

AMENDMENT TO ASSET PURCHASE AGREEMENT

This Amendment is made this 25 day of July, 2005 by and between Wyoming Channel 2, Inc. ("Seller") and Silverton Broadcasting Company, LLC ("SBC"). Capitalized terms used and not otherwise defined herein shall have the meaning assigned to them in the Purchase Agreement (defined below).

WHEREAS, K-TWO TV of Wyoming, Inc. ("K-TWO") and Seller entered into that certain Asset Purchase Agreement dated as of August 14, 2004 (the "Purchase Agreement") pursuant to which K-TWO agreed to purchase all of Seller's right, title and interest in and to the Station Assets (as defined in the Purchase Agreement);

WHEREAS, K-TWO and Seller entered into a Time Brokerage Agreement ("TBA") on March 1, 2004; and;

WHEREAS, K-TWO and SBC entered into that Assignment and Assumption dated May 9, 2005 pursuant to which K-TWO assigned its rights and obligations under the Purchase Agreement and TBA to SBC; and

WHEREAS, Seller and SBC now desire to amend the Agreement on the terms set forth herein;

NOW THEREFORE, for good and valuable consideration, the sufficiency of which the parties hereby acknowledge, the parties hereto agree as follows:

1. Seller and SBC agree that the August 16, 2005 prepayment toward the Purchase Price, as required by Section 1.5 of the Purchase Agreement, shall be placed in escrow and released to Seller at the Closing.


2. The Purchase Agreement is and shall continue to be, in full force and effect and is hereby ratified and confirmed in all respects except that on and after the date hereof all references in the Purchase Agreement to "this Agreement," "hereto," "hereof," "hereunder," or words of like import referring to the Purchase Agreement shall mean the Purchase Agreement as amended.

3. This Amendment may be executed in counterparts and by different parties hereto in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same agreement and shall be binding upon all parties, their successors and assigns.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Amendment to Asset Purchase Agreement as of the date first written above.

WYOMING CHANNEL 2, INC.

By: 
Lori Withrow
Secretary

SILVERTON BROADCASTING COMPANY, LLC

By: _____
Barry Silverton
Member

IN WITNESS WHEREOF, the parties have executed this Amendment to Asset Purchase Agreement as of the date first written above.

WYOMING CHANNEL 2, INC.

By: _____
Lori Withrow
Secretary

SILVERTON BROADCASTING COMPANY, LLC

By: Barry Silverton
Barry Silverton
Member