



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial
Ownership Report (FCC Form 323)

File Number: 0000045709 | Submit Date: 2018-03-01 | FRN: 0008722217

Purpose: Commercial Broadcast Stations Biennial Ownership Report | Status: Received | Status Date: 03/01/2018

Filing Status: Active

Section I - General Information

1. Respondent

FRN		Entity Name			
0003763927		WPSD-TV, LLC			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
201 South 4th Street	Paducah	KY	42003	+1 (270) 575-8630	rpaxton@paxtonmedia.com

2. Contact Representative

Name		Organization			
Brandon H. Johnson, Esq.		Covington & Burling LLP			

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
One CityCenter 850 Tenth Street, N.W.	Washington	DC	20001	+1 (202) 662-5455	bjohnson@cov.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
WPSD-TV, LLC		0003763927

Fac. ID No.	Call Sign	City	State	Service
51991	WPSD-TV	PADUCAH	KY	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	Articles of Organization for WPSD-TV Acquisition LLC (WPSD-TV, LLC)
Parties to contract or instrument	Pursuant to the Kentucky Limited Liability Company Act
Date of execution	12/2001
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	Articles of Merger of WPSD-TV, Inc. into and with WPSD-TV Acquisition LLC (WPSD-TV, LLC)
Parties to contract or instrument	WPSD-TV, Inc. & WPSD-TV Acquisition LLC
Date of execution	12/2001
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Merger

Document Information	
Description of contract or instrument	Network Affiliation Agreement (WPSD-TV, LLC)
Parties to contract or instrument	Paxton Media Group, LLC & NBC Television Network
Date of execution	12/2016
Date of expiration	12/2020
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Network Affiliation Agreement (WPSD-TV)
Parties to contract or instrument	WPSD-TV & Tribune Broadcasting Company, LLC (Antenna TV Network)
Date of execution	02/2012
Date of expiration	09/2019
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Articles of Organization for Paxton Media Group Acquisition LLC (Paxton Media Group, LLC)
Parties to contract or instrument	Pursuant to the Kentucky Limited Liability Company Act
Date of execution	12/2001
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	Articles of Merger of Paxton Media Group, Inc. into and with Paxton Media Group Acquisition LLC (Paxton Media Group, LLC)
Parties to contract or instrument	Paxton Media Group , Inc. & Paxton Media Group Acquisition LLC)
Date of execution	12/2001
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: Articles of Merger
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Document Information	
Description of contract or instrument	Credit Agreement (Paxton Media Group, LLC)
Parties to contract or instrument	Paxton Media Group, LLC & J.P. Morgan Chase Bank, N.A.
Date of execution	09/2013
Date of expiration	06/2018
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Pledge and Security Agreement (Paxton Media Group, LLC)
Parties to contract or instrument	Paxton Media Group, LLC & J.P. Morgan Chase Bank, N.A.
Date of execution	09/2013
Date of expiration	06/2018
Agreement type (check all that apply)	Other Agreement Type: Pledge and Security Agreement

Document Information	
Description of contract or instrument	Digital Multicast Binding Term Sheet (WPSD-TV)
Parties to contract or instrument	THIS Network, LLC & Paxton Broadcasting
Date of execution	05/2016
Date of expiration	05/2019
Agreement type (check all that apply)	Other Agreement Type: Digital Multicast Binding Term Sheet

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	0003763927		
Entity Name	WPSD-TV, LLC		
Address	PO Box		
	Street 1	201 South 4th Street	
	Street 2		
	City	Paducah	
	State ("NA" if non-U.S. address)	KY	
	Zip/Postal Code	42003	
	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	0019417211		
Name	David Paxton		
Address	PO Box		
	Street 1	4330 Pines Road	
	Street 2		
	City	Paducah	
	State ("NA" if non-U.S. address)	KY	
	Zip/Postal Code	42001	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Director		
Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Male	

	Ethnicity	Not Hispanic or Latino	
	Race	White	
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)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0019419613		
Name	James F. Paxton, Jr.		
Address	PO Box		
	Street 1	5939 Harris Road	
	Street 2		
	City	Paducah	
	State ("NA" if non-U.S. address)	KY	
	Zip/Postal Code	42001	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Director		
Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Male	
	Ethnicity	Not Hispanic or Latino	
	Race	White	
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)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0019419662		
Name	Richard Paxton		
Address	PO Box		

	Street 1	4005 Pines Road	
	Street 2		
	City	Paducah	
	State ("NA" if non-U.S. address)	KY	
	Zip/Postal Code	42001	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Director		
Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Male	
	Ethnicity	Not Hispanic or Latino	
	Race	White	
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)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0008722217		
Entity Name	Paxton Media Group, LLC		
Address	PO Box		
	Street 1	201 South 4th Street	
	Street 2		
	City	Paducah	
	State ("NA" if non-U.S. address)	KY	
	Zip/Postal Code	42003	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Other - Sole Member of LLC		
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?			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 "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>	Yes
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Other Newspaper Interests		
FRN	0019417211	
Name	David Paxton	
Name of Newspaper	Tribune-Courier	
Location of Newspaper	City	Benton
	State	KY
Positional Interests (check all that apply)	Officer, Director	

Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019417211	
Name	David Paxton	
Name of Newspaper	Herald-Ledger	
Location of Newspaper	City	Eddyville
	State	KY
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019417211	
Name	David Paxton	
Name of Newspaper	Metropolis Planet	
Location of Newspaper	City	Metropolis
	State	IL
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019417211	
Name	David Paxton	
Name of Newspaper	Paducah Sun	
Location of Newspaper	City	Paducah
	State	KY
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019419613	
Name	James F. Paxton, Jr.	
Name of Newspaper	Tribune-Courier	
Location of Newspaper	City	Benton
	State	KY
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019419613	
Name	James F. Paxton, Jr.	
Name of Newspaper	Paducah Sun	
Location of Newspaper	City	Paducah
	State	KY
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019419613	
Name	James F. Paxton, Jr.	
Name of Newspaper	Metropolis Planet	
Location of Newspaper	City	Metropolis
	State	IL
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests	
FRN	0019419613
Name	James F. Paxton, Jr.

Name of Newspaper	Herald-Ledger	
Location of Newspaper	City	Eddyville
	State	KY
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0008722217	
Name	Paxton Media Group, LLC	
Name of Newspaper	Tribune-Courier	
Location of Newspaper	City	Benton
	State	KY
Positional Interests (check all that apply)	Owner	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%
	Equity	100.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0008722217	
Name	Paxton Media Group, LLC	
Name of Newspaper	Metropolis Planet	
Location of Newspaper	City	Metropolis
	State	IL
Positional Interests (check all that apply)	Owner	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%
	Equity	100.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0008722217	
Name	Paxton Media Group, LLC	
Name of Newspaper	Paducah Sun	
Location of Newspaper	City	Paducah
	State	KY

Positional Interests (check all that apply)	Owner	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%
	Equity	100.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0008722217	
Name	Paxton Media Group, LLC	
Name of Newspaper	Herald-Ledger	
Location of Newspaper	City	Eddyville
	State	KY
Positional Interests (check all that apply)	Owner	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%
	Equity	100.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019419662	
Name	Richard Paxton	
Name of Newspaper	Metropolis Planet	
Location of Newspaper	City	Metropolis
	State	IL
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019419662	
Name	Richard Paxton	
Name of Newspaper	Herald-Ledger	
Location of Newspaper	City	Eddyville
	State	KY
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%

	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019419662	
Name	Richard Paxton	
Name of Newspaper	Tribune-Courier	
Location of Newspaper	City	Benton
	State	KY
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

Other Newspaper Interests		
FRN	0019419662	
Name	Richard Paxton	
Name of Newspaper	Paducah Sun	
Location of Newspaper	City	Paducah
	State	KY
Positional Interests (check all that apply)	Officer, Director	
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	0.0%
	Equity	0.0%
	Total assets (Equity Debt Plus)	

<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>	Yes
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Family Relationships			
FRN	0019419613	Name	James F Paxton, Jr.
FRN	0019419662	Name	Richard Paxton
Relationship	Siblings		

Family Relationships			
FRN	0019417211	Name	David Paxton
FRN	0019419613	Name	James F Paxton, Jr.

Relationship	Siblings
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Family Relationships			
FRN	0019417211	Name	David Paxton
FRN	0019419662	Name	Richard Paxton
Relationship	Siblings		

<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
<u>Paxton Biennial Ownership Chart (Finalized) 2017.pdf</u>	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: President Exact Legal Title or Name of Respondent: WPSD-TV, LLC Name: David M. Paxton Phone: 2705758630 03/01/2018