

## Sale Agreement

This agreement between Fine Arts Radio, Inc., (Fine Arts), of P.O. Box 338, Newport, Ohio and WATH Inc., (WATH), of 300 North Columbus Rd., Athens, Ohio.

**Whereas** Fine Arts operates FM translator W247AP at Athens; whereas WATH, licensee of daytime AM radio station WATH, desires to improve nighttime service to Athens, Ohio by rebroadcast on an FM translator, a service only recently permitted by the FCC;

**Now Therefore**, Fine Arts agrees to sell translator station W247AP to WATH for the sum of \$4,000.

**1. Acknowledgments.** The Parties specifically acknowledge the following:

- a) The present W247AP site must be vacated;
- b) The site specified in the present construction permit is no longer viable;
- c) Special temporary authority to remain silent must be sought from the Federal Communications Commission (FCC);
- d) A modification of the existing construction permit to the WXTQ tower site will be requested; and
- e) Approval of the transfer of the translator license by the FCC is required before the sale can be consummated.

**2. Good Faith Deposit:** Upon signing of this agreement WATH agrees to pay to Fine Arts the sum of Four Hundred Dollars (\$400.00), to serve as a good faith deposit to insure fulfillment of this agreement. In the event that the FCC does not permit modification of the construction permit, and/or the transfer of the license, or takes any other action that would impair the ability of the parties to complete this agreement, then this deposit shall be returned to WATH by Fine Arts. In the event that the FCC approves all filings necessary to both transfer the license and allow the future operation of W247AP as a translator for WATH radio; but WATH refuses to close, (as described below), then Fine Arts may retain the security deposit.

**3. Modification of Construction Permit.** Upon signing of this agreement, Fine Arts agrees to file for modification of the pending construction permit to the WXTQ tower site owned by WATH. WATH, by signing of this agreement, expressly agrees to permit Fine Arts to specify this site for W247AP.

**4. Application for Transfer and Fee.** Immediately upon signing of this agreement, Fine Arts agrees to file for the transfer of the translator license to WATH. The parties agree to split the cost of the transfer fee (\$175), to be paid at the time of filing the application for transfer.



5. **Construction of translator pending transfer.** Parties agree to begin construction of the new translator site as soon as possible after the grant of the modification of the construction permit. WATH shall be responsible for the cost of any equipment, antennas, etc., required to use this installation as a translator for the AM radio station. WATH shall also be responsible for any installation costs.

6. **Transfer of License Only.** It is acknowledged that the existing translator receiver/transmitter equipment is not suitable for this operation, and therefore the existing equipment is not transferred as part of this sale. The coaxial cable at the present site must be abandoned in place.

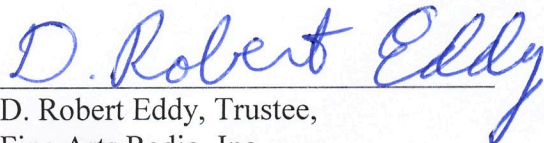
7. **Engineering/Legal.** Fine Arts agrees to provide engineering and legal services relating to the modification of the existing construction permit, and filing of the appropriate applications. WATH shall provide, upon request, any information required for the filing of those applications.

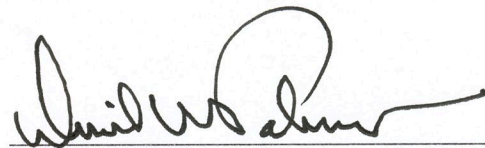
8. **Closing.** Closing shall occur within 30 days after the FCC approves the transfer of the license for the translator. Due at closing, in cash or other negotiable instruments, shall be the balance due on the agreed price for the translator license (\$4,000 minus \$400 deposit, or \$3,600), plus an amount equal to ½ of any fees charged by the FCC for the transfer.

9. **Entire Agreement/ Governing Law.** This constitutes the entire agreement between the parties. The law of the State of Ohio shall govern, and any dispute that may arise shall be resolved in the courts of Athens County, Ohio.

10. **Notices.** This agreement prepared by Thomas P. Taggart, trustee and attorney for Fine Arts, 733 Fourth St., Marietta, Ohio 45750 (740-568-8170) and notices are to be sent to him. Notice to WATH, Inc. to David W. Palmer at the WATH main office and telephone number in Athens, Ohio.

Signed this 12 day of March, 2011 by:

  
D. Robert Eddy, Trustee,  
Fine Arts Radio, Inc.

  
David W. Palmer, President,  
WATH, Inc.