

ASSIGNMENT AND ASSUMPTION OF PURCHASE AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (this "Assignment and Assumption") is made as of June 17, 2004 among Capstar Radio Operating Company, a Delaware corporation ("CROC"), Capstar TX Limited Partnership, a Delaware limited partnership ("Capstar TX") (CROC and Capstar TX, collectively, "Assignor"), Citicasters Co., an Ohio corporation ("Citicasters") and Citicasters Licenses, L.P., a Nevada limited partnership ("Licenses") (Citicasters and Licenses, collectively, "Assignee").

Assignor (as Buyer) is a party to the Asset Purchase Agreement (the "Purchase Agreement") dated March 3, 2004 with T&W Communications Corporation, a Mississippi corporation (as Seller) with respect to radio station WACR-FM, Columbus, Mississippi.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and confirmed, Assignor hereby assigns to Assignee all of Assignor's rights, interests and benefits under the Purchase Agreement, and Assignee hereby accepts the foregoing assignment and assumes and agrees to perform the obligations of Assignor under the Purchase Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Assignment and Assumption as of the date first set forth above.

ASSIGNOR:

CAPSTAR RADIO OPERATING COMPANY
CAPSTAR TX LIMITED PARTNERSHIP

By: 

Name:

William P. Soffa

Title:

Senior VP Capital Management

ASSIGNEE:

CITICASTERS CO.
CITICASTERS LICENSES, L.P.

By: 

Name:

William P. Soffa

Title:

Senior VP Capital Management