

The Amended and Restated Asset Acquisition and Operating Agreement between Educational Broadcasting Corporation and Long Island Educational TV Council, Inc., dated as of August 7, 2002, will be further amended in the following four respects:

Section 5.3(c) – TO BE REVISED TO READ AS FOLLOWS:

“In the unlikely event that EBC assigns the license of WNET, EBC shall take all steps reasonably necessary and appropriate to assure that thereafter WLIW continues to serve the informational, cultural and educational needs of the people of Long Island in a manner consistent with applicable legal requirements and good public broadcasting practice.”

Section 5.4(a) – TO BE REVISED TO READ AS FOLLOWS:

“EBC intends to proceed with the terms of the WLIW-DT construction permit (the “Permit”), as the Permit may be modified by the FCC from time to time. EBC does not intend to lessen the coverage of Long Island.”

Section 5.4(b) – TO BE REVISED TO READ AS FOLLOWS:

“EBC shall use its best efforts (taking into account the time period required to effect such conversion and applicable FCC rules) to undertake the conversion of WLIW to digital broadcast transmissions in such a manner as to enable WLIW both to pass through and to originate high definition television programming. EBC represents that it has the financial capability to make the required conversion.”

Section 5.4(c) – TO BE DELETED AND REPLACED WITH THE FOLLOWING “BEST EFFORTS” PROVISION (INSERTED AFTER § 5A.3 IN ARTICLE V.A):

“EBC shall use its best efforts to continue to broadcast ITV appropriate for schools on Long Island on WLIW and maintain an ITV Advisory Committee dedicated to WLIW”.