

Description of the Transaction and Request for Waivers

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

On January 24, 2021, the Alpha Debtors filed with the Bankruptcy Court a Joint Plan of Reorganization (as may be further amended, supplemented, or otherwise modified, the “Plan”).⁴

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

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

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

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

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

As depicted in the chart attached as Schedule 1, each of the Alpha Licensees is currently indirectly controlled by Alpha Media USA LLC (“Alpha Media USA”), which is wholly and directly controlled by Alpha. Under the terms of the Plan, there will be a transfer of control of the Alpha Licensees as follows: (a) 100% of the equity interests in Alpha Media USA will be transferred from Alpha to New Alpha, a U.S.-organized corporation, and (b) equity interests and warrants in New Alpha will be issued to certain second lien noteholders, as described more specifically below.⁵ The New Alpha equity interests and the warrants will be distributed in a manner that ensures compliance with the Communications Laws, including by issuing warrants in lieu of equity interests to entities whose foreign ownership would cause indirect foreign ownership in the Alpha Licensees to exceed 25%, subject to the grant of a petition for declaratory ruling to be filed after grant of this Application, as described in the Request for Temporary and Limited Waiver below.

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

Changes in Interests Upon Emergence from Bankruptcy and Foreign Ownership Compliance

Changes in Interests

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

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

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

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

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

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

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

Met Life-Controlled Entities

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

HLI-Controlled Entities

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

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

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

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

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

ICG- and Other Foreign-Controlled Entities

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

Overall Foreign Ownership

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

Alpha Management/Officers and Directors

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

⁹ See Plan, Article V, Section F.

¹⁰ 47 U.S.C. § 310(b)(4).

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

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

Attribution Exemption

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

MPEH's investment in New Alpha is managed by MetLife Investment Management, LLC ("MIM"), also a wholly-owned subsidiary of MetLife. MLIC has entered into an investment management agreement with MIM pursuant to which MIM is authorized to make investment decisions with respect to MPEH's interest in New Alpha. Such decisions are to be made by MIM personnel and their managers. MLIC has not granted authority to any other MetLife-controlled or affiliated entity, nor the personnel, officers, director, or managers of such entities, to make any decisions regarding the day-to-day management or activities of New Alpha.

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

With the limited exception of Justin Ryvicker, Atif Ahabab, 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

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

Request for Temporary and Limited Waiver of Foreign Ownership Rules

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

As detailed above, the Alpha Licensees believe that the emergence structure detailed in the Plan and described in the Applications fully complies with the Commission's rules, including its limitations on foreign ownership. The Alpha Licensees are not aware that the FCC or any of its bureaus has definitively determined to treat pre-paid warrants as equity. However, the Alpha Licensees understand that several bureau decisions have conditioned the grant of applications involving the issuance of warrants to foreign holders on prompt filing of a petition for declaratory ruling to permit the exercise of those warrants.

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

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

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

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

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

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

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

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

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

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

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

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

¹⁴ *Innovative Order* at 14369 ¶ 19.

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

¹⁶ *See Lieberman*, 34 FCC Rcd at 8550.

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

Request for Waiver of Auction Rules

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

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

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

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

¹⁹ See *Windstream*, 35 FCC Rcd at 10082.

²⁰ See *id.*

²¹ *Id.*

²² See *id.*

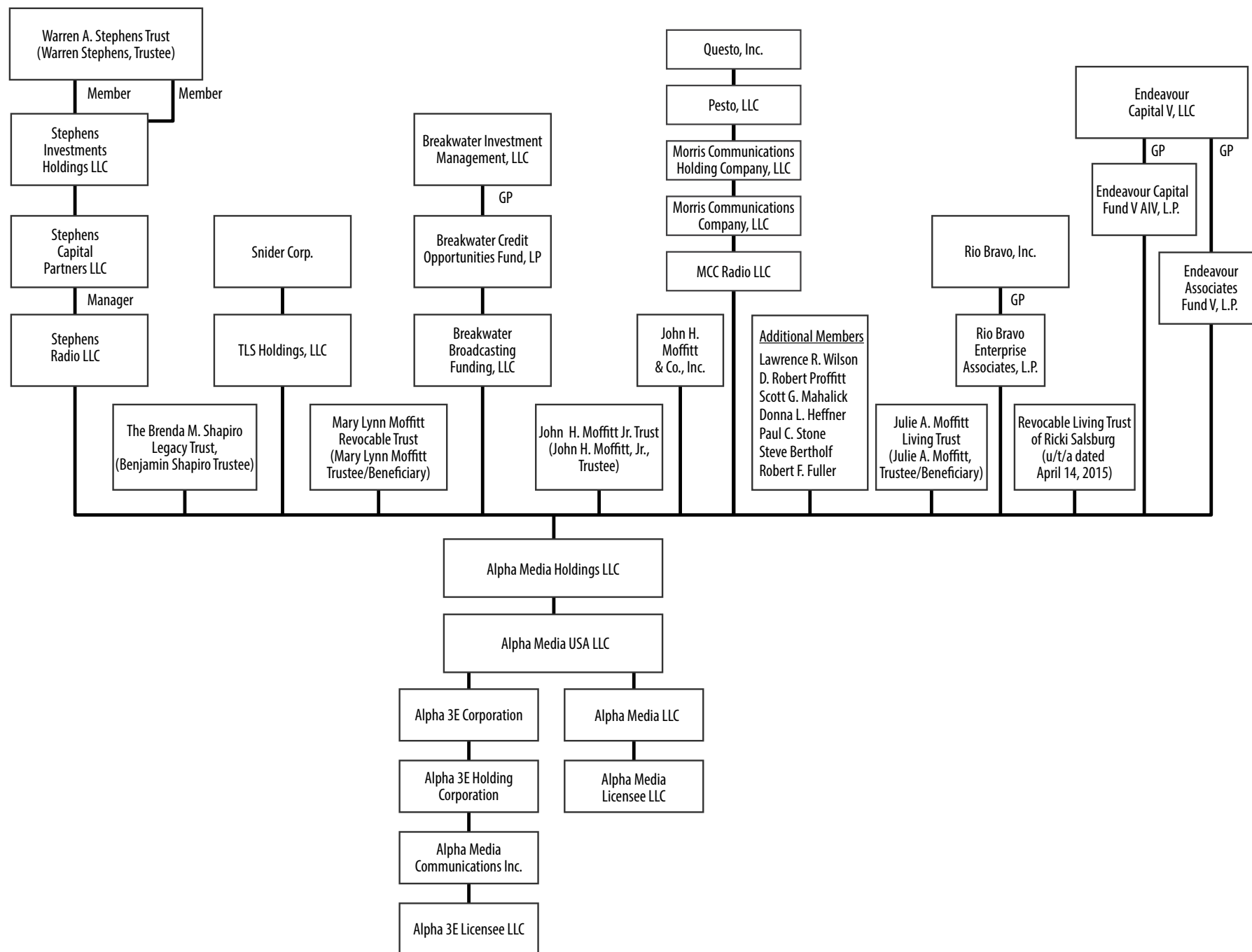
major modifications and there is a stronger public interest benefit in granting the waivers than in applying the rule.”²³ The prohibition on long-form applications is intended to “promote[] transparency” and “safeguard against speculative bidding by those that might seek to “shop” winning bids to undisclosed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

²³ *Id.*

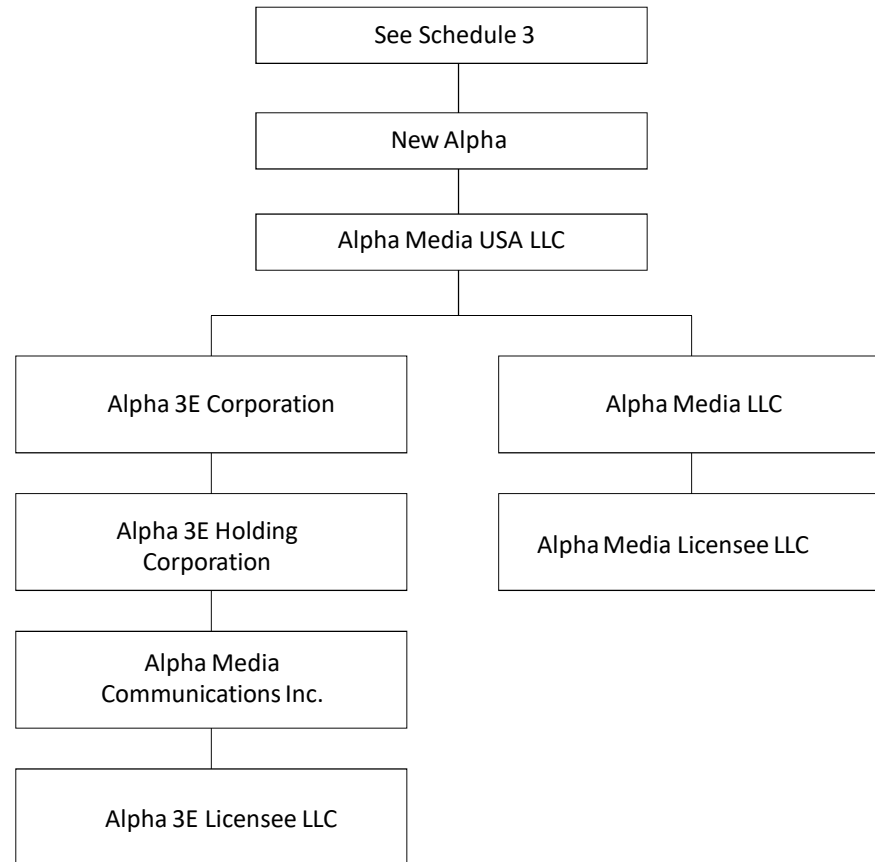
²⁴ *Id.* Although Windstream had already filed applications to participate in wireless auctions at the time that it was granted it a waiver, the Alpha Licensees submit that the same considerations apply in the context of Auction 109 even though the deadline for applications to participate has not yet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

²⁵ *Id.*

Schedule 1 - Current Alpha Media Structure

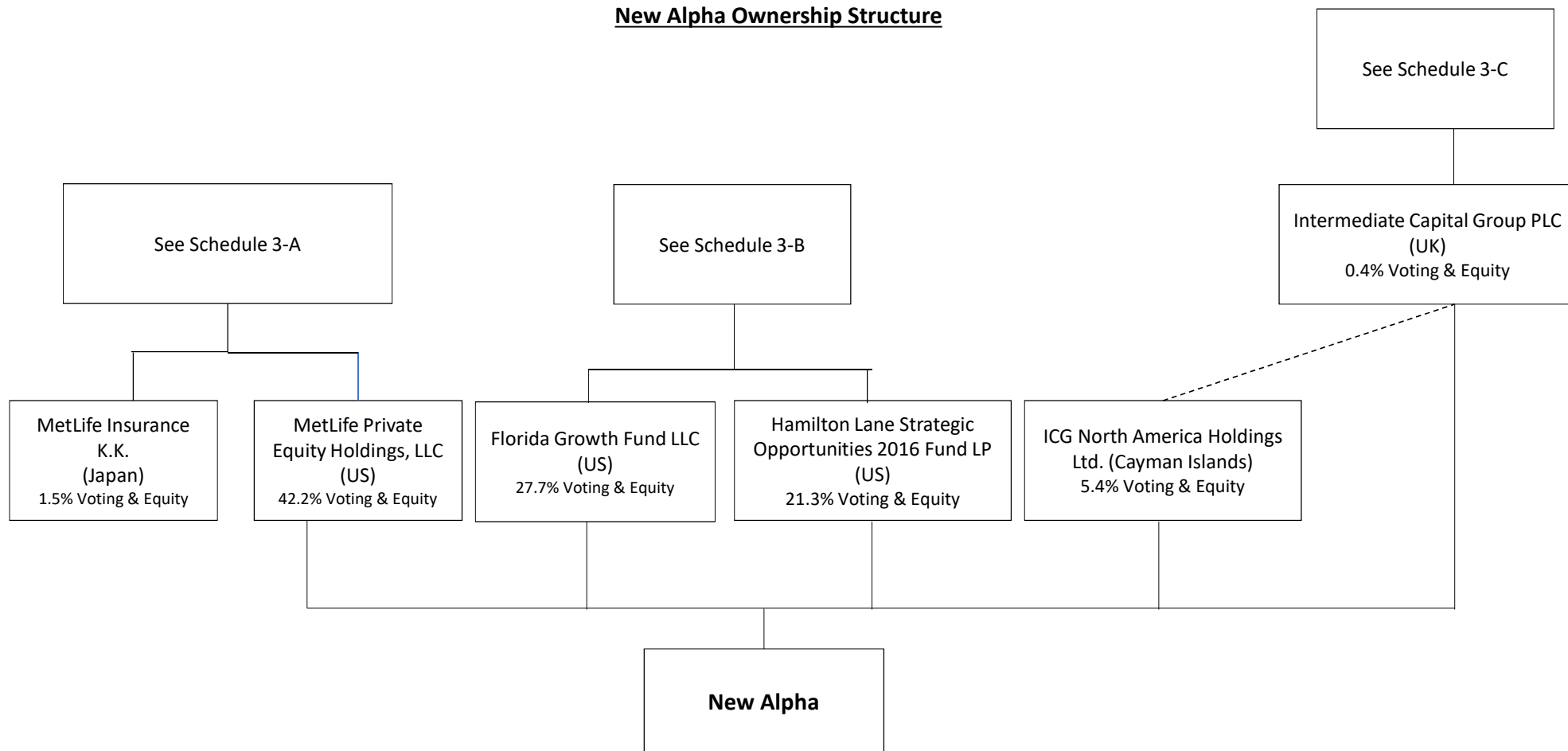


Schedule 2
Proposed Alpha Media Structure



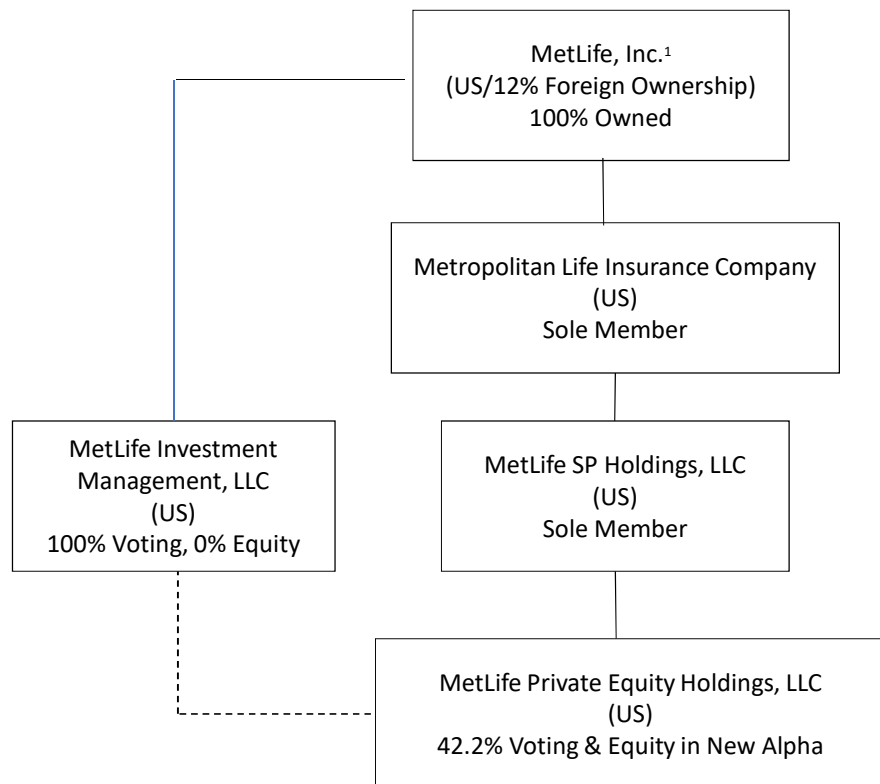
*Each entity below New Alpha is wholly owned by its parent.

Schedule 3
New Alpha Ownership Structure



----- Indirect Ownership

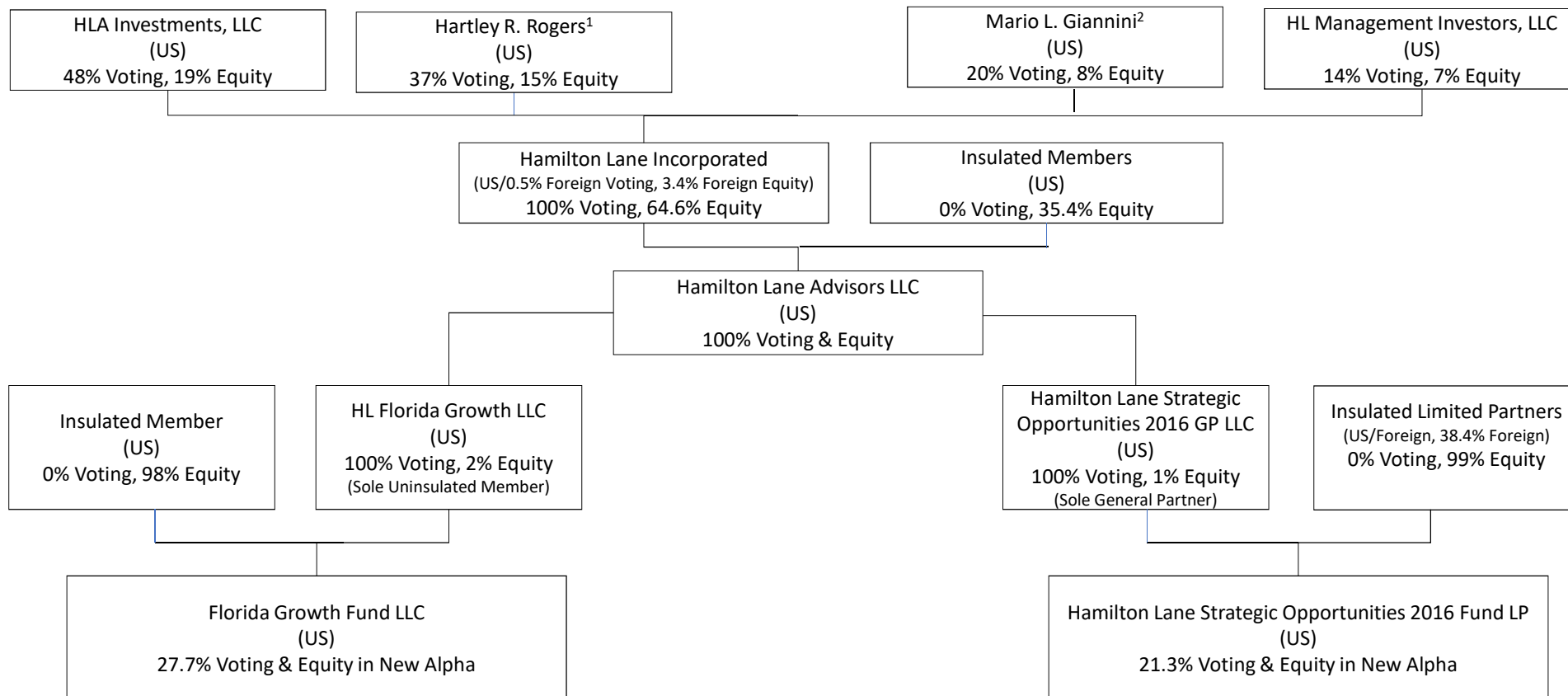
Schedule 3-A
MetLife Ownership Structure



----- Investment Manager

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

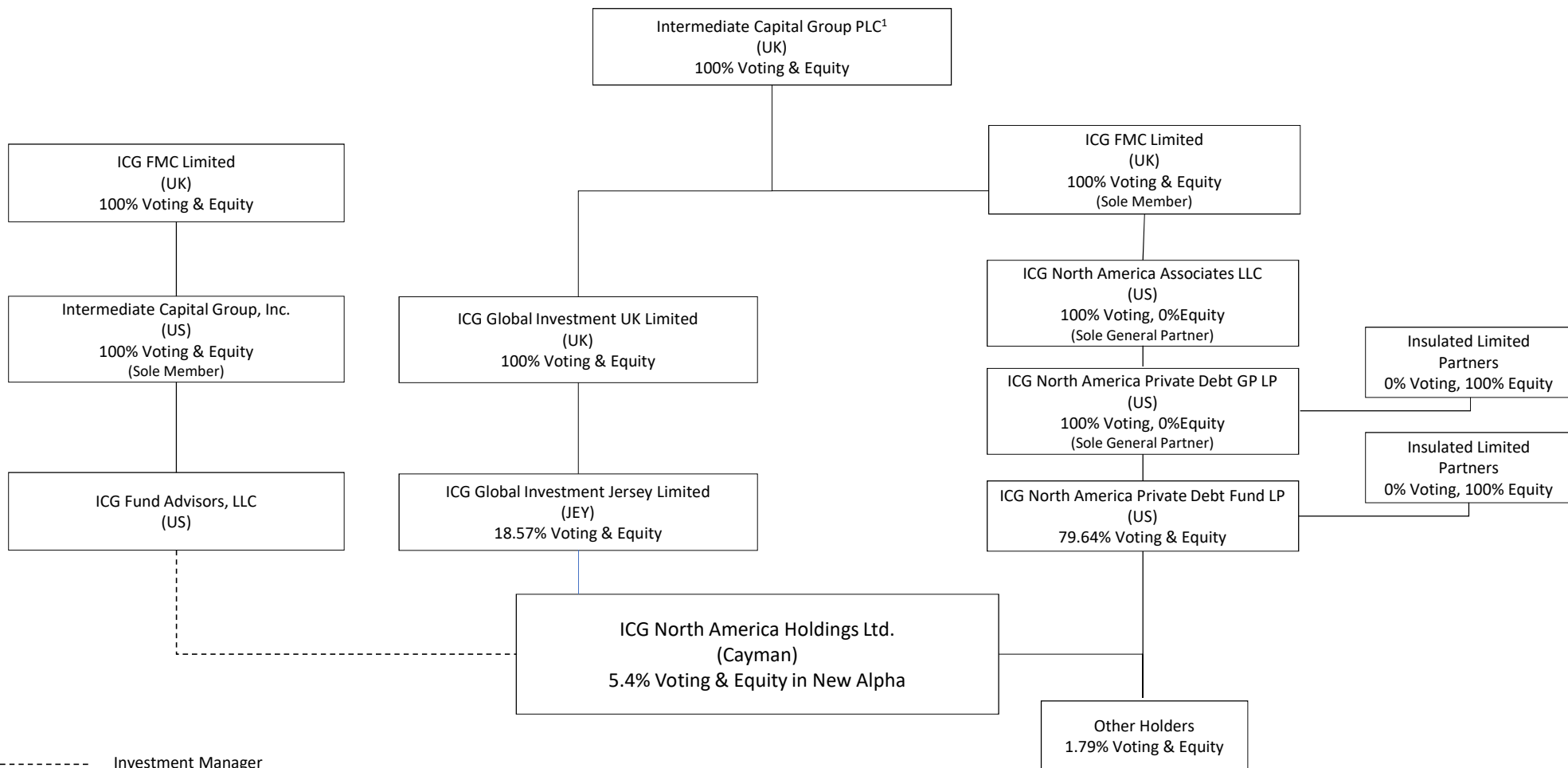
Schedule 3-B
Hamilton Lane Ownership Structure



¹ Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers holds a pecuniary interest and control through his control over HLA Investments, LLC. HRHLA, LLC is the sole managing member of HLA Investments, LLC and controls 78.5% of its voting and equity interests; Mr. Rogers in turn is the managing member of HRHLA, LLC and controls 74% of its voting and equity interests.

² Represents shares held directly by Mr. Giannini and by entities wholly owned and controlled by Mr. Giannini.

Schedule 3-C
ICG Ownership Structure



¹ 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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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

ALPHA MEDIA COMMUNICATIONS INC.

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Alpha 3E Holding Corporation 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Shareholder	100	100
D. Robert Proffitt 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Director	N/A	N/A
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

ALPHA 3E HOLDING CORPORATION

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Alpha 3E Corporation 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Shareholder	100	100
D. Robert Proffitt 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Director	N/A	N/A
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

ALPHA 3E CORPORATION

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Alpha Media USA LLC 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Member/Manager	100	100
D. Robert Proffitt 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Director	N/A	N/A
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

ALPHA MEDIA USA LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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

NEW ALPHA

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife Private Equity Holdings, LLC c/o MetLife Investment Management, LLC One MetLife Way Whippany, NJ 07981	US	Stockholder	43.7%	43.7%
Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Stockholder	27.7%	27.7%
Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Stockholder	21.3%	21.3%
ICG North America Holdings Ltd. c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	CYM	Stockholder	5.4%	5.4%
Intermediate Capital Group Plc ¹ Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Stockholder	0.4%	0.4%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%

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

MetLife Private Equity Holdings Ltd.

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife Private Equity Holdings, LLC	US	Respondent	N/A	N/A
MetLife SP Holdings, LLC	US	Sole Member and Manager	0%	100%
MetLife Investment Management, LLC	US	Investment Manager	100%	0%

MetLife SP Holdings, LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife SP Holdings, LLC	US	Respondent	N/A	N/A
Metropolitan Life Insurance Company	US	Sole Member and Manager	100%	100%

Metropolitan Life Insurance Company²

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Metropolitan Life Insurance Company	US	Respondent	N/A	N/A
MetLife, Inc.	US	Stockholder	100%	100%

MetLife Investment Management

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife Investment 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%

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

MetLife, Inc. ³

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife, Inc.	US	Respondent	N/A	N/A

Hamilton Lane Strategic Opportunities 2016 Fund LP

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Strategic Opportunities 2016 GP LLC	US	Sole General Partner	100%	1%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Atul Varna	US	CFO of Parent Company	0%	0%
Lydia Gavalis	US	VP and Secretary of Parent Company	0%	0%
Benjamin Mittman	US	Assistant Secretary of Parent Company	0%	0%
Adam Shane	US	Assistant Secretary of Parent Company	0%	0%

³ The parties intend to amend the Applications to identify an officer or director of MetLife, Inc. that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

Hamilton Lane Strategic Opportunities 2016 GP LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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%
Kevin J. Lucey	US	COO of Parent Company	0%	0%
Michael J. Koenig	US	Chief Client Officer of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%

Florida Growth Fund LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
HL Florida Growth LLC	US	Sole uninsured member	100%	2%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Atul Varna	US	CFO of Parent Company	0%	0%
Lydia Gavalis	US	VP and Secretary of Parent Company	0%	0%
Benjamin Mittman	US	Assistant Secretary of Parent Company	0%	0%
Adam Shane	US	Assistant Secretary of Parent Company	0%	0%

HL Florida Growth LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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%
Hartley R. Rogers	US	Chairman of the Board of Parent Company	0%	0%
Kevin J. Lucey	US	COO of Parent Company	0%	0%
Michael J. Koenig	US	Chief Client Officer of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%

Hamilton Lane Advisors LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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%

Hamilton Lane Incorporated

All respondents listed below use the address of Hamilton Lane Incorporated

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Hamilton Lane Incorporated One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	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	37% ⁴	15% ⁵
Mario L. Giannini	US	Director, Stockholder	20% ⁶	8% ⁷
David J. Berkman	US	Director, Stockholder	<1%	<1%
O. Griffith Sexton	US	Director, Stockholder	4%	2% ⁸
Erik R. Hirsch	US	Director, Stockholder	5%	2% ⁹
Leslie F. Varon	US	Director, Stockholder	<1%	<1%
Atul Varma	US	CFO, Stockholder	<1%	<1%
Randy M. Stilman	US	Treasurer	<1%	<1% ¹⁰

⁴ Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers as the managing member of its managing member.

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

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

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

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

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

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Kevin J. Lucey	US	Chief Operating Officer	<1%	<1% ¹¹
Lydia A. Gavalis	US	General Counsel and Secretary	0%	0%
Juan Delgado-Moreira	US	Vice Chairman	<1%	2%
Michael T. Donohue	US	Controller and Managing Director	0%	0%

HLA Investments, LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
HLA Investments, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	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%

HRHLA, LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
HRHLA, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hartley R. Rogers One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Managing Member	74%	74%

¹¹ Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Lucey holds a pecuniary interest.

HL Management Investors, LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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%

ICG North America Holdings Ltd (CYM)

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North America Holdings Ltd c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	CYM	Respondent	N/A	N/A
ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Stockholder	79.64%	79.64%
ICG Global Investment Jersey Limited c/o BNP Paribas The Esplanade St Helier Jersey, JE1, 5BP	JEY	Stockholder	18.57%	18.57%
ICG Fund Advisors LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Investment Advisor	0%	0%
Brian Spinner	US	Director	0%	0%
Andy Le Couilliard	UK	Director	0%	0%
Julie Hughes	CAN/CYM	Director	0%	0%
Scott Dakers	UK	Director	0%	0%

ICG North America Private Debt Fund LP

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19 th 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 th Fl. New York, NY 10022	US	Sole General Partner	100%	0%

ICG North America Private Debt GP LP

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North American Private Debt GP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 th 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 th Fl. New York, NY 10022	US	Sole General Partner	100%	0%

ICG North America Associates LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Sole Member	100%	100%
Brian Spenner	US	Manager	0%	0%
Benoit Durteste	US	Manager	0%	0%

ICG FMC Limited

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Respondent	N/A	N/A
Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Sole Owner	100%	100%
Vijay Bharadia	UK	Director	0%	0%
Benoit Durteste	US	Director	0%	0%

Intermediate Capital Group PLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Respondent	N/A	N/A
Benoit Durteste	US	Director, CEO	0%	0%
Vijay Bharadia	UK	Director, CFO	0%	0%
Antje Hensel-Roth	UK	Director, Chief People and External Affairs Officer	0%	0%
Lord Davies of Abersoch	UK	Director, Non- Executive Chairman	0%	0%
Virginia Holmes	UK	Director	0%	0%
Rusty Nelligan	UK	Director	0%	0%
Kathryn Purves	UK	Director	0%	0%
Amy Schioldager	US	Director	0%	0%
Andrew Sykes	UK	Director	0%	0%
Stephen Welton	UK	Director	0%	0%

ICG Fund Advisors LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG Fund Advisors LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Respondent	N/A	N/A
Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Sole Member	100%	100%
Brian Spenner	US	Manager, Officer	0%	0%
Alan Jones	US	Manager, Officer	0%	0%
Seth Katzenstein	US	Manager, Officer	0%	0%
Benoit Durteste	US	Officer	0%	0%
Vijay Bharadia	UK	Officer	0%	0%
Peter Lin	US	Officer	0%	0%

Intermediate Capital Group, Inc.

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Stockholder	100%	100%
Vijay Bharadia	UK	Director, Officer	0%	0%
Alan Jones	US	Director, Officer	0%	0%
Andrew Hawkins	US	Director, Officer	0%	0%
Seth Katzenstein	US	Officer	0%	0%
Brian Spenner	US	Officer	0%	0%
Benoit Durteste	US	Officer	0%	0%
Peter Lin	US	Officer	0%	0%
Andreas Mondovitz	GER	Officer	0%	0%

Parties to the Application

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

ALPHA MEDIA LICENSEE LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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

ALPHA MEDIA LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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

ALPHA MEDIA USA LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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

NEW APLHA

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife Private Equity Holdings, LLC c/o MetLife Investment Management, LLC One MetLife Way Whippany, NJ 07981	US	Stockholder	43.7%	43.7%
Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Stockholder	27.7%	27.7%
Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Stockholder	21.3%	21.3%
ICG North America Holdings Ltd. c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	CYM	Stockholder	5.4%	5.4%
Intermediate Capital Group Plc ¹ Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Stockholder	0.4%	0.4%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%

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

MetLife Private Equity Holdings Ltd.

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife Private Equity Holdings, LLC	US	Respondent	N/A	N/A
MetLife SP Holdings, LLC	US	Sole Member and Manager	0%	100%
MetLife Investment Management, LLC	US	Investment Manager	100%	0%

MetLife SP Holdings, LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife SP Holdings, LLC	US	Respondent	N/A	N/A
Metropolitan Life Insurance Company	US	Sole Member and Manager	100%	100%

Metropolitan Life Insurance Company²

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Metropolitan Life Insurance Company	US	Respondent	N/A	N/A
MetLife, Inc.	US	Stockholder	100%	100%

MetLife Investment Management

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife Investment 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%

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

MetLife, Inc. ³

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
MetLife, Inc.	US	Respondent	N/A	N/A

Hamilton Lane Strategic Opportunities 2016 Fund LP

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Strategic Opportunities 2016 GP LLC	US	Sole General Partner	100%	1%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Atul Varna	US	CFO of Parent Company	0%	0%
Lydia Gavalis	US	VP and Secretary of Parent Company	0%	0%
Benjamin Mittman	US	Assistant Secretary of Parent Company	0%	0%
Adam Shane	US	Assistant Secretary of Parent Company	0%	0%

Hamilton Lane Strategic Opportunities 2016 GP LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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%

³ The parties intend to amend the Applications to identify an officer or director of MetLife, Inc. that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

Kevin J. Lucey	US	COO of Parent Company	0%	0%
Michael J. Koenig	US	Chief Client Officer of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%

Florida Growth Fund LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
HL Florida Growth LLC	US	Sole uninsured member	100%	2%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Atul Varna	US	CFO of Parent Company	0%	0%
Lydia Gavalis	US	VP and Secretary of Parent Company	0%	0%
Benjamin Mittman	US	Assistant Secretary of Parent Company	0%	0%
Adam Shane	US	Assistant Secretary of Parent Company	0%	0%

HL Florida Growth LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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%
Hartley R. Rogers	US	Chairman of the Board of Parent Company	0%	0%
Kevin J. Lucey	US	COO of Parent Company	0%	0%
Michael J. Koenig	US	Chief Client Officer of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%

Hamilton Lane Advisors LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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%

Hamilton Lane Incorporated

All respondents listed below use the address of Hamilton Lane Incorporated

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Hamilton Lane Incorporated One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	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	37% ⁴	15% ⁵
Mario L. Giannini	US	Director, Stockholder	20% ⁶	8% ⁷
David J. Berkman	US	Director, Stockholder	<1%	<1%
O. Griffith Sexton	US	Director, Stockholder	4%	2% ⁸
Erik R. Hirsch	US	Director, Stockholder	5%	2% ⁹
Leslie F. Varon	US	Director, Stockholder	<1%	<1%
Atul Varma	US	CFO, Stockholder	<1%	<1%
Randy M. Stilman	US	Treasurer	<1%	<1% ¹⁰

⁴ Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers as the managing member of its managing member.

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

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

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

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

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

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Kevin J. Lucey	US	Chief Operating Officer	<1%	<1% ¹¹
Lydia A. Gavalis	US	General Counsel and Secretary	0%	0%
Juan Delgado-Moreira	US	Vice Chairman	<1%	2%
Michael T. Donohue	US	Controller and Managing Director	0%	0%

HLA Investments, LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
HLA Investments, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	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%

HRHLA, LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
HRHLA, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hartley R. Rogers One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Managing Member	74%	74%

¹¹ Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Lucey holds a pecuniary interest.

HL Management Investors, LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
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%

ICG North America Holdings Ltd (CYM)

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North America Holdings Ltd c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	CYM	Respondent	N/A	N/A
ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Stockholder	79.64%	79.64%
ICG Global Investment Jersey Limited c/o BNP Paribas The Esplanade St Helier Jersey, JE1, 5BP	JEY	Stockholder	18.57%	18.57%
ICG Fund Advisors LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Investment Advisor	0%	0%
Brian Spinner	US	Director	0%	0%
Andy Le Couilliard	UK	Director	0%	0%
Julie Hughes	CAN/CYM	Director	0%	0%
Scott Dakers	UK	Director	0%	0%

ICG North America Private Debt Fund LP

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19 th 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 th Fl. New York, NY 10022	US	Sole General Partner	100%	0%

ICG North America Private Debt GP LP

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North American Private Debt GP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 th 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 th Fl. New York, NY 10022	US	Sole General Partner	100%	0%

ICG North America Associates LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Sole Member	100%	100%
Brian Spenner	US	Manager	0%	0%
Benoit Durteste	US	Manager	0%	0%

ICG FMC Limited

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Respondent	N/A	N/A
Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Sole Owner	100%	100%
Vijay Bharadia	UK	Director	0%	0%
Benoit Durteste	US	Director	0%	0%

Intermediate Capital Group PLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Respondent	N/A	N/A
Benoit Durteste	US	Director, CEO	0%	0%
Vijay Bharadia	UK	Director, CFO	0%	0%
Antje Hensel-Roth	UK	Director, Chief People and External Affairs Officer	0%	0%
Lord Davies of Abersoch	UK	Director, Non- Executive Chairman	0%	0%
Virginia Holmes	UK	Director	0%	0%
Rusty Nelligan	UK	Director	0%	0%
Kathryn Purves	UK	Director	0%	0%
Amy Schioldager	US	Director	0%	0%
Andrew Sykes	UK	Director	0%	0%
Stephen Welton	UK	Director	0%	0%

ICG Fund Advisors LLC

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG Fund Advisors LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Respondent	N/A	N/A
Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Sole Member	100%	100%
Brian Spenner	US	Manager, Officer	0%	0%
Alan Jones	US	Manager, Officer	0%	0%
Seth Katzenstein	US	Manager, Officer	0%	0%
Benoit Durteste	US	Officer	0%	0%
Vijay Bharadia	UK	Officer	0%	0%
Peter Lin	US	Officer	0%	0%

Intermediate Capital Group, Inc.

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

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19 th Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Stockholder	100%	100%
Vijay Bharadia	UK	Director, Officer	0%	0%
Alan Jones	US	Director, Officer	0%	0%
Andrew Hawkins	US	Director, Officer	0%	0%
Seth Katzenstein	US	Officer	0%	0%
Brian Spenner	US	Officer	0%	0%
Benoit Durteste	US	Officer	0%	0%
Peter Lin	US	Officer	0%	0%
Andreas Mondovitz	GER	Officer	0%	0%