

EXHIBIT "A"

Outstanding Shares of Stock and Record Owners

Kathryn O'K. Nardiello	Certificate #38 – 180 shares
Timothy F. Nardiello	Certificate #39 - 20 shares

EXHIBIT "B"

The purchase price shall be Seven Hundred Thousand (\$700,000.00) Dollars, payable as follows:

\$ 5,000.00 upon the execution of this Agreement.

\$395,000.00 payable at closing

In addition, Purchaser shall give and Seller take back a Promissory Note payable to the order of the Sellers in the amount of \$300,000.00, which Note shall be amortized over 15 years at 7.5% interest with monthly payments of approximately \$2781.04.

All customary and usual prepaid or accrued items (ie: rent and taxes) shall be pro-rated and adjusted at closing.

If Edward S. Morgan assigns this contract to a corporation or a limited liability company controlled by him, then he agrees to personally guarantee the Note as set forth on **Exhibit "B-1"**.

It is further agreed that the Promissory Note as set forth on **Exhibit "B-1"** shall be subordinate to any Note or other types of financing that Mr. Morgan receives from a commercial lending institution, which amounts are to be used to apply toward the purchase price in this transaction.

Pledge

The Note shall be secured by a Stock Pledge Agreement of all of the stock of Radio Lake Placid, Inc. in the form set forth as Exhibit B-2.

EXHIBIT "C"

Inventory of Property

EXHIBIT “D”

Claims

EXHIBIT “E”

Indebtedness of Seller