



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Non-Biennial Ownership Report (FCC Form 323)

File Number: **0000105378** | Submit Date: **2020-02-04** | FRN: **0022491476**

Purpose: **Commercial Broadcast Stations Non-Biennial Ownership Report** | Status: **Received** | Status Date:
02/04/2020 | Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0022491476	Alpha Media 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	PORTLAND	OR	97204	+1 (503) 517-6200	john.grossi@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

Not Applicable

4. Nature of Respondent

(a) Provide the following information about the Respondent:	
Relationship to stations/permits	Permittee
Nature of Respondent	Limited liability company

(b) Provide the following information about this report:	
Purpose	Report filed by Permittee in conjunction with Permittee's application for a station license
"As of" date	02/04/2020 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)

**/Permittees(s)
and Station(s)
/Permit(s)**

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

Licensee/Permittee Name	FRN
Alpha Media Licensee LLC	0022491476

Fac. ID No.	Call Sign	City	State	Service
198622	KTLH	HALLSVILLE	TX	FM

Section II – Non-Biennial Ownership Information

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

Licensee/Permittee Respondents 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/Permittee Respondents should select "Not Applicable" in response to this question.

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	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	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 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	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	Credit Facility First Lien 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	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	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	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 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	L&L Licensee, LLC Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	02/2013
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	L&L Licensee, LLC LLC Agreement
Parties to contract or instrument	L&L Broadcasting LLC
Date of execution	05/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: LLC Agreement

Document Information	
Description of contract or instrument	First Amendment to Limited Liability Company Agreement of L&L Licensee, LLC
Parties to contract or instrument	L&L Broadcasting LLC
Date of execution	01/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to LLC Agreement

Document Information	
Description of contract or instrument	L&L Broadcasting LLC Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	09/2012
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	Amended and Restated Limited Liability Company Agreement of L&L Broadcasting LLC
Parties to contract or instrument	L&L Broadcast Holdings LLC
Date of execution	05/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Limited Liability Company Agreement

Document Information	
Description of contract or instrument	First Amendment to Amended and Restated Limited Liability Company Agreement of L&L Broadcasting LLC
Parties to contract or instrument	L&L Broadcast Holdings LLC
Date of execution	01/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to Amended and Restated Limited Liability Company Agreement

Document Information	
Description of contract or instrument	Certificate of Merger of Alpha Broadcasting, LLC into L&L Broadcasting LLC under the name of Alpha Media 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 Merger

Document Information	
Description of contract or instrument	Certificate of Merger of Alpha Licensee, LLC into L&L Licensee, LLC under the name of Alpha Media Licensee 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 Merger
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Document Information	
Description of contract or instrument	Second Amendment to Limited Liability Company Agreement of Alpha Media Licensee LLC
Parties to contract or instrument	Alpha Media Licensee LLC and Alpha Media LLC
Date of execution	05/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Second Amendment to Limited Liability Company Agreement

Document Information	
Description of contract or instrument	Second Amendment to Amended and Restated Limited Liability Company Agreement of Alpha Media LLC
Parties to contract or instrument	Alpha Media LLC and Alpha Media Holdings LLC
Date of execution	05/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Second Amendment to Amended and Restated Limited Liability Company Agreement

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

Document Information	
Description of contract or instrument	Waiver and Amendment No. 1 to Credit Agreement
Parties to contract or instrument	Alpha Media, LLC, Alpha 3E Corporation, Antares Capital LP as administrative agent, and other financial institutions
Date of execution	10/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to Credit Agreement

Document Information	
Description of contract or instrument	Waiver and Amendment No. 2 to Credit Agreement

Parties to contract or instrument	Alpha Media LLC, Alpha 3E Corporation and Antares Capital LP, as administrative agent and other financial institutions
Date of execution	07/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to Credit Agreement

Document Information	
Description of contract or instrument	Waiver and Amendment No. 1 to Second Lien Note Purchase Agreement
Parties to contract or instrument	Alpha Media LLC, Alpha 3E Corporation, ICG Debt Administration LLC, as Agent, and other financial institutions
Date of execution	10/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to Purchase Agreement

Document Information	
Description of contract or instrument	Waiver and Amendment No. 2 to Second Lien Note Purchase Agreement
Parties to contract or instrument	Alpha Media LLC, Alpha 3E Corporation, ICG Debt Administration LLC, as Agent, and other financial institutions
Date of execution	07/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to Purchase Agreement

Document Information	
Description of contract or instrument	Waiver and Amendment No. 1 to Note and Warrant Purchase Agreement
Parties to contract or instrument	Alpha Media Holdings LLC and Financial Institutions
Date of execution	10/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to Note and Warrant Purchase Agreement

Document Information	
Description of contract or instrument	Time Brokerage Agreement
Parties to contract or instrument	Alpha Media LLC and Flinn Broadcasting Corporation
Date of execution	01/2018
Date of expiration	01/2023
Agreement type (check all that apply)	Attributable LMA

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) or Permittee(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) or Permittee(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	0022491476		
Entity Name	Alpha Media Licensee LLC		
Address	PO Box		
	Street 1	1211 SW 5th Avenue	
	Street 2		
	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		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	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	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		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	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	0022200844		
Entity Name	Alpha Media 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	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	Jointly Held? No
	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

Ownership Information			
FRN	0027262393		
Name	John J. Grossi		
Address	PO Box		

	Street 1	1211 SW 5th Avenue	
	Street 2	Suite 501	
	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		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	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
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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>	No
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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 "<u>Yes</u>," provide the following information for each such the relationship.</p>	No
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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 "<u>Yes</u>," 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>	No
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Certification

Section	Question	Response
<p>Authorized Party to Sign</p>	<p>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).</p>	
<p>Certification</p>	<p>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.</p>	<p>Official Title: Chief Financial Officer Exact Legal Title or Name of Respondent: Alpha Media Licensee LLC Name: John Grossi Phone: 5035176200</p> <p>02/04/2020</p>