

**SECOND AMENDMENT TO
ASSET PURCHASE AGREEMENT**

THIS SECOND AMENDMENT TO ASSET PURCHASE AGREEMENT (the “Amendment”) is dated as of December 31, 2013, and is made by and between RADIO ASSIST MINISTRY, INC., an Idaho non-profit corporation (“*RAM*” or “*Seller*”) and EDUCATIONAL MEDIA FOUNDATION, a California non-profit religious corporation (“*Buyer*”) for the purpose of amending the Asset Purchase Agreement dated as of November 21, 2013 by and between Seller and Buyer (the “*APA*”).

WHEREAS, Buyer has an option to purchase, subject to FCC approval, the Construction Permit issued by the FCC pursuant to FCC file number BNPFT-20030317HRL and BNPFT-20130827ADO, New Baltimore, MI (Channel 229, 93.7 MHz, FIN 145388) (the “*New Baltimore CP Application*”); and

WHEREAS, Seller has advised Buyer that the FCC has granted Seller a CP pursuant to the New Baltimore CP Application (the “*New Baltimore CP*”); and

WHEREAS, Buyer desires to exercise its option and acquire, subject to FCC approval, the New Baltimore CP.


NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Seller and Buyer agree as follows:

1. Amendment to APA. The APA is modified by deleting the reference to “BNPFT-20030317HRL and BNPFT-20130827ADO, New Baltimore, MI (Channel 229, 93.7 MHz, FIN 145388)” from the list of stations for which there is a pending CP application and adding a reference to “BNPFT-20030317HRL and BNPFT-20130827ADO, New Baltimore, MI (Channel 229, 93.7 MHz, FIN 145388)” to the list of Stations being purchased.
2. Effect of Amendment. The New Baltimore CP issued pursuant to BNPFT-20030317HRL and BNPFT-20130827ADO, New Baltimore, MI (Channel 229, 93.7 MHz, FIN 145388) shall be treated for all purposes under the Amendment and the APA as a station being purchased and shall be included in the definition of “Station.”
3. FCC Consent; Assignment Application. At a date not later than ten (10) business days after the execution of this Agreement Buyer and Seller shall amend the Assignment Application filed in connection with the APA to include the New Baltimore CP.
4. Other Terms Unchanged. The remaining terms of the APA are unchanged and shall remain in full force and effect.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Asset Purchase Agreement as of the date first written above.

RADIO ASSIST MINISTRY, INC.

By: 
Clark Parrish
President

EDUCATIONAL MEDIA FOUNDATION

By: 
Mike Novak
President and CEO