



(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial
Ownership Report (FCC Form 323)

File Number: 0000229092 | Submit Date: 2023-11-29 | FRN: 0008623324

Purpose: Commercial Broadcast Stations Biennial Ownership Report | Status: Received | Status Date: 12/01/2023

Filing Status: Active

Section I - General Information

1. Respondent

FRN		Entity Name			
0008623324		Graham Media Group, Houston, Inc.			

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
8181 Southeast Freeway	Houston	TX	77074	+1 (312) 917-6250	hwhiting@grahammedia.com

2. Contact Representative

Name		Organization			
Timothy Nelson, Esq.		Brooks Pierce			

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
150 Fayetteville Street 1700 Wells Fargo Capitol Center	Raleigh	NC	27601	+1 (919) 573-6205	tnelson@brookspierce.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	\$95.00
				Total	\$95.00

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	10/01/2023 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
Graham Media Group, Houston, Inc.		0008623324

Fac. ID No.	Call Sign	City	State	Service
53117	KPRC-TV	HOUSTON	TX	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, As Amended (Graham Media Group, Houston, Inc.)
Parties to contract or instrument	Graham Media Group, Houston, Inc. & State of Delaware
Date of execution	09/1967
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation, As Amended

Document Information	
Description of contract or instrument	Articles of Incorporation, As Amended (Graham Media Group, Inc.)
Parties to contract or instrument	Graham Media Group, Inc. & State of Delaware
Date of execution	09/1967
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Articles of Incorporation, As Amended

Document Information	
Description of contract or instrument	By-Laws, As Amended (Graham Media Group, Inc.)
Parties to contract or instrument	Graham Media Group, Inc. & State of Delaware
Date of execution	09/1967
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: By-Laws, As Amended

Document Information	
Description of contract or instrument	Network Affiliation Agreement, As Amended (Graham Media Group, Houston, Inc.)
Parties to contract or instrument	Graham Media Group, Houston, Inc. & NBC Television Network
Date of execution	12/2022
Date of expiration	12/2025
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Amended and Restated By-Laws of Graham Holdings Company (Graham Holdings Company)
Parties to contract or instrument	Graham Holdings Company & State of Delaware
Date of execution	11/2013
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: Amended and Restated By-Laws

Document Information	
Description of contract or instrument	Amended and Restated Certificate of Incorporation of Graham Holdings Company (Graham Holdings Company)
Parties to contract or instrument	Graham Holdings Company & State of Delaware
Date of execution	11/2003
Date of expiration	No expiration date

Agreement type (check all that apply)	Other Agreement Type: Amended and Restated Certificate of Incorporation
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Document Information	
Description of contract or instrument	By-Laws, As Amended (Graham Media Group, Houston, Inc.)
Parties to contract or instrument	Graham Media Group, Houston, Inc. & State of Delaware
Date of execution	09/1967
Date of expiration	No expiration date
Agreement type (check all that apply)	Other Agreement Type: By-Laws, As Amended

Document Information	
Description of contract or instrument	Network Affiliation Agreement (Graham Media Group, Houston, Inc.)
Parties to contract or instrument	Graham Media Group, Houston, Inc. & H&I National Limited Partnership
Date of execution	02/2021
Date of expiration	11/2024
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Network Affiliation Agreement, (Graham Media Group, Houston, Inc.)
Parties to contract or instrument	Graham Media Group, Houston, Inc & Weigel Broadcasting Co. (Start TV)
Date of execution	02/2021
Date of expiration	11/2024
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Amended and Restated Certificate of Incorporation of Graham Holdings Company (Graham Holdings Company)
Parties to contract or instrument	Graham Holdings Company & State of Delaware
Date of execution	11/2013
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	Senior Notes Indenture (Graham Holdings Company)

Parties to contract or instrument	Graham Holdings Company & The Bank of New York Mellon Trust Company N.A.
Date of execution	05/2018
Date of expiration	06/2026
Agreement type (check all that apply)	Other Agreement Type: Senior Notes Indenture

Document Information	
Description of contract or instrument	First Amendment to Second Amended and Restated Five Year Credit Agreement (Graham Holding Company)
Parties to contract or instrument	Graham Holdings Company & Wells Fargo Bank, National Association, as Administrative Agent and JPMorgan Chase Bank, N.A., as Syndication Agent
Date of execution	07/2023
Date of expiration	05/2027
Agreement type (check all that apply)	Other Agreement Type: Credit Agreement

Document Information	
Description of contract or instrument	Network Affiliation Agreement (Graham Media Group, Houston, Inc.)
Parties to contract or instrument	Graham Media Group, Houston, Inc. & DABL Network LLC (DABL)
Date of execution	09/2021
Date of expiration	10/2024
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Network Affiliation Agreement (Graham Media Group, Houston, Inc.)
Parties to contract or instrument	Graham Media Group, Houston, Inc. & CPE US Networks III, Inc. (getTV Network)
Date of execution	03/2022
Date of expiration	03/2026
Agreement type (check all that apply)	Network Affiliation Agreement

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	0008623324		
Entity Name	Graham Media Group, Houston, Inc.		
Address	PO Box		
	Street 1	8181 Southeast Freeway	
	Street 2		
	City	Houston	
	State ("NA" if non-U.S. address)	TX	
	Zip/Postal Code	77074	
	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	0029132826	
Name	Kimberly Parker	
Address	PO Box	
	Street 1	550 W Lafayette Blvd
	Street 2	
	City	Detroit
	State ("NA" if non-U.S. address)	MI

	Zip/Postal Code	48226	
	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	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

Ownership Information			
FRN	0021307814		
Name	James P. Lane		
Address	PO Box		
	Street 1	8181 Southwest Freeway	
	Street 2		
	City	Houston	
	State ("NA" if non-U.S. address)	TX	
	Zip/Postal Code	77074	
	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?		No

Ownership Information			
FRN	0004342044		
Entity Name	Graham Media Group, Inc.		
Address	PO Box		
	Street 1	550 W Lafayette Blvd	
	Street 2		
	City	Detroit	
	State ("NA" if non-U.S. address)	MI	
	Zip/Postal Code	48226	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Owner		
Tribal Nation or Tribal Entity	Interest holder is not a Tribal nation or Tribal entity		
Interest Percentages (enter percentage values from 0.0 to 100.0)	Voting	100.0%	Jointly Held? No
	Equity	100.0%	
	Total assets (Equity Debt Plus)		
Does interest holder have an attributable interest in one or more broadcast stations that do not appear on this report?			Yes

Ownership Information		
FRN	0023184138	
Name	Catherine Badalamente	
Address	PO Box	
	Street 1	550 W Lafayette Blvd
	Street 2	
	City	Detroit
	State ("NA" if non-U.S. address)	MI
	Zip/Postal Code	48226
	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	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

Ownership Information			
FRN	0029166352		
Name	Matthew Greisler		
Address	PO Box		
	Street 1	1300 North 17th Street	
	Street 2	Suite 1700	
	City	Arlington	
	State ("NA" if non-U.S. address)	VA	
	Zip/Postal Code	22209	
	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	0025069808		
Name	Heidi Schmid Whiting		
Address	PO Box		
	Street 1	550 W Lafayette Blvd	
	Street 2		
	City	Detroit	
	State ("NA" if non-U.S. address)	MI	
	Zip/Postal Code	48226	
	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	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

Ownership Information		
FRN	0019966126	
Name	Wallace Cooney	
Address	PO Box	
	Street 1	1300 North 17th Street
	Street 2	Suite 1700
	City	Arlington
	State ("NA" if non-U.S. address)	VA
	Zip/Postal Code	22209
	Country (if non-U.S. address)	United States
Listing Type	Other Interest Holder	

Positional Interests (check all that apply)	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 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	0027286772		
Name	Nicole Maddrey		
Address	PO Box		
	Street 1	1300 North 17th Street	
	Street 2	Suite 1700	
	City	Arlington	
	State ("NA" if non-U.S. address)	VA	
	Zip/Postal Code	22209	
	Country (if non-U.S. address)	United States	
Listing Type	Other Interest Holder		
Positional Interests (check all that apply)	Director		
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

FRN	0029167061		
Name	Cherie Kummer		
Address	PO Box		
	Street 1	1300 North 17th Street	
	Street 2	Suite 1700	
	City	Arlington	
	State ("NA" if non-U.S. address)	VA	
	Zip/Postal Code	22209	
	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) 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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(d) 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
Graham Holdings Ownership 10-01-2023.pdf	Applicant	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: VP/General Counsel Exact Legal Title or Name of Respondent: Heidi Schmid Whiting Name: Heidi Schmid Whiting Phone: 3129176250 11/29/2023