

Justification for omission of schedules to Asset Purchase Agreement (“APA”):

The attached APA, less only the schedules specified below, embodies the complete and final understanding between Assignor and Assignee and complies fully with the Commission’s Rules and policies. The contemplated transaction is a cash deal, with no security involved; accordingly, the detailed information contained in the following omitted schedules is not germane to the Commission’s consideration of the instant application: Schedule 1.2 (Tangible Personal Property), Schedule 1.3 (Contracts to be Assigned), Schedule 1.4 (Intangible Property), Schedule 1.5 (Retained Assets), and Schedule 3.1.1 (Escrow Agreement). Copies of omitted schedules are available to processing staff on request.