



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial  
Ownership Report (FCC Form 323)

File Number: 0000047718 | Submit Date: 2018-03-02 | FRN: 0009056482

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			
0026809657		Bluestone License Holdings, LLC			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
C/O Miles S. Mason, Pillsbury Winthrop Shaw Pittman LLP 1200 Sevente	Washington	DC	20036	+1 (202) 663-8000	miles.mason@pillsburylaw.com

2. Contact Representative

Name		Organization			
Miles S. Mason		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) 663-8195	miles.mason@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	MAT	7	95	\$490.00
				Total	\$490.00

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
Bluestone License Holdings, LLC	0026809657

Fac. ID No.	Call Sign	City	State	Service
308	KTXS-TV	SWEETWATER	TX	DTV
309	KTXE-LD	SAN ANGELO	TX	LPD
2455	WCYB-TV	BRISTOL	VA	DTV
8242	K04EQ	FORT JONES, ETC.	CA	LPX
8244	K12JJ-D	BENBOW, ETC.	CA	LPT
8247	K20CN	FORTUNA, RIO DELL	CA	LPA
8256	K15CX	OROVILLE	CA	TX
8263	KAEF-TV	ARCATA	CA	DTV
8265	K36BT	BLUE LAKE	CA	LPA
8272	K50MR-D	SOUTH EUREKA, LOLETA	CA	LPD
8281	K05EM	PARADISE	CA	TX
8291	KRCR-TV	REDDING	CA	DTV
8294	K02FF	LAKEHEAD	CA	LPX
8311	K13LO	YREKA, ETC.	CA	TX
8314	K05DQ-D	BURNEY, ETC.	CA	LPT
8323	K03FU	MOUNTAIN GATE, ETC.	CA	LPX

18066	KTVM-TV	BUTTE	MT	DTV
18067	K14IU-D	FRENCHTOWN, ETC.	MT	LPT
18071	K02AO-D	EUREKA	MT	LPT
18075	K10HL-D	VIRGINIA CITY	MT	LPT
18079	KCFW-TV	KALISPELL	MT	DTV
18083	KDBZ-CD	BOZEMAN	MT	DCA
18084	KECI-TV	MISSOULA	MT	DTV
18086	K51DW-D	DILLON	MT	LPT
28552	K04EZ	BIG BEND, ETC.	CA	LPX
30207	K05JK	MINERAL	CA	TX
64972	KTES-LD	ABILENE	TX	LPD

### 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	California Broadcasting, LLC's Bylaws, as Amended
Parties to contract or instrument	California Broadcasting, LLC
Date of execution	09/2017
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Bylaws

Document Information	
Description of contract or instrument	Bonten Media Stockholders Agreement
Parties to contract or instrument	Bonten Media Group, Inc., Bonten Media Group Holdings, Inc., Wilmington Trust, National Association, et al.
Date of execution	05/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Stockholders Agreement

Document Information	
Description of contract or instrument	Contribution Agreement
Parties to contract or instrument	Sinclair Television Group, Inc., Sinclair Broadcast Group, Inc.

<b>Date of execution</b>	05/2003
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Contribution Agreement

Document Information	
<b>Description of contract or instrument</b>	Sinclair Broadcast Group, Inc.'s Articles of Incorporation, as Amended
<b>Parties to contract or instrument</b>	State of Maryland
<b>Date of execution</b>	12/1986
<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>	First Amendment to the Sixth Amended and Restated Credit Agreement and First Amendment to the Fourth Amended and Restated Security Agreement
<b>Parties to contract or instrument</b>	Sinclair Television Group, Inc., Guarantors Party Thereto, JP Morgan Chase Bank, N.A., as Administrative Agent, and the Lenders and Other Parties Thereto
<b>Date of execution</b>	04/2015
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	Bonten Media Group Holdings, Inc.'s Articles of Organization, as Amended
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	09/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
<b>Description of contract or instrument</b>	California Broadcasting, LLC's Articles of Organization, as Amended
<b>Parties to contract or instrument</b>	State of California
<b>Date of execution</b>	09/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
Description of contract or instrument	Second Amendment to the Sixth Amended and Restated Credit Agreement
Parties to contract or instrument	Sinclair Television Group, Inc., Guarantors Party Thereto, JP Morgan Chase Bank, N.A., as Administrative Agent, and the Lenders and Other Parties Thereto
Date of execution	07/2016
Date of expiration	01/2024
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
Description of contract or instrument	Sinclair Television Group, Inc.'s Articles of Incorporation
Parties to contract or instrument	State of Maryland
Date of execution	05/2003
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Articles of Incorporation

Document Information	
Description of contract or instrument	Fourth Amended and Restated Security Agreement
Parties to contract or instrument	Sinclair Television Group, Inc., Guarantors Party Thereto, JP Morgan Chase Bank, N.A., as Administrative Agent, and the Lenders and Other Parties Thereto
Date of execution	04/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Security Agreement

Document Information	
Description of contract or instrument	Bonten Media Group Holdings, Inc.'s Bylaws, as Amended
Parties to contract or instrument	Bonten Media Group Holdings, LLC
Date of execution	09/2017
Date of expiration	No expiration date
Agreement type (check all that apply)	Other <b>Agreement Type:</b> Bylaws

Document Information	
Description of contract or instrument	Bonten Media Group, LLC's Operating Agreement, as Amended
Parties to contract or instrument	Bonten Media Group, LLC
Date of execution	09/2017
Date of expiration	No expiration date

<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Bylaws
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Document Information	
<b>Description of contract or instrument</b>	Bonten Media Group, LLC's Amendment to Articles of Organization
<b>Parties to contract or instrument</b>	Bonten Media Group, LLC
<b>Date of execution</b>	09/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
<b>Description of contract or instrument</b>	Third Amendment to the Sixth Amended and Restated Credit Agreement
<b>Parties to contract or instrument</b>	Sinclair Television Group, Inc., Guarantors Party Thereto, JP Morgan Chase Bank, N.A., as Administrative Agent, and the Lenders and Other Parties Thereto
<b>Date of execution</b>	01/2017
<b>Date of expiration</b>	01/2024
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Credit Agreement

Document Information	
<b>Description of contract or instrument</b>	Sinclair Broadcast Group, Inc.'s Bylaws, as Amended
<b>Parties to contract or instrument</b>	Sinclair Broadcast Group, Inc.
<b>Date of execution</b>	03/2009
<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>	Bluestone Television LLC's Bylaws, as Amended
<b>Parties to contract or instrument</b>	Bluestone Television, LLC
<b>Date of execution</b>	09/2017
<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>	Sinclair Television Group, Inc.'s Bylaws
<b>Parties to contract or instrument</b>	Sinclair Television Group, Inc.
<b>Date of execution</b>	05/2003

<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>	Bluestone Television, LLC's Amended Articles of Organization
<b>Parties to contract or instrument</b>	State of Pennsylvania
<b>Date of execution</b>	09/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (KAEF-TV)
<b>Parties to contract or instrument</b>	ABC Television Network
<b>Date of execution</b>	12/2013
<b>Date of expiration</b>	12/2018
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (KRCR-TV)
<b>Parties to contract or instrument</b>	ABC Television Network
<b>Date of execution</b>	12/2013
<b>Date of expiration</b>	12/2018
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (KTXS-TV)
<b>Parties to contract or instrument</b>	ABC Television Network
<b>Date of execution</b>	12/2013
<b>Date of expiration</b>	12/2018
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (as amended 4/2001 and 1 /2006) (KTVM-TV)
<b>Parties to contract or instrument</b>	NBC Television Network
<b>Date of execution</b>	12/2015

<b>Date of expiration</b>	12/2018
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (as amended 4/2001 and 1 /2006) (KCFW-TV)
<b>Parties to contract or instrument</b>	NBC Television Network
<b>Date of execution</b>	12/2015
<b>Date of expiration</b>	12/2018
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (as amended 4/2001 and 1 /2006) (KECI-TV)
<b>Parties to contract or instrument</b>	NBC Television Network
<b>Date of execution</b>	01/2015
<b>Date of expiration</b>	12/2018
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (as amended 4/2001) and 1 /2006) (WCYB-TV)
<b>Parties to contract or instrument</b>	The CW Network, LLC
<b>Date of execution</b>	01/2016
<b>Date of expiration</b>	08/2019
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (KTXS-DT)
<b>Parties to contract or instrument</b>	The CW Network, LLC
<b>Date of execution</b>	01/2016
<b>Date of expiration</b>	08/2019
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Network Affiliation Agreement (WCTI-TV)
<b>Parties to contract or instrument</b>	ABC Television Network
<b>Date of execution</b>	12/2013



<b>Date of expiration</b>	12/2018
<b>Agreement type</b> (check all that apply)	Network Affiliation Agreement

Document Information	
<b>Description of contract or instrument</b>	Amended and Restated Joint Sales Agreement
<b>Parties to contract or instrument</b>	Appalachian Broadcasting Corp., Aurora License Holdings, Inc., Aurora Broadcasting, Inc., and Esteem Broadcasting LLC (assumed)
<b>Date of execution</b>	05/2007
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Non-Attributable JSA

Document Information	
<b>Description of contract or instrument</b>	Bonten Media Group 1, LLC's Amendment to Articles of Organization
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	09/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
<b>Description of contract or instrument</b>	Bonten Media Group 1, LLC's Bylaws, as Amended
<b>Parties to contract or instrument</b>	Bonten Media Group 1, LLC
<b>Date of execution</b>	09/2017
<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>	Bonten Media Group 1, LLC's Articles of Organization
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	10/2003
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
<b>Description of contract or instrument</b>	Bonten Media Group, LLC's Articles of Organization
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	11/2006

<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
<b>Description of contract or instrument</b>	Bonten Media Group Holdings, Inc.'s Amendment to Articles of Incorporation
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	09/2017
<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>	Bluestone License Holdings, LLC's Articles of Organization
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	01/2004
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
<b>Description of contract or instrument</b>	Bluestone License Holdings, LLC's Amendment to Articles of Organization
<b>Parties to contract or instrument</b>	State of Delaware
<b>Date of execution</b>	09/2017
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Articles of Organization

Document Information	
<b>Description of contract or instrument</b>	Joint Sales Agreement (KCVU)
<b>Parties to contract or instrument</b>	California Broadcasting, Inc. and Esteem Broadcasting of California LLC
<b>Date of execution</b>	12/2012
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Non-Attributable JSA

Document Information	
<b>Description of contract or instrument</b>	Joint Sales Agreement (KBVU)
<b>Parties to contract or instrument</b>	California Broadcasting, Inc. and Esteem Broadcasting of California LLC

<b>Date of execution</b>	12/2012
<b>Date of expiration</b>	No expiration date
<b>Agreement type</b> (check all that apply)	Other <b>Agreement Type:</b> Non-Attributable JSA

## 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	0026809657		
Entity Name	Bluestone License Holdings, LLC		
Address	PO Box		
	Street 1	C/O Miles S. Mason, Pillsbury Winthrop Shaw Pittman LLP	
	Street 2	1200 Sevente	
	City	Washington	
	State ("NA" if non-U.S. address)	DC	
	Zip/Postal Code	20036	
	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	0027301258		
Entity Name	Bluestone Television LLC		
Address	PO Box		
	Street 1	C/O Miles S. Mason, Pillsbury Winthrop Shaw Pittman LLP	
	Street 2	1200 Seve	
	City	Washington	
	State ("NA" if non-U.S. address)	DC	
	Zip/Postal Code	20036	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	LC/LLC/PLLC Member		
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

<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="#">Bluestone License Holdings, LLC Org. Chart(001).pdf</a>	Applicant	Ownership Chart	Bluestone Org. 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: <b>Secretary</b> Exact Legal Title or Name of Respondent: <b>Sinclair Television Group, Inc.</b> Name: <b>David B. Amy</b> Phone: <b>4105681500</b>  03/02/2018