

Omitted Items

The Applicant has responded “no” to Item 3 of Section II, because the schedules and exhibits to certain documents governing the proposed assignment have been omitted from this filing.

The omitted schedules and exhibits are described below. They are being omitted from this filing because they either contain proprietary information or are not material to the Commission’s consideration of this filing, or both. In compliance with the requirements set forth in the Commission’s Public Notice, *Media Bureau Announces Interim Filing and Certification Requirements Regarding the Submission of Contract with Assignment/Transfer of Control Applications*, 17 FCC Rcd 16166 (Med. Bur. 2002), and *Luj, Inc.*, FCC No. 02-235 (August 22, 2002), the following is a description of the omitted schedules and exhibits stating both the specific reason(s) for omitting them and the basis upon which the Applicant contends that the documents are not material to the Commission’s consideration of this filing:

**I. Asset Purchase Agreement Redacted Schedules:**

<u>Document</u>	<u>Description</u>	<u>Basis</u>
Schedule III	Pro Forma Net Working Capital	This financial document is proprietary and not relevant to the Commission’s analysis of this filing.
Schedule IV	Other Permitted Existing Liens	This disclosure of preexisting interests in the assets of the station is proprietary and not relevant to the Commission’s analysis of this filing.
Schedule V	Tangible Personal Property; Leases	This list of tangible personal property; leases is not relevant to the Commission’s analysis of this filing.
Schedule 2.2(e)	Excluded Contracts	This list of agreements not included in the assignment and sale is not relevant to the Commission’s analysis of this filing.
Schedule 4.3	Conflicting Agreements	This list of conflicting agreements is not relevant to the Commission’s analysis of this filing.
Schedule 4.4	Tangible Personal Property Exceptions	This list of tangible personal property not to be included in the sale of the station’s assets is not relevant to the Commission’s analysis of this filing.

Schedule 4.5	Assumed Contracts	This list of assumed contracts is proprietary and also, not relevant to the Commission's analysis of this filing.
Schedule 4.5(d)	Tradeout Agreements	This schedule of tradeout agreements is not relevant to the Commission's analysis of this filing.
Schedule 4.5(e)	Financing Leases	This schedule of financing leases is not relevant to the Commission's analysis of this filing.
Schedule 4.6	Intangibles	This schedule listing the station's intangible assets is not relevant to the Commission's analysis of this filing.
Schedule 4.7(b)	Real Property Leases	This list of leases held by the station is not relevant to the Commission's analysis of this filing.
Schedule 4.8(a)	Annual Financial Statements	This financial statement is proprietary and not germane to this proceeding.
Schedule 4.8(a)	Interim Financial Statements	This financial statement is proprietary and not germane to this proceeding.
Schedule 4.9	Changes Since Most Recent Fiscal Month End	This financial statement is proprietary and not germane to this proceeding.
Schedule 4.10	Litigation	This list of pending and current litigation is not relevant to the Commission's analysis of this filing.
Schedule 4.12	Taxes	These tax records are either in the public record in part or proprietary in part and nonetheless are not relevant to the Commission's analysis of this filing.
Schedule 4.13(a)	Station Licenses	This list of station licenses replicates what is already a matter of public record and this filing and including it here would be duplicative.
Schedule 4.13(b)	FCC Proceedings	This list of FCC Proceedings replicates what is already a matter of public record and this filing and including it here would be duplicative.
Schedule 4.14	Insurance	This statement of insurance coverage is proprietary and also not relevant to the Commission's analysis of this filing.
Schedule 4.15(a)	Employment Agreements	This listing of employment agreements with the station is proprietary and also is not relevant to the Commission's analysis of this filing.
Schedule 4.15(b)	Labor Matters	This schedule detailing labor matters with the station is not relevant to the Commission's analysis of this filing.
Schedule 4.16	Employee Benefit Plans	This description of current employee benefits plans is proprietary and also not relevant to the Commission's analysis of this filing.
Schedule 4.17	Environmental Matters	This schedule reflecting potential and existing environmental matters is not relevant to the Commission's analysis of this filing.

Schedule 4.20	Digital Channels	This schedule listing the station's digital channels replicates what is already a matter of public record and this filing and including it here would be duplicative.
Schedule 4.21	Retransmission Consent Agreements	This schedule listing the station's retransmission consent agreements is not relevant to the Commission's analysis of this filing.
Schedule 7.1(e)	Cobra Coverage	This statement of insurance coverage is proprietary and also not relevant to the Commission's analysis of this filing.
Schedule 8.4	Required Consents	This list or required consents is not relevant to the Commission's analysis of this filing.

## II. Exhibits

<u>Document</u>	<u>Description</u>	<u>Basis</u>
Exhibit A	Form of Escrow Agreement	This form of an escrow agreement is not relevant to the Commission's analysis of this filing.
Exhibit B	Form of Assignment and Assumption of Contracts	This form of an assignment and assumption of contracts is not relevant to the Commission's analysis of this filing.
Exhibit C	Form of Assignment and Assumption of Leases	This form of an assignment and assumption of leases is not relevant to the Commission's analysis of this filing.
Exhibit D	Form of Assignment and Assumption of Station Licenses	This form of an assignment and assumption of station licenses is not relevant to the Commission's analysis of this filing.
Exhibit E	Form of Assignment and Assumption of Intangibles	This form of an assignment and assumption of intangibles is not relevant to the Commission's analysis of this filing.
Exhibit F	Form of Assumption Agreement	This form of an assumption agreement is not relevant to the Commission's analysis of this filing.
Exhibit G	Form of Bill of Sale	This form of a bill of sale is not relevant to the Commission's analysis of this filing.
Exhibit H	Form of Indemnity Escrow Agreement	This form of an indemnity escrow agreement is not relevant to the Commission's analysis of this filing.

## III. Escrow Agreement

<u>Document</u>	<u>Description</u>	<u>Basis</u>
Escrow Agreement	Escrow Agreement	The escrow agreement entered into between buyer and seller is proprietary and also not relevant to the

		Commission's analysis of this filing.
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**VI. Indemnity Escrow Agreement**

<u>Document</u>	<u>Description</u>	<u>Basis</u>
Indemnity Escrow Agreement	Indemnity Escrow Agreement	The indemnity escrow agreement entered into between buyer and seller is proprietary and also not relevant to the Commission's analysis of this filing.