

**AGREEMENT WITH REFERENCE TO
WILDERNESS COMMUNICATIONS, LLC**

The undersigned execute this document to clarify their plan to complete the organization and entry into business of Wilderness Communications, LLC as the owner and operator of Stations KACB-TV (New Iberia) and KBCA-TV (Alexandria).

All parties acknowledge that the completion of each transaction outlined in this agreement is contingent upon the approval of the Federal Communications Commission. All parties agree to cooperate fully and completely in the applications for such approval, the documentation of the stages of the plan, and the ultimate completion of the transaction as outlined in this Agreement. This document is intended as a formal, binding agreement, and shall bind not only the signers, but their heirs and assigns. The parties, each in consideration of the promises of the others, acknowledge and agree that:

1. Azar Family Holdings, LLC owns the license for KACB-TV (New Iberia). Azar Family Holdings, LLC is owned by the Azar Family in the following proportions:

Paul Azar, Jr. 2,440 class "A" units
Barbara Azar 2,440 class "A" units
Susan Azar 1,627 class "B" units
Paul Azar III 1,627 class "B" units

The class "A" units are voting units; the class "B" units are non-voting units.

2. DIMENSION BROADCASTING, LLC currently owns the license to operate KBCA-TV (Alexandria).

DIMENSION BROADCASTING, LLC is owned 2,000 units by Ann Maria Chatelain and 1,800 units by Delta Media Corporation.

3. WILDERNESS COMMUNICATIONS, LLC has been organized with capital contributions totaling \$84,000.00 from its four members, Eddie Blanchard, Charles Chatelain, Carolyn Chatelain and Kerrie Chatelain.

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4. In WILDERNESS COMMUNICATIONS, LLC, 8,400 ownership units have been issued, of which 4,400 are class "A" units (voting units) and the remaining 4,000 are class "B" units (non-voting units). The members have been issued units as follows:

Eddie Blanchard 2,025 class "A" units
Charles Chatelain 2,375 class "A" units
Carolyn Chatelain 2,000 class "B" units
Kerrie Chatelain 2,000 class "B" units.

5. The parties agree that Dimension Broadcasting, LLC shall contribute its ownership of the license of KBCA-TV (Alexandria) to Wilderness Communications, LLC, and shall become a member of Wilderness Communications, LLC, in exchange for the issuance to Dimension Broadcasting of 3,800 units of Wilderness Communications, LLC, of which 1,800 shall be class "A" (voting units) and 2,000 shall be class "B" (non-voting units). The class "B" units shall be immediately distributed by Wilderness Communications to Ann Maria Chatelain and the class "A" units shall be immediately distributed to Delta Media Corporation. Delta Media Corporation will distribute its 1,800 class "A" units to Charles Chatelain, who shall then hold a total of 4,175 units in Wilderness Communications, LLC.

6. After the transactions outlined above, Wilderness Communications, LLC, will be owned by the "Chatelain Group" as follows:

Eddie Blanchard 2,025 class "A" units (16.6%)
Charles Chatelain 4,175 class "A" units (34.2%)
Carolyn Chatelain 2,000 class "B" units (16.4%)
Kerrie Chatelain 2,000 class "B" units (16.4%)
Ann Maria Mouton 2,000 class "B" units (16.4%)

7. Simultaneously with the contribution of the license for KBCA-TV (Alexandria) to Wilderness Communications, LLC, a new Operating Agreement shall be entered into for Wilderness Communications, LLC, recognizing the changes in ownership of in the LLC, and providing for management of the ownership LLC in substance in the following manner:

"The LLC shall be managed exclusively by a Board of

THREE MANAGERS, who shall decide all issues by majority vote among themselves. The managers shall be EDDIE BLANCHARD, CHARLES H. CHATELAIN AND PAUL AZAR, JR. Should any of the Managers become unable or unwilling to serve as a Manager, JOHN REDD, CPA shall fill the vacancy. The Managers shall maintain a list of "Designated Substitute Managers" for the LLC, which shall list in order of preference those designated to fill any vacancy in the management of the LLC, other than the first vacancy, which is to be filled by JOHN REDD. Designation of such Substitute Managers shall be effective when made (before or after such vacancy occurs) by a Majority of the Managers then able to act."

8. The parties agree that Azar Family Holdings, LLC, shall contribute the license for KACB-TV (New Iberia) to Wilderness Communications, LLC, in exchange for 8,134 units of Wilderness Communications, LLC, of which 4,880 shall be class "A" (voting units) and 3,254 shall be class "B" (non-voting units).

9. At the time of the contribution of the license to KACB-TV (New Iberia) the Operating Agreement of Wilderness Communications, LLC will again be amended to recognize the entry of new members, and the new division of ownership. The management structure for Wilderness Communications, LLC, outlined above in Section 8 will be retained and incorporated into the Operating Agreement of Wilderness Communications, LLC.

10. Wilderness Communications, LLC will apply to the Federal Communications Commission for permission for the members of Chatelain Group to transfer their interest in Wilderness Communications, to Gulf Management, LLC, which is held by the members of the Chatelain Group in the same percentages as those set forth in paragraph 7 above, that is:

Eddie Blanchard (16.6%)
Charles Chatelain (34.2%)
Carolyn Chatelain (16.4%)
Kerrie Chatelain (16.4%)

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Ann Maria Mouton (16.4%)

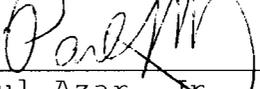
11. After completions of the transactions outlined above, Wilderness Communications, LLC will hold the licenses to both KACB-TV (New Iberia) and KBCA-TV (Alexandria), and will be managed by Charles Chatelain, Eddie Blanchard and Paul Azar, Jr.
12. This Agreement may be executed in any number of counterparts, which shall together constitute one instrument.

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13. The parties consent freely to this plan for the organization of Wilderness Communications, LLC and its management and operations, pledge their continuing cooperation to bring the plan to completion, and agree promptly to execute all necessary documents to obtain FCC approval and document the transactions outlined.

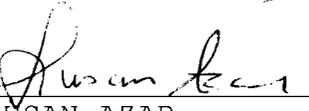
AZAR FAMILY HOLDINGS, LLC

BY: 
Paul Azar, Jr.

BY: 
Barbara Azar


PAUL AZAR, JR.


BARBARA AZAR


SUSAN AZAR


PAUL AZAR, III

DELTA MEDIA CORPORATION

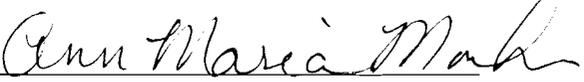
BY: 
Charles H. Chatelain,
President


KERRIE CHATELAIN

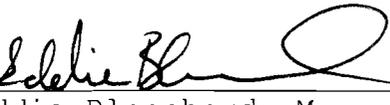
DIMENSION BROADCASTING, LLC

BY: its Members:
DELTA MEDIA CORPORATION

BY:  
Charles H. Chatelain,
President


ANN MARIA MOUTON

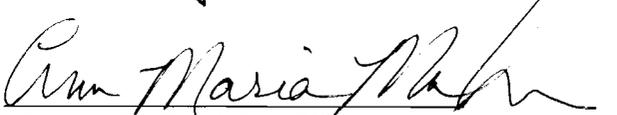
WILDERNESS COMMUNICATIONS, LLC

BY: 
Eddie Blanchard, Manager


EDDIE BLANCHARD


CHARLES CHATELAIN


CAROLYN CHATELAIN


ANN MARIA MOUTON