

Birach Broadcasting Corporation
21700 Northwestern Hwy.
Suite 1190
Southfield, MI 48075

July 12, 2018

Dr. Katrina L. Chase, President
Believe & Achieve Family & Education Center Inc.
645 Wickwood Drive
Chesapeake, VA 23322

Re: Donation of Radio Stations

Dear Dr. Chase:

This ("Letter") sets forth the terms of a donation by Birach Broadcasting Corporation ("BBC") to Believe & Achieve Family & Education Center Inc., ("Believe & Achieve").

BBC is the Licensee of the following radio broadcast stations ("Stations") pursuant to certain authorizations issued by the Federal Communications Commission (the "FCC"):

WBVA (AM), Bayside, Virginia (Fac. # 84068) and
WVAB (AM), Virginia Beach, Virginia (Fac. # 57611)

Accordingly, the parties hereby agree as follows:

1. FCC Applications and Sale Assets. On the Closing Date, having received FCC consents to their jointly-filed assignment application, BBC will donate, assign and convey to Believe & Achieve BBC's Broadcast Assets associated with the Stations. "Broadcast Assets" means all FCC licenses, equipment and other tangible and intangible assets that are set forth on Schedule 1. The Broadcast Assets are donated in an "as is where is condition" with no warranties of fitness. Believe & Achieve shall, upon the Closing Date (defined below) accept the donations contemplated by this Letter.
2. Consummation. The Closing shall take place at a time and place agreeable to the parties. At the Closing Date, the donated Stations shall (a) be "silent" pursuant to FCC authorizations and (b) the FCC shall have consented to Believe & Achieve maintaining both Stations in "silent" status for up to a period of twelve (12) consecutive months. BBC is donating the Stations to Believe & Achieve, and neither BBC nor any stockholder of BBC will claim or receive a tax deduction (either state or federal) for this instant charitable contribution of the Broadcast Assets.
3. Representations. Believe & Achieve represents and warrants to BBC that it is qualified under FCC rules and regulation to acquire the Broadcast Assets. Believe & Achieve is recognized by the IRS under 26 U.S.C. §501(c)(3) and qualifies as an "eligible entity" under FCC


Rules.BBC represents and warrants that it is duly licensed to operate the Stations and that it is otherwise legally, technically and qualified under FCC rules and regulations to make the donations contemplated herein.

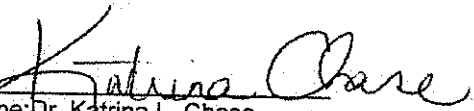
4. Miscellaneous.The headings contained in this Letter are for reference purposes only and shall not affect its meaning or interpretation. This Letter may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The parties to this Letter hereby each pledge to the other that they shall take whatever steps are reasonably necessary, in good faith, and shall use commercially reasonable efforts to carry out their obligations under this Letter so that the donation contemplated herein can be consummated in a complete and expeditious manner.The parties shall execute such other documents as may be necessary and desirable to the implementation and consummation of this Letter.This Letter shall be construed in accordance with the laws of the Commonwealth of Virginia.

ACKNOWLEDGED, AGREED AND ACCEPTED BY:

**Birach Broadcasting Corporation
Education**

**Believe & Achieve Family &
Center Inc.**

By: 
Name: Sima Birach
Title: President

By: 
Name: Dr. Katrina L. Chase
Title: President

Schedule 1

Licenses

WBVA (AM), Bayside, Virginia (Fac. # 84068)
WVAB (AM), Virginia Beach, Virginia (Fac. # 57611)

Equipment

2- Star guide satellite receivers
1- Broadcast Tools ss16.4 switcher
1- Gorman EAS Receiver
1- Diamond Audio Mixer

Other Tangible Property

WBVA Public Inspection File
WVAB Public Inspection File
WBVA-WVAB Engineering Studies and related files.

Intangible Property

Common Law Trademark Right to Call Sign WBVA
Common Law Trademark Right to Call Sign WVAB