

MORTIMER B. ZUCKERMAN
950 Fifth Avenue
New York, New York 10021

July , 2008

Personal & Confidential

Ms. Marla Prather
17 East 75th Street
New York, NY 10075

Dear Marla:

We are parties to a Separation Agreement dated November 30, 2000, that includes provisions for the inheritance of our daughter [REDACTED]. Section 5(F) of the Separation Agreement requires that I make provisions for [REDACTED] to receive the "Child's Amount," as defined in the Agreement. It also provides that, while both of us are living, we have the right, in our mutual and absolute discretion, to modify that provision in any way by an amendment to Section 5(F). This letter constitutes an amendment to Section 5(F) that sets out our current agreement regarding [REDACTED] inheritance.

We have agreed that Section 5(F) of the Separation Agreement will continue to apply, with the following modifications.:

First, we have agreed that the "Child's Amount" determined under Section 5(F) will not exceed the sum of Two Hundred Million (\$200,000,000) Dollars, reduced by the value as of the date of my death of any assets held for [REDACTED] benefit in The Mortimer B. Zuckerman 1983 Trust, The MBZ News 1992 Trust, and The MBZ 1996 Trust. The Child's Amount will also be reduced by the value as of the date of my death of any assets held for [REDACTED] benefit in any successor to any of those trusts or in any other trust established by me during my lifetime. that includes substantially similar provisions for [REDACTED] benefit. I have also executed irrevocable designations appointing you as a co-trustee of each of the existing trusts following my death and will execute a similar, irrevocable designation with respect to any additional trusts that are taken into account in determining the Child's Amount.

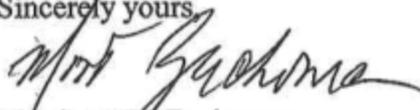
Second, I have agreed to the following provisions that will apply to any property that I am using as my principal residence in New York City and to one other property that I am using as my summer vacation residence at the time of my death. To the extent I have not so provided during my lifetime, I will make provisions for the ownership of those properties to pass to or in trust for [REDACTED] at

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my death, subject to any then-existing mortgages that are within the customary range of home mortgage arrangements. Those properties will be in addition to and not part of the Child's Amount and will not be taken into account in determining the limitation on the Child's Amount under the preceding paragraph.

The provisions in this letter and in Section 5(F) will continue to be subject to our right, in our mutual and absolute discretion, to modify or revoke such provisions by an amendment to Section 5(F).

Sincerely yours



Mortimer B. Zuckerman

Acknowledged and agreed to this
7th day of October, 2008
2008.



Marla Prather

STATE OF NEW YORK)
)
COUNTY OF *New York*)

On this *7* day of *October*, 2008, before me, the undersigned, a Notary Public in and for the State of New York, personally appeared MORTIMER B. ZUCKERMAN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual executed the instrument.



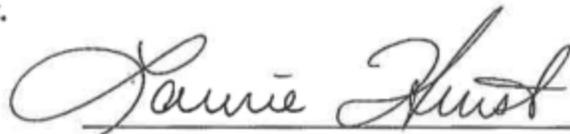
Notary Public

My commission expires: *2/2/10*

STATE OF *New York*)
)
COUNTY OF *New York*)

LAURIE HURST
Notary Public, State of New York
No. 01HU6002120
Qualified in Richmond County
Commission Expires Feb. 2, 20 *10*

On this *7* day of *October*, 2008, before me, the undersigned, a Notary Public in and for the State of *New York*, personally appeared MARLA PRATHER, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual executed the instrument.



Notary Public

My commission expires: *2/2/10*

LAURIE HURST
Notary Public, State of New York
No. 01HU6002120
Qualified in Richmond County
Commission Expires Feb. 2, 20 *10*