

Description of Transaction  
Hudson-Westchester Radio, Inc.  
Transfer of Control

The licensee seeks consent for the transfer of control of 55% of the licensee (11 shares out of a total of 20 issued and outstanding) from William O'Shaughnessy, in his individual capacity, to the William O'Shaughnessy Revocable Trust dated 7/28/2015 (the "Trust"), the appointment of the successor Trustee, and the distribution of those shares to two trusts controlled by William O'Shaughnessy's children as described below.

William O'Shaughnessy's shares of stock were issued in the name of the Trust on 3/3/2022. A copy of the share certificate is attached. Effective 3/4/2022, William O'Shaughnessy resigned as Trustee, and his son David O'Shaughnessy became the successor Trustee. See attached appointment of Trust documents.

William O'Shaughnessy died on 5/28/2022. The death certificate is attached.

Applicable portions of the Trust Agreement regarding the distribution of the shares in the licensee are attached. Upon the death of William O'Shaughnessy, the Trust provides that one-half of the 11 shares shall be distributed to the David Tucker O'Shaughnessy Trust II, and one-half of the 11 shares shall be distributed to the Kate O'Shaughnessy Nulty Trust.

The beneficiaries of the Trust are trusts controlled by children of William O'Shaughnessy: son David Tucker O'Shaughnessy and daughter Kate O'Shaughnessy Nulty. Those shares will be added to the shares in the licensee their trusts already hold as listed below.

They hold no other broadcast interests outside of the licensee.

Before the transfer to the William O'Shaughnessy Revocable Trust, the ownership was as follows:

1. William O'Shaughnessy: eleven (11) shares (representing a 55% ownership interest);
2. David Tucker O'Shaughnessy Trust, dated January 13, 2010 (David Tucker O'Shaughnessy, Trustee): four (4) shares (representing a 20% ownership interest);
3. David Tucker O'Shaughnessy Trust II, dated March 16, 2010 (David Tucker O'Shaughnessy, Trustee): two (2) shares (representing a 10% ownership interest); and
4. Kate O'Shaughnessy Nulty Trust, dated March 16, 2010 (David Tucker O'Shaughnessy, Trustee): three (3) shares (representing a 15% ownership interest).

After the eleven (11) shares of Hudson-Westchester Radio Inc. presently held in the William O'Shaughnessy Revocable Trust dated July 28, 2015 (David Tucker O'Shaughnessy, Trustee), are transferred in accordance with the provisions of Article VII.1.a of the Trust Agreement dated July 28, 2015, the twenty (20) issued and outstanding shares will be owned as follows:

1. David Tucker O'Shaughnessy Trust, dated January 13, 2010 (David Tucker O'Shaughnessy, Trustee): four (4) shares (representing a 20% ownership interest);
2. David Tucker O'Shaughnessy Trust II, dated March 16, 2010 (David Tucker O'Shaughnessy, Trustee): seven and one-half (7½) shares (representing a 37.50% ownership interest); and
3. Kate O'Shaughnessy Nulty Trust, dated March 16, 2010 (Kate O'Shaughnessy Nulty, Trustee): eight and one-half (8½) shares (representing a 42.50% ownership interest).

The consolidated beneficial and effective voting interests post-transfer are:

11.5 shares (57.5%) - David Tucker O'Shaughnessy

8.5 shares (42.5%) – Kate O'Shaughnessy Nulty

Note: The licensee filed a "short form" transfer of control application following the death of William O'Shaughnessy. LMS No. 0000194582. Following discussions with the FCC staff, the licensee withdraws the "short form" and files this "long form" application for transfer of control. To the extent needed, the licensee requests a waiver for not filing an application for consent to the transfer before the shares of the licensee's stock were issued to the Trust and David O'Shaughnessy became successor Trustee.