



(REFERENCE COPY - Not for submission)

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

File Number: 0000104301 | Submit Date: 2020-01-31 | FRN: 0029147337

Purpose: Commercial Broadcast Stations Non-Biennial Ownership Report | Status: Received | Status Date: 01/31/2020 | Filing Status: Active

Section I - General Information

1. Respondent

FRN		Entity Name			
0029008810		MediaCo WBLS License LLC			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
767 Fifth Avenue 12th Floor	New York	NY	10153	+1 (202) 663-8000	scott.flick@pillsburylaw.com

2. Contact Representative

Name		Organization			
Scott R. Flick		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) 663-8000	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	Limited liability company

(b) Provide the following information about this report:

Purpose	Transfer of control or assignment of license/permit
"As of" date	11/25/2019 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	
MediaCo WBLS License LLC			0029008810	

Fac. ID No.	Call Sign	City	State	Service
28203	WBLS	NEW YORK	NY	FM

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	Articles of Organization of MediaCo WBLS License LLC
Parties to contract or instrument	MediaCo WBLS License LLC, State of Indiana
Date of execution	10/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Organization

Document Information	
Description of contract or instrument	Amended and Restated Articles of Incorporation of MediaCo Holding Inc.
Parties to contract or instrument	MediaCo Holding Inc., State of Indiana
Date of execution	11/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation

Document Information	
Description of contract or instrument	Code of By-Laws of MediaCo Holding Inc.
Parties to contract or instrument	MediaCo Holding Inc., Shareholders
Date of execution	11/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: By-Laws

Document Information	
Description of contract or instrument	Management Agreement
Parties to contract or instrument	By and between Emmis Operating Company and MediaCo Holding Inc.

Date of execution	11/2019
Date of expiration	11/2021
Agreement type (check all that apply)	Other Agreement Type: Management Agreement

Document Information	
Description of contract or instrument	Employee Leasing Agreement
Parties to contract or instrument	By and between Emmis Operating Company and MediaCo Holding Inc.
Date of execution	11/2019
Date of expiration	12/2020
Agreement type (check all that apply)	Other Agreement Type: Employee Leasing Agreement

Document Information	
Description of contract or instrument	Term Loan Agreement
Parties to contract or instrument	By and among MediaCo Holding Inc., MediaCo WQHT License LLC, MediaCo WBLS License LLC, the financial institutions from time to time party thereto, and GACP Finance Co., LLC, as administrative agent and collateral agent
Date of execution	11/2019
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Term Loan Agreement

Document Information	
Description of contract or instrument	Security Agreement
Parties to contract or instrument	By and among GACP Finance Co., LLC and the Grantors party thereto from time to time
Date of execution	11/2019
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Security Agreement

Document Information	
Description of contract or instrument	Articles of Formation SG Broadcasting LLC
Parties to contract or instrument	SG Broadcasting LLC, State of Delaware
Date of execution	05/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Formation

Document Information	
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Description of contract or instrument	Articles of Formation of SG Broadcasting II LLC
Parties to contract or instrument	SG Broadcasting II LLC, State of Delaware
Date of execution	09/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Formation

Document Information	
Description of contract or instrument	Operating Agreement
Parties to contract or instrument	MediaCo Holding Inc.
Date of execution	10/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: LLC Operating Agreement

Document Information	
Description of contract or instrument	Unsecured Convertible Promissory Note
Parties to contract or instrument	MediaCo Holding Inc., Emmis Communications Corporation
Date of execution	11/2019
Date of expiration	11/2024
Agreement type (check all that apply)	Other Agreement Type: Promissory Note

Document Information	
Description of contract or instrument	Unsecured Convertible Promissory Note
Parties to contract or instrument	MediaCo Holding Inc., SG Broadcasting LLC
Date of execution	11/2019
Date of expiration	11/2023
Agreement type (check all that apply)	Other Agreement Type: Promissory Note

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	0029008810		
Entity Name	MediaCo WBLS License LLC		
Address	PO Box		
	Street 1	767 Fifth Avenue	
	Street 2	12th Floor	
	City	New York	
	State ("NA" if non-U.S. address)	NY	
	Zip/Postal Code	10153	
	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	0029147337		
Entity Name	MediaCo Holding Inc.		
Address	PO Box		
	Street 1	767 Fifth Avenue	
	Street 2	12th Floor	
	City	New York	
	State ("NA" if non-U.S. address)	NY	
	Zip/Postal Code	10153	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member		

Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	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	0010492403		
Name	Jeffrey H. Smulyan		
Address	PO Box		
	Street 1	One Emmis Plaza	
	Street 2	40 Monument Circle, Suite 700	
	City	Indianapolis	
	State ("NA" if non-U.S. address)	IN	
	Zip/Postal Code	46204	
	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	0019275684	
Name	Richard F. Cummings	
Address	PO Box	
	Street 1	One Emmis Plaza
	Street 2	40 Monument Circle, Suite 700
	City	Indianapolis
	State ("NA" if non-U.S. address)	IN
	Zip/Postal Code	46204
	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	0019275718		
Name	Jonathan S. Enright		
Address	PO Box		
	Street 1	One Emmis Plaza	
	Street 2	40 Monument Circle, Suite 700	
	City	Indianapolis	
	State ("NA" if non-U.S. address)	IN	
	Zip/Postal Code	46204	
	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	0019276153		
Name	Ryan A. Hornaday		
Address	PO Box		
	Street 1	One Emmis Plaza	
	Street 2	40 Monument Circle, Suite 700	
	City	Indianapolis	
	State ("NA" if non-U.S. address)	IN	
	Zip/Postal Code	46204	
	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	0019276062		
Name	Patrick M. Walsh		
Address	PO Box		
	Street 1	One Emmis Plaza	
	Street 2	40 Monument Circle, Suite 700	
	City	Indianapolis	
	State ("NA" if non-U.S. address)	IN	
	Zip/Postal Code	46204	
	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	0019276286	
Name	Traci Thomson	
Address	PO Box	
	Street 1	One Emmis Plaza
	Street 2	40 Monument Circle, Suite 700
	City	Indianapolis
	State ("NA" if non-U.S. address)	IN
	Zip/Postal Code	46204

	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	0024986499		
Name	Elizabeth M. Ellis		
Address	PO Box		
	Street 1	One Emmis Plaza	
	Street 2	40 Monument Circle, Suite 700	
	City	Indianapolis	
	State ("NA" if non-U.S. address)	IN	
	Zip/Postal Code	46204	
	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	0024830077	
Name	Christopher Rickenbach	
Address	PO Box	
	Street 1	One Emmis Plaza
	Street 2	40 Monument Circle, Suite 700
	City	Indianapolis
	State ("NA" if non-U.S. address)	IN

	Zip/Postal Code	46204	
	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	0019276948		
Name	Brian C. Smith		
Address	PO Box		
	Street 1	One Emmis Plaza	
	Street 2	40 Monument Circle, Suite 700	
	City	Indianapolis	
	State ("NA" if non-U.S. address)	IN	
	Zip/Postal Code	46204	
	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

(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 "<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>	No
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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: Executive Vice President, MediaCo Holding Inc. Exact Legal Title or Name of Respondent: MediaCo WBLS License LLC Name: Jonathan Scott Enright Phone: 2026638000 01/31/2020
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