

AGREEMENT FOR K19KX

THIS AGREEMENT, by Valley Broadcasting Associates, a Oregon corporation (VBA), 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 K219KX, 102.3 MHz Redmond, OR FCC Facility ID # 24673, File No. BPFT-20151218AVB.

ACE desires to assign the license and to sell and convey the assets of Station K219KX to VBA.

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 K219KX. For the consideration stated below, and subject to the conditions stated herein, VBA hereby agrees and contracts with ACE to assign all of ACE right, title and interest in Station K219KX to VBA free and clear of all liens, encumbrances and hypothecations The following are the assets to be assigned hereunder (collectively, the "K219KX Assets"):

- a. The Construction Permit for Station K219KX as issued by the Federal Communications Commission FCC.

2. Consideration. The following is the consideration to be provided by VBA, THIRTY FIVE THOUSAND DOLLARS AND NO CENTS (\$35,000.00) payable to ACE as follows: (i.) as of the signing hereof, THREE THOUSAND, FIVE HUNDRED DOLLARS AND NO CENTS (\$3,500.00) 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 THIRTY ONE THOUSAND FIVE HUNDRED DOLLARS AND NO CENTS (\$31,500.00).

3. For purposes of this agreement, the closing date shall be the day of the FCC approves the transfer of K219KX from ACE to VBA.

4. This agreement shall be deemed binding upon the parties and may not be terminated by either party unless the FCC has not granted its consent to Assignment Application as of DECEMBER 1, 2016. In that event parties may unilaterally terminate this agreement by giving written notices of its intention to so terminate.

5. No brokers brought about this transaction.
6. Public Notice. The current licensee/Permitee of Station K219KX 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.
9. There is no equipment involved in this transaction.

If to VBA:

Mr. Ayesh Shanah

1511 South Park Ave #319

Portland, Or 97201

If to ACE

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

SIGNATURE PAGE FOR AGREEMENT K219KX

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

VBA: Valley Broadcasting Associates

By: Ayesh Shanah Date: 8-22-16
Name: Ayesh Shanah
President

ACE: The Association for Community Education, Inc.

By: Philip Guthrie Date: 8/19/2016
Name: Philip Guthrie
President