

Agreement of Understanding

Between

KVIE, Inc.

AND

Ozcat

This agreement is entered into as of the 17th day of October, 2007 by and between KVIE, Inc. A California nonprofit public benefit corporation, (hereinafter referred to as KVIE), and Ozcat, (hereinafter referred to as Ozcat).

Ozcat is requesting Federal Communications Commission (FCC) authorization to construct and operate a new noncommercial FM station on Channel 208, 89.5 MHz. in Vallejo, California. (hereinafter referred to as the Facility) under the supervision and control of Ozcat.

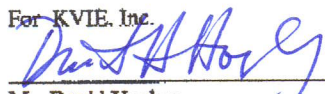
KVIE and Ozcat hereby enter into this agreement in accordance with the requirements specified by FCC Rules and Regulations Part 73.525.

KVIE broadcasts on television Channel 6 (82 to 88 MHz) as authorized by the FCC. KVIE is concerned with protecting our members and viewers from FM interference, both now and in the future. KVIE will agree to the proposed Facility construction and operation by Ozcat under the following criteria:

- 1) Transmitter frequency is 89.5 MHz (FM Channel 208)
- 2) Effective Radiated Power does not exceed 150.0 Watts
- 3) Antenna is a FCC licensed directional antenna and is circular polarized
- 4) Antenna elevation shall not exceed 54 meters AMSL and shall be located within ½ mile of these coordinates:
 - a) North Latitude: 38° 07' 02.0"; West Longitude: 122° 15' 20.0".
 - i) The area described in this paragraph 3 shall be defined as the "Vallejo Site."
- 5) Ozcat will request construction of the proposed transmitter at the Vallejo Site to begin in the last quarter of 2008.
- 6) Ozcat agrees NOT to begin broadcast operation from the proposed Facility at the Vallejo Site prior to February 18, 2009.
- 7) Ozcat will NOT operate this proposed Facility at the Vallejo Site if the FCC requires KVIE to continue broadcasting on Channel 6 in analog or digital modes on a temporary, indefinite or permanent basis after February 17, 2009.
- 8) Ozcat reserves the right not to construct this proposed Facility at the Vallejo Site based on any unforeseen governmental restrictions, acts of God, or factors beyond Ozcat's control.
 - a) Should Ozcat fail to construct the Facility at Vallejo Site for any reason before June 30, 2010, this agreement becomes null and void.
- 9) The terms of this agreement are not applicable to Ozcat if KVIE is no longer broadcasting on television Channel 6 in the analog or digital modes after February 17, 2009, or after a date specified by the FCC, which ever is later.

The parties have executed this agreement on the day and year written below and agree to the terms as listed above.

For KVIE, Inc.


Mr. David Hosley
President and General Manager

Date: 10/19/07

For Ozcat


name DAVID S. MARTIN, PRES. OZCAT ENTERTAINMENT

Date: 10/18/2007