

ASSIGNMENT AND ASSUMPTION OF ASSET PURCHASE AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION OF ASSET PURCHASE AGREEMENT (this "Assignment and Assumption"), is made as of November 12, 2010, by and between CARLISLE CAPITAL CORPORATION, a Delaware corporation ("Assignor"), and NEW HAMPSHIRE 1 NETWORK, INC., a New Hampshire corporation ("Assignee").

WHEREAS, Assignor is a party to that certain Asset Purchase Agreement, dated November 10, 2010 (the "Purchase Agreement"), between Assignor (as "Buyer" thereunder) and VISION 3 BROADCASTING, INC. (as "Seller" thereunder), with respect to Class A Television Station WVBK-CA, and Low Power Television Station WVBQ-LP; and

WHEREAS, Assignor desires to assign all of its rights and obligations under the Purchase Agreement to Assignee, and Assignee desires to accept and assume such rights and obligations from Assignor.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor does hereby assign to Assignee and all rights and obligations of Assignor as "Buyer" in the Purchase Agreement.
2. Assignee does hereby accept and assume from Assignor all rights and obligations of Assignor as "Buyer" in the Purchase Agreement.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment and Assumption as of the date first set forth above.

CARLISLE CAPITAL CORPORATION

By: 

Name: Christopher McKenna

Title: Vice-President

NEW HAMPSHIRE 1 NETWORK, INC.

By: 

Name: Christopher McKenna

Title: Vice-President

November 12, 2010

Mr. Daniel N. Carbonara
Vision 3 Broadcasting, Inc.
1300 Putney Rd., Suite 200
Brattleboro, VT 05301-9063

Dear Mr. Carbonara:

Pursuant to Section 10.9 of the Asset Purchase Agreement ("APA") dated November 10, 2010, by and between Carlisle Capital Corporation ("Carlisle") as "Buyer" and Vision 3 Broadcasting, Inc. ("Vision 3") as "Seller," you are hereby notified by Carlisle has assigned all of its rights and obligations under the APA to New Hampshire 1 Network, Inc. ("NH 1"). A copy of the assignment and assumption document is attached.

NH 1 hereby agrees to fulfill all of the obligations of Carlisle under the APA and makes to Vision 3 all of Carlisle's representations and warranties under the APA, except that NH 1 is incorporated in the State of New Hampshire. NH1 further represents and warrants that it is adequately capitalized to enable it to fulfill all of Buyer's obligations to Seller under the APA.

Please acknowledge by your signature below your receipt and acceptance of this assignment and assumption.

Very truly yours.

CARLISLE CAPITAL CORPORATION

By: 
Christopher McKenna, Vice-President

NEW HAMPSHIRE 1 NETWORK, INC.

By: 
Christopher McKenna, Vice-President

Received and accepted:

VISION 3 BROADCASTING, INC.

By: 
Daniel N. Carbonara, President