

DONATION AGREEMENT

As Administratrix of the Estate of Salvatore J. Caterino (the "Estate"), I hereby donate Class A Television Station WGCE-CA (the "Station"), licensed by the Federal Communications Commission ("FCC") to serve Greece and Rochester, New York, with Facility ID 58739, to Educable Corporation, a nonprofit corporation.

The donation includes all of the assets of the Station, including, but not limited to, all transmission equipment and any program production or studio equipment that the station may own, all FCC and any other governmental authorizations for the Station, and all rights and benefits under any contracts and/or leases to which the Station is a party or from which the Station benefits.

This donation is unconditional, except that the following two conditions must be satisfied: (1) The donation must be approved by the FCC. (2) Educable Corporation must assume, be responsible for, and indemnify and hold me and the Estate harmless from all debts and other obligations of the Station, without regard to whether they were incurred before or after the effective date of this donation. Such obligations include any leases or contracts to which the Station is a party.

This donation will automatically be effective upon grant of approval by the FCC.

ANGELINA L. CATERINO, ADMINISTRATRIX

Signed: Angelina L. Caterino

ACCEPTANCE

Educable Corporation hereby accepts the donation of WGCE-CA and to seek FCC Consent for such donation. From and after the date the donation becomes effective, Educable Corporation agrees to assume, be responsible for, and indemnify and hold Angelina L. Caterino, Administratrix and the Estate of Salvatore J. Caterino harmless from all debts and other obligations of the Station, without regard to whether they were incurred before or after the effective date of the donation.

EDUCABLE CORPORATION

By: Brian J. Caterino
Brian J. Caterino, President