

ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT (this "Agreement") is made as October 28, 2016, by Southern California Public Radio ("Seller") and Major Market Stations, Inc. ("Buyer").

WHEREAS, Seller holds a Construction Permit (the "Permit") issued by the Federal Communications Commission ("FCC") for the construction of FM Translator Station K232EW, FCC Facility ID No. 144710 (FCC File No. BNPFT – 20130815ACA, as modified in BMPFT-20150724ABD) (the "Station"); and

WHEREAS, Buyer desires to acquire the Station only if it can be relocated to a location selected by Buyer, as described in the FCC's order, *Revitalization of the AM Radio Service*, FCC 15-142, released October 23, 2015, and the FCC's related *Public Notice, Media Bureau Initiates AM Revitalization Outreach Efforts; Modification Window Procedures and Requirements Announced*, DA 15-1215, released October 26, 2015.

NOW, THEREFORE, pursuant to the terms and subject to the conditions set forth in the attached letter, Seller desires to sell to Buyer, and Buyer desires to purchase from Seller, the Station, pending consent and approval of the sale by the FCC.

**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**

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

**BUYER: Major Market Stations, Inc.**

By:

Name:  
Title:

**SELLER: Southern California Public Radio**

By:

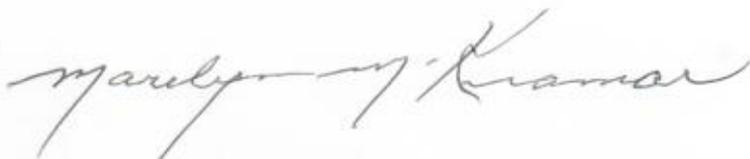
  
Name: *Sybil Stuch*  
Title: *Asst Secretary, SCPR*

Enclosure: Major Market Stations, Inc. Letter, dated October 12, 2016

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

BUYER: **Major Market Stations, Inc.**

By:



Name: MARILYNN M. KRAMAR  
Title: PRESIDENT, C.O.

SELLER: **Southern California Public Radio**

By:

\_\_\_\_\_  
Name:  
Title:

Enclosure: Major Market Stations, Inc. Letter, dated October 12, 2016

Major Market Stations, Inc.

KWRM 1370 – Corona CA KWRN 1550 – Apple Valley CA

To Whom It May Concern:

October 12, 2016

This letter constitutes an agreement between Major Market Stations, Inc. and Southern California Public Radio for the purchase of the Construction Permit for FM Translator K232EW, Ventura, CA. The offered purchase price of \$40,000.00 is acceptable to both parties, with a \$4000.00, non-refundable deposit to begin the process. The buyer, Major Market Stations, Inc., has made such a deposit with the seller, Southern California Public Radio. It is assumed that the licensing transfer process could begin with the FCC. Once the FCC grant has been made, the buyer, Major Market Stations, intends to submit the remaining \$36,000.00 to Southern California Public Radio within 10 business days. Should the transfer be permanently denied by the FCC after every possible recourse, Southern California Public Radio will retain the K232EW construction permit, and the \$4000.00 deposit without any further obligation.



Marilynn Kramer,  
President, Major Market Stations