

Agreement on Partner/Member Withdrawal

This Agreement on Partner/Member Withdrawal is between Riverfront Broadcasting, LLC ("Riverfront") of Yankton, South Dakota, Fieldview Broadcasting, LLC ("Fieldview") of Dallas Center, Iowa, and Riverfront Broadcasting of Iowa, LLC ("RBI").

Background

- A. Riverfront owns 60% of the outstanding membership interest in RBI.
- B. Fieldview owns 40% of the outstanding membership interest in RBI.
- C. Riverfront, Fieldview, and RBI have agreed that Fieldview shall withdraw as a Member of RBI effective January 1, 2019.
- D. RBI will distribute 40% of its overall assets to Fieldview upon Fieldview's withdrawal.

Now, therefore, Riverfront, Fieldview, and RBI agree as follows:

1. *Transfer of Assets.* Upon its withdrawal from RBI, Fieldview shall receive an in-kind distribution of assets equal to 40% of the assets owned by RBI. Fieldview shall also assume responsibility for 40% of the debt owned by RBI. Included in the transfer of assets to Fieldview shall be all of the station assets, including the FCC licenses for

- (a) KWBG(AM), FCC Facility ID #22978, licensed to Boone, Iowa;
- (b) KZWC-AM FCC Facility ID #24660; and KQWC-FM, FCC Facility ID# 24661, each licensed to Webster City, Iowa; and
- (c) FM translator station K225BZ, FCC Facility ID #139647, authorized at Webster City, Iowa.

To the extent these assets are valued at more or less than 40% of the total assets of RBI, cash or other assets will be transferred between RBI and Fieldview to equalize the transaction.

2. *Withdrawal.* Fieldview shall withdraw as a member of RBI effective January 1, 2019, or as soon as FCC approval is received on the transfer of the FCC Licenses from RBI to Fieldview has been approved.

3. *Remaining Assets.* RBI shall retain ownership of the balance of the FCC Licenses and station assets it owns, including:

- (a) KLGZ(AM), FCC Facility ID #35429; FM Translator K253BJ, Facility ID #147897 licensed to Algona, Iowa;
- (b) KLGA-FM, FCC Facility ID #35428; licensed to Algona, Iowa; and

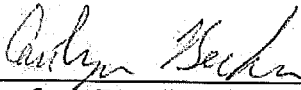
(c) KHBT(FM), FCC Facility ID #10902, licensed to Humboldt, Iowa.

4. *Further Assurances.* RBI, Riverfront, and Fieldview all agree to cooperate with all parties to sign any additional documents required to effectuate the withdrawal of Fieldview from RBI and the transfer of the FCC Licenses and station assets to Fieldview noted in this agreement.

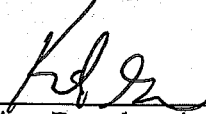
5. *Contingency.* Fieldview's withdrawal from RBI, and the transfer of the FCC Licenses and station assets described in this Agreement, is contingent upon the FCC approving the transfer of the FCC Licenses for the Boone, Iowa and Webster City, Iowa stations from RBI to Fieldview. If the FCC does not approve the transfer of the licenses, this agreement shall be null and void.

Dated this 5th day of November, 2018.

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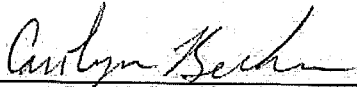


Riverfront Broadcasting, LLC
By: Carolyn Becker, Member



Fieldview Broadcasting, LLC
By: Kirk Graeve, Member

Dated this 5th day of November, 2018.



Riverfront Broadcasting of Iowa, LLC
By: Carolyn Becker, President