

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT (“Assignment and Assumption”), dated as of May __, 2022, is made and delivered by and between Radio Zindagi USA, LLC, a New Jersey limited liability company (“Assignor”) and Zindagi 967 FM LLC, a New Jersey limited liability company (“Assignee”).

Whereas Assignor is a party to that certain Asset Purchase and Sale Agreement dated as of May 3, 2022, by and between Cantico Nuevo Ministry, Inc., a New Jersey corporation (“Seller”) and Assignor, as Buyer, relating to FM Translator Station W244DU (FCC Facility ID 141372), operating on 96.7 MHz and licensed to Parsippany, New Jersey. (the “Purchase Agreement”).

Whereas pursuant to Section 21 of the Purchase Agreement, Assignor wishes to assign its rights and obligations under the Purchase Agreement to Assignee, which is managed by Sunil K. Hali.

Now therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confirmed, and pursuant to the Purchase Agreement, Assignor and Assignee hereby agree as follows:

1. Assignment and Assumption. Effective as of the date first set forth above, Assignor does hereby sell, assign, transfer, convey and deliver to Assignee, all of Assignor’s rights and obligations under the Purchase Agreement, and Assignee hereby accepts such assignment and does hereby assume all rights and obligations of Assignor under the Purchase Agreement, and agrees to pay, perform and satisfy all such obligations of Assignor under the Purchase Agreement.

2. Governing Law. This Assignment and Assumption is made pursuant to and shall be construed under the laws of the State of New Jersey

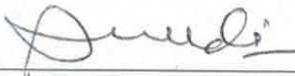
3. Conflicts. This Assignment and Assumption is subject to the terms and conditions of the Purchase Agreement and nothing contained herein shall be construed to limit, terminate or expand the representations, warranties and covenants set forth in the Purchase Agreement. If any conflict arises between this Assignment and Assumption and the Purchase Agreement, the Purchase Agreement shall govern and control.

[Remainder of page left blank; next page is signature page.]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be duly executed as of the date first written above.

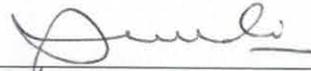
ASSIGNOR:

RADIO ZINDAGI USA, LLC

By: 
Sunil K. Hali
Manager

ASSIGNEE:

ZINDAGI 967 FM LLC

By: 
Sunil K. Hali
Manager