

**First Amendment  
To  
Asset Purchase Agreement**

**THIS FIRST AMENDMENT TO ASSET PURCHASE AGREEMENT** (this "**Amendment**"), dated as of March 25, 2014, amends that certain Asset Purchase Agreement, dated as of June 5, 2013 (the "**APA**"), by and among Entercom Buffalo, LLC, a limited liability company organized and subsisting under the laws of the State of Delaware ("**Entercom Buffalo**"), Entercom Buffalo License, LLC, a limited liability company organized and subsisting under the laws of the State of Delaware ("**Entercom License**" and together with Entercom Buffalo, collectively, the "**Buyer**") and Family Life Ministries, Inc. a non-profit corporation organized and subsisting under the laws of the State of New York (the "**Seller**").

**Recital:**

**WHEREAS**, the parties have determined to make certain amendments to the APA as hereinafter provided.

**Agreements:**

**NOW, THEREFORE**, in consideration of the foregoing Recitals and the agreements hereinafter set forth, Seller and Entercom, intending to be legally bound hereby, agree as follows:

**1. Amendment APA.**

a. Section 11.1.b of the APA is hereby amended by replacing the date "March 31, 2014" with the date "September 30, 2014" such that the Upset Date is now September 30, 2014.

b. Section 11.1.d of the APA is hereby amended by replacing the date "December 31, 2013" with the date "June 30, 2014".

**2. Effect of Amendment.**

Except as expressly modified and amended herein, all of the terms, conditions and provisions of the APA shall continue in full force and effect and unchanged.

**[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK;  
SIGNATURES FOLLOW ON NEXT PAGE.]**

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be signed by their duly authorized corporate officers and their respective corporate seals thereunto affixed on this the day and date first written above.

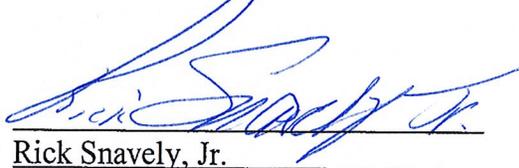
**Entercom Buffalo, LLC**

By:   
Name: Andrew P. Sutor, IV  
Title: Senior Vice President & Secretary

**Entercom Buffalo License, LLC**

By:   
Name: Andrew P. Sutor, IV  
Title: Senior Vice President & Secretary

**Family Life Ministries, Inc.**

By:   
Name: Rick Snavely, Jr.  
Title: President