



## 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: **0000138678** Submit Date: **03/11/2021** Lead Call Sign: **KHAR** 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** Assignment of Authorization K285GL 156451 MDL K277CX

147527 MDL

K279AP 152444 MDL

K291CH 156984 MDL

K227CY 156362 MDL

W242BY 145587 MDL

K286CA 138704 MDL

K296GK 140646 MDL

W292EX 85887 MDL

K232ED 139114 MDL

W278BW 155142 MDL

W259CL 142011 MDL

K244EG 139580 MDL

K233DB 142569 MDL

K279CO 145443 MDL

K248DE 147975 MDL

K260CE 156991 MDL

KHAR 60914 MPT

W248DH 202764 MDL

## Assignments Type

### Authorizations to be Assigned

W235CH 142014 MDL

K221BI 28633 MDL

W243BS 142774 MDL

W297CQ 202758 MDL

K232CX 14059 MDL

W245AH 139924 MDL

K292FY 139586 MDL

W241CV 153405 MDL

K257GU 202765 MDL

W243EO 202766 MDL

K279CI 156836 MDL

K284CR 20995 MDL

K280CV 14060 MDL

K269FT 144004 MDL

K279BG 139589 MDL

### Total

### 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** KHAR 60914 0000138678 AM ANCHORAGE, AK  
KDUT-FM3 123370 0000138679 FB OGDEN, UT K232ED 139114 0000138680 FX WENATCHEE, WA  
W292EX 85887 0000138681 FX JACKSON, MS K296GK 140646 0000138682 FX SAN ANTONIO, TX  
K291CH 156984 0000138683 FX TYLER, TX W243EO 202766 0000138684 FX FRANKENMUTH, MI  
W235CH 142014 0000138685 FX ST. MATTHEWS, SC W278BW 155142 0000138686 FX JACKSON, MS  
K233DB 142569 0000138687 FX SAN ANTONIO, TX W245AH 139924 0000138688 FX JACKSON, MS  
K279CO 145443 0000138689 FX YUCCA VALLEY, CA  
KDUT-FM2 122078 0000138690 FB SALT LAKE CITY, UT K285GL 156451 0000138691 FX TOPEKA, KS  
KKIQ-FM2 67820 0000138692 FB TRACY, CA KDUT-FM1 122076 0000138693 FB BOUNTIFUL, UT  
W297CQ 202758 0000138694 FX SPRINGFIELD, OH K248DE 147975 0000138695 FX AMARILLO, TX  
K286CA 138704 0000138696 FX EAST WENATCHEE, WA KKIQ-FM1 67660 0000138697 FB HAYWARD, CA  
K260CE 156991 0000138698 FX LONGVIEW, TX KBMG-FM4 161733 0000138699 FB OGDEN, UT K221BI  
28633 0000138700 FX WENATCHEE, WA W259CL 142011 0000138701 FX COLUMBIA, SC KBMG-FM3  
161809 0000138702 FB PROVO, UT K277CX 147527 0000138703 FX TERRELL WELLS, TX KDUT-FM5  
131424 0000138704 FB PROVO, UT KKDV-FM3 36033 0000138705 FB MARTINEZ, CA K279BG 139589  
0000138706 FX ANCHORAGE, AK KSAH-FM1 161921 0000138707 FB PEARSALL, TX W241CV 153405  
0000138708 FX HILTON HEAD ISLAND, SC K244EG 139580 0000138709 FX ANCHORAGE, AK W242BY  
145587 0000138710 FX CHAMBERSBURG, PA K257GU 202765 0000138711 FX CAMERON, MO K280CV  
14060 0000138712 FX CATHEDRAL CITY, CA KUIC-FM2 54262 0000138713 FB VALLEJO, CA KDGL-FM1  
93956 0000138714 FB PALM SPRINGS, CA K269FT 144004 0000138715 FX HOQUIAM, WA K227CY  
156362 0000138716 FX SHREVEPORT, LA W243BS 142774 0000138717 FX FREDERICKSBURG, VA  
K292FY 139586 0000138718 FX ANCHORAGE, AK K279AP 152444 0000138719 FX BETHANY, MO KBMG-  
FM2 161730 0000138720 FB SALT LAKE CITY, UT K284CR 20995 0000138721 FX PALM SPRINGS, CA  
K279CI 156836 0000138722 FX LONGVIEW, TX K232CX 14059 0000138723 FX DESERT HOT SPRINGS,  
CA KBMG-FM1 161732 0000138724 FB BOUNTIFUL, UT W248DH 202764 0000138725 FX JOLIET, IL

## **Assignment Questions**

## **Assignor Information 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 channelnoncommercial 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 analysisforth 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 inthe 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

+1 (202) 719-3360 kkirby@wiley.law Legal Repr

**Assignor Legal**

Section Question Response

**Certifications**

Agreements for Sale /Transfer of Station

Assignor certifies that:

- (i) it has placed in Assignor's public inspection file(s) and submitted to the Commission as an Exhibit to this application copies of all agreements for the 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 and regulations.

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

No

**Other Authorizations**

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

Assignor certifies that neither licensee/permittee 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

Assignor certifies that, with respect to the Assignor 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.

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 issuance of the construction permit for the station being assigned, where that permit was acquired in an auction through the use of a bidding credit or other special measure.

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

**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**

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.	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)

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

### Changes in Interest Certification

### Parties to the Application (0)

### Parties to the Application Certification

### Assignee Legal Certifications

#### 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, location identifiers of all other broadcast stations in which Assignee's 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 or 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 the 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.

Does the Assignee claim status as an "eligible entity," that is, an entity that qualifies as a small business under the Small Business Administration standards for its industry grouping (as set forth in 13 C.F.R. 121.101) and holds

- (1) 30 percent or more of the stock or partnership interests or 10 percent or more of the voting power of the corporation or partnership that owns the media outlet; or
- (2) 15 percent or more of the stock or partnership interests or 5 percent of the voting power of the corporation or partnership that owns the media outlet, provided that no other person or entity owns or controls more than 25 percent of the outstanding stock or partnership interests and that no other person or entity owns or controls more than 50 percent of the voting power of the corporation that owns the media outlet (if such corporation is a publicly traded company).

Does this assignment include a grandfathered cluster of stations?

**Agreements for Sale No**

**Other Authorizations**

**Multiple Ownership Yes**

Yes

Yes

No

No

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.

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

N/A

**Acquisition of Control**

**Character Issues** Yes

**Adverse Findings** Yes **Financial Qualifications** Yes

**Program Service Certification**  
Yes

**Auction Authorization** N/A

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

**Question**  
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))

**Rebroadcast**

- 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 vointerest, is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any entitorganized 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 respQuestion 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?

#### Question Response

#### Certifications for K232ED

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 28635

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

#### Rebroadcast Question Response

## **Certifications for W292EX**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 50409

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K296GK**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 71087

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person



or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K291CH**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 54844

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W243EO**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 22674

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W235CH**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 58400

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W278BW**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 50404

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does

Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K233DB**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 65330

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W245AH**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 7691

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K279CO**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 67028

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K285GL**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 63169

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W297CQ**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 25039

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical

assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K248DE**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 63159

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Certifications for Question Response**

### **K286CA**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 28635

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K260CE**

For applicants proposing rebroadcasts who are not the licensee of the  
Yes

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 1247

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
N/A

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K221BI**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 28635

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W259CL**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 58400

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K277CX**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.



Primary station proposed to be rebroadcast; facility ID: 2543

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K279BG**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 52675

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

**Rebroadcast**  
**Question Response**

**Certifications for W241CV**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 48366

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

**Rebroadcast**  
**Question Response**

**Certifications for K244EG**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 60914

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the

commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W242BY**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 10110

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K257GU**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 50744

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the

commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K280CV**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 11658

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K269FT**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 52674

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K227CY**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 9222

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W243BS**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 65640

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K292FY**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 52672

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

**Rebroadcast**  
**Question Response**

**Certifications for K279AP**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 31004

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

**Rebroadcast**  
**Question Response**

**Certifications for K284CR**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 12130

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for K279CI**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 54844

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Certifications for Question Response**

### **K232CX**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 72030

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the



commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Rebroadcast Question Response**

### **Certifications for W248DH**

For applicants proposing rebroadcasts who are not the licensee of the  
N/A

primary station, the applicant certifies that written authority has been obtained from the licensee of the station whose programs are to be retransmitted.

Primary station proposed to be rebroadcast; facility ID: 62235

Applicant certifies that it is not the licensee or permittee of the commercial  
N/A

primary station being rebroadcast and that neither it nor any parties to the application have any interest in or connection with the commercial primary station being rebroadcast. See 47 C.F.R. Section 74.1232(d).

Applicant certifies that the FM translator's (a) 1 mV/m coverage contour does  
Yes

not extend beyond the protected contour of the commercial FM primary station to be rebroadcast, or (b) entire 1 mV/m coverage contour is contained within the greater of either: (i) the 2 mV/m daytime contour of the commercial AM primary station to be rebroadcast, or (ii) a 25-mile radius centered at the commercial AM primary station's transmitter site.

Applicant certifies that it is in compliance with 47 C.F.R. Section 74.1232(e),  
N/A

which prohibits a FM translator station whose coverage contour extends beyond the protected contour of the commercial FM primary station being rebroadcast, from receiving support (except for specified technical assistance), before, during, or after construction, directly or indirectly, from the primary station, or any person or entity having any interest in, or connection with, the primary station.

## **Assignee Section Question Response**

### **Certification General Certification Statements**

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

**Authorized Party to Sign**

The Assignee certifies that neither the Assignee 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 Assignee 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.

Yes

**John Grossi**  
Secretary

03/11/2021

**Assignor**  
Section Question Response  
**Certification**  
General Certification Statements

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

The Assignor certifies that neither the Assignor nor any other party to this 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 definition of "party to the application" as used in this certification includes the Assignor. The Assignor 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.

**Authorized Party to Sign**

**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.

Yes

**John Grossi**  
Secretary

03/11/2021

## **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”),<sup>1</sup> 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”)<sup>2</sup> 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”).<sup>3</sup> 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”).<sup>4</sup>

<sup>1</sup> As discussed with the Audio Division staff, because of certain issues with the LMS

database, the Applications may be subdivided.

<sup>2</sup> 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.

<sup>3</sup> 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.

<sup>4</sup> 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.<sup>5</sup> 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.<sup>6</sup> 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.<sup>7</sup>

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

<sup>5</sup> 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.

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

<sup>7</sup> 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.<sup>8</sup> 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

<sup>8</sup> 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,<sup>9</sup> and with the 25% limit on aggregate foreign ownership set forth in Section 310(b)(4) of the

Communications Act, as amended.<sup>10</sup>

#### 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

<sup>9</sup> See Plan, Article V, Section F.

<sup>10</sup> 47 U.S.C. § 310(b)(4).

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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.<sup>11</sup>

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

<sup>11</sup> 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).

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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.<sup>12</sup> "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."<sup>13</sup> Facilitating successful emergence from bankruptcy "advances the public interest by providing economic and social benefits, especially the compensation of innocent creditors."<sup>14</sup> 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.<sup>15</sup> And prompt emergence will allow the Alpha Debtors to more quickly focus their attention and resources exclusively on serving Alpha station listeners.<sup>16</sup>

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

<sup>12</sup> 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).

<sup>13</sup> 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.").

<sup>14</sup> Innovative Order at 14369 ¶ 19.

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

<sup>16</sup> 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 rules<sup>17</sup> 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.<sup>18</sup> 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.<sup>19</sup> 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.<sup>20</sup>

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.<sup>21</sup> 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.<sup>22</sup> 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

<sup>17</sup> 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.

<sup>18</sup> 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).

<sup>19</sup> See Windstream, 35 FCC Rcd at 10082.

<sup>20</sup> See *id.*

<sup>21</sup> *Id.*

<sup>22</sup> See *id.*

major modifications and there is a stronger public interest benefit in granting the waivers than in applying the rule.”<sup>23</sup> 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.<sup>24</sup> 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.”<sup>25</sup> The Alpha Licensees thus submit that waiver of auction-related rules that might apply is appropriate for the same reasons here.

<sup>23</sup> Id.

<sup>24</sup> Id. Although Windstream had already filed applications to participate in wireless auctions at the time that it was granted 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.

<sup>25</sup> 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**

<sup>1</sup> 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.<sup>1</sup>  
(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. Giannini<sup>2</sup>

<sup>1</sup> 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. Rogers<sup>1</sup>  
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. <sup>2</sup> 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 PLC<sup>1</sup>  
(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

<sup>1</sup>Intermediate Capital Group PLC will also directly hold 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

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

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, 19<sup>th</sup> Fl.  
New York, NY 10022

Intermediate Capital Group Plc<sup>1</sup>  
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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<sup>1</sup> 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 Company<sup>2</sup>

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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<sup>2</sup>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.<sup>3</sup>

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

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%

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

Adam Shane	US	Assistant Secretary of Parent Company	0%	0%
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<sup>3</sup>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 [REDACTED]

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

[REDACTED]  
 Florida Growth Fund LLC Mario L. Giannini US CEO of Parent Company  
 One Presidential Boulevard, Fourth Floor Bala Cynwyd, Atul Varma US CFO of Parent Company  
 PA 19004 Lydia Gavalis US VP and Secretary of Parent Company  
 US Respondent N/A N/A 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

[REDACTED]  
 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 Michael J. Koenig US Chief Client Officer of Parent Company  
 Kevin J. Lucey US COO 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%<sup>4</sup> 15%<sup>5</sup> 20%<sup>6</sup> 8%<sup>7</sup> <1% <1%  
 David J. Berkman US Director, Stockholder  
 O. Griffith Sexton US Director, Stockholder 4% 2%<sup>8</sup> 5% 2%<sup>9</sup> <1% <1%  
 Erik R. Hirsch US Director, Stockholder

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

Randy M. Stilman	US	Treasurer	<1%	<1% <sup>10</sup>
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<sup>4</sup> 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.

<sup>5</sup> 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.

<sup>6</sup> 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.

<sup>7</sup> 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.

<sup>8</sup> 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.

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

<sup>10</sup> 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%<sup>11</sup> 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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<sup>11</sup> 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, 19<sup>th</sup> Fl. New York, NY 10022 c/o Intermediate Capital Group 600 Lexington Ave, 19<sup>th</sup> Fl. New York, NY 10022  
 US Stockholder 79.64%  
 CYM Respondent N/A N/A

ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19<sup>th</sup> 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  
 US Investment Advisor 0% 0%

ICG Fund Advisors LLC

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, 19<sup>th</sup> Fl. New York, NY 10022 US Respondent N/A N/A

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

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

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]

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 External Affairs Officer 0% 0% 0% 0%  
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]

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

Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19<sup>th</sup> 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 Group US Respondent N/A N/A UK Stockholder 100% 100%  
600 Lexington Ave, 19<sup>th</sup> 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  
 Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004  
 Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004  
 ICG North America Holdings Ltd. c/o Intermediate Capital Group 600 Lexington Ave, 19<sup>th</sup> Fl.

New York, NY 10022

21.3%

Intermediate Capital Group Plc<sup>1</sup>  
Procession House, 55 Ludgate Hill London, EC4M 7JW  
England  
US Stockholder 43.7% 43.7%

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

US Stockholder 27.7% 27.7% US Stockholder 21.3%

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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<sup>1</sup> Attributable as ultimate parent company of ICG North America Holdings Ltd; also holds 0.4% interest directly.

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### MetLife Private Equity Holdings Ltd.

[REDACTED] 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

[REDACTED] 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 Company<sup>2</sup>

[REDACTED] 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 Investment

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

David Yu	US	Manager	0%	0%
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<sup>2</sup> 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.<sup>3</sup>

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

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%

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

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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<sup>3</sup> 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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### 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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### 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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### 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%<sup>4</sup> 15%<sup>5</sup> 20%<sup>6</sup> 8%<sup>7</sup> <1% <1%  
 4% 2%<sup>8</sup> 5% 2%<sup>9</sup> <1% <1%

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

Randy M. Stilman	US	Treasurer	<1%	<1% <sup>10</sup>
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<sup>4</sup> 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.

<sup>5</sup> 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.

<sup>6</sup> 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.

<sup>7</sup> 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.

<sup>8</sup> 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.

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

<sup>10</sup> 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%<sup>11</sup> 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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<sup>11</sup> 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 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, 19<sup>th</sup> Fl.  
New York, NY 10022

ICG Fund Advisors LLC  
c/o Intermediate Capital Group  
600 Lexington Ave, 19<sup>th</sup> Fl.  
New York, NY 10022

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

CYM Respondent N/A N/A US Stockholder 79.64%

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

79.64% JEY Stockholder 18.57% 18.57%

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 [REDACTED] New York, NY 10022  
Intermediate Capital Group US Respondent N/A N/A  
600 Lexington Ave, 19<sup>th</sup> Fl.

ICG North America Private Debt GP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> 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 [REDACTED] New York, NY 10022  
Intermediate Capital Group US Respondent N/A N/A  
600 Lexington Ave, 19<sup>th</sup> Fl.

ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> 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 [REDACTED]  
Capital Group 600 Lexington Ave, 19<sup>th</sup> 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%

[REDACTED]	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

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

[REDACTED]	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

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

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

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
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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, 19<sup>th</sup> Fl. New York, NY 10022

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

[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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.

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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:

<b>Calls</b>	<b>AM/FM</b>		<b>City</b>	<b>ST</b>	<b>Nielsen Metro</b>
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.