Docket #0005 Date Filed: 3/5/2026

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

In re:	)	Chapter 11
CUMULUS MEDIA INC., *et al.*,[1]	)	Case No. 26-90346 (ARP)
Debtors.	)	(Joint Administration Requested)
	)	(Emergency Hearing Requested)

DEBTORS' EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE THEIR CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN EXISTING BUSINESS FORMS AND BOOKS AND RECORDS, AND (D) CONTINUE INTERCOMPANY TRANSACTIONS AND (II) GRANTING RELATED RELIEF

Emergency relief has been requested. Relief is requested not later than 2:00 p.m. (prevailing Central Time) on March 5, 2026.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on March 5, 2026 at 2:00 p.m. (prevailing Central Time) in Courtroom 400, 4th Floor, 515 Rusk Avenue, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Perez's conference room number is 282694. Video communication will be by use of the GoTo platform. Connect via the free GoTo application or click the link on Judge Perez's home page. The meeting code is "JudgePerez." Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Perez's home page. Select the case name, complete the required fields and click "submit" to complete your appearance.

[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 www.veritaglobal.net/cumulusmedia. The Debtors' service address for purposes of these chapter 11 cases is: 780 Johnson Ferry Road, N.E., Suite 500, Atlanta, Georgia 30342.

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The above-captioned debtors and debtors in possession (collectively, the "Debtors") respectfully state as follows in support of this motion:

Relief Requested

1. The Debtors seek entry of interim and final orders, substantially in the forms attached hereto, (a) authorizing the Debtors to (i) continue to operate their cash management system (the "Cash Management System"), (ii) honor certain prepetition obligations related thereto, (iii) maintain existing business forms and books and records, and (iv) continue intercompany transactions and (b) granting related relief. In addition, the Debtors request that the Court (as defined herein) schedule a final hearing with respect to the relief requested herein approximately 25 days from the Petition Date (as defined herein).

Jurisdiction and Venue

2. The United States Bankruptcy Court for the Southern District of Texas (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012 (the "Amended Standing Order"). This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court.

3. Venue is proper pursuant to 28 U.S.C. § 1408.

4. The statutory bases for the relief requested herein are sections 105, 345, 363, 503(b), and 1107(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), rules 1075-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the "Bankruptcy Local Rules"), and the Procedures for Complex Cases in the Southern District of Texas (the "Complex Case Procedures").

Background

5. On March 4, 2026 (the "Petition Date"), the Debtors commenced filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have contemporaneously filed a motion requesting procedural consolidation and joint administration of their chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.

6. A detailed description of the Debtors and their business, including the facts and circumstances giving rise to these chapter 11 cases, is set forth in the *Declaration of Francisco J. Lopez-Balboa in Support of Chapter 11 Petitions and First Day Motions* (the "First Day Declaration"), filed contemporaneously herewith and incorporated herein by reference.[2]

The Cash Management System

7. In the ordinary course of business, the Debtors maintain the integrated Cash Management System, which provides well-established mechanisms for the collection, concentration, management, disbursement, and investment of funds used in their operations. The Cash Management System facilitates the Debtors' cash monitoring, forecasting and reporting, and enables the Debtors to maintain control over the bank accounts. The Cash Management System enables the Debtors to streamline use of their cash and invested funds, and to facilitate tracking between certain business units. The Debtors' treasury department maintains daily oversight over

[2] Capitalized terms used but not defined in this motion have the meanings ascribed to them in the First Day Declaration.

their Cash Management System and implements cash management controls for entering, processing, and releasing funds, including in connection with intercompany transactions. Additionally, the Debtors' accounting and treasury departments regularly reconcile the Debtors' books and records to ensure that all transfers are properly recorded.

8. The Debtors' Cash Management System facilitates the timely and efficient collection, management, and disbursement of funds used in the Debtors' business. The Debtors estimate that cash collections will range between approximately $46 million and $55 million per month and total disbursements will range between approximately $52 million and $64 million per month during these chapter 11 cases. On average, approximately $109 million will flow through the Cash Management System on a monthly basis. Because of the nature of the Debtors' business and the disruption to their business that would result if they were forced to close their existing bank accounts, it is critical that the existing Cash Management System remain in place.

A. The Bank Accounts and Flow of Funds[3]

9. The Cash Management System is comprised of 26 bank accounts (the "Bank Accounts") maintained with several banking and financial institutions (the "Banks"), each of which is identified on **Exhibit B** to the proposed orders attached hereto.[4] The Bank Accounts are primarily held at Fifth Third Bank ("Fifth Third"). As further illustrated on **Exhibit A**[5] to the

[3] Not included in this motion is one bank account related to a non-Debtor affiliate, The Last Bastion Trust, LLC ("Last Bastion"). Last Bastion is a trust that owns and operates radio stations for the benefit of the Debtors pursuant to a Federal Communication Commission consent decree. Last Bastion is self-funding and transfers money to the Debtors' Concentration Account as radio stations are sold. It does not receive any funds from the Debtors.

[4] Although the Cash Management System includes 26 Bank Accounts as of the Petition Date, the Debtors may close existing accounts or open new accounts in the ordinary course of business.

[5] The flow of funds described in this motion and in the schematic diagram attached to the Proposed Orders is representative of the customary movement of cash through the Cash Management System. In the ordinary course of the Debtors' operations, funds may be transferred from one Bank Account to another within the Cash

proposed orders attached hereto, the Cash Management System is primarily based around a general concentration account maintained at Fifth Third (the "Concentration Account").

10. ***Concentration Account.*** The Debtors maintain one Concentration Account at Fifth Third. As part of the Debtors' collection process, funds received by the various Debtors are generally swept into the Concentration Account from the Debtors' depository accounts on a daily basis. Similarly, the Debtors' disbursements are ultimately funded by the Concentration Account. As part of the Debtors' disbursement process, each Debtor's operating expenses are paid out of disbursement accounts that are, in turn, funded by the Concentration Account. Additionally, the Debtors' fund their various payroll, benefits, and certain other accounts (as further described below) from the Concentration Account.

11. ***Lockbox and other Depository Accounts.*** The Debtors maintain four general depository accounts at Fifth Third and one lockbox depository account at Fifth Third (collectively, the "Depository Accounts"). Customer payments are remitted to these five accounts and then swept into the Debtors' Concentration Account.

12. ***Accounts Payable Accounts.*** The Debtors maintain eight payables accounts, seven at Fifth Third and one at Comerica Bank (collectively, the "AP Accounts"). The accounts are primarily used to pay vendors in the ordinary course as well as one account that will be used to pay professional fees in these chapter 11 cases. The AP Accounts are generally funded through transfers from the Debtors' Concentration Account.

13. ***Payroll Accounts.*** The Debtors maintain four payroll accounts at Fifth Third to fund payroll and payroll taxes for the Debtors' various business units (collectively, the "Payroll

Management System, other than as described herein. For the avoidance of doubt, the Debtors request authority pursuant to this motion to continue making such transfers in the ordinary course of business.

Accounts"). The Payroll Accounts are generally funded through transfers from the Debtors' Concentration Account.

14. ***Money Network Accounts.*** The Debtors maintain one money network account at Pathward (the "Money Network Account"). Certain payroll-related payments are issued by physical check to employees and funded from such account once approved by the Debtors. The Money Network Account is generally funded through transfers from the Debtors' Concentration Account.

15. ***Escrow Account***. The Debtors maintain one escrow account held with Fifth Third that will hold the amount of the adequate assurance deposit approved for the benefit of the Debtors' utility providers pursuant to the Utilities Motion (the "Adequate Assurance Account").[6] The Adequate Assurance Account will be funded through transfers from the Debtors' Concentration Account.

16. ***Benefits Accounts.*** The Debtors maintain three benefits accounts with Fifth Third for the Debtors' various business units (collectively, the "Benefits Accounts"). Funds are transferred into these accounts from the Debtors' Concentration Account to fund benefits-related expenditures, including 401(K), HSA, and healthcare expenditures for the Debtors' employees.

17. ***Investment Account.*** The Debtors maintain one investment account at Bank of America (the "Investment Account"). While the Investment Account remains open, it no longer plays a central role in the Cash Management System.

[6] "Utilities Motion" means the *Debtors' Emergency Motion for Entry of an Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, and (IV) Granting Related Relief*, filed contemporaneously herewith.

18. ***Tax Account.*** The Debtors maintain one account with Fifth Third to fund payments for the Debtors' non-payroll tax liabilities (collectively, the "Tax Accounts"). Funds are transferred into these accounts from the Debtors' Concentration Account.

19. ***Bob and Tom Account.*** The Debtors maintain one depository account with Fifth Third to receive payments related to the Bob and Tom radio show the ("Bob and Tom Account"). Funds are transferred periodically from this account to the Debtors' Concentration Account.

B. Collection and Disbursement Processes

20. Substantially all of the Debtors' collections are received in the Debtors' Depository Accounts. Funds held in such accounts are generally swept into the Concentration Account on a daily basis.

21. Substantially all[7] of the Debtors' disbursements are made out of the Debtors' (i) AP Accounts, (ii) Payroll Accounts, (ii) Benefits Accounts, (iv) Money Network Account, and (v) Tax Accounts (collectively, the "Disbursement Accounts"). As described above, the Disbursement Accounts are funded by the Debtors' Concentration Account. The Disbursements Accounts fund payments to the Debtors' trade vendors, on-air talent, programming providers, employees, Independent Contractors, third-party administrators of various employee benefits programs as well other goods and service providers upon which the Debtors depend to operate.

II. Compliance with U.S. Trustee Guidelines

22. Most of the Banks at which the Debtors hold the Bank Accounts, including Fifth Third, are designated as authorized depositories by the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee"), pursuant to the *Guidelines for Debtors-in-*

[7] As described below, certain banks and financial institutions charge the Debtors nominal fees, which are disbursed from the Concentration Account or directly from the Bank Account responsible for the incurrence of such fees.

Possession, Office of the United States Trustee Southern and Western Districts of Texas Region 7, effective August 22, 2024 (the "U.S. Trustee Guidelines"). These Banks are each party to a uniform depository agreement (a "UDA") with the U.S. Trustee, and therefore the Debtors believe the Bank Accounts at these Banks, which represent 25 of the Debtors' 26 Bank Accounts, will, in accordance with the terms of such UDAs, be collateralized in a manner consistent with the requirements of section 345 of the Bankruptcy Code.

23. Pathward, the remaining Bank at which a Bank Account is maintained, is a well-capitalized institution and a member of the Federal Deposit Insurance Corporation ("FDIC"). Additionally, the amounts maintained in the Bank Account at Pathward are fully insured by the FDIC. The Debtors respectfully seek a waiver of the U.S. Trustee Guidelines with respect to the Bank Account at Pathward. Requiring the Debtors to close the Bank Account at Pathward and reopen it at a designated authorized depository would place an unnecessary administrative burden on the Debtors given that there is no meaningful risk to the cash held therein. Therefore, the Debtors respectfully submit that cause exists to continue to allow the Debtors to utilize the existing Bank Account at Pathward.

24. The Debtors also seek a waiver of the requirement to establish specific bank accounts for tax payments. The Debtors believe that their tax obligations can be paid most efficiently out of their existing Bank Accounts, that the U.S. Trustee can adequately monitor the flow of funds into, among, and out of such accounts through the required monthly operating reports, and that the creation of new debtor in possession accounts designated solely for tax obligations would be unnecessary and inefficient.

III. Intercompany Transactions

25. In the ordinary course of business, the Debtors engage in routine business relationships with each other (the "Intercompany Transactions") resulting in the ordinary course

creation of intercompany receivables and payables (the "Intercompany Claims"). Accordingly, at any given time there may be Intercompany Claims owing by one Debtor to another Debtor. For example, in the normal course of business, certain of the Debtors' wholly owned subsidiaries collect money from customers, primarily from the sale of radio advertising. Those funds are initially deposited into subsidiary controlled bank accounts and are then swept into the Concentration Account on a periodic basis. Specifically, as described above, the Concentration Account is maintained by Debtor Cumulus Media Holdings Inc. ("Cumulus Holdings"). Cumulus Holdings uses funds swept from its subsidiaries' bank accounts to fund relevant payroll, income taxes, benefits, capital expenditures, and operating expenses of those subsidiary entities. As a result, intercompany balances in favor of Cumulus Holdings from certain subsidiaries are typically outstanding at any given time.

26. The Intercompany Claims are reflected as assets and liabilities, as applicable, in the respective Debtors' accounting systems. The Debtors track all fund transfers in their respective accounting system and can ascertain, trace, and account for all Intercompany Transactions. The Debtors will continue to track postpetition intercompany transfers, including all Intercompany Transactions. Discontinuing the Intercompany Transactions would unnecessarily disrupt the Cash Management System and the Debtors' operations to the detriment of the Debtors and their creditors and other stakeholders. The Debtors seek the authority to continue the Intercompany Transactions in the ordinary course of business, in a manner consistent with their prepetition practices. Additionally, while the Debtors do not anticipate that there will be any Intercompany Transactions with non-Debtor affiliates during the cases, out of an abundance of caution, the Debtors seek authority to engage in any ordinary course transactions with non-Debtor affiliates.

27. The Debtors will provide notice to counsel to the Ad Hoc Group of any intercompany transactions to non-Debtor affiliates in excess of $250,000.

IV. Bank Fees

28. In the ordinary course, certain of the Banks at which the Bank Accounts are maintained charge, and the Debtors pay, honor, or allow the deduction from the appropriate account, certain service charges and other nominal fees, costs, and expenses (collectively, the "Bank Fees"). Historically, the Debtors estimate that they incur approximately $30,000 in Bank Fees each month, depending on transaction volume, that may be offset by credits tied to average account balances.[8] The Debtors estimate that approximately $30,000 in prepetition Bank Fees remain outstanding as of the Petition Date (the "Prepetition Bank Fees"). To maintain the integrity of their Cash Management System, the Debtors request authority to pay any Prepetition Bank Fees for prepetition transactions that are charged postpetition and to continue to pay the Bank Fees in the ordinary course postpetition.

V. Corporate Credit Cards

29. As part of the Cash Management System, the Debtors provide certain of their employees with corporate credit cards (the "Corporate Cards" and, such program, the "Corporate Card Program") for authorized expenses, including fuel and vehicle-related expenses and miscellaneous expenses at the operating level related to, among other things, travel, business meals, professional subscriptions, office supplies, information technology, and general marketing. In accordance with the Corporate Card Program, the Corporate Cards are issued in the name of individual employees and are paid directly by the Debtors, although individual employees are held

[8] Included in the Bank Fees are fees related to the processing of credit card payments by Basys Processing, Inc. Such fees amount to approximately $4,000 per month.

jointly and severally liable for changes incurred. Payments are issued on a weekly basis from one of the Debtors' Accounts Payable Accounts. As of the Petition Date, the Debtors maintain approximately 400 Corporate Cards.[9]

30. The Corporate Card Program is an integral part of the Debtors' Cash Management System. Employees' continued use of the Corporate Cards for procurement of qualifying expenses is essential to the continued operation of the Debtors' business. On average, in the 12 months prior to the Petition Date, the Debtors monthly spend using the Corporate Cards was approximately $700,000. The Debtors have implemented internal mechanisms that will permit them, with the assistance of their advisors, to accurately track the balances incurred on the Corporate Cards.

31. If the Corporate Card Program is discontinued, the Debtors' ability to fund operational disbursements would be disrupted, to the detriment of all parties in interest, and the Debtors' employees may be held liable for charges incurred. The Debtors do not anticipate owing any amounts on account of the Corporate Card Program as of the Petition Date. Accordingly, the Debtors seek authority continue this program in the ordinary course of business on a postpetition basis.

VI. Business Forms

32. As part of their Cash Management System, the Debtors utilize various preprinted business forms, including, without limitation, letterhead, checks, and other business forms (collectively, the "Business Forms"), in the ordinary course. The Debtors also maintain books and records to document their financial results and a wide array of operating information (collectively,

[9] The Debtors are seeking relief to pay any amounts due on account of, and to continue in the ordinary course of business, employee reimbursements related to the Credit Card Program in the *Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief*, filed contemporaneously herewith.

the "Books and Records"). To avoid a significant disruption to their business operations and to minimize administrative expense to their estates, the Debtors request authorization to continue using all the Business Forms and Books and Records in a manner consistent with prepetition practice, without reference to the Debtors' status as chapter 11 debtors in possession.

Basis for Relief

I. Maintaining the Existing Cash Management System is Essential to the Debtors' Ongoing Operations and Restructuring Efforts

33. The U.S. Trustee Guidelines ostensibly require debtors in possession to, among other things: (a) close all existing bank accounts and open new debtor in possession bank accounts; (b) establish one debtor in possession account for all estate monies required for payment of taxes including payroll taxes; (c) physically set aside all monies required by law to be withheld from employees or collected from others for taxes; (d) open a new set of books and records as of the commencement date of the case; (e) use new business forms indicating the debtor in possession status of the chapter 11 debtor, including checks that bear the designation "debtor in possession" and reference the bankruptcy case number on such checks; and (f) make all disbursements of estate funds by check with a notation representing the reason for the disbursement. *See U.S. Trustee Guidelines*. These guidelines are intended to provide a clear line of demarcation between prepetition and postpetition transactions and operations and to prevent inadvertent payment of prepetition claims. Considering, however, the breadth and complexity of the Debtors' business and financial affairs and the sheer volume of collections, disbursements and movement of funds through the Cash Management System on a daily basis, enforcement of these provisions of the U.S. Trustee Guidelines during these chapter 11 cases would severely disrupt, if not cripple, the Debtors' operations. Accordingly, the Debtors respectfully request that the Court allow them to

operate each of the Bank Accounts that comprise the Cash Management System as each was maintained in the ordinary course of business before the Petition Date as described herein.

34. Section 363(c) of the Bankruptcy Code authorizes a debtor in possession to use property of the estate in the ordinary course of business without notice or a hearing. Consequently, the postpetition continuation of the Cash Management System in the ordinary course of business is likely permitted by sections 363(c), 1107(a), and 1108 of the Bankruptcy Code, without further application to the Court. Out of an abundance of caution, however, the Debtors request the relief described herein.

35. Bankruptcy courts treat requests for authority to continue utilizing existing cash management systems as a relatively "simple matter," *see In re Baldwin-United Corp.*, 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987) and have recognized that an integrated cash management system "allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash." *In re Columbia Gas Sys. Inc.*, 136 B.R. 930, 934 (Bankr. D. Del. 1992), *aff'd in part and rev'd in part*, 997 F.2d 1039 (3d Cir. 1993). As a result, courts have concluded that the requirement to maintain all accounts separately "would be a huge administrative burden and economically inefficient." *Columbia Gas*, 997 F.2d at 1061; *see also In re Southmark Corp.*, 49 F.3d 1111, 1114 (5th Cir. 1995) (observing that cash management system allows debtor "to administer more efficiently and effectively its financial operations and assets").

36. Here, requiring the Debtors to adopt a new, segmented cash management system during these chapter 11 cases would be expensive, burdensome, and unnecessarily disruptive to the Debtors' operations. Importantly, the Cash Management System provides the Debtors with the ability to quickly create status reports on the location and amount of funds, which ability, in

turn, allows management to track and control such funds, ensure cash availability, and reduce administrative costs through a centralized method of coordinating the collection and movement of funds. As a result, any disruption of the Cash Management System would have a severe and adverse effect on the Debtors' restructuring efforts. Indeed, absent the relief requested herein, requiring the Debtors to adopt a new, segmented cash management system would severely disrupt the Debtors' ordinary course operations, needlessly destroying the value of the Debtors' business enterprise. By contrast, maintaining the current Cash Management System will facilitate the Debtors' transition into chapter 11 by, among other things, minimizing delays in paying postpetition debts, ensuring customer receipts are timely received, and eliminating administrative inefficiencies. Maintaining the current Cash Management System will allow the Debtors' treasury and accounting personnel to focus on their daily responsibilities.

37. The Debtors respectfully submit that parties in interest will not be harmed by the Debtors' maintenance of the Cash Management System, including maintenance of the Bank Accounts and performance of the Intercompany Transactions, because the Debtors have implemented appropriate mechanisms to ensure that Debtor entities will not make unauthorized payments on account of prepetition obligations. Specifically, with the assistance of their advisors, the Debtors have implemented internal control procedures that prohibit payments on account of prepetition claims without the prior approval of the Debtors' treasury and accounting departments. In light of such protective measures, maintaining the Cash Management System is in the best interests of the Debtors' estates and creditors.

38. Accordingly, the Debtors respectfully request the Court authorize the continued use of the existing Cash Management System to facilitate the Debtors' transition into chapter 11. Specifically, the Debtors respectfully request that the Court authorize the Banks to continue to

maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business. The Debtors further respectfully request that the Court authorize and direct each of the Banks to receive, process, honor, and pay any and all checks, wire transfer, credit card, ACH payments and other instructions, and drafts payable through, or drawn or directed on, such Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto, irrespective of whether such checks, drafts, wires, credit card, or ACH payments are dated prior to or subsequent to the Petition Date. The Debtors also respectfully request that, to the extent any Bank honors a prepetition check or other item drawn on any Bank Account, either at the direction of the Debtors or in a good-faith belief that the Court has authorized such prepetition check or item to be honored, such Bank will not be deemed to be liable to the Debtors or to their estates on account of such prepetition check or other item honored postpetition. Such relief is reasonable and appropriate because the Banks are not in a position to independently verify or audit whether the Debtors may pay a particular item in accordance with a Court order or otherwise.

II. The Court Should Authorize the Debtors to Continue the Corporate Card Program and Pay Bank Fees, Including Prepetition Amounts Related Thereto

39. Courts have generally acknowledged that it is appropriate to authorize the payment of prepetition obligations where necessary to protect and preserve the estate, including an operating business's going-concern value. *See, e.g.*, *In re CoServ, L.L.C.*, 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002); *see also In re Scotia Dev., LLC*, No. 07-20027, 2007 WL 2788840, at *1 (Bankr. S.D. Tex. Sep. 21, 2007) (acknowledging the existence of the doctrine of necessity); *In re Ionosphere Clubs, Inc.*, 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) ("The ability of a Bankruptcy Court to authorize the payment of pre-petition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept."). In so doing, these courts acknowledge that

several legal theories rooted in sections 105(a) and 363(b) of the Bankruptcy Code support the payment of prepetition claims as provided herein.

40. Pursuant to section 363(b) of the Bankruptcy Code, courts may authorize payment of prepetition obligations where a sound business purpose exists for doing so. *See Ionosphere Clubs*, 98 B.R. at 175 (noting that section 363(b) provides "broad flexibility" to authorize a debtor to honor prepetition claims where supported by an appropriate business justification). Indeed, courts have recognized that there are instances when a debtor's fiduciary duty can "only be fulfilled by the pre-plan satisfaction of a prepetition claim." *CoServ*, 273 B.R. at 497.

41. In addition, section 105(a) of the Bankruptcy Code and the "doctrine of necessity" permit the bankruptcy court to exercise its broad grant of equitable powers to authorize the payment of prepetition obligations when such payment is essential to the continued operation of the debtor's business. *See, e.g.*, *CoServ*, 273 B.R. at 497 (finding that section 105 of the Bankruptcy Code provides the authority for a debtor in possession to pay prepetition claims); *In re CEI Roofing, Inc.*, 315 B.R. 50, 56 (Bankr. N.D. Tex. 2004); *In re Mirant Corp.*, 296 B.R. 427, 429 (Bankr. N.D. Tex. 2004).

42. Here, the Debtors' continuance of the Corporate Card Program and the payment of the Bank Fees and other amounts owed on account of the Cash Management System is necessary to their continued and uninterrupted operations during these chapter 11 cases. The Corporate Card Program provides the Debtors with a streamlined system for funding necessary business expenses and contributes to the efficiency of the Debtors' business operations. Moreover, to the extent the Corporate Card Program is discontinued, the Debtors' individual employees may be held personally liable for expenses incurred. Additionally, the Bank Fees are modest and are crucial to ensure that there are no unnecessary disruptions to the Cash Management System that could cause

immediate and irreparable harm to the Debtors' estates. The Debtors submit that the circumstances of these chapter 11 cases warrant granting the requested relief, and that doing so is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest, and therefore should be granted. Accordingly, the Debtors respectfully request that the Court authorize the Debtors to pay the Bank Fees, amounts owed on account of the Corporate Card Program, and any other amounts owed on account of the Cash Management System.

III. The Court Should Authorize the Debtors to Continue Using Their Existing Business Forms and Books and Records

43. As part of the Cash Management System, the Debtors use the Business Forms and maintain the Books and Records, in each case in the ordinary course of business. To avoid a significant disruption to their business operations and to minimize administrative expense to their estates, the Debtors request that they be authorized to continue to use their existing Business Forms substantially in the form existing immediately before the Petition Date, without reference to their status as debtors in possession. The Debtors submit that parties in interest will not be prejudiced if the Debtors are authorized to continue to use their business forms substantially in the forms existing immediately before the Petition Date. Such parties will undoubtedly be aware of the Debtors' status as debtors in possession and, thus, changing business forms is unnecessary and would be unduly burdensome.

IV. The Court Should Authorize the Debtors to Continue Conducting Intercompany Transactions in the Ordinary Course and Grant Administrative Priority Status to Postpetition Intercompany Claims Among the Debtors

44. The Debtors' funds move through the Cash Management System as described above. At any given time, there may be Intercompany Claims owing by one Debtor to another Debtor. Intercompany Transactions are made between and among Debtor affiliates in the ordinary course as part of the Cash Management System. For example, in the normal course of business,

certain of the Debtors' wholly owned subsidiaries collect money from customers, primarily from the sale of radio advertising. Those funds are initially deposited into subsidiary-controlled bank accounts and then swept into the Concentration Account on a periodic basis. Cumulus Holdings uses the funds swept from its subsidiaries' bank accounts to pay for payroll, capital expenditures and operating expenses of those subsidiary companies. As a result, intercompany balances in favor of Cumulus Holdings from certain of its subsidiaries are typically outstanding at any given time. The Intercompany Claims are reflected as receivables and payables, as applicable, in the respective Debtors' accounting systems. The Debtors track all fund transfers in their respective accounting system and can ascertain, trace, and account for all Intercompany Transactions. The Debtors, moreover, will continue to maintain records of such Intercompany Transactions. If the Intercompany Transactions were to be discontinued, the Cash Management System and related administrative controls could be disrupted to the Debtors' and their estates' detriment. Since these transactions represent extensions of intercompany credit made in the ordinary course of business that are an essential component of the Cash Management System, the Debtors respectfully request the authority to continue conducting the Intercompany Transactions in the ordinary course of business without need for further Court order.

45. To ensure each individual Debtor will not, at the expense of its creditors, fund the operations of another entity, the Debtors respectfully request, pursuant to section 503(b)(1) of the Bankruptcy Code, that all postpetition payments between or among a Debtor and another Debtor on account of an intercompany transaction be accorded administrative expense status. This relief will ensure that each entity receiving payments from a Debtor will continue to bear ultimate repayment responsibility for such ordinary course transactions, thereby reducing the risk that these transactions would jeopardize the recoveries available to each Debtor's respective creditors.

V. The Court Should Waive Strict Compliance with Section 345 of the Bankruptcy Code

46. Section 345(a) of the Bankruptcy Code authorizes deposits or investments of money of a bankruptcy estate, such as cash, in a manner that will "yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." 11 U.S.C. § 345(a). For deposits or investments that are not "insured or guaranteed by the United States or by a department, agency or instrumentality of the United States or backed by the full faith and credit of the United States," section 345(b) of the Bankruptcy Code provides that the estate must require from the entity with which the money is deposited or invested a bond in favor of the United States secured by the undertaking of an adequate corporate surety. 11 U.S.C. § 345(b).

47. As discussed above, almost all of the Bank Accounts are maintained at Banks that have signed a UDA with the U.S. Trustee, and, therefore, have agreed to comply with the requirements of section 345 of the Bankruptcy Code. Furthermore, each Bank Account is maintained at a Bank that is a member of the FDIC and, therefore, such Bank Accounts are in compliance with section 345(b) of the Bankruptcy Code. With respect to amounts, if any, in the Money Network Account in excess of the FDIC insurance limit, the Debtors submit that cause exists to waive any such noncompliance because such funds are deposited safely and prudently at Pathward, which is a financially-stable banking institution, and the cost associated with having to satisfy the requirements of section 345(b) would be needlessly burdensome to the Debtors and their estates.[10] Therefore, the Debtors submit that cause exists to grant a waiver of the requirements of section 345(b) of the Bankruptcy Code and compliance with the U.S. Trustee Guidelines.

[10] As of the Petition Date, amounts held at the Bank Account at Pathward were well below the FDIC insurance limit.

Processing of Checks and Electronic Funds Transfers Should Be Authorized

48. The Debtors believe they have sufficient funds to pay any amounts described in this motion in the ordinary course of business by virtue of expected cash flows from ongoing business operations and anticipated access to cash collateral. In addition, under the Debtors' existing cash management system, the Debtors can readily identify checks or electronic funds transfer requests as relating to an authorized payment in respect of the relief requested herein. Accordingly, the Debtors believe there is minimal risk that checks or electronic funds transfer requests that the Court has not authorized will be inadvertently made. Therefore, the Debtors respectfully request that the Court authorize and direct all applicable financial institutions, when requested by the Debtors, to receive, process, honor, and pay any and all checks or electronic funds transfer requests in respect of the relief requested in this motion.

Emergency Consideration

49. Pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case "to the extent that relief is necessary to avoid immediate and irreparable harm," and Bankruptcy Local Rule 9013-1(i), the Debtors respectfully request emergency consideration of this motion. An immediate and orderly transition into chapter 11 is critical to the viability of the Debtors' operations and any delay in granting the relief requested could hinder the Debtors' operations and cause irreparable harm. Failure to obtain the requested relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors' operations at this critical juncture and imperil the Debtors' restructuring efforts. Accordingly, the Debtors respectfully request that the Court grant the relief requested in this motion on an emergency basis.

Waiver of Bankruptcy Rules 6004(a) and 6004(h)

50. To successfully implement the foregoing, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Reservation of Rights

51. Nothing contained in this motion or any actions taken pursuant to any order granting the relief requested by this motion is intended to be or should be construed as: (a) an implication or admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this motion or any order granting the relief requested by this motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; (h) a waiver of the obligation of any party in interest to file a proof of claim; or (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or to seek avoidance of any or all such liens. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed

as an admission as to the validity of any particular claim or a waiver of the Debtors' or any other party in interest's rights to subsequently dispute such claim.

Notice

52. The Debtors will provide notice of this motion to the following parties or their respective counsel: (a) the Office of the United States Trustee for the Southern District of Texas; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) Reimer & Braunstein LLP and FBT Gibbons LLP, co-counsel to the ABL Agent; (d) Gibson, Dunn & Crutcher LLP, counsel to the Ad Hoc Group; (e) counsel to the 2026 Trustee and the 2029 Trustee; (f) counsel to the 2026 Agent and the 2029 Agent; (g) the Internal Revenue Service; (h) the United States Securities and Exchange Commission; (i) the United States Attorney's Office for the Southern District of Texas; (j) the office of the attorney general for the states in which the Debtors operate; (k) other regulatory agencies having a regulatory or statutory interest in these cases; (l) the Banks; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

53. A copy of this motion is available on (a) PACER, at https://ecf.txsb.uscourts.gov/, and (b) the website maintained by the Debtors' proposed claims and noticing agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global, at www.veritaglobal.net/cumulusmedia.

[*Remainder of page intentionally left blank*]

WHEREFORE, the Debtors respectfully request that the Court enter the proposed orders, substantially in the forms attached hereto, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

March 5, 2026

Respectfully submitted,

/s/ John F. Higgins

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- and -

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Proposed Co-Counsel to the Debtors and Debtors in Possession

Certificate of Accuracy

I certify that the facts and circumstances described in the above pleading giving rise to the emergency request for relief are true and correct to the best of my knowledge, information, and belief. This statement is made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Francisco J. Lopez-Balboa
Francisco J. Lopez-Balboa

Certificate of Service

I certify that on March 5, 2026, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ John F. Higgins
John F. Higgins

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

In re:	)	Chapter 11
CUMULUS MEDIA INC., *et al.*,[1]	)	Case No. 26-90346 (ARP)
Debtors.	)	(Jointly Administered)

INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE THEIR CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN EXISTING BUSINESS FORMS AND BOOKS AND RECORDS, AND (D) CONTINUE INTERCOMPANY TRANSACTIONS AND (II) GRANTING RELATED RELIEF

[Relates to Docket No. ____]

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an interim order (this "Interim Order") (a) authorizing the Debtors to (i) continue to operate their cash management system, (ii) honor certain prepetition obligations related thereto, (iii) maintain existing business forms and books and records, and (iv) continue intercompany transactions and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. § 1408; and this Court having found that the relief requested in the Motion is in the best interests of the

[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 www.veritaglobal.net/cumulusmedia. The Debtors' service address for purposes of these chapter 11 cases is: 780 Johnson Ferry Road, N.E., Suite 500, Atlanta, Georgia 30342.

[2] Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' 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, if any, 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 final hearing on the Motion shall be held on _____, 2026, at __:__ _.m., prevailing Central Time. Any objections or responses to entry of a final order on the Motion must be filed with the Court on or before 4:00 p.m., prevailing Central Time, on _____, 2026. If no objections to entry of a final order on the Motion are timely received, the Court may enter such final order without need for the final hearing.

2. The Debtors are authorized, but not directed, to continue operating the Cash Management System substantially in the form and manner illustrated on **Exhibit A** hereto, honor any prepetition or postpetition obligations related thereto, maintain existing Business Forms and Books and Records, and continue to perform Intercompany Transactions, including any Intercompany Transactions with non-Debtor affiliates and subsidiaries, in the ordinary course of business and consistent with historical practice; *provided* that the Debtors shall provide notice to the U.S. Trustee, counsel for the Ad Hoc Group, and any statutory committee appointed in these chapter 11 cases of any material changes to their Cash Management System.

3. The Debtors are authorized, but not directed, to: (a) continue to use, with the same account numbers, the Bank Accounts in existence as of the Petition Date, including those accounts

identified on **Exhibit B** attached hereto; (b) use, in their present form, all preprinted correspondence and Business Forms (including letterhead); *provided* that once the Debtors' existing check stock has been exhausted, the Debtors shall include, or direct others to include, the designation "Debtor in Possession" and the corresponding bankruptcy case number on all checks as soon as it is reasonably practicable to do so; *provided further*, that with respect to any Business Forms that exist or are generated electronically, the Debtors shall ensure that such electronic Business Forms are clearly labeled "Debtor in Possession" within ten (10) business days; (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (d) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits; (e) pay the Bank Fees, including any prepetition and postpetition amounts, and any ordinary course Bank Fees incurred in connection with the Bank Accounts; and (f) otherwise perform their obligations under the documents governing the Bank Accounts.

4. Those certain prepetition deposit, cash management, and treasury services agreements (collectively, the "Account Documents") existing between the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks and, subject to applicable bankruptcy or other law, all of the provisions of such agreements, including the termination, fee provisions, rights, benefits, collateral and offset rights and remedies afforded under such agreements, shall remain in full force and effect absent further order of the Court or, with respect to any such agreement with any Bank (including, for the avoidance of doubt, any rights of a Bank to use funds from the Bank Accounts to remedy any overdraft of another Bank Account or other cash management obligations, whether prepetition or postpetition, to the extent permitted under the applicable agreement), unless the Debtors and such

Bank agree otherwise. Any other legal rights and remedies afforded to the Banks under applicable law shall be preserved, subject to applicable bankruptcy law.

5. All banks at which the Bank Accounts are maintained are authorized to continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, electronic transfers, and ACH transfers issued and drawn on any of the Bank Accounts (each, a "Bank Payment Request") after the Petition Date by the holders or makers thereof, as the case may be.

6. The Debtors are authorized to continue to use the Corporate Card Program on a postpetition basis. The Debtors are authorized to (a) honor all past and future obligations arising under the Corporate Card Program (collectively, the "Corporate Card Obligations") and (b) make timely payments in respect of all Corporate Card Obligations, whether arising prepetition or postpetition.

7. To the extent any of the Debtors' Bank Accounts are not in compliance with section 345(b) of the Bankruptcy Code, the Debtors shall have up to 45 days, i.e., through April 17, 2026, without prejudice to seek an additional extension, to come into compliance with section 345(b) of the Bankruptcy Code; *provided* that nothing herein shall prevent the Debtors or the U.S. Trustee from seeking further relief from the Court to the extent that an agreement cannot be reached. The Debtors may obtain a further extension of the 45-day time period referenced above by entering into a written stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.

8. The Debtors shall not hold funds in the Money Network Account in excess of any amounts necessary to fulfill payroll-related obligations.

9. None of the Banks that maintain any of the Bank Accounts shall honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue timely stop payment orders in accordance with the Account Documents.

10. In the course of providing cash management services to the Debtors, each of the banks at which the Bank Accounts are maintained is authorized, without further order of this Court, to deduct the applicable fees and expenses associated with the nature of the deposit and cash management services rendered to the Debtors, whether arising prepetition or postpetition, from the appropriate accounts of the Debtors, and further, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

11. Each of the Debtors' banks may rely on the representations of the Debtors with respect to whether a Bank Payment Request issued by the Debtors prior to or after the Petition Date should be honored or dishonored pursuant to this or any other order of this Court, and such bank shall have no duty to inquire as to whether such payments are determined by order of this Court and shall not have any liability to any party for relying on such representations and instructions by the Debtors as provided for herein.

12. The Debtors are authorized to open any new bank accounts (which shall be deemed Bank Accounts, and the bank at which such account is opened shall be deemed a Bank, under this Interim Order) or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion; *provided that* (a) the Debtors give notice of the closing of any Bank

Accounts or the opening of any new bank accounts within fifteen (15) days thereafter to (x) the Office of the U.S. Trustee for Region 7, and (y) any statutory committees appointed in these Chapter 11 Cases; (b) those certain existing deposit agreements between the Debtors and their existing depository and disbursement banks shall continue to govern the postpetition cash management relationship between the Debtors and the banks, and that all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect; and (c) the Debtors and the banks may, without further order of this Court, implement changes to the Cash Management System and procedures related thereto in the ordinary course of business pursuant to the terms of those existing deposit agreements, including, without limitation, the opening and closing of bank accounts.

13. Notwithstanding any other provision of this Interim Order, should any of the Debtors' banks honor a prepetition check or other item drawn on any account that is the subject of this Interim Order (a) at the direction of the Debtors to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, such bank shall not be deemed to be nor shall be liable to the Debtors or their estates or otherwise be in violation of this Interim Order.

14. All Intercompany Claims arising from any postpetition Intercompany Transactions authorized hereunder are hereby accorded administrative expense status in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code.

15. The Debtors will provide notice to counsel to the Ad Hoc Group of any intercompany transactions to non-Debtor affiliates in excess of $250,000.

16. Notwithstanding the Debtors' use of a consolidated cash management system, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor, regardless of which entity pays those disbursements.

17. The Debtors shall serve a copy of this Interim Order on the Banks after entry of this Interim Order, and upon any bank at which the Debtors open a new bank account upon the opening of such new account.

18. The Debtors' banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Interim Order.

19. The Debtors are authorized to issue postpetition checks, or to effect postpetition electronic payment requests, in replacement of any checks or electronic payment requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

20. Notwithstanding anything to the contrary contained herein, any payment to be made, and any relief or authorization granted hereunder, shall not conflict with, and shall be subject to, the requirements imposed on the Debtors under the terms of any order authorizing the use of cash collateral (the "Cash Collateral Order") and the budget approved thereunder (the "Budget"), and nothing herein shall alter the rights of the secured parties under the Cash Collateral Order or the Budget, as applicable. To the extent that there may be any conflict between the terms of this

Interim Order, the terms of the Cash Collateral Order or the Budget, the terms of the Cash Collateral Order or the Budget, as applicable, shall govern.

21. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in the Motion or this Interim Order shall be deemed: (a) an implication or admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; (h) a waiver of the obligation of any party in interest to file a proof of claim; or (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or to seek avoidance of any or all such liens.

22. Except as expressly set forth herein with respect to postpetition Intercompany Transactions, nothing contained in the Motion or this Interim Order is intended or should be construed to create an administrative priority claim on account of the Cash Management System or alter the priority of any claim under the Bankruptcy Code.

23. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

24. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a), the Bankruptcy Local Rules, and the Complex Case Procedures are satisfied by such notice.

25. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

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

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

Houston, Texas
Dated: _____, 2026

ALFREDO R. PEREZ
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Cash Management System Schematic

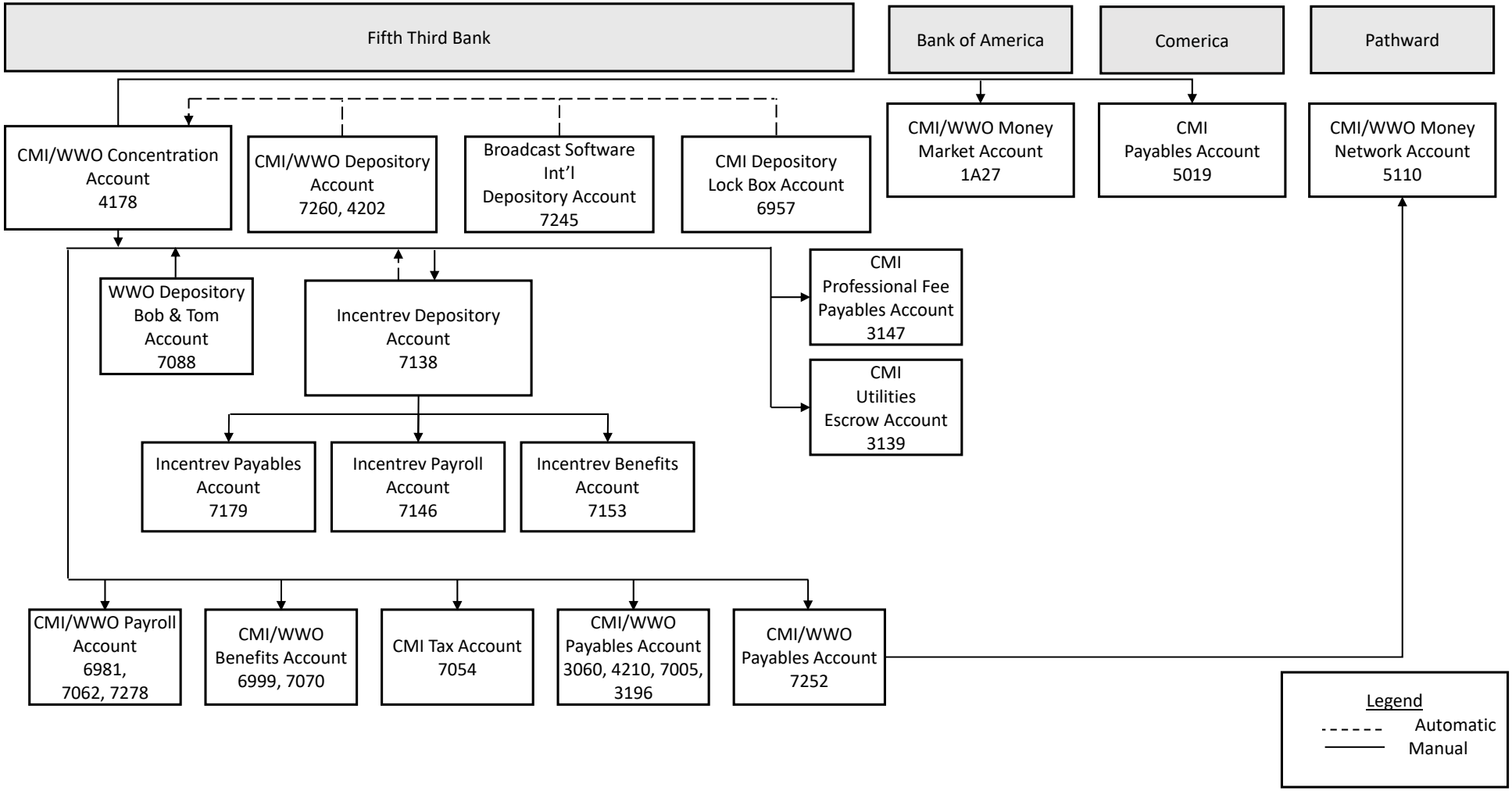

Fifth Third Bank
Bank of America
Comerica
Pathward
CMI/WWO Concentration Account 4178
CMI/WWO Depository Account 7260, 4202
Broadcast Software Int'l Depository Account 7245
CMI Depository Lock Box Account 6957
CMI/WWO Money Market Account 1A27
CMI Payables Account 5019
CMI/WWO Money Network Account 5110
WWO Depository Bob & Tom Account 7088
Incentrev Depository Account 7138
CMI Professional Fee Payables Account 3147
CMI Utilities Escrow Account 3139
Incentrev Payables Account 7179
Incentrev Payroll Account 7146
Incentrev Benefits Account 7153
CMI/WWO Payroll Account 6981, 7062, 7278
CMI/WWO Benefits Account 6999, 7070
CMI Tax Account 7054
CMI/WWO Payables Account 3060, 4210, 7005, 3196
CMI/WWO Payables Account 7252
Legend
Automatic
Manual

Exhibit B

Consolidated Bank Account Listing

Cumulus Media
Bank Account Summary

Consolidated Bank Account Listing

#	Entity	Bank	Account Name	Account # (Last 4 Digits)
1	Cumulus Media New Holdings, Inc.	Bank of America	BOA Money Market Investment Account	1A27
2	Cumulus Media New Holdings, Inc.	Pathward	ADP Cumulus Media 11011 - Money Network	5110
3	Cumulus Media New Holdings, Inc.	Fifth Third Bank	Cumulus Media New Holdings, Inc. - Concentration Account	4178
4	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Tax Account	7054
5	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Corp. Payroll Accoun	7062
6	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Radio Corp. - Payroll Account	7278
7	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Benefits Account	7070
8	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media Radio - Depository	7260
9	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Accounts Payable	3060
10	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Operating	7252
11	Westwood One, Inc.	Fifth Third Bank	Bob and Tom	7088
12	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO Benefits	6999
13	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO - Deposit Account	4202
14	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO - Payable Account	4210
15	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO Payroll	6981
16	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO Operating Account	7005
17	Broadcast Software International	Fifth Third Bank	ZBA - Broadcast Software International - Depository	7245
18	IncentRev, LLC	Fifth Third Bank	ZBA - IncentRev, LLC - Depository Account	7138
19	IncentRev, LLC	Fifth Third Bank	ZBA - IncentRev, LLC - Merchant Account	7179
20	IncentRev, LLC	Fifth Third Bank	ZBA - IncentRev, LLC - Payroll	7146
21	IncentRev, LLC	Fifth Third Bank	ZBA - IncentRev, LLC - Benefits Account	7153
22	Cumulus Media New Holdings, Inc.	Fifth Third Bank	Cumulus Professional Fees	3147
23	Cumulus Media New Holdings, Inc.	Fifth Third Bank	Cumulus Utilities	3139
24	CMI Receivables Funding, LLC	Fifth Third Bank	CMI Receivables Funding, LLC - Lockbox Account	6957
25	Cumulus Texas, LLC	Fifth Third Bank	Cumulus Texas, LLC	3196
26	Cumulus Texas, LLC	Comerica Bank	Cumulus Texas, LLC	5019

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

In re:	)	Chapter 11
CUMULUS MEDIA INC., *et al.*,[1]	)	Case No. 26-90346 (ARP)
Debtors.	)	(Jointly Administered)

FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE TO OPERATE THEIR CASH MANAGEMENT SYSTEM, (B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO, (C) MAINTAIN EXISTING BUSINESS FORMS AND BOOKS AND RECORDS, AND (D) CONTINUE INTERCOMPANY TRANSACTIONS AND (II) GRANTING RELATED RELIEF

[Relates to Docket No. ___]

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Final Order"): (a) authorizing the Debtors to: (i) continue to operate the Cash Management System, (ii) honor certain prepetition obligations related thereto, (iii) maintain existing business forms; and (iv) continue intercompany transactions; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order*; and this Court having found that it may enter a final 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 proper pursuant to 28 U.S.C. § 1408; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates,

[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 www.veritaglobal.net/cumulusmedia. The Debtors' service address for purposes of these chapter 11 cases is: 780 Johnson Ferry Road, N.E., Suite 500, Atlanta, Georgia 30342.

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and the First Day Declaration and having heard the statements in support of the relief requested therein at a hearing, if any, 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 this Court having determined that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates; 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 Debtors are authorized, but not directed, to continue operating the Cash Management System substantially in the form and manner illustrated on **Exhibit A** hereto, honor any prepetition or postpetition obligations related thereto, maintain existing Business Forms and Books and Records, and continue to perform Intercompany Transactions, including any Intercompany Transactions with non-Debtor affiliates and subsidiaries, in the ordinary course of business and consistent with historical practice; *provided* that the Debtors shall provide notice to the U.S. Trustee, counsel for the Ad Hoc Group, and any statutory committee appointed in these chapter 11 cases of any material changes to their Cash Management System.

2. The Debtors are authorized, but not directed, to: (a) continue to use, with the same account numbers, the Bank Accounts in existence as of the Petition Date, including those accounts identified on **Exhibit B** attached hereto; (b) use, in their present form, all preprinted correspondence and Business Forms (including letterhead); *provided* that once the Debtors' existing check stock has been exhausted, the Debtors shall include, or direct others to include, the

designation "Debtor in Possession" and the corresponding bankruptcy case number on all checks as soon as it is reasonably practicable to do so; *provided further*, that with respect to any Business Forms that exist or are generated electronically, the Debtors shall ensure that such electronic Business Forms are clearly labeled "Debtor in Possession" within ten (10) business days; (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (d) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits; (e) pay the Bank Fees, including any prepetition and postpetition amounts, and any ordinary course Bank Fees incurred in connection with the Bank Accounts; and (f) otherwise perform their obligations under the documents governing the Bank Accounts.

3. Those certain prepetition deposit, cash management, and treasury services agreements (collectively, the "Account Documents") existing between the Debtors and the Banks shall continue to govern the postpetition cash management relationship between the Debtors and the Banks and, subject to applicable bankruptcy or other law, all of the provisions of such agreements, including the termination, fee provisions, rights, benefits, collateral and offset rights and remedies afforded under such agreements, shall remain in full force and effect absent further order of the Court or, with respect to any such agreement with any Bank (including, for the avoidance of doubt, any rights of a Bank to use funds from the Bank Accounts to remedy any overdraft of another Bank Account or other cash management obligations, whether prepetition or postpetition, to the extent permitted under the applicable agreement), unless the Debtors and such Bank agree otherwise. Any other legal rights and remedies afforded to the Banks under applicable law shall be preserved, subject to applicable bankruptcy law.

4. All banks at which the Bank Accounts are maintained are authorized to continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in

possession, without interruption and in the ordinary course, and to receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, electronic transfers, and ACH transfers issued and drawn on any of the Bank Accounts (each, a "Bank Payment Request") after the Petition Date by the holders or makers thereof, as the case may be.

5. The Debtors are authorized to continue to use the Corporate Card Program on a postpetition basis. The Debtors are authorized to (a) honor all past and future obligations arising under the Corporate Card Program (collectively, the "Corporate Card Obligations") and (b) make timely payments in respect of all Corporate Card Obligations, whether arising prepetition or postpetition.

6. To the extent any of the Debtors' Bank Accounts are not in compliance with section 345(b) of the Bankruptcy Code, the Debtors shall have up to 45 days, i.e., through April 17, 2026, without prejudice to seek an additional extension, to come into compliance with section 345(b) of the Bankruptcy Code; *provided* that nothing herein shall prevent the Debtors or the U.S. Trustee from seeking further relief from the Court to the extent that an agreement cannot be reached. The Debtors may obtain a further extension of the 45-day time period referenced above by entering into a written stipulation with the U.S. Trustee and filing such stipulation on the Court's docket without the need for further Court order.

7. The Debtors shall not hold funds in the Money Network Account in excess of any amounts necessary to fulfill payroll-related obligations.

8. None of the Banks that maintain any of the Bank Accounts shall honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued before the Petition Date for which the Debtors specifically issue timely stop payment orders in accordance with the Account Documents.

9. In the course of providing cash management services to the Debtors, each of the banks at which the Bank Accounts are maintained is authorized, without further order of this Court, to deduct the applicable fees and expenses associated with the nature of the deposit and cash management services rendered to the Debtors, whether arising prepetition or postpetition, from the appropriate accounts of the Debtors, and further, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

10. Each of the Debtors' banks may rely on the representations of the Debtors with respect to whether a Bank Payment Request issued by the Debtors prior to or after the Petition Date should be honored or dishonored pursuant to this or any other order of this Court, and such bank shall have no duty to inquire as to whether such payments are determined by order of this Court and shall not have any liability to any party for relying on such representations and instructions by the Debtors as provided for herein.

11. The Debtors are authorized to open any new bank accounts (which shall be deemed Bank Accounts, and the bank at which such account is opened shall be deemed a Bank, under this Final Order) or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion; *provided that* (a) the Debtors give notice of the closing of any Bank Accounts or the opening of any new bank accounts within fifteen (15) days thereafter to (x) the Office of the U.S. Trustee for Region 7, and (y) any statutory committees appointed in these Chapter 11 Cases; (b) those certain existing deposit agreements between the Debtors and their existing depository and disbursement banks shall continue to govern the postpetition cash management relationship

between the Debtors and the banks, and that all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect; and (c) the Debtors and the banks may, without further order of this Court, implement changes to the Cash Management System and procedures related thereto in the ordinary course of business pursuant to the terms of those existing deposit agreements, including, without limitation, the opening and closing of bank accounts.

12. Notwithstanding any other provision of this Final Order, should any of the Debtors' banks honor a prepetition check or other item drawn on any account that is the subject of this Final Order (a) at the direction of the Debtors to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, such bank shall not be deemed to be nor shall be liable to the Debtors or their estates or otherwise be in violation of this Final Order.

13. All Intercompany Claims arising from any postpetition Intercompany Transactions authorized hereunder are hereby accorded administrative expense status in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code.

14. The Debtors will provide notice to counsel to the Ad Hoc Group of any intercompany transactions to non-Debtor affiliates in excess of $250,000.

15. Notwithstanding the Debtors' use of a consolidated cash management system, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor, regardless of which entity pays those disbursements.

16. The Debtors shall serve a copy of this Final Order on the Banks after entry of this Final Order, and upon any bank at which the Debtors open a new bank account upon the opening of such new account.

17. The Debtors' banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

18. The Debtors are authorized to issue postpetition checks, or to effect postpetition electronic payment requests, in replacement of any checks or electronic payment requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

19. Notwithstanding anything to the contrary contained herein, any payment to be made, and any relief or authorization granted hereunder, shall not conflict with, and shall be subject to, the requirements imposed on the Debtors under the terms of any order authorizing the use of cash collateral (the "Cash Collateral Order") and the budget approved thereunder (the "Budget"), and nothing herein shall alter the rights of the secured parties under the Cash Collateral Order or the Budget, as applicable. To the extent that there may be any conflict between the terms of this Final Order, the terms of the Cash Collateral Order or the Budget, the terms of the Cash Collateral Order or the Budget, as applicable, shall govern.

20. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in the Motion or this Final Order shall be deemed: (a) an

implication or admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; (h) a waiver of the obligation of any party in interest to file a proof of claim; or (i) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in the Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or to seek avoidance of any or all such liens.

21. Except as expressly set forth herein with respect to postpetition Intercompany Transactions, nothing contained in the Motion or this Final Order is intended or should be construed to create an administrative priority claim on account of the Cash Management System or alter the priority of any claim under the Bankruptcy Code.

22. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

23. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a), the Bankruptcy Local Rules, and the Complex Case Procedures are satisfied by such notice.

24. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

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

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

Houston, Texas
Dated: _____, 2026

ALFREDO R. PEREZ
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Cash Management System Schematic

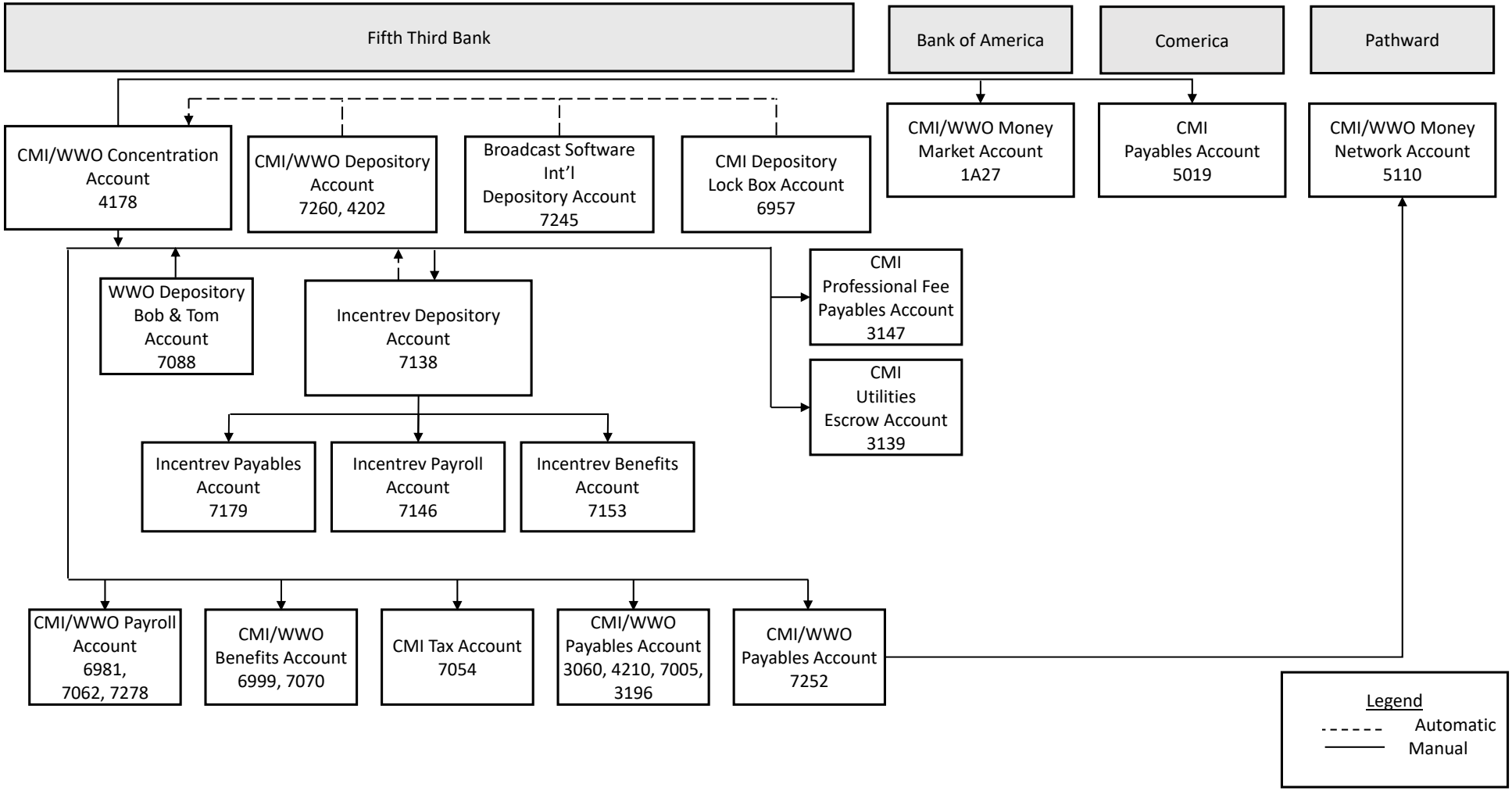

Fifth Third Bank
Bank of America
Comerica
Pathward
CMI/WWO Concentration Account 4178
CMI/WWO Depository Account 7260, 4202
Broadcast Software Int'l Depository Account 7245
CMI Depository Lock Box Account 6957
CMI/WWO Money Market Account 1A27
CMI Payables Account 5019
CMI/WWO Money Network Account 5110
WWO Depository Bob & Tom Account 7088
Incentrev Depository Account 7138
CMI Professional Fee Payables Account 3147
CMI Utilities Escrow Account 3139
Incentrev Payables Account 7179
Incentrev Payroll Account 7146
Incentrev Benefits Account 7153
CMI/WWO Payroll Account 6981, 7062, 7278
CMI/WWO Benefits Account 6999, 7070
CMI Tax Account 7054
CMI/WWO Payables Account 3060, 4210, 7005, 3196
CMI/WWO Payables Account 7252
Legend
Automatic
Manual

Exhibit B

Consolidated Bank Account Listing

Cumulus Media
Bank Account Summary

Consolidated Bank Account Listing

#	Entity	Bank	Account Name	Account # (Last 4 Digits)
1	Cumulus Media New Holdings, Inc.	Bank of America	BOA Money Market Investment Account	1A27
2	Cumulus Media New Holdings, Inc.	Pathward	ADP Cumulus Media 11011 - Money Network	5110
3	Cumulus Media New Holdings, Inc.	Fifth Third Bank	Cumulus Media New Holdings, Inc. - Concentration Account	4178
4	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Tax Account	7054
5	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Corp. Payroll Accoun	7062
6	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Radio Corp. - Payroll Account	7278
7	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Benefits Account	7070
8	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media Radio - Depository	7260
9	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Accounts Payable	3060
10	Cumulus Media New Holdings, Inc.	Fifth Third Bank	ZBA - Cumulus Media New Holdings, Inc. - Operating	7252
11	Westwood One, Inc.	Fifth Third Bank	Bob and Tom	7088
12	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO Benefits	6999
13	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO - Deposit Account	4202
14	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO - Payable Account	4210
15	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO Payroll	6981
16	Westwood One, Inc.	Fifth Third Bank	ZBA - WWO Operating Account	7005
17	Broadcast Software International	Fifth Third Bank	ZBA - Broadcast Software International - Depository	7245
18	IncentRev, LLC	Fifth Third Bank	ZBA - IncentRev, LLC - Depository Account	7138
19	IncentRev, LLC	Fifth Third Bank	ZBA - IncentRev, LLC - Merchant Account	7179
20	IncentRev, LLC	Fifth Third Bank	ZBA - IncentRev, LLC - Payroll	7146
21	IncentRev, LLC	Fifth Third Bank	ZBA - IncentRev, LLC - Benefits Account	7153
22	Cumulus Media New Holdings, Inc.	Fifth Third Bank	Cumulus Professional Fees	3147
23	Cumulus Media New Holdings, Inc.	Fifth Third Bank	Cumulus Utilities	3139
24	CMI Receivables Funding, LLC	Fifth Third Bank	CMI Receivables Funding, LLC - Lockbox Account	6957
25	Cumulus Texas, LLC	Fifth Third Bank	Cumulus Texas, LLC	3196
26	Cumulus Texas, LLC	Comerica Bank	Cumulus Texas, LLC	5019