

## **Asset Purchase Agreement Exhibit**

The Schedules to the Asset Purchase Agreement have been omitted because they do not reflect on the legal or other qualifications of the parties, nor do they contain information relevant to whether the structure of the transaction complies with the Commission's rules. The Schedules contain public information already available or proprietary information relating to the Licensee and the Station. Therefore, they need not be submitted to the Commission but will be provided upon the Commission's request. See Memorandum Opinion and Order in LUJ, INC. and Long Nine, Inc., 17 FCC Rcd 16980 (2002) (File No. BALH-20010111ABJ) and Public Notice DA 022049, 17 FCC Rcd 16166 (2002).

The redacted APA Schedules and Exhibits are:

- Schedule 1.1(a) FCC Licenses and Antenna Structure Registrations Authorizations
- Schedule 1.1(b) Personal Property
- Schedule 1.1(c ) Licenses
- Schedule 1.1(d) Owned Real Property
- Schedule 1.1(e) Leased Real Property
- Schedule 1.1(f) Leased Personal Property
- Schedule 1.1(g) Intellectual Property
- Schedule 1.1(h) Assumed Contracts
- Schedule 1.2 Excluded Assets
- Schedule 1.3(c ) Old Trade
- Schedule 4.7 Absence of Changes
- Schedule 4.8 Tax Matters
- Schedule 4.9 Title to Assets; Encumbrances; Condition
- Schedule 4.10(b) Liens on Leased Real Property
- Schedule 4.11(a) Liens on Personal Property
- Schedule 4.11(b) Liens on Leased Personal Property
- Schedule 4.14(a) Outstanding Insurance Claims
- Schedule 4.14(b) Self-Insurance
- Schedule 4.16(a) Compliance with Law
- Schedule 4.16(b) Pending FCC License Actions
- Schedule 4.17 Environmental
- Schedule 4.18 Litigation and Claims
- Schedule 4.19 Seller Employee Benefit Plans
- Schedule 4.20(b) Delivery of Assumed Contracts
- Schedule 4.20(c) Cable and DBS Carriage
- Schedule 4.21(a) Station Employees
- Schedule 4.21(b) Penalties or Severance Obligations of Employment Contracts
- Schedule 4.21(e ) Labor Relations Claims

Schedule 4.21(i) EEOC and Similar Claims  
Schedule 4.22 Interested Transactions  
Schedule 7.4(i) Capital Improvements  
Schedule 7.12(a) Excluded Employees  
Schedule 7.12(b) Severance Payments  
Schedule 8.1(d) Required Consents and Approvals

Exhibit A: Studio Space Lease Agreement