

FILED
LUCAS COUNTY
SEP 29 PM 02
IN THE COURT OF COMMON PLEAS, LUCAS COUNTY, OHIO

C

Teletech, Inc.

Plaintiff

-vs-

L&M Video Productions, Inc. et al

Defendants.

* Case Number CI 05-1117

* Judge Wittenberg

* **ORDERS CONFIRMING SALE**
* **SUBJECT TO CONTRACT**
* **CONTINGENCIES AND DIRECTING**
* **THAT CORNERSTONE CHURCH,**
* **INC. MANAGE AND CONTROL THE**
* **RECEIVERSHIP PROPERTY**
* **PENDING CLOSING**

* Howard B. Hershman (0020986)
* Bruce Schoenberger (0019765)
* Gressley, Kaplin & Parker, LLP
* 930 Fifth Third Center
* 608 Madison Avenue
* Toledo, Ohio 43604
* (419) 244-8336
* Fax Number (419) 244-1914

* Attorneys for the defendant
* Cornerstone Church, Inc.

This day this cause came to be heard upon the motion of Cornerstone Church, Inc. for orders confirming the sale to it of the receivership property and entering further orders directing that it be entitled to manage, control, and operate the television station that comprises the receivership property pending expiration of the due diligence period contained in the contract with the receiver and pending the elimination of contingencies contained in the contract and the transfer of the FCC license, and the court finding said motion well taken, the same is hereby granted.

The court finds that the receiver has executed a purchase agreement with Cornerstone Church, Inc. for the sale and transfer of the receivership assets pursuant to the court's instruction

JOURNALIZED
406
593

of August 4, 2005, as subsequently extended at the request of L&M Broadcasting, Inc.

The court further finds that the proposal submitted by L&M Broadcasting, Inc. to the receiver did not meet the court's criteria as a suitable competing bid in that it was a letter of intent rather than offer to purchase and was not made by a party that was a "demonstrably viable candidate".

The court further finds that the receivership is insolvent and that in the absence of a further infusion of cash from Cornerstone Church, Inc. the receiver would be unable to continue operation of the receivership property and there is no justification for delaying approval and confirmation of the sale.

The court further finds that in order to protect the value of the receivership assets and allow the station to remain in operation, Cornerstone Church, Inc. should be allowed to take control and to manage and operate the station pending expiration of the due diligence period contemplated in the contract, satisfaction of all contingencies, and transfer of the FCC license, and closing.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that the purchase agreement executed by the receiver and Cornerstone Church, Inc., as contemplated in the previous orders of the court, and as submitted to the court in Cornerstone Church, Inc.'s motion for confirmation, is hereby approved and confirmed subject to the contingencies, and terms and conditions set forth therein.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that pending expiration of the due diligence period, elimination of the contingencies set forth in the contract, and transfer of the FCC license, and closing, Cornerstone Church, Inc. shall take possession of, operate,

manage, and control the television station comprising the receivership assets subject to the supervision of the receiver.

NO JUST CAUSE FOR DELAY

Christman
Judge

APPROVED:

Howard B. Hershman
Howard B. Hershman
Attorney for Cornerstone Church, Inc.

Authorization attached
James Nowak
Attorney for Teletech, Inc.

Authorization attached
Carter Neff
Attorney for Ultra Vision, Inc.

Authorization attached
Ralph DeNune, Receiver

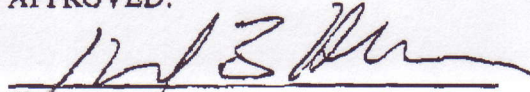
submitted 9/7/05 Howard B. Hershman
Matthew Fech, Attorney for
L&M Video Productions, Inc.

manage, and control the television station comprising the receivership assets subject to the supervision of the receiver.

NO JUST CAUSE FOR DELAY

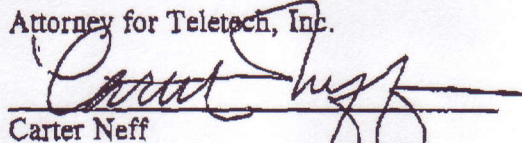
Judge

APPROVED:



Howard B. Hershman
Attorney for Cornerstone Church, Inc.

James Nowak
Attorney for Teletach, Inc.



Carter Neff
Attorney for Ultra Vision, Inc.

Ralph DeNune, Receiver

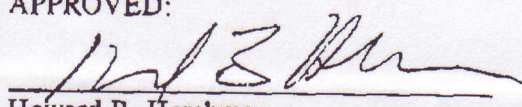
Matthew Fech, Attorney for
L&M Video Productions, Inc.

manage, and control the television station comprising the receivership assets subject to the supervision of the receiver.

NO JUST CAUSE FOR DELAY

Judge

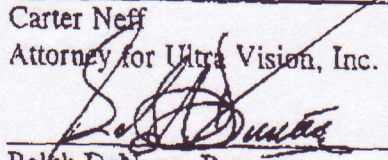
APPROVED:



Howard B. Hershman
Attorney for Cornerstone Church, Inc.

James Nowak
Attorney for Teletech, Inc.

Carter Neff
Attorney for Ultra Vision, Inc.



Ralph DeNune, Receiver

Matthew Fech, Attorney for
L&M Video Productions, Inc.

manage, and control the television station comprising the receivership assets subject to the supervision of the receiver.

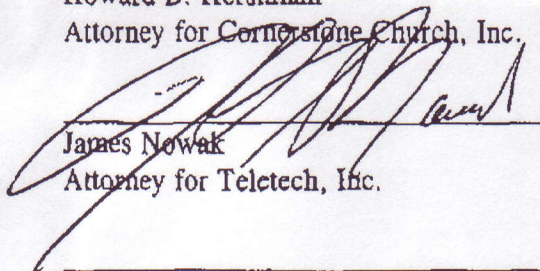
NO JUST CAUSE FOR DELAY

Judge

APPROVED:



Howard B. Hershman
Attorney for Cornerstone Church, Inc.



James Nowak
Attorney for Teletech, Inc.

Carter Neff
Attorney for Ultra Vision, Inc.

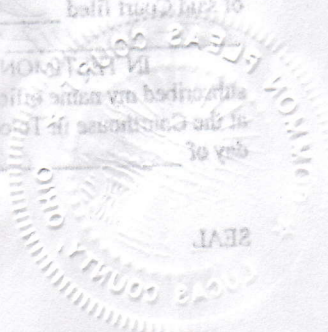
Ralph DeNune, Receiver

Matthew Fech, Attorney for
L&M Video Productions, Inc.

THE STATE OF OHIO, LUCAS COUNTY, ss.
I, BERNIE QUITTER, Clerk of Common Pleas Court
and Court of Appeals, hereby certify this document to be a true
and accurate copy of entry from the Journal of the proceedings
of said Court filed on case number _____

IN TESTIMONY WHEREOF, I have hereunto
affixed my name and official seal of said court
at the Courtroom in Toledo, Ohio, in said County, this
_____ day of _____, A.D. _____

BERNIE QUITTER, Clerk
By _____
Deputy



manager, and control the television station comprising the receivership assets subject to the

supervision of the receiver.

NO JUST CAUSE FOR DELAY

Judge

APPROVED

Attorney for Receiver

Attorney for Receiver

Attorney for Receiver

Attorney for Receiver

Attorney for Receiver

THE STATE OF OHIO, LUCAS COUNTY, as
I, BERNIE QUILTER, Clerk of Common Pleas Court
and Court of Appeals, hereby certify this document to be a true
and accurate copy of entry from the Journal of the proceedings
of said Court filed Sept 29, 05 on case number
CI-05-117.

IN TESTIMONY WHEREOF, I have heretunto
subscribed my name officially and affixed the seal of said court
at the Courthouse in Toledo, Ohio, in said County, this 25
day of Sept 06 A.D.,

BERNIE QUILTER, Clerk

SEAL

By [Signature]
Deputy