

AGREEMENT OF SALE

This Agreement of Sale is entered into by and between Catholic Television Apostolate ("Seller") and Simchat Torah Beit Midrash, Inc. ("Buyer"), herein referred to collectively as the Parties. The Parties have entered into this Agreement as of the date accompanying the last signature subscribed below. The Parties intend themselves to be bound hereby, in consideration of the mutual promises and covenants set forth here, and each Party acknowledges the actual receipt and sufficiency of such consideration.

1. Recital. Seller has in effect a license from the Federal Communications Commission ("FCC") to operate KDEO-LD (Facility ID 52366), KJCS-LD (Facility ID 4940), KMLN-LD (Facility ID 184118) and K16KA-D (Facility ID 184304) collectively "the Stations." The Stations are fully constructed, licensed, and on the air with the exception of K16KA-D which is licensed but remains "silent".

2. Sale. Seller agrees to sell and Buyer agrees to buy the Station, its license, and all assets used or useful in the operation of the stations, for the sum of eight hundred thousand dollars (\$800,000.00). The Parties understand and agree that this Station sale is subject to prior FCC approval, and the Parties within five business days shall file with FCC seeking such approval and shall diligently and cooperatively prosecute such application. The parties shall divide equally any FCC filing fees that may be required, and shall separately bear their respective costs of FCC legal or engineering representation if any.

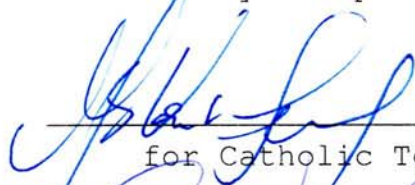
3. Assets. Attachment A hereto is a complete description of the tangible and intangible personal property being conveyed by this sale, in addition to the FCC authorizations. Such Attachment shall be initialed by the Parties and attached to this Agreement. Unless otherwise stated in an Attachment, all continuing obligations such as rent and power shall be apportioned between Seller and Buyer as of the closing date, with a minor adjustment to the final price if necessary. Buyer shall replace any utility, rent or other deposits that had been earlier made by Seller, no later than the closing, provided that it shall be Seller's responsibility to disclose these before any initialing of any Attachment.

4. Closing. The Station sale shall be consummated at a date to be specified by Buyer no less than 10 nor more than 40 days after FCC approval of sale to Buyer is given. Seller shall assign and Buyer shall assume and perform all obligations on and after the Closing

Date under the contracts assumed by Buyer. Buyer shall not assume any other obligations or liabilities of Seller. Seller shall forward an executed bill of sale and such other documents confirming the sale as Buyer may reasonably request. At the closing Buyer and Seller shall make arrangements for all payable cash consideration.

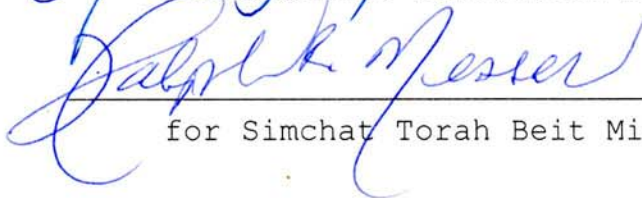
9. Formalities. The Parties enter into this Agreement of Sale intending themselves to be bound hereby. This Agreement shall be construed and governed under the laws of the State of Colorado. It may be executed in counterparts. Notice for purposes of this Agreement shall be in writing, by certified mail, return receipt requested, or by overnight courier with confirmation of delivery. A Party giving any notice also shall forward a copy of the noticed action to the other Party by FAX, which shall not constitute notice. If it becomes necessary for a Party to obtain enforcement or interpretation of this Agreement from a court, then the prevailing Party shall be entitled to its reasonable attorneys' fees, in addition to any other relief it receives.

Executed by the parties as of the dates indicated:



Dated: 7/2/15

for Catholic Television Apostolate "Seller"



Dated: 7-2-2015

for Simchat Torah Beit Midrash, "Buyer"

ATTACHMENT A

1. Transaction Description

The following is a complete description of the assets (the "assets") to be purchased:

KDEO-LD CHANNEL 23 (VIRTUAL) CHANNEL 46 (ACTUAL)

KDEO-LD FCC LICENSE

LOOKOUT MT. TRANSMITTER SITE:

EMCEE 1.25 KW digital transmitter

1KW SCREEN SERVICE backup transmitter

3PhasePerfect -Single phase converter

Linear 25watt exciter

Stringent mask filter

K-TECH down converter

Kathrein/Scala PRTV Receive Paraflector Antenna STL

Back up STL 13 GHz microwave receiver, antenna, transmission line

16 bay antenna Concepts Broadband transmitting antenna, 200' transmission line

CTVA OFFICE & MASTER CONTROL- JAMAICA COURT:

LINEAR Industries 120WATT Exciter (STL)

Back up STL 13 GHz microwave transmitter, antenna, transmission line

ADTEC DTA 3050 Multiplexer 6

ADTEC EDJE 2100 Digital Encoders (5ea)

Telvue B4000 4 Channel Server

KNOX 8X8 ROUTING SWITCHER


K-TECH Digital up-converter

C-Band satellite antennas (4)

Satellite Receivers (5)

2 standard equipment racks 19"

Video monitors/ off air



24 port Ethernet Hub

Internet Router

4 (UPS) Battery Backup Supplies

CPU Master control windows computer w monitor

Office Furniture

Office computers and Printers

KJCS-LD CHANNEL 38 COLORADO SPRINGS

KJCS-LD FCC LICENSE

Almagre Mountain Transmitter Site:

Drake Transcoder DTS860

Back up Transcoder DTS860

Linear Industries 25watt Exciter

Back up Harris Channel 38 Exciter

Harris Broadcast Channel17 STL Demodulator

1 KW Screen Service Power Amp

Backup 1KW Screen Service Power Amp

4 Panel MCI Broadband transmitter Antenna & transmission line

4Way Power divider

Blonder Tongue Broadcast STL receiving antenna

Stringent Mask Filter

5050 Edison Ave OFFICE and MASTER CONTROL:

Harris Exciter STL

3 meter Satellite Dishes (2)

Satellite Receiver

Scala 4' Parabolic transmitting antenna/ transmission line

DRAKE SD24 Multiplexer

Digital ASI Encoders (3)

Telvue B1000 2 Channel server

(2) Telvue B100 single channel server

KNOX 8x8 routing switcher

Master control computers w monitor

16 port Ethernet switch

Standard equipment rack 19"

Office furniture

Misc. equipment, monitors etc.

KMLN CHANNEL 24 FORT COLLINS CO

KMLN-LD FCC LICENSE

Milner Mountain transmitter site:

1KW Screen Service power amplifier

Upgrade New Linear Industries Digital Exciter Ch24

(4) MCI Broadband transmitting antennas

4way power divider & transmission line

Drake SD24 digital Multiplexer

(3) ASI dual channel digital encoders

(6) Holland off-air demodulators

Stringent Mask Filter

Standard equipment rack 19"

UHF Receive Antenna

(UPS) Battery Backup supplies

K16KA-D FCC LICENSE PUEBLO,CO (which is licensed but "silent")

STBM INITIAL

__RRM



CATHOLIC TELEVISION APOSTOLATE INITIAL

__JBV

