

Serendipity Ventures II, LLC

11563 Argonne Road Festus, Missouri 63028

Voice and FAX - (636) 586-8697

e-mail - svicomm@nightowl.net

Communications Equipment Installation - Site Surveys - Broadcast Support Services

Amendment to Asset Purchase Agreement

Due to the freeze on all pending and new Applications for Assignment (form 314) by the Federal Communications Commission in early June of this year, the Asset Purchase Agreement by and between KDJR, Inc. "Seller" and Serendipity Ventures II, LLC, "Buyer" is amended as follows:

Paragraph 2 - Purchase Price. The purchase price shall be in the total amount of Three Hundred-Forth Thousand Dollars (\$340,000.00).

Paragraph 3 - Actions upon Acceptance of this agreement. This paragraph is amended to show that:

a. Based on a telephone conversation between Mr. Cupelli of KDJR, Inc. and Mr. Michael Wagner, Assistant Division Chief, Audio Services Division, Media Bureau of the Federal Communication Commission on or about June 24th in which call Mr. Wagner assured Mr. Cupelli that there was no problem with the pending assignment and that it would happen in due course upon the end of the freeze, the Buyer agrees to forward an additional Twenty-Five Thousand Dollars (\$25,000.00) to KDJR, Inc. upon acceptance of this amendment.

b. Upon successful Assignment from Grizzly Broadcasting Trust "Licensee" to KDJR, Inc. "Seller", *and* upon the consummation letter of that transaction being forwarded to the FCC, *and* upon application for Assignment (form 314) being made between the Seller and Buyer to the FCC, the Seller agrees to forward an additional Twenty-Five Thousand Dollars (\$25,000.00) to the Buyer.

c. In exchange for the Fifty Thousand Dollars (\$50,000.00) referenced in Amendment paragraphs a. and b. the Seller agrees to reduce the total purchase price in the amount of Ten Thousand Dollars (\$10,000.00). This will leave a remaining balance due to the Seller at Closing of One Hundred-Forty Thousand Dollars, with the terms of Paragraph 3b. of the Asset Purchase Agreement remaining as stated.

Paragraph 15 - Expiration. This paragraph is amended to reflect a new expiration date of September 30, 2003.

Entire Amended Agreement. This document constitutes the entire amended agreement of the parties and supersedes any and all other prior agreements, oral or written with respect to the subject matter contained herein.

Signature Page Follows

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to the Asset Purchase Agreement effective as of the 28th of July, 2003.

On Behalf of Serendipity Ventures II, LLC (Buyer):

_____/s/_____ Harold S. Vogt - Owner	_____/s/_____ Sharon L. Vogt - Owner
---	---

Accepted on Behalf of KDJR, Inc. (Seller):

_____/s/_____
Sabatino Cupelli, President