

## AGREEMENTS

A copy of the Asset Purchase Agreement (“APA”) is being provided to the Commission. The exhibits, certain schedules other material have been omitted, based on their proprietary nature and/or not being germane to the FCC's consideration of the application. See LUJ, Inc., Memorandum Op. & Order, 17 FCC Rcd 16980 (2002). The excluded material is identified below and will be provided to the Commission upon request.

### EXHIBITS:

Exhibit A - Defined Terms

### SCHEDULES:

Schedule 1.1(b) - Assigned Contracts  
Schedule 1.1(c) - Purchased Tangible Personal Property  
Schedule 1.2(k) - Excluded Contracts  
Schedule 3.2(b) - No Conflicts  
Schedule 3.3(a) - Station Contracts  
Schedule 3.4(a) - Channel Share Claims  
Schedule 3.4(d) - Station Information  
Schedule 3.5(b)(i) - Station Equipment  
Schedule 3.5(b)(ii) - Shared Equipment  
Schedule 3.6 - Purchased Intellectual Property  
Schedule 3.7(a)(ii) - Pending Actions  
Schedule 3.7(b) - Required Filings  
Schedule 3.7(d) - Station Outages  
Schedule 3.8(b) - Market Modifications  
Schedule 3.8(c) - MVPD Matters  
Schedule 3.8(f) - MVPD Notices  
Schedule 3.8(g) - OTT Transmission  
Schedule 3.9 - Absence of Litigation  
Schedule 3.11 - Taxes and Tax Returns  
Schedule 3.12 - Compliance with Laws  
Schedule 3.14 - Approvals and Consents  
Schedule 5.1(a)(x) - Construction Permit  
Schedule 6.1(f) - Conditions to Closing  
Schedule A-2 - Designated Measures

Escrow Agreement