

AMENDMENT TO ASSET PURCHASE AGREEMENT

This Amendment to Asset Purchase Agreement ("Amendment") is made as of November, ____, 2003, by and among Golden Gulf Coast Broadcasting, Inc. ("Golden"), Lawrence Edward Steelman ("Steelman"), Debra Sanford ("Sanford" and, collectively with Golden and Steelman, "Seller") and Star Broadcasting, Inc. ("Buyer").

RECITALS

WHEREAS, Buyer and Seller executed an Asset Purchase Agreement dated as of December 9, 2002 (the "Purchase Agreement") whereby Seller agreed to transfer and convey to Buyer at the Closing the Station Assets used or held for use in the business and operations of Radio Station WQYZ(FM), Ocean Springs, Mississippi (the "Station"), in accordance with the terms and conditions of the Purchase Agreement.

WHEREAS, the Parties desire to amend certain of the provisions of the Purchase Agreement in accordance with this Amendment.

AGREEMENTS

NOW THEREFORE, in consideration of the above recitals and the mutual agreements and covenants contained in this Amendment and in the Purchase Agreement, the Parties, intending to be bound legally, agree as follows:

1. Defined Terms. Except as provided in Paragraph 3 below, all terms defined in the Purchase Agreement shall have the same meanings in this Amendment.
2. Effect of Amendment. Except to the extent changed herein, all terms, conditions and provisions of the Purchase Agreement shall remain unchanged and in full force and effect. To the extent that there is any conflict or inconsistency between the Purchase Agreement and this Amendment, this Amendment shall control.
3. Final Closing Date. Section 1.6(a) of the Purchase Agreement is amended to define the Final Closing Date as December 31, 2004.
4. Counterpart and Facsimile Signatures. This Amendment may be executed in one or more counterparts, each of which will be deemed an original but all of which together will constitute one and the same instrument. This Amendment shall be effective and legally binding upon the exchange and delivery of signatures by facsimile transmission.

[Signature Page Follows]

Signature Page to Amendment to Asset Purchase Agreement

IN WITNESS WHEREOF, the Parties hereto have duly executed this Amendment to Asset Purchase Agreement as of the date and year first above written.

Golden Gulf Coast Broadcasting, Inc.

By: _____
Lawrence Edward Steelman, President

Lawrence Edward Steelman, Individually

Debra Sanford, Individually

Star Broadcasting, Inc.

By: _____
Ronald E. Hale, Jr., President