

**COORDINATED FACILITY
MODIFICATION AGREEMENT**

This Agreement is made and entered into this 24th day of October, 2003, by and between State Broadcasting Corporation ("State"), and Miller Communications, Inc. ("Miller").

WITNESSETH

WHEREAS, State is licensed by the Federal Communications Commission ("FCC") to operate Radio Station WQZY, Dublin, Georgia, on FM Channel 240, with FCC Facility Identification Number 62474 ("Station A"); and holds an FCC issued Construction Permit, File No. BPH-20030401BZD, authorizing State to make Changes in Station A's facilities;

WHEREAS, Miller is licensed by the FCC to operate Radio Station WWBD, Bamberg, South Carolina, operating on FM Channel 239 with FCC Facility Identification Number 6634 ("Station B"), and has pending an application for FCC authority (File No. BPH-20030402AEB) to improve the facilities of Station B;

WHEREAS, State is willing to change the allotment coordinates described in para. 4 of Section II-B-FM of the application for its construction permit for Station A, so that Miller can change the proposal in its FCC application for authority to improve the facilities of Station B;

NOW, THEREFORE, for and in consideration of the mutual promises and in consideration of the mutual benefits to be derived therefrom, the parties hereto agree as follows:

1. Within 5 days following execution of this agreement, Miller will dismiss its pending application and simultaneously file a new application containing the changes described above. At the same time State will file an application to modify its construction permit in the manner described above. Miller and State will comply with and file all documents as required by the provisions of Title 47 C.F.R. Sec. 73.3517(e). State's application on FCC Form 301 will specify allotment coordinates 32° 38' 15" North Latitude; 82° 36' 32" West Longitude. State shall not be required to change its actual antenna location at 32° 40' 42" North Latitude; 82° 32' 26" West Longitude. Miller will file an application on FCC Form 301 modifying the previously proposed directional antenna system and changing the reference coordinates for Station B to 33° 24' 58" North Latitude; 81° 06' 33" West Longitude. The firm of Graham-Brock, Inc., will prepare the technical portions of both applications and upload them to the FCC's website after both State and Miller have reviewed and approved them. Miller will propose for Station B's actual operation a directional antenna that will fully protect Station's A's facilities as a Class C0 station operating at the transmitter site authorized in State's Construction Permit. The application site for Station B will be at coordinates 32° 18' 39" North Latitude; 81° 04' 56" West Longitude.

2. Miller will bear the cost of preparation and submission of all portions of State's FCC application including FCC filing fees, as well as Miller's own expenses.

3. All notices to the parties as required or provided for herein shall be made in writing and served on the other party hereto:

If to Miller:

Miller Communications, Inc.
51 Commerce Street
Sumter, South Carolina 29150
Attention: Mr. Harold T. Miller, Jr.

With copy (which shall not constitute notice) to:

Gary S. Smithwick, Esq.
Smithwick & Belendiuk, P.C.
5028 Wisconsin Avenue, N.W.
Suite 301
Washington, D.C. 20016

If to State:

State Broadcasting Corporation
P. O. Box 2639
Gulfport, MS 39505
Attention: Mr. Morgan Dowdy

With copy (which shall not constitute notice) to:

Lawrence J. Bernard, Jr., Esq.
4501 Connecticut Avenue, NW
Suite 914
Washington, DC 20008

or at such other address as the parties may subsequently designate by written notice to each other party hereto and shall be sent by overnight courier service (UPS or Federal Express) and shall be effective upon receipt by the notified party.

4. This Agreement shall be binding upon and shall inure to the benefit of the parties, their successors and assigns.

5. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute but one and the same instrument.

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5. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed on the day and year first above written.

STATE BROADCASTING CORPORATION

By Morgan Dowdy
Name MORGAN DOWDY
Title PRESIDENT

MILLER COMMUNICATIONS, INC.

By _____
Name
Title

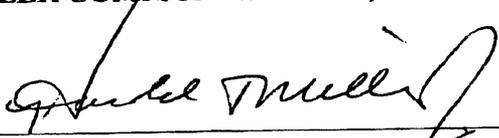
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STATE BROADCASTING CORPORATION

By _____
Name
Title

MILLER COMMUNICATIONS, INC.

By 
Name HAROLD T. MILLER, JR.
Title PRES. / CEO