

VALLEY CATHOLIC RADIO FOUNDATION, INC.

9115 S.W. 176th Ave.
Beaverton, OR 97007-9008

May 24, 2010

Charles Starr, President *Board of Trustees*
Heritage Christian School
8330 S.W. River Road
Hillsboro, OR 97123

Dear Mr. Starr:

Valley Catholic Radio Foundation, Inc. (Valley Catholic) hereby offers to purchase low power FM station KQRZ-LP from Heritage Christian School (Heritage). If Heritage agrees to this transaction by signing this letter below, Valley Catholic will pay Heritage the sum of One Thousand Dollars (\$1,000.00). Payment will be made \$500.00 at the time of execution of this letter by Heritage and the remaining \$500.00 at closing on assignment of the FCC license for KQRZ-LP to Valley Catholic.

The transaction will include the FCC license for KQRZ-LP (which must be valid and in good standing at the time of closing) and the station's transmitter, antenna, and other physical assets, along with the right to use the call letters KQRZ-LP. All physical assets will be sold "as is, where is," with no warranty by Heritage as to how much equipment there is or its condition. Valley Catholic will be responsible for making its own transmitter site arrangements.

The approval of the Federal Communications Commission ("FCC") will be required before the sale may be closed. Valley Catholic will prepare and file an application to the FCC. You agree to sign approve your electronic signature on the application and to sign a statement regarding Heritage's inability to operate KQRZ-LP any longer. Within ten (10) days after FCC approval is obtained, you will sign a bill of sale transferring the station license and assets to Valley Catholic, and Valley Catholic will pay the second half of the purchase price.

If the sale has not been closed within nine (9) months after the date of this letter, either party may cancel the transaction without any further liability to the other.

As long as this agreement remains in effect, Heritage will not sell, transfer, or offer or apply to the FCC to sell or transfer, the FCC license for KQRZ-LP or any of the station's assets to anyone other than Valley Catholic. Heritage will also promptly provide Valley Catholic with a copy of any correspondence or other written communication it receives from the FCC.

This agreement is made in the State of Oregon by citizens of that state and is subject to the laws of Oregon and federal communications laws.

Charles Starr, President

May 24, 2011

Page 2

Your signature below constitutes acceptance of this offer on behalf of Heritage, and this offer will then become a contract without further action by the parties. This offer will expire at 6:00 p.m. Pacific Daylight Time on June 10, 2011, unless extended by Valley Catholic at its sole discretion.

**ACCEPTED BY HERITAGE
CHRISTIAN SCHOOL**



Charles Starr, President

Very truly yours,
**VALLEY CATHOLIC
RADIO FOUNDATION, INC.**



John Seymour, President

Date: May 25, 2011