

***Robert and Anne Smith
Trust Agreement***

November 13, 1990

***Second Amendment to
Second Amended and Restated Trust Agreement***

Dated: October 7, 2003

***Settlors: Robert N. Smith
Anne Smith***

Trustee: Robert N. Smith

**SECOND AMENDMENT TO
SECOND AMENDED AND RESTATED TRUST AGREEMENT**

SECOND AMENDMENT TO SECOND AMENDED AND RESTATED TRUST AGREEMENT made and entered into this 7th day of October, 2003, by and between ROBERT N. SMITH (referred to as "**BOB**"), as a Settlor (referred to as a "**Settlor**"), ANNE SMITH (referred to as "**ANNE**") as a Settlor (referred to as a **Settlor**"), and BOB, as Trustee (referred to as the "**Trustee**").

ACKNOWLEDGMENTS

A. On November 13, 1990, BOB entered into a Trust Agreement (referred to as the "**Trust Agreement**") with the Trustee, reserving the right to amend the Trust Agreement.

B. On June 14, 1997, and January 19, 1999, BOB amended the Trust Agreement; on February 1, 2002 and on November 19, 2002, BOB and ANNE as joint Settlers amended and restated the Trust Agreement; and on June 11, 2003, BOB and ANNE further amended the Trust Agreement.

C. BOB and ANNE desire to further amend the Trust Agreement.

AMENDMENT

I.

Section 4A of the Trust Agreement is amended to read as follows:

4A Order of Succession.

If BOB dies or cannot or will not act as Trustee of any trust under this Trust Agreement (other than the Family Foundation and ANNE's Trust), BOB shall be replaced as Trustee of such trust by ANNE, LESLIE GOLDMAN, and WILLIAM REYNER, acting as Co-Trustees. If BOB dies or cannot or will not act as Trustee of ANNE's Trust, BOB shall be replaced as

Trustee of such trust by ANNE, LESLIE GOLDMAN, and SUZY FARBMAN, acting as Co-Trustees. If ANNE, LESLIE GOLDMAN, or SUZY FARBMAN dies or cannot or will not act as Trustee of ANNE's Trust, she or he shall be replaced by WILLIAM REYNER. If ANNE, LESLIE GOLDMAN, or WILLIAM REYNER dies or cannot or will not act as Trustee of a Trust other than ANNE's Trust, she or he shall be replaced as Trustee of such trust by MARVIN SHWEDEL. BOB or ANNE while he or she is a Trustee or, if neither BOB nor ANNE is acting as a Trustee, the other Trustees may designate one or more additional Trustees to serve as Co-Trustees of any trust under this Trust Agreement by written notice delivered to the designated Trustee. BOB or ANNE while he or she is a Trustee or, if neither BOB nor ANNE is acting as a Trustee, the other Trustees may designate one or more successor Trustees of any trust under this Trust Agreement by written notice delivered to the designated successor Trustee, which notice shall specify the commencement date of such appointment and which appointment may be rescinded by whichever of ANNE or the Trustees appointed such successor Trustee prior to such commencement date by written notice delivered to the designated successor Trustee. The appointment of a Co-Trustee or a successor Trustee of any trust under this Trust Agreement pursuant to designation by the Trustee shall not be effective until the effective date specified in such written notice if any date is so specified. The appointment of a Trustee of any trust under this Trust Agreement shall be effective when such Trustee signs an acceptance of trust. Notice of the appointment of a Trustee of any trust under this Trust Agreement shall be given to each adult current beneficiary of such trust.

II.

Section 6 of the Trust Agreement is amended to read as follows:

6. *Special Trustees.*

If BOB dies or is unable or unwilling to act as Trustee of any trust under this Trust Agreement, the Special Trustees for such trust shall be MICHAEL and JENNIFER. The Special Trustees shall be empowered to vote any stock or exercise any voting rights held by a trust with respect to any corporation, partnership, limited liability company or venture held by such trust which is engaged in the media business (including, without limitation, Smith Broadcasting of New York, Inc., Smith Television Investment Company and Smith Broadcasting Group, Inc.).

Said power shall be exercised with the other Trustees with each of the Trustees and Special Trustees having one vote (so that if there are three Trustees and two Special Trustees, there will be five votes). The appointment of a Special Trustee of any trust under this Trust Agreement shall be effective when such Special Trustee signs an acceptance of trust.

WITNESSES:

Charles Nida
Charles Nida

Carolyn McCarthy
CAROLYN McCarthy

Charles Nida
Charles Nida

Carolyn McCarthy
CAROLYN McCarthy

Robert N. Smith
ROBERT N. SMITH,

as a Settlor and as the Trustee,

Anne F. Smith
ANNE SMITH,

as a Settlor.

STATE OF MICHIGAN)

) ss

COUNTY OF OAKLAND)

On October 7, 2003, before me, CAROLYN MCCARTHY, a notary public in and for said County and State, personally appeared ROBERT N. SMITH and ANNE SMITH, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose name are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacity, and that by their signatures on the instrument they personally executed the instrument.

Carolyn McCarthy
Notary Public, Oakland County, MI
My Commission Expires: 08-08-05