

SCHEDULE 1.1(a)
TO ASSET PURCHASE AGREEMENT

ITEM 1: FFC Authorizations - KCDI CP and License -- attached



United States of America
FEDERAL COMMUNICATIONS COMMISSION
FM BROADCAST STATION LICENSE

Authorizing Official:

Official Mailing Address:

MALVERN ENTERTAINMENT CORPORATION
1402 MARTIN LUTHER KING BLVD.
MALVERN AR 72104

Brian J. Butler
Supervisory Engineer
Audio Division
Media Bureau

Grant Date: December 13, 2000

Facility Id: 39751

Call Sign: KCDI

This license expires 3:00 a.m.
local time, June 01, 2004.

License File Number: BLH-20000626AAA

This License Covers Permit No.: BPH-19990419IA

Subject to the provisions of the Communications Act of 1934, subsequent acts and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions set forth in this license, the licensee is hereby authorized to use and operate the radio transmitting apparatus herein described.

This license is issued on the licensee's representation that the statements contained in licensee's application are true and that the undertakings therein contained so far as they are consistent herewith, will be carried out in good faith. The licensee shall, during the term of this license, render such broadcasting service as will serve the public interest, convenience, or necessity to the full extent of the privileges herein conferred.

This license shall not vest in the licensee any right to operate the station nor any right in the use of the frequency designated in the license beyond the term hereof, nor in any other manner than authorized herein. Neither the license nor the right granted hereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934. This license is subject to the right of use or control by the Government of the United States conferred by Section 606 of the Communications Act of 1934.

Name of Licensee: MALVERN ENTERTAINMENT CORPORATION

Station Location: AR-BRYANT

Frequency (MHz): 93.3

Channel: 227

Class: A

Hours of Operation: Unlimited

Transmitter: Type Accepted. See Sections 73.1660, 73.1665 and 73.1670 of the Commission's Rules.

Transmitter output power: 4.5 kW

Antenna type: Non-Directional

Description: ERI G5CPM

Antenna Coordinates: North Latitude: 34 deg 30 min 27 sec
 West Longitude: 92 deg 32 min 48 sec

| | Horizontally Polarized Antenna | Vertically Polarized Antenna |
|--|--------------------------------------|------------------------------------|
| Effective radiated power in the Horizontal Plane (kW): | 6.0 | 6.0 |
| Height of radiation center above ground (Meters): | 79 | 79 |
| Height of radiation center above mean sea level (Meters): | 201 | 201 |
| Height of radiation center above average terrain (Meters): | 100 | 100 |

Antenna structure registration number: 1040837

Overall height of antenna structure above ground (including obstruction lighting if any) see the registration for this antenna structure.

Special operating conditions or restrictions:

- 1 The permittee/licensee must reduce power or cease operation as necessary to protect persons having access to the site, tower or antenna from radiofrequency electromagnetic fields in excess of FCC guidelines.

*** END OF AUTHORIZATION ***



United States of America
FEDERAL COMMUNICATIONS COMMISSION
FM BROADCAST STATION CONSTRUCTION PERMIT

Authorizing Official:

Official Mailing Address:

MALVERN ENTERTAINMENT CORPORATION
1402 MARTIN LUTHER KING BLVD.
MALVERN AR 72104

Rodolfo F. Bonacci
Supervisory Engineer
Audio Division
Media Bureau

Facility ID: 39751

Grant Date: December 13, 2002

Call Sign: KCDI

This permit expires 3:00 a.m.
local time, 36 months after the
grant date specified above.

Permit File Number: BPH-20020419AAF

Subject to the provisions of the Communications Act of 1934, as amended, subsequent acts and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions set forth in this permit, the permittee is hereby authorized to construct the radio transmitting apparatus herein described. Installation and adjustment of equipment not specifically set forth herein shall be in accordance with representations contained in the permittee's application for construction permit except for such modifications as are presently permitted, without application, by the Commission's Rules.

Commission rules which became effective on February 16, 1999, have a bearing on this construction permit. See Report & Order, Streamlining of Mass Media Applications, MM Docket No. 98-43, 13 FCC RCD 23056, Para. 77-90 (November 25, 1998); 63 Fed. Reg. 70039 (December 18, 1998). Pursuant to these rules, this construction permit will be subject to automatic forfeiture unless construction is complete and an application for license to cover is filed prior to expiration. See Section 73.3598.

Equipment and program tests shall be conducted only pursuant to Sections 73.1610 and 73.1620 of the Commission's Rules.

Name of Permittee: MALVERN ENTERTAINMENT CORPORATION

Station Location: AR-BRYANT

Frequency (MHz): 93.3

Channel: 227

Class: C3

Hours of Operation: Unlimited

Transmitter: Type Accepted. See Sections 73.1660, 73.1665 and 73.1670 of the Commission's Rules.

Transmitter output power: As required to achieve authorized ERP.

Antenna type: (directional or non-directional): Directional

Antenna Coordinates: North Latitude: 34 deg 47 min 31 sec
West Longitude: 92 deg 28 min 38 sec

| | Horizontally Polarized Antenna | Vertically Polarized Antenna |
|--|--------------------------------------|------------------------------------|
| Effective radiated power in the Horizontal Plane (kW): | 5.6 | 5.6 |
| Height of radiation center above ground (Meters): | 61 | 61 |
| Height of radiation center above mean sea level (Meters): | 338 | 338 |
| Height of radiation center above average terrain (Meters): | 213 | 213 |

Antenna structure registration number: 1041127

Overall height of antenna structure above ground (including obstruction lighting if any) see the registration for this antenna structure.

Special operating conditions or restrictions:

- BEFORE PROGRAM TESTS ARE AUTHORIZED, permittee shall submit the results of a complete proof-of-performance to establish the horizontal plane radiation patterns for both the horizontally and vertically polarized radiation components. This proof-of-performance may be accomplished using the complete full size antenna, or individual bays therefrom, mounted on a supporting structure of identical dimensions and configuration as the proposed structure, including all braces, ladders, conduits, coaxial lines, and other appurtenances; or using a carefully manufactured scale model of the entire antenna, or individual bays therefrom, mounted on an equally scaled model of the proposed supporting structure, including all appurtenances. Engineering exhibits should include a description of the antenna testing facilities and equipment employed, including appropriate photographs or sketches and a description of the testing procedures, including scale factor, measurements frequency, and equipment calibration.
- BEFORE PROGRAM TESTS ARE AUTHORIZED, permittee shall submit an affidavit from a licensed surveyor to establish that the directional antenna has been oriented at the proper azimuth.
- BEFORE PROGRAM TESTS ARE AUTHORIZED, permittee/licensee shall submit an affidavit that the installation of the directional antenna system was overseen by a qualified engineer. This affidavit shall include a certification by the engineer that the antenna was installed pursuant to the manufacturer's instructions and list the qualifications of the certifying engineer.

Special operating conditions or restrictions:

- 4 The relative field strength of neither the measured horizontally nor vertically polarized radiation component shall exceed at any azimuth the value indicated on the composite radiation pattern authorized by this construction permit.

A relative field strength of 1.0 on the composite radiation pattern herein authorized corresponds to the following effective radiated power:

5.6 kilowatts.

Principal minima and their associated field strength limits:

10 degrees True: 1.6 kilowatts

- 5 The permittee/licensee in coordination with other users of the site must reduce power or cease operation as necessary to protect persons having access to the site, tower or antenna from radiofrequency electromagnetic fields in excess of FCC guidelines.

- 6 Warning signs which describe the radiofrequency electromagnetic field must be posted at appropriate intervals. Access must be restricted to prevent the exposure of humans to RF emissions in excess of the FCC guidelines (OET Bulletin No. 65, Edition 97-01, released August 1997). Permittee shall submit documentation of compliance with this special operating condition when filing FCC Form 302, application for license.

- 7 ***** This is a Section 73.215 contour protection grant *****
***** as requested by this applicant *****

- 8 Permittee has specified use of the antenna listed below to demonstrate compliance with the FCC radiofrequency electromagnetic field exposure guidelines. If any other type or size of antenna is to be used with the facilities authorized herein, THE AUTOMATIC PROGRAM TEST PROVISIONS OF 47 C.F.R. SECTION 73.1620 WILL NOT APPLY. In this case, a FORMAL REQUEST FOR PROGRAM TEST AUTHORITY must be filed in conjunction with FCC Form 302-FM, application for license, BEFORE program tests will be authorized. This request should be made at least 10 days prior to the date on which program tests are desired to commence. The request must include a revised RF field showing to demonstrate continued compliance with the FCC guidelines.

Documentation demonstrating compliance with the FCC radiofrequency field exposure guidelines may be submitted in advance of the filing of FCC Form 302-FM. The Commission's staff will review it for compliance and respond by letter stating whether automatic PTA has been reinstated.

Shively, three sections

- 9 PROGRAM TESTS FOR KCDI (FACILITY ID# 39751) WILL NOT COMMENCE ON CHANNEL 227C3 WITH THE FACILITIES SPECIFIED HEREIN UNTIL PROGRAM TESTS FOR KZLE (FACILITY ID# 72262) COMMENCE ON CHANNEL 226C1 WITH THE FACILITIES AUTHORIZED IN BPH-20020419ABB AND A LICENSE WILL NOT BE GRANTED FOR KCDI ON CHANNEL 227C3 WITH THE FACILITIES SPECIFIED HEREIN UNTIL A LICENSE IS GRANTED FOR KZLE ON CHANNEL 226C1 WITH THE FACILITIES AUTHORIZED IN BPH-20020419ABB.

Special operating conditions or restrictions:

- 10 Pursuant to the grant of this construction permit and the authority found in Sections 4(i), 5(c)(1), 303 and 307(b) of the Communications Act of 1934, as amended, and Sections 0.61, 0.204(b), 0.283, 1.420, 73.203(b), and 73.3573 of the Commission's Rules, the FM Table of Allotments, 47 C.F.R. Section 73.202(b), IS AMENDED as follows:

| | |
|------------|------------------------|
| Community | Channel No. |
| Bryant, AR | Add 227C3, Delete 227A |

Pursuant to Section 316(a) of the Communication Act of 1934, as amended, BLH-20000626AAA IS MODIFIED to specify operation on Channel 227C3 in lieu of Channel 227A.

*** END OF AUTHORIZATION ***

SCHEDULE 1.1(b)
TO ASSET PURCHASE AGREEMENT

ITEM 1: Tangible Personal Property

- 1.) 1988 model Continental 816D Single Tube FM Transmitter
- 2.) Marti STL-15C 10 watt composite STL Transmitter
- 3.) Marti STL-15C composite STL Receiver
- 4.) Approx. 450' of 7/8" coax transmission line (used for STLs)
- 5.) Miniflector STL Transmit antenna
- 6.) Miniflector STL Receive antenna
- 7.) Used Sine Systems Remote Facilities Controller (RFC-1B)
- 8.) All connectors related to above equipment
- 9.) KCDI (FM) License
- 10.) KCDI (FM) C-3 CP
- 11.) KCDI Public File
- 12.) Shively 6810-2R w/standard mounts
- 13.) 1 Shively Pattern Study
- 14.) 235' Eupen EC7-50 1 5/8" Foam Cable
- 15.) 1 Eupen 1 5/8A1 5/8 EIA, attached, FO
- 16.) 6 Eupen EUSH-U158 Hanger Kits (10)
- 17.) 4 Eupen EUGKS-158 Ground Kit
- 18.) 1 Eupen EUSG-158 Hoist Grip
- 19.) Optimod processor and studio chassis

SCHEDULE 1.1(c)
TO ASSET PURCHASE AGREEMENT

ITEM 1: Station Contracts - Jones Radio Networks, Inc.

ITEM 2: Florida Fun & Sun

ITEM 3: Option to Lease agreement with ABF, Inc.

Schedule 1.5
To Asset Purchase Agreement

Allocation

| | |
|--------------------|-----------|
| \$75,000 | Equipment |
| <u>\$3,525,000</u> | Goodwill |
| \$3,600,000 | Total |

SCHEDULE 2.3
TO ASSET PURCHASE AGREEMENT

ITEM 1: Consents – None

ITEM 2: Notice will be required on assignment of Tower Lease Agreement once completed.

SCHEDULE 2.4
TO ASSET PURCHASE AGREEMENT

ITEM 1: Liabilities - WRD Entertainment, Inc. payment for KZLE downgrade

SCHEDULE 2.6
TO ASSET PURCHASE AGREEMENT

ITEM 1: Locations - transmitter and STL receiver: 5375 Highway 35, Benton, Arkansas 72015; new equipment being delivered to KABF tower site; processor and STL transmitter: 1402 Martin Luther King Blvd., Malvern, Arkansas 72104

SCHEDULE 2.12
TO ASSET PURCHASE AGREEMENT

ITEM 1: Employees - None

SCHEDULE 2.14
TO ASSET PURCHASE AGREEMENT

ITEM 1: Insurance - Attached

SCHEDULE 2.15
TO ASSET PURCHASE AGREEMENT

ITEM 1: Brokers - Sunbelt Media, Inc.

SCHEDULE 2.17
TO ASSET PURCHASE AGREEMENT

ITEM 1: UCC Financing Statements - None