



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000045375** | Submit Date: **2018-02-28** | FRN: **0003263811**

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
0003263811	Manning Broadcasting Inc

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
880 Commonwealth Avenue	Hagerstown	MD	21740	+1 (301) 733-4500	fred@manningbroadcastinginc.com

2. Contact Representative

Name	Organization
David Burns	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) 663-8094	david.burns@pillsburylaw.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	MAR	3	70	\$210.00
				Total	\$210.00

4. Nature of Respondent

(a) Provide the following information about the Respondent:	
Relationship to stations/permits	Licensee
Nature of Respondent	For-profit corporation

(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
Manning Broadcasting Inc	0003263811

Fac. ID No.	Call Sign	City	State	Service
3728	WAFY	MIDDLETOWN	MD	FM
20687	W228AM	FREDERICK	MD	FX
39806	WWEG	MYERSVILLE	MD	FM
39807	WARK	HAGERSTOWN	MD	AM
141628	W263CR	HALFWAY	MD	FX
145088	W255CP	HAGERSTOWN	MD	FX
155478	W271BV	HAGERSTOWN	MD	FX

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	CERTIFICATE OF INCORPORATION

Parties to contract or instrument	STATE OF DELAWARE
Date of execution	03/1976
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: CERTIFICATE OF INCORPORATION

Document Information	
Description of contract or instrument	BY-LAWS
Parties to contract or instrument	RESPONDENT AND STOCKHOLDERS
Date of execution	03/1976
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: BY-LAWS

Document Information	
Description of contract or instrument	AMENDED CERTIFICATE OF INCORPORATION
Parties to contract or instrument	STATE OF DELAWARE
Date of execution	10/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: AMENDED CERTIFICATE OF INCORPORATION

Document Information	
Description of contract or instrument	LOAN AGREEMENT
Parties to contract or instrument	SUSQUEHANNA BANK
Date of execution	11/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: LOAN AGREEMENT

Document Information	
Description of contract or instrument	SECURITY AGREEMENT
Parties to contract or instrument	SUSQUEHANNA BANK
Date of execution	11/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: 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				
FRN	0003263811			
Entity Name	Manning Broadcasting Inc			
Address	PO Box			
	Street 1	880 Commonwealth Avenue		
	Street 2			
	City	Hagerstown		
	State ("NA" if non-U.S. address)	MD		
	Zip/Postal Code	21740		
	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	9990076912	
Name	J. Frederick Manning	
Address	PO Box	

	Street 1	8439 Rocky Spring Road	
	Street 2		
	City	Frederick	
	State ("NA" if non-U.S. address)	MD	
	Zip/Postal Code	21702	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Officer, Director, Stockholder		
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	27.0%	Jointly Held? No
	Equity	27.0%	
	Total assets (Equity Debt Plus)	27.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information

FRN	0021768270		
Name	Eugene J. Manning		
Address	PO Box		
	Street 1	13243 Fountain Head Road	
	Street 2		
	City	Hagerstown	
	State ("NA" if non-U.S. address)	MD	
	Zip/Postal Code	21742	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Director, Stockholder		
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	44.0%	Jointly Held? No
	Equity	44.0%	
	Total assets (Equity Debt Plus)	44.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information

FRN	9990076920		
Name	Suzanne M. Sisk		
Address	PO Box		
	Street 1	325 Doe Run Road	
	Street 2		
	City	East Fallowfield	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19320	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Stockholder		
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	5.0%	Jointly Held? No
	Equity	5.0%	
	Total assets (Equity Debt Plus)	5.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information

FRN	9990076938		
Name	Eileen M. Quick		
Address	PO Box		
	Street 1	11 Chapin Road	
	Street 2		

	City	Bernardsville	
	State ("NA" if non-U.S. address)	NJ	
	Zip/Postal Code	07924	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Stockholder		
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	24.0%	Jointly Held? No
	Equity	24.0%	
	Total assets (Equity Debt Plus)	24.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

Ownership Information			
FRN	9990076946		
Name	Leslie C. Quick, III.		
Address	PO Box		
	Street 1	11 Chapin Road	
	Street 2		
	City	Bernardsville	
	State ("NA" if non-U.S. address)	NJ	
	Zip/Postal Code	07924	
	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	Female	
	Ethnicity	Not Hispanic or Latino	
	Race	White	
Interest Percentages	Voting	0.0%	Jointly Held?

(enter percentage values from 0.0 to 100.0)		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

(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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(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? If " <u>Yes</u> ," provide the following information for each such the relationship.	Yes
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Family Relationships			
FRN	9990076938	Name	Eileen M. Quick
FRN	9990076946	Name	Leslie C. Quick , III .
Relationship	Spouses		

Family Relationships			
FRN	9990076938	Name	Eileen M. Quick
FRN	9990076920	Name	Suzanne M. Sisk
Relationship	Siblings		

Family Relationships			
FRN	0021768270	Name	Eugene J Manning
FRN	9990076938	Name	Eileen M. Quick
Relationship	Siblings		

Family Relationships			
FRN	0021768270	Name	Eugene J Manning
FRN	9990076920	Name	Suzanne M. Sisk
Relationship	Siblings		

Family Relationships			
FRN	9990076912	Name	J. Frederick Manning
FRN	9990076938	Name	Eileen M. Quick
Relationship	Siblings		

Family Relationships			
FRN	9990076912	Name	J. Frederick Manning
FRN	9990076920	Name	Suzanne M. Sisk
Relationship	Siblings		

Family Relationships			
FRN	9990076912	Name	J. Frederick Manning
FRN	0021768270	Name	Eugene J Manning
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 "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
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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: Manning Broadcasting Inc. Name: J Frederick Manning Phone: 3017334500 02/28/2018