

## TRANSFER AGREEMENT of KRFF-LP FM station license

This Transfer Agreement (this "Agreement") is made by and between The Women's Care Clinic a 501(c)(3) nonprofit organization, and Radio Free Fargo LLC a ND 501(c)(3) nonprofit organization, for transfer of a Low Power FM (LPFM) license from Women's Care Clinic to Radio Free Fargo LLC

The parties hereby agree as follows: Article I = Purchase Price and Transfer

The "Purchase Price" shall be \$1.00

1. Transfer Application. Within 7 days of execution of this Agreement, Women's Care Clinic will file the necessary forms with the FCC to apply for approval to transfer the license.
2. The Closing. The transfer of the license will take place at a location and time to which the parties agree. Contingent upon the approval of the transfer of the license by the FCC from Women's Care Clinic to Radio Free Fargo LLC, the closing date shall be within 7 days after the date of the approval. Radio Free Fargo LLC shall pay the Purchase Price to Women's Care Clinic on the closing date. Immediately after the closing, Women's Care Clinic will file the FCC's online Consummation Notice, thus formally completing the license transfer legal requirements.
3. Purchase/Transfer. Upon transfer of the license, Women's Care Clinic assigns ultimate control over KRFF-LP to Radio Free Fargo LLC.

## Article II – Terminating or Amending the Agreement

1. Termination. This Agreement will terminate if the FCC disallows the transfer of KRFF's license Radio Free Fargo LLC. Additionally, either party (Women's Care Clinic or Radio Free Fargo LLC) may voluntarily terminate this Agreement prior to the FCC ruling. Either party may also terminate this Agreement after the FCC ruling as long as the termination is before the FCC required Consummation Notice is filed, indicating that the transfer has been formally completed by both parties.
2. Amendment. This Agreement may be amended upon the written consent of both Women's Care Clinic and Radio Free Fargo LLC.

Article III – Miscellaneous 1. Binding Effect. This Agreement is binding on and enforceable by and against the parties, their successors, legal representatives, and assigns. 2. Public Inspection. This written contract, constituting the complete and final agreement for transfer of the station, shall be placed on file and held open to public inspection. 3. Governing Law. This Agreement will be governed by and construed according to the laws of the State of ND. 4. Severability. If any provision of this Agreement is held to be invalid or unenforceable for any reason, the remaining provisions shall continue to be valid and enforceable. If a court finds that any provision of this Agreement is invalid or unenforceable, but that by limiting such provision it would become valid and enforceable, then such provision shall be deemed to be written, construed, and enforced as so limited. 5. Effectiveness. This contingent transfer Agreement shall become effective when signed by Women's Care Clinic and Radio Free Fargo LLC  
Printed Name: Title: Date: Radio Free Fargo LLC By. Printed Name: Mark Borchert President 03/03/2017