

AGREEMENT

TV RED TV DE PUERTO RICO INC, Licensee and SELLER of LPTV station W18DQ-D, Channel 18, Santa Isabel, PR, Facility ID 181871, FCC File Number: BLANK-0000197115, proposes to sell this LPTV facility to the BUYER, TELE NORTE BROADCASTING CORP., both corporations organized under the laws of Puerto Rico. Corporate Resolutions and Buyer's Certificate of Incorporation included in **EXHIBIT 1**.

FIRST: The purchase price is the sum of \$75,000.00 (SEVENTY-FIVE THOUSAND Dollars), to be paid as follows: -----

- W18DQ-D
- a) A deposit of \$12,500.00 (TWELVE THOUSAND FIVE HUNDRED Dollars) upon signing of this Agreement to initiate the proceedings for the Assignment of license with the Federal Communications Commission (FCC). -----
 - b) Upon approval of the FCC, once the approval becomes Firm and Final, the "Closing" will take place within 30 (THIRTY) Days after TELE NORTE pays to TV Red the sum of \$62,500 (SIXTY-TWO THOUSAND FIVE HUNDRED Dollars). All necessary engineering work will be done by Seller at no cost to Buyer, who will assume costs of necessary Legal work and expenses and FCC fees. -----
 - c) The above-described payments will be made by means of bank manager checks in the name of TV RED TV DE PUERTO RICO INC. -----
 - d) SELLER states, and BUYER recognizes and accepts that W18DQ-D is a Low Power Television service station (LPTV), and as such a "Secondary" service subject to potential displacement or negative effects caused by "Full-Service" TV stations (not by Class A LPTV stations). BUYER acknowledges that it has read the included FCC publication "Consumer Guide – LPTV Service", **EXHIBIT 2**, and is familiar and conscious of its content. BUYER acknowledges that it is aware of all the FCC requirements of LPTV facilities, which may vary according to the mode of operation it chooses for this LPTV facility. -----
 - e) This transaction, Sell and Purchase, is for the transfer of all active Licenses and Permits of W18DQ-D, copy of which are included in **EXHIBIT 3** and made part of this Agreement. This sell does not involve the equipment or hardware required to operate the stations, which will be supplied, installed, adjusted, and operated by the Buyer. The LPTV station will be delivered by the Seller to the Buyer, with a valid Silent STA with at least 4 months of validity, to allow Buyer to install the necessary equipment, and make the necessary arrangements, including but not limited to, the site lease required to operate this LPTV facility. -----

If the approval is not granted, or closing fails for reasons attributable to the Seller, all amounts paid will be returned to the prospective Buyer. -----

If the approval is not granted, or closing fails for reasons attributable to prospective Buyer, the deposit paid will be forfeited in favor of the Seller. -----

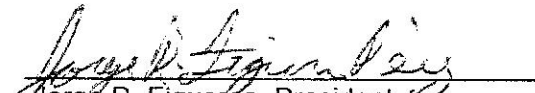
SECOND: Delivery to be free of all debts, including but not limited, to taxes, royalties, fees, liens, or personal debts of the Seller. -----

THIRD: At time of closing License, and all other FCC permits shall be valid and in good standing. -----

FOURTH: Until the closing date, the seller shall have complete control of the station operations -----

FIFTH: There are no written, Verbal, nor implied clauses, except the ones contained in this document. -----

In Isabel, P.R, this 19 day of AUGUST 2022.


Jorge R. Figueroa, President, for:
RED TV DE PUERTO RICO INC

- SELLER


Kimberly Medina Vazquez, President, for:
TELE NORTE BROADCASTING CORP.

- BUYER

EXHIBIT 1

CORPORATE RESOLUTIONS
CERTIFICATE OF INCORPORATION

CORPORATE RESOLUTIONS HAVE BEEN OMITTED. DO NOT CONTAIN
INFORMATION OF RELEVANCE TO FCC PROCEEDINGS, OR CONTAIN
INFORMATION ALREADY INCLUDED IN CONTRACT AGREEMENT
DOCUMENT.



Government of Puerto Rico
Department of State

Transaction Date: 27-Jul-2022
Register No: 491250
Order No: 2328774



Certificate of Incorporation of a Non-Stock Corporation

Article 1. Name of the Corporation

The name of the Domestic Corporation is: **TELE NORTE BROADCASTING CORP.**
Desired term for the entity name is: **Corp.**

Article 2. Designated Office of the Corporation

Its designated office in the Government of Puerto Rico will be located at:

Street Address **COM. LAS FLORES CALLE ALELI BZN 29 , AGUADA, PR, 00602**
Mailing Address **COM. LAS FLORES CALLE ALELI BZN 29 , AGUADA, PR, 00602**
Phone **(939) 284-9429**

The name, street and mailing address of the Resident Agent in charge of said office is:

Name **MEDINA VAZQUEZ, KIMBERLY**
Street Address **COM. LAS FLORES CALLE ALELI BZN 29 , AGUADA, PR, 00602**
Mailing Address **COM. LAS FLORES CALLE ALELI BZN 29 , AGUADA, PR, 00602**
Email **telenortep@gmail.com**
Phone **(939) 284-9429**

Article 3. Nature of Business or Purpose

This is a Non-Profit entity whose nature of business or purpose is as follows:

TV BROADCASTING TRANSMISSION.
TRANSMISIÓN DE RADIODIFUSIÓN DE TV.

The principal category or purposes that are better described is as follows:

Educational and Research Services

The organization form that best identifies this corporation is as follows:

Community Based Organization

Article 4. Authority to Issue Capital Stock

The corporation shall not have the authority to issue any capital stock.

Article 5. Conditions of Membership

The conditions of membership will be stated in the by-laws.

Article VI - Incorporators

The name, street and mailing address of each Incorporator is as follows:

Name	MEDINA VAZQUEZ, KIMBERLY
Street Address	COM. LAS FLORES CALLE ALELI BZN 29 , AGUADA, PR, 00602
Mailing Address	COM. LAS FLORES CALLE ALELI BZN 29 , AGUADA, PR, 00602
Email	telenortep@gmail.com

Article VII - Officers

If the faculties of the Incorporators will end upon the filing of the Certificate of Incorporation of a Non-Stock Corporation, the names, physical and mailing address of the persons who will act as Officers until the first annual meeting of the members or until their successors replace them are as follows:

Name	MEDINA VAZQUEZ, KIMBERLY
Title	President, Treasurer, Vice president, Secretary
Street Address	COM. LAS FLORES CALLE ALELI BZN 29 , AGUADA, PR, 00602
Mailing Address	COM. LAS FLORES CALLE ALELI BZN 29 , AGUADA, PR, 00602
Email	telenortep@gmail.com
Expiration Date	Indefinite

Article VIII - Term of Existence

The term of existence of this entity will be: **Perpetual**

The date from which the entity will be effective is: **27-Jul-2022**

Article IX - Documents

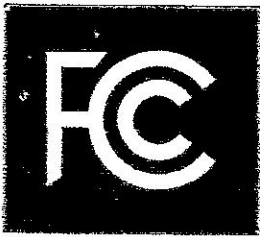
Document	Date Issued
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Article X - Notarization

IN WITNESS WHEREOF, I/We MEDINA VAZQUEZ, KIMBERLY, the undersigned, for the purpose of forming a corporation pursuant to the laws of Puerto Rico, hereby swear that the facts herein stated are true. This 27th day of July, 2022.

EXHIBIT 2

FCC CONSUMER GUIDE LPTV SERVICE



Low Power Television Service

The FCC created the Low Power Television service (LPTV) in 1982 to provide opportunities for locally oriented television service in small communities. Such communities may be in rural areas or individual communities within larger urban areas. The service offers programming tailored to the interests of viewers in such small localized areas, and it does so in a less expensive and more flexible way than traditional full-power television stations.

Over the years, LPTV has created opportunities for new entry into the television broadcasting business, provided a means of local self-expression, and permitted fuller use of the broadcast spectrum. The service includes LPTV stations that operate in a similar fashion as full-power television stations, only with less power. It also includes television "translator" stations that serve to rebroadcast the signals of full-power stations in areas where the full-power station signals cannot be received due to distance or intervening terrain barriers.

LPTV/Translator Digital Transition

Although Congress established a deadline of June 12, 2009, for full-power TV stations to cease analog broadcasts and begin operating only in digital, and the FCC set a transition date of Sept. 1, 2015, for Class A television stations to complete their transition, neither deadline applied to LPTV/translator stations. The deadline for the termination of all analog operations by LPTV/translator stations is July 13, 2021. Until then, LPTV/translator stations may continue to operate their analog facilities.

LPTV/translator stations can seek either an on-channel digital conversion of their existing analog facilities (known as "flash cut") or may construct and operate a second digital companion channel during the remainder of the digital transition. However, all LPTV/translator stations will be required to decide on a single digital channel to continue to operate after the July 13, 2021 transition date.

LPTV Station Operation

LPTV stations are operated by diverse groups and organizations, including high schools and colleges, churches and religious groups, local governments, large and small businesses, and individual citizens. LPTV modes of operation and programming also vary widely, including satellite-delivered programming services, syndicated programs, movies, and a wide range of locally produced programs. LPTV stations may also tailor program segments or entire schedules to specific viewer groups based on age, language or particular interest.

On the technical side, LPTV stations transmit on one of the standard television channels -- VHF (channels 2 through 13) or UHF (channels 14 through 51). The distance at which a station can be viewed depends on a variety of factors, including the transmitting antenna, its height, transmitter power, and the local terrain (rural or urban, hilly or flat).

The FCC does not allocate channels for LPTV service. Instead, applicants select channels and apply during a given time period.

Analog LPTV stations are limited to an effective radiated power of 3 kilowatts (VHF) and 150 kilowatts (UHF). Digital LPTV stations are limited to an effective radiated power of 3 kilowatts (VHF) and 15 kilowatts (UHF). There are no limits on transmitter output power and on antenna height, provided the tower structure has been registered with the FCC.

TV Translator Station Operation

TV translator stations provide a means whereby the signals of full-power television stations may be retransmitted to areas where direct reception of such stations is unsatisfactory due to distance or intervening terrain barriers. TV translator stations operate with the same technical rules as LPTV stations. However, TV translator stations are not permitted to originate programming except for emergency warnings of imminent danger, local public service announcements (PSAs), and announcements seeking or acknowledging financial support deemed necessary to the continued operation of the station. PSAs and acknowledgments of financial support are limited to 30 seconds each, no more than once per hour.

Owning an LPTV/Translator Station

There is no limit on the number of LPTV/translator stations that may be owned by any one entity. Current broadcast licensees, cable operators and newspapers can own LPTV/translator stations.

Applying for an LPTV Station

New applications for digital LPTV/translator stations are only accepted during designated filing window periods. Applications for new analog stations are no longer accepted. The FCC announces these window periods at least 30 days before the opening of the window, and the announcement provides details on how to file. Interested applicants should periodically check the FCC's Media Bureau website at www.fcc.gov/media-bureau for window announcements.

Interference Requirements for LPTV Stations

LPTV/translator stations have "secondary spectrum priority" to full-service stations. This means LPTV/translator stations must not cause interference to the reception of existing or future full-power television stations, must accept interference from full power stations, and must yield to new full power stations where interference occurs. For more information regarding interference requirements, see Part 74 subpart G of the Commission's rules at www.law.cornell.edu/cfr/text/47/74/subpart-G

When there is interference between cable systems and LPTV/translator stations, a "first in time, first in right" policy applies. Under this policy, the cable system or LPTV/translator station that had initial use of the channel has first priority and is not responsible for correcting the interference.

Programming and Programming Content

LPTV/translator stations are subject to a minimum of program-related regulations. There are no prescribed amounts of non-entertainment programming or local programming, and there are no limits on commercials, and no minimum hours of operation. However, the broadcast of obscene material is prohibited at all times, and the broadcast of indecent and profane material is prohibited between 6 A.M. and 10 P.M.

Consumer Help Center

For more information on consumer issues, visit the FCC's Consumer Help Center at www.fcc.gov/consumers.

Alternate formats

To request this article in an alternate format – braille, large print, Word or text document or audio – write or call us at the address or phone number at the bottom of the page, or send an email to fcc504@fcc.gov.

Last Reviewed: 12/09/19

EXHIBIT 3

LICENSES

Federal Communications Commission
LOW POWER TELEVISION BROADCAST STATION
LICENSE

Licensee/Permittee

TV RED DE PUERTO RICO INC
PO BOX 903
SAINT JUST, PR, 00978

Call Sign	File Number
W18DQ-D	0000130998

Facility ID: 181871

NTSC TSID:

Digital TSID:

This License Covers Construction 0000129953
Permit No.

Grant Date 01/14/2021		Expiration Date 02/01/2021
Hours of Operation Unlimited		
Station Location City SANTA ISABEL State PR	Frequency (MHz) 494.0 - 500.0	Station Channel 18

Antenna Structure Registration Number 1261217	
Transmitter Type Accepted. See Sections 74.750 of the Commission's Rules.	Transmitter Output Power(kW) As required to achieve authorized ERP.
Antenna Coordinates Latitude 17-58-55.9 N Longitude 66-38-10.6 W	Antenna Type Directional
Description of Antenna Make KAT Model 75010210	Major Lobe Directions 60.0
Antenna Beam Tilt (Degrees Electrical) 0	Antenna Beam Tilt (Degrees Mechanical @ Degrees Azimuth) Not Applicable

Maximum Effective Radiated Power (Average) 3.0 kW 4.77 DBK	
Height of Radiated Center Above Ground (Meters) 46.1	Height of Radiated Center Above Mean Sea Level (Meters) 48.2
Out-Of-Channel Emission Mask Simple	Overall Height of Antenna Structure Above Ground (Meters) See the registration for this antenna structure.

Waivers/Special Conditions

- The license expiration date provided herein is tolled pursuant to 47 U.S.C. §307(C)(3) pending a final decision on the stations license renewal application. Furthermore, this license is subject to any action taken by the Commission on the renewal application.

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.

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