

## **AGREEMENT AND PLAN OF REORGANIZATION**

This Agreement and Plan of Reorganization is dated as of December 1, 2023.

### **Recitals**

A. L.M. Communications Television, LLC ("LMTV"), is a Kentucky limited liability company with a place of business at 401 West Main Street, Suite 301, Lexington, Kentucky 40507.

B. L.M. Communications, Inc. ("LMGE"), is a Kentucky corporation with a place of business at 401 West Main Street, Suite 301, Lexington, Kentucky 40507.

C. L.M. Communications of Kentucky, LLC. ("LMLL"), is a Kentucky limited liability company with a place of business at 401 West Main Street, Suite 301, Lexington, Kentucky 40507.

D. WKLC, Inc. ("LMWK"), is a West Virginia corporation with a place of business at 401 West Main Street, Suite 301, Lexington, Kentucky 40507.

E. L.M. Communications of South Carolina, Inc. ("LMSC"), is a Kentucky corporation with a place of business at 401 West Main Street, Suite 301, Lexington, Kentucky 40507.

F. Lynn M. Martin ("Martin"), an individual with a place of business at 401 West Main Street, Suite 301, Lexington, Kentucky 40507, is the sole owner of all of the issued and outstanding equity interests in LMTV, LMGE, LMLL, LMWK and LMSC.

G. Martin, LMTV, LMGE, LMLL, LMWK and LMSC desire to reorganize their businesses in the manner and on the terms and conditions contained in this Plan of Reorganization.

### **Agreement and Plan**

NOW, THEREFORE, in consideration of the premises, Martin, individually, Martin as the sole directors of LMGE, LMWK and LMSC and Martin as the sole manager of LMLL hereby adopt the following Plan of Reorganization:

1. Reorganization. Effective at one minute before midnight on December 31, 2023 (the "Effective Date"), Martin shall assign and transfer all of his equity ownership interests in LMGE, LMLL, LMWK and LMSC to LMTV. On and after the Effective Date of this contemplated reorganization LMTV shall become a holding company which owns and operates LMGE, LMLL, LMWK and LMSC as wholly-owned subsidiary operating companies with Martin continuing as the sole owner of LMTV.

2. Approval. This Plan of Reorganization is hereby adopted and approved by consent of Martin as the sole director of LMGE, LMWK and LMSC, and by Martin as the sole manager of LMLL. The proper officers of each corporation and manager of each limited liability company shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver all documents, as the same may be necessary or proper to render effective the reorganization contemplated by this Plan of Reorganization.

3. Abandonment of plan. Martin, individually, and as the sole director of LMGE, LMWK and LMSC, and as the sole manager of LMLL, at any time, and prior to the Effective Date of the reorganization herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated reorganization as set forth herein; in which case this Plan shall thereby be canceled and become null and void.

4. FCC Approval. Notwithstanding anything to the contrary in this Agreement and Plan of Reorganization, the transfer of any and all licenses issued by the Federal Communications Commission ("FCC") that may be required by this Plan of Reorganization shall not be consummated until the FCC approval for such transfers has been obtained.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Agreement and Plan of Reorganization as of the day and year first above written.

L.M. COMMUNICATIONS  
TELEVISION, LLC

By: 

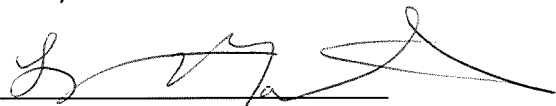
Lynn M. Martin  
Manager and  
Member

L.M. COMMUNICATIONS, INC.

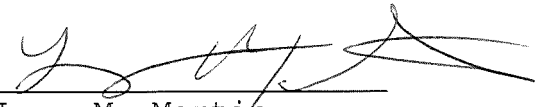
By: 

Lynn M. Martin  
President and  
Director

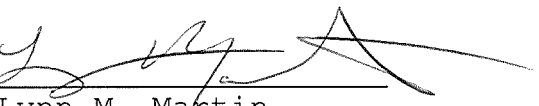
L.M. COMMUNICATIONS OF  
KENTUCKY, LLC

By:   
Lynn M. Martin  
Manager and  
Member

WKLC, INC.

By:   
Lynn M. Martin  
President and  
Director

L.M. COMMUNICATIONS OF  
SOUTH CAROLINA, INC.

By:   
Lynn M. Martin  
President and  
Director

  
Lynn M. Martin

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