

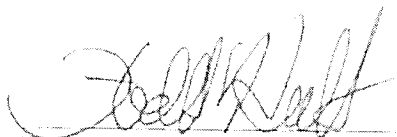
## Consent to Transfer of Control of FCC Construction Permit for New Noncommercial Radio Station

This document serves to state the nature of the agreement between the parties; Side by Side, Inc (permittee/licensee) and Smile FM (proposed assignee). Side by Side hereby agrees to transfer the Construction Permit (or License) for a New Non-Commercial FM on 88.5 FM at Republic, OH (FID # ) to Smile FM, pending FCC approval.

Side by Side agrees to transfer the FCC construction permit (or license) to Smile FM within 35 days after FCC approval in exchange for a monetary consideration of \$1500. Smile FM is known to the commission as a licensee of other non-commercial radio station(s) and is eligible to hold the non-commercial permit.

Side by Side also agrees to cooperate with Smile FM to file any modification, transfer or license applications/amendments deemed necessary, in accordance with FCC rules.

Any changes or amendments to this agreement must be made in writing, and signed by both parties. This agreement may be signed in separate counterparts, by sent by facsimile or other electronic methods.

 12/22/11  
Todd Hostetler (date)

Side by Side, Inc.

 12/22/11

Edward T. Czelada (date)

Smile FM, Inc.