



Langrock Sperry & Wool, LLP

ATTORNEYS AT LAW

May 10, 2021

Federal Communications Commission
45 L Street NE
Washington, DC 20554

Re: Transfer of Control Applications
WDEV-FM, Waterbury, VT; W273AM, Montpelier, VT; WDEV-FM, Warren, VT; WLVB,
Morrisville, VT; W243AT, Barre, VT; WCVT, Stowe, VT; W252CU, Montpelier, VT

Ladies and Gentlemen:

This office represents Kenley D. Squier and affiliated entities in connection with Vermont corporate matters. In addition, this office has represented Mr. Squier in his personal estate planning matters for more than 25 years. I am writing in response to requests by Federal Communications Commission (“FCC”) staff regarding the Transfer of Control Applications referenced above (the “Applications”). As set forth in the Applications, Radio Vermont, Inc. and Radio Vermont Classics, L.L.C. are collectively the owners of the above-referenced stations. The Kenley D. Squier Living Trust u/t/a dated May 5, 2011, as amended by a First Amendment to Trust dated May 16, 2017 (as amended, the “Trust”) is the sole shareholder of Radio Vermont Group, Inc., which is in turn the sole shareholder of Radio Vermont, Inc. The Trust is also the sole member of Radio Vermont Classics, L.L.C.

The purpose of this letter is to address Vermont law with respect to the Trust and, in particular, the recent transition of the trusteeship of the Trust from its original grantor, Mr. Squier, to its current trustee, Mr. Glen A. Wright.

Mr. Squier, as settlor (grantor) established the Trust by a trust agreement dated May 5, 2011 (the “Original Trust Agreement”).¹ Mr. Squier later revised certain provisions of the Trust Agreement by way of a First Amendment to Trust dated May 16, 2017 (the “First Amendment”). The Trust is a revocable living trust, and as such, under Article 1.1 of the Trust, Mr. Squier retains the ability to amend or revoke the Trust at any time during his lifetime. In addition, Mr. Squier is entitled to withdraw so much or all of the net income and principal of the assets of the Trust at any time during lifetime. *See* Trust, Article 1.2. Moreover, during Mr. Squier’s lifetime, the Trust is a disregarded entity for tax purposes and reports all income and loss under Mr. Squier’s Social Security Number.

¹ At all relevant times, Mr. Squier has been a resident of the State of Vermont and as such the Trust is governed by Vermont law.

Under Vermont law, a Trust acts through its Trustee. *See* Vermont Trust Code, 14A V.S.A. § 815(a) (“A trustee, without authorization by the [Probate Court] may exercise ... the powers conferred by the terms of the trust ... and all powers over the trust property which an unmarried competent owner has over individually owned property”). In Article 2(a) of both the Original Trust Agreement and the First Amendment, Mr. Squier appointed himself as Trustee and made clear that during his lifetime, he “may act alone with respect to all matters under this Agreement . . . so long as [he is] not incapacitated.”

Both documents, however, go on to identify specific individuals to serve as primary and secondary successor trustees “[i]f at any time [Mr. Squier] is unable or unwilling to continue to serve as Trustee. . . .” *See* Article 2(b). Moreover, Article 2(d) of both the Original Trust Agreement and the First Amendment prescribe, where “the capacity of any individual (including [Mr. Squier himself] is in question,” specific requirements and procedures for determining “whether the individual is able to give prompt and appropriate attention to such individual’s own financial affairs, or, in the case of an individual then serving as a Trustee, whether such Trustee is incapable of administering the Trust Estate. . . .”

Mr. Squier served as Trustee of the Trust until November 2020, when he ceased serving due to his progressing age and health condition. At that time, as provided under the procedures set forth in Article 2(d) of the Trust Agreement referenced above, Mr. Squier’s agent under a duly-executed power of attorney for health care decision-making and Mr. Squier’s primary physician made the required written determinations of Mr. Squier’s incapacity.²

The Original Trust Agreement and the First Amendment both named Mr. Wright as the primary successor Trustee (following Mr. Squier himself). At the time Mr. Squier ceased to serve as Trustee, however, Mr. Wright was likewise unable and unwilling to serve as successor Trustee due to acute illness. Nevertheless, certain transactions in the Trust’s property needed to be attended to before the end of 2020, and as such, in early December, Leighton Detora (the secondary successor named in the First Amendment) assumed the role of successor Trustee under the terms of Article 2(b) of the Trust. In February 2021, Mr. Detora stepped down from his role as successor Trustee, allowing Mr. Wright to serve as successor Trustee in his place.

Use of a revocable living trust is a common means of discreetly and privately handling one’s financial affairs in Vermont, inasmuch as it allows the grantor of a trust to step away from serving as his or her own Trustee at any time that illness or other circumstances make it impracticable to do so, without the need for a potentially embarrassing court-ordered guardianship or other formal determination of one’s own legal incapacity. Accordingly, Vermont state law permits and honors provisions of a revocable trust agreement that prescribes its own conditions, procedures and standards for trustee succession, whether or not those terms strictly parallel the conditions, procedures and standards of a court-mandated guardianship or judicial determination of incapacity. This concept is well-established and unquestionably enforceable under Vermont law. *See* Vermont

² Although these written determinations did occur, I do not believe it appropriate to disclose such private and confidential details of Mr. Squier’s health where they may become part of the public record. Accordingly, on my advice, the actual determinations are not being supplied in amendments to the Applications.

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Trust Code, 14A V.S.A. § 704 (allowing the “person designated in the terms of the trust to act as successor trustee” at any time a vacancy in the trusteeship occurs).

In summary, Mr. Wright has succeeded to trusteeship of the Trust pursuant to successor provisions of the underlying trust agreement that are valid and enforceable under Vermont law. In these circumstances, I believe the FCC can and should consider Mr. Squier to be under a “legal disability” for purposes of its rules, even though the terms of the trust are by design intended to place matters of trustee succession in the hands of those close to Mr. Squier rather than the Vermont courts.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Hobart F. Popick', with a long horizontal flourish extending to the right.

Hobart F. Popick
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HFP:
1220806.2