

ASSET PURCHASE AGREEMENT

THIS AGREEMENT made and entered into on this the 28th day of September, 2023 by and between BROADSOUTH COMMUNICATIONS, INC., an Alabama Corporation hereinafter referred to as "Buyer" and WESTBURG BROADCASTING ALABAMA, LLC, (ET AL) a Washington State Limited Liability Company, hereinafter referred to as "Seller".

WHEREAS the Buyer and Seller hereby agree to enter into this agreement to provide that the Seller shall transfer all ownership interest to the buyer related to radio stations listed herewith which includes all assets, broadcasting towers, transmitters, studio equipment, leasehold interests, contracts, agreements, employees, employee agreements, licenses, accounts receivable, company records, trademarks, logos and all other rights and property not otherwise specified. A listing of equipment is attached and labeled as "Exhibit A".

On the day and date of closing, the seller agrees to pay or have paid all current accounts payable due creditors, contractors, employees and shall retain cash remaining in Seller's bank accounts after the payables are satisfied.

AND WHEREAS the Seller owns and operates radio broadcasting stations WINL-FM (Linden, Alabama), and WZNJ-FM (Demopolis, Alabama) which are licensed by the Federal Communications Commission, this agreement is subject to specific "Change of Control" requirements and subsequent approval by the Federal Communication Commission (FCC), which if denied, this agreement becomes null and void. This agreement does not apply to radio station WXAL-AM (Demopolis, AL) which shall be surrendered to the Federal Communications Commission prior to the closing.

IN CONSIDERATION OF Twenty Five Thousand Dollars (\$25,000) in cash due to Seller from Buyer on the day and date of closing, this agreement shall be consummated. The day and date of closing shall be determined based on the aforementioned approval by the Federal Communications which is anticipated to be on or before December 31, 2023.

THIS AGREEMENT provides that the Buyer and Seller do agree to make the proper provisions and take the proper steps to close this transaction on or before December 31, 2023 and hereby agree to share equally in the expenses to make the proper filings with the Federal Communications Communication (FCC) through a qualified attorney and qualified engineering consultants who are required to prepare certain engineering documents to be approved by the FCC. The Buyer shall bare its expense individually for legal and accounting representation not related to FCC approval and the Seller shall bare its own expense individually for legal and accounting representation not related to FCC approval.

THE SELLER hereby warrants that there are no outstanding liens, judgements or other liabilities outstanding that have not been fully disclosed to the Buyer.

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

SELLER(S)

BUYER

Westburg Broadcasting Alabama, LLC
By: John H. Weller

Signature John H. Weller
Westburg Media Capital, LP
By: John H. Weller

Signature John H. Weller
WPMSAV One, LLC
By: John H. Weller

Signature John H. Weller

BroadSouth Communications, Inc:
By: James M. Reynolds, President

Signature James M. Reynolds

EXHIBIT A

Equipment Inventory as of September 22, 2023

Equipment/Furniture/Fixtures Studio 1226 Jefferson Road, Demopolis, AL

<u>UNITS</u>	<u>ITEM</u>	<u>LOCATION</u>
5	4 DRAWER FILING CABINETS	FRONT OFFICE
2	2 DRAWER FILING CABINETS	FRONT OFFICE
1	SHARP EL180 CALCULATOR	FRONT OFFICE
1	3X5 PARTICLE WOOD DESK	FRONT OFFICE
1	2X6 PARTICLE CRENDENZA	FRONT OFFICE
1	DESK CHAIR	FRONT OFFICE
1	ARMCHAIR	FRONT OFFICE
1	ZEROX 5135 COPY MACHINE	SALES OFFICE
2	WINGBACK CHAIR	SALES OFFICE
3	DESK CHAIR	SALES OFFICE
1	PLASTIC FOLDING TABLE	SALES OFFICE
4	FOLDING CHAIRS	SALES OFFICE
2	2 DRAWER FILING CABINETS	OFFICE 1
1	PARTICLE WOOD DESK	OFFICE 1
1	DESK CHAIR	OFFICE 1
1	PARTICLE WOOD DESK	OFFICE 2
1	DESK CHAIR	OFFICE 2
1	PARTICLE WOOD DESK	OFFICE 3
1	16 CU FT WHIRLPOOL REFRIG	KITCHEN
1	MICROWAVE OVEN	KITCHEN
1	PROCTER COFFEE MAKER	KITCHEN
1	DELL P110 COMPUTER TOWER/KEYBOARD/MONITOR	EQUIPMENT ROOM
1	APC 350 B/U POWER SUPPLY	EQUIPMENT ROOM
1	KENWOOD RECEIVER	EQUIPMENT ROOM
2	HP ROUTING SWITCHING	EQUIPMENT ROOM
1	TFT MICROWAVE TRANSMITTER	EQUIPMENT ROOM
1	BARIX RS232 INTERNET MODULE	EQUIPMENT ROOM
2	DESK CHAIRS	WZMJ CONTROL
1	SYMETRIX 528E VOICE PROCESSER	WZMJ CONTROL
1	SHERWOOD FM RECEIVER	WZMJ CONTROL
1	STANTON C502 DUAL CD PLAYER	WZMJ CONTROL
1	BROADCAST TOOLS STATION PHONE COUPLER	WZMJ CONTROL
1	ARRAKIS AR15 AUDIO CONSOLE	WZMJ CONTROL
1	APC XLT 500 B/U POWER SUPPLY	WZMJ CONTROL
1	DELL 7010 COMPUTER TOWER/KEYBOARD/MONITOR	WZMJ CONTROL
1	DELL 380 COMPUTER TOWER/KEYBOARD/MONITOR	WZMJ CONTROL
2	AUDIX POWER SPEAKERS	WZMJ CONTROL
1	BARIX EXTREMER 100 INTERNET MODULE	WZMJ CONTROL
2	ELECTROVOICE RE20 MICROPHONES	WZMJ CONTROL
1	DELL 380 COMPUTER TOWER/KEYBOARD/MONITOR	PRODUCTION ROOM
2	DESK CHAIRS	PRODUCTION ROOM
1	ARRAKIS AR15 AUDIO CONSOLE	PRODUCTION ROOM

Equipment/Furniture/Fixtures Studio 1226 Jefferson Road, Demopolis, AL (Page 2 of 2)

2	CREATIVE CR4 AUDIO MONITOR SPEAKERS	PRODUCTION ROOM
1	SANSUI 20" TV MONITOR	PRODUCTION ROOM
1	ELECTROVOICE RE20 MICROPHONES	PRODUCTION ROOM
1	SHURE PG58 MICROPHONE	PRODUCTION ROOM
1	ARM CHAIR	WINL CONTROL
1	DESK CHAIR	WINL CONTROL
1	SHURE SM7B MICROPHONE	WINL CONTROL
1	SHURE SM7 MICROPHONE	WINL CONTROL
1	DELL 710 COMPUTER TOWER/KEYBOARD/MONITOR	WINL CONTROL
1	DELL 380 COMPUTER TOWER/KEYBOARD/MONITOR	WINL CONTROL
1	RADYNE COMSTREAM ACR202 AUDIO RECEIVER	WINL CONTROL
1	STANTON C502 DUAL CD PLAYER	WINL CONTROL
1	RSI RS18 AUDIO CONSOLE (Non-Functional)	WINL CONTROL
1	BARIX EXTREMER 100 INTERNET MODULE	WINL CONTROL
1	UNISYN COMDIAL TELEPHONE SYSTEM (8 STATION)	ADMIN
1	HP 4620 DESK JET PRINTER	ADMIN
1	HP P6000 COMPUTER TOWER/KEYBOARD/MONITOR	ADMIN

Equipment/Furniture/Fixtures WZMJ Tower Site U.S. Highway 80, Demopolis, AL

<u>UNITS</u>	<u>ITEM</u>	<u>LOCATION</u>
1	BE FM 10P TRANSMITTER	TRANSMITTER BLDG
1	BELAR AM MODULATION MONITOR	TRANSMITTER BLDG
1	BELAR FM MODULATION MONITOR	TRANSMITTER BLDG
1	BELAR STEREO MONITOR	TRANSMITTER BLDG
1	ORBAN MODEL 9000A OPTIMOD PROCESSOR	TRANSMITTER BLDG
1	BE AM 1A TRANSMITTER	TRANSMITTER BLDG
2	BURKE TECHNOLOGY IP8 REMOTE CONTROL UNIT	TRANSMITTER BLDG
1	COAXIAL DYNAMICS RF WATT METER	TRANSMITTER BLDG
1	2 DRAWER METAL FILE CABINET	TRANSMITTER BLDG

Equipment/Furniture/Fixtures WINL Tower Site, Shiloh, AL

<u>UNITS</u>	<u>ITEM</u>	<u>LOCATION</u>
1	MODULAR CONCRETE/STEEL 14'X20' BUILDING	TOWER SITE
1	HARRIS HT20CD TRANSMITTER	TRANSMITTER BLDG
1	BELAR FM MODULATION MONITOR	TRANSMITTER BLDG
1	BELAR STEREO MONITOR	TRANSMITTER BLDG
1	OMNIA 6 AUDIO PROCESSOR	TRANSMITTER BLDG
1	BURKE TECHNOLOGY IP8 REMOTE CONTROL UNIT	TRANSMITTER BLDG
1	COAXIAL DYNAMICS RF WATT METER	TRANSMITTER BLDG
1	COMREX ACCESS IPA RECEIVER	TRANSMITTER BLDG

Equipment/Furniture/Fixtures Selma Studio (Westburg Property)

<u>UNITS</u>	<u>ITEM</u>	<u>LOCATION</u>
1	BE COMPUTER (AV OPERATING SYSTEM)	WINL/WZMJ Control Room
2	COMREX ACCESS IPA SEND UNITS	WINL/WZMJ Control Room
2	SAGE EAS RECEIVERS	WINL/WZMJ Control Room
2	MACKIE PRO FX 12 AUDIO CONSOLES	WINL/WZMJ Control Room

AMENDMENT

The September 28, 2023 Asset Purchase Agreement by and between BroadSouth Communications, Inc. and Westburg Broadcasting Alabama, LLC (et al.) is hereby amended to reflect the following:

The assets of the following stations are the subject of the Asset Purchase Agreement. Specifically:

- WINL-FM, Linden, Alabama
- WZNJ-FM, Demopolis, Alabama

The Asset Purchase Agreement is hereby amended to reflect that the Twenty Five Thousand Dollars (\$25,000) Purchase Price will be paid by either cash, wire transfer of funds or cashier's or certified check.

This Amendment may be signed in counterparts, each of which shall be deemed a duplicate original.

SELLER(S):

Westburg Broadcasting Alabama, LLC

By: John H. Weller

Signature John H. Weller

Westburg Media Capital, LP

By: John H. Weller

Signature John H. Weller

WPMSAV One, LLC

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BUYER:

BroadSouth Communication, Inc.

By: James M. Reynolds, President

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