



December 16, 2013

Dr. William F. Duhamel
Duhamel Broadcasting Enterprises, Inc.
508 St. Joseph Street
Rapid City, South Dakota

Re: Revisions to Non-Compete Agreement

Dear Bill:

Reference is made to the Asset Purchase Agreement, dated October 31, 2013, by and among Duhamel Broadcasting Enterprises and New Rushmore Radio, Inc. (the "APA"). Unless otherwise specified, all capitalized terms in this letter shall bear the meanings assigned to them in the APA.

After discussions among us concerning the scope of the Covenant Against Competition and Solicitation contained in Section 14(b) of the APA, we have agreed as follows:

- Section 14(b)(i) of the APA will be deleted.
- The following language will be inserted in place of the existing Section 14(b)(i):

Directly or indirectly, alone or in concert with others, whether as principal, agent, representative, partner, lender consultant, shareholder or otherwise, under or through any form of business entity, own, operate, manage, control or actively participate in any Competitive Business or any Prohibited Joint TV Sales Arrangement (as defined in the last paragraph of Section 14(b)). For purposes of this Agreement, "Competitive Business" means the television broadcasting business (including, but not limited to, any television broadcasting activities including dissemination of television broadcast signals on mobile devices and other electronic media, television news information disseminated on local news websites, and any and all similar business operation that compete with television broadcasting and advertising activities) within the noise-limited contours (as defined in Section 73.625 of the Rules of the FCC, or any successor regulation) of the TV

NEW RUSHMORE RADIO
Box 2480, Rapid City, SD 57709
Phone 605.343.6161 | Fax 605.343.9012

www.newrushmoreradio.com



Stations licensed to communities within the Rapid City Designated Market Area, referred to herein as the "Prohibited Territory," excluding indirect ownership of one percent (1%) or less of any class of securities of any publicly traded company.

- Exhibit B to the APA, the Form of Non-Compete Agreement, will be amended prior to Closing to conform to the revised Section 14(b)(i) of the APA.

Please signify your agreement with this amendment to the APA by signing below.

Sincerely,

Cecelia M. Green

ACCEPTED:

William F. Duhamel

Date: December 19, 2013

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