

AMENDMENT TO ASSET PURCHASE AGREEMENT

This AMENDMENT TO ASSET PURCHASE AGREEMENT (the “Amendment”) dated June 18, 2021, is by and between ADAMS RADIO OF DELMARVE PENINSULA, LLC, a Delaware limited liability company (the “Seller”) and WBOC, INC., a Delaware corporation (the “Buyer”).

RECITALS:

A. Buyer and Seller are party to that Asset Purchase Agreement dated June 11, 2021 (the “Agreement”), for the sale of radio station WZBH(FM), Millsboro, Delaware.

B. Buyer and Seller wish to amend the Agreement to include the sale of certain assets used in the business and operations of the following radio station owned by Seller:

<u>Station</u>	<u>FCC Facility No.</u>	<u>Community of License</u>
WGBG-FM	4107	Fruitland, Maryland

AMENDMENTS:

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein and the Agreement and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Parties agree as follows:

1. Capitalized terms used in this Amendment will have the meaning defined for such terms in the Agreement unless otherwise defined herein.
2. As used in the Agreement and herein, the term “Station” shall be defined to include both WZBH(FM) and WGBG-FM and shall be understood to refer to an include both such stations, except that the term Station as used in Section 6.3 shall refer only to WZBH(FM).
3. Section 1.1 (Terms Defined in the Section) is amended so that the definition of “Retained Station” is amended by (i) deleting the row for “WGBG(FM)” from the table listing the Retained Stations; and (ii) deleting the language following the table.
4. Section 2.2(a) (Purchase Price) of the Agreement is amended by deleting “One Million Six Hundred Thousand Dollars (\$1,600,000)” and replacing the deleted language with “Two Million Two Hundred Thousand Dollars (\$2,200,000).”
5. Schedules 3.5, 3.6, 3.7, and 3.8 are amended as noted in the attached revisions.
6. Integration; Conflicts. This Amendment and the Agreement set forth the Parties’ entire agreement with respect to the subject matter hereof and thereof. Except as expressly modified by this Amendment, each and every term and condition set forth in the Agreement, and each Party’s rights and obligations thereunder, shall remain in full force and effect in accordance with its

terms. In the event of a conflict between any term or condition set forth in this Amendment and any term or condition of the Agreement, the terms and conditions of this Amendment shall govern and prevail.

7. Counterparts. This Amendment may be executed in separate counterparts, each of which when executed and delivered (including, without limitation, via facsimile or pdf transmission) will be deemed an original and all of which taken together will constitute the same agreement and will be binding upon Seller and Buyer.

IN WITNESS WHEREOF this Amendment has been executed by the Parties hereto as of the date first above written.

SELLER:

ADAMS RADIO OF DELMARVA PENINSULA, LLC

A handwritten signature in dark ink, appearing to read "Fox Stone", is written over a horizontal line.

By: _____
Its: President & CEO

BUYER:

WBOC, INC.

By: _____
Its: President & CEO

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ADAMS RADIO OF DELMARVA PENINSULA, LLC

By: _____
Its: President & CEO

BUYER:

By: 
Its: President & CEO