

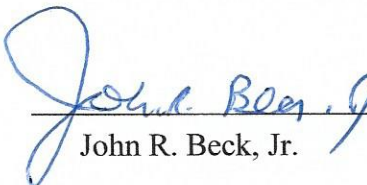
Memorandum of Agreement

Re: Stone Canyon of Flagstaff, LLC licensee of Radio Stations
KBTX(FM), Kachina Village, AZ (FIN: 14938),
KWMX(FM), Williams, AZ (FIN: 30433),
KSED(FM), Sedona, AZ (FIN: 55402),
KFLX(FM), Chino Valley, AZ (FIN: 171022),
KWMX-FM1, Flagstaff, AZ (FIN: 83067) and
KWMX-FM2, Sedona, AZ (FIN: 124929) (the "Stations").

John R. Beck, Jr. ("Beck"), 56% equity member of Stone Canyon of Flagstaff, LLC ("Stone Canyon"), hereby agrees to transfer 100% of his membership interests in Stone Canyon to Dana R. Withers ("Withers"), the 44% equity member of Stone Canyon, subject to prior consent of the Federal Communications Commission ("FCC"). In consideration of Beck's transfer of membership interests to Withers, Withers hereby agrees to pay Beck the sum of Thirty Five Thousand U.S. Dollars (\$35,000 US). The transfer of membership interests and payment shall take place within ten (10) business days of the initial consent of the FCC. In exchange for the payment and mutual promises contained herein and other good and valuable consideration, Beck and Withers hereby unconditionally and irrevocably release and hold each other harmless from any and all claims or causes of action related to or arising from the business and operation of Stone Canyon or the Stations.

It is further agreed that in the event Stone Canyon employees Joe Rush and Jeff Allen are terminated, they will be provided a minimum notice of thirty 30 days prior to the effective date.

Agreed and accepted this 9th day of March 2021.

 3/10/21
John R. Beck, Jr.

Dana R. Withers