ASSIGNMENT AGREEMENT

This ASSIGNMENT AGREEMENT (this "*Assignment*") is made and entered into as of the ____ day of November, 2006, by and between Multicultural Television Broadcasting LLC ("*Assignor*") and MTB Boston Licensee LLC ("*Assignee*").

WHEREAS, Assignor is the proposed assignee of the license of Station WMFP(TV), Lawrence, Massachusetts ("*Station*") pursuant to an assignment application (FCC File No. BALCT-20060926AEE) ("*Application*") granted by the Federal Communications Commission (the "*FCC*");

WHEREAS, Assignor is the sole Member of Assignee; and

WHEREAS, following the closing of the transaction contemplated by the Application, Assignor desires to assign to Assignee the FCC licenses and authorizations used or held for use in the operation of the Station.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee, intending to be legally bound, hereby agree as follows:

1. Subject to the prior approval of the FCC, and following the closing of the transaction contemplated by the Application, Assignor agrees to assign to Assignee the FCC licenses and authorizations used or held for use in the operation of the Station, and Assignee hereby agrees to accept such assignment.

2. This Assignment shall be binding upon and inure to the benefit of Assignor and Assignee and their respective successors and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed as of the date first written above.

MULTICULTURAL TELEVISION BROADCASTING LLC

By:_____
Arthur Liu
President/Manager

MTB BOSTON LICENSEE LLC

By:_____
Arthur Liu
President/Manager