

INTERFERENCE ACCEPTANCE AGREEMENT

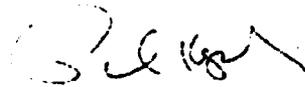
This Interference Acceptance Agreement is entered into as of February 27, 2013 by and among Local Media TV Philadelphia, LLC ("LMTVP") and Marcia Cohen. ("Cohen").

1. LMTVP is the licensee of analog Class A television station WTSD-CA, Channel 14, Philadelphia, PA, Facility ID No. 53579, and the permittee of WTSD-CD, Digital Channel 16. Philadelphia, PA, Facility ID No. 53579 (BMPDTA-20120221ABQ).
2. Cohen is the licensee of analog low power television station WNAI-LP, Analog Channel 41, Springville, NJ, Facility ID No. 19586, and the permittee of WNAI-LD, Digital Channel 23, Springville, NJ, Facility ID 10586 (FCC File No. BDISDTL-20101206ABZ) ("WNAI Ch. 23 CP").
3. LMTVP desires to file a displacement application with the Federal Communications Commission ("FCC") to move the digital facilities of WTSD-CD to channel 23 (the "WTSD-CD Displacement"). The proposed WTSD-CD Displacement application will cause an impermissible level interference to the WNAI Ch. 23 CP.
4. Cohen agrees to accept the interference described in paragraph 3 of this Agreement.
5. LMTVP and Cohen shall take all commercially reasonable steps to satisfy any questions or concerns raised by the FCC with respect to any filings implicated by this Agreement, notify the other of any such FCC inquiries, and furnish all information requested by the FCC with respect thereto. Except for the mutual consents and agreements set forth herein, no consideration is being paid or promised by either party in connection with this Agreement. Neither party shall take any action that is inconsistent with its obligations under this Agreement or that could hinder or delay the other party's enjoyment of its rights and interests contemplated by this Agreement.
6. This Agreement may be executed in counterparts and by facsimile, each of which when so executed, will be deemed an original, and all of which together shall constitute one and the same instrument.

LOCAL MEDIA TV PHILADELPHIA, LLC

MARCIA COHEN

By:



Paul Koplin, Operating Partner

By:



Marcia Cohen
Owner