



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial
Ownership Report (FCC Form 323)

File Number: 0000102276 | Submit Date: 2020-01-30 | FRN: 0008610289

Purpose: Commercial Broadcast Stations Biennial Ownership Report | Status: Received | Status Date: 02/05/2020

Filing Status: Active

Section I - General Information

1. Respondent

FRN		Entity Name			
0001733864		ION Media Denver 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			
Bianca Frye		ION Media Networks, Inc.			

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
601 Clearwater Park Road	West Palm Beach	FL	33401	+1 (561) 682-4110	BiancaFrye@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	10/01/2019 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 Denver License, Inc.	0001733864

Fac. ID No.	Call Sign	City	State	Service
68695	KPXC-TV	DENVER	CO	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	Articles of Incorporation of ION Media Denver License, Inc.
Parties to contract or instrument	ION Media Denver License, Inc.
Date of execution	02/1996
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation

Document Information

Description of contract or instrument	Articles of Amendment to the Articles of Incorporation of ION Media Denver License, Inc.
Parties to contract or instrument	ION Media Denver License, Inc.
Date of execution	11/2008
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Amendment

Document Information	
Description of contract or instrument	Articles of Incorporation of ION Media of Denver, Inc.
Parties to contract or instrument	ION Media of Denver, Inc.
Date of execution	08/1995
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation

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

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

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

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

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

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

Document Information	
Description of contract or instrument	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc.
Date of execution	11/2017
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Certificate of Amendment

Document Information	
Description of contract or instrument	Amended and Restated Certificate of Incorporation of 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 Certificate of Incorporation

Document Information	
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Description of contract or instrument	Amended and Restated Bylaws of 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	Security Holders Agreement of 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	Credit Agreement of ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc. and Morgan Stanley Senior Funding, Inc. as Administrative Agent, Collateral Agent for the Secured Parties and Issuing Bank
Date of execution	12/2013
Date of expiration	09/2024
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Amendment #1 to Credit Agreement of 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	12/2016
Agreement type (check all that apply)	Other Agreement Type: Amendment #1 to Credit Agreement

Document Information	
Description of contract or instrument	Amendment #2 to Credit Agreement of 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	06/2017
Agreement type (check all that apply)	Other Agreement Type: Amendment #2 to Credit Agreement

Document Information	
Description of contract or instrument	Amendment #3 to Credit Agreement of 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	06/2017
Date of expiration	12/2017
Agreement type (check all that apply)	Other Agreement Type: Amendment #3 to Credit Agreement

Document Information	
Description of contract or instrument	Amendment #4 to Credit Agreement of 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	12/2017
Date of expiration	07/2019
Agreement type (check all that apply)	Other Agreement Type: Amendment #4 to Credit Agreement

Document Information	
Description of contract or instrument	Amendment #5 to Credit Agreement of ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc. and Morgan Stanley Senior Funding, Inc. as Administrative Agent, Collateral Agent for the Secured Parties and Issuing Bank
Date of execution	07/2019
Date of expiration	09/2024
Agreement type (check all that apply)	Other Agreement Type: Amendment #5 to Credit Agreement

Document Information	
Description of contract or instrument	Security Agreement of ION Media Networks, Inc.
Parties to contract or instrument	ION Media Networks, Inc. and Morgan Stanley Senior Funding, Inc. as Collateral Agent pursuant to the Credit Agreement
Date of execution	12/2013
Date of expiration	09/2024

Agreement type (check all that apply)	Other Agreement Type: Security Agreement
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Document Information	
Description of contract or instrument	Amendment #1 to Security Agreement of ION Media Networks, Inc.
Parties to contract or instrument	IION Media Networks, Inc. and Morgan Stanley Senior Funding, Inc. as Collateral Agent pursuant to the Credit Agreement
Date of execution	07/2019
Date of expiration	09/2024
Agreement type (check all that apply)	Other Agreement Type: Amendment #1 to Security Agreement

Document Information	
Description of contract or instrument	Warrant Agreement of 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	12/2039
Agreement type (check all that apply)	Other Agreement Type: Warrant Agreement

Document Information	
Description of contract or instrument	Amended and Restated Agreement of Limited Partnership of 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: Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Certificate of Amendment of Certificate of Limited Partnership of 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	Amendment to Amended and Restated Agreement of Limited Partnership of 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

Document Information	
Description of contract or instrument	Amendment #2 to Amended and Restated Agreement of Limited Partnership of 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 #2 to Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Amendment #3 to Amended and Restated Agreement of Limited Partnership of 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 #3 to Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Amendment #4 to Amended and Restated Agreement of Limited Partnership of 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 #4 to Amended and Restated Agreement of Limited Partnership

Document Information	
Description of contract or instrument	Amended and Restated Limited Liability Company Agreement of 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	Certificate of Amendment of Certificate of Formation of 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 Certificate of Incorporation of 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 Certificate of Incorporation

Document Information	
Description of contract or instrument	Amended and Restated Bylaws of 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	Second Amended and Restated Limited Liability Company Agreement of 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 Amended and Restated Limited Liability Company Agreement

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	0001733864		
Entity Name	ION Media Denver 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

Ownership Information		
FRN	0019370758	
Entity Name	ION MEDIA OF DENVER, 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)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			No

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	Voting	0.0%	Jointly Held? No

from 0.0 to 100.0)	Equity	0.0%	
	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

Ownership Information			
FRN	9990136548		
Name	David Christman		
Address	PO Box		
	Street 1	810 Seventh Avenue	
	Street 2		
	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)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information		
FRN	0027800465	
Name	Tim Clyne	
Address	PO Box	
	Street 1	810 Seventh Avenue
	Street 2	
	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)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information			
FRN	0027799196		
Name	Terri McGalliard		
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	Female	
	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)	
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
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(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? 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. 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 . 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. 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.	No
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(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 " <u>Yes</u> ," provide the following information for each such the relationship.	No
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(e) Is Respondent seeking an attribution exemption for any officer or director with duties wholly unrelated to the Licensee(s)? 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.	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
ION Ownership Diagram.pdf	Applicant	Ownership Chart	ION Ownership 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: General Counsel Exact Legal Title or Name of Respondent: ION Media Denver License, Inc. Name: David Christman Phone: 6463518255 01/30/2020