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In re: Alpha Media Licensee LLC
Application File Nos. 0000270967 et al.,
0000271060 et al.

Applications for Transfer of Control

Dear Counsel:

We have before us the above-captioned applications (Applications) of Alpha Media Licensee LLC (Alpha Licensee or Applicant) for authority to transfer control of its licensed stations from Alpha Media Holdings Inc. (Alpha Holdings) to Connoisseur Media Holdco, Inc. (CM Holdco).¹ The uncontested Applications are accompanied by a request for waiver (Waiver Request) of note 4 (Note 4) to section 73.3555 of the Commission's rules (Rules) for Alpha Licensee's five commercial FM stations in the Tyler-Longview Nielsen Audio Market (Tyler-Longview Market).² For the reasons set forth below, we grant the Waiver Request and the Applications.

¹ Application File Nos. 0000270967 et al., 0000271060 et al. (Applications). Alpha Licensee filed the Applications on May 19, 2025, and amended them on June 6, 2025, and July 22, 2025. On May 30, 2025, the Applications appeared on a public notice announcing applications the staff had accepted for filing. *Broadcast Applications*, Public Notice, Report No. PN-1-250530-01 (May 30, 2025). The Applications are uncontested.

² 47 CFR § 73.3555, note 4. The five commercial FM stations are KOOI(FM), Jacksonville, TX (fac. ID 70740); KYKX(FM), Longview, TX (fac. ID 54844); KKUS(FM), Tyler, TX (fac. ID 68651); KOYE(FM), Frankston, TX (fac. ID 70387); and KTLH(FM), Hallsville, TX (fac. ID 198622) (Tyler-Longview Stations). Applications Attach., Local Radio Rule Waiver Exhibit (Waiver Request). Alternatively, in the event we do not grant the Waiver Request, Alpha Licensee filed an application for consent to assign KTLH(FM) to the Rose Capital City Trust, a divestiture trust that will be charged with selling the station in accordance with the terms of the trust agreement.

Background. In the Applications, CM Holdco seeks to acquire control of Alpha Licensee from Alpha Holdings. Alpha Licensee has an attributable interest in five commercial FM stations in the Tyler-Longview Market, one more commercial FM station than is permitted under the AM/FM sub-caps in the Commission's Local Radio Ownership Rule.³ CM Holdco does not have an attributable interest in any radio stations in the Tyler-Longview Market.⁴

According to BIA Advisory Services, LLC (BIA), there are 37 full-service, commercial and noncommercial AM and FM radio stations that are "home" to or geographically located in the Tyler-Longview Market, including each of the Tyler-Longview Stations.⁵ Under the Local Radio Ownership Rules, a licensee in the Tyler-Longview Market may have an attributable interest in up to seven full-service, commercial AM and FM radio stations, with no more than four being in the same service (AM or FM).⁶ Alpha Holdings' ownership of the Tyler-Longview Stations is currently grandfathered under Note 4.⁷ Note 4 permits existing over-the-limit station combinations to continue until certain events occur, in which case grandfathering terminates and the licensee must come into compliance with the multiple ownership limits of the Local Radio Ownership Rule.⁸ One of these triggering events is a non-pro forma transfer of control to someone other than an heir or legatee by will or intestacy.⁹ Accordingly, a decision to grant the Applications would require a waiver of Note 4.

In its unopposed Waiver Request, CM Holdco argues that the unique circumstances of the proposed transaction support a waiver allowing the transfer of control of Alpha Licensee's Tyler-Longview Stations. CM Holdco states that grant of the Waiver Request will be equitable, as it will maintain the pre-transaction status quo.¹⁰ CM Holdco explains that BIA changed the market designation for stations KOYE(FM), Frankston, TX, and KTLH(FM), Hallsville, TX, resulting in the overage.¹¹ Prior to the market designation change, Alpha Licensee had only three stations in the Tyler-Longview Market: KOOI(FM), Jacksonville, TX; KYKX(FM), Longview, TX; and KKUS(FM), Tyler, TX.¹² Moreover, CM Holdco states that KTLH(FM) simulcasts KOYE(FM)¹³ to compete across the breadth of the Tyler-Longview Market and that consequently there is no independent revenue attributed to KTLH(FM).¹⁴ CM

Application File No. 0000270900 (Divestiture Trust Application). Because we are granting the Waiver Request, we dismiss the Divestiture Trust Application as moot.

³ 47 CFR § 73.3555(a).

⁴ See, e.g., Applications Attach., Amendment to Comprehensive Exhibit at 14 ("CM Holdco does not have an attributable interest in any radio stations in any of the markets in which the Alpha Stations are located.").

⁵ Waiver Request Attach. 1, BIA Tyler-Longview, TX Geographic Market Report.

⁶ 47 CFR § 73.3555(a).

⁷ *Id.* § 73.3555, note 4.

⁸ *Id.*

⁹ *Id.*

¹⁰ Waiver Request at 1, 5.

¹¹ *Id.* at 2.

¹² *Id.*

¹³ The stations do not share primary service contour overlap, and their transmitter sites are located 102 kilometers (55 miles) apart. *Id.* at 3.

Holdco also asserts that KTLH(FM) is unlikely to be profitable if sold and operated independently from KOYE(FM) due to declining advertising sale revenues in the market, providing both a market analysis from Borrell Associates, Inc.,¹⁵ and a letter from radio brokerage firm, Bergner & Co.,¹⁶ to support its assertions. CM Holdco states that granting the Waiver Request would serve the public interest by minimizing disruption and allowing the public to continue to receive “the same high-quality . . . programming as is currently available in the Tyler-Longview Market.”¹⁷

Discussion. We grant Petitioner’s request for a waiver of Note 4 with respect to the transaction proposed in the Applications. The Commission’s rules may be waived for good cause shown.¹⁸ A waiver of the Commission’s rules is appropriate only if special circumstances warrant a deviation from the general rule and such deviation will serve the public interest.¹⁹ When evaluating a request for waiver of the local ownership rules, the Commission weighs public interest concerns on a case-by-case basis to ensure that the waiver does not unduly compromise the Rules’ purpose.²⁰

We find that strict application of Note 4 is not warranted here given the unique circumstances of the underlying Waiver Request and that granting the Waiver Request will serve the public interest. Additionally, we find that granting a waiver of Note 4 for the proposed transaction will not undermine the purpose of the Local Radio Ownership Rule in the Tyler-Longview Market.

In reaching our conclusion, we find several facts to be relevant. Significantly, CM Holdco does not have an attributable interest in any radio stations in the Tyler-Longview Market and therefore grant of the Waiver Request will simply maintain the status quo. Alpha Licensee will continue to have no more than five FM stations in the Tyler-Longview Market post-transaction. Moreover, the stations’ service contours and communities of license have not changed since KTLH(FM) was first licensed in February 2020. Rather, BIA changed the “home” market designation for stations KOYE(FM), Frankston, TX, and KTLH(FM), Hallsville, TX, within 13 months after the date Alpha Holdings and its subsidiaries emerged from bankruptcy, resulting in the overage.²¹ Also, we find no indication in the record that the change in

¹⁴ *Id.* at 3-4 & Attach. 6, BIA Competitive Overview Report, Tyler-Longview, TX (May 5, 2025),

¹⁵ Waiver Request Attach. 7, Report from Gordon Borrell, Borrell Associates, Inc., May 15, 2025. Borrell finds that in the Tyler-Longview Market, local radio advertising revenues have decreased (from \$18.7 mil.) since 2019 and have not recovered (\$16.2 mil. est. 2024). The report forecasts total market growth of 6.2% for local advertising from 2024 to 2027, with a total decline of 13.5% for radio. *Id.* at 3-4.

¹⁶ Waiver Request Attach. 8, Letter from M. Bergner, Bergner & Co., May 13, 2025 (Bergner Letter).

¹⁷ Waiver Request at 1.

¹⁸ 47 CFR § 1.3.

¹⁹ See *Northeast Cellular Telephone Co. v. F.C.C.*, 897 F.2d 1164, 1166 (D.C. Cir. 1990) (citing *WAIT Radio v. F.C.C.*, 418 F.2d 1153, 1157-59 (D.C. Cir. 1969) (*WAIT Radio*)); *Network IP, LLC v. FCC*, 548 F.3d 116, 125-128 (D.C. Cir. 2008). See also 47 CFR § 1.3 (stating that rule provisions may be waived “for good cause shown”). The Commission declined to adopt any specific waiver criteria relating to radio station ownership in the *2002 Biennial Review Order*, but stated that “[p]arties who believe that the particular facts of their case warrant a waiver of the local radio ownership rule may seek a waiver under the general ‘good cause’ waiver standard in our rules.” *2002 Biennial Regulatory Review Order—Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996 et al.*, MB Docket No. 02-277 et al., 18 FCC Rcd 13620, 13746-47, para. 326 (2003) (citing 47 CFR § 1.3).

²⁰ See, e.g., *Multimedia, Inc.*, Memorandum Opinion and Order, 11 FCC Rcd 4883, 4884-85 (1995).

²¹ Waiver Request at 5. Alpha Holdings and its subsidiaries emerged from bankruptcy on July 15, 2021. *Alpha*

“home” market designation status for KOYE(FM) and KTLH(FM) was the result of an attempt by Alpha Licensee to circumvent the Commission’s local ownership rules.²² Alpha Licensee has held all 5 FM stations since October 11, 2017, when it received a grant of the original construction permit for KTLH(FM),²³ and prior to that, it had held the other 4 FM station licenses since acquiring them from the prior licensee on April 14, 2015, pursuant to an authorized assignment of the station licenses.²⁴ In fact, it appears that this transaction is part of Alpha Licensee’s ongoing efforts to ensure the economic viability and continued operation of the five Tyler-Longview Stations in the public interest.²⁵

We also believe the structure of the Tyler-Longview Market favors grant of the waiver. The Tyler-Longview Market is already highly diverse in terms of ownership and programming, with at least 18 other owners of commercial and noncommercial full-service AM and FM stations and 29 distinct program formats.²⁶ Several operators have multiple commercial radio stations in the market to compete with the Applicant’s stations, including an operator that owns four commercial FM stations in the Tyler-Longview Market and another operator that owns three commercial FM stations in the market.²⁷ Additionally, there are at least five operators in the market that own three or more full-service commercial or noncommercial radio stations, including an operator that owns six noncommercial FM stations in the Tyler-Longview Market.²⁸ Staff analysis of BIA data indicates that among commercial radio broadcast stations, the Tyler-Longview Stations did not have the largest share of local advertising revenues in 2024, and of the Tyler-Longview Stations, the individual station with the largest share of local advertising revenues among commercial radio broadcast stations in 2024 ranked third in the market, with less than 60% of the share of its top competitor.²⁹ Based on the structure of the market, we do not believe that approving the transfer of the Tyler-Longview Stations to CM Holdco will be anticompetitive nor otherwise frustrate the goals of the Local Radio Ownership Rule in the Tyler-Longview Market. Further, we find that the benefits ultimately derived from grant of the Waiver Request, i.e., the continuity of operations of an established licensee in the Tyler-Longview Market, supports the grant of a waiver of Note 4 solely to enable Alpha Holdings to transfer control of Alpha Licensee and the five Tyler-Longview Stations to CM Holdco without divestiture.

Media Holdings Inc., MB Docket No. 23-11, Declaratory Ruling, 38 FCC Rcd 8609, 8610, para. 3 (MB-AD 2023). BIA changed the market designation for KOYE(FM), Frankston, TX, on Jan. 1, 2022, and for KTLH(FM), Hallsville, TX, on August 5, 2022. *BIA Tyler-Longview Geographic Market Report*, <https://bia.datamark.live/> (last visited July 10, 2025).

²² *Emmis Austin Radio Broadcasting Company, LP*, Letter Order, 34 FCC Rcd 8647 (MB-AD 2019) (waiver granted, finding no intent to circumvent Commission’s local ownership rules).

²³ File No. BNPH-20151013AIK (granted Oct. 11, 2017) (initial construction permit for KTLH(FM)); File Nos. BALH-20141230AAG et al. (granted Feb. 27, 2015) (assignment of licenses for KKUS(FM), KOOI(FM), KOYE(FM), and KYKX(FM) to Alpha Licensee).

²⁴ See File Nos. BALH-20141230AAG et al.

²⁵ Waiver Request Attach. 8, Bergner Letter at 2 (Bergner states, “In the case of KTLH-FM, it has no cash flow, just a license and it would merely sell for stick value. In a forced divestiture scenario, the station would almost have to be given away.”); see *supra* note 15.

²⁶ Waiver Request Attach. 1, BIA Tyler-Longview, TX Geographic Market Report.

²⁷ *Id.*

²⁸ *Id.*

²⁹ Staff analysis of BIA Media Access Pro, Tyler-Longview Market Group Revenue Shares (last checked August 11, 2025).

Conclusion and Ordering Clauses. In view of the above, we find that special circumstances warrant a waiver of Note 4 with respect to the proposed transaction and that such waiver will serve the public interest.

Accordingly, IT IS ORDERED, that the request by Alpha Media Licensee LLC for a waiver of the local radio ownership rule, 47 CFR § 73.3555, Note 4, IS GRANTED only for the limited purpose of permitting the transaction proposed in Application File Nos. 0000270967 et al., and 0000271060 et al., without requiring divestiture.

IT IS FURTHER ORDERED, that the Applications of Alpha Media Licensee LLC for consent to a transfer of control from Alpha Media Holdings Inc. to Connoisseur Media Holdco, Inc., Application File Nos. 0000270967 et al., and 0000271060 et al., ARE GRANTED.

Sincerely,

Albert Shuldiner
Chief, Audio Division
Media Bureau