



(REFERENCE COPY - Not for submission)

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

File Number: **0000062919** | Submit Date: **2018-10-17** | FRN: **0003720042**
Purpose: **Commercial Broadcast Stations Non-Biennial Ownership Report** | Status: **Received** | Status Date:
10/17/2018 | Filing Status: **Active**

Section I - General Information

1. Respondent

FRN		Entity Name			
0003720042		ION Media License Company, LLC			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
601 Clearwater Park Road	West Palm Beach	FL	33401	+1 (561) 682-4110	BiancaFrye@ionmedia.com

2. Contact Representative

Name		Organization			
Bianca Frye		ION Media Networks			

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
601 Clearwater Park Road	West Palm Beach	FL	33401	+1 (561) 682-4110	BiancaFrye@ionmedia.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	Limited liability company

(b) Provide the following information about this report:	
Purpose	Transfer of control or assignment of license/permit
"As of" date	10/17/2018 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.

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
ION Media License Company, LLC	0003720042

Fac. ID No.	Call Sign	City	State	Service
3978	WLWC	NEW BEDFORD	MA	DTV
5800	WPXD-TV	ANN ARBOR	MI	DTV
6601	WXPX-TV	BRADENTON	FL	DTV
21156	KPXR-TV	CEDAR RAPIDS	IA	DTV
21245	WFPX-TV	ARCHER LODGE	NC	DTV
28230	KTRV-TV	NAMPA	ID	DTV
28468	WNPX-TV	COOKEVILLE	TN	DTV
48408	WPME	LEWISTON	ME	DTV
48608	WPXM-TV	MIAMI	FL	DTV
56852	KWPX-TV	BELLEVUE	WA	DTV
57221	WRBU	EAST ST. LOUIS	IL	DTV
63865	KILM	INGLEWOOD	CA	DTV
67077	WPXV-TV	NORFOLK	VA	DTV
70251	WPXR-TV	ROANOKE	VA	DTV
73312	WPXH-TV	GADSDEN	AL	DTV
73356	WPXN-TV	NEW YORK	NY	DTV
136750	WZRB	COLUMBIA	SC	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	Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
Parties to contract or instrument	Media Holdco GP, LLC
Date of execution	12/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Agreement of Limited Partnership

Document Information

Description of contract or instrument	Amendment No. 2 to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
Parties to contract or instrument	Media Holdco GP, LLC
Date of execution	09/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment No. 2 to Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Amendment No. 3 to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
Parties to contract or instrument	Media Holdco GP, LLC
Date of execution	12/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment No. 3 to Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Amendment No. 4 to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
Parties to contract or instrument	Media Holdco GP, LLC
Date of execution	11/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment No. 4 to Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Security Agreement for ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Collateral Agent pursuant to the Revolving Credit Agreement
Date of execution	12/2013
Date of expiration	12/2020
Agreement type (check all that apply)	Other Agreement Type: Security Agreement

Document Information	
Description of contract or instrument	Amended and Restated Certificate of Incorporation for Media Holdco Parent, Inc.
Parties to contract or instrument	Media Holdco Parent, Inc.
Date of execution	12/2009
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Certificate of Incorporation
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Document Information	
Description of contract or instrument	Amendment No. 2 to Credit Agreement for ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent for the Revolving Lenders and as Collateral Agent for the Secured Parties and the Issuing Bank.
Date of execution	12/2016
Date of expiration	12/2020
Agreement type (check all that apply)	Other Agreement Type: Amendment No. 2 to Credit Agreement

Document Information	
Description of contract or instrument	Amended and Restated Bylaws for Media Holdco Parent, Inc.
Parties to contract or instrument	Media Holdco Parent, Inc.
Date of execution	12/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Bylaws

Document Information	
Description of contract or instrument	Certificate of Amendment of Certificate of Formation for Media Holdco GP, LLC
Parties to contract or instrument	Media Holdco GP, LLC
Date of execution	06/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Amendment of Certificate of Formation

Document Information	
Description of contract or instrument	Certificate of Amendment of Certificate of Limited Partnership for Media Holdco, LP
Parties to contract or instrument	Media Holdco GP, LLC
Date of execution	06/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Amendment of Certificate of Limited Partnership

Document Information	
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Description of contract or instrument	Amendment No. 1 to Credit Agreement for ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent for the Revolving Lenders and as Collateral Agent for the Secured Parties and the Issuing Bank
Date of execution	12/2014
Date of expiration	12/2020
Agreement type (check all that apply)	Other Agreement Type: Amendment No. 1 to Credit Agreement

Document Information	
Description of contract or instrument	Amended and Restated Limited Liability Company Agreement for Media Holdco GP, LLC
Parties to contract or instrument	Media Holdco Parent, Inc.
Date of execution	12/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Limited Liability Company Agreement

Document Information	
Description of contract or instrument	Amendment No. 3 to Credit Agreement for ION Media Networks
Parties to contract or instrument	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent for the Revolving Lenders and as Collateral Agent for the Secured Parties and the Issuing Bank
Date of execution	06/2017
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment No. 3 to Credit Agreement

Document Information	
Description of contract or instrument	Amended and Restated Certificate of Incorporation for ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc.
Date of execution	12/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Articles of Incorporation

Document Information	
Description of contract or instrument	Warrant Agreement for ION Media Networks, Inc.

Parties to contract or instrument	ION Media Networks, Inc., and American Stock Transfer & Trust Company, LLC.
Date of execution	12/2009
Date of expiration	12/2039
Agreement type (check all that apply)	Other Agreement Type: Warrant Agreement

Document Information	
Description of contract or instrument	Amendment to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
Parties to contract or instrument	Media Holdco GP, LLC
Date of execution	04/2011
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Amended and Restated Bylaws for Media Holdco Parent, Inc.
Parties to contract or instrument	Media Holdco Parent, Inc.
Date of execution	12/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Bylaws

Document Information	
Description of contract or instrument	Security Holders' Agreement for ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc., Media Holdco, LP
Date of execution	12/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Security Holders Agreement

Document Information	
Description of contract or instrument	Credit Agreement for ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent for the Revolving Lenders and as Collateral Agent for the Secured Parties and the Issuing Bank
Date of execution	12/2013
Date of expiration	12/2020
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Second Amendment and Restated Limited Liability Company Agreement for Media Holdco GP, LLC
Parties to contract or instrument	Media Holdco GP, LLC, Media Holdco Parent, Inc., ET AL
Date of execution	01/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amendment to Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Amended and Restated Bylaws for ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc.
Date of execution	12/2009
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Bylaws

Document Information	
Description of contract or instrument	Amended and Restated Operating Agreement for ION Media License Company, LLC
Parties to contract or instrument	ION Media Networks, Inc.
Date of execution	11/2008
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Operating Agreement

Document Information	
Description of contract or instrument	Certificate of Formation for ION Media License Company, LLC.
Parties to contract or instrument	State of Delaware
Date of execution	04/1998
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

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	0003720042		
Entity Name	ION Media License Company, LLC		
Address	PO Box		
	Street 1	601 Clearwater Park Road	
	Street 2		
	City	West Palm Beach	
	State ("NA" if non-U.S. address)	FL	
	Zip/Postal Code	33401	
	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	0001810670	
Entity Name	ION Media Networks, Inc.	
Address	PO Box	
	Street 1	601 Clearwater Park Road
	Street 2	
	City	West Palm Beach
	State ("NA" if non-U.S. address)	FL
	Zip/Postal Code	33401

	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Other - Sole Member		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	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?			Yes

Ownership Information			
FRN	0019374099		
Name	R. BRANDON BURGESS		
Address	PO Box		
	Street 1	601 Clearwater Park Road	
	Street 2		
	City	West Palm Beach	
	State ("NA" if non-U.S. address)	FL	
	Zip/Postal Code	33401	
	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)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information		
FRN	0019415785	
Name	JEFFREY J. QUINN	
Address	PO Box	
	Street 1	601 Clearwater Park Road
	Street 2	
	City	West Palm Beach
	State ("NA" if non-U.S. address)	FL

	Zip/Postal Code	33401	
	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)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0027799196		
Name	Terri McGalliard		
Address	PO Box		
	Street 1	601 Clearwater Park Road	
	Street 2		
	City	West Palm Beach	
	State ("NA" if non-U.S. address)	FL	
	Zip/Postal Code	33401	
	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)	0.0%	
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
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(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?	No
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<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 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>	
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<p>(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?</p> <p>If "<u>Yes</u>," provide the following information for each such the relationship.</p>	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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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: Secretary Exact Legal Title or Name of Respondent: ION Media License Company, LLC Name: Terri McGalliard Phone: 5616824135

