

AGREEMENT FOR K281CA

THIS AGREEMENT, by Zwerling Broadcasting System LTD, a California corporation (ZBS), and The Association for Community Education, Inc., a California non-profit Corporation (ACE).

WHEREAS, ACE holds a Construction Permit granted by the FCC for FM Translator Station K281CA, 104.1 MHz Santa Cruz, California, FCC Facility ID # 153874, File No. BNPFT-20130826AHS.

ACE desires to assign the license and to sell and convey the assets of Station K281CA to ZBS.

WHEREAS, the parties hereto agree and understand that this Agreement is subject to the Communications Act of 1934, as amended, the Rules and Regulations of the Federal Communications Commission.

NOW, THEREFORE, the parties agree as follows:

1. Assignment of Permit for station K281CA. For the consideration stated below, and subject to the conditions stated herein, ZBS hereby agrees and contracts with ACE to assign all of ACE right, title and interest in Station K281CA to ZBS free and clear of all liens, encumbrances and hypothecations. The following are the assets to be assigned hereunder (collectively, the "K281CA Assets"):

a) The Construction Permit for Station K281CA as issued by the Federal Communications Commission FCC.

2. Consideration. The following is the consideration to be provided by ZBS, TWENTY THOUSAND DOLLARS AND NO CENTS (\$20,000.00) payable to ACE as follows: (i.) as of the signing hereof, FOUR THOUSAND DOLLARS AND NO CENTS (\$4,000.00) the receipt of which is hereby acknowledged; and (ii) as of the Closing Date (assignment by the FCC of this transfer) an additional payment by cashier's check or wire transfer of SIXTEEN THOUSAND DOLLARS AND NO CENTS (\$16,000.00).

3. For purposes of this agreement, the closing date shall be the day of the FCC approves the transfer of K281CA from ACE to ZBS.

4. This agreement shall be deemed binding upon the parties and may not be terminated by either party unless 1) the FCC has not granted its consent to Assignment Application as of March 31, 2015, and 2) the FCC does not also grant its consent to move the site of K281CA to 2300 Portola Drive, Santa



Cruz, CA by that same date. In that case either party may unilaterally terminate this agreement by giving written notices of its intention to so terminate to the other party. Should said written notice to terminate be given, the \$4000 payment made to ACE by ZBS at the signing of this agreement shall be returned to ZBS by ACE within three business days of receipt of said notice to terminate.

5. No brokers brought about this transaction.

6. Public Notice. The current licensee/Permitee of Station K281CA shall prepare and give all public notices as are required pursuant to 47 C.F.R. 73.3580 at their own expense.

7. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto, their heirs, personal representatives, successors and assigns. An assignment shall not relieve the parties of their obligations to guarantee the prompt performance of any and all of their respective obligations thereunder.

8. All notices required or permitted to be given hereunder shall be in writing and copies shall be effective when sent by registered or certified mail, postage and fees prepaid.

If to ZBS:

Mr. Michael Zwerling
2300 Portola Drive
Santa Cruz, CA 95062

If to ACE

Mr. Phil Guthrie:
The Association for Community Education, Inc.
2310 Ponderosa Dr. Suite 28
Camarillo, CA 93010

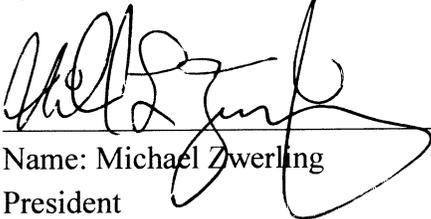


SIGNATURE PAGE FOR AGREEMENT K281CA

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date set forth below.

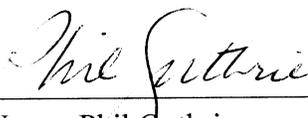
ZBS:

Zwerling Broadcasting System LTD

By:  Date: 8 SEPT 2014
Name: Michael Zwerling
President

ACE:

The Association for Community Education, Inc.

By:  Date: 9/11/14
Name: Phil Guthrie
President