

EXHIBIT "A"

PLAN OF CONVERSION BY UNANIMOUS WRITTEN CONSENT

The undersigned, being all of the partners of EVANSVILLE LOW POWER PARTNERSHIP (the "Converting Entity"), hereby adopts the following Plan of Conversion by unanimous written consent:

RESOLVED, the partners of the Converting Entity deem it advisable that the Converting Entity be converted to a limited liability company (the "Surviving Entity") under the laws of the State of Indiana in the manner provided for pursuant to I.C. 23-1-38.5-11.

RESOLVED FURTHER, the undersigned, being all the members of the Converting Entity, hereby adopt the following terms constituting the Plan of Conversion:

1. **Converting Entity.** The name of the Converting Entity is "EVANSVILLE LOW POWER PARTNERSHIP" which is an Indiana general partnership.
2. **Name and Type of the Surviving Entity.** The name of the Surviving Entity is "THREE SISTERS BROADCASTING, LLC." which shall be an Indiana limited liability company.
3. **Principal Office of the Surviving Entity.** The place in the State of Indiana where the principal office of the Surviving Entity is to be located is 300 S.E. Riverside Drive, Suite 100, Evansville, Indiana 47713.
4. **Purpose of Surviving Entity.** The purpose of the Surviving Entity is to engage, as a corporation, in any lawful act or activity for which a corporation may be formed under the laws of the State of Indiana.
5. **Terms and Conditions of Conversion.** The partnership interests in the Converting Entity are held as follows:

Dunn Family, L.P.	49%
Dunn Broadcasting Company	51%

The Surviving Entity shall have 100 Membership Units which it will issue to:

Dunn Family, L.P.	49 units
Dunn Broadcasting Company	51 units

in exchange for his membership interests in the Converting Entity.

6. **Name and Address of Resident Agent.** John M. Dunn, of 300 S.E. Riverside Drive, Suite 100, Evansville, Indiana 47713, shall be, and is hereby, appointed as the registered agent of the Surviving Entity on whom process, tax notices, and demands against said Surviving Entity may be served.
7. **Mode of Effecting Conversion.** The mode of carrying the conversion into effect, and the manner and basis for converting the partnership interests of the Converting Entity into shares of the Surviving Entity, shall be as follows:

Contemporaneously upon conversion, the partners of the Converting Entity shall each surrender their partnership interests to the Surviving Entity. Upon surrender of such partnership interests, the Surviving Entity shall issue to the respective holder thereof, in substitution therefor, partnership interests of the Surviving Entity.

8. **Reporting of Assets at Book Value in Accounts of Surviving Entity; Pooling of Interests.** The assets of the Converting Entity shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the conversion. The aggregate stated capital, capital surplus, and earned surplus of the Converting Entity shall be the stated capital, capital surplus, and earned surplus of the Surviving Entity.
9. **Articles of Incorporation.** The attached "Articles of Organization", which are incorporated by reference herein and made a part hereof, shall constitute the text, as in effect immediately after the consummation of the conversion, of the organic documents of the Surviving Entity.
10. **Effective Date of Plan.** This Plan shall become effective on the effective date of filing of the Articles of Conversion with the office of the Secretary of State of Indiana.

IN WITNESS WHEREOF, the partners of EVANSVILLE LOW POWER PARTNERSHIP have caused this plan to be adopted and approved on behalf of said company as evidenced by his respective signature hereto this _____ day of _____, 2015.

DUNN FAMILY, L.P.

By: _____

Printed Name: _____

Its: _____

DUNN BROADCASTING COMPANY

By: _____

Printed Name: _____

Its: _____

Exhibit B

Articles of Organization