

EXHIBIT 4(B)

**Asset Purchase Agreement
Section 8.4**

Section 8.4. CW Affiliation Agreement. Seller and the CW Network shall have executed the CW Affiliation Agreement and the terms of such agreement shall be consistent, in all material respects, with the terms set forth in Schedule 8.4.

Notwithstanding the failure of any one or more of the foregoing conditions, Buyer may proceed with the Closing without satisfaction, in whole or in part, of any one or more of such conditions and without written waiver. To the extent that, at the Closing, Seller or Parent delivers to Buyer a written notice specifying in reasonable detail the failure of any of such conditions or the breach by Seller or Parent of any of the representations or warranties of Seller or Parent herein, and nevertheless Buyer proceeds with the Closing, Buyer shall be deemed to have waived for all purposes any rights or remedies it may have against Seller and Parent by reason of the failure of any such conditions or the breach of any such representations or warranties to the extent described in such notice.