

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern District of Virginia

(State)

Case number (if known): \_\_\_\_\_ Chapter 11

☐ Check if this is an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Alpha 3E Licensee LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

Digity 3E License, LLC

3. Debtor's federal Employer Identification Number (EIN)

4 6 - 5 5 5 6 4 4 6

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

1211 SW 5th Avenue

Number Street

Suite 750

Portland

City

OR

State

97204

ZIP Code

Number Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

County

Number Street

City

State

ZIP Code

5. Debtor's website (URL)

https://www.alphamediausa.com/

Debtor	Alpha 3E Licensee LLC	Case number (if known)
<b>6. Type of debtor</b>	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<b>7. Describe debtor's business</b>	<p>A. Check one:</p> <input type="checkbox"/> Health Care Business (as defined in 11 U.S.C. § 101(27A)) <input type="checkbox"/> Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B)) <input type="checkbox"/> Railroad (as defined in 11 U.S.C. § 101(44)) <input type="checkbox"/> Stockbroker (as defined in 11 U.S.C. § 101(53A)) <input type="checkbox"/> Commodity Broker (as defined in 11 U.S.C. § 101(6)) <input type="checkbox"/> Clearing Bank (as defined in 11 U.S.C. § 781(3)) <input checked="" type="checkbox"/> None of the above	
	<p>B. Check all that apply:</p> <input type="checkbox"/> Tax-exempt entity (as described in 26 U.S.C. § 501) <input type="checkbox"/> Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3) <input type="checkbox"/> Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))	
	<p>C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <a href="http://www.uscourts.gov/four-digit-national-association-naics-codes">http://www.uscourts.gov/four-digit-national-association-naics-codes</a>.</p> <div style="text-align: center; border-bottom: 1px solid black; width: 100px; margin: 0 auto;">             5   1   5   1           </div>	
<b>8. Under which chapter of the Bankruptcy Code is the debtor filing?</b>  <p>A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.</p>	<p>Check one:</p> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11. Check all that apply:	
	<input type="checkbox"/> The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).	
	<input type="checkbox"/> The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).	
	<input checked="" type="checkbox"/> A plan is being filed with this petition.	
	<input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
	<input type="checkbox"/> The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.	
	<input type="checkbox"/> The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.	
	<input type="checkbox"/> Chapter 12	

Debtor Alpha 3E Licensee LLC Case number (if known) \_\_\_\_\_  
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? ☒ No  
☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY  
If more than 2 cases, attach a separate list. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☐ No  
☒ Yes. Debtor See Schedule 1 Attached Relationship \_\_\_\_\_  
District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY  
List all cases. If more than 1, attach a separate list. Case number, if known \_\_\_\_\_

11. Why is the case filed in this district? Check all that apply:  
☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.  
☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No  
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.  
Why does the property need immediate attention? (Check all that apply.)  
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_  
☐ It needs to be physically secured or protected from the weather.  
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).  
☐ Other \_\_\_\_\_

Where is the property? \_\_\_\_\_  
Number Street  
\_\_\_\_\_  
City State ZIP Code

Is the property insured?  
☐ No  
☐ Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

Debtor Alpha 3E Licensee LLC Case number (if known) \_\_\_\_\_  
Name

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.  
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |                                  |   |  |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49    | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000           | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000          | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |   |  |

**15. Estimated assets**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million             | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million           | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million          | <input type="checkbox"/> More than \$50 billion        |

**16. Estimated liabilities**

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000      | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000     | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million   | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING** — Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/24/2021  
MM / DD / YYYY

 /s/ John Grossi

Signature of authorized representative of debtor

John Grossi

Printed name

Title Chief Financial Officer

Debtor Alpha 3E Licensee LLC Case number (if known) \_\_\_\_\_  
Name

18. Signature of attorney

 /s/ Jeremy S. Williams  
Signature of attorney for debtor

Date 01/24/2021  
MM / DD / YYYY

Jeremy S. Williams

Printed name

Kutak Rock LLP

Firm name

901 East Byrd Street, Suite 1000

Number Street

Richmond

City

(804) 644-1700

Contact phone

VA 23219-4071

State ZIP Code

jeremy.williams@kutakrock.com

Email address

77469

Bar number

Virginia

State

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Eastern District of Virginia

Case number (if known): \_\_\_\_\_ Chapter 11

**Rider 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Alpha Media Holdings LLC.

<b>CHAPTER 11 DEBTORS</b>
Alpha Media Holdings LLC
Alpha Media USA LLC
Alpha 3E Corporation
Alpha Media LLC
Alpha 3E Holding Corporation
Alpha Media Licensee LLC
Alpha Media Communications Inc.
Alpha Media Communications LLC
Alpha 3E Licensee LLC
Alpha Media of Brookings Inc.
Alpha Media of Columbus Inc.
Alpha Media of Fort Dodge Inc.
Alpha Media of Joliet Inc.
Alpha Media of Lincoln Inc.
Alpha Media of Luverne Inc.
Alpha Media of Mason City Inc.

**IN THE UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

\_\_\_\_\_  
In re:

ALPHA 3E LICENSEE LLC,  
  
Debtor.  
\_\_\_\_\_

)  
) Chapter 11  
)  
) Case No. 21-\_\_\_\_ (\_\_\_\_)  
)  
)  
)  
)

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

<b>Debtor</b>	<b>Equity Holders</b>	<b>Address of Equity Holder</b>	<b>Percentage of Equity Held</b>
Alpha 3E Licensee LLC	Alpha Media Communications Inc.	1211 SW 5th Avenue, Suite 750, Portland OR 97204	100%

\_\_\_\_\_  
<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	)	
	)	Chapter 11
	)	
ALPHA 3E LICENSEE LLC,	)	Case No. 21-____ (____)
	)	
Debtor.	)	
	)	

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly owns 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Alpha Media Communications Inc.	100%

**ACTION BY WRITTEN CONSENT OF THE SOLE MEMBER OF**

**ALPHA 3E LICENSEE LLC**

In accordance with Section 18-302(d) of the Delaware Limited Liability Company Act (the “Act”) and the limited liability company agreement of Alpha 3E Licensee LLC, a Delaware limited liability company (the “Company”), the undersigned holder (the “Sole Member”) of all of the outstanding membership interests of the Company hereby takes the following actions and adopt the following resolutions:

**WHEREAS**, the Sole Member has previously reviewed, considered, and discussed certain materials presented by the management of the Company (“Management”) and the Company’s financial, legal and other advisors (the “Advisors”), including, but not limited to, materials regarding the liabilities and obligations of the Company, its liquidity, strategic alternatives available to it, and the effect of the foregoing on the Company’s business, and has had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to the Company; and

**WHEREAS**, the Sole Member has determined to seek the protections provided under chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 et seq. (as amended, the “Bankruptcy Code”).

**1. CHAPTER 11 FILING**

**NOW THEREFORE, BE IT RESOLVED**, that in the judgment of the Sole Member, it is desirable and in the best interest of the Company, its interest holders, its creditors, and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief (the “Bankruptcy Petitions”) under the provisions of chapter 11 of title 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”);

**RESOLVED FURTHER**, that Bob Proffitt, John Grossi, and any other duly appointed officer of the Company as well as any designee and delegate of any duly appointed officer of the Company (each, an “Authorized Person,” and collectively, the “Authorized Persons”) is hereby authorized and appointed to act as signatory on behalf of the Company in respect of the matters contemplated by these resolutions, and each Authorized Person acting alone or with one or more other Authorized Persons be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the Company all agreements, certificates, petitions, schedules, lists, and other motions, papers, or documents (including the filing of financing statements), and to take any and all actions that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company’s businesses;

**2. CASH COLLATERAL, DEBTOR-IN-POSSESSION FINANCING, AND ADEQUATE PROTECTION**

**WHEREAS**, the Company will obtain benefits from (a) the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”),

which is security for certain prepetition second lien secured lenders (collectively, the “Secured Lenders”) and (b) the incurrence of debtor-in-possession financing obligations (the “DIP Financing”);

**WHEREAS**, in order to use and obtain the benefits of (a) the DIP Financing and (b) the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, it is contemplated that the Company will provide certain liens, claims, and other adequate protection to the Secured Lenders (the “DIP Obligations”), as documented in proposed interim and final orders (collectively, the “DIP Orders”) to be submitted for approval to the Bankruptcy Court; and

**WHEREAS**, it is contemplated that the Company and certain affiliates of the Company will enter into (a) that certain \$20,000,000 Senior Secured Priming Superpriority Debtor-In-Possession Note Purchase Agreement, in substantially the form attached hereto as **Exhibit A** (the “DIP NPA”), (b) that certain DIP Facility Guaranty and Security Agreement, in substantially the form attached hereto as **Exhibit B** (the “DIP Guaranty Agreement”), and (c) that certain DIP Note, in substantially the form attached hereto as **Exhibit C** (the “DIP Note”).

**NOW THEREFORE, BE IT RESOLVED**, that the Authorized Persons be, and each of them individually hereby is, authorized and empowered to execute and deliver for and on behalf of the Company, the DIP NPA, the DIP Guaranty Agreement, and the DIP Note, with any changes or modifications as may be approved by the Authorized Person executing the same, the authority of such Authorized Person so to act to be conclusively evidenced by such Authorized Person’s execution thereof, and that any action heretofore taken in connection therewith by any Authorized Person is hereby approved, adopted, ratified and confirmed;

**RESOLVED FURTHER**, that the form, terms, and provisions of the DIP Orders to which the Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Persons be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the DIP Orders, the DIP NPA, the DIP Guaranty Agreement, the DIP Note, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company or any subsidiary thereof will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the DIP Orders, the “DIP Documents”), incur and pay or cause to be paid all fees and expenses and engage such persons as the Authorized Persons shall approve, such approval to be conclusively evidenced by such Authorized Person’s execution and delivery thereof;

**RESOLVED FURTHER**, that the Company, as a debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized to incur the DIP Obligations and certain obligations related to the DIP Financing and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the “DIP Transactions”), including granting liens on its assets to secure such obligations;

**RESOLVED FURTHER**, that the Authorized Persons be and the hereby are, authorized, directed and empowered, and each of them acting alone hereby is authorized, directed, and empowered in the name of and on behalf of the Company to take such actions as in their discretion determined to be necessary, desirable or appropriate and execute the DIP Transactions, including

delivery of the DIP Documents, and all other instruments, certificates, notices, assignments and documents related thereto;

**RESOLVED FURTHER**, that each of the Authorized Persons be, and hereby are, authorized, directed and empowered in the name of and on behalf of the Company to file, or cause to be filed, any Uniform Commercial Code (the “UCC”) financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Company that may be necessary or appropriate to perfect any lien or security interest granted under the DIP Orders, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired,” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company;

**RESOLVED FURTHER**, that each of the Authorized Persons be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company to take any of the following actions from time to time:

1. Grant security interests and liens in any real, personal or other property belonging to or under the control of the Company as security for the DIP Documents; and to execute and deliver any and all security agreements, pledges, mortgages, deeds of trust and other security instruments and other documents to effectuate the grant of such security interests and liens, which security instruments and other documents shall be in such form and content as an Authorized Officer executing such security instruments and other documents shall approve (which approval shall be evidenced by the execution and delivery of such security instruments and other documents);

2. Waive on behalf of the Company, and in any agreement, instrument or document executed by the Company, any and all rights of the Company to require any lenders or agents under the DIP Documents to adhere to certain processes, including, without limitation, the right to a jury trial in an action or suit against such agents and/or lenders; and

3. Transact any other business with such agents and/or lenders incidental to the powers hereinabove granted; and

**RESOLVED FURTHER**, that each of the Authorized Persons be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the DIP Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the DIP Documents, which shall, in their sole judgement be necessary, desirable, proper or advisable to perform any of the Company’s obligations under or in connection with the DIP Orders or any of the other DIP Documents, and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

### **3. RESTRUCTURING SUPPORT AGREEMENT AND THE CHAPTER 11 PLAN**

**WHEREAS**, the Sole Shareholder has considered presentations by Management and the Advisors regarding a restructuring support agreement in substantially the form attached hereto as **Exhibit D** (including all exhibits thereto, the “**Restructuring Support Agreement**”);

**WHEREAS**, the Company has negotiated the Restructuring Support Agreement in good faith and at arm’s-length; and

**WHEREAS**, the Sole Member has reviewed and considered presentations by Management and the Advisors regarding the advantages and disadvantages of the Company soliciting acceptances of the chapter 11 plan of reorganization (as may be amended, modified or supplemented from time to time, the “**Plan**”) contemplated in the Restructuring Support Agreement and the related disclosures (as may be amended, modified or supplemented from time to time, the “**Disclosure Statement**”).

**NOW THEREFORE, BE IT RESOLVED**, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered to execute and deliver for and on behalf of the Company, the Restructuring Support Agreement, with any changes or modifications as may be approved by the Authorized Officer executing the same, the authority of such Authorized Officer so to act to be conclusively evidenced by such Authorized Officer’s execution thereof, and that any action heretofore taken in connection therewith by any Authorized Officer is hereby approved, adopted, ratified and confirmed;

**RESOLVED FURTHER**, that the Sole Member has determined in its business judgment that it is desirable and in the best interests of the Company, its creditors, and other stakeholders to enter into the Restructuring Support Agreement and to commence solicitation of the Plan, as attached to the Disclosure Statement, pursuant to sections 1125(g) and 1126(b) of the Bankruptcy Code and rule 3018(b) of the Federal Rules of Bankruptcy Procedure, and that the Company’s performance of its obligations under the Restructuring Support Agreement and the solicitation of votes in favor of the Plan be and hereby is, in all respects, authorized, ratified, and approved;

**RESOLVED FURTHER**, that each of the Authorized Persons be, and hereby is, authorized to take all actions (including, without limitation, to negotiate and execute any agreements, documents, or certificates) necessary to enter into the Restructuring Support Agreement and to consummate the transactions contemplated thereby in connection with the Bankruptcy Petitions and that the Company’s performance of its obligations under the Restructuring Support Agreement hereby is, in all respects, authorized, ratified, and approved;

**RESOLVED FURTHER**, that the Sole Member and each Authorized Person has determined in its business judgment that it is desirable and in the best interests of the Company, its creditors, and other stakeholders that the Authorized Persons file or cause to be filed with the Bankruptcy Court the Plan, the Disclosure Statement, and all other papers, instruments, documents or other writings (including any amendments) related thereto and to take any and all actions that they deem necessary or appropriate to pursue confirmation and consummation of a plan of reorganization materially consistent with the Plan;

**RESOLVED FURTHER**, that each of the Authorized Persons, be, and hereby are, authorized, empowered and directed, together with the Advisors, to file with the Bankruptcy Court and any other applicable governmental authorities all other documents deemed necessary to confirm

a plan of reorganization materially consistent with the Plan, including, but not limited to, any amendments to and modifications of the Plan and Disclosure Statement;

**RESOLVED FURTHER**, that each of the Authorized Persons, be, and hereby are, authorized, empowered and directed, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to consummate the Plan if confirmed by the Bankruptcy Court;

#### **4. RETENTION OF PROFESSIONALS**

**RESOLVED FURTHER**, that each of the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are, authorized, empowered and directed to employ the: (i) the law firm of Sheppard Mullin, Richter & Hampton LLP, as general bankruptcy counsel; (ii) Kutak Rock LLP, as local bankruptcy counsel; (iii) Moelis & Company, as financial advisor; (iv) Ernst & Young LLP, as restructuring advisor; (v) Bankruptcy Management Solutions, Inc. d/b/a Stretto, as the Company's notice, claims, and ballot agent; and (vi) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Authorized Persons deem necessary, appropriate or advisable; each to represent and assist the Company in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and any other applicable law; and in connection therewith, the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute (under the common seal of the Company, if appropriate) appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain such services;

**RESOLVED FURTHER**, that each of the Authorized Persons, acting alone or with one or more other Authorized Persons be, and hereby are, authorized, empowered and directed to execute and file all agreements, certificates, petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Authorized Persons in their absolute discretion deem necessary, appropriate or desirable in accordance with these resolutions;

#### **5. GENERAL RESOLUTIONS**

**RESOLVED FURTHER**, that the Company hereby authorizes any direct or indirect subsidiary of the Company or any affiliate of the Company or any entity of which the Company or any subsidiary of such Company is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in these resolutions, and none of the resolutions contained herein, or action taken in furtherance hereto, shall have or cause an adverse effect on any such subsidiary, affiliate, or the Company's interest therein (including without limitation, any automatic dissolution, divestiture, dissociation, or like event under applicable law);

**RESOLVED FURTHER**, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the Authorized Persons be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all

such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Person's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

**RESOLVED FURTHER**, that the Sole Member has received sufficient notice of the actions and transactions relating to the matters contemplated by the resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice;

**RESOLVED FURTHER**, that all acts, actions, and transactions relating to the matters contemplated by these resolutions done in the name of and on behalf of the Company, which acts would have been approved by the resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Sole Member;

**RESOLVED FURTHER**, that each of the Authorized Persons be and hereby is, authorized and empowered to take all actions or to not take any action in the name of and on behalf of the Company with respect to the transactions contemplated by these resolutions as such Authorized Person shall deem necessary, appropriate, or desirable in such Authorized Person's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated in these resolutions.

[The remainder of this page is intentionally left blank]

The undersigned Sole Member of the Company does hereby consent to and approve the adoption of the foregoing resolutions. This written consent shall be effective as of the date on which it is signed by the undersigned Sole Member. By executing this written consent of the Sole Member, the undersigned Sole Member is giving written consent with respect to all membership interests of the Company held of record or beneficially by such holder. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used; provided that such copy, facsimile or other reproduction must be a complete reproduction of the entire original writing.

**SOLE MEMBER:**

**Alpha Media Communications Inc.**  
a Delaware corporation

Date January 24, 2021

By:   
Name: John Grossi  
Title: Secretary

Fill in this information to identify the case and this filing:

Debtor Name Alpha 3E Licensee LLC  
United States Bankruptcy Court for the: Eastern District of Virginia  
(State)  
Case number (if known): \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement & List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/24/2021  
MM / DD / YYYY

/s/ John Grossi

Signature of individual signing on behalf of debtor

John Grossi  
Printed name

Chief Financial Officer  
Position or relationship to debtor