

THE WSEE TELEVISION 1996 TRUST
AGREEMENT FOR RESIGNATION OF JAMES L. WINSTON AS TRUSTEE

WHEREAS, JAMES L. WINSTON as Settlor, executed a certain Trust Agreement dated the 17th day of August, 1996, and known as "The WSEE Television 1996 Trust"; and

WHEREAS, JAMES L. WINSTON is the sole initial Trustee of said Trust; and

WHEREAS, paragraph ELEVENTH(C) of said Trust, JAMES L. WINSTON appointed WILLIAM MUSTARD as Independent co-Trustee, by instrument dated the 25th day of April, 2001; and

WHEREAS, JAMES L. WINSTON and WILLIAM MUSTARD are currently the Trustees of said Trust; and

WHEREAS, paragraph TWELFTH (D) of said Trust Agreement provides that "Any Trustee at any time in office hereunder may resign by mailing or delivering a written notice of resignation, signed and acknowledged, to the other Trustee...Such resignation shall take effect upon the date specified in such notice, not less than thirty (30) days after such mailing or delivery...."

NOW, THEREFORE, JAMES L. WINSTON, hereby agrees to resign as Trustee of The WSEE Television 1996 Trust, dated the 17th day of August, 1996, upon grant of approval by the Federal Communications Commission for the transfer of control of the license of television station WSEE, Channel 35, Erie, Pennsylvania from JAMES L. WINSTON to WILLIAM MUSTARD.

Signed this 25th day of April, 2001.

JAMES L. WINSTON, Trustee

Acknowledged and agreed:

WILLIAM MUSTARD

April 26, 2001
DATE

DISTRICT OF COLUMBIA

_____, 2001

Then personally appeared the above-named JAMES L. WINSTON, as Trustee of The WSEE Television 1996 Trust, to me known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same in said capacity.

Notary Public
My commission expires:

