

**STATEMENT IN RESPONSE TO QUESTION 3  
OF FCC FORM 314**

Attached to this application is a copy of the Asset Purchase Agreement (the “Agreement”) covering the sale of Station KSMO-TV, Kansas City, Missouri, (the “Station”), from KSMO, Inc. and KSMO Licensee, Inc. (collectively, “Seller”), to Meredith Corporation (“Buyer”). A copy of the Agreement is being placed in the KSMO-TV public inspection file.

The parties have not submitted the schedules to the Agreement with this application, nor are the schedules being placed in the public file of KSMO-TV. The schedules contain information that is either proprietary, not germane to the Commission’s evaluation of the application, or already in the possession of the FCC. The following is a list of the schedules to the Agreement:

|                 |   |
|-----------------|---|
| Schedule 2.2(m) | Excluded Assets                               |
| Schedule 3.1    | Organization and Authority of Sellers         |
| Schedule 3.3    | Conflicts                                     |
| Schedule 3.4(a) | Governmental Licenses                         |
| Schedule 3.4(b) | Disclosures re Governmental Licenses          |
| Schedule 3.5    | Real Property                                 |
| Schedule 3.6    | Tangible Personal Property                    |
| Schedule 3.7    | Contracts                                     |
| Schedule 3.8    | Intangibles                                   |
| Schedule 3.10   | Disclosures re Financial Statements           |
| Schedule 3.11   | Taxes   |
| Schedule 3.12   | Insurance                                     |
| Schedule 3.14   | Personnel and Employee Benefits               |
| Schedule 3.15   | Claims and Legal Actions                      |
| Schedule 3.18   | Conduct of Business in the Ordinary Course    |
| Schedule 4.5    | FCC Qualifications of Buyer                   |
| Schedule 4.6    | Buyer’s Compliance with Laws                  |
| Schedule 4.7    | Claims and Legal Actions re Buyer             |
| Schedule 5.7    | Retained Employees                            |
| Schedule 5.8    | Form of Joint Sales Agreement                 |
| Schedule 5.10   | Form of Lease Agreement                       |
| Schedule 7.2(e) | Opinion of Seller’s Counsels at First Closing |
| Schedule 7.3(f) | Opinion of Buyer’s Counsel at First Closing   |

|                 |   |
|-----------------|---|
| Schedule 7.4(e) | Opinion of Seller's Counsels at License Closing |
| Schedule 7.5(f) | Opinion of Buyer's Counsel at License Closing   |

The parties have entered into a Joint Sales and Shared Services Agreement and a Lease Agreement. The parties have not submitted the schedules to the Joint Sales and Shared Services Agreement with this application, nor are the schedules being placed in the public file of KSMO-TV. The schedules contain information that is either proprietary, not germane to the Commission's evaluation of the application, or already in the possession of the FCC. The following is a list of the schedules to the Joint Sales and Shared Services Agreement:

|                         |  |
|-------------------------|--|
| Schedule 3.1            | Revenues, Payment, Expenditures, and Programming Liability |
| Schedule 3.1, Exhibit A | Licensee Expense Schedule                                  |
| Schedule 4.2            | Schedule of Delivered Programming                          |
| Schedule 4.5            | Policy Statement For Broadcast Material                    |
| Schedule 4.7            | Barter Schedule  |
| Schedule 6.3            | FCC Disclosures  |

Likewise, the parties have not submitted Exhibit A, Leased Assets, to the Lease Agreement as the information reflected in Exhibit A is proprietary and not germane to the Commission's evaluation of the application.

As can be seen from the above lists of schedules, many of the schedules consist of voluminous lists of items to be conveyed, such as fixed assets, intellectual property, contracts, real property descriptions and the like. These are irrelevant to the Commission's consideration of the application, and would not assist the public in reaching an informed decision regarding the qualifications of the parties or a determination of whether the public interest would be served by grant of the instant application.

Other schedules contain proprietary information that is highly confidential, unnecessary for Commission review of the instant application, and would not normally be made available to

competitors or the public. Examples include financial information, budgets, lists of employees, salary information, and employee benefit plan information.

Some schedules contain lists of licenses, applications, and the like. This information is already in the Commission's files relating to the Station.

Finally, a number of schedules concern disclosures by one party to the other of certain exceptions, limitations or other information relating to representations, warranties, covenants and the like in the Agreement and Joint Sales and Shared Services Agreement. This information is proprietary, and would not assist the Commission's consideration of the instant application.

It should be noted that the listing of a schedule does not mean that the schedule contains substantive information. As is often the case, during the course of negotiation, the parties may provide for schedules in an agreement before they have determined whether any information will be placed in those schedules (e.g., "except as set forth in Schedule X, all the equipment is in operating condition"). In such a case the final schedule may contain only an entry such as "None." Therefore, the mere fact that a schedule is listed and numbered should not be interpreted to mean that such schedule actually contains any substantive information.

For the reasons given above, it is submitted that the public interest would not be served, and indeed it would be a waste of the resources of the Commission and the parties to require that the schedules to the Asset Purchase Agreement and Joint Sales and Shared Services Agreement in this case be submitted to the Commission or be placed in the public inspection file.

In the event that the Commission desires to review any of the subject information, it will be supplied to the Commission. The parties reserve the right, in appropriate circumstances, to submit such information pursuant to regulations implementing the Freedom of Information Act which restrict public access to certain highly confidential information.