

### **Description of Transfer of Control**

This application is being filed to request approval for the assumption of control of the licensee by Nicole M Keller. Nicole Keller currently holds a 28.3% interest in the company. Nicole Keller has held a revocable power of attorney to vote the stock of Sandra Keller, her mother, who holds a 37.12% interest in the company. This power of attorney was granted many years ago in connection with the estate planning of Sandra Keller and has not been routinely used in connection with KZIA matters. However, pursuant to an informal agreement between mother and daughter, these shareholders will jointly decide how to vote the stock held by Sandra Keller and, in the event of a disagreement, Nicole Keller can vote that stock through the power of attorney. Thus, she has ultimate control over the voting of that stock through the informal agreement and her power of attorney. Together with the interest that she holds as an individual, the ultimate voting control over the stock of Sandra Keller, through the power of attorney, give Nicole Keller a controlling interest in the company.

In addition, an agreement has been reached to buy out the ownership interests of certain minority shareholders. Following Commission approval, these changes will result in the voting interests set out in this application. 18,496 shares were tendered to the company which will be repurchased at a per share value of \$52.33.