

**INFORMATION PERTAINING TO THE AGREEMENT
 RESPECTING THE SALE OF RADIO STATIONS
 WICE(FM), CLARKSVILLE, VA (FCC FAC. ID No. 11723);
 WSHV(AM) AND WSKS-FM, SOUTH HILL, VA
 (FCC FAC. ID NOS. 50235 & 50234, RESPECTIVELY)**

**JUSTIFICATION FOR EXCLUSION OF CERTAIN ASSET PURCHASE AGREEMENT
 SCHEDULES FROM APPLICATION**

The above-referenced Asset Purchase Agreement was executed as of November 17, 2004. The exhibits and schedules to the Asset Purchase Agreement are itemized on Page 31 of the Agreement. By definition under the terms thereof, the Schedules to the Agreement are deemed proprietary and, thus, certain of the Schedules are not associated with the Agreement. Those Schedules are as follows:

SCHEDULE	DESCRIPTION	REASON FOR EXCLUSION
A	LISTING OF REAL PROPERTY – Listing of real property and interests in real property used in the operation of the Stations and all of Sellers’ appurtenant easements and improvements located thereon, including owned and leased real property.	Section 309 of the Communications Act of 1934, as amended, provides that the Commission, on an application by application basis, shall determine “whether the public interest, convenience and necessity will be served ... upon examination ... and consideration of such other matters as the Commission may officially notice...” Essentially, the Commission assesses applicant qualifications upon assessment of the applicant’s identity, including its principals, its citizenship and alien involvement, financial qualifications and other media interests, character, and certification of compliance with the Anti-Drug Abuse Act of 1988, 21 USC §862. It is respectfully submitted that the information required by and contained in Schedule A is not material to the Commission’s consideration of the instant application. Thus, the listing of Real Property and leases, <i>etc.</i> , are matters of real property and/or contract law and, absent compelling circumstances to the contrary, are not relevant to a determination of the qualifications of the parties to the application. Accordingly, there is no public interest requirement for

SCHEDULE	DESCRIPTION	REASON FOR EXCLUSION
		this information to be freely available in the public domain.
C	LISTING OF CONTRACTS, AGREEMENTS AND LEASES – Listing of contracts, leases, and agreements used in the ordinary course of operation of the Stations.	<i>See</i> the narrative and explanation respecting Schedule A . It is respectfully submitted that the same rationale is applicable to this schedule. The contracts and any possible conflicts or required consents pertaining thereto are issues of contract law and, absent compelling circumstances to the contrary, are not relevant to a determination of the qualifications of the parties to the application. Accordingly, there is no public interest requirement for this information to be freely available in the public domain.
D	INVENTORY OF TANGIBLE PERSONAL PROPERTY – A listing of all fixed and tangible personal property.	<i>See</i> the narrative and explanation respecting Schedule A . It is respectfully submitted that the same rationale is applicable to this schedule. The Inventory of Tangible Personal Property is not directly relevant to the Commission’s decision making respecting the parties to the assignment application so, absent compelling circumstances to the contrary, the inventory is not relevant to a determination of the qualifications of the parties to the application. Accordingly, it is respectfully submitted that there is no public interest requirement for this information to be freely available in the public domain.
F	SCHEDULE OF ENCUMBRANCES AND CONFLICTS – Listing of conflicts pertaining to the representations and warranties made by the parties.	<i>See</i> the narrative and explanation respecting Schedule A . It is respectfully submitted that the same rationale is applicable to this schedule. The possible conflicts or exceptions relevant to the Sellers’ contract representations and warranties are issues of contract law and, absent compelling circumstances to the contrary, are not directly relevant to a determination of the qualifications of the parties to the application.

SCHEDULE	DESCRIPTION	REASON FOR EXCLUSION
I	SCHEDULE OF INSURANCE POLICIES.	<i>See the narrative and explanation respecting Schedule A. It is respectfully submitted that the same rationale is applicable to this schedule. A listing of insurance coverage, absent compelling circumstances to the contrary, is not relevant to a determination of the qualifications of the parties to the application.</i>
L	PUNCH LIST RE BUYER'S DUE DILIGENCE OF INTANGIBLE PROPERTY – A Listing prepared on behalf of Buyer that itemizes equipment, conditions or circumstances used or relevant to the operation of the Stations that Buyer submits need repair or remediation by Sellers	<i>See the narrative and explanation respecting Schedule A. It is respectfully submitted that the same rationale is applicable to this schedule. The itemization of possible repairs and remediations, absent compelling circumstances to the contrary, are not relevant to a determination of the qualifications of the parties to the application. Accordingly, it is respectfully submitted that there is no public interest requirement for this information to be freely available in the public domain.</i>
O	PURCHASE PRICE ALLOCATION – A Listing for tax purposes of the allocation of the Purchase Price among the assets being sold by Sellers to Buyer	<i>See the narrative and explanation respecting Schedule A. It is respectfully submitted that the same rationale is applicable to this schedule. The Purchase Price allocation is prepared for accounting and tax purposes and is not relevant to a determination of the qualifications of the parties to the application. Accordingly, it is respectfully submitted that there is no public interest requirement for this information to be freely available in the public domain.</i>