

Assignment and Assumption

This Assignment and Assumption is entered into by and between Wood Investments, LLC (referred to herein as "Assignor") and Boom Box, LLC referred to herein as "Assignee") effective as of September 1, 2006 (the "Effective Date").

R E C I T A L S:

- A. Reference is hereby made for all purposes to that certain Asset Purchase Agreement dated August 23, 2006, by and between Faith Communications Network, Inc. as the Seller and Wood Investments, LLC as the Buyer (the "APA").
- B. An FCC Application has not been filed as of the Effective Date.
- C. Reference is hereby made to the down payment as that term is used in the APA.
- D. Assignor desires to assign and delegate, and Assignee desires to accept and assume all rights, titles and interests of Assignor arising under or by reason of the APA and all of the obligations, duties and commitments of Assignor arising under or by reason of the APA.
- E. Assignor desires to sell and assign all of its right, title and interest in and to the down payment and Assignee desires to purchase and accept all of Assignor's right, title and interest in and to the down payment.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars, the agreements set forth below and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confessed for all purposes, Assignor and Assignee hereby agree and transact as follows:

- 1. Assignor does hereby sell, assign and transfer unto Assignee, and Assignee hereby accepts, all of the rights, titles and interests of Assignor arising under or by reason of the APA and Assignor does hereby delegate unto Assignee, and Assignee hereby assumes, and agrees to timely and fully perform, all of the obligations, duties and commitments of Assignor arising under or by reason of the APA.
- 2. Assignor does hereby sell and assign all of its right, title and interest in and to the down payment and Assignee does hereby purchase and accept all of Assignor's right, title and interest in and to the down payment.
- 3. Capitalized terms used herein, and not otherwise defined herein, shall have their same respective meanings in the APA

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment and Assumption as of the Effective Date.

ASSIGNOR:

WOOD INVESTMENTS, LLC

By: _____
Thomas Syner
Its: Manager

ASSIGNEE:

BOOM BOX, LLC

By: _____
Thomas Syner
President