

PARTIAL ASSIGNMENT OF ASSET PURCHASE AGREEMENT

THIS PARTIAL ASSIGNMENT OF ASSET PURCHASE AGREEMENT (this "Partial Assignment"), is made as of February 2, 2005, by and between DAVIDSON MEDIA MASSACHUSETTS STATIONS, LLC, a Delaware limited liability company ("Assignor"), and DAVIDSON MEDIA STATION WACM LICENSEE, LLC, a Delaware limited liability company ("Assignee"), a wholly owned subsidiary of Assignor.

WHEREAS, Assignor is a party to that certain Asset Purchase Agreement, dated January 26, 2005 (the "Purchase Agreement"), between Assignor (as Buyer thereunder) and Antonio F. Gois, individually, and Antonio F. Gois and Helena R. Gois, as Tenants by the Entirety (collectively, as Seller thereunder), with respect to Station WSPR(AM), Springfield, Massachusetts ("WSPR") and Station WACM(AM), West Springfield, Massachusetts ("WACM," and, together with WSPR, the "Stations"); and

WHEREAS, Assignor desires to assign certain of its rights under the Purchase Agreement to Assignee, and Assignee desires to accept such rights from Assignor, and

WHEREAS, capitalized terms used herein and not defined shall have the respective meanings set forth in the Purchase Agreement; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor does hereby assign to Assignee the right of Assignor to receive an assignment from Seller of the Authorizations relating solely to WACM, under the Purchase Agreement.
2. Assignee does hereby accept from Assignor the right of Assignor to receive an assignment of the Authorizations relating solely to WACM, under the Purchase Agreement.
3. Except as otherwise assigned hereby, Assignor retains all of its other rights and all of its obligations under the Purchase Agreement.

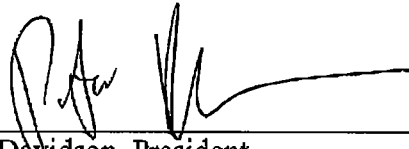
[SIGNATURE PAGE FOLLOWS]

SIGNATURE PAGE TO PARTIAL ASSIGNMENT OF ASSET PURCHASE AGREEMENT

IN WITNESS WHEREOF, Assignor has duly executed this Partial Assignment as of the date first set forth above.

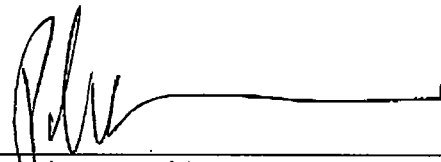
DAVIDSON MEDIA MASSACHUSETTS STATIONS, LLC

By:


Peter Davidson, President

DAVIDSON MEDIA STATION WACM LICENSEE, LLC

By:


Peter Davidson, President