

**FIRST AMENDMENT TO AMENDED AND RESTATED
SECURITYHOLDERS' AGREEMENT**

This First Amendment To Amended and Restated Securityholders' Agreement ("First Amendment"), made as of the 14th day of December, 2005, amending the Amended and Restated Securityholders' Agreement dated as of October 26, 2005, by and among Aurora Broadcasting, Inc., a Delaware corporation, the Institutional Investors (as defined in the Amended and Restated Securityholders' Agreement), and Jeffrey Trumper, ("Amended Agreement"). In consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties to this First Amendment, intending to be legally bound, hereby agree to amend the Amended Agreement as follows:

1. Section 3 of the Agreement is hereby amended to delete Subsections 3(t) and 3(u) in their entirety.
2. All other terms and conditions set forth in the Amended Agreement are hereby ratified and affirmed by the parties and shall remain in full force and effect.
3. This First Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same instrument. Signatures sent by telecopy shall be deemed to constitute original signatures. This First Amendment and the Amended Agreement, as modified hereby, is governed by, and is to be interpreted and enforced in accordance with the laws of the state of Delaware, without giving effect to any choice of law or conflict of law, rules or provisions, whether of the state of Delaware or any other jurisdiction, that would cause the application of the laws of any jurisdiction other than the state of Delaware.

[signature page immediately follows]

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment on the day and year first above written.

AURORA BROADCASTING, INC.

By: _____
Name: _____
Title: _____

PROVIDENCE EQUITY PARTNERS IV L.P.

By: Providence Equity GP IV LP,
its general partner
By: Providence Equity Partners IV L.L.C.,
its general partner

By: _____
Name: _____
Title: Managing Director

PROVIDENCE EQUITY OPERATING PARTNERS IV L.P.

By: Providence Equity GP IV LP,
its general partner
By: Providence Equity Partners IV L.L.C.,
its general partner

By: _____
Name: _____
Title: Managing Director

Jeffrey Trumper