

Asset Purchase Agreement

This Asset Purchase Agreement ("Agreement") is made effective December 6, 2005 by and between The LPTV Store, LLC ("Buyer"), on the one hand, and Howard Mintz ("Seller"), on the other.

Whereas, Seller is the licensee of the construction permit for low power television station W69EL, Key West, Florida (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.** The construction permit for the Station shall be conveyed from the Seller to the Buyer on the Closing Date.

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 license for the Station, Buyer shall pay to Seller the sum of \$5,000 ("Purchase Price"). Buyer shall pay to Seller within three days of the execution of this Agreement the sum of \$5,000.

1.4 **Closing.** Closing on the sale of the construction permit 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, Seller Shall deliver to Buyer a fully executed Bill of Sale in the form attached hereto as Exhibit A.

1.5 **Miscellaneous.** The laws of the State of Texas 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: Howard Mintz

Buyer: The LPTV Store, LLC

By: [Signature]
Howard Mintz
Title: 12/07/05
Date

By: [Signature]
Buyer: The LPTV Store, LLC
Title: Managing Partner
Date: 12/07/05