

## Description of the Transaction

This application is one of several broadcast and non-broadcast applications filed which collectively request Commission consent to the assignment of various broadcast licenses held by indirect, wholly-owned subsidiaries of Alpha Media Holdings LLC, Debtor-in-Possession (“Alpha”), as debtors in possession, to those same licensees as non-debtors in possession. The lead Media Bureau File No. for the applications filed on FCC Form 2100, Schedule 314 (the “Applications”) is 0000138519.

These licensees, Alpha Media Licensee LLC and Alpha 3E Licensee LLC (the “Alpha Licensees”) together with Alpha and other affiliated entities (collectively, the “Alpha Debtors”), are currently being operated under the protection of Chapter 11 of the U.S. Bankruptcy Code in consolidated cases before and under the supervision of the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (“Bankruptcy Court”). On January 24, 2021, the Alpha Debtors filed with the Bankruptcy Court a Joint Plan of Reorganization (as may be further amended, supplemented, or otherwise modified, the “Plan”). The Alpha Debtors expect to complete the contemplated restructuring and successfully emerge from Chapter 11, subject to receipt of FCC consent, among other things.

As depicted in the chart attached as Schedule 1, each of the Alpha Licensees is currently indirectly controlled by Alpha Media USA LLC (“Alpha Media USA”), which is wholly and directly controlled by Alpha. Under the terms of the Plan, there will be a transfer of control of the Alpha Licensees as follows: (a) 100% of the equity interests in Alpha Media USA will be transferred from Alpha to New Alpha, a U.S.-organized corporation, and (b) equity interests and warrants in New Alpha will be issued to certain second lien noteholders. The New Alpha equity interests and the warrants will be distributed in a manner that ensures compliance with the Communications Laws

### *Changes in Interests*

Upon emergence from bankruptcy, New Alpha will wholly and directly control Alpha Media USA. A chart depicting the proposed ownership structure upon emergence below New Alpha and through the Alpha Licensees is provided as Schedule 2. New Alpha, Alpha Media USA, and each of the Alpha Media USA subsidiaries are all organized under the laws of U.S. states.

No single party will hold a controlling interest in New Alpha. New Alpha will have only a single class of stock and as a result, direct and indirect equity and voting interests in New Alpha will be identical. MetLife, Inc. (“MetLife”), primarily through its indirect subsidiary, MetLife Private Equity Holdings, LLC (“MPEH”), will control 43.7% of the equity and voting interests in New Alpha. Hamilton Lane Incorporated (“HLI”), through its indirect subsidiaries Florida Growth Fund LLC (“FGF”) and Hamilton Lane Strategic Opportunities 2016 Fund LP (“HLSOF”), will control 49% of the equity and voting interests in New Alpha. Intermediate Capital Group PLC (“ICG”), directly and through its indirect subsidiary ICG North America

Holdings Ltd (“ICGNA”), will control approximately 5.8% of the equity and voting interests in New Alpha. No other parties will hold attributable interests in New Alpha upon emergence.

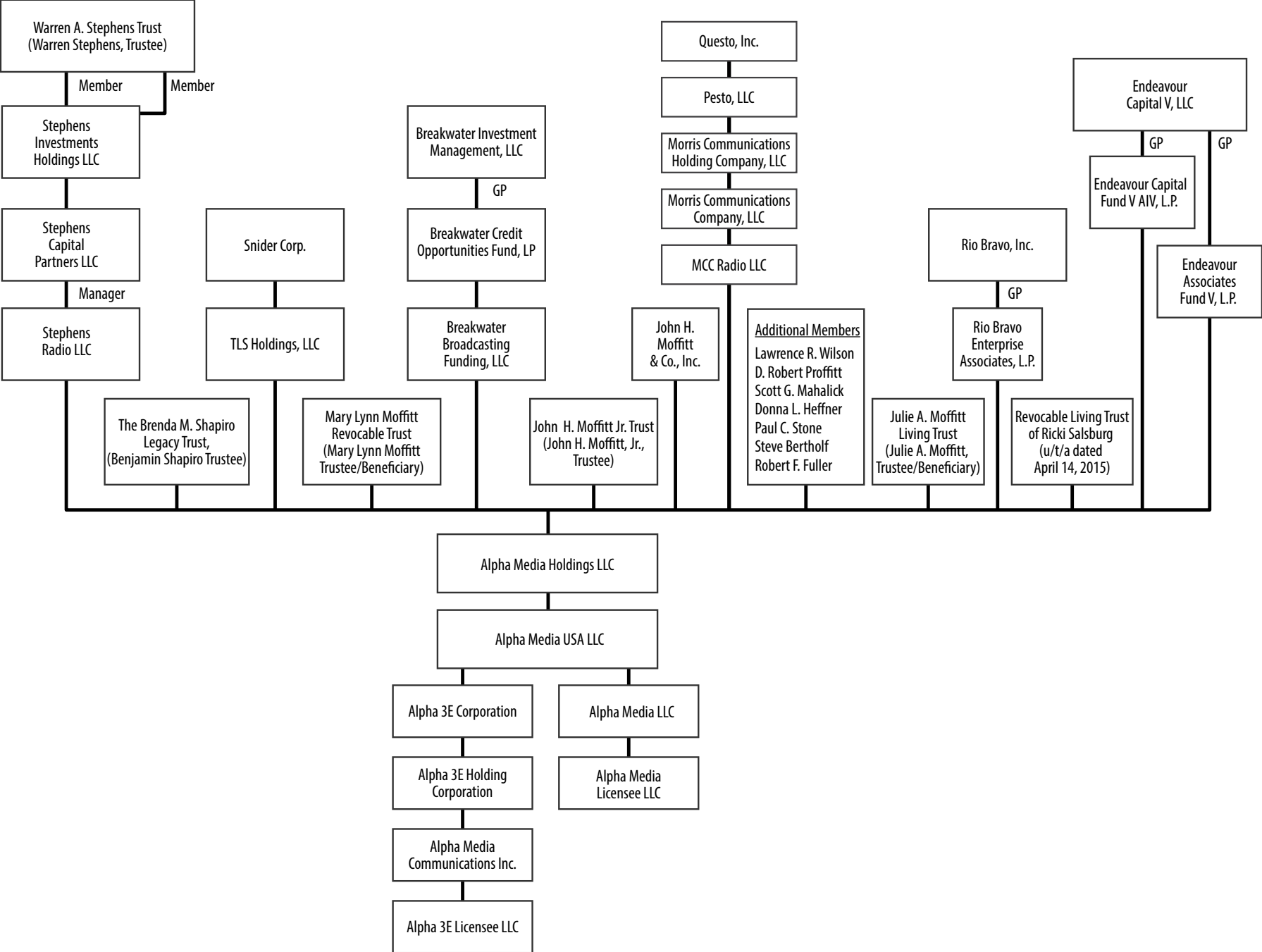
MPEH, FGF, and HLSOF are each U.S.-organized entities with minimal foreign ownership. The ownership structure of the entities and individuals holding attributable interests in New Alpha are set forth in the charts contained in Schedule 3 hereto and described in more detail below.

### **Alpha Management/Officers and Directors**

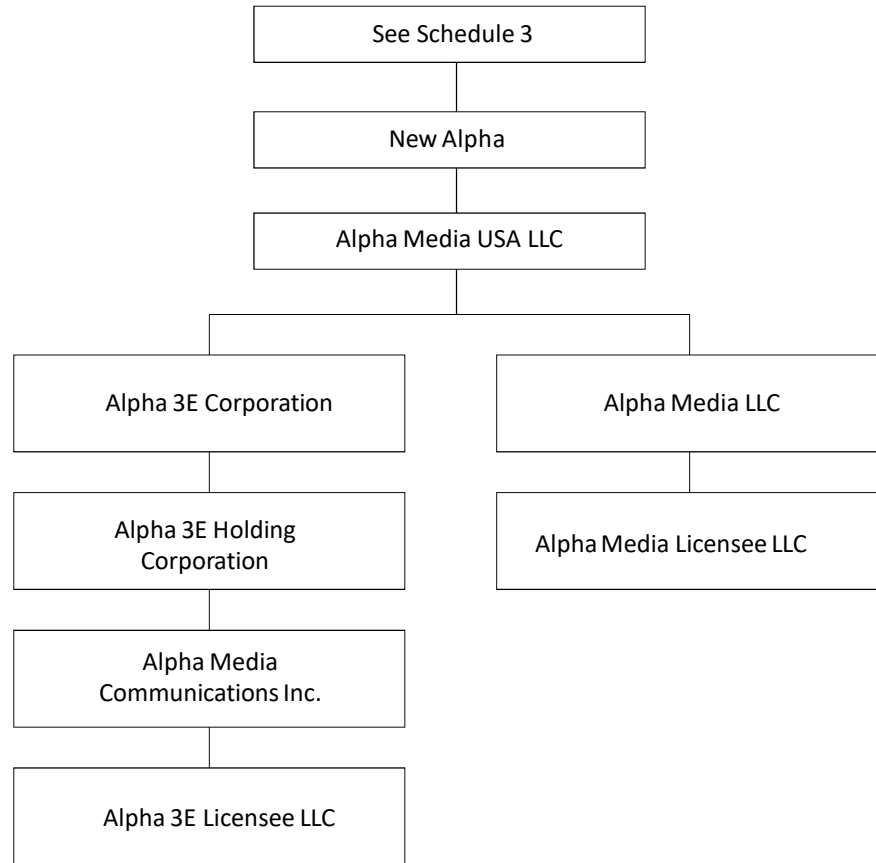
New Alpha will be managed by a five-member board of directors. The board will consist of (1) Alpha’s current Chief Executive Officer, D. Robert Proffitt; (2) one director designated by Hamilton Lane Incorporated; (3) one director designated by Intermediate Capital Group PLC; (4) one director designated by all of the equity holders (who will not be an employee or agent of a foreign equity holder), each of whom will vote in proportion to their equity holdings in New Alpha; and (5) an independent director who will be designated by the other four directors. Each member of the board will be required to possess the requisite qualifications to hold an attributable interest in the FCC licenses held by subsidiaries of New Alpha, and no member of the board will hold attributable interests in any other broadcast licensee that would conflict with the interests held in New Alpha. All matters before the board will be decided by majority vote.

Each of Alpha Media USA LLC, Alpha Media LLC, Alpha Media Licensee LLC, and Alpha 3E Licensee LLC will be member-managed by the LLC’s direct parent, and Alpha’s current Chief Financial Officer, John Grossi will serve as Secretary. The stock of each of Alpha 3E Corporation, Alpha 3E Holding Corporation and Alpha Media Communications Inc. will be wholly owned by the corporation’s direct parent, Mr. Proffitt will serve as its sole director, and Mr. Grossi will serve as Secretary. Mr. Proffitt and Mr. Grossi are U.S. citizens and neither holds an attributable interest in any other media entity.

# Schedule 1 - Current Alpha Media Structure

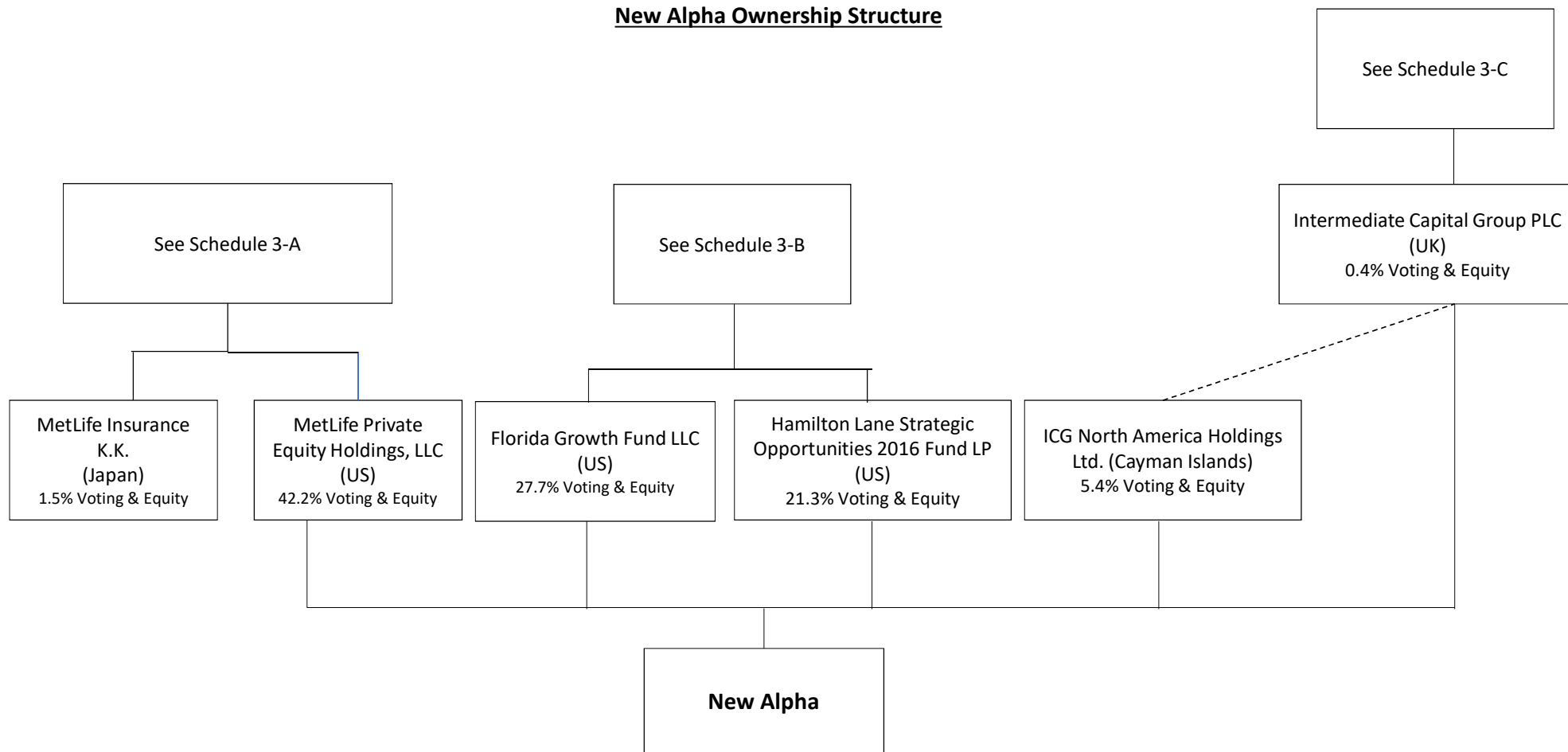


**Schedule 2**  
**Proposed Alpha Media Structure**



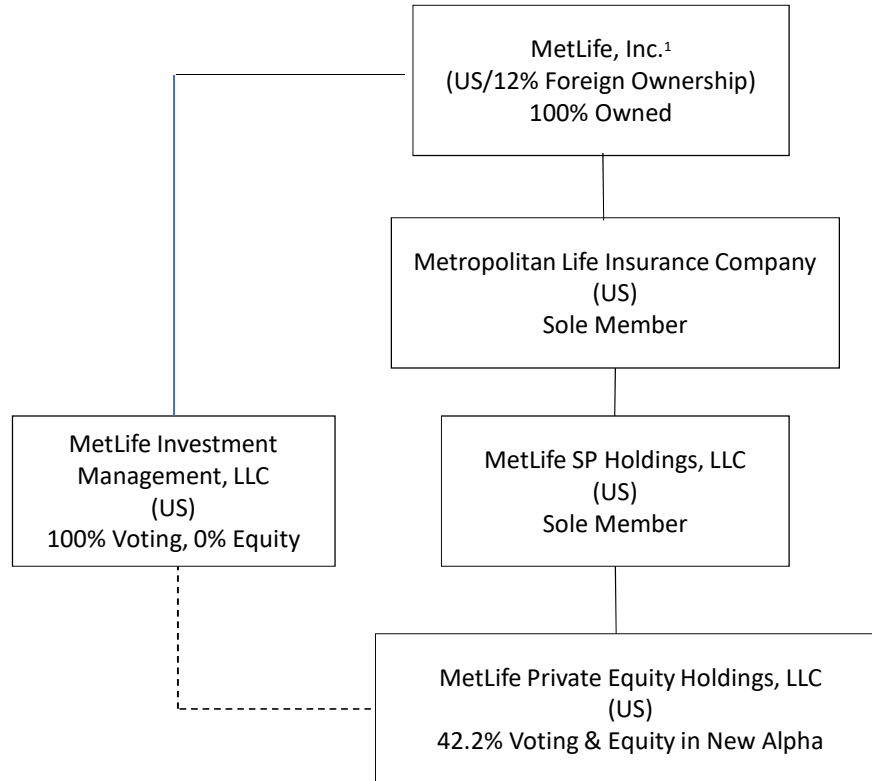
\*Each entity below New Alpha is wholly owned by its parent.

**Schedule 3**  
**New Alpha Ownership Structure**



----- Indirect Ownership

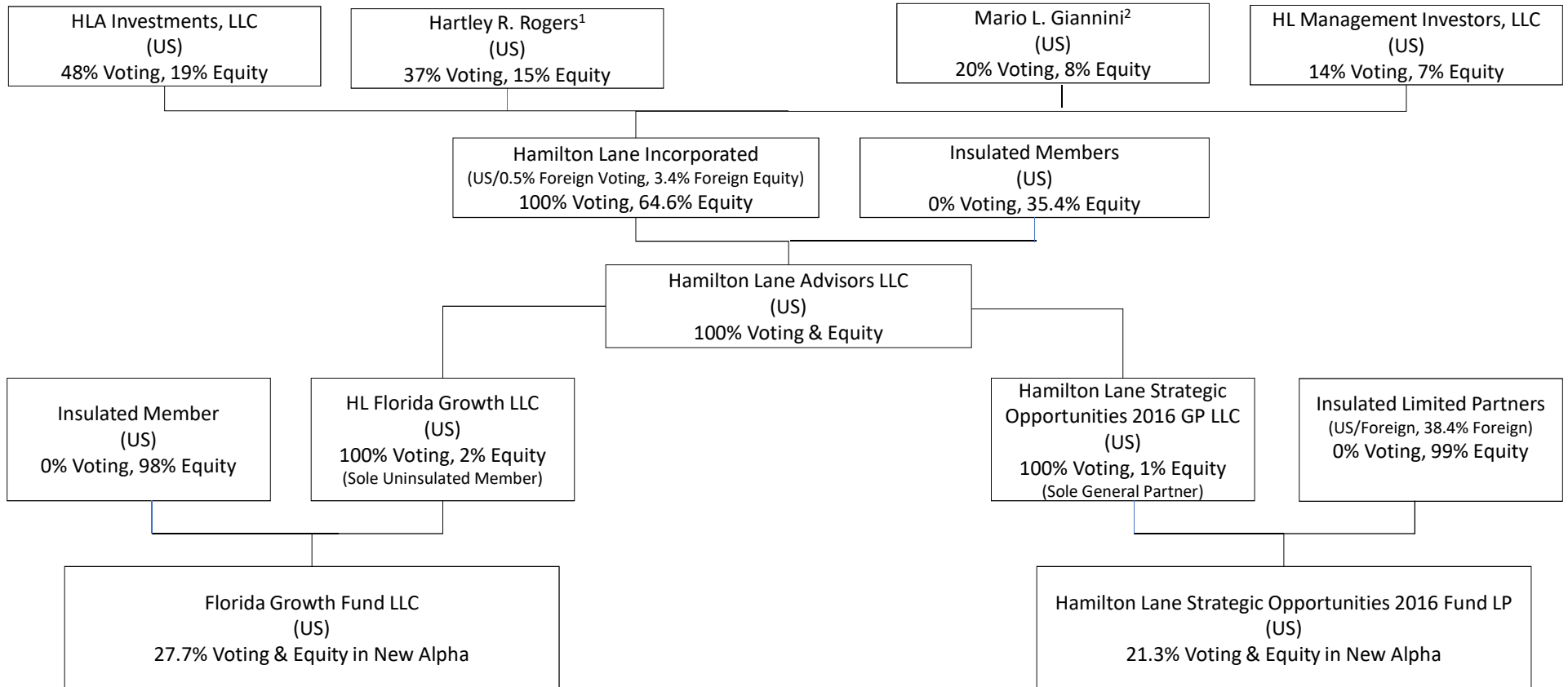
**Schedule 3-A**  
**MetLife Ownership Structure**



----- Investment Manager

<sup>1</sup>MetLife, Inc. is also the indirect parent of MetLife Insurance K.K., which will hold a 1.5% voting and equity interest in New Alpha at emergence, such that MetLife Inc.'s total indirect interest will be 43.7%. MetLife SP Holdings, LLC is the sole member and manager of MetLife Private Equity Holdings, LLC and controls all of the voting and equity interests in it, but decision-making authority over the investments in New Alpha has been delegated to MetLife Investment Management, LLC, as explained more fully herein. Metropolitan Life Insurance Company is the sole member and manager of MetLife SP Holdings, LLC and controls of its voting and equity interests. MetLife, Inc. is the sole owner of Metropolitan Life Insurance Company and the sole member and manager of MetLife Investment Management, LLC and controls all of the voting and equity interests of both of those entities.

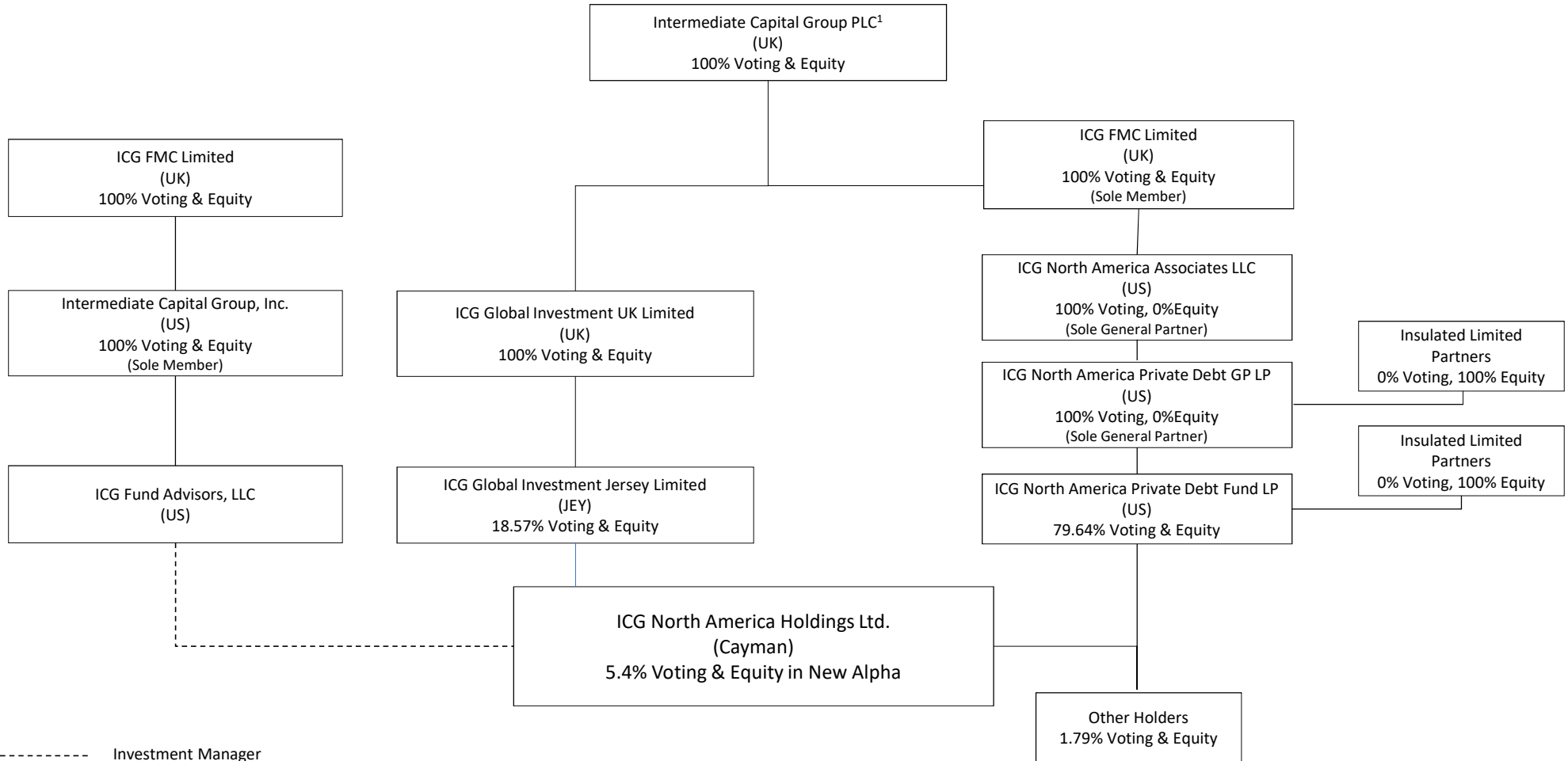
**Schedule 3-B**  
**Hamilton Lane Ownership Structure**



<sup>1</sup> Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers holds a pecuniary interest and control through his control over HLA Investments, LLC. HRHLA, LLC is the sole managing member of HLA Investments, LLC and controls 78.5% of its voting and equity interests; Mr. Rogers in turn is the managing member of HRHLA, LLC and controls 74% of its voting and equity interests.

<sup>2</sup> Represents shares held directly by Mr. Giannini and by entities wholly owned and controlled by Mr. Giannini.

**Schedule 3-C**  
**ICG Ownership Structure**



<sup>1</sup> Intermediate Capital Group PLC will also directly hold a 0.4% equity and voting interest in New Alpha, such that Intermediate Capital Group PLC's total interest will be 5.8%.



**Parties to the Application**

This following information pertains to the proposed assignee, Alpha 3E Licensee LLC.

**ALPHA 3E LICENSEE LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Alpha Media Communications Inc. 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Member/Manager	100	100
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

**ALPHA MEDIA COMMUNICATIONS INC.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Alpha 3E Holding Corporation 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Shareholder	100	100
D. Robert Proffitt 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Director	N/A	N/A
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

**ALPHA 3E HOLDING CORPORATION**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Alpha 3E Corporation 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Shareholder	100	100
D. Robert Proffitt 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Director	N/A	N/A
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

**ALPHA 3E CORPORATION**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Alpha Media USA LLC 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Member/Manager	100	100
D. Robert Proffitt 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Director	N/A	N/A
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

**ALPHA MEDIA USA LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
New Alpha 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Member/Manager	100	100
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

**NEW ALPHA**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife Private Equity Holdings, LLC c/o MetLife Investment Management, LLC One MetLife Way Whippany, NJ 07981	US	Stockholder	43.7%	43.7%
Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Stockholder	27.7%	27.7%
Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Stockholder	21.3%	21.3%
ICG North America Holdings Ltd. c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	CYM	Stockholder	5.4%	5.4%
Intermediate Capital Group Plc <sup>1</sup> Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Stockholder	0.4%	0.4%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%

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<sup>1</sup> Attributable as ultimate parent company of ICG North America Holdings Ltd; also holds 0.4% interest directly.

**MetLife Private Equity Holdings Ltd.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife Private Equity Holdings, LLC	US	Respondent	N/A	N/A
MetLife SP Holdings, LLC	US	Sole Member and Manager	0%	100%
MetLife Investment Management, LLC	US	Investment Manager	100%	0%

**MetLife SP Holdings, LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife SP Holdings, LLC	US	Respondent	N/A	N/A
Metropolitan Life Insurance Company	US	Sole Member and Manager	100%	100%

**Metropolitan Life Insurance Company<sup>2</sup>**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Metropolitan Life Insurance Company	US	Respondent	N/A	N/A
MetLife, Inc.	US	Stockholder	100%	100%

**MetLife Investment Management**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife Investment Management, LLC	US	Respondent	N/A	N/A
MetLife, Inc.	US	Sole Member	100%	100%
Justin Ryvicker	US	Manager	0%	0%
Atif Ahbab	US	Manager	0%	0%
David Yu	US	Manager	0%	0%

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<sup>2</sup> The parties intend to amend the Applications to identify an officer or director of Metropolitan Life Insurance Company that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

**MetLife, Inc.**<sup>3</sup>

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife, Inc.	US	Respondent	N/A	N/A

**Hamilton Lane Strategic Opportunities 2016 Fund LP**

All respondents listed below use the address of Hamilton Lane Strategic Opportunities 2016 Fund LP

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Strategic Opportunities 2016 GP LLC	US	Sole General Partner	100%	1%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Atul Varna	US	CFO of Parent Company	0%	0%
Lydia Gavalis	US	VP and Secretary of Parent Company	0%	0%
Benjamin Mittman	US	Assistant Secretary of Parent Company	0%	0%
Adam Shane	US	Assistant Secretary of Parent Company	0%	0%

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<sup>3</sup> The parties intend to amend the Applications to identify an officer or director of MetLife, Inc. that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

## Hamilton Lane Strategic Opportunities 2016 GP LLC

All respondents listed below use the address of Hamilton Lane Strategic Opportunities 2016 GP LLC

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Hamilton Lane Strategic Opportunities 2016 GP LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Advisors LLC	US	Sole Member	100%	100%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Hartley R. Rogers	US	Chairman of the Board of Parent Company	0%	0%
Kevin J. Lucey	US	COO of Parent Company	0%	0%
Michael J. Koenig	US	Chief Client Officer of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%

### Florida Growth Fund LLC

All respondents listed below use the address of Florida Growth Fund LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
HL Florida Growth LLC	US	Sole unincorporated member	100%	2%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia Gavalis	US	VP and Secretary of Parent Company	0%	0%
Benjamin Mittman	US	Assistant Secretary of Parent Company	0%	0%
Adam Shane	US	Assistant Secretary of Parent Company	0%	0%

### HL Florida Growth LLC

All respondents listed below use the address of HL Florida Growth LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
HL Florida Growth LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Advisors LLC	US	Sole member	100%	100%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Hartley R. Rogers	US	Chairman of the Board of Parent Company	0%	0%
Kevin J. Lucey	US	COO of Parent Company	0%	0%
Michael J. Koenig	US	Chief Client Officer of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%

## Hamilton Lane Advisors LLC

All respondents listed below use the address of Hamilton Lane Advisors LLC

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Hamilton Lane Advisors LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Incorporated	US	Sole managing member	100%	64.6%
HLA Investments, LLC	US	Member	0%	19%
HL Management Investors, LLC	US	Member	0%	7%
Mario L. Giannini	US	CEO	0%	0%
Hartley R. Rogers	US	Chairman of the Board	0%	0%
Kevin J. Lucey	US	COO	0%	0%
Michael J. Koenig	US	Chief Client Officer	0%	0%
Atul Varma	US	CFO	0%	0%
Lydia A. Gavalis	US	Secretary and GC	0%	0%



## Hamilton Lane Incorporated

All respondents listed below use the address of Hamilton Lane Incorporated

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Hamilton Lane Incorporated One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
HLA Investments, LLC	US	Stockholder	48%	19%
HL Management Investors, LLC	US	Stockholder	14%	7%
Hartley R. Rogers	US	Director, Stockholder	37% <sup>4</sup>	15% <sup>5</sup>
Mario L. Giannini	US	Director, Stockholder	20% <sup>6</sup>	8% <sup>7</sup>
David J. Berkman	US	Director, Stockholder	<1%	<1%
O. Griffith Sexton	US	Director, Stockholder	4%	2% <sup>8</sup>
Erik R. Hirsch	US	Director, Stockholder	5%	2% <sup>9</sup>
Leslie F. Varon	US	Director, Stockholder	<1%	<1%
Atul Varma	US	CFO, Stockholder	<1%	<1%
Randy M. Stilman	US	Treasurer	<1%	<1% <sup>10</sup>

<sup>4</sup> Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers as the managing member of its managing member.

<sup>5</sup> Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers through his control of its managing member.

<sup>6</sup> Represents shares held by Mr. Giannini directly in Hamilton Lane Incorporated, and held indirectly through Hamilton Lane Advisors, Inc., a corporation wholly owned and controlled by Mr. Giannini.

<sup>7</sup> Represents shares held by Mr. Giannini directly in Hamilton Lane Incorporated, and held indirectly through Hamilton Lane Advisors, Inc., a corporation wholly owned and controlled by Mr. Giannini, and shares held by HLA Investments, LLC in which Mr. Giannini holds a pecuniary interest.

<sup>8</sup> Percentage includes shares beneficially owned by HL Management Investors, LLC in which family trusts of which Mr. Sexton is the trustee hold a pecuniary interest. Mr. Sexton shares voting and dispositive power over those shares with his spouse.

<sup>9</sup> Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Hirsch holds a pecuniary interest.

<sup>10</sup> Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Stilman holds a pecuniary interest.

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Kevin J. Lucey	US	Chief Operating Officer	<1%	<1% <sup>11</sup>
Lydia A. Gavalis	US	General Counsel and Secretary	0%	0%
Juan Delgado-Moreira	US	Vice Chairman	<1%	2%
Michael T. Donohue	US	Controller and Managing Director	0%	0%

#### **HLA Investments, LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
HLA Investments, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
HRHLA, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Sole Managing Member	78.5%	78.5%

#### **HRHLA, LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
HRHLA, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hartley R. Rogers One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Managing Member	74%	74%

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<sup>11</sup> Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Lucey holds a pecuniary interest.

### HL Management Investors, LLC

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
HL Management Investors, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Lydia A. Gavalis One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Secretary	0%	0%

### ICG North America Holdings Ltd (CYM)

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North America Holdings Ltd c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	CYM	Respondent	N/A	N/A
ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Stockholder	79.64%	79.64%
ICG Global Investment Jersey Limited c/o BNP Paribas The Esplanade St Helier Jersey, JE1, 5BP	JEY	Stockholder	18.57%	18.57%
ICG Fund Advisors LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Investment Advisor	0%	0%
Brian Spenner	US	Director	0%	0%
Andy Le Couilliard	UK	Director	0%	0%
Julie Hughes	CAN/CYM	Director	0%	0%
Scott Dakers	UK	Director	0%	0%

### ICG North America Private Debt Fund LP

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG North America Private Debt GP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Sole General Partner	100%	0%

### ICG North America Private Debt GP LP

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North American Private Debt GP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Sole General Partner	100%	0%

### ICG North America Associates LLC

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Sole Member	100%	100%
Brian Spenner	US	Manager	0%	0%
Benoit Durteste	US	Manager	0%	0%

### ICG FMC Limited

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Respondent	N/A	N/A
Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Sole Owner	100%	100%
Vijay Bharadia	UK	Director	0%	0%
Benoit Durteste	US	Director	0%	0%

### Intermediate Capital Group PLC

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Respondent	N/A	N/A
Benoit Durteste	US	Director, CEO	0%	0%
Vijay Bharadia	UK	Director, CFO	0%	0%
Antje Hensel-Roth	UK	Director, Chief People and External Affairs Officer	0%	0%
Lord Davies of Abersoch	UK	Director, Non- Executive Chairman	0%	0%
Virginia Holmes	UK	Director	0%	0%
Rusty Nelligan	UK	Director	0%	0%
Kathryn Purves	UK	Director	0%	0%
Amy Schioldager	US	Director	0%	0%
Andrew Sykes	UK	Director	0%	0%
Stephen Welton	UK	Director	0%	0%

### ICG Fund Advisors LLC

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG Fund Advisors LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Sole Member	100%	100%
Brian Spenner	US	Manager, Officer	0%	0%
Alan Jones	US	Manager, Officer	0%	0%
Seth Katzenstein	US	Manager, Officer	0%	0%
Benoit Durteste	US	Officer	0%	0%
Vijay Bharadia	UK	Officer	0%	0%
Peter Lin	US	Officer	0%	0%

## Intermediate Capital Group, Inc.

All individual respondents listed below may be reached at the Respondent's address

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Stockholder	100%	100%
Vijay Bharadia	UK	Director, Officer	0%	0%
Alan Jones	US	Director, Officer	0%	0%
Andrew Hawkins	US	Director, Officer	0%	0%
Seth Katzenstein	US	Officer	0%	0%
Brian Spenner	US	Officer	0%	0%
Benoit Durteste	US	Officer	0%	0%
Peter Lin	US	Officer	0%	0%
Andreas Mondovitz	GER	Officer	0%	0%

**Parties to the Application**

This exhibit provides information pertaining to the proposed assignee, Alpha Media Licensee LLC.

**ALPHA MEDIA LICENSEE LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Alpha Media LLC 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Member/Manager	100	100
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

**ALPHA MEDIA LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Alpha Media USA LLC 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Member/Manager	100	100
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A

**ALPHA MEDIA USA LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
New Alpha 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Sole Member/Manager	100	100
John Grossi 1211 SW 5th Avenue Suite 750 Portland, OR 97204	US	Secretary	N/A	N/A



**NEW APLHA**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife Private Equity Holdings, LLC c/o MetLife Investment Management, LLC One MetLife Way Whippany, NJ 07981	US	Stockholder	43.7%	43.7%
Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Stockholder	27.7%	27.7%
Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Stockholder	21.3%	21.3%
ICG North America Holdings Ltd. c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	CYM	Stockholder	5.4%	5.4%
Intermediate Capital Group Plc <sup>1</sup> Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Stockholder	0.4%	0.4%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%
See Description of Transaction	US	Director	0%	0%

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<sup>1</sup> Attributable as ultimate parent company of ICG North America Holdings Ltd; also holds 0.4% interest directly.

**MetLife Private Equity Holdings Ltd.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife Private Equity Holdings, LLC	US	Respondent	N/A	N/A
MetLife SP Holdings, LLC	US	Sole Member and Manager	0%	100%
MetLife Investment Management, LLC	US	Investment Manager	100%	0%

**MetLife SP Holdings, LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife SP Holdings, LLC	US	Respondent	N/A	N/A
Metropolitan Life Insurance Company	US	Sole Member and Manager	100%	100%

**Metropolitan Life Insurance Company<sup>2</sup>**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Metropolitan Life Insurance Company	US	Respondent	N/A	N/A
MetLife, Inc.	US	Stockholder	100%	100%

**MetLife Investment Management**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife Investment Management, LLC	US	Respondent	N/A	N/A
MetLife, Inc.	US	Sole Member	100%	100%
Justin Ryvicker	US	Manager	0%	0%
Atif Ahbab	US	Manager	0%	0%
David Yu	US	Manager	0%	0%

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<sup>2</sup> The parties intend to amend the Applications to identify an officer or director of Metropolitan Life Insurance Company that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

**MetLife, Inc.**<sup>3</sup>

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
MetLife, Inc.	US	Respondent	N/A	N/A

**Hamilton Lane Strategic Opportunities 2016 Fund LP**

All respondents listed below use the address of Hamilton Lane Strategic Opportunities 2016 Fund LP

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Hamilton Lane Strategic Opportunities 2016 Fund LP One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Strategic Opportunities 2016 GP LLC	US	Sole General Partner	100%	1%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Atul Varna	US	CFO of Parent Company	0%	0%
Lydia Gavalis	US	VP and Secretary of Parent Company	0%	0%
Benjamin Mittman	US	Assistant Secretary of Parent Company	0%	0%
Adam Shane	US	Assistant Secretary of Parent Company	0%	0%

**Hamilton Lane Strategic Opportunities 2016 GP LLC**

All respondents listed below use the address of Hamilton Lane Strategic Opportunities 2016 GP LLC

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Hamilton Lane Strategic Opportunities 2016 GP LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Advisors LLC	US	Sole Member	100%	100%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Hartley R. Rogers	US	Chairman of the Board of Parent Company	0%	0%

<sup>3</sup> The parties intend to amend the Applications to identify an officer or director of MetLife, Inc. that will hold an attributable interest in New Alpha and will be qualified to hold such an interest in a broadcast licensee.

Kevin J. Lucey	US	COO of Parent Company	0%	0%
Michael J. Koenig	US	Chief Client Officer of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%

### Florida Growth Fund LLC

All respondents listed below use the address of Florida Growth Fund LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Florida Growth Fund LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
HL Florida Growth LLC	US	Sole unincorporated member	100%	2%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia Gavalis	US	VP and Secretary of Parent Company	0%	0%
Benjamin Mittman	US	Assistant Secretary of Parent Company	0%	0%
Adam Shane	US	Assistant Secretary of Parent Company	0%	0%

### HL Florida Growth LLC

All respondents listed below use the address of HL Florida Growth LLC

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
HL Florida Growth LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Advisors LLC	US	Sole member	100%	100%
Mario L. Giannini	US	CEO of Parent Company	0%	0%
Hartley R. Rogers	US	Chairman of the Board of Parent Company	0%	0%
Kevin J. Lucey	US	COO of Parent Company	0%	0%
Michael J. Koenig	US	Chief Client Officer of Parent Company	0%	0%
Atul Varma	US	CFO of Parent Company	0%	0%
Lydia A. Gavalis	US	Secretary and GC of Parent Company	0%	0%

## Hamilton Lane Advisors LLC

All respondents listed below use the address of Hamilton Lane Advisors LLC

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Hamilton Lane Advisors LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hamilton Lane Incorporated	US	Sole managing member	100%	64.6%
HLA Investments, LLC	US	Member	0%	19%
HL Management Investors, LLC	US	Member	0%	7%
Mario L. Giannini	US	CEO	0%	0%
Hartley R. Rogers	US	Chairman of the Board	0%	0%
Kevin J. Lucey	US	COO	0%	0%
Michael J. Koenig	US	Chief Client Officer	0%	0%
Atul Varma	US	CFO	0%	0%
Lydia A. Gavalis	US	Secretary and GC	0%	0%

## Hamilton Lane Incorporated

All respondents listed below use the address of Hamilton Lane Incorporated

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Hamilton Lane Incorporated One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
HLA Investments, LLC	US	Stockholder	48%	19%
HL Management Investors, LLC	US	Stockholder	14%	7%
Hartley R. Rogers	US	Director, Stockholder	37% <sup>4</sup>	15% <sup>5</sup>
Mario L. Giannini	US	Director, Stockholder	20% <sup>6</sup>	8% <sup>7</sup>
David J. Berkman	US	Director, Stockholder	<1%	<1%
O. Griffith Sexton	US	Director, Stockholder	4%	2% <sup>8</sup>
Erik R. Hirsch	US	Director, Stockholder	5%	2% <sup>9</sup>
Leslie F. Varon	US	Director, Stockholder	<1%	<1%
Atul Varma	US	CFO, Stockholder	<1%	<1%
Randy M. Stilman	US	Treasurer	<1%	<1% <sup>10</sup>

<sup>4</sup> Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers as the managing member of its managing member.

<sup>5</sup> Represents shares beneficially owned by HLA Investments, LLC in which Mr. Rogers or a Rogers family trust has a pecuniary interest. HLA Investments, LLC is indirectly controlled by Mr. Rogers through his control of its managing member.

<sup>6</sup> Represents shares held by Mr. Giannini directly in Hamilton Lane Incorporated, and held indirectly through Hamilton Lane Advisors, Inc., a corporation wholly owned and controlled by Mr. Giannini.

<sup>7</sup> Represents shares held by Mr. Giannini directly in Hamilton Lane Incorporated, and held indirectly through Hamilton Lane Advisors, Inc., a corporation wholly owned and controlled by Mr. Giannini, and shares held by HLA Investments, LLC in which Mr. Giannini holds a pecuniary interest.

<sup>8</sup> Percentage includes shares beneficially owned by HL Management Investors, LLC in which family trusts of which Mr. Sexton is the trustee hold a pecuniary interest. Mr. Sexton shares voting and dispositive power over those shares with his spouse.

<sup>9</sup> Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Hirsch holds a pecuniary interest.

<sup>10</sup> Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Stilman holds a pecuniary interest.

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
Kevin J. Lucey	US	Chief Operating Officer	<1%	<1% <sup>11</sup>
Lydia A. Gavalis	US	General Counsel and Secretary	0%	0%
Juan Delgado-Moreira	US	Vice Chairman	<1%	2%
Michael T. Donohue	US	Controller and Managing Director	0%	0%

#### **HLA Investments, LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
HLA Investments, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
HRHLA, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Sole Managing Member	78.5%	78.5%

#### **HRHLA, LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
HRHLA, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Hartley R. Rogers One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Managing Member	74%	74%

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<sup>11</sup> Percentage includes shares beneficially owned by HL Management Investors, LLC in which Mr. Lucey holds a pecuniary interest.



**HL Management Investors, LLC**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Positional Interest</b>	<b>Percent Voting</b>	<b>Percent Equity</b>
HL Management Investors, LLC One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Respondent	N/A	N/A
Lydia A. Gavalis One Presidential Boulevard, Fourth Floor Bala Cynwyd, PA 19004	US	Secretary	0%	0%

### ICG North America Holdings Ltd (CYM)

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North America Holdings Ltd c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	CYM	Respondent	N/A	N/A
ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Stockholder	79.64%	79.64%
ICG Global Investment Jersey Limited c/o BNP Paribas The Esplanade St Helier Jersey, JE1, 5BP	JEY	Stockholder	18.57%	18.57%
ICG Fund Advisors LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Investment Advisor	0%	0%
Brian Spenner	US	Director	0%	0%
Andy Le Couilliard	UK	Director	0%	0%
Julie Hughes	CAN/CYM	Director	0%	0%
Scott Dakers	UK	Director	0%	0%

### ICG North America Private Debt Fund LP

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North American Private Debt Fund LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG North America Private Debt GP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Sole General Partner	100%	0%

### ICG North America Private Debt GP LP

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North American Private Debt GP LP c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Sole General Partner	100%	0%

### ICG North America Associates LLC

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG North America Associates LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Sole Member	100%	100%
Brian Spenner	US	Manager	0%	0%
Benoit Durteste	US	Manager	0%	0%

### ICG FMC Limited

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Respondent	N/A	N/A
Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Sole Owner	100%	100%
Vijay Bharadia	UK	Director	0%	0%
Benoit Durteste	US	Director	0%	0%

### Intermediate Capital Group PLC

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Respondent	N/A	N/A
Benoit Durteste	US	Director, CEO	0%	0%
Vijay Bharadia	UK	Director, CFO	0%	0%
Antje Hensel-Roth	UK	Director, Chief People and External Affairs Officer	0%	0%
Lord Davies of Abersoch	UK	Director, Non- Executive Chairman	0%	0%
Virginia Holmes	UK	Director	0%	0%
Rusty Nelligan	UK	Director	0%	0%
Kathryn Purves	UK	Director	0%	0%
Amy Schioldager	US	Director	0%	0%
Andrew Sykes	UK	Director	0%	0%
Stephen Welton	UK	Director	0%	0%

### ICG Fund Advisors LLC

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
ICG Fund Advisors LLC c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Sole Member	100%	100%
Brian Spenner	US	Manager, Officer	0%	0%
Alan Jones	US	Manager, Officer	0%	0%
Seth Katzenstein	US	Manager, Officer	0%	0%
Benoit Durteste	US	Officer	0%	0%
Vijay Bharadia	UK	Officer	0%	0%
Peter Lin	US	Officer	0%	0%

## Intermediate Capital Group, Inc.

All individual respondents listed below may be reached at the Respondent's address

Name and Address	Citizenship	Positional Interest	Percent Voting	Percent Equity
Intermediate Capital Group, Inc. c/o Intermediate Capital Group 600 Lexington Ave, 19 <sup>th</sup> Fl. New York, NY 10022	US	Respondent	N/A	N/A
ICG FMC Limited c/o Intermediate Capital Group PLC Procession House, 55 Ludgate Hill London, EC4M 7JW England	UK	Stockholder	100%	100%
Vijay Bharadia	UK	Director, Officer	0%	0%
Alan Jones	US	Director, Officer	0%	0%
Andrew Hawkins	US	Director, Officer	0%	0%
Seth Katzenstein	US	Officer	0%	0%
Brian Spenner	US	Officer	0%	0%
Benoit Durteste	US	Officer	0%	0%
Peter Lin	US	Officer	0%	0%
Andreas Mondovitz	GER	Officer	0%	0%