

ASSIGNMENT AND ASSUMPTION OF ASSET PURCHASE AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION OF ASSET PURCHASE AGREEMENT (this "Assignment and Assumption"), is made as of March 30, 2015, by and between **Marquee Broadcasting, Inc.**, a Maryland corporation ("Assignor"), and **Marquee Broadcasting Georgia, Inc.**, a Georgia corporation ("Assignee").

WHEREAS, Assignor is a party to that certain Asset Purchase Agreement, dated March 25, 2015 (the "Purchase Agreement"), between Assignor (as Buyer thereunder) the Board of Regents of the University System of Georgia, by and on behalf of the University of Georgia. (as Seller thereunder), with respect to Station WUGA-TV, Toccoa, Georgia (Facility ID 63329) (the "Station"); 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, for good and valuable consideration, 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 in and to the Purchase Agreement.
2. Assignee does hereby accept and assume from Assignor all rights and obligations of Assignor under the Purchase Agreement.

[SIGNATURE PAGE FOLLOWS]

SIGNATURE PAGE TO ASSIGNMENT AND ASSUMPTION OF ASSET PURCHASE
AGREEMENT

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

MARQUEE BROADCASTING, INC.

By:



Name: Brian J. Lane
Title: CFO

MARQUEE BROADCASTING GEORGIA, INC.

By:



Name:
Title: CFO