



General Information

Fees, Waivers, and Exemptions

Approved by OMB (Office of Management and Budget) 3060-0031
October 2020

(REFERENCE COPY - Not for submission)

Assignments

Lead File Number: **0000138519** Submit Date: **03/11/2021** Lead Call Sign: **KAAN** FRN: **0022491476** Service: **Full**

Power AM Purpose: **Assignment of Authorization** Status: **Submitted** Status Date: **03/11/2021** Filing Status: **Active**

Section Question Response

Are attachments (other than associated schedules) being filed with this application?

Attachments Yes

Section Question Response

Is the applicant exempt from FCC application Fees?

Indicate reason for fee exemption:

Does this filing request a waiver of the Commission's rule(s)
Total number of rule sections involved in this waiver request

Fees No

Waivers Yes 2

Application Type	Call Sign	Facility ID	Fee Code	Fee Amou	Assignment of Authorization	KKRT 28634	MPT
				\$1,110.00	KKUU 11658	MPT	\$1,110.00
					KTLH 198622	MPT	\$1,110.00
					KSAH 23072	MPT	\$1,110.00
					WDJX 55498	MPT	\$1,110.00
					KTCM 171017	MPT	\$1,110.00
					KOYE 70387	MPT	\$1,110.00
					WHXT 50522	MPT	\$1,110.00
					KTUB 69557	MPT	\$1,110.00
					KXTG 948	MPT	\$1,110.00
					KSAH-FM 83596	MPT	\$1,110.00
					KWIQ 35886	MPT	\$1,110.00
					KLEY-FM 55414	MPT	\$1,110.00
					KKBB 7720	MPT	\$1,110.00
					KUPL 4114	MPT	\$1,110.00
					KWLN 72880	MPT	\$1,110.00
					WSGW-FM 41842	MPT	\$1,110.00
					KSAJ-FM 18055	MPT	\$1,110.00
					KDGL 14058	MPT	\$1,110.00
					KUIC 54261	MPT	\$1,110.00
					WSGW 22674	MPT	\$1,110.00
					KXRO 52674	MPT	\$1,110.00
					WSSR 62240	MPT	

\$1,110.00 KBFF 949 MPT \$1,110.00 KGNC-FM 63161 MPT \$1,110.00 KAAJ 31004 MPT \$1,110.00 WGCO
11674 MPT \$1,110.00 KMAD-FM 54812 MPT \$1,110.00 KTSA 71087 MPT \$1,110.00 KRES 35890 MPT
\$1,110.00 KTJJ 35533 MPT \$1,110.00 KKDV 36032 MPT \$1,110.00 WUBB 16844 MPT \$1,110.00 WWUZ
55174 MPT \$1,110.00 KBTT 9221 MPT \$1,110.00 KWHL 52672 MPT \$1,110.00 KBMG 20029 MPT \$1,110.00
KMXS 52677 MPT \$1,110.00 KTFM 2543 MPT \$1,110.00 KKWK 50745 MPT \$1,110.00 KLLY 7709 MPT
\$1,110.00 KWIQ-FM 35887 MPT \$1,110.00 KFBD-FM 4259 MPT \$1,110.00 KNWZ 12130 MPT \$1,110.00
WIBW 63169 MPT \$1,110.00 WOAD 50404 MPT \$1,110.00 KCOB-FM 9899 MPT \$1,110.00 KKUS 68651
MPT \$1,110.00 KKFD-FM 23037 MPT \$1,110.00 WGHL 51074 MPT \$1,110.00 KXGL 39781 MPT \$1,110.00
WXLC 10451 MPT \$1,110.00 WXYX 54805 MPT \$1,110.00 WQCM 25128 MPT \$1,110.00 KRTI 35564 MPT
\$1,110.00
KAYO 165988 MPT \$1,110.00 KJPW 53877 MPT \$1,110.00 KUFO 26926 MPT \$1,110.00 WCHA 10110 MPT
\$1,110.00 WRWN 72387 MPT \$1,110.00 WDHT 60252 MPT \$1,110.00 WKXI-FM 50407 MPT \$1,110.00
KLLL-FM 36954 MPT \$1,110.00 KMRN 50744 MPT \$1,110.00 WTLZ 74093 MPT \$1,110.00 WIBW-FM 63174
MPT \$1,110.00 KKRK 28635 MPT \$1,110.00 KOKA 9222 MPT \$1,110.00 WFXH-FM 48367 MPT \$1,110.00
KCLB-FM 12131 MPT \$1,110.00 KGNC 63159 MPT \$1,110.00 KZDC 65330 MPT \$1,110.00 WHBC-FM 4488
MPT \$1,110.00 WXMA 37236 MPT \$1,110.00 KJFF 35532 MPT \$1,110.00 WARQ 58400 MPT \$1,110.00
KDUT 88272 MPT \$1,110.00 KGRN 43242 MPT \$1,110.00 KDES-FM 24253 MPT \$1,110.00 KBNN 51093
MPT \$1,110.00 WPCO 73370 MPT \$1,110.00 KYKX 54844 MPT \$1,110.00 WGTZ 25043 MPT \$1,110.00
WIKZ 10108 MPT \$1,110.00 WGZB-FM 53202 MPT \$1,110.00 KEAG 28648 MPT \$1,110.00 KBRJ 60915
MPT \$1,110.00 WHAG 23466 MPT \$1,110.00 WCLI-FM 10113 MPT \$1,110.00 WHHW 48366 MPT \$1,110.00
KFQD 52675 MPT \$1,110.00
KWOK 68057 MPT \$1,110.00 KNZR 7715 MPT \$1,110.00 KOZQ-FM 53876 MPT \$1,110.00 WNTX 65640
MPT \$1,110.00 KOOI 70740 MPT \$1,110.00 KKIQ 67818 MPT \$1,110.00 KTPK 67334 MPT \$1,110.00 KWIX
35889 MPT \$1,110.00 KREI 35531 MPT \$1,110.00 KINK 53068 MPT \$1,110.00 WLIP 28478 MPT \$1,110.00
KPSI-FM 35497 MPT \$1,110.00 KMMX 86 MPT \$1,110.00 WROU-FM 26451 MPT \$1,110.00 WVBX 22484
MPT \$1,110.00 WERV-FM 73171 MPT \$1,110.00 WGER 20384 MPT \$1,110.00 WJMI 50408 MPT \$1,110.00
KNWQ 72030 MPT \$1,110.00 WFLS-FM 65641 MPT \$1,110.00 WJQS 50409 MPT \$1,110.00 KXXK 67897

MPT \$1,110.00 WMFX 19471 MPT \$1,110.00 KHHL 78984 MPT \$1,110.00 KVWE 39892 MPT \$1,110.00

WCCQ 10677 MPT \$1,110.00 KNWH 67028 MPT \$1,110.00 WDLD 23469 MPT \$1,110.00 KXL-FM 26932

MPT \$1,110.00 WCEN-FM 60787 MPT \$1,110.00 KCOB 9900 MPT \$1,110.00 WKRS 10450 MPT \$1,110.00

KWIX-FM 183331 MPT \$1,110.00 KJEL 51094 MPT \$1,110.00 KAAH-FM 31005 MPT \$1,110.00 WZSR 53505

MPT \$1,110.00

Assignments Type

Authorizations to be Assigned

KDUX-FM 52676 MPT \$1,110.00

WIIL 28473 MPT \$1,110.00

KBAY 35401 MPT \$1,110.00

WING 25039 MPT \$1,110.00

KNZR-FM 8109 MPT \$1,110.00

KIIK 4260 MPT \$1,110.00

KLAK 36265 MPT \$1,110.00

KIRK 78275 MPT \$1,110.00

KLKL 13802 MPT \$1,110.00

KTAL-FM 33728 MPT \$1,110.00

WMJM 10322 MPT \$1,110.00

WHBC 4489 MPT \$1,110.00

KONE 26519 MPT \$1,110.00

KEZR 1176 MPT \$1,110.00

KMCD 23040 MPT \$1,110.00

KDKS-FM 16436 MPT \$1,110.00

KJAK 198762 MPT \$1,110.00

WSCZ 54576 MPT \$1,110.00

KMKT 77588 MPT \$1,110.00

WRKS 29512 MPT \$1,110.00

KCLZ 183327 MPT \$1,110.00

KBTE 1302 MPT \$1,110.00

WWDM 58398 MPT \$1,110.00

KJXK 71086 MPT \$1,110.00

WJOL 62235 MPT \$1,110.00

WJNT 7691 MPT \$1,110.00

Total \$169,83

Question

Is this application a pro forma Assignment of Authorization?

By answering "Yes" the Applicant certifies that the use of short form pro forma application is appropriate for this transaction? Is the Assignment Voluntary or Involuntary:

Selected Call Signs

Call Sign Facility ID File Number Service City, State KAA 31004 0000138519 AM BETHANY, MO

WIKZ 10108 0000138520 FM CHAMBERSBURG, PA KLEY-FM 55414 0000138521 FM JOURDANTON, TX

KKBB 7720 0000138522 FM BAKERSFIELD, CA KLLL-FM 36954 0000138523 FM LUBBOCK, TX WSCZ

54576 0000138524 FM WINNSBORO, SC KJEL 51094 0000138525 FM LEBANON, MO KHHL 78984

0000138526 FM KARNES CITY, TX KBNN 51093 0000138527 AM LEBANON, MO KAA-FM 31005

0000138528 FM BETHANY, MO KWHL 52672 0000138529 FM ANCHORAGE, AK WJNT 7691 0000138530

AM PEARL, MS KWIQ 35886 0000138531 AM MOSES LAKE NORTH, WA WNTX 65640 0000138532 AM

FREDERICKSBURG, VA KTJJ 35533 0000138533 FM FARMINGTON, MO WSSR 62240 0000138534 FM

JOLIET, IL WOAD 50404 0000138535 AM JACKSON, MS WING 25039 0000138536 AM DAYTON, OH KPSI-

FM 35497 0000138537 FM PALM SPRINGS, CA WTLZ 74093 0000138538 FM SAGINAW, MI KFQD 52675

0000138539 AM ANCHORAGE, AK KZDC 65330 0000138540 AM SAN ANTONIO, TX WMFX 19471

0000138541 FM ST. ANDREWS, SC KKRK 28635 0000138542 FM WENATCHEE, WA KJXK 71086

0000138543 FM SAN ANTONIO, TX KCOB 9900 0000138544 AM NEWTON, IA WIIL 28473 0000138545 FM

UNION GROVE, WI WERV-FM 73171 0000138546 FM AURORA, IL KWIX-FM 183331 0000138547 FM

CAIRO, MO WLIP 28478 0000138548 AM KENOSHA, WI WQCM 25128 0000138549 FM GREENCASTLE,

PA KOZQ-FM 53876 0000138550 FM WAYNESVILLE, MO KMAD-FM 54812 0000138551 FM
WHITESBORO, TX WFXH-FM 48367 0000138552 FM HILTON HEAD ISLAND, SC KONE 26519 0000138553
FM LUBBOCK, TX WKRS 10450 0000138554 AM WAUKEGAN, IL KLLY 7709 0000138555 FM OILDALE, CA
KUFO 26926 0000138556 AM PORTLAND, OR KTUB 69557 0000138557 AM CENTERVILLE, UT KXXK
67897 0000138558 FM HOQUIAM, WA KCLZ 183327 0000138559 FM TWENTYNINE PALMS BAS, CA
KGNC 63159 0000138560 AM AMARILLO, TX KKRT 28634 0000138561 AM WENATCHEE, WA WCCQ
10677 0000138562 FM CREST HILL, IL KFBD-FM 4259 0000138563 FM WAYNESVILLE, MO KOKA 9222
0000138564 AM SHREVEPORT, LA KKDV 36032 0000138565 FM WALNUT CREEK, CA KMMX 86
0000138566 FM TAHOKA, TX KTPK 67334 0000138567 FM TOPEKA, KS WDJX 55498 0000138568 FM
LOUISVILLE, KY KXL-FM 26932 0000138569 FM PORTLAND, OR WDHT 60252 0000138570 FM URBANA,
OH KJPW 53877 0000138571 AM WAYNESVILLE, MO KMCD 23040 0000138572 AM FAIRFIELD, IA WVBX
22484 0000138573 FM SPOTSYLVANIA, VA KXRO 52674 0000138574 AM ABERDEEN, WA WARQ 58400
0000138575 FM COLUMBIA, SC KXTG 948 0000138576 AM PORTLAND, OR KNZR-FM 8109 0000138577
FM SHAFTER, CA KNWH 67028 0000138578 AM YUCCA VALLEY, CA KUPL 4114 0000138579 FM
PORTLAND, OR KIRK 78275 0000138580 FM MACON, MO WGTZ 25043 0000138581 FM EATON, OH
WZSR 53505 0000138582 FM WOODSTOCK, IL KKIQ 67818 0000138583 FM LIVERMORE, CA KNWQ
72030 0000138584 AM PALM SPRINGS, CA WWUZ 55174 0000138585 FM BOWLING GREEN, VA WCHA
10110 0000138586 AM CHAMBERSBURG, PA KTCM 171017 0000138587 FM MADISON, MO KWLN 72880
0000138588 FM WILSON CREEK, WA KTFM 2543 0000138589 FM FLORESVILLE, TX WIBW 63169
0000138590 AM TOPEKA, KS KKUS 68651 0000138591 FM TYLER, TX
KREI 35531 0000138592 AM FARMINGTON, MO KGRN 43242 0000138593 AM GRINNELL, IA KEAG 28648
0000138594 FM ANCHORAGE, AK WMJM 10322 0000138595 FM JEFFERSONTOWN, KY KSAH 23072
0000138596 AM UNIVERSAL CITY, TX KDGL 14058 0000138597 FM YUCCA VALLEY, CA KUIC 54261
0000138598 FM VACAVILLE, CA KRES 35890 0000138599 FM MOBERLY, MO WSGW-FM 41842
0000138600 FM CARROLLTON, MI KYKX 54844 0000138601 FM LONGVIEW, TX WFLS-FM 65641
0000138602 FM FREDERICKSBURG, VA KVWE 39892 0000138603 FM AMARILLO, TX KGNC-FM 63161
0000138604 FM AMARILLO, TX WRWN 72387 0000138605 FM PORT ROYAL, SC WCLI-FM 10113

0000138606 FM ENON, OH KBRJ 60915 0000138607 FM ANCHORAGE, AK WHBC 4489 0000138608 AM
CANTON, OH WGHL 51074 0000138609 FM SHEPHERDSVILLE, KY KSAH-FM 83596 0000138610 FM
PEARSALL, TX WJQS 50409 0000138611 AM JACKSON, MS KWOK 68057 0000138612 AM ABERDEEN,
WA WSGW 22674 0000138613 AM SAGINAW, MI WHHW 48366 0000138614 AM HILTON HEAD ISLAND,
SC KLKL 13802 0000138615 FM MINDEN, LA WIBW-FM 63174 0000138616 FM TOPEKA, KS KRTI 35564
0000138617 FM GRINNELL, IA WHXT 50522 0000138618 FM SWANSEA, SC KKFD-FM 23037 0000138619
FM FAIRFIELD, IA KSAJ-FM 18055 0000138620 FM BURLINGAME, KS KWIQ-FM 35887 0000138621 FM
MOSES LAKE, WA KBFF 949 0000138622 FM PORTLAND, OR KMKT 77588 0000138623 FM BELLS, TX
WGER 20384 0000138624 FM SAGINAW, MI WKXI-FM 50407 0000138625 FM MAGEE, MS WHAG 23466
0000138626 AM HALFWAY, MD KAYO 165988 0000138627 FM WASILLA, AK
WXLC 10451 0000138628 FM WAUKEGAN, IL KIIK 4260 0000138629 AM WAYNESVILLE, MO WXYX 54805
0000138630 FM RINCON, GA WROU-FM 26451 0000138631 FM WEST CARROLLTON, OH WPCO 73370
0000138632 AM COLUMBIA, SC KOOI 70740 0000138633 FM JACKSONVILLE, TX KLAQ 36265
0000138634 FM TOM BEAN, TX WHBC-FM 4488 0000138635 FM CANTON, OH KBTT 9221 0000138636 FM
HAUGHTON, LA KBAY 35401 0000138637 FM GILROY, CA KXGL 39781 0000138638 FM AMARILLO, TX
WWDM 58398 0000138639 FM SUMTER, SC KTAL-FM 33728 0000138640 FM TEXARKANA, TX KTLH
198622 0000138641 FM HALLSVILLE, TX WCEN-FM 60787 0000138642 FM HEMLOCK, MI KDES-FM
24253 0000138643 FM CATHEDRAL CITY, CA KWIX 35889 0000138644 AM MOBERLY, MO KBMG 20029
0000138645 FM EVANSTON, WY KJAK 198762 0000138646 FM PEARSALL, TX WXMA 37236 0000138647
FM LOUISVILLE, KY KDUT 88272 0000138648 FM RANDOLPH, UT KDUX-FM 52676 0000138649 FM
HOQUIAM, WA WJOL 62235 0000138650 AM JOLIET, IL WJMI 50408 0000138651 FM JACKSON, MS
KNWZ 12130 0000138652 AM COACHELLA, CA KOYE 70387 0000138653 FM FRANKSTON, TX WRKS
29512 0000138654 FM PICKENS, MS KKWK 50745 0000138655 FM CAMERON, MO KCOB-FM 9899
0000138656 FM NEWTON, IA KDKS-FM 16436 0000138657 FM BLANCHARD, LA KCLB-FM 12131
0000138658 FM COACHELLA, CA KMXS 52677 0000138659 FM ANCHORAGE, AK WUBB 16844
0000138660 FM BLUFFTON, SC KINK 53068 0000138661 FM PORTLAND, OR KEZR 1176 0000138662 FM
SAN JOSE, CA KKKU 11658 0000138663 FM INDIO, CA

Assignment Questions

Assignor Information

KMRN 50744 0000138664 AM CAMERON, MO KJFF 35532 0000138665 AM FESTUS, MO WDLN 23469

0000138666 FM HALFWAY, MD KTSA 71087 0000138667 AM SAN ANTONIO, TX KNZR 7715 0000138668

AM BAKERSFIELD, CA WGZB-FM 53202 0000138669 FM LANESVILLE, IN KBTE 1302 0000138670 FM

TULIA, TX WGCO 11674 0000138671 FM MIDWAY, GA

Question

Were any of the authorizations that are the subject of this application obtained through the Commission's competitive bidding procedures (sC.F.R. Sections 1.2111(a) and 73.5000)?

Were any of the authorizations that are the subject of this application obtained through the Commission's point system for reserved channel noncommercial educational stations (see 47 C.F.R. Sections 73.7001 and 73.7003)?

Have all such stations operated for at least 4 years with a minimum operating schedule since grant pursuant to the point system?

Were any of the authorizations that are the subject of this application obtained after award of a dispositive Section 307(b) preference using Tribal Priority, through Threshold Qualifications procedures, or through the Tribal Priority as applied before the NCE fair distribution analysis in 47 C.F.R. § 73.7002(b)?

Have all such stations operated for at least 4 years with a minimum operating schedule since grant?

Do both the assignor and assignee qualify for the Tribal Priority in all respects?

LPFM Licenses Only: Has it been at least 18 months since the initial construction permit for the LPFM station was granted? LPFM Licenses Only: Does the assignment of the LPFM authorization satisfy the consideration restrictions of 47 CFR Section 73.865(a)(1)

LPFM Licenses Only: Were any of the LPFM authorizations that are subject to this application obtained through the Commission's point system for power FM stations (see 47 CFR Section 73.872)?

If yes to question above, have all such LPFM stations operated for at least four years since grant pursuant to the point system?" (options – Yes, nothing further required. No requires attachment as follows)"If no to new sub question, list pertinent authorizations in an Exhibit and in the Exhibit a showing that the transaction is consistent with the requirements of 47 CFR Section 73.865(a)(3).

Assignor Name, Type, and Contact Information

Assignor Type Address Phone Email

Alpha Media Licensee LLC Debtor in Possession

Limited Liability Company

1211 SW 5TH AVENUE

SUITE 750

PORTLAND, OR 97204

United States

+1 (503) 517- 6200

john.grossi@alphamedicom

Assignor Contact

Contact Name Address Phone Email Contact Ty

Representatives (1)

Kathleen Kirby Wiley Rein LLP

1776 K Street, NW Washington, DC 20006 United States

Assignor certifies that:

- (i) it has placed in Assignor's public inspection file(s) and submitted Commission as an Exhibit to this application copies of all agreements for assignment/transfer of the station(s);
- (ii) these documents embody the complete and final understanding between Assignor and Assignee; and
- (iii) these agreements comply fully with the Commission's rules.

If the transaction is involuntary, the Assignor certifies that copies of all other authorizing documents have been issued and that it has placed in licensee's/permittee's public inspection file(s) and submitted to the Commission copies of such court orders or other authorizing documents.

Please upload an attachment detailing the call signs, locations, and identifiers of all other broadcast stations in which assignee or applicant application has an attributable interest.

Assignor certifies that neither licensee/permittee nor any party to this application has or has had any interest in, or connection with, any broadcast application in any proceeding where character issues are raised, unresolved or were resolved adversely against the applicant or the application or

(b) any pending broadcast application in which character issues are raised

Assignor certifies that, with respect to the Assignor and each party to this application, no adverse finding has been made, nor has an action been taken by any court or administrative body in a proceeding brought under the provisions of any law related to the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or disclosure of confidential information.

Assignor certifies that it has or will comply with the public notice requirements of 47 C.F.R. Section 73.3580.

Assignor certifies that more than five years have passed since the date of the construction permit for the station being assigned, which was acquired in an auction through the use of a bidding credit measurement measure.

Assignor certifies that neither licensee/permittee nor any party to this application have violated the Commission's prohibition against discrimination on the basis of race, color, religion, national origin or sex in the operation of commercially operated AM, FM, TV, Class A TV or international broadcast stations.

Agreements for Sale /Transfer of Station

Other Authorizations
No

Character Issues Yes

Adverse Findings Yes

Local Public Notice Yes **Auction Authorization** N/A

Assignee
Anti-Discrimination
Certification

Assignee Name, Type, and Contact Information
Yes

Information
Assignee Type Address Phone Email

Alpha Media Licensee LLC Limited Liability Company 1211 SW 5TH AVENUE SUITE 750
PORTLAND, OR 97204
United States
+1 (503) 517-6200 john.grossi@alphamediausa

Section Question Response

Radio Station Applicants Only

<p>If the station(s) being assigned is noncommercial educational or LPFM, the Assignee certifies that the Commission had previously granted a broadcast application, identified here by file number, that found this Assignee qualified as a noncommercial educational entity with a qualifying educational program, and that the Assignee will use the station(s) to advance a program similar to that the Commission has found qualifying in the Assignee's previous application.</p>	N/A
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Assignee Contact

Contact Name Address Phone Email Contact Ty

Representatives (1)

Kathleen Kirby Wiley Rein LLP
1776 K Street, NW Washington, DC 20006 United States
+1 (202) 719-3360 kkirby@wiley.law Legal Repr

Changes in Interest (0)

Changes in Interest Certification

Parties to the Application (0)

Parties to the Application Certification

Assignee Legal Certifications

Party Name Citizenship Address Phone Email Interest Before Assignment Interest After AsEmpty

Question

Applicant certifies that equity and financial interests not set forth by the assignee are nonattributable.

Party Name Citizenship Address Phone Email Positional Interest Empty

Question

Applicant certifies that equity and financial interests not set forth by the assignee are nonattributable.

Section Question Response

Assignee certifies that: (a) the written agreements in the Assignee's public inspection submitted to the Commission embody the complete and final terms of the sale or transfer of the station(s); and (b) these agreements comply fully with the Commission's rules.
Please upload an attachment detailing the call signs, locations, and identifiers of all other broadcast stations in which Assignee or its application has an attributable interest.
Is the assignee or any party to the application the holder of a radio or television joint sales agreement or an attributable radio or television time brokerage agreement with the station(s) subject to this application with any other station in the same market as the station(s) subject to this application?
Assignee certifies that the proposed assignment complies with the Commission's multiple ownership rules and cross-ownership rules.
Assignee certifies that the proposed assignment: (1) does not present an issue under the Commission's policies relating to media interests of immediate family members; (2) complies with the Commission's policies relating to future ownership interests; and (3) complies with the Commission's restrictions relating to the nonparticipation of non-party investors and creditors.

Agreements for Sale No

Other Authorizations

Multiple Ownership Yes

Yes

Yes

Does the Assignee claim status as an "eligible entity," that is, an entity that qualifies as a small business under the Small Business Administration's size standards for its industry grouping (as set forth in 13 C.F.R. § 121-201), and holds

(1) 30 percent or more of the stock or partnership interests and more than 50 percent of the voting power of the corporation or partnership that will own the media outlet; or

(2) 15 percent or more of the stock or partnership interests and more than 50 percent of the voting power of the corporation or partnership that will own the media outlet, provided that no other person or entity owns or controls more than 25 percent of the outstanding stock or partnership interests; or (3) More than 50 percent of the voting power of the corporation that will own the media outlet (if such corporation is a publicly traded company)?

Does this assignment include a grandfathered cluster of stations?

Applicant certifies that it will come in compliance by divesting the necessary station(s) within 12 months of the consummation of this transaction to:

A) An Eligible Entity (as defined in Item 6d, above).

B) An Irrevocable Trust that will assign the station(s) to an Eligible Entity.

NCE Diversity of Ownership Points. Does the assignee or any party to the application have an attributable interest in an NCE FM or NCE TV station received through the award of "diversity of ownership" points in the point system analysis?

If 'Yes,' the assignee certifies that (1) its attributable NCE FM or NCE TV station has been on the air for at least four years; and/or (2) none of the proposed assigned stations overlap the principal community contour of the NCE FM or NCE TV station received through the award of diversity points in the point system analysis (see 47 CFR Section 73.7005(c)).

Please upload an attachment listing the file number and date of grant of FCC Form 301, 314, or 315 application by which the Commission approved the qualifications of the individual or entity with a pre-existing interest in the licensee/permittee that is now acquiring control of the licensee/permittee as a result of the grant of this application.

Assignee certifies that neither assignee nor any party to the application has or has had any interest in, or connection with:

- (a) any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or
- (b) any pending broadcast application in which character issues have been raised.

Assignee certifies that, with respect to the assignee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination.

Assignee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.

Assignee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.

Assignee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.

No

No

N/A

Acquisition of Control

Character Issues Yes

Adverse Findings Yes

Financial Qualifications Yes

Yes
**Program Service
Certification**

Auction Authorization N/A

**Assignee Alien
Equal Employment Opportunity (EEO)**

Question

If the applicant proposes to employ five or more full-time employees, the applicant certifies that it is filing simultaneously with this application an EEO Program Report on FCC Form 396-A.

Yes

Ownership

1) Is the applicant a foreign government or the representative of any foreign government as specified in Section

310(a) of the Communications Act? **2)** Is the applicant an alien or the representative of an alien? (Section 310(b)(1))

3) Is the applicant a corporation, or non-corporate entity, that is organized under the laws of any foreign government? (Section 310(b)(2))

4) Is the applicant an entity of which more than one-fifth of the capital stock, or other equity or voting interest, is owned of record or voted for by their representatives or by a foreign government or representative thereof or by any entity organized under the laws of a foreign country? (Section 310(b)(3))

5) Is the applicant directly or indirectly controlled by any other entity of which more than one-fourth of the capital stock, or other equity or interest, is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any entity organized under the laws of a foreign country? (Section 310(b)(4))

6) Has the applicant received a declaratory ruling(s) under Section 310(b)(4) of the Communications Act?

6a) Enter the citation of the applicable declaratory ruling by DA/FCC number, FCC Record citation, release date, or any other identifying information.

7) Has there been any change in the applicant's foreign ownership since issuance of the declaratory ruling(s) cited in response to Question

8) Does the applicant certify that it is in compliance with the terms and conditions of the foreign ownership declaratory ruling(s) cited in response to Question 6?

9) In connection with this application, is the applicant filing a foreign ownership Petition for Declaratory Ruling pursuant to Section 310(b)(4) Communications Act?

Assignee

Section Question Response

Certification

General Certification

Statements

Authorized Party to Sign

Yes

John Grossi
Secretary

03/11/2021

Assignee certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignee further certifies that where it has made an affirmative certification, the certification constitutes its representation that the application complies with the pertinent standards and criteria set forth in the application instructions and worksheets.

The Assignee certifies that neither the Assignee nor any other party to the application is subject to a denial of Federal benefits pursuant to the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under § 1.2002(b) of the rules, 47 CFR . See §1.2002(b) of the rules, 47 CFR § 1.2002(b). The Assignee certifies that all statements made in this application, including exhibits, attachments, or documents incorporated by reference, are part of this application, and are true, complete, correct, and given in good faith.

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DENIAL
OF THE APPLICATION AND FORFEITURE OF ANY FEES**

grant of this application, the Authorization Holder may be subject to the construction or coverage requirements. Failure to meet the construction or coverage requirements will result in automatic cancellation of the Authorization. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of service requested in this application.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U. S. Code, Title 18, §1001) AND/OR REVOCATION OF ALL AUTHORIZATIONS (U.S. Code, Title 47, §312(a)(1)), AND/OR FINE (U.S. Code, Title 47, §503).

I certify that this application includes all required and relevant

I declare, under penalty of perjury, that I am an authorized representative of the above-named applicant for the Authorization(s) specified

Assignor Section Question Response Certification

**General Certification
Statements**

Authorized Party to Sign

Yes

John Grossi
Secretary

03/11/2021

Assignor certifies that it has answered each question in this application based on its review of the application instructions and worksheets. Assignor further certifies that where it has made an affirmative certification below, this certification constitutes its representation that the application satisfies each of the pertinent standards and criteria set forth in the application instructions and worksheets.

The Assignor certifies that neither the Assignor nor any other party to the application is subject to a denial of Federal benefits pursuant to §5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. This certification does not apply to applications filed in services exempted under §1.2002(c) of the rules, 47 CFR . See §1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification § 1.2002(c). The Assignor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID Upon grant of this application, the Authorization Holder may be subject to certain construction or coverage requirements. Failure to meet the construction or coverage requirements will result in automatic cancellation of the Authorization. Consult appropriate FCC regulations to determine the construction or coverage requirements that apply to the type of Authorization requested in this application.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U. S. Code, Title 18, §1001) AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, §312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, §503).

I certify that this application includes all required and relevant attachments.

I declare, under penalty of perjury, that I am an authorized representative of the above-named applicant for the Authorization(s) specified above.

Attachments

File Name

Uploaded By

Attachment Type

Agreements Exhibit.pdf Applicant Assignor Legal
Certifications

Agreements Exhibit.pdf Applicant Assignee Legal
Certifications

Alien Ownership Exhibit.pdf Applicant All Purpose
Alpha Assignees Other Authorizations Exhibit.pdf Applicant Assignee Legal
Certifications

Alpha Assignors Other Authorizations Exhibit.pdf Applicant Assignor Legal
Certifications

Alpha Media Licensee LLC 314 Exhibit Authorizations Obtained Through Competitive Bidding. pdf
Applicant Assignment Questions

Alpha MOS Technical.pdf Applicant Assignee Legal
Certifications

Bankruptcy Documents.pdf Applicant Parties to the
Application
Certification

Description of Transaction and Parties to the Application.pdf Applicant Parties to the Application
Certification

MOS BIA Reports.pdf Applicant Assignee Legal
Certifications

Multiple Ownership Exhibit.pdf Applicant Assignee Legal
Certifications

Waiver Exhibit.pdf Applicant Fees, Waivers
and
Exemptions

WJXN TBA.pdf Applicant Assignee Legal
Certifications

Agreements Exhibit

Please see Description of Transaction exhibit.
Agreements Exhibit

Please see Description of Transaction exhibit.
Description of the Transaction and Request for Waivers

This application is one of two contemporaneously-filed applications on FCC Form 2100, Schedule 314 (the “Applications”),¹ which collectively request Commission consent to the assignment of various broadcast licenses held by indirect, wholly-owned subsidiaries of Alpha Media Holdings LLC, Debtor-in-Possession (“Alpha”), as debtors in possession, to those same licensees as non-debtors in possession following their emergence from bankruptcy. These licensees, Alpha Media Licensee LLC and Alpha 3E Licensee LLC (the “Alpha Licensees”)² together with Alpha and other affiliated entities (collectively, the “Alpha Debtors”), are currently being operated under the protection of Chapter 11 of the U.S. Bankruptcy Code in consolidated cases before and under the supervision of the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (“Bankruptcy Court”).³ The Alpha Licensees seek FCC permission to effect this transaction in two steps, allowing the Alpha Debtors to emerge more quickly from bankruptcy protection and deferring consideration of the proposed final ownership structure—which will include foreign ownership above 25%—to step two, as described in the Request for Temporary and Limited Waiver below.

On January 24, 2021, the Alpha Debtors filed with the Bankruptcy Court a Joint Plan of

Reorganization (as may be further amended, supplemented, or otherwise modified, the “Plan”).⁴

¹ As discussed with the Audio Division staff, because of certain issues with the LMS database, the Applications may be subdivided.

² The specific authorizations held by each of the above Alpha Licensees are identified as the “Authorizations to Be Assigned” in the Form 2100, Schedule 314 application for the relevant Alpha Licensee.

³ See *In re Alpha Media Holdings LLC, et al.*, Case No. 21-30209 (Chapter 11) (Bankr. E.D. Va.) (Jointly Administered). The Plan was amended on February 17, 2021, and a copy of the amended plan has been submitted with the Applications.

⁴ All documents related to the Alpha Debtors’ bankruptcy and emergence can be found on a real-time basis in the Bankruptcy Court docket of the cases, available online at <https://pacer.uscourts.gov/>. The Alpha Debtors also maintain a website where these documents are available at no cost <https://cases.stretto.com/AlphaMedia>. To the extent that documents relating to the bankruptcy case have not been supplied with this application or amendments thereto, such documents consist of material that is proprietary and/or not germane to the Commission’s evaluation of this application. Such information will be provided to the Commission upon request, subject to the parties’ rights to submit such material subject to regulations restricting public access to confidential and proprietary information. Accordingly, the questions pertaining to whether the documents submitted with the Applications embody the complete and final understanding between Assignor and Assignee have been answered “No.”

The Alpha Debtors expect to complete the contemplated restructuring and successfully emerge from Chapter 11, subject to receipt of FCC consent to the Applications, among other things.

As depicted in the chart attached as Schedule 1, each of the Alpha Licensees is currently indirectly controlled by Alpha Media USA LLC (“Alpha Media USA”), which is wholly and directly controlled by Alpha. Under the terms of the Plan, there will be a transfer of control of the Alpha Licensees as follows: (a) 100% of the equity interests in Alpha Media USA will be transferred from Alpha to New Alpha, a U.S.-organized corporation, and (b) equity interests and warrants in New Alpha will be issued to certain second lien noteholders, as

described more specifically below.⁵ The New Alpha equity interests and the warrants will be distributed in a manner that ensures compliance with the Communications Laws, including by issuing warrants in lieu of equity interests to entities whose foreign ownership would cause indirect foreign ownership in the Alpha Licensees to exceed 25%, subject to the grant of a petition for declaratory ruling to be filed after grant of this Application, as described in the Request for Temporary and Limited Waiver below.

The New Alpha equity interests distributed at emergence will be voting interests. The New Alpha warrants will carry no voting rights, and no rights to economic distributions.⁶ The warrants will also, by their terms, prohibit a holder from exercising the warrants if to do so would cause the Alpha Licensees to violate the Communications Laws.⁷

Changes in Interests Upon Emergence from Bankruptcy and Foreign Ownership

Compliance

Changes in Interests

Upon emergence from bankruptcy, New Alpha will wholly and directly control Alpha Media USA. A chart depicting the proposed ownership structure upon emergence below New Alpha and through the Alpha Licensees is provided as Schedule 2. New Alpha, Alpha Media USA, and each of the Alpha Media USA subsidiaries are all organized under the laws of U.S. states.

No single party will hold a controlling interest in New Alpha. New Alpha will have only a single class of stock and as a result, direct and indirect equity and voting interests in New Alpha will be identical. MetLife, Inc. ("MetLife"), primarily through its indirect subsidiary, MetLife Private Equity Holdings, LLC ("MPEH"), will control 43.7% of the equity and voting interests in New Alpha. Hamilton Lane Incorporated ("HLI"), through its indirect subsidiaries Florida Growth Fund LLC ("FGF") and Hamilton Lane Strategic Opportunities 2016 Fund LP

⁵ New Alpha warrants in an amount presently not expected to exceed 5% will also be issued to certain exit first lien lenders, foreign accounts managed by Brigade Capital Management, LP, a global investment management firm based in New York City.

⁶ See Warrant Agreement, Section 6.1. A copy of the Warrant Agreement is provided with the Applications.

⁷ See Warrant Agreement, Sections 3.2(f)-(g), 7.16; see also *id.* Sections 5.3(b)-(c) (imposing similar restrictions on transfers and exchanges of warrants).

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("HLSOF"), will control 49% of the equity and voting interests in New Alpha. Intermediate Capital Group PLC ("ICG"), directly and through its indirect subsidiary ICG North America Holdings Ltd ("ICGNA"), will control approximately 5.8% of the equity and voting interests in New Alpha. No other parties will hold attributable interests in New Alpha upon emergence.

MPEH, FGF, and HLSOF are each U.S.-organized entities with minimal foreign ownership. MPEH and FGF will receive equity interests in New Alpha upon emergence but no warrants; while HLSOF will receive the majority of its interest in the form of equity, together with a small number of warrants.⁸ Other interest holders which are ultimately foreign-controlled, including ICG and ICGNA, will receive significant portions of their interests in the form of New Alpha warrants, rather than stock. As explained above, the New Alpha warrants carry no voting rights and cannot be exercised without securing all necessary Commission consents. Those interest holders holding equity interests of less than five percent are not identified in the Applications as attributable parties, and the warrant interests held by otherwise attributable parties have not been considered in the calculation of the voting and equity interests identified in the Applications. The ownership structure of the entities and individuals holding attributable interests in New Alpha are set forth in the charts contained in Schedule 3 hereto and described in more detail below.

Met Life-Controlled Entities

MPEH, a Delaware limited liability company, will hold 42.2% of the stock of New Alpha at emergence. MPEH is ultimately owned by MetLife, a publicly-traded Delaware corporation with 12% of its stock held by foreign owners. MetLife Insurance, K.K., a Japanese joint stock company, will hold 1.5% of the stock of New Alpha at emergence and, while it will not hold an attributable interest in Alpha, it is also ultimately controlled by MetLife. In total, the entities controlled by MetLife will be attributed with a 6.6% foreign ownership (voting and equity) interest in New Alpha.

HLI-Controlled Entities

HLI, a Delaware corporation, ultimately controls both FGF and HLSOF. HLI has two classes of stock, A and B, with voting control held by the Class B stock. The Class B stock is not publicly traded, is 100% owned and controlled by U.S. persons, and represents 85.8% of the voting control of HLI. The Class A stock, 3.4% of which is held by foreign owners, is publicly traded and represents 100% of the equity of HLI and 14.2% of the voting control of HLI. Accordingly, 3.4% of the equity and 0.5% of the voting of HLI are attributed to foreign owners.

FGF, a Delaware limited liability company ultimately controlled by HLI, will hold 27.7% of the stock of New Alpha at emergence. HLI, which as noted above has 0.5% of its voting interests held by foreign owners, holds 100% voting control of FGF. Thus, FGF will be attributed with a 0.14% ($27.7\% \times 0.5\%$) foreign voting interest in New Alpha. HLI, which as noted above has 3.4% of its equity interests held by foreign owners, also holds a 64.6% equity interest in Hamilton Lane Advisors LLC ("HLA"), which in turn holds a 2% equity interest in FGF. The

⁸ Certain parties to the application will also hold debt interests in New Alpha after emergence.

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remaining 98% of the equity of FGF is held by a U.S.-organized pension fund. Thus, FGF will be attributed with a 0.012% ($27.7\% \times 64.6\% \times 3.4\% \times 2\%$) foreign equity interest in New Alpha.

HLSOF, a Delaware limited partnership ultimately controlled by HLI, will hold 21.3% of the stock of New Alpha at emergence. HLI, which as noted above has 0.5% of its voting interests held by foreign owners, holds 100% voting control of HLSOF. Thus, HLSOF will be attributed with a 0.11% foreign voting interest in New Alpha. HLI, which as noted above has 3.4% of its equity interests held by foreign owners, also holds a 64.6% equity interest in HLA, which in turn holds a 1% equity interest in HLSOF. The remaining 99% of the equity of HLSOF is held by a mix of U.S. and foreign limited partners, with the foreign limited partners holding 38.4% of HLSOF's equity in the aggregate. Thus, HLSOF will be attributed with an 8.1% ($(21.3\% \times 3.4\% \times 64.6\% \times 1\%) + (21.3\% \times 38.4\% \times 99\%)$) foreign equity interest in New Alpha. And in total, the entities controlled by HLI will be attributed with a 0.25% foreign voting interest and an 8.1% foreign equity interest in New Alpha.

ICG- and Other Foreign-Controlled Entities

ICG, a U.K. private limited company, will directly hold 0.4% of the stock of New Alpha at emergence, and will indirectly—through ICGNA, a Cayman Islands corporation—control an additional 5.4% of the stock of new Alpha at emergence. These entities will be attributed with a 5.8% foreign ownership (equity and voting) interest in New Alpha.

Overall Foreign Ownership

As a result of the ownership structure described above, New Alpha will have approximately 14% of its voting interests, and approximately 22% of its equity interests, held by foreign entities. This is consistent with the Plan, which requires that no more than 23% of the voting or equity interests of New Alpha be held by foreign entities at emergence,⁹ and with the 25% limit on aggregate foreign ownership set forth in Section 310(b)(4) of the Communications Act, as amended.¹⁰

Alpha Management/Officers and Directors

New Alpha will be managed by a five-member board of directors. The board will consist of (1) Alpha's current Chief Executive Officer, D. Robert Proffitt; (2) one director designated by Hamilton Lane Incorporated; (3) one director designated by Intermediate Capital Group PLC; (4) one director designated by all of the equity holders (who will not be an employee or agent of a foreign equity holder), each of whom will vote in proportion to their equity holdings in New Alpha; and (5) an independent director who will be designated by the other four directors. Each member of the board will be required to possess the requisite qualifications to hold an attributable interest in the FCC licenses held by subsidiaries of New Alpha, and no member of

⁹ See Plan, Article V, Section F.

¹⁰ 47 U.S.C. § 310(b)(4).

the board will hold attributable interests in any other broadcast licensee that would conflict with the interests held in New Alpha. All matters before the board will be decided by majority vote.

Each of Alpha Media USA LLC, Alpha Media LLC, Alpha Media Licensee LLC, and Alpha 3E Licensee LLC will be member-managed by the LLC's direct parent, and Alpha's current Chief Financial Officer, John Grossi will serve as Secretary. The stock of each of Alpha 3E Corporation, Alpha 3E Holding Corporation and Alpha Media Communications Inc. will be wholly owned by the corporation's direct parent, Mr. Proffitt will serve as its sole director, and Mr. Grossi will serve as Secretary. Mr. Proffitt and Mr. Grossi are U.S. citizens and neither holds an attributable interest in any other media entity.

Attribution Exemption

MPEH is an investment subsidiary indirectly wholly-owned by MetLife, a publicly traded financial institution. MPEH is directly wholly owned by MetLife SP Holdings, LLC ("MSPH"), which is MPEH's sole member and manager. MSPH is in turn wholly owned by the Metropolitan Life Insurance Company ("MLIC"), which is MSPH's sole member and manager. MLIC is itself wholly owned by MetLife.

MPEH's investment in New Alpha is managed by MetLife Investment Management, LLC ("MIM"), also a wholly-owned subsidiary of MetLife. MLIC has entered into an investment management agreement with MIM pursuant to which MIM is authorized to make

investment decisions with respect to MPEH's interest in New Alpha. Such decisions are to be made by MIM personnel and their managers. MLIC has not granted authority to any other MetLife controlled or affiliated entity, nor the personnel, officers, director, or managers of such entities, to make any decisions regarding the day-to-day management or activities of New Alpha.

MPEH's interest in New Alpha constitutes an immaterial portion of the total assets of MPEH, MetLife, or any of MetLife's other subsidiaries or affiliates. As an investment subsidiary of MLIC, MPEH makes investments to support MLIC's insurance business from an asset-liability management perspective, but otherwise conducts no activities related to MLIC's primary businesses. MIM has been vested with authority within the MetLife structure with respect to MPEH's interest in New Alpha, and all operational decisions concerning that interest are made by certain designated members of MIM or those in their direct vertical line of management authority.

With the limited exception of Justin Ryvicker, Atif Ahbab, and David Yu, who constitute the managers of MIM and the direct vertical line of management authority between MPEH and MetLife, no entity or individual within the MetLife organization has any material involvement whatsoever in (1) matters pertaining to MPEH's investment in New Alpha; (2) the management or operations of New Alpha; or (3) the management or operation of any of the broadcast stations currently or hereafter to be owned or controlled by New Alpha.

MPEH and MetLife have committed to Alpha that, with the possible exception of the individuals identified in the list of Parties to the Application, the duties and responsibilities of the officers and directors of MPEH, MIM, MSPH, Metropolitan Life Insurance Company, and MetLife are wholly unrelated to the operations of New Alpha, and none of those officers and directors

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exercises any authority or influence in areas that will affect New Alpha or any of the broadcast stations currently owned or hereafter acquired by New Alpha. MPEH and the other MetLife controlled entities have further committed to Alpha that those individuals will recuse themselves from any matters pertaining to New Alpha or any of the broadcast stations owned or controlled by New Alpha that may come before them. Accordingly, these individuals are exempt from attribution and are not parties to this application. See 47 C.F.R. § 73.3555, Note 2(g).

Request for Temporary and Limited Waiver of Foreign Ownership Rules

Pursuant to Section 1.3 of the Commission's rules, the Alpha Licensees respectfully seek a temporary and limited waiver of Section 1.5000(a)(1) of the Commission's rules to the extent necessary to implement step one of the transaction. Grant of this waiver will permit the Alpha Debtors to emerge from bankruptcy before filing any petition for declaratory ruling that may be required with respect to foreign ownership exceeding the cap contained in Section 310(b)(4) of the Communications Act. Specifically, the Alpha Licensees request that they be allowed to file such a petition no later than 30 days following closing on the Plan that has been approved by the Bankruptcy Court and that has been submitted for approval to the Commission.¹¹

As detailed above, the Alpha Licensees believe that the emergence structure detailed in the Plan and described in the Applications fully complies with the Commission's rules,

including its limitations on foreign ownership. The Alpha Licensees are not aware that the FCC or any of its bureaus has definitively determined to treat pre-paid warrants as equity. However, the Alpha Licensees understand that several bureau decisions have conditioned the grant of applications involving the issuance of warrants to foreign holders on prompt filing of a petition for declaratory ruling to permit the exercise of those warrants.

Submitting such a petition concurrently with the Applications, however, would delay the Alpha Debtors' emergence from bankruptcy for months at a minimum—and possibly longer. Accordingly, the Alpha Licensees seek a temporary and limited waiver that would permit them

¹¹ Grant of the instant requested temporary and limited waiver would be consistent with recent Commission decisions permitting bankrupt Commission licensees to use a two-step process in order to facilitate prompt emergence from Chapter 11. See, e.g., Applications Granted for the Transfer of Control of Windstream Holdings, Inc., Debtor-in-Possession, and Subsidiaries, Public Notice, 35 FCC Rcd 10076 (2020); Applications Granted for the Transfer of Control of Fusion Connect, Inc., Debtor-In-Possession, and Subsidiaries, Public Notice, 35 FCC Rcd 409 (WCB, IB 2020); Liberman Television of Dallas License LLC, Debtor-in-Possession et al., Order, 34 FCC Rcd 8543 (MB 2019). The proposed requirement to file a petition for declaratory ruling within 30 days is also consistent with the timeline for filing remedial petitions for declaratory ruling in 47 C.F.R. § 1.5004(f)(3).

to file the requisite petition for declaratory ruling after grant of the Applications and the Alpha Debtors' emergence from bankruptcy.

The Commission may waive its rules for good cause shown. Here, the good cause consists of “facilitating the successful resolution of a bankruptcy proceeding,” which raises very different public interest considerations than an ordinary-course license transfer or assignment. In this case, and as noted above, the Alpha Debtors will emerge from the bankruptcy proceeding pursuant to a process supervised and administered by the Bankruptcy Court, and in accordance with applicable federal and state bankruptcy and insolvency laws.

The Bankruptcy Court's equitable powers and role in overseeing the process and approving the Plan represents a significant and substantive difference from the situation in which warrants are issued in the context of a privately-negotiated license acquisition and may be treated as present equity by the Commission because of any attendant element of control. More specifically:

- Bankruptcy law and the rules of the bankruptcy process constrain the flexibility that a company and its various stakeholders would otherwise have in the privately negotiated context to implement changes to the company's capital structure. Here, the Bankruptcy

Court is closely supervising the plan of reorganization process.

- Unlike a privately negotiated transaction, the bankruptcy process is open to diverse participants in a court-supervised setting, including secured and unsecured debt holders, trade creditors, vendors, stockholders, government entities, and any other parties with claims of interest. For example, in addition to parties with direct claims or interests in the Alpha Debtors, the Office of the United States Trustee (the “U.S. Trustee”) will play active an role in the Alpha Debtors’ Chapter 11 cases, including with respect to formulation of and approval of the Plan under the supervision of the Bankruptcy Court.
- Bankruptcy restructurings utilize open dockets where the public has access to the pleadings and filings in real time. For example, all pleadings and filings made in connection with the Alpha Debtors’ Chapter 11 cases are made accessible to the public by the Federal Judiciary at <https://pacer.uscourts.gov/>. In addition, in connection with their Chapter 11 cases, the Alpha Debtors maintain a website where all pleadings and filings are made accessible to the public at no cost. See <https://cases.stretto.com/AlphaMedia>.
- In a bankruptcy restructuring, warrants and other securities or debt instruments are typically issued to stakeholders who had a pre-existing debt or equity interest in the predecessor in-bankruptcy entity in conversion of that debt or equity. In this case, the Plan contemplates issuance of warrants, debt instruments, and common stock to holders of the Alpha Debtors’ predecessor-in-bankruptcy’s pre-existing funded indebtedness.
- Creditors receiving equity or debt instruments in bankruptcy presumably made their prior investment, financing, or contractual commitments in the licensee in transactions that complied with the Commission’s reporting and ownership rules.

Grant of this request would serve the public interest because it would expedite the Alpha Debtors’ emergence from the bankruptcy process consistent the Commission’s stated practice to

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accommodate federal bankruptcy law when doing so will not unduly interfere with its public interest obligations under the Act.¹² “It is the Commission’s policy to support the bankruptcy laws, and where possible to accommodate them in a manner that is consistent with the Act.”¹³ Facilitating successful emergence from bankruptcy “advances the public interest by providing economic and social benefits, especially the compensation of innocent creditors.”¹⁴ Permitting the Alpha Debtors to emerge from bankruptcy more quickly will also avoid significant additional administrative costs that the Alpha Debtors would incur in a protracted bankruptcy proceeding.¹⁵ And prompt emergence will allow the Alpha Debtors to more quickly focus their attention and resources exclusively on serving Alpha station listeners.¹⁶

At the same time, grant of this request will not interfere with the Commission’s public interest obligations because: (1) the Alpha Licensees will file a petition for declaratory ruling within 30 days after closing on the proposed transaction and will accept as a condition of grant the filing of any such petition, and (2) the New Alpha warrant holders cannot convert the warrants to equity until such time as the Commission grants that petition, and (3) the use of pre-paid warrants in this context is solely to facilitate the Alpha Debtors’ emergence from bankruptcy.

For the reasons set forth above, the Commission should grant a temporary and limited waiver pursuant 47 C.F.R § 1.3, of any requirement that may apply under 47 C.F.R. §1.5001(a)(1) to file a petition for declaratory ruling to obtain Commission approval, and to obtain such approval, prior to exceeding the cap on foreign investment specified 47 U.S.C. § 310(b)(4). The Alpha Licensees request that they instead be allowed to file a petition for declaratory ruling 30 days

¹² Maritime Communications/Land Mobile, LLC, 31 FCC Rcd 13729, 13737-38 (2016); LaRose v. FCC, 494 F.2d 1145, 1146-48 & n.2 (D.C. Cir. 1974).

¹³ Innovative Order at 14369 ¶ 19. See also WorldCom Order at 26503 ¶ 29 (citing Mobilemedia Corp., et al., Memorandum Opinion & Order, 14 FCC Rcd. 8017, 8 18 ¶ 4 (1999); Space Station Sys. Licensee, Inc., Memorandum Opinion & Order, Order & Authorization, 17 FCC Rcd. 2271, 2286-87 ¶ 34 (Int'l Bur. 2002) ("Because this transaction permits the Iridium system to emerge from bankruptcy and continue operations, the competitive impact is likely to be beneficial."); Orbital Commc'ns Corp., Order & Authorization, 17 FCC Rcd. 4496, 4504 ¶15 (Int'l Bur. 2002) ("Because this transaction permits the [licensee] to emerge from bankruptcy and continue operations, the competitive impact will be beneficial. . . . Successful emergence from bankruptcy is critical to the continued operation and expansion of the ORBCOMM system.").

¹⁴ Innovative Order at 14369 ¶ 19.

¹⁵ See Windstream, 35 FCC Rcd at 10081; Fusion Connect, 35 FCC Rcd at 413; Liberman, 34 FCC Rcd at 8550.

¹⁶ See Liberman, 34 FCC Rcd at 8550.

following closing on the reorganization Plan that that has been submitted to the Commission, upon approval of the Bankruptcy Court and grant of the Applications.

Request for Waiver of Auction Rules

Pursuant to Section 1.3 of the Commission's rules, the Alpha Licensees also respectfully seek a waiver of the FCC's auction-related rules¹⁷ to the extent necessary to facilitate their participation in Auction 109 for AM and FM broadcast station construction permits, which may require the submission of applications disclosing ownership information prior to Alpha's emergence from bankruptcy.¹⁸ The Alpha Licensees understand that grant of such a waiver will be conditioned upon New Alpha and the Alpha Licensees' meeting all of their auction-related obligations and continuing to possess all qualifications necessary to hold any licenses.¹⁹ The Alpha Licensees submit that a waiver is appropriate to allow New Alpha to emerge from bankruptcy into the ownership structure proposed herein without violating whichever of these rules may apply at the time of consummation and would otherwise permit an auction applicant, including any winning bidder, from engaging in a transaction that amounts to a transfer of control prior to filing a long form license application and/or prior to grant of such licenses to the winning bidder.²⁰

The FCC's Office of Economics and Analysis ("OEA") and Wireless Telecommunications Bureau ("WTB") recently granted similar waivers to Windstream Holdings, Inc., recognizing that doing so was "appropriate in the particular circumstances of a court-approved bankruptcy proceeding which had commenced long prior to the deadline for filing an application to participate in" an FCC auction.²¹ The Windstream decision found that waiver of auction-related rules helps to achieve the public benefit of facilitating prompt emergence from bankruptcy and ensuring that a company emerging from bankruptcy during the course of an FCC auction can acquire spectrum to support ongoing viability and improve service to the public.²² Moreover, OEA and WTB determined that grant of a waiver of auction rules in the specific context of a pending bankruptcy proceeding would "not undermine the purposes of the rules prohibiting

¹⁷ See 47 C.F.R. §§ 1.2105(c)(2), 1.2107(c), 1.927(h). Section 1.2105(c)(2) of the Commission's rules prohibits an auction applicant from making any major modifications to a short-form auction application. 47 C.F.R. § 1.2105(c)(2). Section 1.2107(c) requires an auction participant to submit a long-form application within ten business days of receiving notification that it is a winning bidder in the auction. 47 C.F.R. § 1.2105(c)(2). Section 1.927 prohibits a winning bidder from making any major modifications to their long-form application after the submission deadline. 47 C.F.R. § 1.927.

¹⁸ See Auction of AM and FM Broadcast Construction Permits Scheduled for July 27, 2021, Public Notice, AU Docket No. 21-39, DA 21-31 (rel. Feb. 8, 2021).

¹⁹ See Windstream, 35 FCC Rcd at 10082.

²⁰ See *id.*

²¹ *Id.*

²² See *id.*

major modifications and there is a stronger public interest benefit in granting the waivers than in applying the rule."²³ The prohibition on long-form applications is intended to "promote[] transparency" and "safeguard against speculative bidding by those that might seek to "shop" winning bids to undisclosed third parties," but those interests do not apply where—as in Windstream and here—applicants have disclosed their pending bankruptcy proceeding and the potential future real parties-in-interest.²⁴ And, "the alternative of postponing consummation until the major modification restriction no longer applies" (i.e., until after the auction concludes) "is not a reasonable alternative because the financial repercussion of such delay might jeopardize [an applicant's] ability to continue to provide uninterrupted services."²⁵ The Alpha Licensees thus submit that waiver of auction-related rules that might apply is appropriate for the same reasons here.

²³ Id.

²⁴ Id. Although Windstream had already filed applications to participate in wireless auctions at the time that it was granted it a waiver, the Alpha Licensees submit that the same considerations apply in the context of Auction 109 even though the deadline for applications to participate has not yet been set.

²⁵ Id.

Warren A. Stephens Trust
(Warren Stephens, Trustee)

Member Member

Stephens

Schedule 1 - Current Alpha Media Structure

Questo, Inc.

Pesto, LLC

Breakwater Investment
Endeavour Capital V, LLC

Investments
Holdings LLC

Stephens
Capital
Partners LLC

Manager
Snider Corp.
Management, LLC GP

Breakwater Credit Opportunities Fund, LP
Morris Communications Holding Company, LLC

Morris Communications Company, LLC

MCC Radio LLC
Rio Bravo, Inc. GP

GP GP

Endeavour Capital
Fund V AIV, L.P.

Endeavour
Associates
Fund V, L.P.

Stephens Radio LLC
TLS Holdings, LLC
Breakwater Broadcasting Funding, LLC
John H. Mo tt
& Co., Inc.
Additional Members Lawrence R. Wilson D. Robert Pro tt Scott G. Mahalick
Rio Bravo
Enterprise
Associates, L.P.

The Brenda M. Shapiro Legacy Trust,
(Benjamin Shapiro Trustee)
Mary Lynn Mo tt Revocable Trust (Mary Lynn Mo tt Trustee/Bene ciary)
John H. Mo tt Jr. Trust
(John H. Mo tt, Jr.,
Trustee)

Alpha Media Holdings LLC Alpha Media USA LLC

Donna L. He ner Paul C. Stone Steve Bertholf Robert F. Fuller
Julie A. Mo tt
Living Trust
(Julie A. Mo tt, Trustee/Bene ciary)
Revocable Living Trust of Ricki Salsburg (u/t/a dated
April 14, 2015)

Alpha 3E Corporation Alpha Media LLC

Alpha 3E Holding Corporation

Alpha Media
Communications Inc. Alpha 3E Licensee LLC

Alpha Media Licensee LLC
~~New Alpha~~
~~Alpha Media USA LLC~~
~~Alpha 3E Corporation Alpha Media LLC~~
~~Alpha 3E Holding Communications Inc.~~
~~Alpha Media Licensee LLC~~
Schedule 2
Proposed Alpha Media Structure
~~Alpha 3E Licensee LLC~~
See Schedule 3

Corporation

Alpha Media

*Each entity below New Alpha is wholly owned by its parent.

Schedule 3

New Alpha Ownership Structure

See Schedule 3-A
See Schedule 3-B
See Schedule 3-C

Intermediate Capital Group PLC(UK)
0.4% Voting & Equity

MetLife Insurance
MetLife Private
Hamilton Lane Strategic
ICG North America Holdings
K.K.
Florida Growth Fund LLC Opportunities 2016 Fund LP
Equity Holdings, LLC
Ltd. (Cayman Islands)
(Japan)
(US)
(US)
(US)
27.7% Voting & Equity
5.4% Voting & Equity
1.5% Voting & Equity
42.2% Voting & Equity
21.3% Voting & Equity

Indirect Ownership

New Alpha
Schedule 3-A
MetLife Ownership Structure

¹ MetLife, Inc. is also the indirect parent of MetLife Insurance K.K., which will hold a 1.5% voting and equity interest in New Alpha at emergence, such that MetLife Inc.'s total indirect interest will be 43.7%. MetLife SP

MetLife, Inc.¹
(US/12% Foreign Ownership)
100% Owned

Metropolitan Life Insurance Company
(US)
Sole Member

MetLife Investment
MetLife SP Holdings, LLC
Management, LLC
(US)
(US)
Sole Member
100% Voting, 0% Equity

MetLife Private Equity Holdings, LLC
(US)
42.2% Voting & Equity in New Alpha

Investment Manager

Holdings, LLC is the sole member and manager of MetLife Private Equity Holdings, LLC and controls all of the voting and equity interests in it, but decision-making authority over the investments in New Alpha has been delegated to MetLife Investment Management, LLC, as explained more fully herein. Metropolitan Life Insurance Company is the sole member and manager of MetLife SP Holdings, LLC and controls of its voting and equity interests. MetLife, Inc. is the sole owner of Metropolitan Life Insurance Company and the sole member and manager of MetLife Investment Management, LLC and controls all of the voting and equity interests of both of those entities.

Schedule 3-B
Hamilton Lane Ownership Structure

Mario L. Giannini²

¹ Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers holds a pecuniary interest and control through his control over HLA Investments, LLC. HRHLA, LLC is the sole managing member of

HLA Investments, LLC
Hartley R. Rogers¹
HL Management Investors, LLC
(US)
(US)
(US)
(US)
20% Voting, 8% Equity
48% Voting, 19% Equity
37% Voting, 15% Equity
14% Voting, 7% Equity

Insulated Members
Hamilton Lane Incorporated
(US/0.5% Foreign Voting, 3.4% Foreign Equity)
(US)
100% Voting, 64.6% Equity

0% Voting, 35.4% Equity

Hamilton Lane Advisors LLC (US)
100% Voting & Equity

HL Florida Growth LLC
Insulated Member
(US)
(US)
100% Voting, 2% Equity
0% Voting, 98% Equity
(Sole Uninsulated Member)

Florida Growth Fund LLC
(US)
27.7% Voting & Equity in New Alpha
Hamilton Lane Strategic
Insulated Limited Partners
Opportunities 2016 GP LLC (US/Foreign, 38.4% Foreign)
(US)
0% Voting, 99% Equity
100% Voting, 1% Equity (Sole General Partner)

Hamilton Lane Strategic Opportunities 2016 Fund LP(US)
21.3% Voting & Equity in New Alpha

HLA Investments, LLC and controls 78.5% of its voting and equity interests; Mr. Rogers in turn is the managing member of HRHLA, LLC and controls 74% of its voting and equity interests. ² Represents shares held directly by Mr. Giannini and by entities wholly owned and controlled by Mr. Giannini.

ICG FMC Limited (UK)
100% Voting & Equity Intermediate Capital Group, Inc.

Schedule 3-C ICG Ownership Structure

Intermediate Capital Group PLC¹
(UK)
100% Voting & Equity

ICG FMC Limited
(UK)
100% Voting & Equity
(Sole Member)

ICG North America Associates LLC
(US)
(US)
ICG Global Investment UK Limited (UK)
100% Voting, 0%Equity (Sole General Partner)
100% Voting & Equity
Insulated Limited
(Sole Member)
100% Voting & Equity
ICG North America Private Debt GP LP(US)
Partners
0% Voting, 100% Equity

100% Voting, 0%Equity (Sole General Partner)
Insulated Limited
Partners
ICG Global Investment Jersey Limited
0% Voting, 100% Equity
ICG Fund Advisors, LLC
ICG North America Private Debt Fund LP
(US)
(JEY)
18.57% Voting & Equity
(US)
79.64% Voting & Equity

Investment Manager
ICG North America Holdings Ltd.
(Cayman)
5.4% Voting & Equity in New Alpha

Other Holders
1.79% Voting & Equity

¹Intermediate Capital Group PLC will also directly old a 0.4% equity and voting interest in New Alpha, such that Intermediate Capital Group PLC's total interest will be 5.8%.

Parties to the Application

This following information pertains to the proposed assignee, Alpha 3E Licensee LLC.

ALPHA 3E LICENSEE LLC

Alpha Media Communications Inc. 1211 SW 5th Avenue Suite 750			[REDACTED]		
Portland, OR 97204 US Sole		Member/Manager 100 100			

John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A
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ALPHA MEDIA COMMUNICATIONS INC.

Alpha 3E Holding Corporation 1211 SW 5th Avenue Suite 750		[REDACTED]	
		Portland, OR 97204 D. Robert Proffitt	

1211 SW 5th Avenue
Suite 750
Portland, OR 97204
US Sole Shareholder 100 100 US Director N/A N/A

John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A
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ALPHA 3E HOLDING CORPORATION

Alpha 3E Corporation 1211 SW 5th Avenue Suite 750 US Sole Shareholder 100 100 US Director N/A N/A
Portland, OR 97204 D. Robert Proffitt 1211 SW 5th
Avenue Suite 750
Portland, OR 97204

John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A
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ALPHA 3E CORPORATION

Alpha Media USA LLC
1211 SW 5th Avenue
Suite 750

Portland, OR 97204

US Sole

Member/Manager
100 100

Portland, OR 97204
US Director N/A N/A

D. Robert Proffitt 1211 SW 5th Avenue Suite 750

John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A
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ALPHA MEDIA USA LLC

New Alpha
1211 SW 5th Avenue Suite 750

Portland, OR 97204
US Sole

Member/Manager
100 100

John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A
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NEW ALPHA

MetLife Private Equity Holdings, LLC c/o MetLife
Investment Management, LLC One MetLife Way
Whippany, NJ 07981

Florida Growth Fund LLC US Stockholder 27.7% 27.7% US Stockholder 21.3%
One Presidential Boulevard, Fourth Floor Bala Cynwyd,
PA 19004

Hamilton Lane Strategic Opportunities 2016 Fund LP 21.3%
One Presidential Boulevard, Fourth Floor Bala Cynwyd,
PA 19004

ICG North America Holdings Ltd. c/o Intermediate Capital
Group CYM Stockholder 5.4% 5.4% UK Stockholder 0.4% 0.4%
600 Lexington Ave, 19th Fl.
New York, NY 10022

Intermediate Capital Group Plc¹
Procession House, 55 Ludgate Hill London, EC4M 7JW
England
US Stockholder 43.7% 43.7%

See Description of Transaction US Director 0% 0% See Description of Transaction US Director 0% 0% See
Description of Transaction US Director 0% 0% See Description of Transaction US Director 0% 0%

See Description of Transaction	US	Director	0%	0%
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¹ Attributable as ultimate parent company of ICG North America Holdings Ltd; also holds 0.4% interest directly.
MetLife Private Equity Holdings Ltd.

MetLife Private Equity
Holdings, LLC US Respondent N/A N/A
MetLife SP Holdings, LLC US Sole Member and 0% 100%
Manager

MetLife Investment Management, LLC	US	Investment Manager	100%	0%
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MetLife SP Holdings, LLC

MetLife SP Holdings,
LLC US Respondent N/A N/A

Metropolitan Life Insurance Company	US	Sole Member and Manager	100%	100%
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Metropolitan Life Insurance Company²

Metropolitan Life
Insurance Company US Respondent N/A N/A

MetLife, Inc.	US	Stockholder	100%	100%
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MetLife Investment Management

Management, LLC US Respondent N/A N/A

MetLife, Inc. US Sole Member 100% 100% Justin Ryvicker US Manager 0% 0% Atif Ahbab US Manager 0% 0%

David Yu	US	Manager	0%	0%
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² The parties intend to amend the Applications to identify an officer or director of Metropolitan Life Insurance Company that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

MetLife, Inc.³

MetLife, Inc.	US	Respondent	N/A	N/A
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Hamilton Lane Strategic Opportunities 2016 Fund LP

All respondents listed below use the address of Hamilton Lane Strategic Opportunities 2016 Fund

LP

Hamilton Lane Strategic Opportunities 2016 Fund LP PA 19004
One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A
2016 GP LLC
US Sole General Partner
100% 1%

Hamilton Lane Strategic Opportunities

Mario L. Giannini US CEO of Parent Company
Atul Varna US CFO of Parent Company

Lydia Gavalis US VP and Secretary of Parent Company
Benjamin Mittman US Assistant Secretary of Parent Company
0% 0% 0% 0% 0% 0% 0% 0%

Adam Shane	US	Assistant Secretary of Parent Company	0%	0%
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³ The parties intend to amend the Applications to identify an officer or director of MetLife, Inc. that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

Hamilton Lane Strategic Opportunities 2016 GP LLC

All respondents listed below use the address of Hamilton Lane Strategic Opportunities 2016 GP

LLC

Hamilton Lane Strategic Opportunities 2016 GP LLC PA 19004
One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A

Hamilton Lane Advisors LLC US Sole Member 100% 100%
Mario L. Giannini US CEO of Parent Company 0% 0% 0% 0%
Hartley R. Rogers US Chairman of the Board of Parent
Company
Kevin J. Lucey US COO of Parent Company 0% 0% 0% 0% 0% 0%

Michael J. Koenig US Chief Client Officer of Parent
Company
Atul Varma US CFO of Parent Company

Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%
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Florida Growth Fund LLC

All respondents listed below use the address of Florida Growth Fund LLC

Florida Growth Fund LLC
One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004
US Respondent N/A N/A

Mario L. Giannini US CEO of Parent Company
Atul Varma US CFO of Parent Company
Lydia Gavalis US VP and Secretary of Parent Company
Benjamin Mittman US Assistant Secretary of Parent
Company
100% 2% 0% 0% 0% 0% 0% 0% 0% 0%

HL Florida Growth LLC US Sole unincorporated member

Adam Shane	US	Assistant Secretary of Parent Company	0%	0%
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HL Florida Growth LLC

All respondents listed below use the address of HL Florida Growth LLC

HL Florida Growth LLC PA 19004
One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A

Hamilton Lane Advisors LLC US Sole member 100% 100%
Mario L. Giannini US CEO of Parent Company
Hartley R. Rogers US Chairman of the Board of Parent Company
Kevin J. Lucey US COO of Parent Company

Michael J. Koenig US Chief Client Officer of Parent
Company
Atul Varma US CFO of Parent Company
0% 0% 0% 0%

0% 0% 0% 0% 0% 0%

Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%
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Hamilton Lane Advisors LLC

All respondents listed below use the address of Hamilton Lane Advisors LLC [REDACTED]

Hamilton Lane Advisors LLC

One Presidential Boulevard, Fourth Floor Bala Cynwyd,
PA 19004

US Respondent N/A N/A

Hamilton Lane Incorporated US Sole managing member
100% 64.6%

HLA Investments, LLC US Member 0% 19% HL Management Investors, LLC US Member 0% 7% Mario L.

Giannini US CEO 0% 0%

Hartley R. Rogers US Chairman of the Board 0% 0%

Kevin J. Lucey US COO 0% 0%

Michael J. Koenig US Chief Client Officer 0% 0%

Atul Varma US CFO 0% 0%

Lydia A. Gavalis	US	Secretary and GC	0%	0%
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Hamilton Lane Incorporated

All respondents listed below use the address of Hamilton Lane Incorporated [REDACTED]

Hamilton Lane Incorporated

PA 19004

One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A

HLA Investments, LLC US Stockholder 48% 19% HL Management Investors, LLC US Stockholder 14% 7%

Hartley R. Rogers US Director, Stockholder

Leslie F. Varon US Director, Stockholder

Mario L. Giannini US Director, Stockholder

37%⁴ 15%⁵ 20%⁶ 8%⁷ <1% <1%

David J. Berkman US Director, Stockholder

O. Griffith Sexton US Director, Stockholder

4% 2%⁸ 5% 2%⁹ <1% <1%

Erik R. Hirsch US Director, Stockholder

Atul Varma US CFO, Stockholder <1% <1%

Randy M. Stilman	US	Treasurer	<1%	<1% ¹⁰
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⁴ Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers as the managing member of its managing member.

⁵ Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers through his control of its managing member.

⁶ Represents shares held by Mr. Giannini directly in Hamilton Lane Incorporated, and held indirectly through Hamilton Lane Advisors, Inc., a corporation wholly owned and controlled by Mr. Giannini.

⁷ Represents shares held by Mr. Giannini directly in Hamilton Lane Incorporated, and held indirectly through Hamilton Lane Advisors, Inc., a corporation wholly owned and controlled by Mr. Giannini, and shares held by HLA Investments, LLC in which Mr. Giannini holds a pecuniary interest.

⁸ Percentage includes shares beneficially owned by HL Management Investors, LLC in which family trusts of which Mr. Sexton is the trustee hold a pecuniary interest. Mr. Sexton shares voting and dispositive power over those shares with his spouse.

⁹ Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Hirsch holds a pecuniary interest.

¹⁰ Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Stilman holds a pecuniary interest.

Kevin J. Lucey US Chief Operating Officer <1% <1%¹¹ 0% 0%
 Lydia A. Gavalis US General Counsel and Secretary
 Juan Delgado-Moreira US Vice Chairman <1% 2%

Michael T. Donohue	US	Controller and Managing Director	0%	0%
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HLA Investments, LLC

HLA Investments, LLC PA 19004
 One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A

HRHLA, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Sole Managing Member	78.5%	78.5%
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HRHLA, LLC

HRHLA, LLC PA 19004
 One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A

Hartley R. Rogers One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Managing Member	74%	74%
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¹¹ Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Lucey holds a pecuniary interest.

HL Management Investors, LLC

HL Management Investors, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004 US Respondent N/A N/A

Lydia A. Gavalis One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Secretary	0%	0%
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ICG North America Holdings Ltd (CYM)

All individual respondents listed below may be reached at the Respondent's address

ICG North America Holdings Ltd c/o Intermediate Capital Group
600 Lexington Ave, 19th Fl.
New York, NY 10022
600 Lexington Ave, 19th Fl.
New York, NY 10022
CYM Respondent N/A N/A US Stockholder 79.64%

ICG North American Private Debt Fund LP c/o Intermediate Capital Group
600 Lexington Ave, 19th Fl.
New York, NY 10022
79.64% JEY Stockholder 18.57% 18.57%

ICG Global Investment Jersey Limited c/o BNP Paribas
The Esplanade
St Helier
Jersey, JE1, 5BP

ICG Fund Advisors LLC US Investment Advisor 0% 0%

Brian Spenner US Director 0% 0% Andy Le Couilliard UK Director 0% 0% Julie Hughes CAN/CYM Director 0% 0%

Scott Dakers	UK	Director	0%	0%
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ICG North America Private Debt Fund LP

ICG North American Private Debt Fund LP c/o Intermediate Capital Group
600 Lexington Ave, 19th Fl.
New York, NY 10022
US Respondent N/A N/A

ICG North America Private Debt GP LP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Sole General Partner	100%	0%
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ICG North America Private Debt GP LP

ICG North American Private Debt GP LP c/o New York, NY 10022
Intermediate Capital Group US Respondent N/A N/A
600 Lexington Ave, 19th Fl.

ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Sole General Partner	100%	0%
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ICG North America Associates LLC

All individual respondents listed below may be reached at the Respondent's address

ICG North America Associates LLC c/o Intermediate England
Capital Group 600 Lexington Ave, 19th Fl. New York, NY US Respondent N/A N/A UK Sole Member 100% 100%
10022

ICG FMC Limited
c/o Intermediate Capital Group PLC Procession House,
55 Ludgate Hill London, EC4M 7JW

Benoit Durteste	US	Manager	0%	0%
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ICG FMC Limited

All individual respondents listed below may be reached at the Respondent's address

ICG FMC Limited
c/o Intermediate Capital Group PLC Procession House,
55 Ludgate Hill London, EC4M 7JW
England

Intermediate Capital Group PLC Procession House, 55
Ludgate Hill London, EC4M 7JW
England
UK Respondent N/A N/A UK Sole Owner 100% 100%

Benoit Durteste	US	Director	0%	0%
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Intermediate Capital Group PLC

All individual respondents listed below may be reached at the Respondent's address [REDACTED]

[REDACTED]
Intermediate Capital Group PLC Procession House, 55 England
Ludgate Hill London, EC4M 7JW UK Respondent N/A N/A

[REDACTED]
Antje Hensel-Roth UK Director, Chief People and 0% 0% 0% 0%
External Affairs
Officer
Lord Davies of Abersoch UK Director, Non Executive
Chairman

Stephen Welton	UK	Director	0%	0%
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ICG Fund Advisors LLC

All individual respondents listed below may be reached at the Respondent's address [REDACTED]

[REDACTED]
ICG Fund Advisors LLC c/o Intermediate Capital Group US Respondent N/A N/A US Sole Member 100% 100%
600 Lexington Ave, 19th Fl. New York, NY 10022

Intermediate Capital Group, Inc. c/o Intermediate Capital
Group 600 Lexington Ave, 19th Fl. New York, NY 10022

Peter Lin	US	Officer	0%	0%
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Intermediate Capital Group, Inc.

All individual respondents listed below may be reached at the Respondent's address [REDACTED]

[REDACTED]
Intermediate Capital Group, Inc. c/o Intermediate Capital US Respondent N/A N/A UK Stockholder 100% 100%
Group 600 Lexington Ave, 19th Fl. New York, NY 10022

ICG FMC Limited
c/o Intermediate Capital Group PLC Procession House,
55 Ludgate Hill London, EC4M 7JW
England

Andreas Mondovitz	GER	Officer	0%	0%
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Parties to the Application

This exhibit provides information pertaining to the proposed assignee, Alpha Media Licensee LLC.

ALPHA MEDIA LICENSEE LLC

Alpha Media LLC 1211 SW 5th
Avenue Suite 750

Portland, OR 97204
US Sole

Member/Manager
100 100

John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A
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ALPHA MEDIA LLC

Alpha Media USA LLC
1211 SW 5th Avenue
Suite 750

Portland, OR 97204

US Sole

Member/Manager
100 100

John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A
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ALPHA MEDIA USA LLC

New Alpha
1211 SW 5th Avenue Suite 750

Portland, OR 97204
US Sole

Member/Manager
100 100

John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A
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NEW APLHA

MetLife Private Equity Holdings, LLC c/o MetLife
Investment Management, LLC One MetLife Way
Whippany, NJ 07981

Hamilton Lane Strategic Opportunities 2016 Fund LP
One Presidential Boulevard, Fourth Floor Bala Cynwyd,
PA 19004

Florida Growth Fund LLC
One Presidential Boulevard, Fourth Floor Bala Cynwyd,
PA 19004

ICG North America Holdings Ltd. c/o Intermediate Capital
Group
600 Lexington Ave, 19th Fl.

21.3%

CYM Stockholder 5.4% 5.4% UK Stockholder 0.4% 0.4%

See Description of Transaction US Director 0% 0% See Description of Transaction US Director 0% 0% See Description of Transaction US Director 0% 0% See Description of Transaction US Director 0% 0%

See Description of Transaction	US	Director	0%	0%
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Error! Unknown document property name.

MetLife Private Equity

MetLife Investment Management, LLC	US	Investment Manager	100%	0%
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Dependent N/A N/A MetLife SP Holdings,

Metropolitan Life Insurance Company	US	Sole Member and Manager	100%	100%
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Metropolitan Life

MetLife, Inc.	US	Stockholder	100%	100%
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MetLife Investment Management

Management, LLC US Respondent N/A N/A

MetLife, Inc. US Sole Member 100% 100% Justin Ryvicker US Manager 0% 0% Atif Ahbab US Manager 0% 0%

David Yu	US	Manager	0%	0%
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² The parties intend to amend the Applications to identify an officer or director of Metropolitan Life Insurance Company that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

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MetLife, Inc. ³

MetLife, Inc.	US	Respondent	N/A	N/A
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Hamilton Lane Strategic Opportunities 2016 Fund LP

All respondents listed below use the address of Hamilton Lane Strategic Opportunities 2016 Fund LP

Hamilton Lane Strategic Opportunities 2016 Fund LP PA 19004
One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A
2016 GP LLC
US Sole General Partner
100% 1%

Hamilton Lane Strategic Opportunities

Mario L. Giannini US CEO of Parent Company
Atul Varna US CFO of Parent Company

Lydia Gavalis US VP and Secretary of Parent Company
Benjamin Mittman US Assistant Secretary of Parent Company
0% 0% 0% 0% 0% 0% 0% 0%

Adam Shane	US	Assistant Secretary of Parent Company	0%	0%
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Hamilton Lane Strategic Opportunities 2016 GP LLC

All respondents listed below use the address of Hamilton Lane Strategic Opportunities 2016 GP LLC

Hamilton Lane Strategic Opportunities 2016 GP LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd,

PA 19004

US Respondent N/A N/A

Hamilton Lane Advisors LLC US Sole Member 100% 100%
Mario L. Giannini US CEO of Parent Company 0% 0%

Hartley R. Rogers	US	Chairman of the Board of Parent Company	0%	0%
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³ The parties intend to amend the Applications to identify an officer or director of MetLife, Inc. that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

Error! Unknown document property name.
Kevin J. Lucey US COO of Parent Company Atul Varma US CFO of Parent Company
0% 0% 0% 0% 0% 0%
Michael J. Koenig US Chief Client Officer of Parent Company

Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%
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Error! Unknown document property name.

Florida Growth Fund LLC

All respondents listed below use the address of Florida Growth Fund LLC

Florida Growth Fund LLC
One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004
US Respondent N/A N/A

Mario L. Giannini US CEO of Parent Company
Atul Varma US CFO of Parent Company
Lydia Gavalis US VP and Secretary of Parent Company
Benjamin Mittman US Assistant Secretary of Parent Company
100% 2% 0% 0% 0% 0% 0% 0% 0% 0%

HL Florida Growth LLC US Sole unincorporated member

Adam Shane	US	Assistant Secretary of Parent Company	0%	0%
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HL Florida Growth LLC

All respondents listed below use the address of HL Florida Growth LLC

HL Florida Growth LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd,

PA 19004

US Respondent N/A N/A

Hamilton Lane Advisors LLC US Sole member 100% 100%
Mario L. Giannini US CEO of Parent Company 0% 0% 0% 0%
Hartley R. Rogers US Chairman of the Board of Parent
Company
Kevin J. Lucey US COO of Parent Company 0% 0% 0% 0% 0% 0%

Michael J. Koenig US Chief Client Officer of Parent
Company
Atul Varma US CFO of Parent Company

Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%
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Error! Unknown document property name.

Hamilton Lane Advisors LLC

All respondents listed below use the address of Hamilton Lane Advisors LLC [REDACTED]

[REDACTED]

Hamilton Lane Advisors LLC
One Presidential Boulevard, Fourth Floor Bala Cynwyd,
PA 19004
US Respondent N/A N/A

Hamilton Lane Incorporated US Sole managing member
100% 64.6%

HLA Investments, LLC US Member 0% 19% HL Management Investors, LLC US Member 0% 7% Mario L.
Giannini US CEO 0% 0%

Hartley R. Rogers US Chairman of the Board 0% 0%

Kevin J. Lucey US COO 0% 0%
Michael J. Koenig US Chief Client Officer 0% 0%

Atul Varma US CFO 0% 0%

Lydia A. Gavalis	US	Secretary and GC	0%	0%
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Error! Unknown document property name.

Hamilton Lane Incorporated

All respondents listed below use the address of Hamilton Lane Incorporated [REDACTED]

[REDACTED]

Hamilton Lane Incorporated PA 19004
One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A

HLA Investments, LLC US Stockholder 48% 19% HL Management Investors, LLC US Stockholder 14% 7%

Hartley R. Rogers US Director, Stockholder
 Mario L. Giannini US Director, Stockholder
 David J. Berkman US Director, Stockholder
 O. Griffith Sexton US Director, Stockholder
 Erik R. Hirsch US Director, Stockholder

Leslie F. Varon US Director, Stockholder
 37%⁴ 15%⁵ 20%⁶ 8%⁷ <1% <1%
 4% 2%⁸ 5% 2%⁹ <1% <1%

Atul Varma US CFO, Stockholder <1% <1%

Randy M. Stilman	US	Treasurer	<1%	<1% ¹⁰
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⁴ Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers as the managing member of its managing member.

⁵ Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers through his control of its managing member.

⁶ Represents shares held by Mr. Giannini directly in Hamilton Lane Incorporated, and held indirectly through Hamilton Lane Advisors, Inc., a corporation wholly owned and controlled by Mr. Giannini.

⁷ Represents shares held by Mr. Giannini directly in Hamilton Lane Incorporated, and held indirectly through Hamilton Lane Advisors, Inc., a corporation wholly owned and controlled by Mr. Giannini, and shares held by HLA Investments, LLC in which Mr. Giannini holds a pecuniary interest.

⁸ Percentage includes shares beneficially owned by HL Management Investors, LLC in which family trusts of which Mr. Sexton is the trustee hold a pecuniary interest. Mr. Sexton shares voting and dispositive power over those shares with his spouse.

⁹ Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Hirsch holds a pecuniary interest.

¹⁰ Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Stilman holds a pecuniary interest.

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Kevin J. Lucey US Chief Operating Officer <1% <1%¹¹ 0% 0%
 Lydia A. Gavalis US General Counsel and Secretary
 Juan Delgado-Moreira US Vice Chairman <1% 2%

Michael T. Donohue	US	Controller and Managing Director	0%	0%
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HLA Investments, LLC

HLA Investments, LLC PA 19004
 One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A

HRHLA, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Sole Managing Member	78.5%	78.5%
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HRHLA, LLC

HRHLA, LLC PA 19004
One Presidential Boulevard, Fourth Floor Bala Cynwyd, US Respondent N/A N/A

Hartley R. Rogers One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Managing Member	74%	74%
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¹¹ Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Lucey holds a pecuniary interest.

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HL Management Investors, LLC

HL Management Investors, LLC One Presidential US Respondent N/A N/A
Boulevard, Fourth Floor Bala Cynwyd, PA 19004

Lydia A. Gavalis One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Secretary	0%	0%
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ICG North America Holdings Ltd (CYM)

All individual respondents listed below may be reached at the Respondent's address

ICG North America Holdings Ltd c/o Intermediate Capital
Group
600 Lexington Ave, 19th Fl.
New York, NY 10022

ICG Fund Advisors LLC
c/o Intermediate Capital Group
600 Lexington Ave, 19th Fl.
New York, NY 10022
CYM Respondent N/A N/A US Stockholder 79.64%

ICG North American Private Debt Fund LP c/o
Intermediate Capital Group
600 Lexington Ave, 19th Fl.
New York, NY 10022

ICG Global Investment Jersey Limited c/o BNP Paribas 79.64% JEY Stockholder 18.57% 18.57%
The Esplanade
St Helier
Jersey, JE1, 5BP

US Investment Advisor 0% 0%

Brian Spenner US Director 0% 0% Andy Le Couilliard UK Director 0% 0% Julie Hughes CAN/CYM Director 0% 0%

Scott Dakers	UK	Director	0%	0%
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ICG North America Private Debt Fund LP

ICG North American Private Debt Fund LP c/o New York, NY 10022
Intermediate Capital Group US Respondent N/A N/A
600 Lexington Ave, 19th Fl.

ICG North America Private Debt GP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Sole General Partner	100%	0%
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ICG North America Private Debt GP LP

ICG North American Private Debt GP LP c/o New York, NY 10022
Intermediate Capital Group US Respondent N/A N/A
600 Lexington Ave, 19th Fl.

ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Sole General Partner	100%	0%
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ICG North America Associates LLC

All individual respondents listed below may be reached at the Respondent's address

ICG North America Associates LLC c/o Intermediate England
Capital Group 600 Lexington Ave, 19th Fl. New York, NY US Respondent N/A N/A UK Sole Member 100% 100%
10022

ICG FMC Limited
c/o Intermediate Capital Group PLC Procession House,
55 Ludgate Hill London, EC4M 7JW

Benoit Durteste	US	Manager	0%	0%
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ICG FMC Limited

All individual respondents listed below may be reached at the Respondent's address

ICG FMC Limited
c/o Intermediate Capital Group PLC Procession House,
55 Ludgate Hill London, EC4M 7JW
England

Intermediate Capital Group PLC Procession House, 55
Ludgate Hill London, EC4M 7JW
England
UK Respondent N/A N/A UK Sole Owner 100% 100%

Benoit Durteste	US	Director	0%	0%

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Intermediate Capital Group PLC

All individual respondents listed below may be reached at the Respondent's address

Intermediate Capital Group PLC Procession House, 55 England
Ludgate Hill London, EC4M 7JW UK Respondent N/A N/A

Antje Hensel-Roth UK Director, Chief People and External Affairs
Officer
Lord Davies of Abersoch UK Director, Non Executive
Chairman

Stephen Welton	UK	Director	0%	0%

ICG Fund Advisors LLC

All individual respondents listed below may be reached at the Respondent's address

ICG Fund Advisors LLC c/o Intermediate Capital Group US Respondent N/A N/A US Sole Member 100% 100%
600 Lexington Ave, 19th Fl. New York, NY 10022

Intermediate Capital Group, Inc. c/o Intermediate Capital
Group 600 Lexington Ave, 19th Fl. New York, NY 10022

Peter Lin	US	Officer	0%	0%
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Intermediate Capital Group, Inc.

All individual respondents listed below may be reached at the Respondent's address [REDACTED]

Intermediate Capital Group, Inc. c/o Intermediate Capital US Respondent N/A N/A UK Stockholder 100% 100%
Group 600 Lexington Ave, 19th Fl. New York, NY 10022

ICG FMC Limited
c/o Intermediate Capital Group PLC Procession House,
55 Ludgate Hill London, EC4M 7JW
England

[REDACTED]				
Andreas Mondovitz	GER	Officer	0%	0%

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Alien Ownership Exhibit

Pursuant to Section 1.3 of the Commission's rules, the Alpha Licensees respectfully seek a temporary and limited waiver of Section 1.5000(a)(1) of the Commission's rules to the extent necessary. Grant of this waiver will permit the Alpha Debtors to emerge from bankruptcy before filing any petition for declaratory ruling that may be required with respect to foreign ownership exceeding the cap contained in Section 310(b)(4) of the Communications Act, as detailed in the Description of Transaction and accompanying waiver request.

Waiver Exhibit

Please see Description of Transaction exhibit.

Multiple Ownership

The instant application is one of two concurrently filed applications on FCC Form 2100, Schedule 314 which collectively seek Commission consent to the assignment of the more than 200 radio stations controlled by Alpha Media Holdings LLC ("Alpha") as debtor-in-possession to license subsidiaries of Alpha upon emergence from bankruptcy.

I. Overview

Alpha's emergence from bankruptcy will not create any new combination of stations in any given local radio market, and no party to this application holds any other attributable media interests. This exhibit consists of demonstrations of continued compliance of existing Alpha station combinations with the local radio ownership rule (Alpha's operations do not trigger any other of the FCC's multiple ownership rules). Section II addresses Alpha stations assigned to Nielsen Metro markets. Section III addresses contour overlap combinations that include stations that are neither "home" to nor geographically within any Nielsen Metro market. These contour overlap combinations are analyzed in detail in the Contour Report of Guest Technology, LLC attached hereto.

II. Nielsen Metro Showings

1. Amarillo, TX

Alpha owns the following 3 FM and 1 AM stations that are “home” to and licensed to communities geographically within the Amarillo, TX Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KGNC	AM	63159	Amarillo	TX	Amarillo, TX
KGNC-FM	FM	63161	Amarillo	TX	Amarillo, TX
KXGL	FM	39781	Amarillo	TX	Amarillo, TX
KVWE	FM	39892	Amarillo	TX	Amarillo, TX

As demonstrated in the BIA printout attached, the Amarillo Metro contains 35 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha’s common ownership of 3 FM stations and 1 AM stations in the market complies with Section 73.3555(a) of the Commission’s rules.

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2. Anchorage, AK

Alpha owns the following 4 FM and 2 AM stations which are “home” to and licensed to communities geographically within the Anchorage, AK Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KBRJ	FM	60915	Anchorage	AK	Anchorage, AK
KEAG	FM	28648	Anchorage	AK	Anchorage, AK
KFQD	AM	52675	Anchorage	AK	Anchorage, AK
KHAR	AM	60914	Anchorage	AK	Anchorage, AK
KMXS	FM	52677	Anchorage	AK	Anchorage, AK

KWHL	FM	52672	Anchorage	AK	Anchorage, AK
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As demonstrated in the BIA printout attached, the Anchorage Metro contains 31 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 4 FM stations and 2 AM station in the market complies with Section 73.3555(a) of the Commission's rules.

3. Bakersfield, CA

Alpha owns the following 3 FM and 1 AM stations which are "home" to and licensed to communities geographically within the Bakersfield, CA Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KKBB	FM	7720	Bakersfield	CA	Bakersfield, CA
KLLY	FM	7709	Oildale	CA	Bakersfield, CA
KNZR	AM	7715	Bakersfield	CA	Bakersfield, CA
KNZR-FM	FM	8109	Shaffer	CA	Bakersfield, CA

As demonstrated in the BIA printout attached, the Bakersfield Metro contains 51 full power radio stations, allowing common ownership of 8 stations, no more than 5 of which may be in the same service. Therefore, Alpha's common ownership 3 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission's rules.

4. Canton, OH

Alpha owns 1 FM and 1 AM station which are "home" to and licensed to communities geographically within the Canton, OH Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WHBC	AM	4489	Canton	OH	Canton, OH
WHBC-FM		4488	Canton	OH	Canton, OH

Common ownership of a single AM station and a single FM station is permissible in any market; thus, Alpha's proposed ownership of WHBC(AM) and WHBC-FM complies with the Section 73.3555(a) of the Commission's rules.

5. Chicago, IL

Alpha owns the following 4 FM and 3 AM stations which are “home” to and licensed to communities geographically within the Chicago, IL Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WERV-FM		73171	Aurora	IL	Chicago, IL
WCCQ	FM	10677	Crest Hill	IL	Chicago, IL
WJOL	AM	62235	Joliet	IL	Chicago, IL
WSSR	FM	62240	Joliet	IL	Chicago, IL
WKRS	AM	10450	Waukegan	IL	Chicago, IL
WXLC	FM	10451	Waukegan	IL	Chicago, IL
WLIP	AM	28478	Kenosha	WI	Chicago, IL

As demonstrated in the BIA printout attached, the Chicago Metro contains 137 full power radio stations, allowing common ownership of eight stations, no more than five of which may be in the same service. Therefore, Alpha’s common ownership of 4 FM stations and 3 AM stations in the market complies with Section 73.3555(a) of the Commission’s rules.

6. Columbia, SC

Alpha owns the following 4 FM and 1 AM stations which are “home” to and licensed to communities geographically within the Columbia, SC Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WARQ	FM	58400	Columbia	SC	Columbia, SC
WHXT	FM	50522	Orangeburg	SC	Columbia, SC
WMFX	FM	19471	St. Andrews	SC	Columbia, SC
WPCO	AM	73370	Columbia	SC	Columbia, SC
WWDM	FM	58398	Sumter	SC	Columbia, SC
WSCZ	FM	54576	Winnsboro	SC	Columbia, SC

As demonstrated in the BIA printout attached, the Columbia Metro contains 30 full power radio stations, allowing common ownership of eight stations, no more than five of which may be in the same service. Therefore, Alpha’s common ownership 4 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission’s rules. Certain of these stations have overlapping principal community contours with Alpha station WSCZ(FM), as addressed in the Contour Report.

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7. Dallas-Ft. Worth, TX

Alpha owns 1 FM station that is “home” to the Dallas-Ft. Worth, TX Metro as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KLAK	FM	36265	Tom Bean	TX	Dallas-Ft. Worth, TX

Alpha’s ownership of this single FM station in the Dallas-Ft. Worth Metro complies with the local radio ownership rule. KLAK(FM), however, is licensed to a community outside the Dallas-Ft. Worth Metro. A contour overlap showing relating to KLAK(FM), together with two overlapping non-Metro stations, KMKT(FM), Bells, TX (Fac. ID 77588) and KMAD-FM is analyzed in the Contour Report.

8. Dayton, OH

Alpha owns the following 4 FM and 1 AM stations which are “home” to and licensed to communities geographically within the Dayton, OH Nielsen Metro, as reported by BIA.

Calls	AM/FM		City	ST	Nielsen Metro
WDHT	FM	60252	Urbana	OH	Dayton, OH
WGTZ	FM	25043	Eaton	OH	Dayton, OH
WING	AM	25039	Dayton	OH	Dayton, OH
WCLI-FM	FM	10113	Enon	OH	Dayton, OH
WROU-FM		26451	West Carrollton	OH	Dayton, OH

As demonstrated in the BIA printout attached, the Dayton Metro contains 38 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha’s common ownership of 4 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission’s rules.

9. Des Moines, IA

Alpha owns 1 FM and 1 AM station which are “home” to and licensed to communities geographically within the Des Moines, IA Nielsen Metro as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KCOB	AM	9900	Newton	IA	Des Moines, IA

KCOB-FM	FM	9899	Newton	IA	Des Moines, IA
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Common ownership of a single AM station and a single FM station is permissible in any market; thus, Alpha's proposed ownership of KCOB(AM) and KCOB-FM complies with Section 73.3555(a) of the Commission's rules. KCOB(AM) and KCOB-FM have overlapping principal

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community contours with Alpha stations in Grinnell, IA which are licensed outside of any Metro. This station combination is addressed in the Contour Report.

10. Fredericksburg, VA

Alpha owns the following 3 FM and 1 AM stations which are "home" to and licensed to communities geographically within the Fredericksburg, VA Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WFLS-FM	FM	65641	Fredericksburg	VA	Fredericksburg, VA
WNTX	AM	65640	Fredericksburg	VA	Fredericksburg, VA
WVBX	FM	22484	Spotsylvania	VA	Fredericksburg, VA
WWUZ	FM	55174	Bowling Green	VA	Fredericksburg, VA

As demonstrated in the BIA printout attached, the Fredericksburg Metro contains 15 full power radio stations, allowing common ownership of 6 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership 3 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission's rules.

11. Hagerstown-Chambersburg-Waynesboro, MD/PA

Alpha owns the following 3 FM and 2 AM stations which are "home" to and licensed to communities geographically within the Hagerstown-Chambersburg-Waynesboro, MD/PA Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WCHA	AM	10110	Chambersburg	PA	Hagerstown Chambersburg Waynesboro, MD/PA
WDLN	FM	23469	Halfway		Hagerstown Chambersburg Waynesboro, MD/PA

WHAG	AM	23466	Halfway		Hagerstown Chambersburg Waynesboro, MD/PA
WIKZ	FM	10108	Chambersburg	PA	Hagerstown Chambersburg Waynesboro, MD/PA
WQCM	FM	25128	Greencastle	PA	Hagerstown Chambersburg Waynesboro, MD/PA

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As demonstrated in the BIA printout attached, the Hagerstown-Chambersburg-Waynesboro, MD/PA Metro contains 20 full power radio stations, allowing common ownership of 6 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 3 FM stations and 2 AM stations in the market complies with Section 73.3555(a) of the Commission's rules.

12. Jackson, MS

Alpha owns the following 3 FM and 3 AM stations, and has an attributable interest in 1 FM station through a Time Brokerage Agreement, which are "home" to and licensed to communities geographically within the Jackson, MS Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WJMI	FM	50409	Jackson	MS	Jackson, MS
WJNT	AM	7691	Pearl	MS	Jackson, MS
WJQS	AM	50409	Jackson	VA	Jackson, MS
WKXI-FM	FM	50407	Magee	MS	Jackson, MS
WOAD	AM	50404	Jackson	MS	Jackson, MS
WRKS	FM	29512	Pickens	MS	Jackson, MS
WJXN-FM	FM	72818	Utica	MS	Jackson, MS (TBA)

As demonstrated in the BIA printout attached, the Jackson, MS Metro contains 33 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha's attributable interest in 4 FM stations and 3 AM stations in the market complies with Section 73.3555(a) of the Commission's rules.

13. Lincoln, NE

Alpha owns the following 4 FM and 2 AM stations which are “home” to the Lincoln, NE Nielsen Metro:

Calls	AM/FM		City	ST	Nielsen Metro
KTGL	FM	53141	Beatrice	NE	Lincoln, NE
KIBZ	FM	640	Crete	NE	Lincoln, NE
KFOR	AM	34436	Lincoln	NE	Lincoln, NE
KFRX	FM	57287	Lincoln	NE	Lincoln, NE
KLMS	AM	54708	Lincoln	NE	Lincoln, NE
KZKX	FM	53143	Seward	NE	Lincoln, NE

As demonstrated in the BIA printout attached, the Lincoln Metro contains 16 full power radio stations, allowing common ownership of 6 stations, no more than 4 of which may be in the same service. Therefore, Alpha’s common ownership 4 FM stations and 2 AM stations in the market complies with Section 73.3555(a) of the Commission’s rules.

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Three of the Alpha stations listed above—KIBZ(FM), Crete, NE, KTGL(FM), Beatrice, NE and KZKX(FM), Seward, NE—are “home” to the Lincoln Metro but are licensed to communities geographically outside the Metro. The accompanying Contour Report demonstrates that Alpha’s ownership of the above combination of stations in the Lincoln, NE market also complies with the radio ownership limits under the Commission’s interim contour methodology.

14. Louisville, KY

Alpha owns the following 5 FM stations which are “home” to and licensed to communities geographically within the Louisville, KY Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WDJX	FM	55498	Louisville	KY	Louisville, KY
WGBZ-FM	FM	53202	Lanesville	IN	Louisville, KY
WGHL	FM	51704	Shepherdsville	KY	Louisville, KY
WMJM	FM	10322	Jeffersontown	KY	Louisville, KY
WXMA	FM	37236	Louisville	KY	Louisville, KY

As demonstrated in the BIA printout attached, the Louisville, KY Metro contains 47 full power

radio stations, allowing common ownership of 8 stations, no more than 5 of which may be in the same service. Therefore, Alpha's common ownership of 5 FM stations in the market complies with Section 73.3555(a) of the Commission's rules.

15. Lubbock, TX

Alpha owns the following 4 FM stations which are "home" to the Lubbock, TX Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KBTE	FM	1302	Tulia	TX	Lubbock, TX
KLLL-FM	FM	36954	Lubbock	TX	Lubbock, TX
KMMX	FM	86	Tahoka	TX	Lubbock, TX
KONE	FM	26519	Lubbock	TX	Lubbock, TX

As demonstrated in the BIA printout attached, the Lubbock, TX Metro contains 31 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 4 FM stations in the market complies with Section 73.3555(a) of the Commission's rules. As stations KBTE(FM) and KMMX(FM) are not licensed to communities within the Lubbock, TX Nielsen Metro, they are also addressed in the Contour Report.

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16. Milwaukee-Racine, WI

Alpha owns 1 FM station that is "home" to and geographically within the Milwaukee Racine, WI Metro as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WIIL	FM	28473	Union Grove	WI	Milwaukee-Racine, WI

Alpha's ownership of this single FM station in the Milwaukee-Racine Metro complies with the Section 73.3555(a) of the Commission's rules.

17. Palm Springs, CA

Alpha owns the following 4 FM and 2 AM stations which are "home" to and licensed to

communities geographically within the Palm Springs, CA Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KCLB-FM	FM	12131	Coachella	CA	Palm Springs, CA
KKUU	FM	11658	Indio	CA	Palm Springs, CA
KNWQ	AM	72030	Palm Springs	CA	Palm Springs, CA
KNWZ	AM	12130	Coachella	CA	Palm Springs, CA
KPSI-FM	FM	35497	Palm Springs	CA	Palm Springs, CA
KDES-FM	FM	24253	Cathedral City	CA	Palm Springs, CA

As demonstrated in the BIA printout attached, the Palm Springs Metro contains 32 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 4 FM and 2 AM stations in the market complies with Section 73.3555(a) of the Commission's rules.

18. Portland, OR

Alpha owns the following 4 FM and 2 AM stations which are "home" to and licensed to communities geographically within the Portland, OR Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KBFF	FM	949	Portland	OR	Portland, OR
KINK	FM	53068	Portland	OR	Portland, OR
KUFO	AM	26926	Portland	OR	Portland, OR
KUPL	FM	4114	Portland	OR	Portland, OR
KXL-FM	FM	26932	Portland	OR	Portland, OR
KXTG	AM	948	Portland	OR	Portland, OR

As demonstrated in the BIA printout attached, the Portland, OR Metro contains 63 full power radio stations, allowing common ownership of 8 stations, no more than 5 of which may be in the

19. Saginaw-Bay City-Midland, MI

Alpha owns the following 4 FM stations and 1 AM station which are “home” to and licensed to communities within the Saginaw-Bay City-Midland, MI Nielsen Metro:

Calls	AM/FM		City	ST	Nielsen Metro
WSGW-FM		41842	Carrollton	MI	Saginaw-Bay City Midland, MI
WCEN-FM	FM	60787	Hemlock	MI	Saginaw-Bay City Midland, MI
WGER	FM	20384	Saginaw	MI	Saginaw-Bay City Midland, MI
WSGW	AM	22674	Saginaw	MI	Saginaw-Bay City Midland, MI
WTLZ	FM	74093	Saginaw	MI	Saginaw-Bay City Midland, MI

As demonstrated in the BIA printout attached, the Saginaw-Bay City-Midland Metro contains 25 full power radio stations, allowing common ownership of 6 stations, no more than 4 of which may be in the same service. Therefore, common ownership by Alpha of 4 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission’s rules.

20. Salt Lake City, UT

Alpha owns the following 2 FM stations and 1 AM station which are “home” to the Salt Lake City, UT Nielsen Metro:

Calls	AM/FM		City	ST	Nielsen Metro
KDUT	FM	88272	Randolph	UT	Salt Lake City, UT
KTUB	AM	69557	Centerville	UT	Salt Lake City, UT
KBMG	FM	20029	Evanston		Salt Lake City, UT

As demonstrated in the BIA printout attached, the Salt Lake City, UT Metro contains 62 full power radio stations, allowing common ownership of 8 stations, no more than 5 of which may be in the same service. Therefore, Alpha’s common ownership of 2 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission’s rules. Stations KBMG(FM) and KDUT(FM) are licensed to communities outside of the Salt Lake City, UT Nielsen Metro, and are addressed in the Contour Report.

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21. San Antonio, TX

Alpha owns the following 4 FM and 3 AM stations which are “home” to and licensed to communities geographically within the San Antonio, TX Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KJXX	FM	71086	San Antonio	TX	San Antonio, TX
KLEY-FM	FM	55414	Jourdanton	TX	San Antonio, TX
KSAH	AM	23072	Universal City	TX	San Antonio, TX
KSAH-FM	FM	83596	Pearsall	TX	San Antonio, TX
KTFM	FM	2543	San Antonio	TX	San Antonio, TX
KTSA	AM	71087	San Antonio	TX	San Antonio, TX
KZDC	AM	65330	San Antonio	TX	San Antonio, TX

As demonstrated in the BIA printout attached, the San Antonio, TX Metro contains 61 full power radio stations, allowing common ownership of 8 stations, no more than 5 of which may be in the same service. Therefore, Alpha’s common ownership of 4 FM and 3 AM stations in the market complies with Section 73.3555(a) of the Commission’s rules. Certain of the principal community contours of these stations overlap with Alpha station KHHL(FM), Karnes City, TX, which is outside of any Nielsen Metro, as addressed in the Contour Report.

22. San Francisco and San Jose, CA

Alpha owns 2 FM stations that are “home” to and licensed to communities geographically within the San Francisco Metro and 3 FM stations “home” to and licensed to communities geographically within the San Jose Metro as reported by BIA. By virtue of the San Jose Metro’s embedded status, Alpha owns a total of 5 FM stations in the San Francisco Metro.

Calls	AM/FM		City	ST	Nielsen Metro
KUIC	FM	54261	Vacaville	CA	San Francisco, CA
KKIQ	FM	67818	Livermore	CA	San Francisco, CA
KKDV	FM	3602	Walnut Creek	CA	San Francisco, CA
KEZR	FM	1176	San Jose	CA	San Jose, CA
KBAY	FM	35401	Gilroy	CA	San Jose, CA

As demonstrated in the BIA printout attached, the San Jose Metro contains 26 full power radio stations, allowing common ownership of 6 stations, no more than 4 of which may be in the same service. Therefore, common ownership of Alpha's 2 FM stations in the San Jose Metro complies with Section 73.3555(a) of the Commission's rules.

As demonstrated in BIA printout attached, the San Francisco Metro contains 115 full power radio stations, allowing common ownership of 8 stations, no more than 5 of which may be in the same service. Therefore, Alpha's common ownership of 5 FM stations in the San Francisco

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Metro (including Alpha's two stations in the embedded San Jose Metro) complies with Section 73.3555(a) of the Commission's rules.

23. Savannah, GA

Alpha owns the following 4 FM and 3 AM stations which are either "home" to or licensed to communities geographically within the Savannah, GA Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WFXH-FM	FM	48367	Hilton Head Island	SC	Savannah, GA
WGCO	FM	11674	Midway	GA	Savannah, GA
WUBB	FM	16844	Bluffton	SC	Savannah, GA
WXYX	FM	54805	Rincon	GA	Savannah, GA

As demonstrated in the BIA printout attached, the Savannah, GA Metro contains 23 full power radio stations, allowing common ownership of 6 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 4 FM stations in the market complies with Section 73.3555(a) of the Commission's rules. Certain of the principal community contours of these stations overlap with Alpha stations WHHW(AM), Hilton Head Island, SC and WRWN(FM), Port Royal, SC, which are outside of any Nielsen Metro, as addressed in the Contour Report.

24. Shreveport, LA

Alpha owns the following 4 FM and 1 AM stations which are "home" to and licensed to communities geographically within the Shreveport, LA Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KBTT	FM	9221	Haughton	LA	Shreveport, LA
KOKA	AM	9222	Shreveport	LA	Shreveport, LA
KDKS-FM	FM	16436	Blanchard	LA	Shreveport, LA

KTAL-FM	FM	33728	Texarkana	TX	Shreveport, LA
KLKL	FM	13802	Minden	LA	Shreveport, LA

As demonstrated in the BIA printout attached, the Shreveport, LA Metro contains 32 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 4 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission's rules.

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25. St. Louis, MO

Alpha owns 1 AM station that is "home" to and geographically within the St. Louis, MO Metro as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KJFF	AM	35532	Festus		St. Louis, MO

Alpha's ownership of this single AM station in the St. Louis, MO Metro complies with the local Section 73.3555(a) of the Commission's rules. The principal community contour of this station overlaps with those of Alpha stations KREI(AM) and KTJJ(FM), Farmington, MO as addressed in the Contour Report.

26. Topeka, KS

Alpha owns the following 3 FM and 1 AM stations which are "home" to and licensed to communities geographically within the Topeka, KS Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
WIBW	AM	63169	Topeka	KS	Topeka, KS
WIBW-FM	FM	63174	Topeka	KS	Topeka, KS
KTPK(FM)	FM	67334	Topeka	KS	Topeka, KS
KSAJ-FM	FM	18055	Burlingame	KS	Topeka, KS

As demonstrated in the BIA printout attached, the Topeka, KS Metro contains 16 full power

radio stations, allowing common ownership of 6 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 3 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission's rules.

27. Tyler-Longview, TX

Alpha owns the following 3 FM stations which are "home" to and licensed to communities geographically within the Tyler-Longview, TX Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KOOI	FM	70740	Jacksonville	TX	Tyler-Longview, TX
KYKX	FM	54844	Longview	TX	Tyler-Longview, TX
KKUS	FM	68651	Tyler	TX	Tyler-Longview, TX

As demonstrated in the BIA printout attached, Tyler-Longview, TX Metro contains 35 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 3 FM stations in the market complies with Section 73.3555(a) of the Commission's rules. The principal community contour

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of these stations overlaps with those of Alpha stations KOYE(FM), Frankston, TX; and KTLH(FM), Hallsville, TX, as addressed in the Contour Report.

28. Victor Valley, CA

Alpha owns the following 2 FM and 1 AM stations which are "home" to and licensed to communities geographically within the Victor Valley Nielsen Metro, as reported by BIA:

Calls	AM/FM		City	ST	Nielsen Metro
KDGL	FM	14058	Yucca Valley	CA	Victor Valley, CA
KNWH	AM	67028	Yucca Valley	CA	Victor Valley, CA
KCLZ	FM	183327	29 Palms Base	CA	Victor Valley, CA

As demonstrated in the BIA printout attached, the Victor Valley, CA Metro contains 37 full power radio stations, allowing common ownership of 7 stations, no more than 4 of which may be in the same service. Therefore, Alpha's common ownership of 2 FM stations and 1 AM station in the market complies with Section 73.3555(a) of the Commission's rules.

III. Combinations Involving Non-Metro Stations

Numerous of the Alpha stations being acquired by Alpha are not "home" to or geographically located within any Nielsen Metro market. The contour-defined "markets" and

the Alpha stations involved are listed below and analyzed in detail in the attached Contour Report prepared by Guest Technology. As demonstrated therein, each of the combinations complies with the local radio ownership rule.