Legal – Terms Agreement

This is a Terms Agreement referenced in the Form Underwriting Agreement filed on January 3, 2009. The Terms of the Form Underwriting Agreement are hereby incorporated herein. We understand that Heavenly Radio Inc., a Utah corporation (the "Company"), proposes to issue and sell $132,000,000 principal amount of its 3 ½ Convertible Notes due 2014 (the "Underwritten Securities"). The Underwritten Securities are convertible into shares of the Company's common stock, par value $0.01 per share (the "Underlying Securities). Subject to the terms and conditions set forth or incorporated by reference herein, Lewis & Co. Incorporated and DTGH Stanley LLC (the "Underwriters") severally and not jointly offer to purchase the number of Underwritten Securities opposite their names set forth below at the purchase price set forth below, to the extent any Underwritten Securities or Option Underwritten Securities are purchased in accordance to the terms hereof.

Rank: The notes will be senior unsecured debt and will rank on parity with all of the Company´s existing and future senior unsecured debt prior to all of the Company´s subordinated debt.

The Secret Life of 'Um'

How filler words and tiny pauses keep conversations from going off the rails.

This precise clockwork dance that happens when people speak to each other is what N.J. Enfield, a professor of linguistics at the University of Sydney, calls the "conversation machine." In his book *How We Talk,* he examines how conversational minutiae—filler words like "um" and "mm-hmm," and pauses that are longer than 200 milliseconds—grease the wheels of this machine. In fact, he argues, these little "traffic signals" to some degree define human communication.

I hopped into the conversation machine with Enfield for a very meta chat about the big impacts of tiny words and pauses on human interaction.

Julie Beck: Can you explain what the "conversation machine" is and why it's unique among animals?

N.J. Enfield: When we're having a conversation, because of the entirely cooperative nature of language, we form a single unit. Certain social cognitions that humans have—the capacity to read other people's intentions and the capacity to enter into true joint action—allow us to connect up to each other in interaction and ride along in this machine.

Obviously, animals communicate in a range of interesting and complex ways. But where I draw the line is the moral accountability that humans have in interaction. If one person doesn't do the appropriate thing, for example not answering a question when it's being asked, we can be held to account for that. We don't see that in animals. [In humans], one individual can say: "Why did you say that?" Or "Please repeat that." You don't see animals calling others out for their failures, asking why did they say that, or could they repeat that. [What's unique in humans] is the capacity for language to refer back to itself.