

## **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.

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

<b>NASSAU BROADCASTING III, LLC:</b>				
<b><u>Call Sign</u></b>	<b><u>Facility ID</u></b>	<b><u>City of Licensure</u></b>	<b><u>File Number</u></b>	<b><u>Expiration</u></b>
KPK286				
WPYC513				
KPK290				
WFW719				
WPNK629				
<i>FM Translator</i>				
W245AA	24950	Portland, ME	BLFT-19970321TE	
<b>WJYY(FM)</b>	<b>54909</b>	<b>Concord, NH</b>	<b>BLH-19871005KD</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WHS458				
KPK304				
KPG207				
WPJS818				
<b>WNHW</b>	<b>54908</b>	<b>Belmont, NH</b>	<b>BLH-19940510KA</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WMU694				
<b>WZLF</b>	<b>69493</b>	<b>Bellows Falls, VT</b>	<b>BMLH-19920522KC</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WQFX533				
<b>WXLF(FM)</b>	<b>17801</b>	<b>White River Junction, VT</b>	<b>BLH7184</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WMU314				
WQFX536				
<b>WNNH(FM)</b>	<b>11664</b>	<b>Henniker, NH</b>	<b>BLH-19991213ABB</b>	<b>4/1/2014</b>
<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>
<b>WLKZ(FM)</b>	<b>65624</b>	<b>Wolfeboro, NH</b>	<b>BLH-20000414ACG</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WMV 510				
<b>WHDQ(FM)</b>	<b>17798</b>	<b>Claremont, NH</b>	<b>BLH-20051122AHE</b>	<b>4/1/2014</b>
<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
<b>WTSV(AM)</b>	<b>17795</b>	<b>Claremont, NH</b>	<b>BZ-871102AJ</b>	<b>4/1/2014</b>
<b>WSNO(AM)</b>	<b>34813</b>	<b>Barre, VT</b>	<b>BR-20051128ACA</b>	<b>4/1/2014</b>
<b>WORK(FM)</b>	<b>34810</b>	<b>Barre, VT</b>	<b>BLH-20030612AMC</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WHS-622				
<b>WWFY(FM)</b>	<b>17808</b>	<b>Berlin, VT</b>	<b>BLH-20081125AUE</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WPOT844				
<b>WFYX(FM)</b>	<b>23307</b>	<b>Walpole, NH</b>	<b>BLH-20001219AAS</b>	<b>4/1/2014</b>
<b>WWOD(FM)</b>	<b>2606</b>	<b>Hartford, VT</b>	<b>BLH-19960919KA</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WLP643				
WP21819				
<b>WTHK(FM)</b>	<b>57728</b>	<b>Wilmington, VT</b>	<b>BLH-19991215ABK</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WLO925				
WLP357				
FM Translator				
W284AB	57729	Jamaica, VT	BLFT-19930211TF	4/1/2014
<b>WEXP(FM)</b>	<b>65961</b>	<b>Brandon, VT</b>	<b>BLH-19990412KD</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WPYU547				
WQEX395				
WQEX397				
<b>WMOO(FM)</b>	<b>63193</b>	<b>Derby Center, VT</b>	<b>BLH-19920813KD</b>	<b>4/1/2014</b>
<i>Aux Licenses</i>				
WLQ251				
WMU905				
<b>WIKE(AM)</b>	<b>49400</b>	<b>Newport, VT</b>	<b>BZ-19970825KB</b>	<b>4/1/2014</b>
<b>WWHQ(FM)</b>	<b>73216</b>	<b>Meredith, NH</b>	<b>BLH-19940309KB</b>	<b>4/1/2014</b>

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