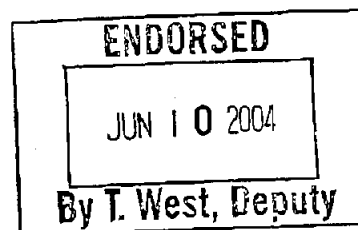


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 777 12th Street, Ste. 250
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 Telephone: (916) 448-0448

Attorneys for Creditors
 Syndicated Communications
 Venture Partners, III, L.P.;
 Alliance Enterprise Corporation;
 Connecticut-Greene Ventures L.P.;
 Opportunity Capitol Partners, III, L.P.;
 Opportunity Capital Partners Corporation



**IN THE SUPERIOR COURT OF THE STATE OF CALIFORNIA
 IN AND FOR THE COUNTY OF SACRAMENTO**

Z SPANISH RADIO NETWORK, INC., a)
 California Corporation; KZSA)
 BROADCASTING, INC., a California)
 Corporation)

Plaintiffs,

v.

DIAMOND RADIO, INC., a California)
 Corporation and DOES 1 through 20,)

Defendants.)

No. 00AS01073 and
 No. 01 AS07831

**STIPULATION OF PARTIES,
 CREDITORS AND RECEIVER FOR AN
 ORDER OF COURT AND FOR
 INSTRUCTIONS TO PROCEED WITH
 SALE; ORDER AND INSTRUCTIONS
 BASED UPON STIPULATION**

IN ORDER TO EFFECTUATE THE SETTLEMENT AGREEMENT REACHED BY THE
 THE PARTIES AND SECURED CREDITORS, THE PARTIES, THE SECURED CREDITORS
 AND THE RECEIVER BY AND THROUGH THEIR ATTORNEYS OF RECORD SEEK AN
 ORDER OF COURT AND INSTRUCTIONS TO PROCEED WITH THE SALE BASED UPON
 THE TERMS OF THE STOCK PURCHASE AGREEMENT AND THIS STIPULATION:

1. The Receiver shall execute the Stock Purchase Agreement attached hereto as "Exhibit A".
2. The Receiver shall perform the obligations of Diamond Radio, Inc. and of the Receiver as provided for in the Stock Purchase Agreement.

3. The Receiver shall not be required under Rule 1908(c) of the California Rules of Court to provide notice to claimants or creditors of Diamond Radio, Inc. or the Estate of Diamond Radio, Inc. in connection with its final account and report, request for discharge, and request for exoneration of its surety and/or at any time prior thereto, of the Stock Purchase Agreement or specifically of the sale of the stock of Diamond Radio, Inc. to Entravision Communications Corporation ("Entravision") as per the Stock Purchase Agreement.

4. After closing on the sale of the stock of Diamond Radio, Inc. under the Stock Purchase Agreement, the Receiver shall have no further duties other than to prepare the final account and report, request final discharge and seek exoneration of its surety, and to assist in the transition of Diamond Radio, Inc. to Entravision.

5. Any claims by third parties against the Estate of Diamond Radio, Inc. after the closing of the sale of the stock of Diamond Radio, Inc. shall be the obligation of Diamond Radio, Inc., subject to the indemnification provisions set forth in Sections 11.2 and 11.3 under the Stock Purchase Agreement, as applicable.

6. The parties and Secured Creditors agree not to bring any contract claims arising from the Stock Purchase Agreement against the Receivership Estate (as that term is defined in the Stock Purchase Agreement) after closing.

7. Nothing in this stipulation is intended to modify, amend, the Order Appointing Receiver or alter the Receiver's common law duties as prescribed by law.

8. That the court may approve the Receiver's pending request to prepare and file tax returns for year 2003, and that the Receiver shall reserve funds in Diamond Radio, Inc.'s account, for 2004 taxes or pay estimated taxes in accordance with its court-appointed accountant's determinations. Said funds shall remain in Diamond Radio, Inc.'s account after the closing of the sale of the stock to Entravision, and shall not be distributed to the Receiver or Paula Nelson.

9. The court may also approve that the Receiver may have Miller Kaplan as accountants for

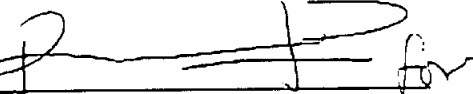
Entravision and Ms. Nelson, review the 2003 tax returns of Diamond Radio, Inc. and required disclosure letters, and that after such review, the Receiver is instructed to file the tax returns with a request for a prompt determination letter regarding the tax obligations of Diamond Radio, Inc.

IT IS SO STIPULATED.

Dated: 06-09-04

FOLEY & LARDNER, LLP

By



Kenneth D. Polin

Counsel for Entravision Communications Corporation

///

Dated:

MCDONOUGH HOLLAND & ALLEN

By

Steve Goff

Counsel for Paula Nelson

Dated:

MITCHELL LAW GROUP PC

By

Raye Mitchell

Counsel for Paula Nelson

Dated:

CRISPIN & ASSOCIATES

By

William Crispin

Counsel for The Beverly Group, Inc. Receiver

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Entravision and Ms. Nelson, review the 2003 tax returns of Diamond Radio, Inc. and required disclosure letters, and that after such review, the Receiver is instructed to file the tax returns with a request for a prompt determination letter regarding the tax obligations of Diamond Radio, Inc.

IT IS SO STIPULATED.


Dated: FOLEY & LARDNER, LLP

By _____
Kenneth D. Polin
Counsel for Entravision Communications Corporation

///

Dated: MCDONOUGH HOLLAND & ALLEN
By 
Steve Goff
Counsel for Paula Nelson

Dated: MITCHELL LAW GROUP PC

By 
Raye Mitchell
Counsel for Paula Nelson

Dated: CRISPIN & ASSOCIATES

By _____
William Crispin
Counsel for The Beverly Group, Inc. Receiver

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IT IS SO STIPULATED.

Dated: FOLEY & LARDNER, LLP

By _____
Kenneth D. Polin
Counsel for Entravision Communications Corporation

///

Dated: MCDONOUGH HOLLAND & ALLEN

By _____
Steve Goff
Counsel for Paula Nelson

Dated: MITCHELL LAW GROUP PC

By _____
Raye Mitchell
Counsel for Paula Nelson

Dated: 6/9/04 CRISPIN & ASSOCIATES

By William Crispin
William Crispin
Counsel for The Beverly Group, Inc. Receiver

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IT IS SO STIPULATED.

Dated: FOLEY & LARDNER, LLP

By _____
Kenneth D. Polin
Counsel for Entravision Communications Corporation

///

Dated: MCDONOUGH HOLLAND & ALLEN

By _____
Steve Goff
Counsel for Paula Nelson

Dated: MITCHELL LAW GROUP PC

By _____
Raye Mitchell
Counsel for Paula Nelson

Dated: 6/9/04 CRISPIN & ASSOCIATES

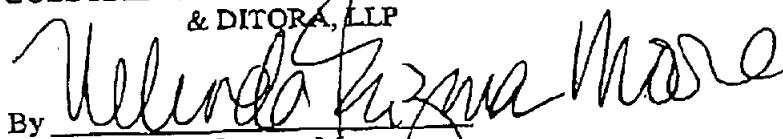
By William Crispin
William Crispin
Counsel for The Beverly Group, Inc. Receiver

Dated:

06/10/04

GOLDSBERRY FREEMAN/GUZMAN
& DITORA, LLP

By


Melinda Guzman Moore
Counsel for Secured Creditors

ORDER AND INSTRUCTIONS OF COURT

Based upon the stipulation of the parties, the Receiver and the Creditors, the court hereby enters the following Orders and Instructions to the Receiver:

1. The Receiver shall execute the Stock Purchase Agreement attached hereto as "Exhibit A".
2. The Receiver shall perform the obligations of Diamond Radio, Inc. and of the Receiver as provided for in the Stock Purchase Agreement.
3. The Receiver shall not be required under Rule 1908(c) of the California Rules of Court to provide notice to claimants or creditors of Diamond Radio, Inc. or the Estate of Diamond Radio, Inc. in connection with its final account and report, request for discharge, and request for exoneration of its surety and/or at any time prior thereto, of the Stock Purchase Agreement or specifically of the sale of the stock of Diamond Radio, Inc. to Entravision Communications Corporation ("Entravision") as per the Stock Purchase Agreement.
4. After closing on the sale of the stock of Diamond Radio, Inc. under the Stock Purchase Agreement, the Receiver shall have no further duties other than to prepare the final account and report, request final discharge and seek exoneration of its surety, and to assist in the transition of Diamond Radio, Inc. to Entravision.
5. Any claims by third parties against the Estate of Diamond Radio, Inc. after the closing of the sale of the stock of Diamond Radio, Inc. shall be the obligation of Diamond Radio, Inc., subject to the indemnification provisions set forth in Sections 11.2 and 11.3 under the Stock Purchase Agreement, as applicable.
6. The parties and Secured Creditors agree not to bring any contract claims arising from the Stock Purchase Agreement against the Receivership Estate (as that term is defined in the Stock

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Purchase Agreement) after closing.

7. Nothing in this stipulation is intended to modify, amend, the Order Appointing Receiver or alter the Receiver's common law duties as prescribed by law.

8. That the court may approve the Receiver's pending request to prepare and file tax returns for year 2003, and that the Receiver shall reserve funds in Diamond Radio, Inc.'s account, for 2004 taxes or pay estimated taxes in accordance with its court-appointed accountant's determinations. Said funds shall remain in Diamond Radio, Inc.'s account after the closing of the sale of the stock to Entravision, and shall not be distributed to the Receiver or Paula Nelson.

9. The court may also approve that the Receiver may have Miller Kaplan as accountants for Entravision and Ms. Nelson, review the 2003 tax returns of Diamond Radio, Inc. and required disclosure letters, and that after such review, the Receiver is instructed to file the tax returns with a request for a prompt determination letter regarding the tax obligations of Diamond Radio, Inc.

IT IS SO ORDERED.

JUN 10 2004

LOREN E. McMASTER

Judge of the Superior Court



The annexed instrument is a correct copy of the original on file in my office.

Attest:

JUN 14 2004

Certified

Superior Court of California

County of Sacramento

By

(Seal)

Deputy

CASE TITLE: Z-Spanish Radio Network, Inc. v. Diamond Radio, Inc.
 COURT/CASE NO: Sacramento County Superior Court Case No. 00AS01073

PROOF OF SERVICE

I am employed in the County of Sacramento; my business address is 555 Capitol Mall, Ninth Floor, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action. I am readily familiar with the business practice at my place of business for collection and processing of correspondence for mailing with the United States Postal Service.

On June 10, 2004, I served the within:

STIPULATION OF PARTIES, CREDITORS AND RECEIVER FOR AN ORDER OF COURT AND FOR INSTRUCTIONS TO PROCEED WITH SALE; ORDER AND INSTRUCTIONS BASED UPON STIPULATION

X by mail on the following party(ies) in said action, in accordance with Code of Civil Procedure § 1013a(3), by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At McDonough Holland & Allen PC, mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

by causing a true copy thereof to be personally delivered, in accordance with Code of Civil Procedure § 1011, to the person(s) and at the address(es) set forth below.

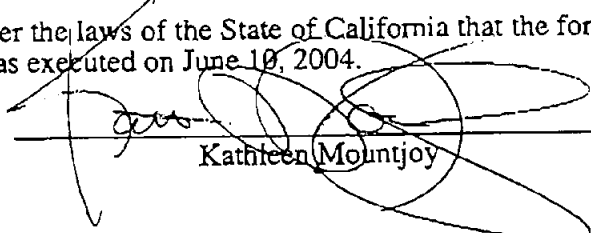
by overnight delivery on the following party(ies) in said action, in accordance with Code of Civil Procedure § 1013(c), by placing a true copy thereof enclosed in a sealed envelope, with delivery fees paid or provided for, and delivering that envelope to an overnight express service carrier as defined in Code of Civil Procedure § 1013(c)..

by facsimile transmission, in accordance with Code of Civil Procedure § 1013(e), to the following party(ies) at the facsimile number(s) indicated:

James T. Jones Foley & Lardner 1215 K Street, Suite 1920 Sacramento, California 95814 Facsimile: 916.443.2240	Attorneys for Z-Spanish Radio Network, Inc.; Entravision Communications Corporation
Melinda Guzman Moore Goldsberry Freeman & Swanson LLP 777 12 th Street, Suite 250 Sacramento, California 95814 Facsimile: 916.448.8628	Attorneys for Syncom Parties

1 2 3 4	Kenneth S. Klein Foley & Lardner 402 West Broadway, 23 rd Floor San Diego, California 92101-3542 Facsimile: 619.234.3510	Attorneys for Z-Spanish Radio Network, Inc.; Entravision Communications Corporation
5 6 7 8	Geoffrey A. Goodman Suzanne E. Hennessy Murphy Austin Adams Schoenfeld LLP 1000 G Street, Third Floor P.O. Box 1319 Sacramento, California 95814 Facsimile: 916.408.3756	Attorneys for Receiver, The Beverly Group, Inc.
9 10 11 12	William H. Crispin Lauren A. Greenberg Crispin & Associates PLLC 1156 15th Street, NW, Suite 1105 Washington, DC 20005 Facsimile: 202.828.0158	Attorneys for Receiver, The Beverly Group, Inc.
13 14 15 16	Beverly McFarland The Beverly Group, Inc. P. O. Box 188 Rocklin, California 95677 Facsimile: 916.408.3756	Receiver

17 I declare under penalty of perjury under the laws of the State of California that the foregoing is
18 true and correct and that this document was executed on June 10, 2004.

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Kathleen Mountjoy