

ASSIGNMENT AND ASSUMPTION OF ASSET PURCHASE AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION OF ASSET PURCHASE AGREEMENT (“Assignment and Assumption”) is made this 25th day of March 2021, by and among HC2 Broadcasting Holdings, Inc. (“Assignor”) and DTV America Corporation and HC2 Station Group, Inc. (each an “Assignee” and, collectively, the “Assignees”), and acknowledged and consented to by TV-49, Inc. (“Buyer”).

WHEREEAS, Assignor is a party to that certain Asset Purchase Agreement dated March 17th, 2021 (the “Purchase Agreement”), by and between Assignor (as Seller thereunder) and Buyer, with respect to unbuilt construction permits for the Stations as set forth in the Purchase Agreement; and

WHEREAS, Assignor is the parent entity of each Assignee;

WHEREAS, Assignor desires to assign all of its rights and obligations under the Purchase Agreement to Assignees, and Assignees desire to accept and assume such rights and obligations from Assignor; and

WHEREAS, pursuant to the terms of the Purchase Agreement, assignment of the Purchase Agreement by Assignor requires the consent of the Buyer.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor hereby assigns to Assignees all rights and obligations of Assignor under the Purchase Agreement.
2. Assignees hereby accept and assume from Assignor all rights and obligations of Assignor under the Purchase Agreement.
3. At Closing, the following FCC Permits will be assigned from DTV America Corporation to Buyer:

WZDS-LD Evansville, Indiana (FCC Facility 188624)
W30EM-D Orlando, Florida (FCC Facility 187644)
W32EQ-D Birmingham, Alabama (FCC Facility 188699)
K2000-D Sacramento, California (FCC Facility 182084)

4. At Closing, the following FCC Permits will be assigned from HC2 Station Group, Inc. to Buyer:

K15IQ-D Portland, Oregon (FCC Facility 185408)
K36LI-D Portland, Oregon (FCC Facility 185409)

5. Buyer hereby consents to the assignment from Assignor to Assignee as described herein.
6. Capitalized terms used herein and not otherwise defined are defined as set forth in the Purchase Agreement.

[Signature page follows]

[Signature page to Assignment and Assumption of Asset Purchase Agreement]

IN WITNESS WHEREOF, Assignor, Assignee, and Seller have duly executed this Assignment and Assumption as of the date set forth above.

HC2 BROADCASTING HOLDINGS, INC.

By: Les Levi
Name: LES LEVI
Title: Managing Director

HC2 STATION GROUP, INC.

By: Les Levi
Name: LES LEVI
Title: Managing Director

DTV AMERICA CORPORATION

By: Les Levi
Name: LES LEVI
Title: Managing Director

Acknowledged and consented to:

TV-49, INC.

By: _____
Name:
Title:

[Signature page to Assignment and Assumption of Asset Purchase Agreement]

IN WITNESS WHEREOF, Assignor, Assignee, and Seller have duly executed this Assignment and Assumption as of the date set forth above.

HC2 BROADCASTING HOLDINGS, INC.

HC2 STATION GROUP, INC.

By: _____

Name:

Title:

By: _____

Name:

Title:

DTV AMERICA CORPORATION

By: _____

Name:

Title:

Acknowledged and consented to:

TV-49, INC.

By: *Evan Fieldman*

Name: Evan Fieldman

Title: VP