

## PURCHASE AGREEMENT

FIRST PARTY; JUAN G. PADIN, licensee of WVQS-LD and WUSP-LD, holder of Construction permit W50EN-LD and a resident of Arecibo, Puerto Rico. To be known as SELLER.

SECOND PARTY; SENDA EDUCATIONAL BROADCASTING INC, a non profit corporation duly registered in the Commonwealth of Puerto Rico with registration number 334761

Represented in this act by its President Marisol Reyes Rolon, resident of Toa Alta, Puerto Rico. To be known as BUYER.



FIRST: JUAN G. PADIN holds two licenses to operate the Low Power Television ("LPTV's") stations; WVQS-LD, WUSP-LD and the Construction Permit W50EN-LD granted under Title 47- Part 74 Subpart G of the FCC Rules and Regulations.

WVQS-LD is assigned to the community of Isabel Segunda, Vieques, Puerto Rico.

Operating in Channel 50 with an authorized radiating power of 15,000 watts unlimited time.

WUSP-LD is assigned to the community of Ponce, Puerto Rico with an authorized radiating power of 15,000 watts, unlimited time, on Channel 26. Actually WUSP-LD is in Silent Period

W50EN (Channel 50) Construction Permit is assigned to the community of Caguas, Puerto Rico. The authorized radiating power is 3,700 watts unlimited time.

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EXHIBIT 1: LICENSES

EXHIBIT 2. CONSTRUCTION PERMITS

EXHIBIT 3: SENDA CORPORATE RESOLUTION

EXHIBIT 4. TANGIBLE ASSETS

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SECOND: Buyer desires to acquire and Seller desires to sell the facilities of the "LPTV's" consisting of the Licenses, construction permit and certain assets used in conjunction therewith.

THIRD: The purchase price for WVQS-LD, WUSP-LD, and W50EN-CP is the Total Sum of SEVEN HUNDRED THOUSAND DOLLARS (\$700,000). Amounts to be paid as follows:

A) FIFTY THOUSAND DOLLARS (\$50,000) as deposit at the time of signature of this document. The deposit shall be retained by Seller if the agreement is not fulfilled for causes attributable to Buyer . The deposit shall be Returned to Buyer if this agreement is not fulfilled for causes attributable to Seller.

B) FIFTY THOUSAND DOLLARS (\$50, 000) within 40 day of approval of the Application by the FCC at closing.

C) FIFTY THOUSAND DOLLARS (\$50, 000) every SIX (6) months, after closing.

FOURTH: Seller warrants that at time of closing all licenses and the Construction Permit will be in good standing with the Federal Communications Commission.

FIVETH: Seller warrants that the Assets will be delivered free of debts, liens and Liabilities at time of closing.

SIXTH: Consummation or closing of sale will take place within 40 Days of the FCC of approval becoming firm and final. Finality of Consummation may be

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waived by the parties by mutual agreement.

SEVENTH: Both parties agree to place due diligence and their best effort to provide

and Execute any documents that may be necessary for the transaction.

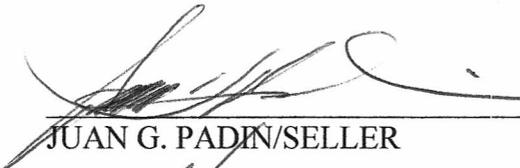
EIGHTH; Cost of filing of the transfer of control application with the FCC will be Assumed by Seller.



NINETH: Seller confers Buyer, their insurance companies and sureties, affiliates and Officials, a complete and total release (hold harmless) of all civil, criminal and Administrative liabilities, for and in the event of seizure, claims, obligations, penalties, Court claims, causes of action, hours and wages claims, debts, taxes or other, that may exist now or in the future or before, as a consequence of the operation by Seller of the Station or its operation or its ownership and not connected to Buyer.

TENTH: Consummation of the transaction contemplated hereunder, is conditioned to prior FCC consent in writing, for the transfer of control of Licenses and the Construction Permit, to Buyer.

TWELVETH: There are no written, verbal, nor implied clauses, except the ones contained in this document.



\_\_\_\_\_  
JUAN G. PADIN/SELLER

4/1, 2015



\_\_\_\_\_  
MARISOL REYES ROLON, PRESIDENT

4/1, 2015

**EXHIBIT 1**

**LICENSES**

LICENSE RENEWAL AUTHORIZATION

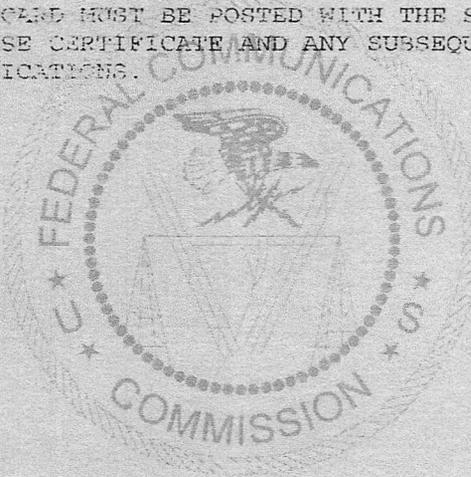
THIS IS TO NOTIFY YOU THAT YOUR APPLICATION FOR RENEWAL OF LICENSE, BRDTL-20120926ACZ, WAS GRANTED ON 05/08/2013 FOR A TERM EXPIRING ON 02/01/2021.

THIS IS YOUR LICENSE RENEWAL AUTHORIZATION FOR STATION WVQS-LD.

FACILITY ID: 32144

LOCATION: ISABEL SEGUNDA, PR

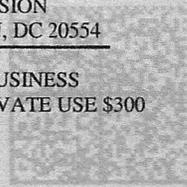
THIS CARD MUST BE POSTED WITH THE STATION'S LICENSE CERTIFICATE AND ANY SUBSEQUENT MODIFICATIONS.



00814827EE B023

FEDERAL COMMUNICATIONS  
COMMISSION  
WASHINGTON, DC 20554

OFFICIAL BUSINESS  
PENALTY FOR PRIVATE USE \$300



Haster

016H26513110

\$00.460

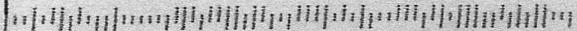
05/06/2013

Mailed From 20743

US POSTAGE

JUAN G PADIN  
PO BOX 142755  
ARECIBO, PR 00614

FCC 372B (02/00) NOTIFICATION





United States of America  
**FEDERAL COMMUNICATIONS COMMISSION**  
**DIGITAL LOW POWER TELEVISION/TELEVISION TRANSLATOR**  
**BROADCAST STATION LICENSE**

Official Mailing Address:

JUAN G PADIN  
PO BOX 142755  
ARECIBO PR 00614

Facility Id: 32144

Authorizing Official:

A handwritten signature in black ink, appearing to read "Hossein Hashemzadeh", written over a horizontal line.

Hossein Hashemzadeh

Deputy Chief

Video Division

Media Bureau

Grant Date: MAY 17 2011

This license expires 3:00 a.m.  
local time, February 01, 2013.

Call Sign: WVQS-LD

License File Number: BLDTL-20110505ACS

This license covers permit no.: BMPDTL-20091210ABT

Subject to the provisions of the Communications Act of 1934, subsequent acts and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions set forth in this license, the licensee is hereby authorized to use and operate the radio transmitting apparatus herein described.

This license is issued on the licensee's representation that the statements contained in licensee's application are true and that the undertakings therein contained so far as they are consistent herewith, will be carried out in good faith. The licensee shall, during the term of this license, render such broadcasting service as will serve the public interest, convenience, or necessity to the full extent of the privileges herein conferred.

This license shall not vest in the licensee any right to operate the station nor any right in the use of the frequency designated in the license beyond the term hereof, nor in any other manner than authorized herein. Neither the license nor the right granted hereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934. This license is subject to the right of use or control by the Government of the United States conferred by Section 606 of the Communications Act of 1934.





United States of America  
**FEDERAL COMMUNICATIONS COMMISSION**  
**DIGITAL LOW POWER TELEVISION/TELEVISION TRANSLATOR**  
**BROADCAST STATION LICENSE**

Official Mailing Address:

JUAN G PADIN  
P.O. BOX 142755  
ARECIBO PR 00614

Facility Id: 182087

Authorizing Official:

A handwritten signature in black ink, appearing to read "Hossein Hashemzadeh".

Hossein Hashemzadeh  
Deputy Chief  
Video Division  
Media Bureau

Grant Date: **MAY 30 2014**

This license expires 3:00 a.m.  
local time, February 01, 2021.

Call Sign: WUSP-LD

License File Number: BLDTL-20140521AHB

This license covers permit no.: BMPDTL-20120319AAA

Subject to the provisions of the Communications Act of 1934, subsequent acts and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions set forth in this license, the licensee is hereby authorized to use and operate the radio transmitting apparatus herein described.

This license is issued on the licensee's representation that the statements contained in licensee's application are true and that the undertakings therein contained so far as they are consistent herewith, will be carried out in good faith. The licensee shall, during the term of this license, render such broadcasting service as will serve the public interest, convenience, or necessity to the full extent of the privileges herein conferred.

This license shall not vest in the licensee any right to operate the station nor any right in the use of the frequency designated in the license beyond the term hereof, nor in any other manner than authorized herein. Neither the license nor the right granted hereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934. This license is subject to the right of use or control by the Government of the United States conferred by Section 606 of the Communications Act of 1934.

Callsign: WUSP-LD

License No.: BLDTL-20140521AHB

Name of Licensee: JUAN G PADIN

Station Location: PR-PONCE

Frequency (MHz): 542 - 548

Channel: 26

Hours of Operation: Unlimited

Transmitter: Type Accepted. See Sections 74.750 of the Commission's Rules.

Antenna type: (directional or non-directional): Directional

Description: ANT ACS8CR

Major lobe directions 180  
(degrees true):

Beam Tilt: 1 Degrees

Antenna Coordinates: North Latitude: 18 deg 09 min 15 sec

West Longitude: 66 deg 33 min 15 sec

Maximum Effective Radiated Power (ERP): 15 kW

Transmitter Output Power: 1 kW

Height of radiation center above ground: 50 Meters

Height of radiation center above mean sea level: 1258 Meters

Antenna structure registration number: None

Overall height of antenna structure above ground: 60 Meters

Out-of-Channel Emission mask: Full Service

\*\*\* END OF AUTHORIZATION \*\*\*

EXHIBIT 2

**CONSTRUCTION PERMITS**



United States of America  
**FEDERAL COMMUNICATIONS COMMISSION**  
**DIGITAL LOW POWER TELEVISION/TELEVISION TRANSLATOR**  
**BROADCAST STATION CONSTRUCTION PERMIT**

Official Mailing Address:

JUAN G PADIN  
P.O. BOX 142755  
ARECIBO PR 00614

Facility Id: 188818

Call Sign: W50EN-D

Permit File Number: BNPDTL-20101021ADQ

Subject to the provisions of the Communications Act of 1934, as amended, subsequent acts and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions set forth in this permit, the permittee is hereby authorized to construct the radio transmitting apparatus herein described. Installation and adjustment of equipment not specifically set forth herein shall be in accordance with representations contained in the permittee's application for construction permit except for such modifications as are presently permitted, without application, by the Commission's Rules.

Commission rules which became effective on February 16, 1999, have a bearing on this construction permit. See Report & Order, Streamlining of Mass Media Applications, MM Docket No. 98-43, 13 FCC RCD 23056, Para. 77-90 (November 25, 1998); 63 Fed. Reg. 70039 (December 18, 1998). Pursuant to these rules, this construction permit will be subject to automatic forfeiture unless construction is complete and an application for license to cover is filed prior to expiration. See Section 73.3598.

Equipment and program tests shall be conducted only pursuant to Sections 73.1610 and 73.1620 of the Commission's Rules.

Name of Permittee: JUAN G PADIN

Station Location: PR-CAGUAS

Frequency (MHz): 686 - 692

Channel: 50

Hours of Operation: Unlimited

Authorizing Official:

Handwritten signature of Hossein Hashemzadeh in black ink.

Hossein Hashemzadeh

Deputy Chief

Video Division

Media Bureau

Grant Date: MAY 29 2012

This permit expires 3:00 a.m.  
local time, 36 months after the  
grant date specified above.

Transmitter: Type Accepted. See Sections 74.750 of the Commission's Rules.

Antenna type: (directional or non-directional): Directional

Description: ANT ACS8CR

Major lobe directions 45  
(degrees true):

Beam Tilt: 0.25 Degrees

Antenna Coordinates: North Latitude: 18 deg 12 min 45 sec

West Longitude: 66 deg 03 min 42 sec

Maximum Effective Radiated Power (ERP): 3.7 kW

Transmitter Output Power: 0.175 kW

Height of radiation center above ground: 42 Meters

Height of radiation center above mean sea level: 170.9 Meters

Antenna structure registration number: 1208534

Overall height of antenna structure above ground (including obstruction lighting if any) see the registration for this antenna structure.

Out-of-Channel Emission mask: Stringent

Special operating conditions or restrictions:

- 1 This authorization is subject to the condition that low power television is a secondary service, and that low power television and television translator stations must not cause interference to the reception of existing or future full service television stations on either allotted NTSC or DTV channels, and must accept interference from such stations.
- 2 This authorization is subject to the condition that any future modification will not result in a relocation within 121 km of the top 100 markets as described in Public Notice announcing commencement of Rural First-come, First-served Digital Licensing released June 29, 2009, Report # DA 09-1487

\*\*\* END OF AUTHORIZATION \*\*\*



United States of America  
FEDERAL COMMUNICATIONS COMMISSION  
DIGITAL LOW POWER TELEVISION/TELEVISION TRANSLATOR  
BROADCAST STATION CONSTRUCTION PERMIT

Official Mailing Address:

JUAN G PADIN  
P.O. BOX 142755  
ARECIBO PR 00614

Authorizing Official:

*Hossein Hashemzadeh*

Hossein Hashemzadeh

Deputy Chief

Video Division

Media Bureau

Facility Id: 182087

Grant Date: AUG 19 2014

This permit expires 3:00 a.m.  
local time, 36 months after the  
grant date specified above.

Call Sign: WUSP-LD

Permit File Number: BPDTL-20140411AAL

This permit modifies permit no.: BLDTL-20140521AHB

Subject to the provisions of the Communications Act of 1934, as amended, subsequent acts and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions set forth in this permit, the permittee is hereby authorized to construct the radio transmitting apparatus herein described. Installation and adjustment of equipment not specifically set forth herein shall be in accordance with representations contained in the permittee's application for construction permit except for such modifications as are presently permitted, without application, by the Commission's Rules.

Commission rules which became effective on February 16, 1999, have a bearing on this construction permit. See Report & Order, Streamlining of Mass Media Applications, MM Docket No. 98-43, 13 FCC RCD 23056, Para. 77-90 (November 25, 1998); 63 Fed. Reg. 70039 (December 18, 1998). Pursuant to these rules, this construction permit will be subject to automatic forfeiture unless construction is complete and an application for license to cover is filed prior to expiration. See Section 73.3598.

Equipment and program tests shall be conducted only pursuant to Sections 73.1610 and 73.1620 of the Commission's Rules.

Name of Permittee: JUAN G PADIN

Station Location: PR-PONCE

Frequency (MHz): 542 - 548

Channel: 26

Hours of Operation: Unlimited

Transmitter: Type Accepted. See Sections 74.750 of the Commission's Rules.

Antenna type: (directional or non-directional): Directional

Description: MCX CS-2030-7026-8

Major lobe directions            175            185  
(degrees true):

Beam Tilt: 1.5 Degrees

Antenna Coordinates: North Latitude:    18 deg 09 min 20 sec  
    West Longitude:    66 deg 33 min 16 sec

Maximum Effective Radiated Power (ERP):            15 kW

Transmitter Output Power:                            1 kW

Height of radiation center above ground:            46 Meters

Height of radiation center above mean sea level: 1249 Meters

Antenna structure registration number: None

Overall height of antenna structure above ground:    55 Meters

Out-of-Channel Emission mask: Full Service

Special operating conditions or restrictions:

- 1 This authorization is subject to the condition that low power television is a secondary service, and that low power television and television translator stations must not cause interference to the reception of existing or future full service television stations on either allotted NTSC or DTV channels, and must accept interference from such stations.

\*\*\* END OF AUTHORIZATION \*\*\*

EXHIBIT 3

**SENDA CORPORATE RESOLUTION**

**Senda Educational Broadcasting, Inc.**  
**RR 7 Box 17140**  
**Toa Alta, PR 00954**  
**Tel. (787) 730-5880**

***CORPORATE RESOLUTION***  
***PURCHASE OF JUAN G PADIN TELEVISION STATIONS***  
***AND CONSTRUCTION PERMITS***

The Board of Directors of Senda Educational Broadcasting Inc., in a meeting held on March 25, 2015 and in accordance laws and statutes of Senda Educational Broadcasting Inc., agreed to purchase the following television stations from Juan G Padín: WVQS-LD, channel 50, FCC ID 32144, Isabel Segunda Vieques, Puerto Rico, WUSP-LD channel 26, FCC ID 182087, Ponce, Puerto Rico, and W50EN-LD Construction Permit FCC ID 188818.

The purchase cost \$700,000 dollars.

I certify that the foregoing is a true record of a resolution duly adopted and that resolution is now in full force and effect without or modification or rescission.

Whereby, I signed the present resolution this day, April 1, 2015.



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Marisol Reyes Rolón, President

EXHIBIT 4

**TANGIBLE ASSETS**

Harris 1kw Transmitter Model Ranger CZ1000

Antenna PSI Model PSILP-ARA-50

Transmission Line Andrew AVA-7 (HJ7) -50A

K-Tech VSB-FRQ-200 Demodulator-ASI/SMPT310 Converter

Sine System Remote Controller RFC-1/B