

AGREEMENT

Subject to the prior approval of the Federal Communications Commission, Three Grand TV, LLC, a Florida Limited Liability Company ("Seller"), hereby agrees to assign the license for low power television station WMDF-LD, Key West Florida, FAC ID 130544, and the construction permit for a WMDF-LD, Key West Florida, FAC ID 168645, to Everclear Network, L.L.C. a Florida Limited Liability Company "Buyer"), together with all other assets of Seller used and usable in connection with said television stations. No liabilities of Seller are to be transferred to Buyer nor assumed by Buyer.

There is no consideration for this assignment. Closing will be held as agreed upon by the parties hereto, but shall be no later than 90 days following the approval of the Federal Communications Commission by its grant of an appropriate application.

This is the only agreement between the parties. It may be modified only by a writing signed by the parties.

Signed this 18<sup>th</sup> day of April, 2012.

THREE GRAND TV, LLC



Member

EVERCLEAR NETWORK, L.L.C.



Member