

## AGREEMENTS

Attached is the Parties' Asset Purchase Agreement. The Deposit Escrow Agreement, the Exhibits and the Schedules to the Asset Purchase Agreement have been excluded. The excluded materials contain proprietary information 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). The excluded materials will be provided to the Commission upon request.

The omitted Exhibits and Schedules are:

### Exhibits

|           |  |
|-----------|--|
| Exhibit A | Form of Bill of Sale   |
| Exhibit B | Form of Assignment and Assumption of FCC Licenses Agreement                                      |
| Exhibit C | Form of Assignment and Assumption of Purchased Intellectual Property Agreement                   |
| Exhibit D | Form of Assignment and Assumption Agreement (with respect to the Assumed Liabilities and Assets) |
| Exhibit E | Form of Holdings LLC Agreement   |
| Exhibit F | Form of Non-Competition Agreement  |
| Exhibit G | Form of PARN Side Letter Agreement   |

### Schedules

|             |   |
|-------------|---|
| 1.01(b)     | Asset Purchase and Contribution Agreements and Asset Purchase Agreement |
| 2.01(c)     | Program Rights  |
| 2.01(p)     | Additional Assets   |
| 2.02(i)     | Excluded Contracts  |
| 2.02(b)     | Certain Excluded Programming Agreements                                 |
| 2.02(l)     | Excluded Assets   |
| 2.06        | Purchase Price Allocation   |
| 2.08(b)(ii) | Required Consents   |
| 2.09(a)     | Exceptions to Prorations  |
| 3.03        | Governmental Authorization; Non-Contravention                           |
| 3.04(a)     | FCC Licenses  |
| 3.04(b)     | Exceptions to FCC Licenses  |
| 3.04(c)     | Exceptions to FCC Qualifications  |
| 3.04(d)     | Sharing Agreements  |
| 3.04(e)     | List of Retransmission Consent Agreements                               |
| 3.04(f)     | Restrictions on FCC Licenses  |
| 3.04(g)     | FCC Proceedings   |
| 3.05(a)     | Taxes   |
| 3.05(i)     | Taxes – Jurisdictions   |
| 3.06(a)     | Tangible Personal Property  |
| 3.06(b)     | Exceptions to Tangible Personal Property                                |
| 3.07        | Real Property   |
| 3.07(f)     | Exceptions to Real Property   |

|              |   |
|--------------|---|
| 3.08(a)      | Contracts   |
| 3.08(e)      | Exceptions to Material Contracts                                |
| 3.09         | Environmental   |
| 3.10(a)      | Intellectual Property   |
| 3.11(b)(i)   | Employee Data   |
| 3.11(b)(ii)  | Exceptions to Employee Data                                     |
| 3.11(b)(iii) | Employees Terminated within 90 Days of Commencement Date of APA |
| 3.12         | Insurance   |
| 3.13(a)      | Exceptions to Compliance with Law                               |
| 3.13(b)      | Exceptions to Governmental Authorizations                       |
| 3.14         | Litigation  |
| 3.15         | Financial Statements  |
| 3.16         | Undisclosed Liabilities   |
| 3.17         | Exceptions to Sufficiency of Assets                             |
| 3.20         | Related Party Transactions                                      |
| 3.21         | Shared Services   |
| 5.01         | Exceptions to Covenants   |