



JOHN C. DONLEVIE  
EXECUTIVE VICE PRESIDENT

December 18, 2013

Minority Media and Telecommunications Council, Inc.  
3636 16th Street NW, Suite B-366  
Washington, DC 20010

Ladies and Gentlemen:

This letter sets forth the terms of a donation by the Entercom companies set forth below ("Entercom") to Minority Media and Telecommunications Council, Inc. or its affiliates (collectively, "MMTC").

Entercom holds the authorizations (the "FCC Authorizations") issued by the Federal Communications Commission (the "FCC") for the operation of radio station KWOD (1390AM) (the "Station"). The FCC Authorizations are set forth on *Schedule 1* attached hereto. Entercom desires to donate and MMTC desires to acquire the FCC Authorizations and other assets listed on *Schedule 2* attached hereto (collectively, the "Station Assets") on the terms set forth herein.

Accordingly, the parties hereby agree as follows:

1. FCC Application.

The parties will file and thereafter prosecute an assignment application with the FCC requesting consent to assign the FCC Authorizations from Entercom to MMTC. Each party will keep the other reasonably informed as to a material FCC communications with respect to such application.

2. Consummation.

After receipt of FCC consent by initial order, the parties will consummate the donation (the "Closing") as follows: (i) Entercom will assign and MMTC will accept the FCC Authorizations, (ii) Entercom will assign and MMTC will assume the real property lease included in the Station Assets, (iii) Entercom will convey the other Station Assets to MMTC as is by quitclaim bill of sale. Such conveyance is made as a charitable contribution by Entercom, for which no consideration is being paid by MMTC. Prior to Closing MMTC shall not, directly or indirectly, control, supervise or direct the operation of the Station.

3. Representations.

MMTC represents and warrants to Entercom that MMTC is qualified under FCC rules and regulations to acquire the FCC Authorizations, MMTC is a 501(c)(3) organization under the Internal Revenue Code of 1986, as amended (the "Code"), and MMTC intends to use the Station Assets to further its exempt purposes under Section 501 of the Code. MMTC acknowledges that Entercom makes no representation or warranty with respect to the Station Assets, the Station Assets are being conveyed as is, the Station Assets do not include all assets necessary to operate the Station, the Station Assets include only the items expressly set forth herein, and some or all of the Stations may be operating at reduced power under special temporary authority or may be off air now or at any time prior Closing.

#### 4. Miscellaneous.

4.1 Call Sign. Entercom is concerned about the use of the call sign "KWOD" in markets other than Salem, Oregon. Accordingly MMTC agrees that, for itself and any successor to its interests in the Station, if at any time either before or after Closing it intends to change the call sign of the Station, MMTC will give Entercom at least thirty (30) days prior written notice of such intent and thereafter cooperate with Entercom to facilitate a transfer of the "KWOD" call sign to another station designated by Entercom. MMTC agrees that it will require any assignee or transferee of the Station to assume this obligation including the obligation in this sentence to require any subsequent assignee or transferee to assume this obligation.

4.2 Either party may terminate this letter upon written notice to the other party at any time prior to Closing. In the event of any such termination, the parties shall withdraw the FCC application and thereafter shall have no further obligation or liability hereunder. Each party will be solely responsible for all costs and expenses incurred by it in connection with the terms of this letter. This letter constitutes the entire agreement and understanding among the parties with respect to the subject matter hereof. This letter shall be governed by the laws of the state of Texas without giving effect to choice of law provisions. This letter may be executed in multiple counterparts.

Please sign below to confirm your agreement to the foregoing.

[SIGNATURE PAGE FOLLOWS]



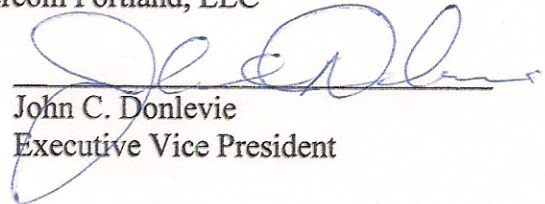
SIGNATURE PAGE TO ENTERCOM/MMTC LETTER

IN WITNESS WHEREOF, the parties have duly executed this letter as of the date first set forth above.

Very truly yours,

Entercom License, LLC, and  
Entercom Portland, LLC

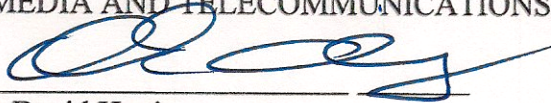
By: \_\_\_\_\_

  
John C. Donlevie  
Executive Vice President

ACCEPTED AND AGREED:

MINORITY MEDIA AND TELECOMMUNICATIONS COUNCIL, Inc.

By: \_\_\_\_\_

  
Name: David Honig  
Title: President and Executive Director

SCHEDULE 1 TO ENTERCOM/MMTC LETTER

**KWOD(AM), Salem, Oregon (1390 kHz)**

*FCC Licenses* - Facility ID #72475, licensed to Entercom License, LLC

<i>Call Sign</i>	<i>Type</i>	<i>Expiration</i>
KWOD(AM)	Main	2/1/2014 <sup>1</sup>
WPOS807	STL	2/1/2014

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<sup>1</sup> Application for Renewal of License filed September 27, 2013



## SCHEDULE 2 TO ENTERCOM/MMTC LETTER

### **KWOD(AM), Salem, Oregon (1390 kHz)**

#### *Asset List*

#### KWOD 1390 equipment

1. Broadcast Electronics AM-6A 6kw AM transmitter s/n 63393-001
2. Belar AMM-3 AM modulation monitor s/n 141238
3. Bryant A/C unit Model FB4ANF036 s/n 3399A32809
4. Burk Arc-16 remote control s/n A990404 w/ IP-8 relay panels & temp sensors
5. Orban 9100 Optimod AM audio processor
6. Henry PowerSwitch A-C controller
7. Chroncontrol clock controller Model XT-R4F s/n 61452
8. Eaton EX1000 1kw UPS rack-mount
9. Optimus STA-2180 AM/FM receiver/amp s/n NF3604851C
10. Asco Automatic Transfer Switch series 300 s/n 121902
11. Kohler 30Rz280 30kw generator #22544 (not functioning)
12. TWR Lighting Control model AA1-MDG s/n 8017
13. 12' x 12' woodframe building w/concrete foundation
14. Delta RF ammeter TCA-10-EX s/n 9128, w/ matching toroidal transformer
15. Auratone rack audio speaker
16. Various handtools & small electronic parts
17. Fluke 70-III multimeter s/n 71821237
18. Henry Engineering Matchbox II
19. Mark P-8A72GF-U 6ft grid STL dish 950Mhz
20. (2) Broadcast Tools BTI-SSM silence sense monitors
21. 190ft guyed steel tower, w/ ground system: (120) 190-ft buried radials
22. Dialight Gen II solid-state red beacon & dual marker lights.

#### *Real Property Lease*

Tower Site Lease with Mark Gehring dated November 4, 1998 as amended by First amendment to Tower Site Lease dated October 16, 2007 and as further amended by Second Amendment to Tower Site Lease dated February 2, 2011.