

**AGREEMENTS**

Following usual and customary Commission practices, this application is required since a member of a limited liability company, which indirectly owns television stations, is seeking to change its status from nonattributable to attributable, voting, notwithstanding the fact that the member's interest will remain at 11.98%.

Specifically, Halyard Capital Fund, L.P. ("Halyard") is the LLC member which is seeking to convert its current 11.98% nonattributable interest in North Dakota Holdings, L.L.C. ("ND Holdings") into an attributable, voting interest. For that reason, the application is styled as a *pro forma* transfer of control, and Halyard is named as the proposed transferee in the application.

This application is being filed pursuant to the exercise by Halyard of its rights under the ND Holdings limited liability company agreement to convert its current 11.98% nonattributable, nonvoting membership interest in ND Holdings into an attributable, voting interest subject to prior FCC approval. The ND Holdings LLC agreement is currently on file with the Commission. There are no other agreements for the transfer of the stations specified herein. The application will be placed promptly in each station's public inspection file following the filing of this application.