

Agreements Exhibit

A copy of the Asset Purchase Agreement (“APA”), Exhibit A, Definitions, and Exhibit B, form of Escrow Agreement, is submitted with this application. The schedules to the APA, however, have not been included. A list of excluded schedules is set forth below. These schedules contain proprietary information, contain information already of Commission record, and/or are not germane to the Commission’s consideration of this application. See LUJ, Inc. and Long Nine, Inc., Memorandum Opinion and Order, 17 FCC Rcd. 16980 (2002).

Excluded Schedules and Exhibits

Schedule A to the Escrow Agreement (Escrow Agent Wire Instructions)
Schedule B to the Escrow (Escrow Administration Fee Schedule)
Exhibit A-1 (Certification of Incumbency – List of Authorized Representatives of Purchaser)
Exhibit A-2 (Certificate of Incumbency – List of Authorized Representatives of Seller)
Exhibit B (Joint Written Direction)
Exhibit C (Non-Foreign Affidavit Pursuant to Section 1445 of the Code)
Schedule 1.1(d) Transferred Contracts
Schedule 1.2 Excluded Assets
Schedule A-1 Current Assets
Schedule A-2 Current Liabilities
Schedule 5.3(d)(xii) Third Party Consents and Notices

Disclosure Schedules:

| | |
|--------------|---|
| SECTION 2.1 | Corporate Status; Subsidiaries |
| SECTION 2.2 | Authorization and Enforceability; No Conflict |
| SECTION 2.3 | Capitalization |
| SECTION 2.4 | Financial Statements; Undisclosed Liabilities |
| SECTION 2.5 | Absence of Changes |
| SECTION 2.6 | Title to Assets; Equipment; Leasehold |
| SECTION 2.7 | Intellectual Property |
| SECTION 2.8 | Contracts |
| SECTION 2.9 | Compliance with Legal Requirements; Government Authorizations |
| SECTION 2.10 | Tax Matters |
| SECTION 2.11 | Suppliers; Events; Partners; Advertising Customers |
| SECTION 2.12 | Employee and Labor Matters; Benefit Plans |
| SECTION 2.14 | Insurance |
| SECTION 2.15 | Related Party Transactions |
| SECTION 2.16 | Legal Proceedings; Orders |