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geography, such restriction shall be deemed amended to conform to such extent of time and/or geography as such court shall deem reasonable.

15.

REDACTED

16.

REDACTED

REDACTED

17. Cumulative Remedies. All rights and remedies reserved to either party pursuant to this Agreement or the Equity Agreements, or by law, statute, ordinance or otherwise, shall be cumulative and the use of any one right or remedy by a party shall not preclude or waive its right to use any or all other rights and remedies, whether at law or at equity.

18. Cessation of Program Distribution. If Affiliate determines in its reasonable business judgment that its provision of any Service programming violates any Law, then, following consultation with and written notice to Programmer, Affiliate may cease distributing such programming to the extent, but only to the extent, necessary and for the time necessary, as reasonably determined by Affiliate, to prevent such violation of Law from continuing.

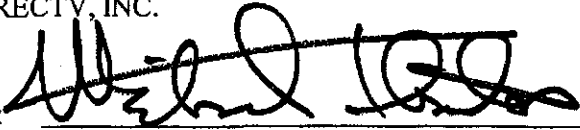
19. Survival of Representations and Warranties. All representations and warranties contained herein or made by the parties, and each of them, in connection herewith shall survive any independent investigation made by either party.

20. Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed an original and all such counterparts together shall constitute but one and the same instrument. The parties also agree that this Agreement shall be binding upon the faxing by each party of a signed signature page thereof to the other party. If such a faxing occurs, the parties agree that they will each also immediately post, by overnight mail, a fully executed original counterpart of the Agreement to the other party.

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IN WITNESS WHEREOF, the undersigned parties have caused this Agreement to be executed by their duly authorized representatives as of the day and year first above written.

DIRECTV, INC.

By: 

Michael Thornton
SVP, Programming Acquisitions

TV One, LLC

By: _____
Name:
Title:

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IN WITNESS WHEREOF, the undersigned parties have caused this Agreement to be executed by their duly authorized representatives as of the day and year first above written.

DIRECTV, INC.

By: _____
Michael Thornton
SVP, Programming Acquisitions

TV One, LLC

By: _____
Name: Jonathan Rodgols
Title: CEO/President

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EXHIBIT A

TV ONE - DIRECTV CARRIAGE AGREEMENT RATES

Fees:

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EXHIBIT B

PROGRAMMING SCHEDULE

(See Attached)

TV ONE SCHEDULE - WEEK OF DECEMBER 6, 2004

AS OF DECEMBER 13, 2004

	MONDAY 12/6/04	TUESDAY 12/7/04	WEDNESDAY 12/8/04	THURSDAY 12/9/04	FRIDAY 12/10/04	SATURDAY 12/11/04	SUNDAY 12/12/04
	Religious Programming					It's Showtime At The Apollo with Branda Russell, Daryl Sivad, Lisa Lisa & Cult Jam Donna Richardson Donna Richardson The Gospel of Music with Jeff Majors with Shirley Caesar, Byron Cage, Odetta Living It Up w/ Patti LaBelle Turn Up The Heat w/ G. Garvin Living It Up w/ Patti LaBelle Turn Up The Heat w/ G. Garvin B. Smith With Style HOLIDAYS Living It Up w/ Patti LaBelle	Religious Programming
	a Richardson: Mind, Body & Spirit						
	a Richardson: Mind, Body & Spirit						
	Starting Over						
11:35 AM	B. Smith With Style	Turn Up The Heat w/ G. Garvin	Living It Up w/ Patti LaBelle	TV One Behind The Scenes: "Turn Up The Heat w/ G. Garvin"	TV One Special: Turn Up The Heat w/ G. Garvin - "Holiday Cooking w/ Patti LaBelle"	Living It Up w/ Patti LaBelle	
12:00 PM	HOLIDAYS	HOLIDAYS	B. Smith With Style HOLIDAYS	HOLIDAYS	HOLIDAYS	Turn Up The Heat w/ G. Garvin	
12:30 PM	TV One Special: B. Smith Christmas Style		227			B. Smith With Style HOLIDAYS	
	Good Times					Living It Up w/ Patti LaBelle	
1:00 PM	It's Showtime At The Apollo with Grover Washington Jr., Phyllis Hyman, Sinbad	with Vanessa Bell Armstrong, Chaka Demus, Paul Mooney	TV One Access - Nov. '04 Edition	with Monica, Jesse, Steve Harvey	with Angela Winbush, Salt 'n' Pepa, Malcolm Jamal Warner	It's Showtime At The Apollo with Nas, Steve Harvey	
1:30 PM	It's Showtime At The Apollo with Aaliyah, Steve Harvey	TV One Special: On Point with Armstrong Williams: <i>Cole Power/Candicee Rice</i>	Movie:	<i>King</i> Pt. 1 starring Paul Winfield, Cicely Tyson	<i>King</i> Pt. 2 starring Paul Winfield, Cicely Tyson	<i>King</i> Pt. 3 starring Paul Winfield, Cicely Tyson	Cowboys of Color
2:00 PM	It's Showtime At The Apollo with Notorious B.I.G. & Junior M.A.F.I.A., Steve Harvey	TV One Special: Reparations				TV One Special: TV One Access - Nov. '04 Edition	The Gospel of Music with Jeff Majors
	Boston Public					Movie:	B. Smith With Style HOLIDAYS
	Starting Over					Truick Turner	Living It Up w/ Patti LaBelle
						starring Isaac Hayes	Movie:
							To Sleep With Anger
3:00 PM	B. Smith With Style	Turn Up The Heat w/ G. Garvin	Living It Up w/ Patti LaBelle	TV One Behind The Scenes: "Turn Up The Heat w/ G. Garvin"	TV One Special: Turn Up The Heat w/ G. Garvin - "Holiday Cooking w/ Patti LaBelle"	Good Times HOLIDAYS Good Times HOLIDAYS	starring Danny Glover, Sheryl Lee Ralph
3:30 PM	HOLIDAYS	HOLIDAYS	B. Smith With Style HOLIDAYS	HOLIDAYS	HOLIDAYS	227 HOLIDAYS	America's Black Forum
4:00 PM	TV One Special: B. Smith Christmas Style		227			227 HOLIDAYS	American Legacy
	Good Times					227 HOLIDAYS	
4:30 PM	It's Showtime At The Apollo with Nas, Steve Harvey	with Branda Russell, Daryl Sivad, Lisa Lisa & Cult Jam	TV One Access - Nov. '04 Edition	with Heavy D & The Boyz, D'Are Hicks, Sinbad	with Digital Underground, Patti Austin, Nipsey Russell	TV One Special: Turn Up The Heat w/ G. Garvin - "Holiday Cooking w/ Patti LaBelle"	B. Smith With Style HOLIDAYS B. Smith With Style HOLIDAYS
	Starting Over					Turn Up The Heat w/ G. Garvin	The Gospel of Music with Jeff Majors
						Living It Up w/ Patti LaBelle	
5:00 PM	TV One Special: B. Smith With Style HOLIDAYS	Turn Up The Heat w/ G. Garvin	Turn Up The Heat w/ G. Garvin	TV One Special: Turn Up The Heat w/ G. Garvin - "Holiday Cooking w/ Patti LaBelle"	Living It Up w/ Patti LaBelle	B. Smith With Style HOLIDAYS	Martin HOLIDAYS
5:30 PM	TV One Access - Nov. '04 Edition	B. Smith With Style HOLIDAYS	B. Smith With Style HOLIDAYS	B. Smith With Style HOLIDAYS	B. Smith With Style HOLIDAYS	B. Smith With Style HOLIDAYS	Martin HOLIDAYS
	Boston Public					Movie:	Martin HOLIDAYS
						Truick Turner	Martin HOLIDAYS
						starring Isaac Hayes	TV One Special: Turn Up The Heat w/ G. Garvin - "Holiday Cooking w/ Patti LaBelle"
	In The House						TV One Access - Nov. '04 Edition
6:00 PM	TV One Special: B. Smith With Style HOLIDAYS	Turn Up The Heat w/ G. Garvin	Turn Up The Heat w/ G. Garvin	TV One Special: Turn Up The Heat w/ G. Garvin - "Holiday Cooking w/ Patti LaBelle"	Living It Up w/ Patti LaBelle	B. Smith With Style HOLIDAYS	Martin HOLIDAYS
6:30 PM	TV One Access - Nov. '04 Edition	B. Smith With Style HOLIDAYS	B. Smith With Style HOLIDAYS	B. Smith With Style HOLIDAYS	Turn Up The Heat w/ G. Garvin	B. Smith With Style HOLIDAYS	Martin HOLIDAYS
	Boston Public					Movie:	Martin HOLIDAYS
						Truick Turner	Martin HOLIDAYS
						starring Isaac Hayes	TV One Special: Turn Up The Heat w/ G. Garvin - "Holiday Cooking w/ Patti LaBelle"
	Martin						TV One Special: Turn Up The Heat w/ G. Garvin - "Holiday Cooking w/ Patti LaBelle"
	In The House						TV One Access - Nov. '04 Edition
7:00 PM	It's Showtime At The Apollo with Grover Washington Jr., Phyllis Hyman, Sinbad	with Vanessa Bell Armstrong, Chaka Demus, Paul Mooney	TV One Access - Nov. '04 Edition	with Monica, Jesse, Steve Harvey	with Angela Winbush, Salt 'n' Pepa, Malcolm Jamal Warner	Good Times HOLIDAYS Good Times HOLIDAYS	America's Black Forum American Legacy
7:30 PM	It's Showtime At The Apollo with Aaliyah, Steve Harvey	TV One Special: On Point with Armstrong Williams: <i>Cole Power/Candicee Rice</i>	Movie:	<i>King</i> Pt. 1 starring Paul Winfield, Cicely Tyson	<i>King</i> Pt. 2 starring Paul Winfield, Cicely Tyson	<i>King</i> Pt. 3 starring Paul Winfield, Cicely Tyson	Movie:
8:00 PM	It's Showtime At The Apollo with Notorious B.I.G. & Junior M.A.F.I.A., Steve Harvey	TV One Special: Reparations				It's Showtime At The Apollo with Digital Underground, Patti Austin, Nipsey Russell	starring Danny Glover, Sheryl Lee Ralph
	Starting Over					It's Showtime At The Apollo with Heavy D & The Boyz, D'Are Hicks, Sinbad	America's Black Forum American Legacy

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EXHIBIT C
MARKETING SUPPORT

REDACTED

Execution Version

REDACTED

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Execution Version

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Execution Version

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Execution Version

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Execution Version

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EXHIBIT C
Attachment A

FORM OF PURCHASE ORDER

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QUARTERLY PURCHASE ORDER

QUARTERLY
PURCHASE
ORDER NO.

TV ONE
1010 Wayne Avenue
10th Floor
Silver Spring, MD 20910
Ph. 301-755-2832
Fax 301-755-2833

TO:							
ACCOUNT:							
SALESPERSON:							
DATE OF ORDER:							
DAY	DATE	CLASS	LENGTH	LINE #	ACTUAL TIME	DESCRIPTION	RATES

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TV ONE, LLC

DIRECTV, Inc.

This Quarterly Purchase Order is governed by and subject to the terms and conditions of that Exhibit C, attached to and a part of that certain Affiliation Agreement, dated December ____, 2004, by and between DIRECTV, Inc. and TV One, LLC.

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EXHIBIT D

DELIVERY SPECIFICATIONS

REDACTED

REDACTED

Execution Version

EXHIBIT E

ADVERTISING RADIO SPOTS GUIDELINES AND RESTRICTIONS

(See Attached)

Standards of Practice of the American Association of Advertising Agencies

FIRST ADOPTED OCTOBER 16, 1924—MOST RECENTLY REVISED SEPTEMBER 18, 1990

We hold that a responsibility of advertising agencies is to be a constructive force in business.

We hold that, to discharge this responsibility, advertising agencies must recognize an obligation, not only to their clients, but to the public, the media they employ, and to each other. As a business, the advertising agency must operate within the framework of competition. It is recognized that keen and vigorous competition, honestly conducted, is necessary to the growth and the health of American business. However, unethical competitive practices in the advertising agency business lead to financial waste, dilution of service, diversion of manpower, loss of prestige, and tend to weaken public confidence both in advertisements and in the institution of advertising.

We hold that the advertising agency should compete on merit and not by attempts at discrediting or disparaging a competitor agency, or its work, directly or by inference, or by circulating harmful rumors about another agency, or by making unwarranted claims of particular skill in judging or prejudging advertising copy.

To these ends, the American Association of Advertising Agencies has adopted the following *Creative Code* as being in the best interests of the public, the advertisers, the media, and the agencies themselves. The AAAA believes the Code's provisions serve as a guide to the kind of agency conduct that experience has shown to be wise, foresighted, and constructive. In accepting membership, an agency agrees to follow it.

Creative Code

We, the members of the American Association of Advertising Agencies, in addition to supporting and obeying the laws and legal regulations pertaining to advertising, undertake to extend and broaden the application of high ethical standards. Specifically, we will not knowingly create advertising that contains:

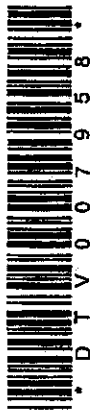
- | | |
|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| a. False or misleading statements or exaggerations, visual or verbal | d. Claims insufficiently supported or that distort the true meaning or practicable application of statements made by professional or scientific authority |
| b. Testimonials that do not reflect the real opinion of the individual(s) involved | e. Statements, suggestions, or pictures offensive to public decency or minority segments of the population. |
| c. Price claims that are misleading | |

We recognize that there are areas that are subject to honestly different interpretations and judgment. Nevertheless, we agree not to recommend to an advertiser, and to discourage the use of, advertising that is in poor or questionable taste or that is deliberately irritating through aural or visual content or presentation.

Comparative advertising shall be governed by the same standards of truthfulness, claim substantiation, tastefulness, etc., as apply to other types of advertising.

These Standards of Practice of the American Association of Advertising Agencies come from the belief that sound and ethical practice is good business. Confidence and respect are indispensable to success in a business embracing the many intangibles of agency service and involving relationships so dependent upon good faith.

Clear and willful violations of these Standards of Practice may be referred to the Board of Directors of the American Association of Advertising Agencies for appropriate action, including possible annulment of membership as provided by Article IV, Section 5, of the Constitution and By-Laws.



AFFILIATION AGREEMENT
FOR DTH SATELLITE EXHIBITION
OF CABLE NETWORK PROGRAMMING

This Amendment to the Affiliation Agreement concerning carriage of the TV One network (this "Amendment") is made as of this REDACTED by and between DIRECTV, INC. ("Affiliate") and TV ONE, LLC ("Programmer").

A. Affiliate and Programmer are parties to an Affiliation Agreement for carriage of the TV One Programmer dated as of REDACTED (the "Agreement").

B. The parties to this Amendment desire to amend the Agreement effective as of REDACTED ("Effective Date") in the manner provided herein.

NOW, THEREFORE, the parties to this Amendment agree as follows:

1. Replacement of Section 1.1.1 of the Agreement. The text of Section 1.1.1 is deleted in its entirety and replaced with the following:

"Programmer hereby grants to Affiliate the non-exclusive right to distribute the Service in the Territory via the DTH Distribution System to DIRECTV Subscribers (as defined in Section 1.1.2 below) during the Term (as defined in Section 6.1 below) hereof.

REDACTED

REDACTED

2. Amendment to the second sentence of Section 1.2.1 of the Agreement.
The second sentence of Section 1.2.1 is amended as follows:

The sentence

REDACTED

is hereby deleted and replaced with:

REDACTED

3. Amendment to Section 1.2.1 of the Agreement. The following text shall
be added as the last sentences of Section 1.2.1 is amended as follows: