

AMENDMENT TO ASSET PURCHASE AGREEMENT

Amendment (**AAmendment@**) dated as of _____, 2002 to the Asset Purchase Agreement (**AAgreement@**) dated as of August 14, 2000, by and between Simpsonville Broadcasting LLC, successor-in-interest to Upstate Broadcasting, LLC (**ABuyer@**), a South Carolina limited liability company, and Georgia-Carolina Radiocasting Company LLC, formerly Upstate-Carolina Broadcasting Company LLC, (**ASeller@**), a South Carolina limited liability company.

WITNESSETH

WHEREAS, Seller and Buyer are parties to the Agreement to assign the license and assets of Radio Station WGVC-FM (the **AStation@**) licensed to Newbury, South Carolina; and

WHEREAS, Seller has obtained consent from the Federal Communications Commission (**AFCC@**) to change the city of license of the station from Newbury, South Carolina to Simpsonville, South Carolina and upgrade the station from Class A to Class C3 and to file a Modification Application for Construction Permit (**ACP@**) to modify the license of the station accordingly; and

WHEREAS, the Agreement provides at Section 1.1.2 and Section 4.1.2 that the CP specify facilities which will result in coverage no less complete than the coverage shown on Exhibit A to the Agreement; and

WHEREAS, the coverage shown in Exhibit A was based on the placement of an antenna transmitting with at least 25 kilowatts on a tower with a height of a minimum of 300 feet above ground; and

WHEREAS, the parties have agreed that Seller shall file a Modification Application for the CP which proposes a tower height of less than 300 feet above ground.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, Seller and Buyer hereby agree as follows:

The Agreement is hereby amended so that Seller is specifically released from any obligation, representation, closing condition and/or warranty that the coverage of the CP be no less complete than the coverage shown on Exhibit A to the Agreement and, instead, Seller shall deliver a CP equal to the facilities proposed in the Modification Application for the CP.

GEORGIA-CAROLINA RADIOCASTING
COMPANY, LLC

By: _____
Douglas M. Sutton, Jr., Managing Member

UPSTATE BROADCASTING LLC

By: _____
Michael A. Kaneb, Manager

Dated: _____