

**Yavapai Broadcasting Corporation
P. O. Box 187
Cottonwood, AZ 86326**

August 16 2004

John Low, President
Rocket Radio Corporation

As of this date, Rocket Radio Corporation ("Rocket Radio") and Yavapai Broadcasting Corporation ("Yavapai") hereby mutually agree, pursuant to Section 6.6 of the Asset Purchase Agreement ("APA"), to enter into a KQST Joint Sales Agreement ("JSA"), the form of which is attached as Schedule 6.6 to the APA. As consideration for Rocket Radio's agreement to enter into the JSA, Yavapai agrees to pay to Rocket Radio the sum of \$53,000.00, which will be payable in nine (9) monthly payments of \$5,888.89 commencing the first day of each month following the execution of the JSA. The consideration set forth herein is separate and distinct from the consideration to be paid under the JSA or APA. The terms of the JSA are separate and distinct from this Agreement. This Agreement is in force and effect on August 16, 2004.


W. Grant Hafley, President
Yavapai Broadcasting Corporation