

## ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (“Agreement”) between River Cities Broadcasting, L.L.C., a Louisiana limited liability company (“River Cities”) and KTBS, Inc., a Louisiana corporation (“KTBS”), is entered into and effective this 24 day of September, 2003.

WHEREAS, pursuant to an Option Agreement (the “Option Agreement”), executed on the date hereof, between River Cities and Minden Television Corporation (“Minden”), Minden granted to River Cities an option to acquire the FCC license and other assets used or useful in the operation of television broadcast station KPXJ(TV), Minden, Louisiana (Facility ID No. 81507) (the “Station”), subsequent to Minden’s acquisition of the license and assets;

WHEREAS, River Cities desires to assign to KTBS and KTBS, which has received and reviewed the terms of the Option Agreement, desires to acquire and assume all of the rights and obligations of River Cities under the Option Agreement,

NOW, THEREFORE, in consideration of these premises and the mutual promises, undertakings, covenants, and agreements of the parties contained in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. **Assignment and Assumption.** By this Agreement, River Cities does hereby assign to KTBS, pursuant to Section 1.1(g) of the Option Agreement and in accordance with the terms of the Option Agreement, all of its rights and obligations thereunder, and KTBS does hereby acquire and assume all of River Cities’ rights and obligations thereunder.

costs and expenses, including attorneys' fees and expenses, expended in connection with River Cities' proposed acquisition of the Station.

Signed and dated this 24<sup>th</sup> day of September, 2003.

RIVER CITIES BROADCASTING, L.L.C.

By Edwin N. Wray, Jr.  
Edwin N. Wray, Jr.,  
President of KTBS, Inc., Member

~~KTBS, INC.~~

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