

SALE AND PURCHASE AGREEMENT

This Agreement, entered into this 14 Day of August, 2008, between the Estate of David Hafler, Deceased ("Seller"), by Joan Cole, Executrix, and Jerome Bresson ("Buyer"), is for the acquisition by Buyer of all of Seller's interests in Fidelity Broadcasting Corp. ("the company").

WHEREAS, Buyer wishes to buy, and Seller wishes to sell, pursuant to the following provisions, all of the outstanding interests currently held by Seller in the company, and

INTENDING TO BE LEGALLY BOUND HEREBY, the parties hereto agree as follows:

1. Effective upon closing hereunder, Seller shall deliver to Buyer signed stock certificates and voting trust certificates in the company for all the shares currently held by Seller, to wit, 100 shares in Fidelity.
2. The purchase price for such interests shall be, subject to below, the sum of Six Hundred Thirty Thousand Dollars (\$630,000)
3. Seller and Buyer agree to sign such additional papers as necessary to complete the deal, as may be determined by legal counsel, in the event such becomes necessary.
4. The amounts to be paid by Buyer as listed above shall be in complete satisfaction of the sale of all interests in the company, regardless of how such interests shall be shown on the books of the company. Thus, if the books of the company show that the company is indebted to Seller, that debt shall be transferred on such books to Buyer, and Seller shall afterwards not be entitled to any further payment on such debt.
5. Closing shall be held in the office of Thomas E. Wiener, Esquire, at a time and date to be determined.
6. This Agreement is subject to approval by the FCC, and the parties agree to file appropriate documents with the FCC as soon as possible. If the parties hereto agree to a partial closing hereunder prior to such approval, the amounts otherwise to be paid to Seller at closing shall be held in escrow by Thomas E. Wiener, Esquire, in an interest bearing account for the benefit of Seller until such approval is received, and upon such approval all amounts in such account shall be paid to Seller and Wiener's obligations hereunder shall cease.

7. Seller and Buyer further agree that upon closing the Voting Trust Agreement dated June 13, 2000, shall be terminated.

Agreed to this 14 Day of August, 2008.

Jerome Bresson
Jerome Bresson, Buyer

Joan Cole, Executrix
Estate of David Hafler, Deceased, Seller
By Joan Cole, Executrix