



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000047125** | Submit Date: **2018-03-02** | FRN: **0025884016**

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
0025018045	WGEM License, LLC

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
PO Box 909	Quincy	IL	62306	+1 (217) 223-5100	bdreasler@quincymedia.com

2. Contact Representative

Name	Organization
Stephen Hartzell	Brooks, Pierce et al.

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
150 Fayetteville Street Suite 1700	Raleigh	NC	27601	+1 (919) 839-0300	shartzell@brookspierce.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	85	\$70.00
		MAR	2	85	\$140.00
				Total	\$210.00

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
WGEM License, LLC	0025018045

Fac. ID No.	Call Sign	City	State	Service
54275	WGEM-TV	QUINCY	IL	DTV
54277	WGEM	QUINCY	IL	AM
54281	WGEM-FM	QUINCY	IL	FM

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	Fox Network Affiliation Agreement
Parties to contract or instrument	Fox Television Network
Date of execution	07/2017
Date of expiration	09/2020

Agreement type (check all that apply)	Network Affiliation Agreement
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Document Information	
Description of contract or instrument	CW Plus Network Affiliation Agreement
Parties to contract or instrument	The CW Plus Network
Date of execution	03/2006
Date of expiration	09/2020
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	NBC Network Affiliation Agreement
Parties to contract or instrument	NBC Television Network
Date of execution	01/2016
Date of expiration	12/2020
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Third Amended and Restated Pledge Agreement
Parties to contract or instrument	Wells Fargo Bank, NA and Suntrust Bank, NA
Date of execution	11/2015
Date of expiration	11/2020
Agreement type (check all that apply)	Other Agreement Type: Third Amended and Restated Pledge Agreement

Document Information	
Description of contract or instrument	Third Amended and Restated Security Agreement
Parties to contract or instrument	Wells Fargo Bank, NA and Suntrust Bank, NA
Date of execution	11/2015
Date of expiration	11/2020
Agreement type (check all that apply)	Other Agreement Type: Third Amended and Restated Security Agreement

Document Information	
Description of contract or instrument	Third Amended and Restated Credit Agreement
Parties to contract or instrument	Wells Fargo Bank, NA and Suntrust Bank, NA
Date of execution	11/2015
Date of expiration	11/2020

Agreement type (check all that apply)	Other Agreement Type: Third Amended and Restated Credit Agreement
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Document Information	
Description of contract or instrument	Operating Agreement
Parties to contract or instrument	State of Missouri
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Articles of Organization
Parties to contract or instrument	State of Missouri
Date of execution	10/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Organization

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	0025018045	
Entity Name	WGEM License, LLC	
Address	PO Box	909
	Street 1	
	Street 2	
	City	Quincy

	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62306	
	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	0019430719		
Name	Mary O. Winters		
Address	PO Box		
	Street 1	136 Emery Drive	
	Street 2		
	City	Quincy	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62301	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Female	
	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
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Ownership Information	
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FRN	0019430651		
Name	Harold B. Oakley		
Address	PO Box		
	Street 1	525 Jersey Street	
	Street 2		
	City	Quincy	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62301	
	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	
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FRN	0019430685		
Name	Lucy Lindsay Smith		
Address	PO Box		
	Street 1	2 Montgomery Place	
	Street 2		
	City	Decatur	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62332	

	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Director		
Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Female	
	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	0019430735		
Name	Ralph M. Oakley		
Address	PO Box		
	Street 1	2824 Carnoustie Lane	
	Street 2		
	City	Quincy	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62301	
	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
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Ownership Information

FRN	0002819704		
Entity Name	Quincy Broadcasting Company		
Address	PO Box	909	
	Street 1		
	Street 2		
	City	Quincy	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62306	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member		
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?	No		

Ownership Information

FRN	0019430701		
Name	Martin M. Lindsay		
Address	PO Box		
	Street 1	2560 Haddow Avenue	
	Street 2		
	City	Arlington Heights	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60004	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		

Positional Interests (check all that apply)	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	0019430750		
Name	Thomas A. Oakley		
Address	PO Box		
	Street 1	935 Country Club Drive West	
	Street 2		
	City	Quincy	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62301	
	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	0019430784		
Name	Dennis R. Williams		
Address	PO Box		
	Street 1	2000 Wilmar Drive	
	Street 2		
	City	Quincy	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62301	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	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	0019430743		
Name	Susan Oakley Day		
Address	PO Box		
	Street 1	913 Abingdon Road	
	Street 2		
	City	Virginia Beach	
	State ("NA" if non-U.S. address)	VA	
	Zip/Postal Code	23451	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Director		

Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)	Citizenship	US	
	Gender	Female	
	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	0019430776		
Name	Bradley G. Eaton		
Address	PO Box		
	Street 1	3750 Deer Ridge Road	
	Street 2		
	City	Quincy	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	62305	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer		
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

(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?

Yes

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.

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](#).

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.

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.

Other Newspaper Interests

FRN	0019430776	
Name	Bradley G. Eaton	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	State	IL
Positional Interests (check all that apply)	Officer	
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	0019430784	
Name	Dennis R. Williams	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	State	IL

Positional Interests (check all that apply)	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	0019430651	
Name	Harold B. Oakley	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	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	0019430685	
Name	Lucy Lindsay Smith	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	State	IL
Positional Interests (check all that apply)	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	0019430701	
Name	Martin M. Lindsay	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	State	IL
Positional Interests (check all that apply)	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	0019430719	
Name	Mary O. Winters	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	State	IL
Positional Interests (check all that apply)	Officer	
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	0019430735	
Name	Ralph M. Oakley	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	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	0019430743	
Name	Susan Oakley Day	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	State	IL
Positional Interests (check all that apply)	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	0019430750	
Name	Thomas A. Oakley	
Name of Newspaper	Quincy Herald-Whig	
Location of Newspaper	City	Quincy
	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)	

(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?	Yes
If "Yes," provide the following information for each such the relationship.	

Family Relationships			
FRN	0019430735	Name	Ralph M Oakley
FRN	0019430719	Name	Mary O Winters
Relationship	Siblings		

Family Relationships			
FRN	0019430750	Name	Thomas A Oakley
FRN	0019430735	Name	Ralph M Oakley
Relationship	Parent/Child		

Family Relationships			
FRN	0019430719	Name	Mary O Winters
FRN	0019430750	Name	Thomas A Oakley
Relationship	Parent/Child		

(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?	No
If "Yes," 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.	

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
Organizational Chart.pdf	Applicant	Ownership Chart	Organizational 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.	<p>Official Title: President Exact Legal Title or Name of Respondent: WGEM License, LLC Name: Ralph M. Oakley Phone: 2172235100</p> <p>03/02/2018</p>