



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000046668** | Submit Date: **2018-03-02** | FRN: **0014866487**
Purpose: **Commercial Broadcast Stations Biennial Ownership Report** | Status: **Received** | Status Date: **03/02/2018** |
Filing Status: **Active**

Section I - General Information

1. Respondent

FRN		Entity Name			
0014866487		ELLIS COMMUNICATIONS KDOC LICENSEE, LLC			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
888 3RD STREET, NW	ATLANTA	GA	30318	+1 (678) 904-0516	bellis@ellis.tv

2. Contact Representative

Name		Organization			
Joseph A. Godles		Goldberg Godles Wiener & Wright, LLP			

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
1025 Connecticut Ave., NW Ste 1000	Washington	DC	20036	+1 (202) 429-4900	jgodles@g2w2.com

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	MAT	1	95	\$70.00
				Total	\$70.00

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	10/01/2017 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
ELLIS COMMUNICATIONS KDOC LICENSEE, LLC	0014866487

Fac. ID No.	Call Sign	City	State	Service
24518	KDOC-TV	ANAHEIM	CA	DTV

Section II – Biennial Ownership Information

1. 47 C.F.R. Section 73.3613 and Other Documents

Licensee Respondents that hold authorizations for one or more full power television, AM, and/or FM stations should list all contracts and other instruments set forth in 47 C.F.R. Section 73.3613(a) through (c) for the facility or facilities listed on this report. In addition, attributable Local Marketing Agreements (LMAs) and attributable Joint Sales Agreements (JSAs) must be disclosed by the licensee of the brokering station on its ownership report. If the agreement is an attributable LMA, an attributable JSA, or a network affiliation agreement, check the appropriate box. Otherwise, select “Other.” Non-Licensee Respondents, as well as Licensee Respondents that only hold authorizations for Class A television and/or low power television stations, should select “Not Applicable” in response to this question.

Document Information	
Description of contract or instrument	Amended and Restated Limited Liability Agreement of Ellis Communications KDOC Licensee, LLC
Parties to contract or instrument	Ellis Communications KDOC, LLC
Date of execution	06/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Subordinated Loan Agreement
Parties to contract or instrument	Ellis Communications KDOC, LLC; The Lenders and Parties Thereto; and CF KDOC LLC
Date of execution	08/2011
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Loan Agreement

Document Information	
Description of contract or instrument	First Amendment to Subordinated Loan Agreement
Parties to contract or instrument	Ellis Communications KDOC, LLC; the Lenders and Parties Thereto; and CF KDOC LLC
Date of execution	12/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Loan Agreement

Document Information	
Description of contract or instrument	First Amendment to the Second Amended And Restated Operating Agreement of Ellis Communications Group, LLC
Parties to contract or instrument	KELSO Members (Including KELSO KDOC HOLDCO, LLC; KEP VI, LLC); B. Ellis; D. Casey; J. Sandry; M. Mcquary; The Daniel Kevin/Julie Ambrosino Casey Family Trust; Stanley Ptnrs LLLP; S. Castellaw; Buckhead Invst LLC; H. Goldberg; Titan B/C Mngmt, LLC
Date of execution	05/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Amended and Restated L.P. Agreement of Kelso AIV, VII (KDOC), L.P.
Parties to contract or instrument	KELSO GP VII, L.P. and Insulated Limited Partners
Date of execution	06/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.

Parties to contract or instrument	P. Berney, F. Bynum, Jr., J.Connors, II, M. Goldberg, F. Loverro, G. Matelich, F. Nickell, D. Wahrhaftig, T. Wall, IV, C. Moore, M. Edgerton
Date of execution	12/2003
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	First Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	10/2004
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Second Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	01/2005
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Third Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	09/2005
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Fourth Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	03/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Fifth Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	07/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Sixth Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	12/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Seventh Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	12/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Eighth Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	10/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Ninth Amendment to the Amended and Restated Limited Partnership Agreement of KELSO GP VII, L.P.
Parties to contract or instrument	KELSO GP VII, LLC
Date of execution	03/2013
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: Operating Agreement
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Document Information	
Description of contract or instrument	Limited Liability Company Agreement of KELSO GP VII, LLC
Parties to contract or instrument	Philip E. Berney, Frank K. Bynum, Jr., Michael B. Goldberg, George E. Matelich, Frank T. Nickell, David I. Wahrhaftig And Thomas R. Wall, IV
Date of execution	06/2003
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Consent And Admission Of Additional Managing Members to KELSO GP VII, LLC
Parties to contract or instrument	George Matelich
Date of execution	04/2005
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Consent And Admission Of Additional Managing Members to KELSO GP VII, LLC
Parties to contract or instrument	George Matelich
Date of execution	01/2004
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	First Amendment to the Limited Liability Company Agreement of KELSO GP VII, LLC
Parties to contract or instrument	Philip E. Berney, Frank K. Bynum, Jr., Michael B. Goldberg, George E. Matelich, Frank T. Nickell, David I. Wahrhaftig And Thomas R. Wall, IV, James J. Connors, II and Frank J. Loverro
Date of execution	04/2005
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information

Description of contract or instrument	Consent And Admission Of Additional Managing Members to KELSO GP VII, LLC
Parties to contract or instrument	George Matelich
Date of execution	12/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Consent and Admission of Additional Managing Members to KELSO GP VII, LLC
Parties to contract or instrument	James J. Connors, II
Date of execution	03/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Amended and Restated LLC Agreement of KELSO KDOC HOLDCO, LLC
Parties to contract or instrument	KELSO KDOC HOLDCO, LLC and KELSO Investment Associates VII, L.P., KELSO AIV VII (KDOC), L.P. and KIA VII KDOC SUB, LLC
Date of execution	06/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Third Amended and Restated Limited Liability Company Agreement of KEP VI, LLC
Parties to contract or instrument	F. Nickell, T. Wall, IV, G. Matelich, M. Goldberg, F. Bynum, Jr., D. Wahrhaftig, P. Berney, F. Loverro, J. Connors, C. Moore, S. Osborne, C. Collins, H. Matlin, M. Edgerton
Date of execution	03/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Amendment to Third Amended and Restated Limited Liability Company Agreement of KEP VI, LLC
Parties to contract or instrument	F. Nickell, T. Wall, IV, G.Matelich, M. Goldberg, F. Bynum, Jr., D. Wahrhaftig, P. Berney, F. Loverro, J. Connors, C. Moore, S. Osborne, C. Collins, H. Matlin, M. Edgerton

Date of execution	11/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Amended and Restated LLC Agreement of KIA VII KDOC SUB, LLC
Parties to contract or instrument	KIA VII KDOC SUB, LLC and KELSO AIV VII (KDOC), L.P.
Date of execution	06/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Guaranty
Parties to contract or instrument	Ellis Communications KDOC, LLC; Ellis Communications KDOC Licensee, LLC; Fortress Credit Corp.
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Guaranty

Document Information	
Description of contract or instrument	Amended and Restated Warrant Repurchase Agreement
Parties to contract or instrument	Ellis Communications KDOC, LLC, CF KDOC LLC, Ellis Communications Group, LLC,
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Warrant

Document Information	
Description of contract or instrument	Warrant Repurchase Agreement
Parties to contract or instrument	Ellis Communications KDOC, LLC, Fortress Credit Corp
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Warrant

Document Information	
Description of contract or instrument	Fortress Credit Corp. Lender Addendum
Parties to contract or instrument	Ellis Communications Group, LLC; Fortress Credit Corp.

Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Loan

Document Information	
Description of contract or instrument	Third Amended and Restated Limited Liability Company Agreement of Ellis Communications Group, LLC
Parties to contract or instrument	Kelso KDOC HOLDCO, LLC, KEP VI, LLC, B. Ellis, D. Casey, Daniel Kevin/Julie Ambrosino Casey Family Trust, J. Sandry, M. McQuary, B. Stanley, Stanley Partners LLLP, Buckhead Investments LLC, S.Castellaw, H.Goldberg, HS Portfolio,LP;Titan B/C Mgmt,LLC
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Second Amended and Restated Limited Liability Company Agreement of Ellis Communications KDOC, LLC
Parties to contract or instrument	Ellis Communications KDOC, LLC, Ellis Communications Group, LLC, CF KDOC LLC, Fortress Credit Corp
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Security Agreement
Parties to contract or instrument	Ellis Communications Group, LLC; Ellis Communications KDOC, LLC; Ellis Communications KDOC Licensee, LLC; Fortress Credit Corp. and
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Security Agreement

Document Information	
Description of contract or instrument	Second Amendment to Subordinated Loan Agreement
Parties to contract or instrument	Ellis Communications KDOC, LLC, Ellis Communications Group, LLC, Ellis Communications KDOC Licensee, LLC, CF KDOC LLC
Date of execution	10/2015
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: Loan
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Document Information	
Description of contract or instrument	Ellis Communications KDOC, LLC Common Units Purchase Warrant #2
Parties to contract or instrument	Fortress Credit Corp.
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Warrant

Document Information	
Description of contract or instrument	Ellis Communications KDOC LLC Common Units Purchase Warrant #1
Parties to contract or instrument	CF KDOC LLC
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Warrant

Document Information	
Description of contract or instrument	Term Loan Agreement
Parties to contract or instrument	Ellis Communications Group, LLC, Fortress Credit Corp.
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Loan

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	0014866487		
Entity Name	ELLIS COMMUNICATIONS KDOC LICENSEE, LLC		
Address	PO Box		
	Street 1	888 3RD STREET, NW	
	Street 2		
	City	ATLANTA	
	State ("NA" if non-U.S. address)	GA	
	Zip/Postal Code	30318	
	Country (if non-U.S. address)	United States	
Listing Type	Respondent		
Positional Interests (check all that apply)	Respondent		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	Equity	0.0%	
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information			
FRN	0019939511		
Entity Name	Ellis Communications KDOC, LLC		
Address	PO Box		
	Street 1	888 3RD STREET, NW	
	Street 2		
	City	ATLANTA	
	State ("NA" if non-U.S. address)	GA	
	Zip/Postal Code	30318	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		

Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	Jointly Held? No
	Equity	100.0%	
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

(b) Respondent certifies that any interests, including equity, financial, or voting interests, not reported in this filing are non-attributable. If "No," submit as an exhibit an explanation.	Yes
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<p>(c) Does the Respondent or any reported interest holder hold an attributable interest in any newspaper entities in the same market as any station for which this report is filed, as defined in 47 C.F.R. Section 73.3555?</p> <p>If "Yes," provide information describing the interest(s), using EITHER the subform OR the spreadsheet option below. Respondents with a large number (50 or more) of entries to submit should use the spreadsheet option.</p> <p>NOTE: Spreadsheets must be submitted in a special XML Spreadsheet format with the appropriate structure that is specified in the documentation. For instructions on how to use the spreadsheet option to complete this question (including templates to start with), please Click Here.</p> <p>If using the subform, 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 newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i). If using an XML Spreadsheet, enter "NA" into the percentage of total assets (Equity Debt Plus) field for an interest holder unless that interest holder has an attributable interest in the newspaper entity solely on the basis of the Commission's Equity Debt Plus attribution standard.</p> <p>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.</p>	No
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(d) Are any of the individuals listed as an attributable interest holder in the Respondent married to each other or related to each other as parentchild or as siblings? If "Yes," provide the following information for each such the relationship.	No
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<p>(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?</p> <p>If "<u>Yes</u>," complete the information in the required fields and submit an Exhibit fully describing that individual's duties and responsibilities, and explaining why that individual should not be attributed an interest.</p>	No
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3. Organizational Chart (Licensees Only)

Attach a flowchart or similar document showing the Licensee’s vertical ownership structure including the Licensee and all entities that have attributable interests in the Licensee. Licensees with a single parent entity may provide a brief explanatory textual Exhibit in lieu of a flowchart or similar document. Licensees without parent entities should so indicate in a textual Exhibit.

Non-Licensee Respondents should select “N/A” in response to this question.

File Name	Uploaded By	Attachment Type	Description
KDOC 2017 chart.pdf	Applicant	Ownership Chart	Ownership Chart

Section III - Certification

Certification

Section	Question	Response
Authorized Party to Sign	WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND /OR REVOCATION OF ANY STATION LICENSE --OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	
Certification	I certify that I have examined this report and that to the best of my knowledge and belief, all statements in this report are true, correct and complete.	Official Title: Member Exact Legal Title or Name of Respondent: ELLIS COMMUNICATIONS KDOC LICENSEE, LLC Name: Bert Ellis Phone: 6789040516 03/02/2018