

**MEMORANDUM OF  
TOWER LICENSE AGREEMENT**

SINCLAIR COMMUNICATIONS, LLC d/b/a WSBT-TV (“LICENSOR”) and GRAY MEDIA GROUP, INC. (“LICENSEE”) have entered into a TOWER LEASE AGREEMENT (“Agreement”) as of May 1, 2023.

The Agreement includes the attached Exhibit to this Memorandum.

[SEE ATTACHMENT ON NEXT PAGE]

**EXHIBIT C**

**SPECIAL PROVISIONS TO AGREEMENT**

1. **Additional Services.** As part of this Agreement, Licensor will provide the following additional services to Licensee at no cost to Licensee:
  - (a) Maintenance of a common antenna and common transmission lines between Licensor and Licensee;
  - (b) Handling the sourcing Licensee's pass-through channels;
  - (c) Downlinking DTV subchannels;
  - (d) Putting Emergency Alert System (EAS) information into Licensee's feed; and
  - (e) Monitoring Licensee's feeds, transmitters, and on-air broadcast stream for any issues.

The services above shall at all times be performed in accordance with FCC rules, and in no event shall the services include any sales or programming related services. Notwithstanding any other provision to the contrary herein, one or all of the services may be terminated by either party in the event (i) the services are no longer needed as a result of the market's transition to ATSC 3.0 or (ii) Licensee's station is no longer a pass-through station.