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MILLENNIUM RADIO SHORE

P.02 002

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

**Millennium Radio Group, LLC**

November 3, 2004

Steven L. Sim  
 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 interests 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. Sim  
 Title: Member

By: \_\_\_\_\_

Name: William Koplovitz, Jr.  
 Title: Member

Princeton Pike Corporate Center  
 993 Lenox Drive, Ste. 200, Lawrenceville, NJ 08648  
 Tel. (609) 219-7466 Fax (609) 219-7488

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

OCT 20 2004 16:12

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PAGE.02

OCT 20 2004 15:31 FR KAYE SCHOLER LLP 17 212 836 7150 TO 912127870915

**Millennium Radio Group, LLC**

November 1, 2004

Steven L. Sim  
 William Koplovitz, Jr.  
 Ocean Communications Broadcasting, L.L.C.  
 511 4th Avenue, Suite 211  
 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 Holdings, 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 Licenses 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 I attached hereto.

MILLENNIUM ATLANTIC CITY ASSET HOLDING, LLC

By: 

Michael P. Deane  
 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. Sim

Title: Member

By: 

Name: William Koplovitz, Jr.

Title: Member

Princeton Corporate Center  
 998 Lenox Drive, Ste. 200, Lawrenceville, NJ 08648  
 Tel. (609) 219-7483 Fax (609) 219-7483

\*\*\* TOTAL PAGE 22 \*\*\*

OCT 20 2004 16:12

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PAGE 02

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PAGE 01