joinder of all Class Members is impracticable; (ii) there are questions of law or fact common to the Class; (iii) the claims of the Class Representative are typical of the claims or defenses of the Class; (iv) GAMCO as Class Representative, and the law firm of Entwistle & Cappucci LLP as Class Counsel, will fairly and adequately represent and protect the interests of the Class Members; (v) prosecuting separate actions by or against individual class members would create a risk of inconsistent or varying adjudications with respect to individual class members that

would establish incompatible standards of conduct for the party opposing the class; and (vi) prosecuting separate actions by or against individual class members would create a risk of adjudications with respect to individual class members that, as a practical matter, would be dispositive of the interests of the other members not parties to the individual adjudications or would substantially impair or impede their ability to protect their interests.

4. GAMCO is hereby designated as Class Representative. No aspect of the Settlement Agreement grants preferential treatment to the Class Representative or any segment of the Class. The Class Representative and the claims of the CCOH Minority Shareholders share the same essential characteristics and arise from a common nucleus of facts.

5. The Class Representative does not have interests antagonistic to those of the Class.

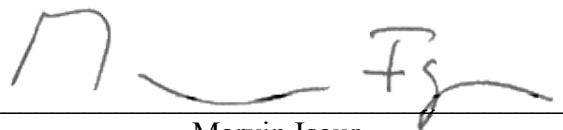
6. The law firm of Entwistle & Cappucci LLP is hereby appointed as Class Counsel.

7. For purposes of the Settlement Agreement, the Court finds that Entwistle & Cappucci LLP is well-qualified and experienced when it comes to prosecuting complex litigation on behalf of shareholders such as the Class Members.

8. This Court retains jurisdiction to construe, interpret, enforce, and implement the Settlement Agreement and this Order.

Signed:

December 17, 2018


Marvin Isgur
United States Bankruptcy Judge