

Agreements for Sale/Transfer of Station

A copy of the Asset Exchange Agreement among Educational Media Foundation ("EMF") and affiliated iHeartMedia entities, including Capstar TX, LLC ("Capstar") and Citicasters Licenses, Inc. ("CLI"), dated July 31, 2019, and the First Amendment to Asset Exchange Agreement, dated March 31, 2020, is attached to this application.

The following schedules and exhibit to the Asset Exchange Agreement, as Amended are not included with this filing. The excluded schedules and exhibit contain proprietary information which is not germane to the Commission's consideration of this instant application. See *LUJ, Inc., and Long Nine, Inc.*, 17 FCC Rcd 16980 (2002). These schedules and exhibit will be provided upon request.

Excluded Schedules and Exhibit:

Schedule 1.1(a)(ii) [First Closing & Second Closing] -- iHM Tangible Property
Schedule 1.1(a)(iii) [First Closing & Second Closing] -- iHM Tower Leases
Schedule 1.1(b)(ii) -- [First Closing & Second Closing] EMF Tangible Property
Schedule 1.1(b)(iii) -- [First Closing & Second Closing] EMF Tower Leases
Exhibit A -- Form of New HD Channel and Translator Broadcast Agreement

Note that, per the Asset Exchange Agreement, the parties were to exchange several FM translator stations. FCC consents for the exchanges set forth in the Asset Exchange Agreement were granted, including FCC consent for the assignment of W252CM, Nashville, TN, Fac. ID 139698, from Capstar to EMF, FCC File No. BALFT-20190806AAE, and the assignment of W280DO, Lexington, KY, Fac. ID 147882, from EMF to CLI, FCC File No. BALFT-20190806AAN. As the parties needed to work out a local tower lease issue, per the First Amendment to Asset Exchange Agreement, these two FM translators were removed from the first exchange closing, with closing deferred to a second closing to occur when the impediment was worked out. (When the consummation notices were submitted to the Commission for the first closing pursuant to the Asset Exchange Agreement, the parties notified the Commission that the closing did not involve W252CM and W280DO at that time.)

The parties now wish to proceed to obtain renewed FCC consent for the exchange of W252CM and W280DO pursuant to the Asset Exchange Agreement, as Amended. As before, there is no monetary consideration; it will be an exchange of the authorizations and associated tangible property and tower leases. The only revision at this time is that the FCC authorizations previously held by Capstar and CLI are now held by iHM Licenses, LLC, pursuant to *pro forma* FCC consent, see e.g., FCC File Nos. BALH-20201019BEI/AHL.

It is requested that the two concurrently submitted applications for the second exchange pursuant to the Asset Exchange Agreement, as Amended, be processed together:

- Assignment of FM Translator W252CM, Nashville, TN, Fac. ID 139698, from iHM Licenses, LLC to Educational Media Foundation
- Assignment of FM Translator W280DO, Lexington, KY, Fac. ID 147882, from Educational Media Foundation to iHM Licenses, LLC