

Asset Purchase Agreement

This Asset Purchase Agreement (“Agreement”) is made effective this November 18, 2014, by and between DTV America Corporation (“Buyer”) and Regal Media, Inc (“Seller”).

Whereas, Seller possesses an FCC issued license for low power television station K50GP-D, Redding, CA, (the “Station”);

Whereas, Seller desires to sell the Station and Buyer desires to buy the Station;

Now, Therefore, Buyer and Seller agree as follows:

TERMS OF SALE

1.1 Assets to be transferred. Only the FCC license for the Station shall be conveyed from the Seller to the Buyer on the Closing Date. No other assets, tangible or intangible, are involved in this transaction

1.2 Assignment Application. Within five business days of the execution of this Agreement by both parties, Buyer and Seller will jointly complete and file an FCC Form 345 application seeking permission to assign the Station from Seller to Buyer. Seller shall pay the filing fee for this application and shall file the application.

1.3 Purchase Price Payment. In consideration of the transfer by Seller to Buyer of the Stations, Buyer shall pay to Seller the sum of Ten Thousand Dollars (\$10,000.00) (“Purchase Price”). Buyer shall pay to Seller within three days of the execution of this Agreement a deposit of One Thousand Dollars (\$1,000.00). On the Closing Date, Buyer shall pay an additional Nine Thousand Dollars (\$9,000.00) (“Balance of Purchase Price”) to Seller.

1.4 Closing. Closing on the sale of the FCC license for the Station shall occur on the third business day after the Federal Communications Commission provides written consent for the assignment of the Station’s license from Seller to Buyer (“Closing Date”). On the Closing Date, Buyer shall deliver to Seller the Balance of the Purchase Price by overnight courier in the form of a cashier’s check, and Seller Shall deliver to Buyer by overnight courier a fully executed Bill of Sale in the form attached hereto as Exhibit A.

1.5 Miscellaneous. The laws of the District of Columbia, Washington, D.C., shall govern this Agreement. This written Agreement embodies all terms of the parties understanding and may not be amended except by written instrument executed by both Buyer and Seller.

Seller: Regal Media, Inc
603 Greenwich Street
Suite 200
New York, NY 10014

George K Cooney
George Cooney, President

11/18/14
Date

Buyer: DTV America Corporation
13450 West Sunrise Blvd
Suite 164
Sunrise, FL 33323

[Signature]
John Kyle II, President

Nov. 6, 2014
Date