



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000047200** | Submit Date: **2018-03-02** | FRN: **0021299706**

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
0024474538	Torchlight TV Holdings, L.P.

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
c/o MSD Partners, L.P. 645 Fifth Avenue, 21st Floor	New York	NY	10022	+1 (212) 303-1650	mliguori@msdpartners.com

2. Contact Representative

Name	Organization
Mace J. Rosenstein	Covington & Burling LLP

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
One CityCenter 850 Tenth Street, NW	Washington	DC	20001	+1 (202) 662-5460	mrosenstein@cov.com

3. Application Filing Fee

Not Applicable

4. Nature of Respondent

(a) Provide the following information about the Respondent:	
Relationship to stations/permits	Entity required to file a Form 323 because it holds an attributable interest in one or more Licensees
Nature of Respondent	Limited partnership

(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.
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5. Licensee(s) and Station(s)

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

Licensee/Permittee Name	FRN
OTA Broadcasting (PIT), LLC	0023171168

Fac. ID No.	Call Sign	City	State	Service
267	WWLM-CD	WASHINGTON	PA	DC
7622	DWNNB-CD	BEAVER	PA	DCA
68137	DW24BB-D	EAST STROUDSBURG	PA	DCA
68393	WJMB-CD	BUTLER	PA	DC
68394	WMVH-CD	CHARLEROI	PA	DC
68400	DWPCP-CD	NEW CASTLE	PA	DCA
68401	WKHU-CD	KITTANNING	PA	DC
68405	DWEPA-CD	PITTSBURGH	PA	DCA
68407	DWJPW-CD	WEIRTON	WV	DCA
68408	DWVTX-CD	BRIDGEPORT	OH	DCA
68409	WWKH-CD	UNIONTOWN	PA	DC

Licensee/Permittee Name	FRN
OTA Broadcasting (PSP), LLC	0023008642

Fac. ID No.	Call Sign	City	State	Service
16749	KMIR-TV	PALM SPRINGS	CA	DTV
181414	KPSE-LD	PALM SPRINGS	CA	LD

Licensee/Permittee Name	FRN
Woodland Communications, LLC	0024819252

Fac. ID No.	Call Sign	City	State	Service
10869	WVTT-CD	OLEAN	NY	DCA
48413	WVMA-CD	WINCHENDON	MA	DCA

Licensee/Permittee Name	FRN
OTA Broadcasting (LGA), LLC	0021575980

Fac. ID No.	Call Sign	City	State	Service
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67866	WEBR-CD	MANHATTAN	NY	DC
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Licensee/Permittee Name	FRN
OTA Broadcasting (PVD), LLC	0022331953

Fac. ID No.	Call Sign	City	State	Service
3978	WLWC	NEW BEDFORD	MA	DTV

Licensee/Permittee Name	FRN
Stellar Television, LLC	0024819377

Fac. ID No.	Call Sign	City	State	Service
10318	WBGT-CD	ROCHESTER	NY	DCA
58739	WGCE-CD	ROCHESTER	NY	DCA

Licensee/Permittee Name	FRN
OTA Broadcasting (SEA), LLC	0021010624

Fac. ID No.	Call Sign	City	State	Service
35862	KVOS-TV	BELLINGHAM	WA	DTV
49264	KFFV	SEATTLE	WA	DTV

Licensee/Permittee Name	FRN
OTA Broadcasting (BOS), LLC	0022430631

Fac. ID No.	Call Sign	City	State	Service
9766	WYCN-CD	NASHUA	NH	DC

Licensee/Permittee Name	FRN
OTA Broadcasting (HOU), LLC	0022332142

Fac. ID No.	Call Sign	City	State	Service
66790	KUGB-CD	HOUSTON	TX	DC

Licensee/Permittee Name	FRN
OTA Broadcasting (SFO), LLC	0021186788

Fac. ID No.	Call Sign	City	State	Service
37689	KAXT-CD	SAN FRANCISCO, SAN JO	CA	DCA
49153	KTLN-TV	NOVATO	CA	DTV

Licensee/Permittee Name	FRN
OTA Broadcasting (CLT), LLC	0024387276

Fac. ID No.	Call Sign	City	State	Service
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54983	DWTBL-CD	LENOIR	NC	DC
67022	W21CK-D	CHARLOTTE	NC	DC

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.

Not Applicable.

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	0024474538	
Entity Name	Torchlight TV Holdings, L.P.	
Address	PO Box	
	Street 1	c/o MSD Partners, L.P.
	Street 2	645 Fifth Avenue, 21st Floor
	City	New York
	State ("NA" if non-U.S. address)	NY
	Zip/Postal Code	10022
	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	0022043491		
Entity Name	MSD Partners, L.P.		
Address	PO Box		
	Street 1	645 FIFTH AVENUE, 21ST FLOOR	
	Street 2		
	City	New York	
	State ("NA" if non-U.S. address)	NY	
	Zip/Postal Code	10022	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Other - Investment Manager		
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	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?			No

Ownership Information

FRN	0022043509		
Entity Name	MSD Capital (GP), LLC		
Address	PO Box		
	Street 1	c/o MSD Partners, L.P.	
	Street 2	645 FIFTH AVENUE, 21ST FLOOR	
	City	New York	
	State ("NA" if non-U.S. address)	NY	

	Zip/Postal Code	10022	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	General Partner		
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	0.2%	
	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 "<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
<p>Authorized Party to Sign</p>	<p>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).</p>	
<p>Certification</p>	<p>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.</p>	<p>Official Title: Auth Signatory of the Ultimate GP of the Invmt Mgr Exact Legal Title or Name of Respondent: Torchlight TV Holdings, L.P. Name: Marcello Liguori Phone: 2123031650</p> <p>03/02/2018</p>