

ASSETT PURCHASE AGREEMENT

This Asset Purchase agreement (“Agreement”) is made this 8th day of February 2023 by and between North Texas Radio Group, LP (“Seller”) and Brazos TV, Inc. (“Buyer”).

Seller is the licensee of radio station KTUT (FM) FID# 191559, Crowell, Texas. This Agreement is for Seller to transfer the license and assets listed in Schedule A below to Buyer.

At contract signing Buyer will pay \$47,756 to Seller. This will leave a balance due of \$50,719. That final balance may be paid in full at closing, or Buyer may pay Seller, Twenty Four, (24) monthly payments at \$2,113.29 per month with no interest with first payment being due at closing.

The parties shall cooperate in the prompt preparation and filing of applications with the FCC for consent to the assignment of the FCC license and related authorizations.

The assets are as follows:

1. FCC licenses and construction permits.
2. Fort Worth Tower 414 foot guyed tower
3. Three buildings; (one metal building for transmitter and two wooden buildings that may be torn down and removed at Buyer’s discretion
4. One Harris HT-10 transmitter with harmonic filter and Digit exciter, delivered to Stephen Denny’s home
5. SWR antenna and coax items delivered to site. See attachment.
6. Five 19 inch audio racks.

Buyer will have electric service transferred to Buyer at closing. Buyer will also transfer insurance to Buyer at Closing.

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Upon signing APA, Buyer will add tower insurance to is already approved by Buyer’s Insurance Company.

Seller will transfer the land lease with Deseree McCarter (land owner) for the Tower land
Three (3) 5 yr. Leases at \$200.00 per month and Chief Operator agreement with Ms.
McCarter for \$100.00 per month.

Buyer will establish electric service upon closing with any Power Co. Buyer chooses.



SYSTEMS WITH RELIABILITY, LP

619 Industrial Park Road
Ebensburg, PA 15931
Phone 814-472-5436 Fax 814-472-5552
Email davide@swr-rf.com

QUOTE

Date	Quote #
12/06/22	25689

Sold To: Besco International

Dick Witkovski
5946 Club Oaks Drive
Dallas, TX 75248
USA

Phone: 972-931-6055

Fax: 972-931-9141

Ship To: KTUT Radio

(to be determined)
Crowell, Texas
USA

Phone:

Fax:

Terms
50% down, bal. prior to shipping

Rep
Sales

P.O. Number

Ship Via
Best Surface

Line	Qty	Part #	Description	List	Unit	Extension
1	1	FM3/4-98.9	medium power FM transmit antenna * 12 kW rated * 4 bays * circular polarized * air-pressurized * full-wave spaced * bottom feed * 1-5/8" intermediate bays * field adjustable fine matching transformer * 1-5/8" EIA flange input * standard mounting brackets supplied for a (2.0 - 4.0" OD) untapered tower * factory tested and tuned to 98.9 MHz., VSWR: 1.1:1 or better * installation instruction manual with final test data for historical records * constructed of copper, silicon bronze cast fittings, naval brass and PTFE insulators * cross "V" dipole design leadtime: 2 - 3 weeks or better	\$14,630.00	\$11,704.00	\$11,704.00
SubTotal						\$11,704.00
1-5/8" foam coax - 371 ft. on tower and 50.0 ft. horizontal - 421 ft. total:						
2	421	LCF158-50JA	1-5/8" CELLFLEX® low-loss foam-dielectric coaxial cable, per ft.	\$17.29	\$10.37	\$4,365.77
3	1	738923	1-5/8" EIA flange connector, gas barrier, includes inner connector with anchor insulator, flange o-ring and flange hardware kit, heat shrink sleeve, o-ring sealing, brass body connector - LCF158-50JA	\$835.13	\$584.59	\$584.59
4	1	ATTACH-LCF158	factory attachment charge, (1) 738923 connector, first off reel	\$90.00	\$67.50	\$67.50
5	1	738923	1-5/8" EIA flange connector, gas barrier, includes inner connector with anchor insulator, flange o-ring and flange hardware kit, heat shrink sleeve, o-ring sealing, brass body connector -	\$835.13	\$584.59	\$584.59

Line	Qty	Part #	Description	List	Unit	Extension
			LCF158-50JA (send loose)			
6	10	CLAMP-158	1-5/8" standard hanger kit, non-insulated, bolt-on, stainless steel, 10/kit	\$45.82	\$29.78	\$297.80
7	9	RMA-BI	round member adapter, 10/kit, 2 - 3" dia. (1.5 - 3.5")	\$22.10	\$14.37	\$129.33
8	1	ANGLE-CLPI	angle member adapter kit, 3/8" threaded hole, 3/8-16 hex head bolt, 10/kit	\$91.00	\$50.05	\$50.05
9	4	GKFORM60-158	1-5/8" grounding kit, 60.0" lead, field crimp, 2 hole lug	\$44.62	\$29.00	\$116.00
10	2	HOIST1-158L	1-5/8" hoisting grip, lace-up	\$59.50	\$38.68	\$77.36
11	1	SCE-158	1-5/8" wall/roof feedthrough, single, w/ wall plate, 4.0" opening, single hole, 1-5/8" cushion and entry boot	\$94.70	\$81.92	\$81.92

leadtime: 1 week

SubTotal \$6,354.91

SubTotal	\$18,058.91
Sales Tax	\$0.00
Shipping	\$0.00
Total	\$18,058.91

David K. Edmiston Sr.

David K. Edmiston Sr.

Credit Card use 3% fee

PRICES SUBJECT TO CHANGE - PRICES BASED ON CURRENT LIST PRICES - ALL DELIVERY COSTS APPLICABLE TO BE ADDED, WE SPECIFICALLY DISCLAIM ANY AND ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING BUT NOT LIMITED TO ANY IMPLIED WARRANTIES OR WITH REGARD TO ANY LICENSED PRODUCTS. WE SHALL NOT BE LIABLE FOR ANY LOSS OF PROFITS, BUSINESS, GOODWILL, DATA, INTERRUPTION OF BUSINESS, NOR FOR INCIDENTAL OR CONSEQUENTIAL MERCHANTABILITY OR FITNESS OF PURPOSE, DAMAGES RELATED TO THIS AGREEMENT. MINIMUM 20% RESTOCKING FEE WITH ORIGINAL PACKAGING. Validity: 30 days

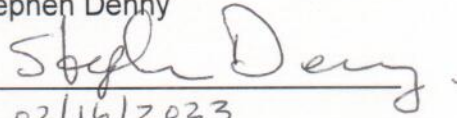
Asset Purchase Agreement KSOC

Signature Page

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

Seller
For North Texas Radio Group, L.P.
Richard Witkovski

Buyer
For Brazos TV, Inc.
Stephen Denny


02/16/2023

Asset Purchase Agreement KTUT

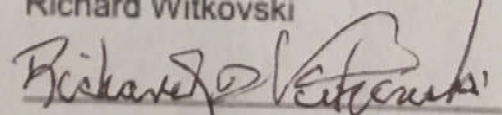
Signature Page

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Seller

For North Texas Radio Group, L.P.

Richard Witkovski

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

Buyer

For Brazos TV, Inc.

Stephen Denny
