

REDACTED EXHIBITS AND SCHEDULES

The following exhibits and schedules have been redacted from the copy of the Asset Purchase Agreement attached hereto. These exhibits and schedules contain confidential and proprietary information, or are otherwise not relevant to the FCC's consideration of the application, and thus have been omitted. Though not germane to the Commission's consideration of the proposed assignment, the redacted schedules will be provided to the Commission staff upon request, along with a request for confidential treatment where appropriate.

EXHIBITS

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|-------------|------------------------------------------|
| Exhibit A | Allocation Schedule |
| Exhibit B | Form of Assumption Agreement |
| Exhibit C | Form of Bill of Sale |
| Exhibit D | Form of Escrow Agreement |
| Exhibit F-1 | Form of Opinion of Counsel to Seller |
| Exhibit F-2 | Form of Opinion of FCC Counsel to Seller |
| Exhibit G | Form of Cable Ad Sales Agreement |
| Exhibit H | Form of Headend Lease |
| Exhibit I | Stations and DMAs |
| Exhibit J | List of Buyers and Stations |
| Exhibits K | Form of Headend Landlord Consent |

SCHEDULES

| | |
|-----------------|--------------------------------------------------------|
| Schedule 1.1(a) | FCC Licenses |
| Schedule 1.1(b) | Permitted Encumbrances |
| Schedule 1.1(c) | Affiliation Agreements |
| Schedule 2.2(m) | Other Excluded Assets |
| Schedule 3.1 | Organization and Qualification |
| Schedule 3.3(a) | No Conflict; Required Filings and Consents |
| Schedule 3.4(a) | Encumbrances to be Released at or prior to the Closing |
| Schedule 3.4(c) | Condition of Transferred Assets |
| Schedule 3.4(d) | Certain Services |
| Schedule 3.4(e) | Certificates of Ownership |
| Schedule 3.5(a) | Tangible Personal Property |
| Schedule 3.6 | Options |
| Schedule 3.7(a) | Financial Statements |
| Schedule 3.7(b) | GAAP Exceptions |
| Schedule 3.8(a) | Material Adverse Events |
| Schedule 3.8(b) | Absence of Certain Changes or Events |
| Schedule 3.9(a) | Compliance with Law |
| Schedule 3.9(b) | Permits |

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|------------------|------------------------------------------------------------|
| Schedule 3.9(c) | Expenditures Required |
| Schedule 3.10 | Litigation |
| Schedule 3.11(a) | Employee Plans |
| Schedule 3.11(b) | Benefit Plan Compliance |
| Schedule 3.11(c) | Persons on COBRA Coverage |
| Schedule 3.12(a) | Employees of the Business |
| Schedule 3.12(d) | Policies |
| Schedule 3.13(a) | Owned Real Property |
| Schedule 3.13(b) | Owned Real Property Exceptions |
| Schedule 3.13(c) | Leased Real Property |
| Schedule 3.13(d) | Leased Real Property Exceptions |
| Schedule 3.13(e) | Easements |
| Schedule 3.13(f) | Others having Rights |
| Schedule 3.14(a) | FCC Licenses; Proceedings |
| Schedule 3.14(b) | FCC Compliance |
| Schedule 3.14(c) | Cable Matters |
| Schedule 3.14(d) | DTV Matters |
| Schedule 3.14(f) | Digital Television Equipment to be Ordered and/or Paid For |
| Schedule 3.15 | Intellectual Property |
| Schedule 3.16(a) | Taxes Generally |
| Schedule 3.16(b) | Tax Audits |
| Schedule 3.16(c) | Taxes Determinations and Elections |
| Schedule 3.17 | Environmental Matters |
| Schedule 3.18(a) | Material Contracts |
| Schedule 3.18(b) | Contracts Exceptions |
| Schedule 3.20 | Bonds; Letters of Credit |
| Schedule 3.21(a) | Transactions with Affiliates |
| Schedule 3.22 | Funded Indebtedness |
| Schedule 3.23 | Insurance |
| Schedule 3.25 | Tradeout Accounts |
| Schedule 3.26 | Advertisers |
| Schedule 3.27 | Other Operations |
| Schedule 5.1(b) | Conduct of Business Prior to the Closing |
| Schedule 5.9(a) | Retained Employees |
| Schedule 5.11(i) | Pending Translator Applications |
| Schedule 5.12 | Guarantees |
| Schedule 6.3(i) | Consents Required for Closing |