

February 11, 2009

Mr. Ben Miller
Trinity Broadcasting
c/o Ms. Kristina Callan
Vice President
Kalil & Co., Inc.
6363 North Swan Road
Suite 200
Tucson, Arizona 85718

Dear Ms. Callan:

Local HDTV, Inc, or its assigns, hereby offers to purchase from Trinity Broadcasting, the owner ("Seller") of Television Station W36CO a licensed facility to St. Petersburg, Florida, hereinafter called "PROPERTY", all of the assets, except current assets, which are used or useful in the business and operation of this PROPERTY for, Two Hundred and Twenty-Five Thousand Dollars, (\$225,000.00) subject to the following terms, conditions, and understandings:

1. The assets referred to in this offer include the tower lease, licenses, authorizations, and Call Letters. The Buyer will place in Escrow with Kalil & Company or an Escrow Agent of the Sellers choosing, 10% of the Purchase Price which will be Twenty-Two Thousand & Five Hundred Dollars (\$225,000.00).
2. The broadcast license will be in conformity with the Rules and Regulations of the FCC at the time of Closing.
3. At Closing, the assets to be purchased will be free and clear of defects, encumbrances, charges and liabilities.
4. At Closing, the assets to be purchased will be subject to no liabilities other than executory liabilities arising under those executory agreements which we agree, after inspection, to take by assignment.
5. Each party shall bear its own legal and accounting fees related to the transaction. Both parties acknowledge the services of KALIL & CO., INC. as brokers for the transaction. All fees due to KALIL & CO., INC. will be paid by the Seller.

6. A definitive Contract of Purchase and Sale is to be executed by the Seller of the PROPERTY and the Buyer within thirty (30) days following acceptance of this offer, which Contract is to contain terms and conditions which shall be mutually satisfactory to said Seller and Buyer, including (1) the customary terms, warranties and representations, and (2) a provision making these obligations to sell and purchase such assets subject to approval by the FCC.
7. Inspection of the facilities must be to Buyer's complete satisfaction.
8. Seller agrees that for a period of thirty (30) days from the date of acceptance by Seller of the terms hereof, Seller shall refrain from negotiating or entering into any agreement with respect to the disposition of the PROPERTY or any of its assets with any party. In the event that a satisfactory agreement has not been executed by the parties hereto for any reason within thirty (30) days from the acceptance of the terms hereof by Seller, no party shall have any legal obligation hereunder.

This offer is open for acceptance which must be received by us no later than 5 p.m., P.S.T., Friday February 20, 2009.

Yours truly,

Accepted by:

W.E. Miller



A handwritten signature in black ink, appearing to read 'John Salov', is written over a horizontal line.

John Salov, President
Local HDTV, Inc.

Date Mar 16 2009