

November 3, 2017

OTA Broadcasting (LGA), LLC
3201 Jermantown Road, Suite 380
Fairfax, VA 22030
Attention: William Tolpegin

Dear Mr. Tolpegin:

Reference is made to that certain Channel Sharing and Facilities Agreement between WNET ("**WNET**") and OTA Broadcasting (LGA), LLC ("**OTA**") dated October 30, 2017 (the "**CSA**"). This amendment (the "**Amendment**") amends the CSA, effective as of the date set forth above. Capitalized terms used but not defined in this Amendment will have the meanings set forth in the CSA.

WHEREAS, WNET and OTA mutually desire to amend the CSA as provided herein.

NOW, THEREFORE, in consideration of the foregoing, the covenants contained herein, and other good and valuable consideration, the receipt, sufficiency, and adequacy of which are hereby acknowledged, WNET and OTA, intending to be legally bound, agree as follows:

1. Amendment to CSA. The CSA shall be amended as follows:

- A. The first sentence of Recital G shall be amended and restated in its entirety as follows:

Sharer owns or operates certain assets, including the transmitter, located at the Empire State Building, which Transmitter Site is leased, and other equipment necessary for channel sharing, including master control equipment located in Syracuse, New York that will be used in the operation of the stations broadcasting on the Shared Channel (the "**Shared Equipment**"). The Shared Equipment together with the Transmitter Site shall be referred to herein as (the "**Shared Transmission Path**").

- B. The first sentence of Section 3.1(b) shall be amended and restated in its entirety as follows:

The Shared Transmission Path shall include the Shared Equipment set forth on Schedule 3.1(b) hereto along with any replacements of such items or additions thereto as mutually agreed by the parties from time to time in accordance with this Agreement.

- C. Section 5.1(c) shall be deleted and replaced with the following:

Loss of License. If a party's FCC license to use the Shared Channel is voluntarily or involuntarily revoked, rescinded, relinquished, canceled, withdrawn, surrendered, not renewed, or otherwise terminated for any reason by an action that is a final order, not subject to further appeal, then simultaneously therewith all spectrum usage rights for the full 6 MHz of the Shared Channel shall revert to the other party and this Agreement shall terminate. The parties shall make and prosecute such FCC filings and take such further actions as applicable and as may be reasonably necessary for the remaining licensed party to assume (and thereafter be the sole holder of) the Shared Channel and convert its FCC license to non-shared status. Sharee shall have no liability to Sharer in the event there is a termination on account of the loss of Sharee's FCC License.

- D. A new Schedule 3.1(b) in the form attached hereto shall be appended to the CSA.

2. No Further Amendments. Except as expressly amended hereby, the CSA shall remain unmodified and shall continue in full force and effect in accordance with its terms. In the event of a conflict between the terms and conditions of the CSA and those of this Amendment, this Amendment shall control.

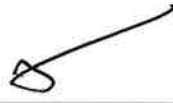
3. Counterparts. This Amendment may be executed in several counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

[SIGNATURES ON THE NEXT PAGE]

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed by their duly authorized signatories, all as of the day and year first above written.

Very truly yours,

WNET

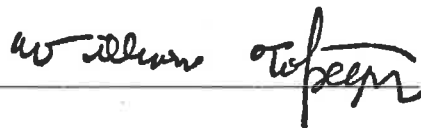
By:  _____

Name: NEAL SKAFILO

Title: PRESIDENT AND CEO

ACCEPTED AND AGREED:

OTA BROADCASTING (LGA), LLC

By:  _____

Name: William Tolpegin
Title: President and CEO

Schedule 3.1(b)
Shared Equipment

At Master Control Syracuse NY

Sencore WellAV UMH160R IP Receiver Decoder

Evertz ORT Playoutout Server

Evertz 7880SLKE Mpeg2 Encoder

Evertz 3480 Multiplexer

Evertz 7880 ASI IP Encapsulator

Triveni GuideBuilder

At WNET NYC Facilities

Larcan M Series VHF Transmitter