

Purchase Agreement

This 15th day of July 2016

Between

**WeatherVision 7, LLC
100 Fallingwater Ranch
Brandon, Mississippi, 39204**

and

**Frances S. Smith, d/b/a NCN Cable Advertising
2911 Shortcut Road
Pascagoula, Mississippi, 39567**

Buyer hereby agrees to pay \$408,000.00 for the purchase of Television Station WKFK LD 7 from Seller.

An initial cash deposit of \$200,000.00 toward the purchase price shall be made to Seller upon signing this agreement. Within three business days of the execution of this agreement, the Seller and Buyer will prepare and file an application with the Federal Communications Commission (FCC) seeking approval to assign the WKFK LD 7 station license and studio-to-transmitter link (STL) license WQAA353. During the pendency of the FCC assignment application, (i) the Station shall continue to be maintained by Seller's personnel in its present operating condition until the FCC's consent is obtained, and (ii) Seller will cooperate with Buyer in the filing of an application to obtain authority to modify the STL license for use by Buyer at another location after the sale is closed.

Within three business days of the FCC's consent being granted, the parties shall close the transaction by the exchange of documents necessary to transfer title to any assets, assign the FCC licenses, and assign the WKFK LD 7 tower lease, which Buyer agrees to assume (Closing). After Closing, Seller will assist Buyer with the equipment that needs to be physically relocated from the WKFK LD 7 studio at 2911 Shortcut Road, Pascagoula, MS to a location designated by Buyer.

It is agreed that one week after equipment relocation begins, Buyer shall begin making \$2,000.00 per month payments to Seller, and continue such monthly payments until 60 payments have been made for a total of \$120,000.00 during the 5 year period thereafter. At the end of the 5 year period, Buyer shall make a final Balloon Payment of \$88,000.00 to Seller to complete the final total amount of \$208,000.00.

In addition, at the Closing, Buyer shall provide to Seller, as beneficiary, a personal Life Insurance Policy in the amount of \$208,000.00. Once Buyer has made each of the 60 \$2,000.00 monthly payments and the final Balloon Payment of \$88,000.00, Buyer may change the life insurance beneficiary to an individual or entity other than Seller.

Edward I. Saint Pe'

WeatherVision 7, LLC

Edward I. Saint Pe', Sole Member
100 Fallingwater Ranch
Brandon, MS 39042

Frances S. Smith

Frances S. Smith
d/b/a NCN Cable Advertising
2911 Shortcut Road
Pascagoula, MS 39567

X: Sam DeHoy
Witness

7/15/16

Date

Paul J. Smith
Witness

7-15-16

Date

PROMISSORY NOTE

For value received, the undersigned jointly and severally promise to pay to the order of Frances S and Kenneth E Smith, the sum of Two Hundred Eight Thousand & no/100 Dollars (\$208,000.00) at the rate of Two Thousand & No/100 (\$2,000.00) Dollars each month for a total of 60 months. After 60 months there will be a final Lump Sum Payment of Eighty Eight Thousand (\$88,000.00) Dollars.

This note may be prepaid, at any time, in whole or part, without penalty. This note shall be the option of the holder hereof be immediately due and payable upon the occurrence of failure to make payment due hereunder within 90 days of the date due.

In the event this note shall be in default, and placed with an attorney for collection, then the undersigned agrees to pay reasonable attorney fees and costs of collection.

Signed in the presence of:

Witness: _____

Borrower: _____

Witness my hand and official Seal.

Signature of Notary