



January 21, 2016

# MEMORANDUM OF UNDERSTANDING

1. WYRS Broadcasting ("WYRS") owns a Federal Communications Commission ("FCC") authorized Construction Permit for FM Translator W237CM on Channel 273, licensed to Clayton, NJ (the "Translator") that it wishes to transfer to Charles Loughery ("Loughery").
2. Loughery in turn wishes to transfer and sell the Translator to Aztec Capital Partners, Inc. ("Aztec") for the sum of \$10,000.
3. The transfer requires the prior consent of the FCC. The parties agree to immediately work together to complete the FCC assignment agreements for both transfers, preferably filing for the assignment on one FCC application which seeks the FCC's consent to assign the Translator from WYRS to Loughery and then to Aztec in concurrent closings on the same day. The closings shall occur on the date that is five (5) business days after the FCC has published Public Notice of its consent to the transactions in its FCC Daily Digest.
4. The parties understand and agree that Aztec is purchasing the Translator for its modification application with Federal Communications Commission under the FCC translator Window which is scheduled to open January 29, 2016 (the "Modification Application"), and the parties agree to submit the required forms to the FCC on that date requesting a move of the translator to a location and frequency to be determined by Aztec, prior to January 29, 2016 so that the Modification Application may be filed by Aztec. The translator will broadcast the signal of WHAT(AM). WYRS hereby grants to Aztec permission for the filing of the Modification Application pursuant to Section 73.3517(a) of the FCC's rules.
5. Aztec agrees to purchase the translator from Loughery regardless of the ultimate rulings by the FCC regarding the Modification Application.
6. Aztec agrees to pay any FCC fees, engineering fees and legal fees regarding this transaction. Aztec will be provided the opportunity to review and approve such fees in advance.
7. The parties understand that time is of the essence and that this Memorandum of Understanding must be signed by January 22, 2016. This Memorandum of Understanding, once signed, represents the agreed-to definitive agreement among and between the parties, and is binding upon each party.

By signing this Memorandum of Understanding, the parties agree to work together and to complete the sale of the Translator to Aztec as set forth above.

**WYRS Broadcasting**

Robert Wick

**Charles Loughery**

Charles Loughery

**Aztec Capital Partners, Inc.**

By

Kenneth Trujillo  
President



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