

January 31, 2000

Craig O. Dobler
Riverside Broadcasting, Inc.
3750 University Avenue
Suite 610
Riverside, CA 92501

Re: Sale and Purchase of Assets (the "Transaction") between (i) Urban Radio Communications, LLC and Urban Radio Licenses, LLC (collectively, the "Buyer"), and (ii) Riverside Broadcasting, Inc. (the "Buyer"), pursuant to that certain Asset Purchase Agreement between Seller and Buyer, dated as of January 26, 2000 (the "Purchase Agreement").

Dear Mr. Dobler:

This letter agreement (this "Letter Agreement") shall serve as an amendment to the Purchase Agreement with respect to the matters set forth below. All terms appearing herein in initial capitalized letters and not otherwise defined herein shall have the meanings set forth in the Purchase Agreement.

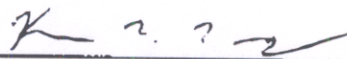
The Buyer and the Seller hereby agree as follows:

1. The definition of Acquired Assets set forth in Section 8 of the Purchase Agreement shall include the term "Real Estate," in clause (a) of that definition, before the clause "leaseholds and other interests of any kind therein..."
2. The parties to the Purchase Agreement, hereby agree that the Owned Real Estate may, at the option of Buyer, be conveyed to ECG Ventures, Inc., a Delaware corporation, and affiliate of the Buyer, or to any other designee of the Buyer.
3. Except as specifically amended by the provisions of this Letter Agreement, all of the other terms and conditions of the Purchase Agreement remain in full force and effect.

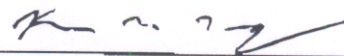
The undersigned have signed this Letter Agreement as of January 31, 2000.

Very truly yours,

URBAN RADIO COMMUNICATIONS, LLC

By: 
Kevin Wagner, Manager

URBAN RADIO LICENSES, LLC

By: 
Kevin Wagner, Manager

AGREED AND ACCEPTED, this 31st day of January, 2000:

RIVERSIDE BROADCASTING, INC.

By: 
Craig O. Dobler, President