



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000047650** | Submit Date: **2018-03-02** | FRN: **0005047105**

Purpose: **Commercial Broadcast Stations Biennial Ownership Report** | Status: **Received** | Status Date: **03/05/2018**

Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0016220121	WHO License, LLC

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
1801 GRAND AVENUE	Des Moines	IA	50309	+1 (515) 242-3500	JROBERTS@TRIBUNEMEDIA.COM

2. Contact Representative

Name	Organization
Jason Roberts	Tribune Media Company

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
303 E. Wacker Drive Suite 1700	Chicago	IL	60601	+1 (312) 222-3894	jroberts@tribunemedia.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
				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
WHO License, LLC	0016220121

Fac. ID No.	Call Sign	City	State	Service
66221	WHO-DT	DES MOINES	IA	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	First Supplement Indenture (Tribune Media Company)
Parties to contract or instrument	The Bank of New York Mellon Trust Company, N.A.
Date of execution	06/2015
Date of expiration	07/2022
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information

Description of contract or instrument	Amendment No. 1 to the Credit Agreement (Tribune Media Company)
Parties to contract or instrument	JP Morgan Chase Bank, N.A., as Administrative Agent
Date of execution	06/2015
Date of expiration	12/2018
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information

Description of contract or instrument	Amended and Restated Limited Liability Company Agreement of WHO License, LLC
Parties to contract or instrument	Local TV Finance, LLC
Date of execution	02/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Company Agreement

Document Information

Description of contract or instrument	Network Affiliation Agreement, as amended (WHO License, LLC)
Parties to contract or instrument	NBC
Date of execution	01/2001
Date of expiration	12/2019
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information

Description of contract or instrument	Second Supplement Indenture (Tribune Media Company)
Parties to contract or instrument	The Bank of New York Mellon Trust Company, N.A.
Date of execution	06/2015
Date of expiration	07/2022
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information

Description of contract or instrument	Amended Certificate of Formation (WHO License, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	02/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information

Description of contract or instrument	Certificate of Formation (Local TV Finance, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	03/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information

Description of contract or instrument	Registration Rights Agreement (Tribune Media Company)
Parties to contract or instrument	JPMorgan, Angelo Gordon and Oaktree Stockholders, as may be amended
Date of execution	12/2012
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Registration Rights Agreement

Document Information

Description of contract or instrument	Certificate of Formation (Tribune Broadcasting Company II, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	06/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information

Description of contract or instrument	Limited Liability Company Agreement of Tribune Broadcasting Company II, LLC
Parties to contract or instrument	Tribune Company
Date of execution	06/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Company Agreement

Document Information

Description of contract or instrument	Indenture (Tribune Media Company)
Parties to contract or instrument	The Bank of New York Mellon Trust Company, N.A.
Date of execution	06/2015
Date of expiration	07/2022
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information

Description of contract or instrument	Pledge Agreement (Tribune Media Company)
Parties to contract or instrument	JP Morgan Chase Bank, N.A.
Date of execution	12/2013
Date of expiration	12/2018
Agreement type (check all that apply)	Other Agreement Type: Pledge Agreement

Document Information	
Description of contract or instrument	Amendment to Certificate of Incorporation of Tribune Media Company
Parties to contract or instrument	STATE OF DELAWARE
Date of execution	08/2015
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	Security Agreement (Tribune Media Company)
Parties to contract or instrument	JP Morgan Chase Bank, N.A.
Date of execution	12/2013
Date of expiration	12/2018
Agreement type (check all that apply)	Other Agreement Type: Security Agreement

Document Information	
Description of contract or instrument	Warrant Agreement (Tribune Media Company)
Parties to contract or instrument	Computershare Inc. and Computershare Trust Company, N. A.
Date of execution	12/2012
Date of expiration	12/2032
Agreement type (check all that apply)	Other Agreement Type: Warrant Agreement

Document Information	
Description of contract or instrument	Network Affiliation Agreement with Antenna TV, as amended (WHO License, LLC)
Parties to contract or instrument	Tribune Broadcasting Company, LLC
Date of execution	01/2010
Date of expiration	12/2020
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
----------------------	--

Description of contract or instrument	Certificate of Formation (Local TV Holdings, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	05/2008
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information	
Description of contract or instrument	Guaranty Agreement (Tribune Media Company)
Parties to contract or instrument	JP Morgan Chase Bank, N.A.
Date of execution	12/2013
Date of expiration	12/2018
Agreement type (check all that apply)	Other Agreement Type: Guaranty Agreement

Document Information	
Description of contract or instrument	Credit Agreement (Tribune Media Company)
Parties to contract or instrument	JP Morgan Chase Bank, N.A., as Administrative Agent
Date of execution	12/2013
Date of expiration	12/2018
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Second Amended & Restated Certificate of Incorporation (Tribune Media Company)
Parties to contract or instrument	STATE OF DELAWARE
Date of execution	09/2014
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	Certificate of Formation (Local TV, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	12/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Formation

Document Information	
Description of contract or instrument	Operating Agreement (Local TV Finance, LLC)

Parties to contract or instrument	Local TV, LLC
Date of execution	04/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Third Supplement Indenture (Tribune Media Company)
Parties to contract or instrument	The Bank of New York Mellon Trust Company, N.A.
Date of execution	06/2015
Date of expiration	07/2022
Agreement type (check all that apply)	Other Agreement Type: Indenture

Document Information	
Description of contract or instrument	Second Amended and Restated Limited Liability Company Agreement (Local TV, LLC)
Parties to contract or instrument	Local TV Holdings, LLC
Date of execution	07/2008
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Second Amended and Restated Limited Liability Company Agreement

Document Information	
Description of contract or instrument	Second Amended and Restated Limited Liability Company Agreement of Local TV Holdings, LLC
Parties to contract or instrument	Tribune Broadcasting Company II, LLC
Date of execution	12/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Company Agreement

Document Information	
Description of contract or instrument	Digital Multicast Channel Term Sheet, as amended (WHO License, LLC)
Parties to contract or instrument	THIS Network LLC
Date of execution	04/2013
Date of expiration	10/2019
Agreement type (check all that apply)	Network Affiliation 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	0016220121			
Entity Name	WHO License, LLC			
Address	PO Box			
	Street 1	1801 GRAND AVENUE		
	Street 2			
	City	Des Moines		
	State ("NA" if non-U.S. address)	IA		
	Zip/Postal Code	50309		
	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	0016216137		
Entity Name	Local TV Finance, LLC		
Address	PO Box		

	Street 1	515 N. State Street	
	Street 2	24th Floor	
	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60654	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member, Owner		
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

Ownership Information			
FRN	0023186984		
Name	Edward Lazarus		
Address	PO Box		
	Street 1	515 N. State Street	
	Street 2	24th Floor	
	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60654	
	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

Ownership Information			
FRN	0019915206		
Name	John B. Rodden		
Address	PO Box		
	Street 1	515 N. State Street	
	Street 2	24th Floor	
	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60654	
	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

Ownership Information			
FRN	0023118995		
Name	Lawrence J. Wert		
Address	PO Box		
	Street 1	515 N. State Street	
	Street 2	24th Floor	

	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60654	
	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

Ownership Information			
FRN	0019440270		
Name	Patrick M. Shanahan		
Address	PO Box		
	Street 1	515 N. State Street	
	Street 2	24th Floor	
	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60654	
	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

Ownership Information

FRN	0019368026		
Name	Brian Litman		
Address	PO Box		
	Street 1	515 N. State Street	
	Street 2	24th Floor	
	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60654	
	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

Ownership Information

FRN	0027275304		
Name	John G. Easterly		
Address	PO Box		
	Street 1	1801 GRAND AVENUE	
	Street 2		

	City	Des Moines	
	State ("NA" if non-U.S. address)	IA	
	Zip/Postal Code	50309	
	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?			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

<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>	<p>No</p>
--	-----------

<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 "Yes," provide the following information for each such the relationship.</p>	<p>No</p>
---	-----------

<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>	<p>No</p>
---	-----------

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
Tribune Media Org Chart 3-2-18.pdf	Applicant	Ownership Chart	Ownership Structure

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: Secretary Exact Legal Title or Name of Respondent: WHO License, LLC Name: Edward Lazarus Phone: 3122223894 03/02/2018