



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000229307** | Submit Date: **2023-11-30** | FRN: **0022491476**

Purpose: **Commercial Broadcast Stations Biennial Ownership Report** | Status: **Received** | Status Date: **12/01/2023**

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 Suite 750	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
2050 M Street, NW	Washington	DC	20036	+1 (202) 719-3360	kkirby@wiley.law

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	146	95	\$13,870.00
				Total	\$13,870.00

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	10/01/2023
	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
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
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	WDLT	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	WIL	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
50404	WOAD	JACKSON	MS	AM
50407	WKXI-FM	MAGEE	MS	FM
50408	WJMI	JACKSON	MS	FM
50409	WJQS	JACKSON	MS	AM
50522	WHXT	SWANSEA	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	HOQUIAM	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
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
72880	KWLN	WILSON CREEK	WA	FM
73171	WERV-FM	AURORA	IL	FM
74093	WTLZ	SAGINAW	MI	FM
77588	KMKT	BELLS	TX	FM
78275	KIRK	MACON	MO	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

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.

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	Amended Limited Liability Company Agreement of Alpha Media USA LLC
Parties to contract or instrument	Alpha Media Holdings LLC
Date of execution	07/2021
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	Amended and Restated Certificate of Incorporation of Alpha Media Holdings Inc.
Parties to contract or instrument	State of Delaware
Date of execution	07/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Certificate of Incorporation

Document Information	
Description of contract or instrument	Amended and Restated Bylaws of Alpha Media Holdings Inc.
Parties to contract or instrument	--
Date of execution	07/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Bylaws

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
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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

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	Alpha Media Holdings Inc. Investors Agreement
Parties to contract or instrument	---
Date of execution	07/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Investors Agreement

Document Information	
Description of contract or instrument	Alpha Media Holdings, Inc. Warrant Agreement
Parties to contract or instrument	Alpha Media Holdings, Inc. and Warranholders
Date of execution	07/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Warrant Agreement

Document Information	
Description of contract or instrument	First Lien Credit Agreement
Parties to contract or instrument	Alpha Media LLC and Alpha 3E Corporation (collectively, the Borrowers), the other Persons party thereto that are designated as a Credit Party Brigade Capital Management, LP, Wilmington Savings Fund Society, FSB et. al.
Date of execution	07/2021
Date of expiration	07/2026
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	First Lien Credit Agreement Guaranty and Security Agreement
Parties to contract or instrument	Alpha Media LLC and Alpha 3E Corporation (collectively, the Borrowers), and each of the other entities listed on the signature pages thereof in favor of Wilmington Savings Fund Society, FSB
Date of execution	07/2021
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: First Lien Credit Agreement Guaranty and Security Agreement
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Document Information	
Description of contract or instrument	Second Lien Note Purchase Agreement
Parties to contract or instrument	Alpha Media LLC and Alpha 3E Corporation, a Delaware corporation (collectively, the Issuers), the other Persons party thereto that are designated as a Credit Party, ICG Debt Administration LLC, and the Persons from time to time party thereto as noteholder
Date of execution	07/2021
Date of expiration	07/2027
Agreement type (check all that apply)	Other Agreement Type: Second Lien Note Purchase Agreement

Document Information	
Description of contract or instrument	Second Lien Note Facility Guaranty and Security Agreement
Parties to contract or instrument	Alpha Media LLC and Alpha 3E Corporation (collectively, the Issuers), and each of the other entities listed on the signature pages thereof, in favor of ICG Debt Administration LLC
Date of execution	07/2021
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Second Lien Note Facility Guaranty and Security Agreement

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	0022491476
Entity Name	Alpha Media 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?			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		
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)		
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		
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?			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		
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)		
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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(c) 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 " <u>Yes</u> ," provide the following information for each such the relationship.	No
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(d) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)? 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.	No
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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 2023 Biennial Ownership Organizational Chart.pdf	Applicant	Ownership Chart	Organizational Chart

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: Chief Financial Officer Exact Legal Title or Name of Respondent: Alpha Media Licensee LLC Name: John Grossi Phone: 5035176200 11/30/2023