

AKIN GUMP  
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Attorneys at Law

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December 18, 2009

VIA OVERNIGHT

Federal Communications Commission  
International and Satellite Service  
P.O. Box 979093  
St. Louis, Missouri 63197-9000

**Re: Request for Authority to Deliver Programs to  
Foreign Broadcast Stations XETRA-FM, XHITZ-FM, and XHRM-FM**

Dear Sir or Madam:

Local Media of America, LLC, by its attorneys, hereby submits the instant request for authority to permit the continued delivery of programming to foreign broadcast stations XETRA-FM, XHITZ-FM, and XHRM-FM pursuant to Section 325(c) of the Communications Act of 1934, as amended.

Enclosed herewith are FCC Form 159 and the requisite information for payment of the filing fee for the instant application.

Please do not hesitate to contact the undersigned with any questions regarding this matter.

Sincerely,



Tom W. Davidson

cc: Ms. Linda Pintro, FCC  
Ms. Janice Shields, FCC

Enclosures

10 01049089833001

US BANK/FCC DEC 31 2009

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 2

(1) LOCKBOX # <b>979093-979089</b>	SPECIAL USE ONLY
	FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Akin Gump Strauss Hauer &amp; Feld LLP</b>	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$95.00</b>
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(4) STREET ADDRESS LINE NO. 1 <b>1333 New Hampshire Ave.</b>
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(5) STREET ADDRESS LINE NO. 2
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(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>	(8) ZIP CODE <b>20036</b>
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(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-887-4000</b>	(10) COUNTRY CODE (if not in U.S.A.)
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FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN) <b>0005094446</b>	(12) FCC USE ONLY
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IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)  
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME <b>Local Media of America, LLC</b>
---

(14) STREET ADDRESS LINE NO. 1 <b>c/o Thoma Bravo, LLC</b>
---

(15) STREET ADDRESS LINE NO. 2 <b>9200 Sears Tower, 233 South Wacker Drive</b>
---

(16) CITY <b>Chicago</b>	(17) STATE <b>IL</b>	(18) ZIP CODE <b>60606</b>
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(19) DAYTIME TELEPHONE NUMBER (include area code) <b>312-777-4444</b>	(20) COUNTRY CODE (if not in U.S.A.)
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FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN) <b>0019422237</b>	(22) FCC USE ONLY
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COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>MBR</b>	(25A) QUANTITY <b>1</b>
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(26A) FEE DUE FOR (PTC) <b>\$95.00</b>	(27A) TOTAL FEE <b>\$95.00</b>	FCC USE ONLY
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(28A) FCC CODE 1	(29A) FCC CODE 2
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(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
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(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
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(28B) FCC CODE 1	(29B) FCC CODE 2
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SECTION D - CERTIFICATION

**PAID BY CREDIT CARD**

SIGNATURE
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FOR COMMISSION USE ONLY

File No.

United States of America  
Federal Communications Commission  
Washington, D.C. 20554

**APPLICATION FOR PERMIT TO DELIVER PROGRAMS TO FOREIGN BROADCAST STATIONS**  
(Carefully read instructions before filling out Form--RETURN ONLY FORM TO FCC)

1. Name of applicant	Street Address or P. O. Box	City	State	ZIP Code	Telephone No. (include area code)
Local Media of America, LLC	c/o Thomas Bravo, LLC 9200 Sears Tower 233 South Wacker Drive	Chicago	IL	60606	312-777-4444

2. Name and address to whom communication should be sent if different from item 1.

Name	Street Address or P.O. Box	City	State	ZIP Code	Telephone No. (include area code)
Tom W. Davidson	1333 New Hampshire Ave, NW Washington, DC 20036				202-887-4011

3. Legal identity of applicant: (only check one box)

Individual     Partnership     Corporation     Government Entity     Other

If Other specify: Limited Liability Company

4. Application is for:

New Authorization     Extension of Existing Authority

5. If applicant is an individual, is applicant a citizen of the United States? D/N/A     YES     NO

6. If applicant is a partnership, are all partners citizens of the United States? D/N/A     YES     NO

7. If Applicant is a corporation: D/N/A

a. Under laws of what state was it organized?

b. Is more than one-fifth of the capital stock of the corporation owned of record or may it be voted by aliens or their representatives or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

YES     NO

c. Is any officer or director of the corporation an alien?

YES     NO

If the answer is Yes, give the following for each:

Name	Nationality	Position
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d. Is applicant directly or indirectly controlled by any other corporation?

YES  NO

If the answer is Yes, give the following for the controlling corporation.

Name	Address	State in which organized
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e. Is more than one-fourth of the capital stock of the controlling corporation either owned of record, or may it be voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?

YES  NO

f. Is any officer or more than one-fourth of the directors of the corporation an alien?

YES  NO

If the answer is Yes, give the name, nationality, and position of each, and give the total number of directors of the corporation.

Name	Nationality	Position	Number of Directors
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g. Is the above-described controlling corporation in turn a subsidiary?

YES  NO

If the answer is Yes, attach as Exhibit No. \_\_\_\_ additional information answering the holding company questions in this paragraph for each company, to and including the organization having ultimate control.

8. a. If the applicant is an unincorporated association, give the following: D/N/A

Total number of members      Number of Alien members (if any)

b. State the following for alien officers or directors (if any): D/N/A

Name	Nationality	Position
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9. a. What is applicant's principal business?

Broadcasting

b. Does applicant or any party to this application have any interest in, or connection with, any AM, FM, or TV broadcast station (either domestic or foreign), or any application pending before the commission?

YES  No

If the answer is Yes, attach Exhibit No. \_\_\_\_\_ giving full particulars.

10. Is applicant a representative of an alien or of a foreign government?

YES  No

If the answer is Yes, explain.

11. a. Has any radio station authorization previously issued to the applicant or party to this application been revoked, either by the Commission or by any court?

YES  No

b. Has any previous application by the applicant or party to this application been denied by the Commission or by a predecessor agency?

YES  No

If the answer to (a) and/or (b) is Yes, explain:

12. a. Has applicant or any party to this application been found guilty by any court of any felony?

YES  No

b. Has applicant or any party to this application been finally adjudged guilty by a federal court of the violation of the laws of the United States relating to unlawful monopoly, restraint of trade, and/or unfair methods of competition?

YES  No

If the answer to (a) and/or (b) is Yes, explain.

13. Address of studio or other place at which programs will originate:  
9660 Granite Ridge Drive, Suite B, San Diego, CA 92123
14. State ownership of originating facilities.  
See Exhibit I
15. Describe the means (wireline, radio link, or other method) whereby programs will be delivered, to foreign station(s), including names of any interconnecting common carriers.  
Wireless, microwave and satellite;  
telecommunications, private and common carrier
16. Give the location, type, and authorized power of foreign station(s) to which programs will be delivered, and identify the licensee or operating agency of such station(s).  
See Exhibit I
17. Attach as Exhibit No. I a full explanation of the legal relationship between the applicant and foreign station(s) involved, including a copy of contract (if any) with foreign station(s).
18. (a) Attach as Exhibit No. I a statement as to whether program deliveries are to be intermittent or regularly scheduled, and the average number of hours per day, week and/or month during which the foreign station(s) involved will broadcast such programs.
- (b) Attach as Exhibit No. I a detailed description of the nature and character of the programming proposed and the language to be employed.

CERTIFICATION

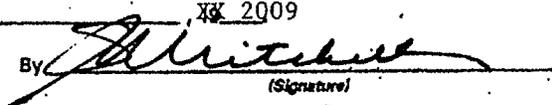
The APPLICANT acknowledges that all statements contained in this application and attached exhibits are material representations, and that the exhibits forming a part of this application are incorporated herein as if set out in full in the application. The undersigned certifies that the statements contained in this application are true, complete, and correct to the best of his/her knowledge and belief and are made in good faith.

Signed and dated this 18th day of December, XX 2009

Local Media of America, LLC

(Name of Applicant)

By



(Signature)

Authorized Person

(Title)

WILLFUL FALSE STATEMENTS MADE ON THIS FORM  
ARE PUNISHABLE BY FINE AND IMPRISONMENT.  
U.S. CODE, TITLE 18, SECTION 1001.

EXHIBITS furnished as required by this form:

Exhibit No.	Pars. No. of form	Name of officer or employee (1) by whom or (2) under whose direction exhibit was prepared (show which)	Official title
I	14, 16, 17, 18	Lee M. Mitchell	Authorized Person

**Exhibit I**  
**Comprehensive Exhibit**

Local Media of America, LLC (“Local Media”), a wholly-owned subsidiary of Local Media of America Holdings, LLC (“Local Media Holdings”) files the instant application requesting authority to deliver programming to XETRA-FM, 91.1 MHz; XHITZ-FM, 90.3 MHz; and XHRM-FM, 92.5 MHz (collectively “Stations”). The Stations are assigned to Tijuana, B.C., Mexico. The originating facilities are owned by Comunicaciones Xersa, S.A. de C.V. (“Xersa”).

The Stations, which serve the San Diego radio market (“San Diego Market”), currently receive programming from Finest City Broadcasting, LLC (“Finest City”), the holder of a Section 325(c) authorization to deliver such programming pursuant to an Exclusive Promotional, Programming, and Sales Agreement (“Programming Agreement”). Finest City, however, presently is in default of its obligations under the senior notes (“Senior Notes”) originally held by CIT Lending Services Corporation and certain other senior lenders (collectively, “CIT”). CIT recently completed the sale of the Senior Notes to Local Media Holdings, an affiliate of Thoma Bravo, LLC (“Thoma Bravo”), a private equity investment firm. As the owner of the Senior Notes, Local Media Holdings soon will institute a foreclosure action against Finest City’s assets. It is currently anticipated that the foreclosure action will be completed by January 7, 2010.<sup>1</sup> Upon completion of the foreclosure, Local Media Holdings will transfer the assets formerly held by Finest City, including the Programming Agreement, to Local Media. As a result, Finest City’s former assets, including the Programming Agreement, will be held by Local Media. Local Media will obtain Finest City’s rights under the Programming Agreement and therefore will have the contractual authority to provide programming to the Stations. Accordingly, Local Media requests authority to deliver programming to the Stations pursuant to Section 325(c).

**I. OWNERSHIP STRUCTURE**

Local Media, the proposed holder of the Section 325(c) authorization, is a Delaware limited liability company. The sole member of Local Media is Local Media Holdings, a Delaware limited liability company. The sole member and manager of Local Media Holdings is Thoma Bravo Fund IX, L.P., a Delaware limited partnership (“TBF LP”).<sup>2</sup> The sole general partner of TBF LP is Thoma Bravo Partners IX, L.P., a Delaware limited partnership (“TBF Partners LP”). Thoma Bravo, in turn, is the sole general partner of TB Partners LP. Thoma Bravo is managed by a board of managers

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<sup>1</sup> Simultaneously herewith, Local Media is filing an application for special temporary authority to enable the continued delivery of programming to the Stations from January 7, 2010 until such time as the FCC processes the instant Application.

<sup>2</sup> Prior to commencement of the foreclosure action described herein, it is possible that TBF LP will transfer its sole membership interest in Local Media Holdings to an affiliate, which affiliate would be ultimately controlled by Thoma Bravo through TBF Partners LP.

consisting of Orlando Bravo, S. Scott Crabill, Lee M. Mitchell and Carl D. Thoma. These four individuals also are the sole owners of Thoma Bravo.

Foreign Ownership. No party to this application is an alien, a foreign government, a corporation organized under the laws of a foreign county, or a representative of any of the foregoing.

## II. NATURE OF THE PROGRAMMING

Local Media will provide programming for the stations pursuant to the Programming Agreement. This agreement contains propriety information and will be provided to the Federal Communications Commission upon request. Program deliveries to the Stations will include regularly scheduled and special feature programming for up to 24 hours per day, seven days per week, throughout the year, subject to Xersa's Mexican programming obligations. The program deliveries will consist of entertainment, news, sports, weather, traffic, information and/or other broadcast material in the English language. The program deliveries will be unchanged from the programming delivered to the Stations by Finest City before completion of the foreclosure action described above.

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PO ZIP Code	Day of Delivery <input type="checkbox"/> Next <input type="checkbox"/> 2nd <input type="checkbox"/> 2nd Del. Day	Postage \$	Delivery Attempt	Time <input type="checkbox"/> AM <input type="checkbox"/> PM	Employee Signature
Date Accepted	Scheduled Date of Delivery	Return Receipt Fee \$	Mo. Day		
Mo. Day Year	Month Day	COD Fee	Delivery Attempt	Time <input type="checkbox"/> AM <input type="checkbox"/> PM	Employee Signature
Time Accepted <input type="checkbox"/> AM <input type="checkbox"/> PM	Scheduled Time of Delivery <input type="checkbox"/> Noon <input type="checkbox"/> 3 PM	Insurance Fee \$	Mo. Day		
Flat Rate <input type="checkbox"/> or Weight	Military <input type="checkbox"/> 2nd Day <input type="checkbox"/> 3rd Day	Total Postage & Fees \$	Delivery Date	Time <input type="checkbox"/> AM <input type="checkbox"/> PM	Employee Signature
lbs. ozs.	Int'l Alpha Country Code	Acceptance Emp. Initials	Mo. Day		
CUSTOMER USE ONLY			<input type="checkbox"/> <b>NO DELIVERY</b> <input type="checkbox"/> Weekend <input type="checkbox"/> Holiday <small>WAIVER OF SIGNATURE (Domestic Mail Only) Additional merchandise insurance is void if waiver of signature is requested. Waiver of signature to be made without obtaining signature of addressee or addressee's agent (if delivery employee judges that article can be left in secure location) and authorize that delivery employee's signature constitutes valid proof of delivery.</small>		

**FROM: (PLEASE PRINT)** PHONE ( )

Tom W. Davidson, Esq.  
ARKIN, GUNDEL & CO. LLP  
1333 New York Avenue, N.W.  
Suite 900  
Washington, D.C. 20004-4111

**TO: (PLEASE PRINT)** PHONE ( )

Federal Communications Commission  
International and Satellite Service  
Post Office Box 974197  
St. Louis, Missouri 63197-4197

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Mail box.

ay only