

FROM :

FAX NO. :

May. 15 2001 03:30PM P1

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first written above.

**WATERMAN BROADCASTING CORPORATION**

By: Bernard E. Waterman  
Name: Bernard E. Waterman  
Title: President

**MONTCLAIR COMMUNICATIONS CORPORATION**

By: Lara W. Kunkler  
Name: Lara W. Kunkler  
Title: President

Lara W. Kunkler  
Lara W. Kunkler