



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000046793** | Submit Date: **2018-03-02** | FRN: **0005023445**

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
0017173956	Mapleton License of Merced, LLC

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
60 Garden Court Suite 300	Monterey	CA	93940	+1 (831) 658-5281	jimsheajr@comcast.net

2. Contact Representative

Name	Organization
Christina Burrow	Cooley LLP

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
1299 Pennsylvania Avenue, NW Suite 700	Washington	DC	20004	+1 (202) 776-2687	cburrow@cooley.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	6	95	\$420.00
				Total	\$420.00

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
Mapleton License of Merced, LLC	0017173956

Fac. ID No.	Call Sign	City	State	Service
7707	KUBB	MARIPOSA	CA	FM
20334	KHTN	PLANADA	CA	FM
41173	KABX-FM	MERCED	CA	FM
41174	KYOS	MERCED	CA	AM
65374	KLOQ-FM	WINTON	CA	FM
87180	KBRE	MERCED	CA	AM

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	Operating Agreement (Mapleton License of Merced, LLC)
Parties to contract or instrument	Mapleton Communications, LLC

Date of execution	12/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Limited Liability Company Agreement, as amended (Mapleton Radio, LLC)
Parties to contract or instrument	Mapleton Radio, LLC, Mapleton Investments, LLC, Corporate Partners II AIV LP, and CP II MC Coinvestors LLC
Date of execution	06/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Agreement

Document Information	
Description of contract or instrument	Trust Agreement (Falcon Cable Trust)
Parties to contract or instrument	Jane Nathanson and Marc Nathanson
Date of execution	10/1990
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Trust Agreement

Document Information	
Description of contract or instrument	Employment Agreement
Parties to contract or instrument	Mapleton Communications, LLC and James T. Shea, Jr.
Date of execution	09/2015
Date of expiration	06/2018
Agreement type (check all that apply)	Other Agreement Type: Employment Agreement

Document Information	
Description of contract or instrument	Operating Agreement, as amended (CPXR, LLC)
Parties to contract or instrument	Jonathan Kagan, Ali Wambold
Date of execution	02/2014
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Credit Agreement (Mapleton Communications, LLC, Mapleton Radio, LLC, and Mapleton Radio Holdings, LLC)
Parties to contract or instrument	Webster Bank, N.A.

Date of execution	06/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Operating Agreement (Corporate Partners LLC)
Parties to contract or instrument	CPXR, LLC
Date of execution	02/2005
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Subordinated Loan Agreement, as amended (Mapleton Communications, LLC; Mapleton Radio, LLC; and Mapleton Radio Holdings, LLC)
Parties to contract or instrument	Balance Point Capital Partners II, L.P.
Date of execution	06/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Loan Agreement

Document Information	
Description of contract or instrument	Partnership Agreement (Corporate Partners II AIV LP)
Parties to contract or instrument	CP II AIV GP LLC and Corporate Partners LLC
Date of execution	11/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Partnership Agreement

Document Information	
Description of contract or instrument	Joinder Agreement to Fourth Amended and Restated Limited Liability Agreement
Parties to contract or instrument	Mapleton Communications, LLC
Date of execution	06/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Limited Liability Agreement

Document Information	
Description of contract or instrument	Operating Agreement (CP II AIV GP LLC)
Parties to contract or instrument	Corporate Partners II Holdings, LLC

Date of execution	11/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Unsecured Subordinated Loan Agreement, as amended
Parties to contract or instrument	Balance Point Capital Partners II, L.P.; Balance Point Capital Partners L.P.; Mapleton Communications, LLC; Mapleton Radio, LLC; and Mapleton Radio Holdings, LLC
Date of execution	06/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Loan Agreement

Document Information	
Description of contract or instrument	Profits Interest Grant Agreement
Parties to contract or instrument	Mapleton Communications, LLC and James T. Shea, Jr.
Date of execution	09/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Profits Interest Grant Agreement

Document Information	
Description of contract or instrument	Operating Agreement (CP II MC Coinvestors LLC)
Parties to contract or instrument	CPXR, LLC
Date of execution	11/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Operating Agreement (Corporate Partners II Holdings, LLC)
Parties to contract or instrument	CPXR, LLC
Date of execution	11/2006
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	First Amendment to the Credit Agreement (Mapleton Communications, LLC, Mapleton Radio, LLC, and Mapleton Radio Holdings, LLC)

Parties to contract or instrument	Webster Bank, N.A.
Date of execution	04/2016
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Operating Agreement (Mapleton Investments, LLC)
Parties to contract or instrument	Falcon Cable Trust and 220 No. Lake, Inc.
Date of execution	09/1999
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Operating Agreement

Document Information	
Description of contract or instrument	Limited Liability Company Agreement, as amended (Mapleton Communications, LLC)
Parties to contract or instrument	Mapleton Communications, LLC, Mapleton Radio, LLC and Mapleton Radio Holdings, LLC
Date of execution	06/2015
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	Limited Liability Company Agreement, as amended (Mapleton Radio Holdings, LLC)
Parties to contract or instrument	Mapleton Radio Holdings, LLC Mapleton Investments, LLC, Claude Turner, Corporate Partners II AIV LP, and CP II MC Coinvestors LLC
Date of execution	12/2015
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	Articles of Incorporation (220 No. Lake, Inc.)
Parties to contract or instrument	State of California
Date of execution	07/1985
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation

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	0017173956		
Entity Name	Mapleton License of Merced, LLC		
Address	PO Box		
	Street 1	60 Garden Court	
	Street 2	Suite 300	
	City	Monterey	
	State ("NA" if non-U.S. address)	CA	
	Zip/Postal Code	93940	
	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	0021332515	
Name	James T. Shea, Jr.	
Address	PO Box	

	Street 1	60 Garden Court	
	Street 2	Suite 300	
	City	Monterey	
	State ("NA" if non-U.S. address)	CA	
	Zip/Postal Code	93940	
	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	0005023445		
Entity Name	Mapleton Communications, LLC		
Address	PO Box		
	Street 1	60 Garden Court	
	Street 2	Suite 300	
	City	Monterey	
	State ("NA" if non-U.S. address)	CA	
	Zip/Postal Code	93940	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member, Other - Managing Member		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		
Interest Percentages (enter percentage values)	Voting	100.0%	Jointly Held? No

from 0.0 to 100.0)	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?		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
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----

<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>	No
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----

(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 "Yes," provide the following information for each such the relationship.	No
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----

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

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
Mapleton Org Chart 2017.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.	Official Title: President and CEO Exact Legal Title or Name of Respondent: Mapleton License of Merced, LLC Name: James Shea , Jr.. Phone: 8316481740 03/02/2018