

(1) That as of the effective date of this merger or consolidation, it shall:

(a) Have no debts, liabilities or obligations other than (i) current accounts payable incurred in the normal and ordinary course of business, and (ii) accruals for current taxes not yet due or payable, and furnish effective and satisfactory indemnification to the contracting parties and to the resulting corporation against undisclosed and contingent tax and other obligations and liabilities,

(b) Shall have cash, accounts receivable, deposits, investments, prepaid expenses, and prepaid insurance having a fair market value, after deducting all liabilities, including tax accruals, of not less than One Hundred Ninety Thousand (\$190,000.00) Dollars, and,

(c) In addition to the requirements of subparagraph (b) above, shall have in good operating condition, and good and marketable title to, all of the fixed assets, equipment, supplies, material, transcriptions, records and scripts necessary for the operation of an AM and FM radio station in accordance with the licenses from the Federal Communications Commission in substantially the same condition as all of such assets, equipment and supplies now are, reasonable wear and tear and consumption of expendable items alone excepted (provided there is reasonable replacement consistent with past practice in the ordinary course of business), or, if any or all of such assets shall be sold