

Description of Transaction/Agreements

This application seeks Commission consent to assignment of the FCC authorizations for radio station WTSS(FM), Buffalo, NY (Facility ID 34382) and WLFP(FM), Germantown, TN (Facility ID 2686) to Educational Media Foundation.

Included with this application is the Asset Purchase Agreement (the “APA”) for the transaction.

The Schedules to the APA and the related Escrow Agreement are not being submitted with this application because they contain material that either is proprietary, not germane to the Commission’s evaluation of this application or already in the Commission's possession. Information contained in these items will be provided to the Commission upon request, subject to the parties’ rights, where appropriate, to submit such information subject to regulations restricting public access to confidential and proprietary information. In light of these omissions and the Commission’s decision in application of *LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002), the questions entitled “Agreements for Sale/Transfer of Station” have been answered “No.”

A list of the omitted schedules to the APA are set forth below.

- 1.1(a) Audacy FCC Licenses
- 1.1(b) Tangible Personal Property
- 1.1(c) Station Contracts
- 1.2(t) Excluded Assets
- 6.4 Noncontravention
- 6.5(a) Absence of Litigation (Audacy)
- 6.5(b) Absence of Orders (Audacy)
- 6.10(b) Disclosures Regarding Real Property
- 6.11 Environmental
- 6.12 Compliance with Laws
- 6.14 Finders
- 7.5 Absence of Litigation/Orders (Buyer)
- 9.2 Allocation
- 9.8 IP Transition Obligations