

KECS-FM License Corp.
3102 Oak Lawn Avenue, Suite 215
Dallas, Texas 75219

January 29, 2002

Via Facsimile 580-286-3987

CarePhil Communications
6601 West Plano Parkway
Plano, Texas 75093
Attn: Phil Silva

Dear Phil:

This letter will confirm the agreement between KECS-FM License Corp., a Delaware corporation ("HBC") which is a wholly-owned subsidiary of Hispanic Broadcasting Corporation, and CarePhil Communications, an Oklahoma general partnership ("CarePhil").

CarePhil has a written agreement with East Texas Broadcasting, Inc., the licensee of KPLT-FM, Paris, Texas, to undertake, or cause to be undertaken, the following actions with respect to radio station KPLT-FM:

1. Relinquish KPLT-FM's construction permit allowing for Class C1 operation.
2. Retain KPLT-FM's present Class C2 authorization on Channel 299.
3. Relocate the transmitter site of radio station KPLT-FM and/or make other changes to its facilities (that are acceptable to HBC) necessary to allow HBC's KDOS-FM (permitted to Lewisville, Texas) to obtain a construction permit (the "CP") to operate as a fully-spaced, non-directional Class C1 station on 107.9 MHz from its presently permitted tower site located near Aubrey, Texas.
4. Work expeditiously to file with the Federal Communications Commission (FCC) for the above referenced changes.

In consideration of the actions described above, HBC will pay CarePhil or its designees the sum of \$800,000 in cash within three business days after all of the following conditions have been satisfied:

1. The CP has been issued, become final and is not subject to further review or appeal ("Final Order").
2. KPLT-FM has completed all necessary modifications to its facilities anticipated by the CP.
3. The FCC has issued Program Test Authority for KDOS-FM as a fully-spaced, non-directional Class C1 station on 107.9 MHz from its presently permitted tower site located near Aubrey, Texas.

Upon the written request of CarePhil at any time after the Final Order, HBC will advance the sum of \$200,000 of the foregoing cash consideration to be placed into an escrow account from which CarePhil can draw to fund the expenses reasonably incurred by CarePhil as a part of the KPLT-FM facility modifications, more particularly described in letter agreement attached hereto. If this transaction is not completed for any reason, except for the fault of CarePhil, then CarePhil shall retain the balance of the funds remaining in this escrow account as liquidated damages.

This agreement between us, including our obligation to pay, shall terminate if the conditions described above have not been satisfied by March 31, 2003, unless failure to meet the conditions described above are caused by a delay in action by the Federal Communications Commission or by a delay on the part of HBC.

Attached hereto is a true and correct copy of the letter agreement dated January 9, 2002 by and between CarePhil Communications and East Texas Broadcasting, Inc. regarding the subject matter of this letter agreement.

Please countersign this letter in the space provided below to confirm our agreement and return a copy to me via facsimile at 214-525-7830.

Very truly yours,

/s/ MCHENRY T. TICHENOR, JR.

McHenry T. Tichenor, Jr.
President and CEO

Accepted and Agreed:

CarePhil Communications

By: /S/ PHIL SILVA
Phil Silva, Partner

January 9, 2002

Phil Silva and Carole Williams
CarePhil Communications
6601 West Plano Parkway
Plano, Texas 75093

Dear Phil and Carole:

This letter is to acknowledge the written agreement between Phil Silva, Carole Williams, and CarePhil Communications, and East Texas Broadcasting, Inc., regarding the modification of KPLT-FM.

East Texas Broadcasting, Inc. agrees to ask the Federal Communications Commission for the dismissal of the pending C-1 application for KPLT-FM. In exchange for this cooperation with Phil Silva, Carole Williams, and CarePhil Communications, they guarantee to pay for all expenses incurred in the downgrade and build-out of KPLT-FM as a full Class C-2 FM, 50,000 Watts with an antenna height of almost 500 feet on the KBUS-FM tower. To be more specific the following will occur, with expenses paid by Phil Silva, Carole Williams and CarePhil Communications.

- 1) Phil Silva, Carole Williams and CarePhil Communications will have a structural assessment of the KBUS-FM tower, with a tower company doing the inspection and assessment approved by East Texas Broadcasting, Inc. If needed, all repairs made to the KBUS-FM tower will be done at the expense of Phil Silva, Carole Williams and CarePhil Communications.
- 2) CarePhil Communications will purchase a used 10kw FM transmitter, subject to approval by East Texas Broadcasting, Inc., within 90 days following Federal Communications Commission approval of Hispanic Broadcasting Corporation's application for an omni-directional antenna at its Lewisville, Texas C-1 site. If a good used 10kw or 20kw FM transmitter is unavailable, Phil Silva, Carole Williams and CarePhil Communications agree to purchase a new 10kw Harris or Continental FM transmitter.
- 3) CarePhil Communications will purchase a new dual-frequency; branch-fed 12-bay antenna tuned to 101.9 MHz and 107.7 MHz, manufactured by ERI or Dielectric.
- 4) CarePhil Communications will purchase a new dual-frequency combiner.
- 5) CarePhil Communications will purchase a new composite STL System (transmitter and receiver).
- 6) CarePhil Communications will pursue 2 new 6-foot STL dishes.
- 7) CarePhil Communications will purchase 450 feet of new 7/8" transmission line for the installation of STL, dishes, including connectors, grounding kits, and hangers.
- 8) CarePhil Communications will construct a 16x32 foot transmitter building with 10 foot ceiling including electrical and air conditioning, at the current KBUS-FM tower site.
- 9) CarePhil Communications will pay for labor for installation of equipment at tower sites. Because time is of the essence, installation of STL equipment will be at the current studio site at

2305 Third Street, SE, Paris, TX, unless East Texas Broadcasting, Inc. has purchased and closed on a new property site within 60 days of FCC approval of Hispanic Broadcasting Corporation's application for an omni-directional antenna at its Lewisville, Texas, C-1 site. East Texas Broadcasting, Inc. will be responsible for all labor and related costs of moving the studio and related equipment to any new site.

10) Phil Silva, Carole Williams and CarePhil Communications agree to pay for all attorney, engineering, and filing fees related to the modification. Should East Texas Broadcasting, Inc. wish to have its attorneys or engineers inspect any document or matter, they will be responsible for those fees.

Phil Silva, Carole Williams and CarePhil Communications will receive certain monies from Hispanic Broadcasting Corporation to implement the modification of KPLT-FM. East Texas Broadcasting, Inc. makes no claim on any of these monies, with the exception of the expenses of the modification outlined above.

Any and all assessments for the KBUS-FM tower and improvements made to KPLT-FM must first be approved by East Texas Broadcasting, Inc. and must meet all rules and regulations of the Federal Communications Commission.

Sincerely,

EAST TEXAS BROADCASTING, INC.

By: /S/ JOHN MITCHELL
John Mitchell, President

Acknowledged and agreed to by:

CAREPHIL COMMUNICATIONS

By: /S/ PHIL SILVA
Phil Silva, Partner