

June 16, 2017

Mr. Martin Lorenzo Smith  
1402 Greenway Village Drive  
Katy, TX 77494

Re: Transfer of Control of BGM License, LLC

Dear Mr. Smith:

By letter dated April 25, 2017, you informed Broadcast Group Holdings, Inc. of your exercise of the Minority Shareholder Option pursuant to which you would acquire all shares of Broadcast Group Holdings, Inc. presently owned by Cabada Holdings, LLC. As you know, prior to consummation of that acquisition, we must obtain the consent of the FCC to transfer control of BGM License, LLC, licensee of Digital Low Power Television Station K26KJ-D, El Paso, Texas, from Cabada Holdings, LLC to you.

We have discovered that due to an apparent error in the FCC's records, the FCC's electronic database system currently indicates that BGM License, LLC also holds the authorizations of Digital Low Power Television Station K33MD-D, Yuma, Arizona. We are working with the FCC staff to correct this issue and expect it to be resolved shortly.

This letter agreement is intended to commemorate both parties' understanding that no assets other than those used and useful in the operation of Station K26KJ-D are intended to be transferred as part of this transaction. By signing below, you and we acknowledge our agreement that this transaction does not include the sale or transfer of any assets or authorizations of BGM License, LLC associated with Stations K33MD-D, Yuma, Arizona, K42KZ-D, Calexico, California, or any station other than Station K26KJ-D.

Very truly yours,



Sergio Cabada Alvidre  
Cabada Holdings, LLC  
Broadcast Group Holdings, Inc.

Acknowledged and Agreed:

  
Martin Lorenzo Smith