

IN WITNESS WHEREOF, the parties hereto have caused their hands and seals to be affixed herein below on the date and year first above written.

**SHENANDOAH VALLEY TELEVISION, LLC**

By: TC M. Manley  
Name: Thomas M. Manley  
Title: Manager - Member

**Force 5 Communications, Inc**

By: JEFFREY SHAPIRO  
Name: JEFFREY SHAPIRO  
Title: PRESIDENT