

**GIFT TRANSFER OF TWO HUNDRED FIFTY [250] SHARES
OF
THE COMMON STOCK OF
DIMES MEDIA CORPORATION
A CALIFORNIA CORPORATION**

TRANSFEROR: ERIC DIMES FAHNOE

TRANSFeree: ERIC DIMES FAHNOE & MICHELLE FAHNOE, TRUSTEES OF THE FAHNOE FAMILY TRUST, established January 18, 2024.

F.C.C. APPROVAL REQUIRED: AS A CONDITION PRECEDENT TO THIS GIFT OF COMMON STOCK, THE FEDERAL COMMUNICATIONS COMMISSION must issue approval of the Transfer prior to the gift being perfected, and the Secretary of DIMES MEDIA CORPORATION shall not record the transfer in the Corporation's books until said approval has been provided.

NON-ISSUER TRANSACTION: This is a transaction between an individual who will, following inheritance by disbursal from a probate Trustee, be the owner of the beneficial interest in the common stock of a California Corporation, with under 35 shareholders, as defined by Cal.Corp.C. § 25011, and himself and his spouse as Trustees of his and her revokable family trust. The Transferor's spouse is already an officer and key employee of the Corporation. Said Corporation qualifies for conversion to a Close Corporation under Cal.Corp.C § 158 upon amendment of the Corporation's articles to restrict the issuance of shares to no more than 35 shareholders. This Transaction will result in ownership of all the Corporations' stock by only TWO [2] shareholders, who are Trustees of their Revocable Family Trust.

NONASSESSABLE STOCK: The common stock of DIMES MEDIA CORPORATION transferred by this instrument is non-assessable stock as defined by C.F.R. §230.136.

WHEREAS, by virtue of a Decree entered January 02, 2024 by the State of Connecticut, Court of Probate, Region #22, in the Matter of Richard D. Buckley Trust U/W Art. Third B, following the death of Martha Ann Fahnoe, mother of Eric Dimes Fahnoe, said Eric Dimes Fahnoe will become the owner of the beneficial interest in TWO HUNDRED FIFTY [250] shares of common stock of DIMES MEDIA CORPORATION, A CALIFORNIA CORPORATION, through inheritance.

MOREOVER, be it known by this instrument that the total number of shares of common stock issued by said DIMES MEDIA CORPORATION is FIVE HUNDRED [500], which shares were all owned by the Trustee of the Richard D. Buckley Trust U/W Art. Third B for the Benefit of the decedent, Martha Ann Fahnoe, and upon her death were to be disbursed as Beneficiaries of the Richard D. Buckley Trust U/W Art. Third B to her two children PATRICIA ANN (nee FAHNOE) JAY & ERIC DIMES FAHNOE. Additionally, that said Corporation has at all times operated as a I.R.C. Subchapter S Corporation. By virtue of the above reference Connecticut Probate Court Decree, the said Trustee now has authority to disburse said FIVE HUNDRED [500] shares in Dimes Media Corporation, in equal portions, to PATRICIA ANN (nee FAHNOE) JAY & ERIC DIMES FAHNOE, and is awaiting only approval by the Federal Communications Commission to make said disbursement. The Board of Directors and controlling Officers of said California Corporation have been and are PATRICIA ANN (nee FAHNOE) JAY, ERIC DIMES FAHNOE & MICHELLE FAHNOE, all citizens of the State of California and of the United States of America. The sole business of said corporation is as a licensed broadcasting corporation.

By this instrument, ERIC DIMES FAHNOE, without consideration of any kind, and *not* as a bonus on account of any purchase of securities or any other thing, *now agrees to transfer as a gift* to ERIC DIMES FAHNOE & MICHELLE FAHNOE, TRUSTEES OF THE FAHNOE FAMILY TRUST, established January 18, 2024, his entire interest in the above said TWO HUNDRED FIFTY [250] shares of common stock of DIMES MEDIA CORPORATION, A CALIFORNIA CORPORATION which he is scheduled to receive under the Decree of the Connecticut State Court of Probate, Region # 22, in case number PC-236D from the Richard D. Buckley Trust U/W Art., Third B. This gift to the Trustees of THE FAHNOE FAMILY TRUST is a gift by ERIC DIMES FAHNOE for the benefit of both ERIC DIMES FAHNOE and his spouse MICHELLE FAHNOE, subject to the requirement that the Federal Communications Commission approves the transfer of stock to ERIC DIMES FAHNOE & MICHELLE FAHNOE, TRUSTEES OF THE FAHNOE FAMILY TRUST; and is part of the Transferor's estate plan for his family.

Subject to the prior approval of the F.C.C. for this transfer, ERIC DIMES FAHNOE, hereby directs transfer by the Secretary of DIMES MEDIA CORPORATION of the said 250 shares of the

Common Stock in said corporation that he is scheduled to inherit from the Richard D. Buckley Trust on the books and records of said corporation, and issuance of a new certificate to ERIC DIMES FAHNOE & MICHELLE FAHNOE, TRUSTEES OF THE FAHNOE FAMILY TRUST, established on January 18, 2024, of those shares. And, the Secretary of said Corporation is hereby directed by the Transferor, if required by California law, to obtain consent or notice of exemption from the California Financial Protection and Innovation Commissioner for said Transfer.

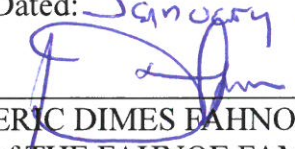
Dated: January 26, 2024

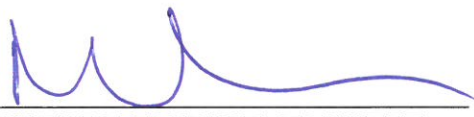

ERIC DIMES FAHNOE

ACCEPTANCE OF GIFT OF STOCK

ERIC DIMES FAHNOE & MICHELLE FAHNOE, TRUSTEES OF THE FAHNOE FAMILY TRUST, established January 18, 2024, now give notice that they accept receipt of TWO HUNDRED FIFTY [250] shares of Common Stock of DIMES MEDIA CORPORATION, a California Corporation from ERIC DIMES FAHNOE, subject to approval of said gift transfer set forth above, subject to approval of said Transfer by the United States Federal Communications Commission.

Dated: January 26, 2024


ERIC DIMES FAHNOE, TRUSTEE
of THE FAHNOE FAMILY TRUST,
established on January 18, 2024.


MICHELLE FAHNOE, TRUSTEE
of THE FAHNOE FAMILY TRUST,
established on January 18, 2024.

ACKNOWLEDGMENT

Cal.Civ.Code § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of San Luis Obispo)

On Jan 26, 2024, before me, Dina Perry, Notary Public
(insert name and title of the officer)

personally appeared **ERIC DIMES FAHNOE & MICHELLE FAHNOE**,

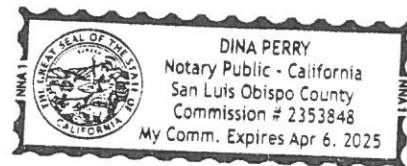
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

Dina Perry
Signature

(Seal)



ACKNOWLEDGMENT

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State of California
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On Jan 26, 2024, before me, Dina Perry, Notary Public
(insert name and title of the officer)

personally appeared **ERIC DIMES FAHNOE**,

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

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Witness my hand and official seal.

Dina Perry
Signature

(Seal)

