

## 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

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

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