

AGREEMENT TO ASSIGN LICENSES

AGREEMENT TO ASSIGN LICENSES, made and entered into this 17th day of July 2010, by and between KEVIN M. FITZGERALD, Sole Proprietor, FITZGERALD AND HAWRAS, PARTNERSHIP, A Pennsylvania General Partnership, and GEOS COMMUNICATIONS, A Pennsylvania General Partnership.

WITNESSETH

WHEREAS, Kevin M. Fitzgerald is a sole proprietor in Pennsylvania engaged in the broadcasting business, and in that capacity holds the FCC License for translator station W225BC Endicott, NY, Facility ID number 156937; and,

WHEREAS, Fitzgerald and Hawras, Partnership is a Pennsylvania General Partnership engaged in the commercial broadcasting business, and in that capacity holds the FCC License for translator station W296BL Athens, PA, Facility ID number 140305; and,

WHEREAS, Kevin M. Fitzgerald is one of two General Partners of Fitzgerald and Hawras, Partnership; and,

WHEREAS, Geos Communications is a Pennsylvania General Partnership engaged in the commercial broadcasting business, and in that capacity holds the FCC License for translator station W236BV Dickson City, PA, Facility ID number 157890; and,

WHEREAS, Kevin M. Fitzgerald is one of three General Partners of Geos Communications; and,

WHEREAS, Kevin M. Fitzgerald desires to assign the license of W225BC, Endicott, NY, Facility ID number 156937 from Kevin M. Fitzgerald to Fitzgerald and Hawras, Partnership; and Fitzgerald and Hawras, Partnership desires to assign the license of W296BL, Athens, PA, Facility ID number 140305 to Geos Communications; and Geos Communications desires to assign the license of W236BV, Dickson City, PA, Facility ID number 157890 to Kevin M. Fitzgerald; and,

WHEREAS, such assignment of licenses of aforementioned translator stations requires prior consent of the FCC,

NOW THEREFORE, it is AGREED as follows:

1. Subject to FCC consent, Kevin M. Fitzgerald hereby agrees to assign the license of W225BC, Endicott, NY, Facility ID No 156937 from Kevin M. Fitzgerald to Fitzgerald and Hawras, Partnership; Fitzgerald and Hawras, Partnership hereby agrees to assign the license of W296BL, Athens, PA, Facility ID No 140305 to Geos Communications; and Geos Communications hereby agrees to assign the license of W236BV, Dickson City, PA, Facility ID number 157890 to Kevin M. Fitzgerald.

2. It is agreed that this exchange of licenses does not include any, broadcast equipment, leases, etc. (only the licenses will be exchanged). It is agreed that Kevin M. Fitzgerald, Fitzgerald and Hawras, Partnership, and Geos Communications will not accept any unpaid liabilities related and incurred by any other party. Any fees incurred (including FCC fees) will be paid by Geos Communications.

3. Venue for any action brought to enforce this Agreement is exclusively in the federal or state courts located in the Commonwealth of Pennsylvania.

4. Kevin M. Fitzgerald, Fitzgerald and Hawras, Partnership, and Geos Communications agree to file an FCC form 345, within 15 days of signing this agreement and agree to consummate this agreement within 30 days after the approval of this assignment by the FCC.

WHEREFORE, the premises considered, the parties to this Agreement have set their signature on the day and year below.



KEVIN M. FITZGERALD
SOLE PROPRIETOR

7/17/2010

DATE



KEVIN M. FITZGERALD
GENERAL PARTNER,
FITZGERALD AND HAWRAS,
PARTNERSHIP

7/17/2010

DATE



KEVIN M. FITZGERALD
GENERAL PARTNER,
GEOS COMMUNICATIONS

7/17/2010

DATE