

Agreements for Transfer Control of Stations

This application on Form 2100, Schedule 315, is being submitted with a redacted copy of the Declaration of Trust of Norma Jean Mnich, as amended (the "Trust"), showing the provisions relevant to the planned distribution of the stock of North American Broadcasting Company, Inc. ("NABCo") held by the Trust. The transferor on this application is listed as Matthew Mnich, as Trustee of the Trust, and the transferee is listed as Matthew Mnich, as individual, who will become the 100% voting stockholder of NABCo following the distribution from the Trust (after approval by the Commission).

As described in the Form 2100, Schedule 316 application filed with the Commission following the death of Mrs. Mnich, *see* Lead File No 0000172375 (the "316 Application") (granted December 9, 2021), the Trust provided that, upon the death of Mrs. Mnich, and upon his acceptance of the position, Mrs. Mnich's Successor Trustee became her son, Matthew Mnich. *See* Trust at Section 5(b), as amended; *see also* Acceptance of Trusteeship by Matthew Mnich (filed with the 316 Application). The assets placed in the Trust by Mrs. Mnich included her 56 shares of voting Class A Stock of NABCo, representing 71.29% of the outstanding voting power. *See* Trust at Schedule A. While serving as Trustee, Matthew Mnich has had the power "to exercise all voting or other rights appurtenant to securities, join in any actions without meetings, and, in so voting or acting or for any other purpose, execute and deliver proxies or powers of attorney." *See* Trust at Section 4(a)(x).

Upon the death of Mrs. Mnich, the directive to the Trustee is to "dispose as follows of all trust property then held." *See* Trust at Section 2. Per Section 2(c)(i)(A) of the Trust, all of the Class A voting shares of NABCo held by the Trust are to be distributed to Matthew Mnich.

[Note that Class B *non-voting* shares of NABCo held by the Trust are to be distributed to Mrs. Mnich's surviving children pursuant to Section 2(c)(i)(C) of the Trust. Each of the adult children of Mrs. Mnich receiving distributions of Class B *non-voting* shares (other than Matthew Mnich) will continue to be non-attributable parties to NABCo, that is, with the exception of Matthew Mnich, none of the recipients of the Trust's Class B *non-voting* shares is an officer or director of NABCo or will hold any voting stock, and each will have below 33% of the outstanding equity of NABCo.]