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Changes in Interest

The majority, controlling owner of Rocky Mountain Broadcasting Company (“Rocky Mountain”), the permittee of commercial digital television station KMTF (TV), Channel 29, Helena, Montana, is Uhlmann/Latshaw Broadcasting, LLC (“Uhlmann/Latshaw”), whose equal members are The Uhlmann Company (“Uhlman Company”) and Latshaw Enterprises, Inc. (“Latshaw Enterprises”)¹. This transfer of control seeks FCC approval for Uhlmann Company to purchase all of the membership interests in Uhlmann/Latshaw owned by Latshaw Enterprises, such that Uhlmann Company would own 100% of Uhlmann/Latshaw, and for various other prior transactions, described below. Uhlmann Company’s acquisition of the Latshaw Enterprises interest is memorialized in the August 23, 2012 Purchase and Sale of Membership Interest Agreement (“August 23, 2012 Agreement”), between Uhlmann Company and Latshaw Enterprises, a copy of which is included in this application at Exhibit 5.

Detailed information of the pre- and post-transfer attributable interest holders with respect to the buyout of Latshaw Enterprises is set forth in the chart at the end of this exhibit. First, however, is an explanation of material prior transactions occurring between 2007 and 2012 relating to the ownership of Latshaw Enterprises and Uhlmann Company.

As to Latshaw Enterprises, the changes between 2007 and 2012 involved The John Latshaw Trust Dated January 22, 1993, (“Latshaw Trust”) a recent 45% equity and 64% voting shareholder of Latshaw Enterprises, with John Latshaw as the settlor and initial trustee, and were related to John Latshaw’s ill health and subsequent death. Then in October of 2013, Latshaw Enterprises initiated dissolution proceedings. Changes as to the Latshaw Trust began On July 30, 2007, when the Trust was amended to add its first co-trustee, Country Club Trust Company (“Country Club”). On November 29, 2009, the Trust was further amended to designate a Business Advisory Board responsible for making decisions as to the Trust’s shares of Latshaw Enterprises. This Board initially consisted of John Latshaw, Country Club Trust Company, and Latshaw Enterprises President and Director Michael Bukaty. In March of 2010, John Latshaw was declared incapacitated, and on July 10, 2011 he passed away. His incapacitation resulted in his membership on the Advisory Board being transferred jointly to his two daughters, Elizabeth and Constance Latshaw, who were also beneficiaries of The John Latshaw Trust. On July 13, 2012, the Business Advisory Board ceased to exist, returning all shareholder decision-making authority to Country Club as trustee. The Plan of Dissolution of Latshaw Enterprises was approved by the Shareholders and Board of Directors on September 20, 2013, and transferred authority for winding up the affairs of the corporation to the Board. Latshaw Enterprises filed its Certificate of Dissolution with the State of Delaware on October 1, 2013. Item 1, below, gives transferor and transferee information for each of these five transfer events.

1. John Latshaw Trust Dated January 22, 1993:

A. July 30, 2007 Amendment of Trust:

Transferor:

¹ Latshaw Enterprises, Inc., filed its Certificate of Dissolution with the State of Delaware on October 1, 2013.

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John Latshaw, Trustee (Current Contact Rep: Country Club Trust Company; see below)
John Latshaw Trust Dated 1/22/93
5049 Wornall Road, Unit 2c
Kansas City, MO 64112

Transferees:

John Latshaw, Co-Trustee (Current Contact Rep: Country Club Trust Company; see below)
John Latshaw Trust Dated 1/22/93
5049 Wornall Road, Unit 2c
Kansas City, MO 64112

Country Club Trust Company, Co-Trustee
John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

B. November 29, 2009 Amendment of Trust:

Transferors:

John Latshaw, Co-Trustee (Current Contact Rep: Country Club Trust Company; see below)
John Latshaw Trust Dated 1/22/93
c/o Country Club Trust Company
Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Country Club Trust Company, Co-Trustee
John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Transferees:

John Latshaw, Co-Trustee & Member, Business Advisory Board (Current Contact Rep: Country Club Trust Company; see below)

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John Latshaw Trust Dated 1/22/93
c/o Country Club Trust Company
Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Country Club Trust Company, Co-Trustee
Member, Business Advisory Board
John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Michael Bukaty, Member, Business Advisory Board
John Latshaw Trust Dated 1/22/93
223 N. Lancaster Court
Wichita, KS 67230
(316) 942-7266
mike.bukaty@wesconproducts.com

C. March 2010 Incapacitation of John Latshaw:

Transferors:

John Latshaw, Co-Trustee & Member, Business Advisory Board (Current Contact Rep: Country Club Trust Company; see below)
John Latshaw Trust Dated 1/22/93
c/o Country Club Trust Company
Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Country Club Trust Company, Co-Trustee
Member, Business Advisory Board
John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217

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twallingford@countryclubtrust.com

Michael Bukaty, Member, Business Advisory Board
John Latshaw Trust Dated 1/22/93
223 N. Lancaster Court
Wichita, KS 67230
(316) 942-7266
mike.bukaty@wesconproducts.com

Transferees:

Country Club Trust Company, Trustee
Member, Business Advisory Board
John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Michael Bukaty, Member, Business Advisory Board
John Latshaw Trust Dated 1/22/93
223 N. Lancaster Court
Wichita, KS 67230
(316) 942-7266
mike.bukaty@wesconproducts.com

Elizabeth Latshaw, Member
Business Advisory Board
John Latshaw Trust Dated 1/22/93
4500 Gulf Shore Blvd. North # 121
Naples, FL 34103
ea_latshaw@mac.com

Lady Constance Latshaw
66 Eaton Place Flat
1 London, England SW1X8AT
constance.h.latshaw@gmail.com

D. July 13, 2012 Termination of Business Advisory Board:

Transferors:

Country Club Trust Company, Trustee
Member, Business Advisory Board

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John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Michael Bukaty, Member, Business Advisory Board
John Latshaw Trust Dated 1/22/93
223 N. Lancaster Court
Wichita, KS 67230
(316) 942-7266
mike.bukaty@wesconproducts.com

Elizabeth Latshaw, Member
Business Advisory Board
John Latshaw Trust Dated 1/22/93
4500 Gulf Shore Blvd. North # 121
Naples, FL 34103
ea_latshaw@mac.com

Lady Constance Latshaw
66 Eaton Place Flat
1 London, England SW1X8AT
constance.h.latshaw@gmail.com

Transferee:

Country Club Trust Company, Trustee
John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

E. October 1, 2013 Filing of Certificate of Dissolution:

Transferor:

Country Club Trust Company, Trustee
Member, Business Advisory Board
John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889

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Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Transferees:

Country Club Trust Company, Trustee
John Latshaw Trust Dated 1/22/93
c/o Tom Wallingford, President
PO Box 410889
Kansas City, MO 64141
(816) 751-4217
twallingford@countryclubtrust.com

Charles W. Schellhorn
6408 Aberdeen
Mission Hills, KS 66208
(816) 994-8650
cws1016@aol.com

Robert Druten
116 W. 47th St., Ste 211
Kansas City, MO 64112
(816) 994-8650
bbdrtn@yahoo.com

As to Uhlmann Company, certain prior transactions were triggered by the August 21, 2009 death of John W. Uhlmann and involved the John W. Uhlmann Trust A Under Trust Indenture dated March 23, 1989, a current 0% equity and voting shareholder of the Uhlmann Company, with John W. Uhlmann as the settlor and initial trustee. Patricia W. Uhlmann, John Uhlmann's widow, was the initial trustee following her husband's death, and on June 1, 2011 she resigned in favor of Jon A. Blongewicz, Esq. On August 31, 2011, at the end of a two-year period following Mr. Uhlmann's death, the qualification of the Trust to hold shares in Uhlmann Company ceased, resulting in the automatic redemption of those shares. (The Kansas State Court approval of this redemption is attached at Exhibit 6.) Item 2, below, gives transferor and transferee information for each of these three events.

2. John W. Uhlmann Trust A Under Trust Indenture dated 3/23/89:

A. Aug 21, 2009 Death of John W. Uhlmann:

Transferor:

John W. Uhlmann, Trustee (Current Contact Rep: Jon A. Blongewicz, Esq.; see below)
John W. Uhlmann Trust A Under Trust Indenture dated 3/23/89
8221 Nall
Shawnee Mission, KS 66208

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Transferee:

Patricia W. Uhlmann, Trustee (Contact Rep: Stan Cyphers; see below)
John W. Uhlmann Trust A Under Trust Indenture dated 3/23/89
8221 Nall
Shawnee Mission, KS 66208

B. June 1, 2011 Resignation of Patricia Uhlmann, Trustee:

Transferor:

Patricia W. Uhlmann, Trustee (Contact Rep: Stan Cyphers; see below)
John W. Uhlmann Trust A Under Trust Indenture dated 3/23/89
8221 Nall
Shawnee Mission, KS 66208

Transferee:

Jon A. Blongewicz, Trustee
John W. Uhlmann Trust A Under Trust Indenture dated 3/23/89
11150 Overbrook Rd., Suite 350
Leawood, KS 66211
(913) 661-9614
info@jonblongewiczlaw.com

C. August 31, 2011 Termination of Qualification of John w. Uhlmann Trust A Under Trust Indenture dated 3/23/89 and Automatic Redemption of Trust's Shares

Transferor:

Jon A. Blongewicz, Trustee
John W. Uhlmann Trust A Under Trust Indenture dated 3/23/89
11150 Overbrook Rd., Suite 350
Leawood, KS 66211
(913) 661-9614
info@jonblongewiczlaw.com

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Transferee:

The Uhlmann Company
c/o Stan Cyphers, VP-Finance & Treas.
1009 Central Street
Kansas City, MO 64106
(816) 221-8200
cyphers@uhlmann.com

An additional prior transaction involving the Uhlmann Company occurred as a result of the 2012 retirement of 29% Shareholder Robert Uhlmann, one of three shareholders in Uhlmann Company, leaving Paul Uhlmann, Jr., and Paul Uhlmann, III as the shareholder. This transfer took place pursuant to the October 9, 2012 Stock Redemption Agreement between Uhlmann Company and Robert Uhlmann, a copy of which is included with this application at Exhibit 5. Item 3, below, gives transferor and transferee information for this event.

3. Redemption of Shares Owned by Robert Uhlmann

Transferor:

Robert Uhlmann
Trustee under Robert Uhlmann Revocable Trust Indenture, dated 9/7/88
100 Horsetail Road
Bozeman, MT 59715

Transferees:

Paul Uhlmann III
Trustee of the Paul Uhlmann III Revocable Trust, under trust indenture dated 7/25/91
1011 Greenway Terrace
Kansas City, MO 64113

Paul Uhlmann, Jr.
Trustee under the Paul Uhlmann, Jr. Trust Agreement dated 10/23/91
1011 Greenway Terrace
Kansas City, MO 64113

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Upon consummation of the transfer outlined in the August 23, 2012 Agreement, the attributable interest holders of Latshaw Enterprises, Inc., will hold no attributable interests in Uhlmann/Latshaw or its subsidiary licensee, Rocky Mountain. Treating all of the transactions described in items 1, 2 & 3, above as consummated, the pre-transfer and post-transfer attributable interest holders as a result of Uhlmann Company's buyout of Latshaw Enterprises are set forth in the chart beginning on the following page.

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Pre-Transfer Attributable Interest Holders:

Name and Address of Pre-Transfer Attributable Interest Holders	Citizenship	Positional Interest	% of Votes	% of Total Assets
I. ROCKY MOUNTAIN BROADCASTING CO. ("Rocky Mountain") 455 Capitol Mall, Suite 210 Sacramento, CA 95814	Nevada	Licensee	N/A	N/A
A. Paul Uhlmann, III 3516 West 64 th Street Shawnee Mission, KS 66208	USA	President and Director	0	0
B. Stan Cyphers 5546 Fairway Road Shawnee Mission, KS 66205	USA	Exec. VP, Secretary & Treasurer, Director	0	0
C. Suzanne E. Rogers 1125 11 th Avenue Sacramento, CA 95818	USA	VP - Operations Director	0	0
D. Brian J. Plant 1125 11 th Avenue Sacramento, CA 95818	USA	Asst. VP - Operations	0	0
E. Uhlmann/Latshaw Broadcasting, LLC 1009 Central Kansas City, MO 64105-1619	Missouri	Controlling Shareholder of Rocky Mountain Broadcasting Company	51	51
II. <u>Uhlmann/Latshaw Broadcasting, LLC</u> ("Uhlmann/Latshaw;" 51% Shareholder of Rocky Mountain)	Missouri	N/A	N/A	N/A
A. Paul Uhlmann, III 3617 West 64 th St. Shawnee Mission, KS 66208	USA	Manager	0	0
B. Stan Cyphers 5546 Fairway Road Shawnee Mission, KS 66205	USA	Manager	0	0
C. Latshaw Enterprises, Inc. 4900 Main Street, #950 Kansas City, MO 64112	Delaware	Member of Uhlmann/Latshaw Broadcasting, LLC	50	50
D. The Uhlmann Company 1009 Central Kansas City, MO 64105	Delaware	Member of Uhlmann/Latshaw Broadcasting, LLC	50	50

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Pre-Transfer Attributable Interest Holders (continued):

Name and Address of Pre-Transfer Attributable Interest Holders	Citizenship	Positional Interest	% of Votes	% of Total Assets
III. <u>LATSHAW ENTERPRISES, INC. (In Dissolution)</u> ("Latshaw Enterprises; 50% Member of Uhlmann/Latshaw)	Missouri	N/A	N/A	N/A
A. John Latshaw Trust Dated 1/22/93 c/o Country Club Trust Company Tom Wallingford, President PO Box 410889 Kansas City, MO 64141	Missouri	Equity Holder	0	45
B. Charles W. Schellhorn 6408 Aberdeen Mission Hills, KS 66208	USA	President and Secretary; Director	0	0
C. Robert Druten 116 W. 47 th St., Ste 211 Kansas City, MO 64112	USA	Vice President and Assistant Secretary; Director	0	0
IV. <u>JOHN LATSHAW TRUST DATED 1/22/93</u> ("Latshaw Trust;" 45% Owner of Latshaw Enterprises, In Dissolution)	Missouri	N/A	100	0
A. Country Club Trust Company c/o Tom Wallingford, President P.O. Box 410889 Kansas City, MO 64141	Missouri	Trustee, John Latshaw Trust Dated 1/22/93 ("Latshaw Trust")	N/A	N/A
V. <u>COUNTRY CLUB TRUST COMPANY</u> (Trustee of Latshaw Trust)	Missouri	N/A	100	0
A. Richard A. Caspermeyer 9400 Mission Road Prairie Village, KS 66206	USA	President, Director	0	0
B. Dean A. Lanier 9400 Mission Road Prairie Village, KS 66206	USA	Exec. Vice President, Secretary, Director	0	0
C. Thomas A. Wallingford 9400 Mission Road Prairie Village, KS 66206	USA	Exec. Vice President	0	0
D. Byron G. Thompson 9400 Mission Road Prairie Village, KS 66206	USA	Director	0	0
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Pre-Transfer Attributable Interest Holders (continued):

Name and Address of Pre-Transfer Attributable Interest Holders	Citizenship	Positional Interest	% of Votes	% of Total Assets
V. <u>COUNTRY CLUB TRUST COMPANY</u> (continued)				
E. Mark C. Thompson 9400 Mission Road Prairie Village, KS 66206	USA	Chairman of the Board	0	0
F. Paul C. Thompson 9400 Mission Road Prairie Village, KS 66206	USA	Director	0	0
G. Timothy J. Thompson 9400 Mission Road Prairie Village, KS 66206	USA	General Counsel, Director	0	0
H. Mary O'Conner 9400 Mission Road Prairie Village, KS 66206	USA	Director	0	0
I. James L. Cole 9400 Mission Road Prairie Village, KS 66206	USA	Vice Chairman of the Board, CEO	0	0
J. Dwayne K. White 9400 Mission Road Prairie Village, KS 66206	USA	Exec. Vice President	0	0
K. William Koehler 9400 Mission Road Prairie Village, KS 66206	USA	Vice Chairman of the Board, Director	0	0
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Pre-Transfer Attributable Interest Holders (continued):

Name and Address of Pre-Transfer Attributable Interest Holders	Citizenship	Positional Interest	% of Votes	% of Total Assets
VI. <u>THE UHLMANN COMPANY</u> ("Uhlmann Company;" 50% Member of Uhlmann/Latshaw)	Missouri	N/A	N/A	N/A
A. Paul Uhlmann, Jr. 1011 Greenway Terrace Kansas City, MO 64113	USA	Director	0	0
B. Paul Uhlmann, III 3617 West 64 th Street Shawnee Mission, KS 66208	USA	President, CEO & Secretary/Director	0	0
C. Stan Cyphers 5546 Fairway Road Shawnee Mission, KS 66205	USA	VP-Finance & Treas.	0	0
D. Paul Uhlmann III, Trustee of the Paul Uhlmann III Revocable Trust, under trust indenture dated 7/25/91 1011 Greenway Terrace Kansas City, MO 64113	USA	Shareholder	66	64
E. Paul Uhlmann, Jr., Trustee under the Paul Uhlmann, Jr. Trust Agreement dated 10/23/91 1011 Greenway Terrace Kansas City, MO 64113	USA	Shareholder	34	27

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The following current interest holders, who will become the sole attributable interest holders upon consummation of the transfer of control, are set forth below and on the following page with their post-transfer positions and ownership interests.

Post-Transfer Attributable Interest Holders:

Name and Address of Post-Transfer Attributable Interest Holders	Citizenship	Positional Interest	% of Votes	% of Total Assets
I. ROCKY MOUNTAIN BROADCASTING Co. 455 Capitol Mall, Suite 210 Sacramento, CA 95814	Nevada	Licensee	N/A	N/A
A. Paul Uhlmann, III 3516 West 64 th Street Shawnee Mission, KS 66208	USA	President and Director	0	0
B. Stan Cyphers 5546 Fairway Road Shawnee Mission, KS 66205	USA	Exec. VP, Secretary & Treasurer, Director	0	0
C. Suzanne E. Rogers 1125 11 th Avenue Sacramento, CA 95818	USA	VP - Operations Director	0	0
D. Brian J. Plant 1125 11 th Avenue Sacramento, CA 95818	USA	Asst. VP - Operations	0	0
E. Uhlmann/Latshaw Broadcasting, LLC 1009 Central Kansas City, MO 64105-1619	Missouri	Controlling Shareholder of Rocky Mountain Broadcasting Company	51	51
<u>II. Uhlmann/Latshaw Broadcasting, LLC</u> ("Uhlmann/Latshaw;" 51% Shareholder of Rocky Mountain)	Missouri	NA	NA	NA
A. Paul Uhlmann, III 3617 West 64 th St. Shawnee Mission, KS 66208	USA	Manager	0	0
B. Stan Cyphers 5546 Fairway Road Shawnee Mission, KS 66205	USA	Manager	0	0
C. The Uhlmann Company 1009 Central Kansas City, MO 64105	Delaware	Member of Uhlmann/Latshaw Broadcasting LLC	100	100

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Post-Transfer Attributable Interest Holders (continued):

Name and Address of Post-Transfer Attributable Interest Holders	Citizenship	Positional Interest	% of Votes	% of Total Assets
III. <u>THE UHLMANN COMPANY</u> ("Uhlmann Company;" 100% Member of Uhlmann/Latshaw)	Missouri	N/A	N/A	N/A
A. Paul Uhlmann, Jr. 1011 Greenway Terrace Kansas City, MO 64113	USA	Director	0	0
B. Paul Uhlmann, III 3617 West 64 th Street Shawnee Mission, KS 66208	USA	President, CEO & Secretary/Director	0	0
C. Stan Cyphers 5546 Fairway Road Shawnee Mission, KS 66205	USA	VP-Finance & Treas.	0	0
D. Paul Uhlmann III, Trustee of the Paul Uhlmann III Revocable Trust, under trust indenture dated 7/25/91 1011 Greenway Terrace Kansas City, MO 64113	USA	Shareholder	66	64
E. Paul Uhlmann, Jr., Trustee under the Paul Uhlmann, Jr. Trust Agreement dated 10/23/91 1011 Greenway Terrace Kansas City, MO 64113	USA	Shareholder	34	27