

PARTIAL ASSIGNMENT OF ASSET PURCHASE AGREEMENT

THIS PARTIAL ASSIGNMENT OF ASSET PURCHASE AGREEMENT (this "Partial Assignment"), is made as of June 4, 2012, by and between CARLISLE CAPITAL CORPORATION, a Delaware corporation ("Assignor"), and WBIN MEDIA Co., INC., a Delaware corporation ("Assignee").

WHEREAS, Assignor is a party to that certain Asset Purchase Agreement, dated May 22, 2012 (the "Purchase Agreement"), by and among Assignor (as Buyer thereunder) and Nassau Broadcasting I, LLC, Nassau Broadcasting II, LLC, Nassau Broadcasting III, LLC and Nassau Broadcasting Partners, L.P., (collectively as Seller thereunder), with respect to 30 radio stations as reflected in the Purchase Agreement; and

WHEREAS, Assignor desires to assign certain of its rights under the Purchase Agreement to Assignee, and Assignee desires to accept such rights from Assignor; and

WHEREAS, capitalized terms used herein and not defined shall have the respective meanings set forth in the Purchase Agreement; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor does hereby assign to Assignee the right of Assignor to receive an assignment from Seller of the Assets, including the FCC Licenses, relating to the stations listed on Exhibit A hereto (the "Stations"), under the Purchase Agreement.
2. Assignee does hereby accept from Assignor the right of Assignor to receive an assignment of Assets, including the FCC Licenses, relating to the Stations, under the Purchase Agreement.
3. Except as affected by that certain Assignment and Assumption Agreement by and between Assignor and Vertical Capital Partners, LLC dated May 30, 2012 assigning Assignor's rights and obligations with respect to the purchase of the Assets, including the FCC Licenses, for those stations listed on Exhibit B hereto, Assignor retains all of its other rights and all of its obligations under the Purchase Agreement.

[SIGNATURE PAGE FOLLOWS]

SIGNATURE PAGE TO PARTIAL ASSIGNMENT OF ASSET PURCHASE AGREEMENT

IN WITNESS WHEREOF, Assignor has duly executed this Partial Assignment as of the date first set forth above.

CARLISLE CAPITAL CORPORATION

By: William H. Binnie, President
William H. Binnie, President

WBIN MEDIA CO., INC.

By: William H. Binnie, President
William H. Binnie, President

EXHIBIT A

ASSIGNMENT FROM CARLISLE CAPITAL CORPORATION TO WBIN MEDIA CO., INC.

NASSAU BROADCASTING III, LLC:				
<u>Call Sign</u>	<u>Facility ID</u>	<u>City of Licensure</u>	<u>File Number</u>	<u>Expiration</u>
WBQQ(FM)	69854	Kennebunk, ME	BLH-19911209KB	4/1/2014
<i>Aux Licenses</i>				
WME 870				
WHXR(FM)	73885	Scarborough, ME	BMLH-20051229ACB	4/1/2014
<i>Aux Licenses</i>				
WPOP 475				
WPOP 476				
WBQX(FM)	49564	Thomaston, ME	BLH-19920611KC	4/1/2014
<i>Aux Licenses</i>				
WLJ893				
WBQI(FM)	40925	Bar Harbor, ME	BLH-19950515KC	4/1/2014
WBYA(FM)	41105	Isleboro, ME	BLH-19990202KB	4/1/2014
<i>Aux Licenses</i>				
WPWI247				
WPQL643				
WPQY271				
WPSJ876				
WPUB268				
WPW1247				
WFNQ(FM)	23329	Nashua, NH	BLH-19920527KA	4/1/2014
<i>Aux Licenses</i>				
WLO364				
WPREF914				
KPL879				
KPH482				
WEMJ(AM)	67270	Laconia, NH	BL-19841126AT	4/1/2014
WLNH(FM)	73215	Laconia, NH	BLH-20010309AAS	4/1/2014
<i>Aux Licenses</i>				
KA88692				
KA88695				
WHS652				
WQID663				
WLVP(AM)	24994	Gorham, ME	BZ-19910402AD	4/1/2014
WLAM(AM)	64434	Lewiston, ME	BZ-19880114AC	4/1/2014
WTHT(FM)	24949	Auburn, ME	BLH-19980825KD	4/1/2014
<i>Aux Licenses</i>				
KA74727				
KOS353				
WPYC472				
WFNK(FM)	65675	Lewiston, ME	BLH-20050310AAL	4/1/2014
<i>Aux Licenses</i>				
KC24253				

NASSAU BROADCASTING III, LLC:				
<u>Call Sign</u>	<u>Facility ID</u>	<u>City of Licensure</u>	<u>File Number</u>	<u>Expiration</u>
KPK286				
WPYC513				
KPK290				
WFW719				
WPNK629				
<i>FM Translator</i>				
W245AA	24950	Portland, ME	BLFT-19970321TE	
WJYY(FM)	54909	Concord, NH	BLH-19871005KD	4/1/2014
<i>Aux Licenses</i>				
WHS458				
KPK304				
KPG207				
WPJS818				
WNHW	54908	Belmont, NH	BLH-19940510KA	4/1/2014
<i>Aux Licenses</i>				
WMU694				
WZLF	69493	Bellows Falls, VT	BMLH-19920522KC	4/1/2014
<i>Aux Licenses</i>				
WQFX533				
WXLF(FM)	17801	White River Junction, VT	BLH7184	4/1/2014
<i>Aux Licenses</i>				
WMU314				
WQFX536				
WNNH(FM)	11664	Henniker, NH	BLH-19991213ABB	4/1/2014
<i>Aux Licenses</i>				
WPTY960				
KC25325				
WLP261				
WPTV665				
WQIA564				
WQIA565				

EXHIBIT B
ASSIGNMENT FROM CARLISLE CAPITAL CORPORATION TO VERTICAL CAPITAL PARTNERS, LLC

<u>Call Sign</u>	<u>Facility ID</u>	<u>City of Licensure</u>	<u>File Number</u>	<u>Expiration</u>
WLKZ(FM)	65624	Wolfeboro, NH	BLH-20000414ACG	4/1/2014
<i>Aux Licenses</i>				
WMV 510				
WHDQ(FM)	17798	Claremont, NH	BLH-20051122AHE	4/1/2014
<i>Aux Licenses</i>				
WLI-485				
WPJD266				
WQEN325				
WQEN469				
FM Booster				
WHDQ-1	76669	Rutland, VT	BLFTB-19960206TA	4/1/2014
FM Translator				
W293AB	17796	Keene, NH	BLFT-19920715TA	4/1/2014
W294AB	17799	Hanover, NH	BLFT-20071005AAB	4/1/2014
W298AH	83636	Claremont, NH	BLFT-19980911TC	4/1/2014
WTSV(AM)	17795	Claremont, NH	BZ-871102AJ	4/1/2014
WSNO(AM)	34813	Barre, VT	BR-20051128ACA	4/1/2014
WORK(FM)	34810	Barre, VT	BLH-20030612AMC	4/1/2014
<i>Aux Licenses</i>				
WHS-622				
WWFY(FM)	17808	Berlin, VT	BLH-20081125AUE	4/1/2014
<i>Aux Licenses</i>				
WPOT844				
WFYX(FM)	23307	Walpole, NH	BLH-20001219AAS	4/1/2014
WWOD(FM)	2606	Hartford, VT	BLH-19960919KA	4/1/2014
<i>Aux Licenses</i>				
WLP643				
WP21819				
WTHK(FM)	57728	Wilmington, VT	BLH-19991215ABK	4/1/2014
<i>Aux Licenses</i>				
WLO925				
WLP357				
FM Translator				
W284AB	57729	Jamaica, VT	BLFT-19930211TF	4/1/2014
WEXP(FM)	65961	Brandon, VT	BLH-19990412KD	4/1/2014
<i>Aux Licenses</i>				
WPYU547				
WQEX395				
WQEX397				
WMOO(FM)	63193	Derby Center, VT	BLH-19920813KD	4/1/2014
<i>Aux Licenses</i>				
WLQ251				
WMU905				
WIKE(AM)	49400	Newport, VT	BZ-19970825KB	4/1/2014
WWHQ(FM)	73216	Meredith, NH	BLH-19940309KB	4/1/2014

<u>Call Sign</u>	<u>Facility ID</u>	<u>City of Licensure</u>	<u>File Number</u>	<u>Expiration</u>
<i>Aux Licenses</i>				
KB97284				
WQIA563				