

(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000171774** Submit Date: **2021-11-26** FRN: **0028267938**

Purpose: Commercial Broadcast Stations Biennial Ownership Report Status: Received Status Date: 11/26/2021

Filing Status: Active

Section I - General Information

1. Respondent

FRN	Entity Name	
0004004933	Stainless Broadcasting LP	

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
1601 W. Peachtree Street, NE	Atlanta	GA	30309	+1 (404) 897- 7000	alysia.long@cmg.

2. Contact Representative

Name	Organization
Michael D. Basile	Cooley LLP

			Zip		
Street Address	City (and Country if non U.S. address)	State	Code	Phone	Email
1299 Pennsylvania Avenue, NW Suite 700	Washington	DC	20004	+1 (202) 776-2556	mdbasile@cooley.com

3. Application Filing Fee

Question	Response
Is this application being submitted without a filing fee?	No

Fees

Application Type	Form Number	Fee Code	Quantity	Fee Amount	Subtotal
Biennial	Form 323	MAT	1	95	\$85.00
				Total	\$85.00

4. Nature of Respondent

(a) Provide the following information about the Respondent:		
Relationship to stations/permits	Licensee	
Nature of Respondent	Limited partnership	

(b) Provide the following information about this report:		
Purpose	Biennial	
"As of" date	10/01/2021	
	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
Stainless Broadcasting LP	0004004933

Fac. ID No.	Call Sign	City	State	Service
62210	WICZ-TV	BINGHAMTON	NY	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	Certificate of Limited Partnership (Stainless Broadcasting L. P.)		
Parties to contract or instrument	State of New York		
Date of execution	04/1997		
Date of expiration	No expiration date		
Agreement type (check all that apply)	Other Agreement Type: See above		

Document Information	
Description of contract or instrument	Agreement of Limited Partnership, as amended (Stainless Broadcasting L.P.)
Parties to contract or instrument	Stainless Broadcasting Company & Stainless Broadcasting L.L.C.
Date of execution	09/1997
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	FOX Station Affiliation Agreement (WICZ-TV)
Parties to contract or instrument	Fox Broadcasting Company, LLC, Fox News Network, L.L. C. and Stainless Broadcasting, L.P.
Date of execution	07/2019
Date of expiration	06/2022
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	ION Affiliation Agreement Binding Term Sheet (WICZ-TV)
Parties to contract or instrument	ION Media Networks, Inc. & Northwest Broadcasting, Inc.
Date of execution	01/2019
Date of expiration	03/2023
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Articles of Organization, as amended (Stainless Broadcasting L.L.C.)
Parties to contract or instrument	State of New York
Date of execution	04/1997
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Formation (Northwest Media Parent, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	01/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Operating Agreement, as amended (Stainless Broadcasting L.L.C.)
Parties to contract or instrument	Stainless Broadcasting Company & Northwest Broadcasting, L.P.
Date of execution	09/1997
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Formation (Stainless Broadcasting Company L. L.C.)
Parties to contract or instrument	State of Delaware
Date of execution	06/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Limited Liability Company Agreement (Stainless Broadcasting Company L.L.C.)
Parties to contract or instrument	NBI Holdings, LLC
Date of execution	06/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Limited Liability Company Agreement (Northwest Media Parent, LLC)
Parties to contract or instrument	NBI Holdings, LLC
Date of execution	01/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Formation, as amended (NBI Holdings, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	05/2014
Date of expiration	No expiration date

Agreement type	Other
(check all that apply)	Agreement Type: See above

Document Information	
Description of contract or instrument	Limited Liability Company Agreement (NBI Holdings, LLC)
Parties to contract or instrument	Brian Brady
Date of execution	05/2015
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Incorporation (Terrier Media Buyer, Inc.)
Parties to contract or instrument	State of Delaware
Date of execution	11/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Bylaws (Terrier Media Buyer, Inc.)
Parties to contract or instrument	N/A
Date of execution	02/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Incorporation (Terrier Media Holdings II, Inc.)
Parties to contract or instrument	State of Delaware
Date of execution	02/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Bylaws (Terrier Media Holdings II, Inc.)
Parties to contract or instrument	N/A
Date of execution	02/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Amended & Restated Certificate of Incorporation (Terrier Media Holdings, Inc.)
Parties to contract or instrument	State of Delaware
Date of execution	12/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Amended & Restated Bylaws (Terrier Media Holdings, Inc.)
Parties to contract or instrument	N/A
Date of execution	12/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	2nd Amended & Restated Agreement of Limited Partnership (AP IX Titan Holdings, L.P.)
Parties to contract or instrument	AP IX Titan Holdings GP, LLC & AIF IX (PMC Equity AIV), L. P.
Date of execution	12/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Formation (AP IX Titan Holdings GP, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	11/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	2nd Amended & Restated Limited Liability Company Agreement (AP IX Titan Holdings GP, LLC)
Parties to contract or instrument	AP IX (PMC) VoteCo, LLC
Date of execution	04/2019
Date of expiration	No expiration date

Agreement type	Other
(check all that apply)	Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Formation (AP IX (PMC) VoteCo, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	03/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Limited Liability Company Agreement (AP IX (PMC) VoteCo, LLC)
Parties to contract or instrument	S. Kleinman, D. Sambur, J. Suydam
Date of execution	03/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Formation (AP IX Titan Holdings, L.P.)
Parties to contract or instrument	State of Delaware
Date of execution	11/2018
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Limited Partnership (Northwest Broadcasting, L. P.)
Parties to contract or instrument	State of Delaware
Date of execution	10/1995
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	4th Amended & Restated Partnership Agreement (Northwest Broadcasting L.P.)
Parties to contract or instrument	Northwest Broadcasting, Inc, NBI Holdings LLC, Stainless Broadcasting Company, Bristlecone, LLC
Date of execution	12/2019

Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Formation (Northwest Broadcasting LLC)
Parties to contract or instrument	State of Delaware
Date of execution	06/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Limited Liability Company Agreement (Northwest Broadcasting LLC)
Parties to contract or instrument	NBI Holdings LLC
Date of execution	06/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Conversion (Northwest Broadcasting LLC)
Parties to contract or instrument	State of Delaware
Date of execution	06/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Conversion (Stainless Broadcasting Company, LLC)
Parties to contract or instrument	State of Delaware
Date of execution	06/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Stockholders Agreement (Terrier Media Holdings, Inc.)
Parties to contract or instrument	Terrier Media Holdings, Inc. and the Holders of Common Stock (AP IX Titan Holdings, L.P., Cox Enterprises, Inc., Brian Brady, Jason Wolff, Bristlecone, LLC)

Date of execution	12/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Amendment No. 1 to the Stockholders Agreement (Terrier Media Holdings, Inc.)
Parties to contract or instrument	Terrier Media Holdings, Inc. and the Holders of Common Stock (AP IX Titan Holdings, L.P., Cox Enterprises, Inc., Brian Brady, Jason Wolff, Bristlecone, LLC)
Date of execution	01/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Management Investor Rights Agreement
Parties to contract or instrument	Terrier Media Holdings, Inc., AP IX Titan Holdings, L.P., Cox Enterprises, Inc., Brian Brady, Jason Wolff, Bristlecone, LLC
Date of execution	12/2019
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Management Consulting Agreement
Parties to contract or instrument	Terrier Media Buyer, Inc., Bulldog Holdings LLC, Cox Enterprises, Inc., Apollo Management Holdings, L.P.
Date of execution	12/2019
Date of expiration	12/2027
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	First Lien Credit Agreement
Parties to contract or instrument	Terrier Media Holdings, II Inc., Terrier Media Buyer, Inc., and Royal Bank of Canada as Agent for the lenders party thereto
Date of execution	12/2019
Date of expiration	12/2026
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Collateral Agreement (First Lien)
Parties to contract or instrument	Terrier Media Buyer, Inc. and subsidiaries & Royal Bank of Canada
Date of execution	12/2019
Date of expiration	12/2026
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Subsidiary Guarantee (First Lien)
Parties to contract or instrument	Terrier Media Buyer, Inc. subsidiaries & Royal Bank of Canada
Date of execution	12/2019
Date of expiration	12/2026
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Holdings Guarantee and Pledge Agreement
Parties to contract or instrument	Terrier Media Holdings II, Inc. & Royal Bank of Canada
Date of execution	12/2019
Date of expiration	12/2026
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Indenture
Parties to contract or instrument	Terrier Media Buyer, Inc, Subsidiary Guarantors, Wilmington Trust, National Association
Date of execution	12/2019
Date of expiration	12/2027
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Amended and Restated Shareholders Agreement
Parties to contract or instrument	Apollo Global Management, Inc., A.P. Professional Holdings, L.P., BRH Holdings, L.P., Black Family Partners, L. P., MJH Partners, L.P., MJR Foundation LLC, L. Black, M. Rowan, & J. Harris
Date of execution	09/2019
Date of expiration	07/2050

Agreement type	Other
(check all that apply)	Agreement Type: See above

Document Information	
Description of contract or instrument	Agreement among Principals
Parties to contract or instrument	L. Black, M. Rowan, & J. Harris, Black Family Partners, L.P., MJR Foundation LLC, A.P. Professional Holdings, L.P., & BRH Holdings, L.P.
Date of execution	07/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Amended & Restated Certificate of Incorporation, as amended & restated (Apollo Global Management, Inc.)
Parties to contract or instrument	State of Delaware
Date of execution	04/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Amended & Restated Bylaws (Apollo Global Management, Inc.)
Parties to contract or instrument	N/A
Date of execution	04/2020
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Certificate of Incorporation (BRH Holdings, G.P. Ltd.)
Parties to contract or instrument	Cayman Islands
Date of execution	04/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

Document Information	
Description of contract or instrument	Memorandum of Association, as amended (BRH Holdings, G.P. Ltd.)
Parties to contract or instrument	N/A

Date of execution	07/2007
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: See above

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	0004004933		
Entity Name	Stainless Broadcasting LP		
Address	PO Box	Вох	
	Street 1	1601 W. Peachtree Street, NE	<u> </u>
	Street 2		
	City	City Atlanta	
	State ("NA" if non-U.S. address)	GA	
	Zip/Postal Code	30309	
	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		
(enter percentage values No		Jointly Held? No	
from 0.0 to 100.0)	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?	

Ownership Information				
FRN	0008352478			
Entity Name	Stainless Broadcasting, LLC			
Address	PO Box	PO Box		
	Street 1	Street 1 1601 W. Peachtree Street, NE		
	Street 2			
	City	Atlanta		
	State ("NA" if non-U.S. address)	GA		
	Zip/Postal Code 30309			
	Country (if non-U.S. address)	United States		
Listing Type	Other Interest Holder			
Positional Interests (check all that apply)	Limited Partner			
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity			
Interest Percentages (enter percentage values	Voting	0.0%	Jointly Held? No	
from 0.0 to 100.0)	Equity 99.0%			
	Total assets (Equity Debt 0.0% Plus)			
	Does interest holder have an attributable interest in one or more broadcast stations No that do not appear on this report?			

Ownership Information		
FRN	0008412884	
Entity Name	Stainless Broadcasting Company, LLC	
Address	PO Box	
	Street 1	1601 W. Peachtree Street, NE
	Street 2	
	City	Atlanta
	State ("NA" if non-U.S. address)	GA
	Zip/Postal Code	30309
	Country (if non-U.S. address)	United States
Listing Type	Other Interest Holder	

Positional Interests (check all that apply)	General Partner		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		
Interest Percentages (enter percentage values	Voting	100.0%	Jointly Held? No
from 0.0 to 100.0)	Equity	1.0%	
	Total assets (Equity Debt Plus)	0.0%	
Does interest holder have that do not appear on this	an attributable interest in one creport?	or more broadcast stations	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

(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 "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.

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

(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?

No

If "Yes," provide the following information for each such the relationship.

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

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
Terrier - Organizational Structure Chart (October 2021).pdf	Applicant	Ownership Chart	Organizational Chart

Section III - Certification

Certification

Section	Question	Response
Authorized Party to Sign	WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND /OR REVOCATION OF ANY STATION LICENSEOR 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: VP and Secretary of the General Partner Exact Legal Title or Name of Respondent: Stainless Broadcasting, L.P. Name: Eric Greenberg Phone: 4048977000