



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000042769** | Submit Date: **2018-02-21** | FRN: **0022200844**

Purpose: **Commercial Broadcast Stations Biennial Ownership Report** | Status: **Received** | Status Date: **02/21/2018**

Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0023600190	Alpha 3E Licensee LLC

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
1211 SW 5th Avenue Suite 750	Portland	OR	97204	+1 (503) 517-6200	Donna.Heffner@alphamediausa.com

2. Contact Representative

Name	Organization
Kathleen A. Kirby	Wiley Rein LLP

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
1776 K Street, NW	Washington	DC	20006	+1 (202) 719-3360	kkirby@wileyrein.com

3. Application Filing Fee

Question	Response
Is this application being submitted without a filing fee?	No

Fees

Application Type	Form Number	Fee Code	Quantity	Fee Amount	Subtotal
Biennial	Form 323	MAR	48	70	\$3,360.00
				Total	\$3,360.00

4. Nature of Respondent**(a) Provide the following information about the Respondent:**

Relationship to stations/permits	Licensee
Nature of Respondent	Limited liability company

(b) Provide the following information about this report:

Purpose	Biennial
"As of" date	10/01/2017
	When filing a biennial ownership report or validating and resubmitting a prior biennial ownership report, this date must be Oct. 1 of the year in which this report is filed.

5. Licensee(s) and Station(s)

Respondent is filing this report to cover the following Licensee(s) and station(s):

Licensee/Permittee Name	FRN
Alpha 3E Licensee LLC	0023600190

Fac. ID No.	Call Sign	City	State	Service
640	KIBZ	CRETE	NE	FM
9654	KLGR-FM	REDWOOD FALLS	MN	FM
9663	KKQQ	VOLGA	SD	FM
9677	KJJQ	VOLGA	SD	AM
9680	KLGR	REDWOOD FALLS	MN	AM
12670	KATE	ALBERT LEA	MN	AM
12706	KCPI	ALBERT LEA	MN	FM
15261	KBRK-FM	BROOKINGS	SD	FM
15263	KBRK	BROOKINGS	SD	AM
20400	KYSM-FM	MANKATO	MN	FM
20432	KSDR	WATERTOWN	SD	AM
20433	KSDR-FM	WATERTOWN	SD	FM
21193	KEEZ-FM	MANKATO	MN	FM
26627	KLIR	COLUMBUS	NE	FM
26628	KJSK	COLUMBUS	NE	AM
28148	KTTT	COLUMBUS	NE	AM

28149	KKOT	COLUMBUS	NE	FM
28657	KTLB	TWIN LAKES	IA	FM
30114	KGLO	MASON CITY	IA	AM
30115	KIAI	MASON CITY	IA	FM
31873	KRBI-FM	ST. PETER	MN	FM
34436	KFOR	LINCOLN	NE	AM
35891	KWMT	FORT DODGE	IA	AM
35892	KKEZ	FORT DODGE	IA	FM
39259	KQAD	LUVERNE	MN	AM
39260	KLQL	LUVERNE	MN	FM
39578	KJAM-FM	MADISON	SD	FM
39580	KJAM	MADISON	SD	AM
47094	KLSS-FM	MASON CITY	IA	FM
47095	KRIB	MASON CITY	IA	AM
49798	KYTC	NORTHWOOD	IA	FM
50660	KAUS-FM	AUSTIN	MN	FM
50677	KAUS	AUSTIN	MN	AM
50733	KZEN	CENTRAL CITY	NE	FM
53141	KTGL	BEATRICE	NE	FM
53143	KZKX	SEWARD	NE	FM
54641	KIAQ	CLARION	IA	FM
54708	KLMS	LINCOLN	NE	AM
57287	KFRX	LINCOLN	NE	FM
60856	KWAT	WATERTOWN	SD	AM
60859	KZLB	FORT DODGE	IA	FM
60861	KIXX	WATERTOWN	SD	FM
60862	KVFD	FORT DODGE	IA	AM
60865	KDLO-FM	WATERTOWN	SD	FM
63598	KKSD	MILBANK	SD	FM
87411	KDBX	CLEAR LAKE	SD	FM
162477	KXFT	MANSON	IA	FM
164294	KMKO-FM	LAKE CRYSTAL	MN	FM

Section II – Biennial Ownership Information

1. 47 C.F.R. Section 73.3613 and Other

Licensee Respondents that hold authorizations for one or more full power television, AM, and/or FM stations should list all contracts and other instruments set forth in 47 C.F.R. Section 73.3613(a) through (c) for the facility or facilities listed on this report. In addition, attributable Local Marketing Agreements (LMAs) and attributable Joint Sales Agreements (JSAs) must be

Documents

disclosed by the licensee of the brokering station on its ownership report. If the agreement is an attributable LMA, an attributable JSA, or a network affiliation agreement, check the appropriate box. Otherwise, select "Other." Non-Licensee Respondents, as well as Licensee Respondents that only hold authorizations for Class A television and/or low power television stations, should select "Not Applicable" in response to this question.

Document Information	
Description of contract or instrument	Limited Liability Company Agreement of Alpha Media USA LLC
Parties to contract or instrument	Alpha Media Holdings LLC
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Company Agreement

Document Information	
Description of contract or instrument	Second Lien Note Facility Second Lien Note Purchase Agreement
Parties to contract or instrument	Alpha Media LLC, Alpha 3E Corporation; Other Parties and ICG Debt Administration LLC, as Agent
Date of execution	02/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Agreement

Document Information	
Description of contract or instrument	Guaranty and Security Agreement
Parties to contract or instrument	Alpha Media LLC, Alpha 3E Corporation and ICG Debt Administration LLC
Date of execution	02/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Agreement

Document Information	
Description of contract or instrument	Guaranty and Security Agreement
Parties to contract or instrument	Alpha Media LLC, Alpha 3E Corporation and Antares Capital LP
Date of execution	02/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Agreement

Document Information	
Description of contract or instrument	Certificate of Amendment to the Certificate of Formation of L&L Broadcast Holdings, LLC changing its name to Alpha Media Holdings LLC

Parties to contract or instrument	State of Delaware
Date of execution	07/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Amendment

Document Information

Description of contract or instrument	L&L Broadcast Holdings LLC Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	03/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information

Description of contract or instrument	Certificate of Formation of Alpha Media USA LLC
Parties to contract or instrument	State of Delaware
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information

Description of contract or instrument	Credit Facility First Line Credit Agreement
Parties to contract or instrument	Alpha Media LLC and Alpha 3E Corporation; other parties; Antares Capital LP as Administrative Agent and Citizens Bank
Date of execution	02/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information

Description of contract or instrument	Fourth Amended and Restated Limited Liability Company Agreement of Alpha Media Holdings LLC
Parties to contract or instrument	Members
Date of execution	12/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Agreement

Document Information

Description of contract or instrument	Holdco Note and Warrant Facility Note and Warrant Purchase Agreement
Parties to contract or instrument	Alpha Media Holdings LLC and Financial Institutions
Date of execution	02/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Agreement

Document Information	
Description of contract or instrument	Certificate of Formation of Digits 3E License, LLC
Parties to contract or instrument	State of Delaware
Date of execution	05/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information	
Description of contract or instrument	Limited Liability Company Agreement of Digits 3E License, LLC
Parties to contract or instrument	Digits 3E Corporation
Date of execution	05/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Company Agreement

Document Information	
Description of contract or instrument	Certificate of Amendment Changing Name from Digits 3E License, LLC to Alpha 3E Licensee LLC
Parties to contract or instrument	State of Delaware
Date of execution	03/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Amendment

Document Information	
Description of contract or instrument	Articles of Incorporation, as amended, for Three Eagles Communications, Inc.
Parties to contract or instrument	State of Delaware
Date of execution	02/2003
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation

Document Information	
Description of contract or instrument	Bylaws for Three Eagles Communications, Inc.
Parties to contract or instrument	---
Date of execution	10/2002
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information	
Description of contract or instrument	Certificate of Amendment to Change Name from Three Eagles Communications, Inc. to Alpha Media Communications, Inc.
Parties to contract or instrument	State of Delaware
Date of execution	03/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Amendment

Document Information	
Description of contract or instrument	Certificate of Formation of Dignity 3E Corporation
Parties to contract or instrument	State of Delaware
Date of execution	05/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information	
Description of contract or instrument	Bylaws of Dignity 3E Corporation
Parties to contract or instrument	---
Date of execution	05/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information	
Description of contract or instrument	Certificate of Amendment to Change Name from Dignity 3E Corporation to Alpha 3E Holding Corporation
Parties to contract or instrument	State of Delaware
Date of execution	03/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Amendment

Document Information	
Description of contract or instrument	Certificate of Incorporation of Alpha 3E Corporation
Parties to contract or instrument	State of Delaware
Date of execution	09/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Incorporation

Document Information	
Description of contract or instrument	Bylaws of Alpha 3E Corporation
Parties to contract or instrument	---
Date of execution	09/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

2. Ownership Interests

(a) Ownership Interests. This Question requires Respondents to enter detailed information about ownership interests by generating a series of subforms. Answer each question on each subform. The first subform listing should be for the Respondent itself. If the Respondent is not a natural person, also list each of the officers, directors, stockholders, non-insulated partners, non-insulated members, and any other persons or entities with a direct attributable interest in the Respondent pursuant to the standards set forth in 47 C.F.R. Section 73.3555. (A "direct" interest is one that is not held through any intervening companies or entities.) List each interest holder with a direct attributable interest in the Respondent separately.

Leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the Respondent solely on the basis of the Commission's Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i).

In the case of vertical or indirect ownership structures, list only those interests in the Respondent that also represent an attributable interest in the Licensee(s) for which the report is being submitted.

Entities that are part of an organizational structure that includes holding companies or other forms of indirect ownership must file separate ownership reports. In such a structure do not report, or file a separate report for, any interest holder that does not have an attributable interest in the Licensee(s) for which the report is being submitted.

Please see the Instructions for further detail concerning interests that must be reported in response to this question.

The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.

Ownership Information		
FRN	0023600190	
Entity Name	Alpha 3E Licensee LLC	
Address	PO Box	
	Street 1	1211 SW 5th Avenue
	Street 2	Suite 750
	City	Portland
	State ("NA" if non-U.S. address)	OR
	Zip/Postal Code	97204

	Country (if non-U.S. address)	United States	
Listing Type	Respondent		
Positional Interests (check all that apply)	Respondent		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Equity	0.0%	
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information

FRN	0019316454		
Name	Donald R. Proffitt		
Address	PO Box		
	Street 1	1211 SW 5th Avenue	
	Street 2	Suite 750	
	City	Portland	
	State ("NA" if non-U.S. address)	OR	
	Zip/Postal Code	97204	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Director		
Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Male	
	Ethnicity	Not Hispanic or Latino	
	Race	White	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Equity	0.0%	
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information

FRN	0019281393		
Name	Donna L. Heffner		
Address	PO Box		
	Street 1	1211 SW 5th Avenue	
	Street 2	Suite 750	
	City	Portland	
	State ("NA" if non-U.S. address)	OR	
	Zip/Postal Code	97204	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Female	
	Ethnicity	Not Hispanic or Latino	
	Race	White	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Equity	0.0%	
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information

FRN	0019316371		
Name	Lawrence R. Wilson		
Address	PO Box		
	Street 1	1015 Eastman Drive	
	Street 2		
	City	Bigfork	
	State ("NA" if non-U.S. address)	MT	
	Zip/Postal Code	59911	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Director		

Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Male	
	Ethnicity	Not Hispanic or Latino	
	Race	White	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Equity	0.0%	
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0003746948		
Entity Name	Alpha Media Communications Inc.		
Address	PO Box		
	Street 1	1211 SW 5th Avenue	
	Street 2	Suite 750	
	City	Portland	
	State ("NA" if non-U.S. address)	OR	
	Zip/Postal Code	97204	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	Jointly Held? No
	Equity	100.0%	
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

(b) Respondent certifies that any interests, including equity, financial, or voting interests, not reported in this filing are non-attributable. If "No," submit as an exhibit an explanation.	Yes
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<p>(c) Does the Respondent or any reported interest holder hold an attributable interest in any newspaper entities in the same market as any station for which this report is filed, as defined in 47 C.F.R. Section 73.3555?</p> <p>If "Yes," provide information describing the interest(s), using EITHER the subform OR the spreadsheet option below. Respondents with a large number (50 or more) of entries to submit should use the spreadsheet option.</p> <p>NOTE: Spreadsheets must be submitted in a special XML Spreadsheet format with the appropriate structure that is specified in the documentation. For instructions on how to use the spreadsheet option to complete this question (including templates to start with), please Click Here.</p> <p>If using the subform, leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i). If using an XML Spreadsheet, enter "NA" into the percentage of total assets (Equity Debt Plus) field for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard.</p> <p>The Respondent must provide an FCC Registration Number for each interest holder reported in response to this question. Please see the Instructions for detailed information and guidance concerning this requirement.</p>	<p>No</p>
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<p>(d) Are any of the individuals listed as an attributable interest holder in the Respondent married to each other or related to each other as parentchild or as siblings?</p> <p>If "Yes," provide the following information for each such the relationship.</p>	<p>No</p>
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<p>(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?</p> <p>If "Yes," complete the information in the required fields and submit an Exhibit fully describing that individual's duties and responsibilities, and explaining why that individual should not be attributed an interest.</p>	<p>No</p>
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3. Organizational Chart (Licensees Only)

Attach a flowchart or similar document showing the Licensee's vertical ownership structure including the Licensee and all entities that have attributable interests in the Licensee. Licensees with a single parent entity may provide a brief explanatory textual Exhibit in lieu of a flowchart or similar document. Licensees without parent entities should so indicate in a textual Exhibit.

Non-Licensee Respondents should select "N/A" in response to this question.

File Name	Uploaded By	Attachment Type	Description
Alpha 3E Organizational Chart.pdf	Applicant	Ownership Chart	Organizational Chart and Statement

Section III - Certification

Certification

Section	Question	Response
Authorized Party to Sign	WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND /OR REVOCATION OF ANY STATION LICENSE --OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	
Certification	I certify that I have examined this report and that to the best of my knowledge and belief, all statements in this report are true, correct and complete.	Official Title: Secretary Exact Legal Title or Name of Respondent: Alpha 3E Licensee LLC Name: Donna L. Heffner Phone: 5035176200 02/21/2018