

## ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (the "Agreement") is made as of this 18<sup>th</sup> day of June, 2004, by and between ACME Communications, Inc. ("ACME"), a Delaware corporation, and ACME Television, LLC ("ACME Television"), a Delaware limited liability company.

WHEREAS, ACME executed an Agreement (the "CP Agreement") dated July 14, 2000, by and among ACME, Vista Communications, Inc., and Pelican Broadcasting Company, which would entitle ACME to acquire a construction permit for a new television station on Channel 46 in Bay City, Michigan upon certain terms and conditions; and

WHEREAS, ACME is desirous of assigning to ACME Television all of ACME's rights and obligations under the Assignment Agreement and the CP Agreement, and ACME Television is prepared to acquire those rights and obligations, all in accordance with the terms and conditions of this Agreement;

NOW, THEREFORE, in view of the foregoing and the mutual promises and covenants contained herein, the parties hereby agree as follows:

**1. Assignment of Rights and Obligations.** ACME hereby assigns to ACME Television, and ACME Television hereby assumes, all rights and obligations of ACME under the Assignment Agreement and the CP Agreement.

**2. Effective Date.** This Agreement, and the assignment and assumption contemplated hereunder, shall be effective as of the date set forth above.

**3. Integration.** This Agreement reflects the entire agreement of the parties with respect to the subject matter hereof and supercedes any and all prior or contemporaneous agreements and understandings. This Agreement may not be amended except by a document executed by both parties.

**4. Construction.** This Agreement shall be construed under the laws of the State of Delaware without regard to conflict of laws provisions.

IN WITNESS WHEREOF, this Agreement has been executed as of the date set forth above.

ACME COMMUNICATIONS, INC.

ACME TELEVISION, LLC

By: \_\_\_\_\_

Thomas D. Allen  
Executive Vice President and CFO

By: \_\_\_\_\_

Thomas D. Allen  
Executive Vice President and CFO