

AGREEMENT WITH RESPECT TO ESCROW DEPOSIT

This Agreement with respect to Escrow Deposit ("Escrow Deposit Agreement") is with respect to the One Million Dollar (\$1,000,000.00) Escrow Deposit with Wachovia Bank, N.A., initially made on behalf of KTBS, Inc., and River Cities Broadcasting, L.L.C. ("River Cities"). KTBS, Inc., and River Cities have agreed to the assignment of that deposit to the benefit of Minden Television Corporation ("Minden") as of this date. Minden, KTBS, Inc., and River Cities hereby agree that said Escrow Deposit shall, if paid as part of the Purchase Price upon the closing of the acquisition of Station KPXI-TV by Minden, become a part of the One and One-Quarter Million (\$1,250,000.00) loan to made by River Cities to Minden. Minden and River Cities further agree that should the acquisition of KPXI-TV by Minden not be consummated and the Escrow Deposit be returned to Minden, Minden shall transfer the Escrow Deposit to KTBS, Inc. Further, Minden, KTBS, Inc., and River Cities agree that should the acquisition of KPXI-TV by Minden not be consummated and the Escrow Deposit not be returned to Minden, Minden shall not be indebted to KTBS, Inc., or River Cities for a return of the Escrow Deposit, and the disposition of the Escrow Deposit in this manner shall be treated as a cost incurred by River Cities and KTBS, Inc., in acquiring the right to the Option Agreement.

Dated this 24th day of September, 2003.

MINDEN TELEVISION CORPORATION

By

Lauren Wray
Lauren Wray
President

KTBS, INC.

and

RIVER CITIES BROADCASTING, L.L.C.

By

Edwin N. Wray, Jr.
Edwin N. Wray, Jr.
President