

AGREEMENTS FOR SALE OF STATION

Citicasters Co. (“Citicasters”) and Urban Radio Communications, LLC (“Urban Radio”) are parties to a Conditional Assignment and Assumption of Agreement to Purchase, dated January 26, 2005 (“Assignment”), pursuant to which Citicasters has assigned to Urban Radio Citicasters’ rights and obligations under an Agreement to Purchase by and between Rasp Broadcast Enterprises, Inc. (“Rasp”) and Citicasters, dated July 28, 2000 (“Purchase Agreement”). The Purchase Agreement, which has not previously been submitted to the Commission as Rasp and Citicasters never filed a 314 Assignment Application, provides for the assignment of the license for Station WJZE(FM), Oak Harbor, Ohio (the “Station”) from Rasp to Citicasters. A copy of the Assignment is attached hereto.

Citicasters and Urban Radio are also parties to a side letter agreement, dated March 18, 2005, addressing format issues (“Urban Radio Side Letter”). A copy of the Urban Radio Side Letter is attached hereto.

A copy of the original Purchase Agreement between Rasp and Citicasters is attached hereto. Certain Schedules to the Purchase Agreement have been omitted to avoid burdening the Commission with unnecessary information that is not relevant to the Commission’s or the public’s review of the transaction proposed herein and to preserve proprietary information relating to the business of the parties to the Purchase Agreement. Upon the Commission’s request, copies of any of the Schedules will be provided to the Commission. The following Schedules have not been provided to the Commission, for the reasons noted:¹

Schedule	Description	Reason for Omission
5.2	FCC Licenses	This Schedule includes information that is already provided in the assignment application or is part of the Commission’s public records.
5.5	Personal Property	The information contained in this Schedule is not relevant to the Commission’s or the public’s review of the transaction proposed herein. In addition, this Schedule contains proprietary, non-public information relating to the business of the parties to the Purchase Agreement.
5.6	Real Property	The information contained in this Schedule is not relevant to the Commission’s or the public’s review of the transaction proposed herein. In addition, this Schedule contains proprietary, non-public information relating to

¹ See *LUJ, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); *Public Notice*, DA 02-2049 (rel. Aug. 22, 2002).

		the business of the parties to the Purchase Agreement.
5.7	Contracts	The information contained in this Schedule is not relevant to the Commission's or the public's review of the transaction proposed herein. In addition, this Schedule contains proprietary, non-public information relating to the business of the parties to the Purchase Agreement.

Rasp and Citicasters also entered a side letter agreement, dated July 28, 2000 ("Rasp Side Letter") concerning potential modifications to the Station's licensed facilities. Pursuant to the Assignment, Citicasters has assigned its rights and obligations under the Rasp Side Letter to Urban Radio. A copy of the Rasp Side Letter is attached hereto.

Rasp and Citicasters also entered into a Joint Sales Agreement, dated July 28, 2000 ("JSA"), providing for Citicasters' purchase of advertising time on the Station. Pursuant to the Assignment, Citicasters has assigned its rights and obligations under the JSA to Urban Radio. A copy of the JSA is attached hereto.