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September 2019

Federal Communications Commission

(REFERENCE COPY - Not for submission)

Commercial Broadcast Stations Biennial Ownership Report (FCC Form 323)

File Number: **0000046136** | Submit Date: **2018-03-01** | FRN: **0023524093**

Purpose: **Commercial Broadcast Stations Biennial Ownership Report** | Status: **Received** | Status Date: **03/01/2018**

Filing Status: **Active**

Section I - General Information

1. Respondent

FRN	Entity Name
0008623399	Graham Media Group, San Antonio, Inc.

Street Address	City (and Country if non U.S. address)	State ("NA" if non-U.S. address)	Zip Code	Phone	Email
1408 North St. Mary's Street	San Antonio	TX	78215	+1 (312) 917-6250	hwhiting@grahammedia.com

2. Contact Representative

Name	Organization
Michael P. Beder, Esq.	Covington & Burling LLP

Street Address	City (and Country if non U.S. address)	State	Zip Code	Phone	Email
One CityCenter 850 Tenth Street, N.W.	Washington	DC	20001	+1 (202) 662-5138	mbeder@cov.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	10/01/2017 **When filing a biennial ownership report or validating and resubmitting a prior biennial ownership report, this date must be Oct. 1 of the year in which this report is filed.**

5. Licensee(s) and Station(s)

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

Licensee/Permittee Name	FRN
Graham Media Group, San Antonio, Inc.	0008623399

Fac. ID No.	Call Sign	City	State	Service
53118	KSAT-TV	SAN ANTONIO	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	By-Laws, As Amended (Graham Media Group, San Antonio, Inc.)
Parties to contract or instrument	Graham Media Group, San Antonio, Inc. & State of Delaware
Date of execution	11/2000
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, San Antonio, Inc.)
Parties to contract or instrument	Graham Media Group, San Antonio, Inc. & Me TV Network (MeTV)
Date of execution	02/2012
Date of expiration	03/2018
Agreement type (check all that apply)	Network Affiliation Agreement

Document Information	
Description of contract or instrument	Network Affiliation Agreement (Graham Media Group, San Antonio, Inc.)
Parties to contract or instrument	Graham Media Group, San Antonio, Inc. & ABC Television Network
Date of execution	12/2015
Date of expiration	12/2021
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	11/2007
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	Credit Agreement (Graham Holdings Company)
Parties to contract or instrument	Graham Holdings Company & Wells Fargo Bank, N.A.
Date of execution	06/2015
Date of expiration	06/2020
Agreement type (check all that apply)	Other **Agreement Type:** Credit Agreement

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	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

Document Information	
Description of contract or instrument	Certificate of Incorporation, As Amended (Graham Media Group, San Antonio, Inc.)
Parties to contract or instrument	Graham Media Group, San Antonio, Inc. & State of Delaware
Date of execution	11/2000
Date of expiration	No expiration date
Agreement type (check all that apply)	Other **Agreement Type:** Certificate of Incorporation, As Amended

Document Information	
Description of contract or instrument	Network Affiliation Agreement (Graham Media Group, San Antonio, Inc.)
Parties to contract or instrument	Graham Media Group, San Antonio, Inc. & Popcorn Entertainment, LLC (Movies! Network)
Date of execution	01/2016
Date of expiration	01/2019
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	0008623399		
Entity Name	Graham Media Group, San Antonio, Inc.		
Address	**PO Box**		
	Street 1	1408 North St. Mary's Street	
	Street 2		
	City	San Antonio	
	State ("NA" if non-U.S. address)	TX	
	Zip/Postal Code	78215	
	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	0019265925	
Name	Marcia L. Etienne	
Address	**PO Box**	

	Street 1	161 N. Clark Street	
	Street 2	Suite 2900	
	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60601	
	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	0020000295		
Name	Emily Barr		
Address	**PO Box**		
	Street 1	161 N. Clark Street	
	Street 2	Suite 2900	
	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60601	
	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	0026499608		
Name	Daniel Lynch		
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	161 N. Clark Street
	Street 2	Suite 2900

	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60601	
	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	**Voting**	0.0%	**Jointly Held?**

(enter percentage values from 0.0 to 100.0)			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	0004342044		
Entity Name	Graham Media Group, Inc.		
Address	**PO Box**		
	Street 1	161 N. Clark Street	
	Street 2	Suite 2900	
	City	Chicago	
	State ("NA" if non-U.S. address)	IL	
	Zip/Postal Code	60601	
	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	0021307814	
Name	James P. Lane	
Address	**PO Box**	
	Street 1	1408 North Mary's Street
	Street 2	
	City	San Antonio
	State ("NA" if non-U.S. address)	TX
	Zip/Postal Code	78215

	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	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)	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

(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? If "Yes," provide the following information for each such the relationship.	No

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

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 Ownership Chart (Finalized) 2017.pdf	Applicant	Ownership Chart	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: **Vice President, General Counsel and Secretary** Exact Legal Title or Name of Respondent: **Graham Media Group, San Antonio, Inc.** Name: **Heidi I. Schmid Whiting** Phone: **3129176250** 03/01/2018