

FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT

This FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT (the “**Amendment**”) is dated as of March 19, 2021 by and between DTV America Corporation, a Delaware corporation (“**Seller**”) and Marquee Broadcasting Georgia, Inc., a Georgia corporation (“**Buyer**”).

RECITALS

WHEREAS, Buyer and Seller have entered into that certain Asset Purchase Agreement (the “**Agreement**”) dated as of March 12, 2021 for the purchase and sale of certain low power television construction permits (the “**FCC Permits**”) issued by the Federal Communications Commission (the “**FCC**”) to Seller; and

WHEREAS, the Buyer and Seller mutually desire to amend the Agreement as set forth in this Amendment.

AGREEMENTS

In consideration of the above recitals, the following provisions, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Buyer and Seller, intending to be legally bound, hereby agree to amend the Agreement as follows:

1. The list of FCC Permits in the first Whereas clause of the Agreement, and in Schedule 2.3 of the Agreement, shall be amended by deleting W16EE-D, Augusta, Georgia (FCC Facility 181854) (“W16EE-D”). Buyer and Seller acknowledge and agree that W16EE-D inadvertently was included in the Agreement.
2. The Purchase Price set forth in Section 1.2 of the Agreement is hereby reduced to Twenty-Eight Thousand Dollars (\$28,000.00).
3. Except as specifically provided for in this Amendment, all of the terms and conditions of the Agreement shall remain unchanged and in full force and effect

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have duly executed this First Amendment to Asset Purchase Agreement as of the day and year first above written.

Seller:

DTV AMERICA CORPORATION

A handwritten signature in blue ink, appearing to read "Les Levi", is written over a horizontal line.

Les Levi

Managing Director

Buyer:

MARQUEE BROADCASTING GEORGIA, INC.

Brian J. Lane

CFO

IN WITNESS WHEREOF, the parties hereto have duly executed this First Amendment to Asset Purchase Agreement as of the day and year first above written.

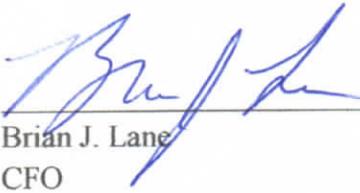
Seller:

DTV AMERICA CORPORATION

Les Levi
Managing Director

Buyer:

MARQUEE BROADCASTING GEORGIA, INC.



Brian J. Lane
CFO