

Description of the Transaction

This application is one of twelve applications filed concurrently seeking Commission consent to the assignment or transfer of 112 AM and FM radio broadcast stations and associated FM translator station licenses controlled by Digits, LLC (“Digits”) to subsidiaries of Alpha Media LLC (“Alpha”) pursuant to the Purchase Agreement dated August 4, 2015.

ASSIGNMENT APPLICATIONS

Eleven (11) applications on FCC Form 314 are filed in connection with this transaction seeking Commission consent to the assignment of the AM, FM, and associated FM translator station licenses currently held by the following Digits licensee entities to Alpha Media Licensee LLC, a wholly owned subsidiary of Alpha:

Palm Beach Broadcasting License LLC
Grinnell License Co, LLC
Newton License Co, LLC
Fairfield License Co, LLC
Moberly/Macon License Co, LLC
Cameron/Bethany License Co, LLC
Festus/Farmington License Co, LLC
Waynesville/Lebanon License Co, LLC
Christine CP Co, LLC
Clinton License Co, LLC
NM License, LLC

TRANSFER OF CONTROL APPLICATION

As part of the instant transaction, Alpha will purchase from Digits’s subsidiary, Digits Companies, LLC (“Digits Companies”), all of the issued and outstanding shares of capital stock of Digits 3E Corporation (“Digits 3E”). Digits 3E wholly controls Digits 3E License, LLC (“Digits 3E License”), which holds the licenses for 48 of the 112 AM and FM stations included in this transaction, as well as four associated FM translators. An application on FCC Form 315 has been filed seeking Commission consent to the transfer of control of these licenses held by Digits 3E License to Alpha.

LOCAL MARKETING AND SHARED SERVICES AGREEMENTS

As part of the instant transaction, Alpha will assume:

1. The Shared Services Agreement (“SSA”) and Option Agreement between Digits Companies and Matrix Broadcasting, LLC (“Matrix”), each dated May 9, 2014, and pertaining to radio stations WZSR(FM), Woodstock, IL (FCC Facility ID 53505) and WFXF(FM), Dundee, IL (FCC Facility ID 3135). Pursuant to these agreements, Digits provides technical, back office and support services to the stations, and has an assignable option to purchase the stations, subject to certain conditions, through May 8, 2022.

2. Local Marketing Services Agreement between Dignity Companies and ACM JCE IV B LLC (“ACM”) dated March 31, 2015 pertaining to radio stations WFTL(AM), West Palm Beach, FL (FCC Facility ID 29490) and WMEN(AM), Royal Palm Beach, FL (FCC Facility ID 61080). ACM is the proposed assignee of the stations (*See* FCC File No. BAL-20150408ADB *et al.*, granted August 5, 2015). ACM is party to a Local Marketing Agreement with the current licensee, JCE Licenses, L.L.C., Debtor-In-Possession (“JCE”), pending consummation of the underlying transaction. On March 31, 2015, ACM and Dignity entered into an LMA Services Agreement, effective as of April 1, 2015 and continuing through August 31, 2015, pursuant to which Dignity assists ACM in fulfilling its obligations under ACM’s LMA with JCE.

OTHER MATTERS

As demonstrated in Exhibit 18, the proposed assignments and Alpha’s proposed assumption of the LMA Services Agreement for the two AM stations in the Palm Beach market discussed above will comply with the Commission’s local radio station ownership regulations.

Copies of the Purchase Agreement, the SSA and Option Agreement between Dignity and Matrix and the LMA Services Agreement between Dignity and ACM are attached hereto.

The respective licensees of the stations to be assigned/transferred have placed copies of the agreement for the sale of such stations in their respective public inspection files.