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September 2019

Federal Communications Commission

(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000094902** | Submit Date: **2020-01-03** | FRN: **0022200844**

Purpose: **Commercial Broadcast Stations Biennial Ownership Report** | Status: **Received** | Status Date: **01/03/2020**

Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0022898860	Breakwater Credit Opportunities Fund, LP

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
1999 Avenue of the Stars Suite 3430	Los Angeles	CA	90067	+1 (424) 777-4000	info@breakwaterfunds.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

Not Applicable

4. Nature of Respondent

(a) Provide the following information about the Respondent:	
Relationship to stations/permits	Entity required to file a Form 323 because it holds an attributable interest in one or more Licensees
Nature of Respondent	Limited partnership

(b) Provide the following information about this report:	
Purpose	Biennial
"As of" date	10/01/2019 **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 MEDIA LICENSEE LLC	0022491476

Fac. ID No.	Call Sign	City	State	Service
86	KMMX	TAHOKA	TX	FM
948	KXTG	PORTLAND	OR	AM
949	KBFF	PORTLAND	OR	FM
1176	KEZR	SAN JOSE	CA	FM
1302	KBTE	TULIA	TX	FM
2543	KTFM	FLORESVILLE	TX	FM
4114	KUPL	PORTLAND	OR	FM
4259	KFBD-FM	WAYNESVILLE	MO	FM
4260	KIIK	WAYNESVILLE	MO	AM
4488	WHBC-FM	CANTON	OH	FM
4489	WHBC	CANTON	OH	AM
7691	WJNT	PEARL	MS	AM
7709	KLLY	OILDALE	CA	FM
7715	KNZR	BAKERSFIELD	CA	AM
7720	KKBB	BAKERSFIELD	CA	FM
8109	KNZR-FM	SHAFTER	CA	FM
9221	KBTT	HAUGHTON	LA	FM
9222	KOKA	SHREVEPORT	LA	AM
9899	KCOB-FM	NEWTON	IA	FM
9900	KCOB	NEWTON	IA	AM
10108	WIKZ	CHAMBERSBURG	PA	FM
10110	WCHA	CHAMBERSBURG	PA	AM
10113	WCLI-FM	ENON	OH	FM
10322	WMJM	JEFFERSONTOWN	KY	FM
10450	WKRS	WAUKEGAN	IL	AM
10451	WXLC	WAUKEGAN	IL	FM
10677	WCCQ	CREST HILL	IL	FM
11658	KKUU	INDIO	CA	FM
11674	WGCO	MIDWAY	GA	FM
12130	KNWZ	COACHELLA	CA	AM
12131	KCLB-FM	COACHELLA	CA	FM
13802	KLKL	MINDEN	LA	FM

14058	KDGL	YUCCA VALLEY	CA	FM
16436	KDKS-FM	BLANCHARD	LA	FM
16844	WUBB	BLUFFTON	SC	FM
18055	KSAJ-FM	BURLINGAME	KS	FM
19471	WMFX	ST. ANDREWS	SC	FM
20029	KBMG	EVANSTON	WY	FM
20384	WGER	SAGINAW	MI	FM
22484	WVBX	SPOTSYLVANIA	VA	FM
22674	WSGW	SAGINAW	MI	AM
23037	KKFD-FM	FAIRFIELD	IA	FM
23040	KMCD	FAIRFIELD	IA	AM
23072	KSAH	UNIVERSAL CITY	TX	AM
23466	WHAG	HALFWAY	MD	AM
23469	WDLD	HALFWAY	MD	FM
24253	KDES-FM	CATHEDRAL CITY	CA	FM
25039	WING	DAYTON	OH	AM
25043	WGTZ	EATON	OH	FM
25128	WQCM	GREENCASTLE	PA	FM
26451	WROU-FM	WEST CARROLLTON	OH	FM
26519	KONE	LUBBOCK	TX	FM
26926	KUFO	PORTLAND	OR	AM
26932	KXL-FM	PORTLAND	OR	FM
28473	WIIL	UNION GROVE	WI	FM
28478	WLIP	KENOSHA	WI	AM
28634	KKRT	WENATCHEE	WA	AM
28635	KKRV	WENATCHEE	WA	FM
28648	KEAG	ANCHORAGE	AK	FM
29512	WRKS	PICKENS	MS	FM
31004	KAAN	BETHANY	MO	AM
31005	KAAN-FM	BETHANY	MO	FM
33728	KTAL-FM	TEXARKANA	TX	FM
35401	KBAY	GILROY	CA	FM
35497	KPSI-FM	PALM SPRINGS	CA	FM
35531	KREI	FARMINGTON	MO	AM
35532	KJFF	FESTUS	MO	AM
35533	KTJJ	FARMINGTON	MO	FM

35564	KRTI	GRINNELL	IA	FM
35886	KWIQ	MOSES LAKE NORTH	WA	AM
35887	KWIQ-FM	MOSES LAKE	WA	FM
35889	KWIX	MOBERLY	MO	AM
35890	KRES	MOBERLY	MO	FM
36032	KKDV	WALNUT CREEK	CA	FM
36265	KLAK	TOM BEAN	TX	FM
36954	KLLL-FM	LUBBOCK	TX	FM
37236	WXMA	LOUISVILLE	KY	FM
39781	KXGL	AMARILLO	TX	FM
39892	KVWE	AMARILLO	TX	FM
41842	WSGW-FM	CARROLLTON	MI	FM
43242	KGRN	GRINNELL	IA	AM
48366	WHHW	HILTON HEAD ISLAND	SC	AM
48367	WFXH-FM	HILTON HEAD ISLAND	SC	FM
50404	WOAD	JACKSON	MS	AM
50407	WKXI-FM	MAGEE	MS	FM
50408	WJMI	JACKSON	MS	FM
50409	WJQS	JACKSON	MS	AM
50522	WHXT	ORANGEBURG	SC	FM
50744	KMRN	CAMERON	MO	AM
50745	KKWK	CAMERON	MO	FM
51074	WGHL	SHEPHERDSVILLE	KY	FM
51093	KBNN	LEBANON	MO	AM
51094	KJEL	LEBANON	MO	FM
52672	KWHL	ANCHORAGE	AK	FM
52674	KXRO	ABERDEEN	WA	AM
52675	KFQD	ANCHORAGE	AK	AM
52676	KDUX-FM	ABERDEEN	WA	FM
52677	KMXS	ANCHORAGE	AK	FM
53068	KINK	PORTLAND	OR	FM
53202	WGZB-FM	LANESVILLE	IN	FM
53505	WZSR	WOODSTOCK	IL	FM
53876	KOZQ-FM	WAYNESVILLE	MO	FM
53877	KJPW	WAYNESVILLE	MO	AM
54261	KUIC	VACAVILLE	CA	FM

54576	WSCZ	WINNSBORO	SC	FM
54805	WXYY	RINCON	GA	FM
54812	KMAD-FM	WHITESBORO	TX	FM
54844	KYKX	LONGVIEW	TX	FM
55174	WWUZ	BOWLING GREEN	VA	FM
55414	KLEY-FM	JOURDANTON	TX	FM
55498	WDJX	LOUISVILLE	KY	FM
58398	WWDM	SUMTER	SC	FM
58400	WARQ	COLUMBIA	SC	FM
60252	WDHT	URBANA	OH	FM
60787	WCEN-FM	HEMLOCK	MI	FM
60914	KHAR	ANCHORAGE	AK	AM
60915	KBRJ	ANCHORAGE	AK	FM
62235	WJOL	JOLIET	IL	AM
62240	WSSR	JOLIET	IL	FM
63159	KGNC	AMARILLO	TX	AM
63161	KGNC-FM	AMARILLO	TX	FM
63169	WIBW	TOPEKA	KS	AM
63174	WIBW-FM	TOPEKA	KS	FM
65330	KZDC	SAN ANTONIO	TX	AM
65640	WNTX	FREDERICKSBURG	VA	AM
65641	WFLS-FM	FREDERICKSBURG	VA	FM
67028	KNWH	YUCCA VALLEY	CA	AM
67334	KTPK	TOPEKA	KS	FM
67818	KKIQ	LIVERMORE	CA	FM
67897	KXXK	HOQUIAM	WA	FM
68057	KWOK	ABERDEEN	WA	AM
68651	KKUS	TYLER	TX	FM
69557	KTUB	CENTERVILLE	UT	AM
70387	KOYE	FRANKSTON	TX	FM
70740	KOOI	JACKSONVILLE	TX	FM
71086	KJXK	SAN ANTONIO	TX	FM
71087	KTSA	SAN ANTONIO	TX	AM
72030	KNWQ	PALM SPRINGS	CA	AM
72387	WRWN	PORT ROYAL	SC	FM
72880	KWLN	WILSON CREEK	WA	FM

73171	WERV-FM	AURORA	IL	FM
73370	WPCO	COLUMBIA	SC	AM
74093	WTLZ	SAGINAW	MI	FM
77588	KMKT	BELLS	TX	FM
78275	KIRK	MACON	MO	FM
78984	KHHL	KARNES CITY	TX	FM
83596	KSAH-FM	PEARSALL	TX	FM
88272	KDUT	RANDOLPH	UT	FM
165988	KAYO	WASILLA	AK	FM
171017	KTCM	MADISON	MO	FM
183327	KCLZ	TWENTYNINE PALMS BAS	CA	FM
183331	KWIX-FM	CAIRO	MO	FM
198622	KTLH	HALLSVILLE	TX	FM
198762	KJAK	PEARSALL	TX	FM

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 Documents

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 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.

Not Applicable.

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	0022898860		
Entity Name	Breakwater Credit Opportunities Fund, LP		
Address	**PO Box**		
	Street 1	1999 Avenue of the Stars	
	Street 2	Suite 3430	
	City	Los Angeles	
	State ("NA" if non-U.S. address)	CA	
	Zip/Postal Code	90067	
	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?			Yes

Ownership Information	
FRN	0022898845

Entity Name	Breakwater Investment Management LLC		
Address	**PO Box**		
	Street 1	1999 Avenue of the Stars	
	Street 2	Suite 3430	
	City	Los Angeles	
	State ("NA" if non-U.S. address)	CA	
	Zip/Postal Code	90067	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	General Partner		
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	1.2%	
	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?			Yes

(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

(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? 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. 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. 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. 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.	No

(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? If "Yes," provide the following information for each such the relationship.	No

(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)? 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.	No

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: **Managing Member of the General Partner** Exact Legal Title or Name of Respondent: **Breakwater Credit Opportunities Fund, LP** Name: **Saif Mansour** Phone: **4247774000** 01/03/2020