

Scott R. McQueen 2001 Investment Trust
431 East Coconut Palm Road
Boca Raton, Florida 33432

June 21, 2004

Bluewater Broadcasting Company LLC
431 East Coconut Palm Road
Boca Raton, Florida 33432

**RE: Admission of the Scott R. McQueen 2001 Investment Trust (the
"Trust") as a Member of Bluewater Broadcasting Company LLC
("Bluewater")**

Ladies and Gentlemen:

Please be advised that the Trust agrees with and consents to not being deemed a Member of Bluewater under the Second Amended and Restated Limited Liability Company Agreement (the "LLC Agreement") unless and until the required application with and approval of the FCC has been filed and obtained, which the Trust and Bluewater agree to use their best efforts to accomplish in the shortest commercially practicable time. Until such FCC approval is granted, the Trust's interest in Bluewater shall be limited to the right to receive a distribution in accordance with the LLC Agreement and it shall not otherwise be deemed to be a Member of Bluewater or have any rights as a Member of Bluewater.

Sincerely,



Donald McQueen, Trustee
Scott R. McQueen 2001 Investment Trust