



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial  
Ownership Report (FCC Form 323)

File Number: 0000043721 | Submit Date: 2018-02-26 | FRN: 0001810670

Purpose: Commercial Broadcast Stations Biennial Ownership Report | Status: Received | Status Date: 02/26/2018

Filing Status: Active

Section I - General Information

1. Respondent

FRN		Entity Name			
0004927737		ION Media Lexington License, Inc.			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
601 Clearwater Park Road	West Palm Beach	FL	33401	+1 (561) 682-4110	BiancaFrye@ionmedia.com

2. Contact Representative

Name		Organization			
Michael Hubner		ION Media Networks			

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
810 Seventh Avenue 31st Floor	New York	NY	10019	+1 (212) 603-8407	MichaelHubner@ionmedia.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	95	\$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	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
ION Media Lexington License, Inc.	0004927737

Fac. ID No.	Call Sign	City	State	Service
23128	WUPX-TV	MOREHEAD	KY	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	Bylaws for ION Media of Lexington, Inc.
Parties to contract or instrument	ION Media of Lexington, Inc.
Date of execution	11/2008
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Bylaws

Document Information
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<b>Description of contract or instrument</b>	Security Holders' Agreement for ION Media Networks, Inc.
<b>Parties to contract or instrument</b>	ION Media Networks, Inc., Media Holdco, LP
<b>Date of execution</b>	12/2009
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Security Holders Agreement

Document Information	
<b>Description of contract or instrument</b>	Certificate of Amendment of Certificate of Limited Partnership for Media Holdco, LP
<b>Parties to contract or instrument</b>	Media Holdco GP, LLC
<b>Date of execution</b>	06/2009
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Certificate of Amendment of Certificate of Limited Partnership

Document Information	
<b>Description of contract or instrument</b>	Second Amendment and Restated Limited Liability Company Agreement for Media Holdco GP, LLC
<b>Parties to contract or instrument</b>	Media Holdco GP, LLC, Media Holdco Parent, Inc., ET AL
<b>Date of execution</b>	01/2013
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Second Amendment and Restated Limited Liability Company Agreement

Document Information	
<b>Description of contract or instrument</b>	Credit Agreement for ION Media Networks, Inc.
<b>Parties to contract or instrument</b>	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent for the Revolving Lenders and as Collateral Agent for the Secured Parties and the Issuing Bank.
<b>Date of execution</b>	12/2013
<b>Date of expiration</b>	12/2020
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	Amendment to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
<b>Parties to contract or instrument</b>	Media Holdco GP, LLC
<b>Date of execution</b>	04/2011
<b>Date of expiration</b>	No expiration date

<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment to Amended and Restated Agreement of Limited Partnership
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Document Information	
<b>Description of contract or instrument</b>	Amendment No. 3 to Credit Agreement for ION Media Networks
<b>Parties to contract or instrument</b>	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent for the Revolving Lenders and as Collateral Agent for the Secured Parties and the Issuing Bank.
<b>Date of execution</b>	06/2017
<b>Date of expiration</b>	12/2020
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment No. 3 to Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	Articles of Incorporation for ION Media of Lexington, Inc.
<b>Parties to contract or instrument</b>	State of Florida
<b>Date of execution</b>	04/1998
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Amendment No. 2 to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
<b>Parties to contract or instrument</b>	Media Holdco GP, LLC
<b>Date of execution</b>	09/2012
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment No. 2 to Amended and Restated Agreement of Limited Partnership

Document Information	
<b>Description of contract or instrument</b>	Certificate of Amendment of Certificate of Formation for Media Holdco GP, LLC
<b>Parties to contract or instrument</b>	Media Holdco GP, LLC
<b>Date of execution</b>	06/2009
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Certificate of Amendment of Certificate of Formation

Document Information	
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<b>Description of contract or instrument</b>	Amendment to Articles of Incorporation for ION Media Lexington License, Inc.
<b>Parties to contract or instrument</b>	State of Florida
<b>Date of execution</b>	11/2008
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment to Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Bylaws for ION Media Lexington License, Inc.
<b>Parties to contract or instrument</b>	ION Media Lexington License, Inc.
<b>Date of execution</b>	11/2008
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Bylaws

Document Information	
<b>Description of contract or instrument</b>	Bylaws for ION Media Television, Inc.
<b>Parties to contract or instrument</b>	ION Media Television, Inc.
<b>Date of execution</b>	03/2007
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Bylaws

Document Information	
<b>Description of contract or instrument</b>	Warrant Agreement for ION Media Networks, Inc.
<b>Parties to contract or instrument</b>	ION Media Networks, Inc., and American Stock Transfer & Trust Company, LLC.
<b>Date of execution</b>	12/2009
<b>Date of expiration</b>	12/2039
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Warrant Agreement

Document Information	
<b>Description of contract or instrument</b>	Amendment No. 2 to Credit Agreement for ION Media Networks, Inc.
<b>Parties to contract or instrument</b>	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent for the Revolving Lenders and as Collateral Agent for the Secured Parties and the Issuing Bank.
<b>Date of execution</b>	12/2016
<b>Date of expiration</b>	12/2020

<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment No. 2 to Credit Agreement
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Document Information	
<b>Description of contract or instrument</b>	Amendment No. 1 to Credit Agreement for ION Media Networks, Inc.
<b>Parties to contract or instrument</b>	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Administrative Agent for the Revolving Lenders and as Collateral Agent for the Secured Parties and the Issuing Bank.
<b>Date of execution</b>	12/2014
<b>Date of expiration</b>	12/2020
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment No. 1 to Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Certificate of Incorporation for ION Media Networks, Inc.
<b>Parties to contract or instrument</b>	ION Media Networks, Inc.
<b>Date of execution</b>	12/2009
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amended and Restated Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Articles of Incorporation for ION Media Lexington License, Inc.
<b>Parties to contract or instrument</b>	State of Florida
<b>Date of execution</b>	04/1998
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Amendment to Articles of Incorporation for ION Media of Lexington, Inc.
<b>Parties to contract or instrument</b>	State of Florida
<b>Date of execution</b>	11/2008
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment to Articles of Incorporation

Document Information
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<b>Description of contract or instrument</b>	Amended and Restated Limited Liability Company Agreement for Media Holdco GP, LLC
<b>Parties to contract or instrument</b>	Media Holdco Parent, Inc.
<b>Date of execution</b>	12/2009
<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>	Amendment No. 3 to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
<b>Parties to contract or instrument</b>	Media Holdco GP, LLC
<b>Date of execution</b>	12/2013
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment No. 3 to Amended and Restated Agreement of Limited Partnership

Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Certificate of Incorporation for Media Holdco Parent, Inc.
<b>Parties to contract or instrument</b>	Media Holdco Parent, Inc.
<b>Date of execution</b>	12/2009
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amended and Restated Certificate of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Security Agreement for ION Media Networks, Inc.
<b>Parties to contract or instrument</b>	ION Media Networks, Inc., JPMorgan Chase Bank, N.A., as Collateral Agent pursuant to the Revolving Credit Agreement
<b>Date of execution</b>	12/2013
<b>Date of expiration</b>	12/2020
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Security Agreement

Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Bylaws for Media Holdco Parent, Inc.
<b>Parties to contract or instrument</b>	Media Holdco Parent, Inc.
<b>Date of execution</b>	12/2009
<b>Date of expiration</b>	No expiration date

<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amended and Restated Bylaws
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Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Bylaws for ION Media Networks, Inc.
<b>Parties to contract or instrument</b>	ION Media Networks, Inc.
<b>Date of execution</b>	12/2009
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amended and Restated Bylaws

Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
<b>Parties to contract or instrument</b>	Media Holdco GP, LLC
<b>Date of execution</b>	12/2009
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amended and Restated Agreement of Limited Partnership

Document Information	
<b>Description of contract or instrument</b>	Articles of Incorporation for ION Media Television, Inc.
<b>Parties to contract or instrument</b>	State of Florida
<b>Date of execution</b>	11/1994
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Amendment to Articles of Incorporation for ION Media Television, Inc.
<b>Parties to contract or instrument</b>	State of Florida
<b>Date of execution</b>	03/2007
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment to Articles of Incorporation

Document Information	
<b>Description of contract or instrument</b>	Amendment No. 4 to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP
<b>Parties to contract or instrument</b>	Media Holdco GP, LLC
<b>Date of execution</b>	11/2014



<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Amendment No. 4 to Amended and Restated Agreement of Limited Partnership

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	0004927737		
Entity Name	ION Media Lexington License, Inc.		
Address	PO Box		
	Street 1	601 Clearwater Park Road	
	Street 2		
	City	West Palm Beach	
	State ("NA" if non-U.S. address)	FL	
	Zip/Postal Code	33401	
	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
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Ownership Information			
FRN	0019415785		
Name	JEFFREY J. QUINN		
Address	PO Box		
	Street 1	601 Clearwater Park Road	
	Street 2		
	City	West Palm Beach	
	State ("NA" if non-U.S. address)	FL	
	Zip/Postal Code	33401	
	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)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information		
FRN	0019374099	
Name	R. BRANDON BURGESS	
Address	PO Box	
	Street 1	601 Clearwater Park Road
	Street 2	
	City	West Palm Beach
	State ("NA" if non-U.S. address)	FL
	Zip/Postal Code	33401

	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)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0022450282		
Name	MICHAEL S. HUBNER		
Address	PO Box		
	Street 1	810 Seventh Avenue	
	Street 2	31st Floor	
	City	New York	
	State ("NA" if non-U.S. address)	NY	
	Zip/Postal Code	10019	
	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)	0.0%	

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	0019371954		
Entity Name	ION MEDIA OF LEXINGTON, INC.		
Address	PO Box		
	Street 1	601 Clearwater Park Road	
	Street 2		
	City	West Palm Beach	
	State ("NA" if non-U.S. address)	FL	
	Zip/Postal Code	33401	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Stockholder		
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)	0.0%	
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

<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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<p><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></p> <p>If <u>Yes</u>, provide the following information for each such the relationship.</p>	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 <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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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="#">ION Ownership Diagram.pdf</a>	Applicant	Ownership Chart	ION Ownership Diagram

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: <b>Secretary</b> Exact Legal Title or Name of Respondent: <b>ION Media Lexington License, Inc.</b> Name: <b>Michael Hubner</b> Phone: <b>2126038407</b>  02/26/2018