

April 8, 2005

Richard S. Meng
Station Manager
KUSU-FM
Utah State University of Agriculture and Applied Sciences
8505 Old Main Hill
Logan, Utah 84322-8505

LETTER OF OFFER

Micro Communications, Inc. and/or assigns (hereinafter "Buyer") hereby offers to purchase from Utah State University of Agriculture and Applied Sciences (hereinafter "Seller") FM radio broadcast translator station K244DH, Fort Douglas, etc., Utah FCC Facility ID # 21617, FCC License #BLFT-20041018AAD (hereinafter "Station") subject to the following terms and conditions:

1. The assets to be purchased shall be the Federal Communications Commission license for K244DH described in the previous paragraph along with the current transmitter, antenna and connecting cables of K244DH. The assets are to be conveyed free of all liens and encumbrances. No other assets of KUSU or Utah State University are to be purchased or are contemplated to be purchased by this offer.
2. The purchase price for the forgoing assets of K244DH shall be Forty Thousand U.S. Dollars (\$40,000.00) payable as follows: Four Thousand U.S. Dollars (\$4,000.00) as earnest money, receipt of which is hereby acknowledged upon acceptance of this Letter Of Offer by Seller; Ten Thousand U.S. Dollars (\$10,000.00) as down payment to be paid upon application to the Federal Communications Commission (FCC) to transfer the license to Buyer from Seller; Twenty-Six Thousand U.S. Dollars (\$26,000.00) to be paid to Seller by Buyer upon Closing. The earnest and down payment money shall be held in escrow and applied to the purchase price at Closing or to be returned to Buyer should the Closing not occur for any reason other than a material breach of the terms and conditions of this Letter of Offer by Buyer.
3. Upon acceptance of this Offer, Seller will share with Buyer and Buyer's representatives and agents all of the information in its possession concerning the FCC license of Station and the equipment referred to in paragraph #1 herein, and Seller will deal exclusively with Buyer with respect to Station.

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4. Upon acceptance of this Letter of Offer by Seller, Buyer and Seller will prepare and file and thereafter diligently prosecute an application for FCC consent to the transfer of the FCC license for K244DH from Seller to Buyer.


5. There is no finder, agent or broker involved in or entitled to a fee on account of this transaction.

6. Buyer and Seller will each pay its own expenses with respect to the transaction set forth herein. Seller and Buyer shall together prepare a Bill of Sale and an FCC "Consent to Assignment" form. Upon filing said application for assignment with the FCC, Seller shall consent to any reasonable minor change of facilities that may be filed with the FCC by Buyer or any reasonable request by Buyer to change the primary station of K244DH during the time from filing of an "Consent to Assignment" to grant of license assignment by the FCC.

7. The parties intend that this offer, upon acceptance by Seller, be their legally binding obligation. The consideration for this covenant is the mutual promises and obligations set forth herein.

8. This offer expires unless accepted by 5:00 P.M. Thursday, April 14th, 2005.

Very truly yours,


Robert Morry
President
Micro Communications, Inc.
P.O. Box 828
Orem, Utah 84059-0828

ACCEPTED


Richard S. Meng
Station Manager
KUSU-FM

Utah State University of Agriculture and Applied Sciences
8505 Old Main Hill
Logan, Utah 84322-8505

Date: 8 APRIL 2005

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Check # 5432 received by KUSU/Utah State University for Four Thousand U.S. Dollars
(\$4,000.00)