

ASSIGNMENT AND ASSUMPTION OF FCC LICENSES

This Assignment and Assumption of FCC Licenses (this “Assignment”) is made as of this ___ day of _____, 2013, by and between Connoisseur Media of Omaha, LLC, a Delaware limited liability company (“Assignor”), and Connoisseur Media Licenses, LLC, a Delaware limited liability company (“Assignee”).

WHEREAS, the Assignor holds the licenses (the “FCC Licenses”) issued by the Federal Communications Commission (the “FCC”) to operate radio station KBBX-FM (FIN: 47957) (the “Station”), and other licenses, permits and authorizations relating to the operations of the Station.

WHEREAS, pursuant to an internal plan of corporate reorganization, Assignor desires to assign the FCC Licenses to Assignee, and Assignee desires to accept the FCC Licenses from Assignor; and

WHEREAS, the assignment herein is subject to the prior approval of the FCC; and

WHEREAS, the FCC has authorized the assignment of the FCC Licenses from Assignor to Assignee.

NOW, THEREFORE, the parties hereby agree as follows:

1. Assignment of FCC Licenses. Assignor hereby assigns to Assignee all of Assignor’s right, title and interest in and to all the FCC Licenses.

2. Assumption of FCC Licenses. Assignee accepts the foregoing assignment and assumes and agrees to perform and discharge all lawful obligations under the FCC Licenses to the extent the same are required to be performed beginning on the date hereof.

3. Binding Effect. This Assignment shall be binding on and inure to the benefit of Assignor and Assignee and their respective successors and assigns.

4. Counterparts. This Assignment may be executed in counterparts, each of which shall be deemed an original but both of which together shall constitute one and the same instrument. Delivery of an executed signature page of this Assignment via e-mail or facsimile transmission shall be deemed an original for all intents and purposes.

5. Governing Law. The construction and performance of this Assignment shall be governed by the laws of the State of Delaware without regard to conflicts of law principles, and, as applicable, federal law.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the date first written above.

CONNOISSEUR MEDIA OF OMAHA, LLC

Name: Michael O. Driscoll
Title: Executive Vice President

CONNOISSEUR MEDIA LICENSES, LLC

Name: Michael O. Driscoll
Title: Executive Vice President