

STATE OF NEW MEXICO
COUNTY OF CHAVES
FIFTH JUDICIAL DISTRICT

ENDORSED COPY
ORG. FILED DIST. COURT

MAR 25 2010

INGALLS HOLDINGS, LLC,

Plaintiff,

COPY

KENNON CROWHURST, CLERK

v.

ROSWELL RADIO, INCORPORATED,
ET AL.,

Defendants.

No. CV-2010-176

AGREED ORDER APPOINTING RECEIVER

This matter came before the Court on Plaintiff's Motion to Appoint Receiver and the agreement of the parties to this action, as noted by their signatures on this Order. Based upon said agreement, the Court concludes that the Motion should be granted.

It is therefore ORDERED that Trisha Ingalls ("**Receiver**") is appointed as receiver of the radio stations and all other property and assets of Roswell Radio, Incorporated ("**RRI**") and Quay Broadcasters, Inc. ("**QBI**"), ("**the Assets**") including, but not limited to, the FCC licenses held by RRI and QBI, subject to the approval of the FCC as required by law and to the provisions of this Order. Subject to the approval of the FCC as required by law, the Receiver shall take possession of the Assets, and shall operate, protect and preserve the Assets and the business of RRI and QBI as follows:

A. The Receiver shall immediately take all steps necessary to request and obtain the approval of the FCC as required by law. The Receiver is entitled to hire, utilize and pay for the

services of FCC counsel of her choosing to assist her with the completion and filing of necessary submissions to the FCC.

B. Upon obtaining the required FCC approval, the Receiver shall immediately take possession of the Assets.

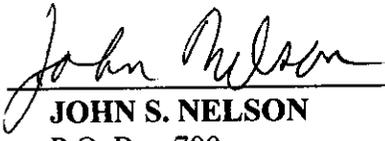
C. After obtaining FCC approval and taking possession of the Assets, the Receiver shall operate and manage the same as she deems appropriate, with all the powers necessary to do so including, but not limited to, the power to (i) enter into or terminate employment and other contracts, (ii) hire and fire employees, (iii) employ attorneys, accountants, advisors and agents, (iv) collect, settle or compromise accounts receivable, (v) make expenditures from the income and receipts of the operation of the radio stations for all proper business purposes including, but not limited to, labor, insurance, taxes, equipment, supplies, advertising, and legal and accounting expenses, (vi) place the bank accounts of RRI and QBI in the Receiver's name, and (vii) change the locks on the offices and facilities of RRI and QBI. The Receiver may pay the attorneys, accountants, advisors, agents and employees whom she hires or continues to employ such compensation for their services as she deems proper, in her sole discretion. Without limiting the foregoing, the Receiver shall, upon receipt of requisite authority from the FCC, operate the radio stations or take such other action as she in her discretion shall deem appropriate to protect and conserve the Assets as is consistent with the FCC's rules and policies until a foreclosure sale of the Assets is confirmed by the Court and approved by the FCC, and the FCC has granted its consent for transfer of the FCC licenses to the purchaser.

D. Upon the approval of the foreclosure sale or sales by the Court, the Receiver shall make and cooperate in all necessary filings with the FCC in order to effect the proper transfer or assignment of the FCC licenses to the purchaser.

/s/ Charles C. Currier
CHARLES C. CURRIER, DISTRICT JUDGE

SUBMITTED BY:

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