



(REFERENCE COPY - Not for submission)

# Commercial Broadcast Stations Non-Biennial Ownership Report (FCC Form 323)

File Number: **0000055509** | Submit Date: **2018-06-28** | FRN: **0003778909**  
Purpose: **Commercial Broadcast Stations Non-Biennial Ownership Report** | Status: **Received** | Status Date:  
**06/28/2018** | Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0014740716	Tri-Cities (WEMT-TV) Licensee, Inc.

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
c/o Scott R. Flick, Esq., Pillsbury Winthrop Shaw Pittman LLP 1200 Seventeenth Street, NW	Washington	DC	20036	+1 (202) 663-8000	scott.flick@pillsburylaw.com

2. Contact Representative

Name	Organization
Scott R. Flick, Esq.	Pillsbury Winthrop Shaw Pittman LLP

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
1200 Seventeenth Street, NW	Washington	DC	20036	+1 (202) 663-8167	scott.flick@pillsburylaw.com

3. Application Filing Fee

Not Applicable

4. Nature of Respondent

(a) Provide the following information about the Respondent:	
Relationship to stations/permits	Licensee
Nature of Respondent	For-profit corporation
(b) Provide the following information about this report:	
Purpose	Transfer of control or assignment of license/permit

"As of" date	04/20/2018  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.
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5. Licensee(s) /Permittees(s) and Station(s) /Permit(s)

Respondent is filing this report to cover the following Licensee(s)/Permittee(s) and station(s)/permit(s):

Licensee/Permittee Name	FRN
Tri-Cities (WEMT-TV) Licensee, Inc.	0014740716

Fac. ID No.	Call Sign	City	State	Service
40760	W43BO	MARION, ETC.	VA	TX
40761	WEMT	GREENEVILLE	TN	DTV

Section II – Non-Biennial Ownership Information

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

Licensee/Permittee Respondents 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/Permittee Respondents should select “Not Applicable” in response to this question.

Document Information	
Description of contract or instrument	Fourth Amendment to Credit Agreement (CBC)
Parties to contract or instrument	Cunningham Broadcasting Corporation, The Subsidiary Guarantors Party Thereto, The Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent
Date of execution	02/2017
Date of expiration	07/2018
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
Description of contract or instrument	Amended and Restated Bylaws (Tri-Cities (WEMT-TV), Inc.)
Parties to contract or instrument	State of Delaware
Date of execution	05/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Bylaws

Document Information	
Description of contract or instrument	Articles of Incorporation (Tri-Cities (WEMT-TV), Inc.)
Parties to contract or instrument	State of Delaware

<b>Date of execution</b>	04/2005
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Operating Agreement (Holdco Broadcasting LLC)
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	09/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Operating Agreement

Document Information	
<b>Description of contract or instrument</b>	Certificate of Formation (Holdco Broadcasting, LLC)
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	11/2006
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Certificate of Formation

Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Bylaws (Tri-Cities (WEMT-TV) Licensee, Inc.)
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	09/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Bylaws

Document Information	
<b>Description of contract or instrument</b>	Articles of Incorporation (Tri-Cities (WEMT-TV) Licensee, Inc.)
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	04/2005
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Articles of Amendment and Name Change (CBC)
<b>Parties to contract or instrument</b>	State of Maryland

<b>Date of execution</b>	02/2002
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Amendment

Document Information	
<b>Description of contract or instrument</b>	Articles of Amendment (CBC)
<b>Parties to contract or instrument</b>	State of Maryland
<b>Date of execution</b>	06/2005
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Amendment

Document Information	
<b>Description of contract or instrument</b>	Articles of Amendment and Restatement (CBC)
<b>Parties to contract or instrument</b>	State of Maryland
<b>Date of execution</b>	01/2002
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Amendment and Restatement

Document Information	
<b>Description of contract or instrument</b>	Bylaws (CBC)
<b>Parties to contract or instrument</b>	State of Maryland
<b>Date of execution</b>	08/1997
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Bylaws

Document Information	
<b>Description of contract or instrument</b>	Articles of Incorporation (CBC)
<b>Parties to contract or instrument</b>	State of Maryland
<b>Date of execution</b>	08/1997
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Fifth Amendment to Credit Agreement (CBC)
<b>Parties to contract or instrument</b>	Cunningham Broadcasting Corporation, The Subsidiary Guarantors Party Thereto, The Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent

<b>Date of execution</b>	12/2017
<b>Date of expiration</b>	12/2022
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	Third Amendment to Credit Agreement (CBC)
<b>Parties to contract or instrument</b>	Cunningham Broadcasting Corporation, The Subsidiary Guarantors Party Thereto, The Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent
<b>Date of execution</b>	12/0015
<b>Date of expiration</b>	07/2018
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	Second Amendment to Credit Agreement (CBC)
<b>Parties to contract or instrument</b>	Cunningham Broadcasting Corporation, The Subsidiary Guarantors Party Thereto, The Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent
<b>Date of execution</b>	06/2014
<b>Date of expiration</b>	07/2018
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	First Amendment to Credit Agreement (CBC)
<b>Parties to contract or instrument</b>	Cunningham Broadcasting Corporation, The Subsidiary Guarantors Party Thereto, The Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent
<b>Date of execution</b>	02/2014
<b>Date of expiration</b>	07/2018
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	Credit Agreement (CBC)
<b>Parties to contract or instrument</b>	Cunningham Broadcasting Corporation, The Subsidiary Guarantors Party Thereto, The Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent
<b>Date of execution</b>	07/2013
<b>Date of expiration</b>	07/2018
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
Description of contract or instrument	Security Agreement (CBC)
Parties to contract or instrument	Cunningham Broadcasting Corporation, The Subsidiary Guarantors Party Thereto, The Lenders Party Thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent
Date of execution	07/2013
Date of expiration	07/2018
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Security Agreement

Document Information	
Description of contract or instrument	Certificate of Name Change (Holdco Broadcasting, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	04/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Certificate of Name Change

Document Information	
Description of contract or instrument	Certificate of Name Change (Tri-Cities (WEMT-TV), Inc.)
Parties to contract or instrument	State of Delaware
Date of execution	04/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Certificate of Name Change

Document Information	
Description of contract or instrument	Certificate of Name Change (Tri-Cities (WEMT-TV) Licensee, Inc.)
Parties to contract or instrument	State of Delaware
Date of execution	04/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Certificate of Name Change

Document Information	
Description of contract or instrument	Network Affiliation Agreement
Parties to contract or instrument	FOX Broadcasting Company
Date of execution	01/2017
Date of expiration	12/2019
Agreement type (check all that apply)	Network Affiliation Agreement

2. Ownership Interests

(a) Ownership Interests. This Question requires Respondents to enter detailed information about ownership interests by generating a series of subforms. Answer each question on each subform. The first subform listing should be for the Respondent itself. If the Respondent is not a natural person, also list each of the officers, directors, stockholders, non-insulated partners, non-insulated members, and any other persons or entities with a direct attributable interest in the Respondent pursuant to the standards set forth in 47 C.F.R. Section 73.3555. (A “direct” interest is one that is not held through any intervening companies or entities.) List each interest holder with a direct attributable interest in the Respondent separately.

Leave the percentage of total assets (Equity Debt Plus) field blank for an interest holder unless that interest holder has an attributable interest in the Respondent solely on the basis of the Commission’s Equity Debt Plus attribution standard, 47 C.F.R. Section 73.3555, Note 2(i).

In the case of vertical or indirect ownership structures, list only those interests in the Respondent that also represent an attributable interest in the Licensee(s) or Permittee(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) or Permittee(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	0014740716		
Entity Name	Tri-Cities (WEMT-TV) Licensee, Inc.		
Address	PO Box		
	Street 1	c/o Scott R. Flick, Esq., Pillsbury Winthrop Shaw Pittman LLP	
	Street 2	1200 Seventeenth Street, NW	
	City	Washington	
	State ("NA" if non-U.S. address)	DC	
	Zip/Postal Code	20036	
	Country (if non-U.S. address)	United States	
Listing Type	Respondent		
Positional Interests (check all that apply)	Respondent		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	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	0015237902	
Entity Name	Tri-Cities (WEMT-TV), Inc.	
Address	PO Box	

	<b>Street 1</b>	c/o Scott R. Flick, Esq., Pillsbury Winthrop Shaw Pittman LLP	
	<b>Street 2</b>	1200 Seventeenth Street, NW	
	<b>City</b>	Washington	
	<b>State ("NA" if non-U.S. address)</b>	DC	
	<b>Zip/Postal Code</b>	20036	
	<b>Country (if non-U.S. address)</b>	United States	
<b>Listing Type</b>	Other Interest Holder		
<b>Positional Interests</b> (check all that apply)	Stockholder		
<b>Interest Percentages</b> (enter percentage values from 0.0 to 100.0)	<b>Voting</b>	100.0%	<b>Jointly Held?</b> No
	<b>Total assets (Equity Debt Plus)</b>		
<b>Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?</b>			No

<b>Ownership Information</b>			
<b>FRN</b>	0027300987		
<b>Name</b>	Michael Anderson		
<b>Address</b>	<b>PO Box</b>		
	<b>Street 1</b>	2000 W. 41st Street	
	<b>Street 2</b>		
	<b>City</b>	Baltimore	
	<b>State ("NA" if non-U.S. address)</b>	MD	
	<b>Zip/Postal Code</b>	21211	
	<b>Country (if non-U.S. address)</b>	United States	
<b>Listing Type</b>	Other Interest Holder		
<b>Positional Interests</b> (check all that apply)	Officer, Director		
<b>Interest Percentages</b> (enter percentage values from 0.0 to 100.0)	<b>Voting</b>	0.0%	<b>Jointly Held?</b> No
	<b>Total assets (Equity Debt Plus)</b>		
<b>Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?</b>			Yes

<b>Ownership Information</b>	
<b>FRN</b>	9990018179



Name	Lisa Asher		
Address	PO Box		
	Street 1	2000 W. 41st Street	
	Street 2		
	City	Baltimore	
	State ("NA" if non-U.S. address)	MD	
	Zip/Postal Code	21211	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	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?			Yes

Ownership Information			
FRN	9990108236		
Name	Mark Knobloch		
Address	PO Box		
	Street 1	2000 W. 41st Street	
	Street 2		
	City	Baltimore	
	State ("NA" if non-U.S. address)	MD	
	Zip/Postal Code	21211	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Director		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	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?			Yes

Ownership Information
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FRN	9990132595		
Name	Paul Wallace		
Address	PO Box		
	Street 1	2000 W. 41st Street	
	Street 2		
	City	Baltimore	
	State ("NA" if non-U.S. address)	MD	
	Zip/Postal Code	21211	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Director		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%	Jointly Held? No
	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?			Yes
(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

<p><b>(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?</b></p> <p>If "<u>Yes</u>," 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 <a href="#">Click Here</a>.</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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<p><b>(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?</b></p> <p>If "<u>Yes</u>," provide the following information for each such the relationship.</p>	No
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<p><b>(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?</b></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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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).	

<b>Certification</b>	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: <b>President</b> Exact Legal Title or Name of Respondent: <b>Tri-Cities (WEMT-TV) Licensee, Inc.</b> Name: <b>Michael Anderson</b> Phone: <b>4106629688</b>  06/28/2018
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