

IN WITNESS WHEREOF, the parties hereto have executed this Asset Purchase Agreement as of the Effective Date.

SELLER:

**MASSANUTTEN BROADCASTING
COMPANY, INC.**

By: *David Eshleman*
Name: *David Eshleman*
Title: *President*
Date: *12/8/16*

BUYER:

EDUCATIONAL MEDIA FOUNDATION

By: _____
Name: Mike Novak
Title: President & CEO
Date: _____

SIGNATURE PAGE TO ESCROW AGREEMENT

WITNESS WHEREOF, the parties hereto have executed this Escrow Agreement as of the day and year first above written.

Buyer:

EDUCATIONAL MEDIA FOUNDATION

By: _____
Name: Mike Novak
Title: President and CEO
Date: _____

Seller:

MASSANUTTEN BROADCASTING COMPANY, INC.

By: David Eshleman
Name: David Eshleman
Title: President

Escrow Agent:

WASHINGTONFIRST BANK

By: _____
Name: Michael M. Amin
Title: Senior Vice President