



BNY MELLON

The Bank of New York Mellon Trust Company, National Association

December 20, 2016

NOTICE TO HOLDERS OF

**IHEARTCOMMUNICATIONS, INC.
5.50% SENIOR NOTES DUE 2016**

CUSIP NOS. 184502AX0 & 45174HAD9¹

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT NOTES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS, AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RETRANSMITTAL TO SUCH BENEFICIAL OWNERS IN A TIMELY MANNER.

The Bank of New York Mellon Trust Company, N.A. (the "Trustee") is indenture trustee under the Senior Indenture (the "Base Indenture"), dated as of October 1, 1997, between Clear Channel Communications, Inc. n/k/a iHeartCommunications, Inc. (the "Corporation") and The Bank of New York n/k/a The Bank of New York Mellon Trust Company, N.A., as supplemented by the Nineteenth Supplemental Indenture (together with the Base Indenture, the "Indenture"), dated as of December 16, 2014, pursuant to which the Corporation issued its 5.50% Senior Notes Due 2016 (the "Notes"). Capitalized terms used but not defined in this notice have the meanings given in the Indenture.

Supplemental Notice Regarding December 16, 2016 Payment

By notice dated December 16, 2016, the Trustee advised Holders that, following discussions between the Corporation and the Trustee, the Trustee distributed \$192,900,000 to Holders of the Notes identified by CUSIP 184502AX0. Such amount was sufficient to satisfy in full the principal due to such Holders on December 15, 2016. This notice is sent for the purpose of supplementing the Trustee's earlier notice and responding to inquiries from Holders.

By separate letters dated December 16, 2016, the Corporation and Clear Channel Holdings, Inc. ("CCH") advised the Trustee that CCH is the beneficial holder of \$57.1 million principal amount of the Notes, which notes are identified by CUSIP 45174HAD9. The Corporation's letter to the Trustee confirmed that the Corporation agreed to release and hold harmless the Trustee and the other holders of the Notes from any claim by CCH for (a) failing to pay the \$57.1 million principal amount to CCH at the same time as principal was paid to all other holders of the Notes, and (b) making payment to other holders of the Notes at the same time as the non-payment of CCH. CCH's letter to the Trustee confirmed that it waived any rights to collect payment on, and consented to non-payment on, its Notes, at the same time as principal is paid to all other holders

¹ No representation is made as to the correctness or accuracy of any CUSIP numbers, which are included solely for the convenience of the Holders.

of the Notes pursuant to Section 301 of the Indenture or otherwise (provided, however, that CCH did not waive its underlying right to be repaid on its Notes), and agreed to release and hold harmless the Trustee and the other holders of the Notes from any claim by CCH for (a) failing to pay the \$57.1 million principal amount to it at the same time as principal was paid to all other holders of the Notes, and (b) making payment to other holders of the Notes at the same time as the non-payment of its Notes.

Petition for Declaratory Judgment

Separately, the Trustee received service of a Petition for Declaratory Judgment (the "Petition"), Cause No. 2016CI2189, filed in the District Court of Bexar County, Texas, in which the Corporation and certain of its affiliates seek a declaration that, among other things, the Notes identified by CUSIP 45174HAD9 are outstanding unless and until they are canceled or repaid and that the Corporation and certain affiliates are not obligated to grant the Springing Lien to the Existing Notes Condition Creditors (as such terms are defined in the Petition). A copy of the Petition is available upon written request to the Trustee to Holders who provide evidence as to their beneficial interests in the Notes. To the extent of any discrepancy between this notice and the documents filed with the court, the filed documents control.

Direction from Holders

Pursuant to section 512 of the Base Indenture, Holders of a majority in aggregate principal amount of the outstanding Notes may direct the time, method, and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee with respect to the Notes, subject to certain rights of the Trustee.

Further Information

Holders may direct questions or comments regarding this notice to the Trustee by mail to The Bank of New York Mellon Trust Company, N.A., Attn: J. Chris Matthews, Vice President, 601 Travis, 16th Floor, Houston, TX 77002, by telephone at (713) 483-6267, or by e-mail to j.chris.matthews@bnymellon.com. The Trustee may conclude that a specific response to particular inquiries from individual Holders is not consistent with equal and full dissemination of significant information to all Holders or parties in interest. Holders should not rely on the Trustee as their sole source of information. The Trustee makes no recommendations and gives no legal, investment, accounting, financial, or tax advice as to the above matters or the Notes generally. Holders should consult with their own professionals regarding matters relating to the Notes.

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as Trustee**