



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Non-Biennial Ownership Report (FCC Form 323)

File Number: **0000049108** | Submit Date: **2018-03-28** | FRN: **0001810670**

Purpose: **Commercial Broadcast Stations Non-Biennial Ownership Report** | Status: **Received** | Status Date:
03/28/2018 | Filing Status: **Active**

Section I - General Information

1. Respondent

| FRN | Entity Name |
|------------|--------------------------------|
| 0003720042 | ION Media License Company, LLC |

| 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, Inc. |

| 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

Not Applicable

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 | Transfer of control or assignment of license/permit |
| "As of" date | 03/06/2018 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)

**/Permittees(s)
and Station(s)
/Permit(s)**

Respondent is filing this report to cover the following Licensee(s)/Permittee(s) and station(s)/permit(s):

| Licensee/Permittee Name | FRN |
|--------------------------------|------------|
| ION Media License Company, LLC | 0003720042 |

| Fac. ID No. | Call Sign | City | State | Service |
|-------------|-----------|----------------|-------|---------|
| 3978 | WLWC | NEW BEDFORD | MA | DTV |
| 5800 | WPXD-TV | ANN ARBOR | MI | DTV |
| 6601 | WXPX-TV | BRADENTON | FL | DTV |
| 21156 | KPXR-TV | CEDAR RAPIDS | IA | DTV |
| 21245 | WFPX-TV | FAYETTEVILLE | NC | DTV |
| 28230 | KTRV-TV | NAMPA | ID | DTV |
| 28468 | WNPX-TV | COOKEVILLE | TN | DTV |
| 48608 | WPXM-TV | MIAMI | FL | DTV |
| 56852 | KWPX-TV | BELLEVUE | WA | DTV |
| 57221 | WRBU | EAST ST. LOUIS | IL | DTV |
| 67077 | WPXV-TV | NORFOLK | VA | DTV |
| 73312 | WPXH-TV | GADSDEN | AL | DTV |
| 73356 | WPXN-TV | NEW YORK | NY | DTV |
| 136750 | WZRB | COLUMBIA | SC | DTV |

Section II – Non-Biennial Ownership Information

**1. 47 C.F.R.
Section 73.3613
and Other
Documents**

Licensee/Permittee Respondents 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/Permittee Respondents should select "Not Applicable" in response to this question.

| Document Information | |
|---|--|
| Description of contract or instrument | Amendment No. 2 to Credit Agreement for ION Media Networks, Inc. |
| Parties to contract or instrument | 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. |
| Date of execution | 12/2016 |
| Date of expiration | 12/2020 |
| Agreement type (check all that apply) | Other Agreement Type: Amendment No. 2 to Credit Agreement |

| Document Information | |
|--|--|
| Description of contract or instrument | Amendment to Certificate of Formation for ION Media License Company, LLC |

| | |
|---|---|
| Parties to contract or instrument | State of Delaware |
| Date of execution | 11/2008 |
| Date of expiration | No expiration date |
| Agreement type (check all that apply) | Other Agreement Type: Amendment to Certificate of Formation |

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

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

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

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

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

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

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

| Document Information | |
|---|---|
| Description of contract or instrument | Warrant Agreement for ION Media Networks, Inc. |
| Parties to contract or instrument | ION Media Networks, Inc., and American Stock Transfer & Trust Company, LLC. |
| Date of execution | 12/2009 |
| Date of expiration | No expiration date |
| Agreement type (check all that apply) | Other Agreement Type: Warrant Agreement |

| Document Information | |
|--|---|
| Description of contract or instrument | Amended and Restated Operating Agreement for ION Media License Company, LLC |
| Parties to contract or instrument | ION Media Networks, Inc. |
| Date of execution | 11/2008 |
| Date of expiration | No expiration date |

| | |
|---|--|
| Agreement type (check all that apply) | Other Agreement Type: Amended and Restated Operating Agreement |
|---|--|

Document Information

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

Document Information

| | |
|---|--|
| Description of contract or instrument | Credit Agreement for ION Media Networks, Inc. |
| Parties to contract or instrument | 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. |
| Date of execution | 12/2013 |
| Date of expiration | 12/2020 |
| Agreement type (check all that apply) | Other Agreement Type: Credit Agreement |

Document Information

| | |
|---|--|
| Description of contract or instrument | Certificate of Formation for ION Media License Company, LLC. |
| Parties to contract or instrument | State of Delaware |
| Date of execution | 04/1998 |
| 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 | Amendment No. 4 to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP |
| Parties to contract or instrument | Media Holdco GP, LLC |
| Date of execution | 11/2014 |
| Date of expiration | No expiration date |
| Agreement type (check all that apply) | Other Agreement Type: Amendment No. 4 to Amended and Restated Agreement of Limited Partnership |

Document Information

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

| Document Information | |
|---|--|
| Description of contract or instrument | Amendment No. 1 to Credit Agreement for ION Media Networks, Inc. |
| Parties to contract or instrument | 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. |
| Date of execution | 12/2014 |
| Date of expiration | 12/2020 |
| Agreement type (check all that apply) | Other Agreement Type: Amendment No. 1 to Credit Agreement |

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

| Document Information | |
|---|--|
| Description of contract or instrument | Amendment No. 3 to Credit Agreement for ION Media Networks |
| Parties to contract or instrument | 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. |
| Date of execution | 06/2017 |
| Date of expiration | 12/2020 |
| Agreement type (check all that apply) | Other Agreement Type: Amendment No. 3 to Credit Agreement |

| Document Information | |
|--|---|
| Description of contract or instrument | Amendment to Amended and Restated Agreement of Limited Partnership for Media Holdco, LP |
| Parties to contract or instrument | Media Holdco GP, LLC |

| | |
|---|--|
| Date of execution | 04/2011 |
| Date of expiration | No expiration date |
| Agreement type (check all that apply) | Other Agreement Type: Amendment to Amended and Restated Agreement of Limited Partnership |

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

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

| Document Information | |
|---|--|
| Description of contract or instrument | Amended and Restated Certificate of Incorporation for ION Media Networks, Inc. |
| Parties to contract or instrument | ION Media Networks, Inc. |
| Date of execution | 12/2009 |
| Date of expiration | No expiration date |
| Agreement type (check all that apply) | Other Agreement Type: Amended and Restated 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) or Permittee(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) or Permittee(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 | 0003720042 | | |
| Entity Name | ION Media License Company, LLC | | |
| 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 | | |
| Interest Percentages (enter percentage values from 0.0 to 100.0) | Voting | 0.0% | Jointly Held? No |
| | 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 | 0001810670 | | |
| Entity Name | ION Media Networks, 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) | Other - Sole Member | | |
| Interest Percentages (enter percentage values from 0.0 to 100.0) | Voting | 100.0% | Jointly Held? No |
| | 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 | | |
| Interest Percentages (enter percentage values from 0.0 to 100.0) | Voting | 0.0% | Jointly Held? No |
| | 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 | | |
| Interest Percentages (enter percentage values from 0.0 to 100.0) | Voting | 0.0% | Jointly Held? No |
| | 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 | 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 | | |
| Interest Percentages (enter percentage values from 0.0 to 100.0) | Voting | 0.0% | Jointly Held? No |
| | 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> | <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> |
|---|-----------|

Certification

| Section | Question | Response |
|--|---|----------|
| <p>Authorized Party to Sign</p> | <p>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).</p> | |

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: **ION Media License Company, LLC**
Name: **Michael Hubner**
Phone: **2126038407**

03/28/2018