

EXHIBITS 10 and 13

DESCRIPTION OF *PRO FORMA* TRANSFER OF CONTROL

This application, filed within a set of four (4) applications, requests Commission consent to a *pro forma* transfer of control of Magic Broadcasting LLC (“Magic Parent”), which is the sole member of the following entities holding broadcast licenses:

Magic Broadcasting Florida Licensing, LLC
Magic Broadcasting Alabama Licensing, LLC
KDAY Licensing, LLC
KDAI Licensing, LLC

The *pro forma* transfer of control for which consent is requested in this application is the second of two transfers of control arising from the death of Mr. K. Earl Durden, father of Mr. Michael E. Durden, on April 25, 2010. Prior to his death, Mr. K. Earl Durden held a fifty percent (50%) voting interest in Durden Enterprises II, Inc. (“DEII”), which holds a sixty percent (60%) voting interest in Magic Parent. The remaining fifty percent (50%) voting interest in DEII is held by the MED 1983 Trust (“Trust”). Mr. Michael E. Durden, as Trustee of the MED 1983 Trust, votes its DEII shares, and he is the Trust’s sole beneficiary.

The first transfer of control arising from the death of the elder Mr. Durden was the subject of involuntary transfer of control applications that were filed on June 11, 2010, and granted on July 21, 2010.¹ Under this involuntary transfer of control, Mr. Michael E. Durden, in his capacity as the personal representative to his father’s estate, acquired the right to vote the 50% of the DEII voting shares formerly owned by his father (the “Earl Durden Shares”). That change gave Mr. Michael E. Durden 100% voting power over DEII, because as the trustee of the Trust Mr. Michael E. Durden already had the power to vote the remaining 50%.

In this application, the FCC’s consent is requested to transfer the Earl Durden Shares from Mr. Michael E. Durden in his capacity as personal representative to Mr. Michael E. Durden personally, in connection with the winding up of the elder Mr. Durden’s estate.² Following this transfer, Mr. Michael E. Durden’s 100% voting control of DEII would no longer be split between shares voted by him as personal representative and shares voted by him personally (through the Trust).

¹ FCC File Nos. BTCH-20100611AGQ, BTCH-20100611AGH, BTCH-20100611AFH, and BTCH-20100611AGC.

² The transfer would be implemented pursuant to letters of administration issued by the probate court to Mr. Michael E. Durden. A copy of the letters of administration was filed as Attachment 5 to the involuntary transfer of control applications (*see n. 1, above*) and is hereby incorporated by reference.

The proposed transfer of control is *pro forma*, because the Commission already passed on Mr. Michael E. Durden's qualifications in a long form application in which he acquired negative control.³ The Commission has held that "consent to a transaction involving a 50% stock transfer whereby an existing stockholder with negative (50%) control acquires positive control, is allowed to be filed for on a Form 316."⁴

³ FCC File Nos. BTCH-20090130ASB, BTCH-20090130ASJ, BTCH-20090130ARB, and BTCH-20090130ARN.

⁴ *In Re Application of Barnes Enterprises, Inc., Stockton, Calif. for Voluntary Relinquishment of Negative Control of Barnes Enterprises, Inc., Licensee of Standard Broadcast Station KWG, Stockton, Calif.*, FCC-1077, 55 F.C.C.2d 721 (1975), at n.4.