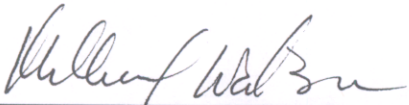


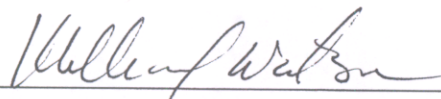
IN WITNESS WHEREOF, the parties hereto have duly executed this Asset Purchase Agreement as of the day and year first above written.

SELLERS:

PAXSON COMMUNICATIONS
CORPORATION

By: 
Name: **WILLIAM L. WATSON**
Title: **Vice President**

PAXSON COMMUNICATIONS LICENSE
COMPANY, LLC

By: 
Name: **WILLIAM L. WATSON**
Title: **SECRETARY**

BUYER:

UNIVISION COMMUNICATIONS INC.

By: _____
Name: _____
Title: _____

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SELLERS:

PAXSON COMMUNICATIONS
CORPORATION

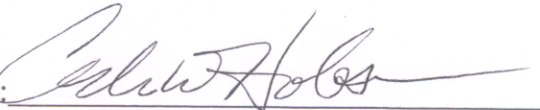
By: _____
Name:
Title:

PAXSON COMMUNICATIONS LICENSE
COMPANY, LLC

By: _____
Name:
Title:

BUYER:

UNIVISION COMMUNICATIONS INC.

By:  _____
Name: Andrew W. Hobson
Title: Executive Vice President