

ASSIGNMENT AND ASSUMPTION OF CONTRACT

This Assignment and Assumption of Contract is made as of the 15th day of November, 2003, by and between TOMMY R. VASCOCU ("Assignor") and ENCORE BROADCASTING, L.L.C., a Texas limited liability company ("Assignee").

WHEREAS, Assignor is a party to an Asset Purchase Agreement dated November 14, 2003 with GRAHAM BROTHERS COMMUNICATIONS, L.L.C. (the "Agreement") and Assignor wishes to assign to Assignee the Agreement and Assignee wishes to accept such assignment, on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual premises contained in the Agreement and other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

Section 1. Assignor hereby sells, assigns, transfers and sets over unto Assignee, upon the terms and conditions herein set forth, the Agreement.

Section 2. Assignee hereby accepts the foregoing assignment and transfer of the Agreement upon the terms and conditions herein contained.

Section 3. Assignee hereby assumes and agrees to observe, keep, carry out and perform the obligations of Assignor under the Agreement arising out of events that occur after the date hereof, on the terms and subject to the conditions set forth in the Agreement.

Section 4. This Assignment and Assumption shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, this Assignment is DATED and EFFECTIVE the 15th day of November, 2003, although is EXECUTED on the dates set out below.

EXECUTED this _____
day of November, 2003

TOMMY R. VASCOCU

ENCORE BROADCASTING, L.L.C., a Texas limited liability company

EXECUTED this _____
day of November, 2003

By: _____
TOMMY R. VASCOCU, President