

April 7, 2022

VIA E-MAIL

AMoskowitz@amoskowitzlaw.com

Allan G. Moskowitz, Esq.
10845 Tuckahoe Way
N. Potomac, Maryland 20878

RE: SORENSEN MEDIA GROUP

Hafa Adai Allan:

I am writing to you to update you on Sorensen Media Group ("SMG"), and its current ownership structure, since it will impact FCC licenses for Sorensen Television Systems, Inc. and Sorensen Pacific Broadcasting, Inc. – both of which are wholly owned by SMG. There were a number of matters that had to be addressed since both Rex Sorensen and Jon Anderson passed away close in time, including the probate court's distribution of their assets and resolution of a claim of ownership asserted by SMG's previous president, Jay Shedd. As a result of the number of outstanding decisions, as well as the challenges of conducting business during various COVID related government shut down orders, this process has been significantly slower than usual.

It may be useful for me to explain some of the history of the decision making which ultimately resulted in the attached Unanimous Consent to Action Without Meeting by the Shareholders and Directors of SMG.

1. Just prior to Rex Sorensen's passing, SMG's president, Jay Shedd, resigned from day to day operational duties. Soon thereafter, both Rex Sorensen and Jon Anderson passed away, leaving the company without of its management structure. As a result of the dearth and management, Mimi Sorensen agreed to serve as SMG's president and Mahi Anderson agreed to serve as the company's secretary to ensure that the various SMG entities continue to operate.
2. The Superior Court of Guam took approximately two years to probate Rex Sorensen's estate and issued a final decree of distribution on January 22, 2021. Unfortunately, a scrivener's error in the Final Decree of Distribution impacted the distribution of Rex Sorensen's SMG shares to his heirs. As a consequence, the court held a follow-up hearing and issued an Amended Final Decree of Distribution on April 28, 2021 which corrected the error and incorporated a better description of the distribution. A copy of the Amended Final Decree is attached hereto as Exhibit "A" for your reference.

3. During approximately the same time that Rex Sorensen's estate was being administered, Jon Anderson's estate was probated in the Superior Court of Guam. That estate was concluded with a Final Decree of Distribution which I attach hereto as Exhibit "B" for your reference.
4. In the midst of day to day operations, contending with COVID related work stoppages and other challenges, SMG's former president, Jay Shedd, asserted a claim of ownership in Sorensen Media Group. SMG's board of directors retained my law office to conduct an investigation to the demand, which resulted in a negotiated resolution in which Mr. Shedd acquired 10% of the then existing shares in SMG.
5. The cumulation of the decisions of the shareholders and board members of SMG was in one omnibus Consent to Action Without Meeting containing various resolutions which resolved the several issues outstanding since Mr. Sorensen and Mr. Anderson's death. A copy of the Consent to Action Without Meeting containing all stated resolutions is attached as Exhibit "C" for your record.

I hope this properly explains why there has been such a significant delay in understanding the ownership structure and share re-distribution of SMG.

Please let me know if you have any questions, comments or concerns about any matters contained in this letter or discussed in the corporate resolutions. I am also here to assist in anything else necessary to amend the ownership information in the FCC filings.

Very truly yours,

BLAIR STERLING JOHNSON & MARTINEZ
A Professional Corporation



JEHAN'AD G. MARTINEZ

Enclosures: As stated.

A5671592-01
G:\L\TRUGMA2178 A G MOSKOWITZ RE SORENSSEN MEDIA GROUP.DOCX

EXHIBIT

“A”

FILED
SUPERIOR COURT
OF GUAM

2021 APR 22 PM 9:27

CLERK OF COURT

IN THE SUPERIOR COURT OF GUAM

IN THE MATTER OF THE ESTATE)	PROBATE CASE NO. PR0059-19
)	
OF)	
)	
REX SORENSEN,)	AMENDED
)	DECREE OF DISTRIBUTION
)	
Deceased.)	
)	

MEI HUA SORENSEN, Executrix of the Estate of REX SORENSEN, deceased, having filed an amended petition for the final distribution of said estate, and said petition this day coming on regularly to be heard on April 5, 2021, and proof having been made to the satisfaction of the court that the clerk of the court has given notice of the hearing of said petition in the manner and for the time required by law, the court finds:

1. That due and legal notice to creditors of said estate has been given in the manner and for the time required by law.
2. That no claims or debts against said decedent and against said estate were filed and that said estate is ready for distribution and now in a condition to be closed.
3. That the Court has received the Amended Final Account of Executrix and Amended Inventory and Appraisal, and no objection has been made to them and they are accepted and approved.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that the residue of said estate hereinafter particularly described and any other property not now known or discovered which may belong to said estate or in which said estate may have any interest, be and the same is

hereby, distributed as follows, to wit:

PERSONAL PROPERTY

CASH

Debt owed to REX SORENSEN by SORENSEN MEDIA group of companies
as of December 31, 2019

\$786,907.04

SORENSEN MEDIA GROUP, INC.

A Guam Corporation

341,000 Shares

REAL PROPERTY

- a. The house at 168 Chalan Ayuyu, Yona, Guam and furnishings. Property is
described as follows:

Lot Number 111B-2NEW-2, Block Number 2NEW-2,
(Consolidation of Lots 111B-2-2 and 111B-2-R2),
Municipality of Yona, Territory of Guam, Estate Number
16826, Suburban, as said Lot is marked and designated on
Drawing Number T-M 69-43, as L.M. Check Number 92 FY
76, dated October 3, 1969 and recorded December 29, 1969,
at the Records Division, Department of Land Management,
Government of Guam, under Document Number 92827.

Registered Land, with the Last Registered owner being
Roger M. Rickey and Jeanne Marie Ricky, and the owner of
records being Rex W. Sorensen, and the Last Certificate of
Title Registration Number being 25568.

Area: 962± Square Meters

10,350 ± Square Feet

\$614,862.00

The Petitioner requests that the estate be distributed as follows:

1. All cash, stock and jewelry not otherwise disposed of to MEI HUA SORENSEN
including any money owed to deceased by the SORENSEN MEDIA GROUP of
companies as of December 31, 2019 in the amount of Seven Hundred Eighty-Six
Thousand Nine Hundred Seven Dollars and Four Cents (\$786,907.04).

2. The house at 168 Chalan Ayuyu, Yona, Guam and furnishings to MEI HUA SORENSEN.

3. The shares of SORENSEN MEDIA GROUP, a Guam Corporation, are transferred and distributed as follows:

Three Hundred Forty-one Thousand (341,000)

- a. 55% to MEI HUA SORENSEN (187,550 shares)
- b. 15% to ERICA DOWNEY (51,150 shares)
- c. 15% to JAY SORENSEN (51,150 shares) and
- d. 15% to KRISTA SORENSEN (51,150 shares)

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that said MEI HUA SORENSEN, Executrix of the Estate of REX SORENSEN, deceased, be, and she is hereby, discharged from further duties as Executrix.

DATED: APR 28 2021

Original Signed By:
HON. ALBERTO C. LAMORENA III

HONORABLE ALBERTO C. LAMORENA III
Judge, Superior Court of Guam

ld
L/REXSORENSEN/PROBATE/AMENDEDDECODIST - #7081B

To hereby certify that the foregoing
is a true and correct copy of the
original on file in the Office of the
Clerk of the Superior Court of Guam
Dated at Hagatña, Guam
APR 29 2021

Daisy Mae N. Osawa,
Deputy Clerk, Superior of Guam

EXHIBIT

“B”

FILED
SUPERIOR COURT
OF GUAM

2021 FEB 26 AM 9:04

CLERK OF COURT

BY:

IN THE SUPERIOR COURT OF GUAM

IN THE MATTER OF THE ESTATE) PROBATE CASE NO. PR0178-19
OF)
JON ALAN ANDERSON,)
Deceased.)
DECREE OF DISTRIBUTION

MAHINA FLOE LEONARD ANDERSON, Executrix of the Estate of JON ALAN ANDERSON, deceased, having filed a petition for the final distribution of said estate, and said petition this day coming on regularly to be heard on February 25, 2021, and proof having been made to the satisfaction of the court that the clerk of the court has given notice of the hearing of said petition in the manner and for the time required by law, the court finds:

1. That due and legal notice to creditors of said estate has been given in the manner and for the time required by law.

2. That all claims or debts against said decedent and against said estate were filed and that said estate is ready for distribution and now in a condition to be closed.

3. That the Court has received the Amended Final Account of Executrix and Inventory and Appraisalment, and no objection has been made to them and they are accepted and approved.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that the residue of said estate hereinafter particularly described and any other property not now known or discovered

1 which may belong to said estate or in which said estate may have any interest, be and the same is
2 hereby, distributed as follows, to wit:

3 **TO: MAHINA FLOE LEONARD ANDERSON**

4 **PERSONAL PROPERTY**

5 **CASH**

6 **BANK OF HAWAII CORPORATION**

7 Check No. 0018159875

8 **\$42.77**

9 **STOCKS**

10 **SORENSEN MEDIA GROUP, INC.**

11 A Guam Corporation

12 5,000 Shares (1.25%)

13 **-\$7,367.10**

14 SORENSEN MEDIA GROUP's most recent financial statement shows owners equity
15 total of -\$589,367.87.

16 **BANK OF HAWAII SHARES**

17 84 Shares

18 **\$5,222.28**

19 **REAL PROPERTY**

20 Lot Number A-2-2-22-R2, (Subdivision of Lot No. A-2-2-22),
21 MUNICIPALITY OF PITI, TERRITORY OF GUAM, as said Lot
22 is marked and designated on Drawing Number CC-9047 P, as L.M.
23 Check No. 046 FY 91, dated December 13, 1990 and recorded
24 December 17, 1990 in the Department of Land Management,
25 Government of Guam, under Document Number 446611.

26 Area: 929± square meters

27 Last Certificate of Title Number: 12011

28 **\$139,350.00**

All the property of the deceased, listed or not, as provided in the Last Will and Testament,
is awarded to MAHINA FLOE LEONARD ANDERSON.

//

BAUMANN, KONDAS and XU, LLC
238 ARCHBISHOP FLORES ST., SUITE 903
HAGATNA, GUAM 96910
Tel: (671) 477-9084 • Fax: (671) 477-9087

1 IT IS FURTHER ORDERED, ADJUDGED AND DECREED that said MAHINA FLOE
2 LEONARD ANDERSON, Executrix of the Estate of JON ALAN ANDERSON, deceased, be, and
3 she is hereby, discharged from further duties as Executrix.

4 DATED:

FEB 25 2021

Original Signed By:

Honorable Anita A. Sukola

HONORABLE ANITA A. SUKOLA
Judge, Superior Court of Guam

kd
L/EST OF JONA ANDERSON DEC OF DIST - #11139

I do hereby certify that the foregoing
is a full true and correct copy of the
original on file in the Office of the
Clerk of the Superior Court of Guam
Dated at Hagatna, Guam

FEB 26 2021

Daisy Mae N. Osawa,
Deputy Clerk, Superior of Guam

GOVERNMENT OF GUAM - Department of Land Management
Office of the Recorder

956573

File for Record is Instrument Number

On the Year 20 21 Month 3 Day 12 Time 1213

Recording Fee 23 Receipt No. 34202

Deputy Recorder Joel Antenor Cruz

JOEL ANTENORCRUZ

EXHIBIT

“C”

SORENSEN MEDIA GROUP INC.
A GUAM CORPORATION

**SHAREHOLDERS
AND
BOARD OF DIRECTORS**

WAIVER OF NOTICE AND CONSENT TO ACTION WITHOUT MEETING

The undersigned, being all of the Shareholders and Board of Directors of **SORENSEN MEDIA GROUP INC.**, a Guam corporation (the "Corporation"), pursuant to the Articles and By-Laws of the Corporation, hereby waive notice of meeting and meeting and consent in the following resolutions being adopted as the official acts of the Corporation:

CONSENT TO TRANSFER OF JON ALAN ANDERSON SHARES OF STOCK

WHEREAS, Jon A. Anderson, the owner of 5,000 shares of stock of the Corporation, passed away in 2019; and

WHEREAS, Mr. Anderson's Estate was probated in the Superior Court of Guam under Probate Case No. PR0178-19, in which the Court issued a final distribution of Mr. Anderson's assets to his widow, Mrs. Mahina Floe Leonard Anderson; and

WHEREAS, the Corporation's Articles restrict the transfer, alienation, or disposal of its stock without providing the Corporation a right of first refusal to acquire the stock on the same terms, and thereafter granting the Corporation's shareholders the right to acquire any shares which are not purchased by the Corporation, before permitting such transfer; and

WHEREAS, the disinterested Shareholders and Directors wish to allow Mrs. Anderson to inherit Mr. Anderson's shares of the Corporation's stock without subjecting the transfer to the process prescribed in Article 5.

NOW, THEREFORE, be it

RESOLVED, that each disinterested Shareholder and Director, on their own behalf and on behalf of the Corporation, waives all rights conveyed under Article 5 of the Articles of Incorporation which might otherwise entitle the Corporation, or its shareholders, or a combination thereof, the right to acquire any portion of Mr. Anderson's shares; and be it

FURTHER RESOLVED, that the 5,000 shares previously issued to and held by Mr. Jon A. Anderson be transferred to his widow, Mrs. Mahina Floe Leonard Anderson.

**CANCELLATION OF SHARE CERTIFICATE NO. 4 AND
REISSUANCE OF NEW CERTIFICATE**

WHEREAS, Share Certificate No. 4, representing 5,000 shares in the Corporation, was previously issued to Jon A. Anderson.

NOW, THEREFORE, be it

RESOLVED, that the Secretary is hereby authorized to take any and all appropriate measures to cancel Share Certificate No. 4 in the name of Jon A. Anderson and to reissue a new share certificate for 5,000 shares to Mrs. Mahina Floe Leonard Anderson and to record the transfer in the share transfer ledger.

**RETURN OF ERRONEOUSLY TRANSFERRED SHARES FROM THE
LEON GUERRERO TRUST TO REX W. SORENSEN**

WHEREAS, the Jesus S. Leon Guerrero Family Trust is currently the record owner of 8,000 shares of stock of the Corporation transferred to it by Rex W. Sorensen in error; and

WHEREAS, the Leon Guerrero Family Trust wants to correct this error by returning the shares to the heirs of Rex W. Sorensen's Estate; and

WHEREAS, the Corporation's Articles restrict the transfer, alienation, or disposal of its stock without providing the Corporation a right of first refusal to acquire the stock on the same terms, and thereafter granting the Corporation's shareholders the right to acquire any shares which are not purchased by the Corporation, before permitting such transfer; and

WHEREAS, the disinterested Shareholders and Directors wish to allow the Leon Guerrero Family Trust to return the 8,000 shares of the Corporation to the heirs of Mr. Sorensen's Estate without subjecting the transfers to the process prescribed in Article 5.

NOW, THEREFORE, be it

RESOLVED, that each disinterested Shareholder and Director, on their own behalf and on behalf of the Corporation, waives all rights conveyed under Article 5 of the Articles of Incorporation which might otherwise entitle the Corporation, or its shareholders, or a combination thereof, the right to acquire any portion of the shares returned to the heirs of Mr. Sorensen's Estate; and be it

RESOLVED, that the 8,000 shares currently held by Leon Guerrero Family Trust under Share Certificate Number 7 be transferred to the heirs of Rex Sorensen's Estate.

**CANCELLATION OF SHARE CERTIFICATE NUMBER 7
AND REISSUANCE OF NEW CERTIFICATES**

WHEREAS, Share Certificate Number 7, representing 8,000 shares in the Corporation, was erroneously issued to the Leon Guerrero Family Trust.

NOW, THEREFORE, be it

RESOLVED, that the Secretary is hereby authorized to take any and all appropriate measures to cancel Share Certificate Number 7 in the name of the Leon Guerrero Family Trust, or accept an Affidavit of Lost Certificate in lieu of the original, and to reissue new share certificates to the heirs of Rex Sorensen consistent with the pro rata distribution authorized by the Superior Court of Guam under Probate Case No. PR0059-19; Mei Hua Sorensen (4,400 shares), Erica Downey (1,200 shares), Jay Sorensen (1,200 shares), and Krista Sorensen (1,200 shares), respectively.

CONSENT TO TRANSFER OF REX W. SORENSEN SHARES OF STOCK

WHEREAS, Rex and Mei Hua Sorensen are the owners of 287,000 shares of stock of the Corporation. Mr. Rex Sorensen passed away in 2019; and

WHEREAS, Mr. Sorensen's Estate was probated in the Superior Court of Guam under Probate Case No. PR0059-19, in which the Court issued an amended final distribution of Mr. Sorensen's assets to Mei Hua Sorensen (157,850 shares) with 15% distributed to Erica Downey, Jay Sorensen and Krista Sorensen, respectively (43,050 shares each); and

WHEREAS, the Corporation's Articles restrict the transfer, alienation, or disposal of its stock without providing the Corporation a right of first refusal to acquire the stock on the same terms, and thereafter granting the Corporation's shareholders the right to acquire any shares which are not purchased by the Corporation, before permitting such transfer; and

WHEREAS, the disinterested Shareholders and Directors wish to allow Mei Hua Sorensen, Erica Downey, Jay Sorensen and Krista Sorensen to inherit Mr. Sorensen's shares of the Corporation without subjecting the transfers to the process prescribed in Article 5.

NOW, THEREFORE, be it

RESOLVED, that each disinterested Shareholder and Director, on their own behalf and on behalf of the Corporation, waives all rights conveyed under Article 5 of the Articles of Incorporation which might otherwise entitle the Corporation, or its shareholders, or a combination thereof, the right to acquire any portion of Mr. Sorensen's shares; and be it

RESOLVED, that the 287,000 shares previously issued to and held by Rex and Mei Hua Sorensen be transferred to Mei Hua Sorensen (157,850 shares), Erica Downey (43,050 shares), Jay Sorensen (43,050 shares) and Krista Sorensen (43,050 shares).

**CANCELLATION OF SHARE CERTIFICATE NO. 8 AND
REISSUANCE OF NEW CERTIFICATE**

WHEREAS, Share Certificate No. 8, representing 287,000 shares in the Corporation, was previously issued to Rex and Mei Hua Sorensen.

NOW, THEREFORE, be it

RESOLVED, that the Secretary is hereby authorized to take any and all appropriate measures to cancel Share Certificate No. 8 in the name of Rex and Mei Hua Sorensen, or accept an Affidavit of Lost Certificate in lieu of the original, and to reissue new share certificates for Mei Hua Sorensen (157,850 shares), Erica Downey (43,050 shares), Jay Sorensen (43,050 shares) and Krista Sorensen (43,050 shares) and to record the transfers in the share transfer ledger.

JAY SHEDD CLAIMS TO OWNERSHIP AND SETTLEMENT

WHEREAS, on November 22, 2019, Jay Shedd asserted his right to ownership in the Corporation based upon his 2014 offer of employment with the Corporation. The terms under which Mr. Shedd was to be given 25% interest in Sorensen Pacific Broadcasting, Inc. and Sorensen Television System, Inc. under his offer of employment have been disputed by the Corporation.

WHEREAS, Mr. Shedd's demand was not for 25% of SMG's two media subsidiaries, but for 20% interest in the Corporation; and

WHEREAS, the Corporation's shareholders and board of directors considered Mr. Shedd's claim and in an effort to resolve the dispute offered Mr. Shedd a 10% interest (based upon shares currently issued) in the Corporation; and

WHEREAS, on October 6, 2021, Mr. Shedd, through his attorney, Duncan McCully, accepted the Corporation's offer of 10% ownership in exchange of resolution of this dispute.

NOW, THEREFORE, be it

RESOLVED, that upon execution of a general release of claims against the Corporation and its shareholders and directors, Mr. Shedd will be issued a share certificate representing 10% of the existing and issued shares, which equates to 40,000 shares in the Corporation.

BE IT FURTHER RESOLVED, that the shares issued to Mr. Shedd shall be from the Corporation's authorized but unissued shares of stock, as was contemplated when the offer was made to Mr. Shedd.

CONFIRMATION OF SHARE OWNERSHIP

WHEREAS, the Corporation's share transfer ledger and its balance sheet equity account have either been incorrectly stated or are misleading, and this has caused some confusion as to the share ownership in the Corporation; and

WHEREAS, recent probate proceedings for Mr. Sorensen and Mr. Anderson are impacting share ownership in the Corporation, which have further changed the share ownership distribution; and

WHEREAS, the Shareholders and Directors of the Corporation want to ensure that the Corporation's ownership are clearly delineated.

NOW, THEREFORE, BE IT

RESOLVED, that after the approval of resolutions returning shares from the Jesus S. Leon Guerrero Family Trust to the heirs of the Estate of Rex Sorensen and transferring share ownership from the Estates of Jon A. Anderson and Rex W. Sorensen to their respective heirs, ownership in the Corporation (not including shares to be issued to Jay Shedd) is hereby confirmed as follows:

Mei Hua Sorensen	162,250 shares
Jesus Leon Guerrero Family Trust	100,000 shares
Erica Downey	44,250 shares
Jay Sorensen	44,250 shares
Krista Sorensen	44,250 shares
<u>Mahina Flow Leonard Anderson</u>	<u>5,000 shares</u>
Total	400,000 shares

Once shares of the Corporation are issued to Mr. Shedd the share ownership will be distributed as follows:

Mei Hua Sorensen	162,250 shares
Jesus Leon Guerrero Family Trust	100,000 shares
Erica Downey	44,250 shares
Jay Sorensen	44,250 shares
Krista Sorensen	44,250 shares
Jay Shedd	40,000 shares
<u>Mahina Flow Leonard Anderson</u>	<u>5,000 shares</u>
Total	440,000 shares

OPERATING COMPANY SHARE OWNERSHIP

WHEREAS, the Corporation was formed in 2015 to serve as a holding corporation for Sorensen Pacific Broadcasting, Inc., Sorensen Television System, Inc. and Broadcast Properties, Inc. Despite the intent of the Corporation's shareholders, shares in Sorensen Pacific Broadcasting, Inc., Sorensen Television System, Inc. were not completely transferred to the Corporation.

NOW, THEREFORE, BE IT

RESOLVED, that the Secretary is hereby authorized to take any and all appropriate measures to cancel any outstanding share certificates in Sorensen Pacific Broadcasting, Inc. and Sorensen Television System, Inc. and to issue new share certificates for all resulting treasury stock in the name of the Corporation only and record the transfers in each operating company's share transfer ledger.

BE IT FURTHER RESOLVED, that the shares issued by Sorensen Pacific Broadcasting, Inc. and Sorensen Television System, Inc. to the Corporation will be as follows:

Sorensen Pacific Broadcasting, Inc. 10,979 shares out of 20,000 authorized
Sorensen Television System, Inc. 124,901 shares out of 500,000 authorized

AVOIDANCE OF CONFLICTS OF INTEREST

WHEREAS, legal authority regarding corporate governance generally prohibits self-dealing by any parties holding fiduciary positions; and

WHEREAS, in the interest of an orderly and expedient resolution to the matters addressed by the Shareholders and Directors of the Corporation, all parties agree that a single document including all signatories is appropriate; and

WHEREAS, the parties want to discharge their fiduciary obligations without violating their respective duties of loyalty.

NOW, THEREFORE, BE IT

RESOLVED, that the Shareholders and Directors of the Corporation acknowledge and agree that each signature below represents approval of only those matters the signing party is not conflicted from deciding.

EFFECTIVE DATE OF RESOLUTIONS

RESOLVED, that the effective date of this Waiver of Notice and Consent to Action Without Meeting and all the resolutions contained herein shall be

_____.

COUNTERPARTS

RESOLVED, that this Waiver of Notice and Consent to Action Without Meeting may be executed in any number of counterparts, each of which, when so executed and delivered, shall constitute one and the same document. Electronic signatures shall have the force and effect of original signatures.

IN WITNESS WHEREOF, the undersigned being all of Shareholders and Directors of Sorensen Media Group Inc. have executed this Waiver of Notice and Consent to Action Without Meeting.

SHAREHOLDERS:

THE ESTATE OF REX W. SORENSEN

DATED: 12/9/21, 2021.

BY: _____
NAME: **MEI HUA SORENSEN**
ITS: EXECUTRIX

THE ESTATE OF JON ANDERSON

DATED: _____, 2021.

BY: _____
NAME: **MAHINA ANDERSON**
ITS: EXECUTRIX

**THE JESUS LEON GUERRERO
FAMILY TRUST**

NOW, THEREFORE, BE IT

RESOLVED, that the Shareholders and Directors of the Corporation acknowledge and agree that each signature below represents approval of only those matters the signing party is not conflicted from deciding.

EFFECTIVE DATE OF RESOLUTIONS

RESOLVED, that the effective date of this Waiver of Notice and Consent to Action Without Meeting and all the resolutions contained herein shall be _____.

COUNTERPARTS

RESOLVED, that this Waiver of Notice and Consent to Action Without Meeting may be executed in any number of counterparts, each of which, when so executed and delivered, shall constitute one and the same document. Electronic signatures shall have the force and effect of original signatures.

IN WITNESS WHEREOF, the undersigned being all of Shareholders and Directors of Sorensen Media Group Inc. have executed this Waiver of Notice and Consent to Action Without Meeting.

SHAREHOLDERS:

THE ESTATE OF REX W. SORENSEN

DATED: _____, 2021.

BY: _____
NAME: MEI HUA SORENSEN
ITS: EXECUTRIX

THE ESTATE OF JON ANDERSON

DATED: 12/9/21, 2021.

BY: 
NAME: MAHINA ANDERSON
ITS: EXECUTRIX

**THE JESUS LEON GUERRERO
FAMILY TRUST**

DATED: December 6, 2021.

Maria Eugenia H.
Leon Guerrero

Digitally signed by Maria Eugenia H. Leon Guerrero
DN: cn=Maria Eugenia H. Leon Guerrero, o=Bank of
Guam, ou=Executive Office,
email=maria.leonguerrero@bankofguam.com, c=US
Date: 2021.12.06 15:23:49 +1000

BY:

NAME: **MARIA LEON GUERRERO**

ITS: TRUSTEE

DIRECTORS:

DATED: _____, 2021.

MEI HUA SORENSEN

DATED: December 6, 2021.

Maria Eugenia H.
Leon Guerrero

Digitally signed by Maria Eugenia H. Leon Guerrero
DN: cn=Maria Eugenia H. Leon Guerrero, o=Bank of
Guam, ou=Executive Office,
email=maria.leonguerrero@bankofguam.com, c=US
Date: 2021.12.06 15:24:28 +1000

MARIA LEON GUERRERO

DATED: _____, 2021.

JAY SORENSEN

A56071592-01\G:\CORP\DOC\2431-COMBINED WAIVER OF NOTICE &
CONSENT TO ACTION WITHOUT MEETING RE SORENSEN MEDIA
GROUP.DOCX

DATED: _____, 2021.

BY: _____
NAME: MARIA LEON GUERRERO
ITS: TRUSTEE

DIRECTORS:

DATED: _____, 2021.

MEI HUA SORENSEN

DATED: _____, 2021.

MARIA LEON GUERRERO

DATED: 12/6, 2021.



JAY SORENSEN

A:\6071592-01\NG\CORP\DOC\3431-COMBINED WAIVER OF NOTICE &
CONSENT TO ACTION WITHOUT MEETING RE SORENSEN MEDIA
GROUP.DOCX