

(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: 0000229346 | Submit Date: 2023-11-30 | FRN: 0023600190

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 Na		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	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	48	95	\$4,560.00
			Total	\$4,560.00	

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 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	КТТТ	COLUMBUS	NE	AM

28149	ккот	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	күтс	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
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Section II – Biennial Ownership Information

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	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 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	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 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 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	Certificate of Formation of Digity 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 Digity 3E License, LLC
Parties to contract or instrument	Digity 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 Digity 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. (now Alpha Media 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 Digity 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 Digity 3E Corporation (now Alpha 3E Holding 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 Digity 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	

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 Warrantholders	
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: First Lien 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

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	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 that do not appear on this	an attributable interest in one o	r more broadcast stations	No

Ownership Information		
FRN	0027262393	
Name	John J. Grossi	
Address	РО Вох	
	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	

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

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,	Citizenship	us	
Ethnicity, and Race Information (Natural	Gender	Male	
Persons Only)	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 Yes that do not appear on this report?			Yes

FRN	0029076916	0029076916		
Entity Name	Alpha Media Communications	Alpha Media Communications Inc.		
Address	РО Вох			
	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)	LC/LLC/PLLC Member			
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity			
Interest Percentages (enter percentage values	Voting	100.0%	Jointly Held? No	
from 0.0 to 100.0)	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	
• • •	at any interests, including equithing siling are non-attributable. an explanation.	ty, financial, or voting	Yes	

(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?

No

(d) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?

If "Yes," provide the following information for each such the relationship.

No

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.

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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.

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 LICENSEOR 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 3E Licensee LLC Name: John Grossi Phone: 5035176200