

EXHIBIT A: TERMS OF CLASS B WARRANTS

Exercise Price:

\$0.01 per share (which is the par value for Parent Common Stock). Class B Warrant will provide for cashless exercise. Exercisable at any time, until the Expiration Date.

Distributions on Parent Common Stock:

All distributions to holders of Parent Common Stock shall be made to holders of Class B Warrants and Parent Common Stock on a pro rata basis (in the case of holders of Class B Warrants, based on their ownership of Parent Common Stock and their Class B Warrants on an as-exercised basis); provided that no such distribution shall be made to holders of Class B Warrants in respect of such warrants if (x) the Communications Act or FCC Regulations prohibit such distribution to holders of Class B Warrants or (y) Parent's FCC counsel opines that such distribution is reasonably likely to cause (i) Parent to violate the Communications Act or FCC Regulations or (ii) any holder of Class B Warrants to be deemed to hold an interest in Parent that is prohibited by the Communications Act or the FCC Regulations (all of the foregoing collectively referred to hereinafter as the "FCC Limitations"). If such FCC Limitations would prohibit distributions to the holders of Class B Warrants, then Parent will provide substitute consideration, subject to compliance with such FCC Limitations, which may include an adjustment to the number of shares for which the Warrants are exercisable, a compensatory fee or other substitute compensation which would, at the time of such adjustment, have a value equal to such distribution.

Adjustments:

Number of warrant shares is subject to adjustment for stock splits, stock dividends, reverse stock splits and the like. No adjustments for economic anti-dilution. Parent will give notice to the warrant holders prior to the record date of any adjustment event.

Expiration Date:

June 3, 2030

Listing:

Parent will secure the listing of shares of Parent Class A Common Stock issuable from time to time upon conversion of shares of Class B Common Stock issuable upon the exercise of the Class B Warrants on the Nasdaq Stock Market (or such other national securities exchange as shares of Parent Class A Common Stock are then listed), subject to official notice of issuance, and will maintain such listing so long as any other shares of Parent Class A Common Stock are so listed.

Fundamental Changes

If any transaction or event (including, but not limited to, any merger, consolidation, sale of assets, tender or exchange offer, reorganization, reclassification, compulsory share exchange or liquidation) occurs in which all or substantially all of the outstanding shares of Parent Common Stock is converted into or exchanged for stock, other securities, cash or assets (each, a "Fundamental Change"), the holder of each Class B Warrant outstanding immediately prior to the occurrence of such Fundamental Change will have the right upon any subsequent exercise (and payment of the applicable exercise price) to receive the consideration that such holder would have received if such Class B Warrant had been exercised immediately prior thereto. Parent will not effect any of the foregoing transactions (where there is a change in or distribution with respect to Parent Common Stock) unless, prior to the consummation thereof, the successor Person (if other than Parent) assumes the foregoing obligations.

Defined Terms

Terms used herein and not otherwise defined herein have their respective meanings ascribed to them in the Investment Agreement.