



(REFERENCE COPY - Not for submission)

# Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000044127** | Submit Date: **2018-02-27** | FRN: **0020903001**

Purpose: **Commercial Broadcast Stations Biennial Ownership Report** | Status: **Received** | Status Date: **02/27/2018**

Filing Status: **Active**

## Section I - General Information

### 1. Respondent

FRN	Entity Name
0021167069	NRJ TV Philly License Co., LLC

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
722 S Denton Tap Rd Suite 130	Coppell	TX	75019	+1 (972) 947-3391	bob@nrjventures.com

### 2. Contact Representative

Name	Organization
Ari Meltzer	Wiley Rein LLP

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
1776 K Street NW	Washington	DC	20006	+1 (202) 719-7467	ameltzer@wileyrein.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	70	\$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
NRJ TV Philly License Co., LLC	0021167069

Fac. ID No.	Call Sign	City	State	Service
55305	WTVE	READING	PA	DTV
74464	WPHY-CD	TRENTON	NJ	DCA

**Section II – Biennial Ownership Information****1. 47 C.F.R. Section 73.3613 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 required to be filed pursuant to 47 C.F.R. Section 73.3613 for the facility or facilities listed on this report. If the agreement is an attributable Local Marketing Agreement (LMA), an attributable Joint Sales Agreement (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	Second Amendment to Financing Agreement
Parties to contract or instrument	NRJ TV II LLC et al
Date of execution	09/2011
Date of expiration	No expiration date

<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Second Amendment to Financing Agreement
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Document Information	
<b>Description of contract or instrument</b>	Limited Liability Company Agreement
<b>Parties to contract or instrument</b>	NRJ TV Philly OpCo, LLC
<b>Date of execution</b>	08/2011
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Limited Liability Company Agreement

Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Class A-B Warrant
<b>Parties to contract or instrument</b>	NRJ TV II LLC et al
<b>Date of execution</b>	08/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amended and Restated Class A-B Warrant

Document Information	
<b>Description of contract or instrument</b>	Call Option Agreement
<b>Parties to contract or instrument</b>	NRJ TV II LLC et al
<b>Date of execution</b>	12/2010
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Call Option Agreement

Document Information	
<b>Description of contract or instrument</b>	SonLife Broadcasting Network Programming License Agreement
<b>Parties to contract or instrument</b>	Family Worship Center Church, Inc.
<b>Date of execution</b>	04/2016
<b>Date of expiration</b>	12/2019
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Financing Agreement
<b>Parties to contract or instrument</b>	NRJ TV II LLC et al
<b>Date of execution</b>	12/2010
<b>Date of expiration</b>	No expiration date

<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Financing Agreement
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Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Limited Liability Company Agreement
<b>Parties to contract or instrument</b>	NRJ TV II LLC
<b>Date of execution</b>	12/2010
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amended and Restated Limited Liability Company Agreement

Document Information	
<b>Description of contract or instrument</b>	Company Agreement
<b>Parties to contract or instrument</b>	NRJ Holdings LLC
<b>Date of execution</b>	10/2010
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Company Agreement

Document Information	
<b>Description of contract or instrument</b>	Third Amendment to Financing Agreement
<b>Parties to contract or instrument</b>	NRJ TV II LLC et al
<b>Date of execution</b>	05/2012
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Third Amendment to Financing Agreement

Document Information	
<b>Description of contract or instrument</b>	Limited Liability Company Agreement
<b>Parties to contract or instrument</b>	NRJ TV Philly License Co., LLC
<b>Date of execution</b>	08/2011
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Limited Liability Company Agreement

Document Information	
<b>Description of contract or instrument</b>	Contribution Agreement
<b>Parties to contract or instrument</b>	NRJ TV II LLC et al
<b>Date of execution</b>	12/2010
<b>Date of expiration</b>	No expiration date

<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Contribution Agreement
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Document Information	
<b>Description of contract or instrument</b>	First Amendment to Financing Agreement
<b>Parties to contract or instrument</b>	NRJ TV II LLC et al
<b>Date of execution</b>	07/2011
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> First Amendment to Financing Agreement

Document Information	
<b>Description of contract or instrument</b>	First Amendment to Amended and Restated Limited Liability Company Agreement
<b>Parties to contract or instrument</b>	NRJ TV II LLC
<b>Date of execution</b>	08/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> First Amendment to Amended and Restated Limited Liability Company Agreement

Document Information	
<b>Description of contract or instrument</b>	Pledge and Security Agreement
<b>Parties to contract or instrument</b>	NRJ TV II LLC et al
<b>Date of execution</b>	12/2010
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Pledge and Security Agreement

## 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			
<b>FRN</b>	0021167069		
<b>Entity Name</b>	NRJ TV Philly License Co., LLC		
<b>Address</b>	<b>PO Box</b>		
	<b>Street 1</b>	722 S Denton Tap Rd	
	<b>Street 2</b>	Suite 130	
	<b>City</b>	Coppell	
	<b>State ("NA" if non-U.S. address)</b>	TX	
	<b>Zip/Postal Code</b>	75019	
	<b>Country (if non-U.S. address)</b>	United States	
<b>Listing Type</b>	Respondent		
<b>Positional Interests</b> (check all that apply)	Respondent		
<b>Tribal Nation or Tribal Entity</b>	Interest holder is not a Tribal nation or Tribal entity		
<b>Interest Percentages</b> (enter percentage values from 0.0 to 100.0)	<b>Voting</b>	0.0%	<b>Jointly Held?</b> No
	<b>Equity</b>	0.0%	
	<b>Total assets (Equity Debt Plus)</b>	0.0%	
<b>Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?</b>			No

Ownership Information			
<b>FRN</b>	0021480280		
<b>Entity Name</b>	NRJ TV Philly OpCo, LLC		
<b>Address</b>	<b>PO Box</b>		
	<b>Street 1</b>	722 S Denton Tap Rd	
	<b>Street 2</b>	Suite 130	
	<b>City</b>	Coppell	
	<b>State ("NA" if non-U.S. address)</b>	TX	
	<b>Zip/Postal Code</b>	75019	
	<b>Country (if non-U.S. address)</b>	United States	
<b>Listing Type</b>	Other Interest Holder		
<b>Positional Interests</b> (check all that apply)	Owner		
<b>Tribal Nation or Tribal Entity</b>	Interest holder is not a Tribal nation or Tribal entity		

<b>Interest Percentages</b> (enter percentage values from 0.0 to 100.0)	<b>Voting</b>	100.0%	<b>Jointly Held?</b> No
	<b>Equity</b>	100.0%	
	<b>Total assets (Equity Debt Plus)</b>	0.0%	
<b>Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?</b>			No

#### Ownership Information

<b>FRN</b>	0013326665		
<b>Name</b>	Robert G. Andrews		
<b>Address</b>	<b>PO Box</b>		
	<b>Street 1</b>	722 S Denton Tap Rd	
	<b>Street 2</b>	Ste 130	
	<b>City</b>	Coppell	
	<b>State ("NA" if non-U.S. address)</b>	TX	
	<b>Zip/Postal Code</b>	75019	
	<b>Country (if non-U.S. address)</b>	United States	
<b>Listing Type</b>	Other Interest Holder		
<b>Positional Interests</b> (check all that apply)	Officer		
<b>Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)</b>	<b>Citizenship</b>	US	
	<b>Gender</b>	Male	
	<b>Ethnicity</b>	Not Hispanic or Latino	
	<b>Race</b>	White	
<b>Interest Percentages</b> (enter percentage values from 0.0 to 100.0)	<b>Voting</b>	0.0%	<b>Jointly Held?</b> No
	<b>Equity</b>	0.0%	
	<b>Total assets (Equity Debt Plus)</b>	0.0%	
<b>Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?</b>			Yes

#### Ownership Information

<b>FRN</b>	0020903019		
<b>Name</b>	Ted B. Bartley		
<b>Address</b>	<b>PO Box</b>		
	<b>Street 1</b>	722 S Denton Tap Rd	
	<b>Street 2</b>	Ste 130	

	<b>City</b>	Coppell	
	<b>State ("NA" if non-U.S. address)</b>	TX	
	<b>Zip/Postal Code</b>	75019	
	<b>Country (if non-U.S. address)</b>	United States	
<b>Listing Type</b>	Other Interest Holder		
<b>Positional Interests</b> (check all that apply)	Officer		
<b>Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)</b>	<b>Citizenship</b>	US	
	<b>Gender</b>	Male	
	<b>Ethnicity</b>	Not Hispanic or Latino	
	<b>Race</b>	White	
<b>Interest Percentages</b> (enter percentage values from 0.0 to 100.0)	<b>Voting</b>	0.0%	<b>Jointly Held?</b> No
	<b>Equity</b>	0.0%	
	<b>Total assets (Equity Debt Plus)</b>	0.0%	
<b>Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?</b>			Yes

Ownership Information			
<b>FRN</b>	0027261791		
<b>Name</b>	Jeffrey P. Hazelrigg		
<b>Address</b>	<b>PO Box</b>		
	<b>Street 1</b>	722 S Denton Tap Rd	
	<b>Street 2</b>	Suite 130	
	<b>City</b>	Coppell	
	<b>State ("NA" if non-U.S. address)</b>	TX	
	<b>Zip/Postal Code</b>	75019	
	<b>Country (if non-U.S. address)</b>	United States	
<b>Listing Type</b>	Other Interest Holder		
<b>Positional Interests</b> (check all that apply)	Officer		
<b>Citizenship, Gender, Ethnicity, and Race Information (Natural Persons Only)</b>	<b>Citizenship</b>	US	
	<b>Gender</b>	Male	
	<b>Ethnicity</b>	Not Hispanic or Latino	
	<b>Race</b>	White	



<b>Interest Percentages</b> (enter percentage values from 0.0 to 100.0)	<b>Voting</b>	0.0%	<b>Jointly Held?</b> No
	<b>Equity</b>	0.0%	
	<b>Total assets (Equity Debt Plus)</b>	0.0%	
<b>Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?</b>			Yes

<b>(b) Respondent certifies that any interests, including equity, financial, or voting interests, not reported in this filing are non-attributable.</b> If "No," submit as an exhibit an explanation.	Yes
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<p><b>(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?</b></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 <a href="#">Click Here</a>.</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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<b>(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?</b>  If " <u>Yes</u> ," provide the following information for each such the relationship.	No
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<p><b>(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?</b></p> <p>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.</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
<a href="#">NRJ TV Philly License Co.pdf</a>	Applicant	Ownership Chart	NRJ Philly Org Chart

**Section III - Certification**

**Certification**

Section	Question	Response
<b>Authorized Party to Sign</b>	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).	
<b>Certification</b>	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: <b>Secretary</b> Exact Legal Title or Name of Respondent: <b>NRJ TV Philly License Co., LLC</b> Name: <b>Robert G Andrews</b> Phone: <b>9729473391</b>  02/27/2018