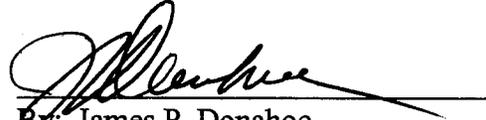


IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

MILLENNIUM ATLANTIC CITY ASSET
HOLDCO, LLC



By: James P. Donahoe
Its: President and CEO

OCEAN COMMUNICATIONS
BROADCASTING, L.L.C.

By: Steven L. Sinn
Its: Member

By: William Koplovitz, Jr.
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