

11/03/2004 17:22 FAX 7328978230

MILLENNIUM RADIO SHORE

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P.02

OCT 20 2004 15:31 FR KAYE SCHOLER LLP 17 212 836 7150 TO 917328978230

**Millennium Radio Group, LLC**

November 3, 2004

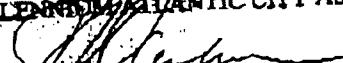
Steven L. Sinn  
 William Koplovitz, Jr.  
 Ocean Communications Broadcasting, L.L.C.  
 511 6th Avenue, Suite 213  
 New York, NY 10011

Dear Steve and Bill:

Please be advised that, pursuant to an Assignment, Assumption and Asset Purchase Agreement to be entered into by and between Press Communications, LLC, a Delaware limited liability company ("Press"), and Millennium Atlantic City Asset Holdco, LLC, a Delaware limited liability company ("Millennium"), Millennium will assign to Press its interest under (1) that certain Program Service and Time Brokerage Agreement (the "TBA"), dated as of August 26, 1992, as amended from time to time, by and between Ocean Communications Broadcasting, L.L.C. ("Ocean"), as Licensee by succession in interest, and Millennium, as Broker by succession in interest, (2) that certain Asset Purchase Agreement (the "Asset Purchase Agreement") dated as of August 24, 2004, by and between Millennium, as "Buyer," and Ocean, as "Seller" and (3) that certain Escrow Agreement dated August 24, 2004, by and among Millennium, Ocean and Kaye Scholer LLP, as Escrow Agent (collectively, the "Assignment Transactions"). Please indicate your consent to the Assignment Transactions by executing the signature block for Ocean below.

Millennium hereby acknowledges and agrees that your consent to the Assignment Transactions is contingent upon (i) each of the Assignment Transactions occurring simultaneously and (ii) the delivery to Ocean, pursuant to Section 15.3 of the Asset Purchase Agreement, of a copy of a fully executed Assignment and Assumption Agreement substantially in the form of Exhibit 1 attached hereto.

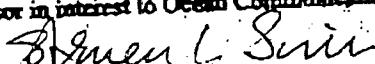
MILLENNIUM ATLANTIC CITY ASSET HOLDCO, LLC

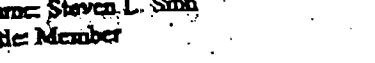
By: 

Name: James P. Donahoe  
 Title: President and Chief Executive Officer

The undersigned hereby consents to the Assignment Transactions described above, subject to the terms and conditions described above.

OCEAN COMMUNICATIONS BROADCASTING, L.L.C.  
 successor in interest to Ocean Communications

By:   
 Name: Steven L. Sinn  
 Title: Member

By:   
 Name: William Koplovitz, Jr.  
 Title: Member

Princeton Plaza Corporate Center  
 993 Lenox Drive, Ste. 200, Lawrenceville, NJ 08648  
 Tel. (609) 219-7460 • Fax (609) 219-7489

\*\* TOTAL PAGE. 02 \*\*

OCT 20 2004 15:31

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PAGE. 02

11/04/2004 17:17 212 836 7150 912127870615  
OCT 20 2004 15:31 FR KAYE SCHOLER LLP 17 212 836 7150 TO 912127870615**Millennium Radio Group, LLC**

November 1, 2004

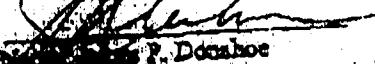
Steven L. Sims  
 William Koplowitz, Jr.  
 Ocean Communications Broadcasting, LLC  
 511 Madison Avenue, Suite 213  
 New York, NY 10017

Dear Steve and Bill:

Please be advised that, pursuant to an Assignment, Assumption and Asset Purchase Agreement to be entered into by and between Press Communications, LLC, a Delaware limited liability company ("Press"), and Millennium, Atlantic City Asset Holdco, LLC, a Delaware limited liability company ("Millennium"), Millennium will assign to Press the rights under (1) that certain Program Service and Time Brokerage Agreement (the "TBA"), dated as of August 26, 1992, as amended from time to time, by and between Ocean Communications Broadcasting, LLC ("Ocean"), as Licensee by succession in interest, and Millennium, as Broker by succession in interest, (2) that certain Asset Purchase Agreement (the "Asset Purchase Agreement") dated as of August 24, 2004, by and between Millennium, as "Buyer," and Ocean, as "Seller" and (3) that certain Escrow Agreement dated August 24, 2004, by and among Millennium, Ocean and Kaye Scholer LLP, as Escrow Agent (collectively, the "Assignment Transactions"). Please indicate your consent to the Assignment Transactions by executing the signature block for Ocean below.

Millennium hereby acknowledges and agrees that your consent to the Assignment Transactions is contingent upon (i) each of the Assignment Transactions occurring simultaneously and (ii) the delivery to Ocean, pursuant to Section 15.3 of the Asset Purchase Agreement, of a copy of a fully executed Assignment and Assumption Agreement substantially in the form of Exhibit 1 attached hereto.

MILLENNIUM ATLANTIC CITY ASSET HOLDCO, LLC

By: 

Michael P. Dobaboe  
 President and Chief Executive Officer

The undersigned hereby consents to the Assignment Transactions described above, subject to the terms and conditions described above:

OCEAN COMMUNICATIONS BROADCASTING, LLC,  
 successor in interest to Ocean Communications

By:

Name: Steven L. Sims  
 Title: Member

By: 

Name: William Koplowitz, Jr.  
 Title: Member

Princeton Financial Corporate Center  
 999 Lenox Drive, Suite 100, Plainsboro, NJ 08543  
 Tel. (609) 219-7453 Fax (609) 219-7453

\*\*TOTAL PAGE 22\*\*