

Agreement Between  
Sea-Mar Community Health Center  
And  
Northwest Communities Education Center

Sea-Mar Community Health Center, a Washington nonprofit corporation, (hereinafter "Sea Mar") and Northwest Communities Education Center, a Washington nonprofit corporation, (hereinafter "NCEC"), in consideration of the fulfillment of their respective nonprofit missions and mutual interests now agree to the consolidation of NCEC with Sea Mar under the terms stated hereinbelow.

1. Continuation of Business. NCEC shall continue all its programs and operations at their current state, including but not limited to Radio KDNA, 91.9 FM, during the pendency of the consummation of this Agreement. No assets of NCEC shall be sold, liquidated, transferred, pledged or encumbered by NCEC and no indebtedness or contractual obligation shall be incurred by NCEC without the consent of Sea Mar except in the ordinary course of business.
2. Radio License Transfer. The parties shall diligently apply for all necessary approvals from the Federal Communications Commission ("FCC") as may be required to consummate this Agreement, including any license transfer applications regarding Radio KDNA, 91.9 FM which may be required as a result of the change in the Board of Directors of NCEC. This Agreement is contingent upon such necessary approvals from the FCC. Sea Mar shall pay for the FCC application and transfer fees. If the necessary approvals or transfer application are denied by the FCC, this Agreement shall terminate.
3. Change of Board of Directors. As soon as practicable after all necessary approvals are obtained from the FCC, but not later than 20 days, the Board of Directors of NCEC shall elect and install the members of the Board of Directors of Sea Mar onto the Board of Directors of NCEC, and upon such election and installation, the current members of the Board of Directors of NCEC shall resign from the Board of Directors of NCEC. NCEC shall adopt all necessary resolutions and make any amendments to its Bylaws and Articles of Incorporation, if needed, to authorize the foregoing. The change of membership of the Board of Directors of NCEC shall hereinafter be referred to as the "Consolidation."
4. Continuation of Corporate Entity and Insurance. After the Consolidation, NCEC shall continue as its current corporate entity and shall continue with substantially all its current programs and operations, including but not limited to Radio KDNA. NCEC shall continue to maintain an insurance policy for Directors' Errors and Omission with the scope and amount of coverage substantially equivalent to such insurance program currently purchased by NCEC.

5. Contributions. Sea Mar commits to making contributions to NCEC in the amount of \$500,000.00 as follows: \$200,000 during the first year following the Consolidation; \$150,000.00 during the second year following the Consolidation; and \$150,000.00 during the third year following the Consolidation.
6. Notices. Any notices by NCEC to Sea Mar shall be given to:

Rogelio Riojas, Chief Executive Officer  
Sea Mar Community Health Center  
1040 South Henderson Street  
Seattle, Washington 98108

Any notices by Sea Mar to NCEC shall be given to:

Amelia Ramon, Executive Director  
Northwest Communities' Education Center  
121 Sunnyside Avenue  
Granger, Washington 98932

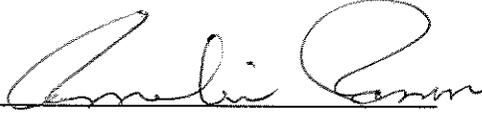
7. Authority. Each party warrants that each of the signors to this Agreement is duly authorized to execute this Agreement on behalf of the respective party.
8. Amendments. This Agreement may be modified or amended only by a mutually executed written instrument.
9. Due Diligence Review. During the pendency of the FCC approval, Sea Mar shall conduct its due diligence review and NCEC shall provide all necessary documents and information to Sea Mar, including the following matters:

Articles of Incorporation  
Bylaws  
Minutes of Board meetings  
Audited Financial Statements  
FCC filings  
Liens and encumbrances  
Insurance policies

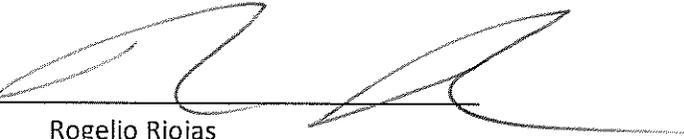
If Sea Mar, at its discretion, is not satisfied with after its due diligence review, then Sea Mar shall give notice to NCEC of failure of the due diligence review, and this Agreement shall terminate fully in all respects.

Executed this 12th day of May, 2011

NORTHWEST COMMUNITIES EDUCATION CENTER,  
a Washington nonprofit corporation

By:   
Amelia Ramon  
its Executive Director

SEA-MAR COMMUNITY HEALTH CENTER  
a Washington nonprofit corporation

By:   
Rogelio Riojas  
its Chief Executive Officer