

Asset Purchase Agreement

This Asset Purchase Agreement (“Agreement”) is made effective March 28, 2015, by and between DTV America Corporation (“Buyer”), on the one hand, and Bella Spectra Corporation (“Seller”), on the other.

Whereas, Seller possesses six construction permits for low power television construction permits to build Stations in Crozet, VA; W15DW-D, W31EC-D, W29EO-D, W34EV-D, W35DJ-D, W38FW-D (the “Stations”) which further defined on the attached Exhibit A;

Whereas, Seller desires to sell the Stations and Buyer desires to buy the Stations;

Now, Therefore, Buyer and Seller agree as follows:

TERMS OF SALE

1.1 Assets to be transferred. The construction permit for the Stations shall be conveyed from the Seller to the Buyer on the Closing Date. No other assets, tangible or intangible, are involved in this transaction

1.2 Assignment Application. Within five business days of the execution of this Agreement by both parties, Buyer and Seller will jointly complete and file an FCC Form 345 application seeking permission to assign the Stations from Seller to Buyer. Seller shall pay the filing fee for this application and shall file the application.

1.3 Purchase Price Payment. In consideration of the transfer by Seller to Buyer of the Stations, Buyer shall pay to Seller the sum of \$24,000 (“Purchase Price”). Buyer shall pay to Seller within three days of the execution of this Agreement the sum of \$3,000. On the Closing Date, Buyer shall pay an additional \$21,000 (“Balance of Purchase Price”) to Seller.

1.4 Closing. Closing on the sale of the construction permits for the Stations shall occur on the third business day after the Federal Communications Commission provides written consent for the assignment of the Station’s construction permits from Seller to Buyer (“Closing Date”). On the Closing Date, Buyer shall deliver to Seller the Balance of the Purchase Price by overnight courier in the form of a cashier’s check, and Seller shall deliver to Buyer by overnight courier a fully executed Bill of Sale.

1.5 Miscellaneous. The laws of the State of Florida shall govern this Agreement. This written Agreement embodies all terms of the parties understanding and may not be amended except by written instrument executed by both Buyer and Seller.

Seller: **Bella Spectra Corporation**

Kristina C. Bruni

By: KRISTINA C. BRUNI

PRESIDENT
Title

03-30-2015
Date

Buyer: **DTV America Corporation**

[Signature]

By: John Kyle

PRESIDENT
Title

MARCH 28, 15
Date

Exhibit A

| Facility ID | Community of License | State | Call Sign | Channel | POP coverage |
|-------------|----------------------|-------|-----------|---------|--------------|
| 182288 | Crozet | VA | W15DW-D | 15 | 189,418 |
| 182297 | Crozet | VA | W31EC-D | 31 | 185,879 |
| 182299 | Crozet | VA | W29EO-D | 29 | 186,720 |
| 182303 | Crozet | VA | W34EV-D | 34 | 184,309 |
| 182319 | Crozet | VA | W35DJ-D | 35 | 183,518 |
| 182308 | Crozet | VA | W38FW-D | 38 | 182,163 |