



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial
Ownership Report (FCC Form 323)

File Number: 0000046908 | Submit Date: 2018-03-02 | FRN: 0004434866

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			
0024732109		Entercom Denver II License, LLC			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
401 E. City Avenue, Suite 809	Bala Cynwyd	PA	19004	+1 (610) 660-5610	andrew.sutor@entercom.com

2. Contact Representative

Name		Organization			
Laura Berman, Esq.		Entercom Communications Corp.			

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
401 E. City Avenue, Suite 809	Bala Cynwyd	PA	19004	+1 (484) 270-6312	laura.berman@entercom.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	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	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
Entercom Denver II License, LLC	0024732109

Fac. ID No.	Call Sign	City	State	Service
35574	KQKS	LAKEWOOD	CO	FM
157107	K276FK	DENVER	CO	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	Registration Rights Agreement
Parties to contract or instrument	Entercom Communications Corp. and The Lincoln National Life Insurance Company
Date of execution	07/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Securities Document

Document Information	
Description of contract or instrument	Entercom Radio, LLC Certificate of Formation
Parties to contract or instrument	Entercom Communications Corp.
Date of execution	09/1999
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Security Agreement
Parties to contract or instrument	Bank of America, N.A.
Date of execution	11/2016
Date of expiration	11/2021
Agreement type (check all that apply)	Other Agreement Type: Credit Document

Document Information	
Description of contract or instrument	Entercom Communications Corp.Statement with Respect to Shares
Parties to contract or instrument	Commonwealth of Pennsylvania
Date of execution	07/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Entercom Radio, LLC Restated Limited Liability Company Agreement
Parties to contract or instrument	Entercom Communications Corp.
Date of execution	12/1999
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Parent/Borrower Pledge Agreement
Parties to contract or instrument	Bank of America, N.A.
Date of execution	11/2016
Date of expiration	11/2021
Agreement type (check all that apply)	Other Agreement Type: Credit Document

Document Information	
Description of contract or instrument	Credit Agreement
Parties to contract or instrument	Bank of America, N.A.
Date of execution	11/2016
Date of expiration	11/2021
Agreement type (check all that apply)	Other Agreement Type: Credit Document

Document Information	
Description of contract or instrument	Entercom Communications Corp. Amended and Restated Bylaws, as further amended 2/1/17
Parties to contract or instrument	n/a
Date of execution	02/2008
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Subsidiary Pledge Agreement
Parties to contract or instrument	Bank of America, N.A.
Date of execution	11/2016
Date of expiration	11/2021
Agreement type (check all that apply)	Other Agreement Type: Credit Document

Document Information	
Description of contract or instrument	Entercom Communications Corp. Amended and Restated Articles of Incorporation as further amended 12/19/2007, 5 /15/2009 & 7/16/2015
Parties to contract or instrument	Commonwealth of Pennsylvania
Date of execution	01/1999
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Entercom Denver II License, LLC - Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	06/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Entercom Denver II License, LLC - Limited Liability Company Agreement
Parties to contract or instrument	Entercom Denver II, LLC
Date of execution	07/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Entercom Denver II, LLC - Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	07/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Entercom Denver II, LLC - Limited Liability Company Agreement
Parties to contract or instrument	Entercom Abe Holdings, LLC
Date of execution	07/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

Document Information	
Description of contract or instrument	Entercom Abe Holdings, LLC - Certificate of Formation
Parties to contract or instrument	State of Delaware
Date of execution	07/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation Document

Document Information	
Description of contract or instrument	Entercom Abe Holdings, LLC - Limited Liability Company Agreement
Parties to contract or instrument	Entercom Radio, LLC
Date of execution	07/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Formation document

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	0024732109		
Entity Name	Entercom Denver II License, LLC		
Address	PO Box		
	Street 1	401 E. City Avenue, Suite 809	
	Street 2		
	City	Bala Cynwyd	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19004	
	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	0019220391
Name	Andrew P. Sutor, IV.

Address	PO Box		
	Street 1	401 E. City Avenue	
	Street 2	Suite 809	
	City	Bala Cynwyd	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19004	
	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	0019221043		
Name	Louise C. Kramer		
Address	PO Box		
	Street 1	401 E. City Avenue	
	Street 2	Suite 809	
	City	Bala Cynwyd	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19004	
	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	Citizenship	US	
	Gender	Female	

Persons Only)	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	0027285691		
Name	Richard J. Schmaeling		
Address	PO Box		
	Street 1	401 E. City Avenue	
	Street 2	Suite 809	
	City	Bala Cynwyd	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19004	
	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	0019220995	
Name	Eugene D. Levin	
Address	PO Box	

	Street 1	401 E. City Avenue, Suite 809	
	Street 2		
	City	Bala Cynwyd	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19004	
	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	0019221001		
Name	Michael E. Dash, Jr.		
Address	PO Box		
	Street 1	401 E. City Avenue	
	Street 2	Suite 809	
	City	Bala Cynwyd	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19004	
	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	0019220466		
Name	David J. Field		
Address	PO Box		
	Street 1	401 E. City Avenue	
	Street 2	Suite 809	
	City	Bala Cynwyd	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19004	
	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	0008104739	
Entity Name	Entercom Denver II, LLC	
Address	PO Box	
	Street 1	401 E. City Avenue

	Street 2	Suite 809	
	City	Bala Cynwyd	
	State ("NA" if non-U.S. address)	PA	
	Zip/Postal Code	19004	
	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)	100.0%	
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

<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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<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 <u>Yes</u>, provide the following information for each such the relationship.</p>	No
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<p>(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)?</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
Ownership Structure - 2017 - Denver II.pdf	Applicant	Ownership Chart	Denver II 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: Executive Vice President Exact Legal Title or Name of Respondent: Entercom Denver II License, LLC Name: Andrew P Sutor , IV. Phone: 6106605655 03/02/2018