

**OFFER TO PURCHASE  
RADIO STATION WSDS 1480 AM SALEM TOWNSHIP**

Sima Birach / Birach Broadcasting offers to purchase WSDS 1480 AM Radio Station, Salem, MI, for \$ 1,500,000.00 (\$ 750,000.00 at closing and balance of \$ 750,000.00 in 24 months) on land contract.

Good faith deposit of \$ 10,000.00 at date of signing agreement.

Tower site description as appendix A.

Office / Studio building description as appendix B.

Equipment list attached as appendix C.

Appendix A, B, and C should be provided to purchaser by October 20<sup>th</sup>, 2004.

Attorneys should file transfer of license in next 30 - 45 days.

Closing should be done timely with the FCC approval.

Seller's conditions to sale - appendix D.

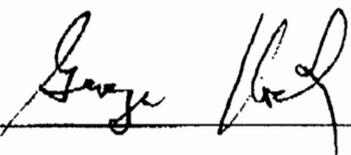
Signed on this 27<sup>th</sup> of September 2004.

Buyer  
Sima Birach  
Birach Broadcasting Corporation



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Seller  
George Koch  
Koch Broadcasting



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**APPENDIX D**

**SELLER'S CONDITIONS TO SALE**

1. **Balance due on contract subject to personal guarantee by Sima Birach and Birach Broadcasting Corporation.**
2. **Minimum payment of \$200,000.00 due one year from date of closing.**
3. **Title to property to remain in seller's name until balance of contract is paid in full. Buyer agrees to return property to seller in "as good as or better" condition should buyer default on contract terms. Seller shall have no obligation to return any portion of down payment or subsequent payments on property.**
4. **Buyer may not demolish building or towers unless approved in writing by Seller. Buyer further agrees to operate property as radio station until balance on contract is paid in full.**
5. **Buyer is purchasing real property, personal property, license and goodwill "as is" with no warranties of any kind.**
6. **Buyer further warrants as well as Sima Birach individually to pay seller entire balance on contract. Should contract enter into default, Buyer and Sima Birach individually also promise to / be liable for / any additional Seller costs, legal and otherwise for repossession and losses upon subsequent sale of property at less than contract balance due Seller.**

**APPENDIX D**