

Salem Communications Holding Corporation's Sale of:  
WGTK-FM, WRTH-FM & WLTE-FM  
to Educational Media Foundation  
FCC Assignment Application (Form 314)

**EXPLANATION FOR EXCLUSION OF SCHEDULES AND EXHIBITS TO THE APA**

ATTACHED HERETO IS THE ASSET PURCHASE AGREEMENT (APA) AND LIST OF SCHEDULES AND EXHIBITS THERETO; AND THE JUSTIFICATION FOR EXCLUSION OF THE SCHEDULES AND EXHIBITS ON THE APA. ALSO ATTACHED IS THE ESCROW AGREEMENT AND NETWORK AFFILIATION AGREEMENT FOR THIS TRANSACTION.

THE SCHEDULES AND EXHIBITS TO THE APA HAVE BEEN OMITTED BECAUSE THE SCHEDULES 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. SCHEDULE 1.1(a) CONTAINS PUBLIC INFORMATION ALREADY AVAILABLE. THE REMAINING SCHEDULES AND EXHIBITS CONTAIN PROPRIETARY INFORMATION RELATING TO THE LICENSEE AND THE STATION.

THEREFORE, THE SCHEDULES AND EXHIBITS TO THE APA NEED NOT BE SUBMITTED TO THE COMMISSION BUT WILL BE PROVIDED UPON THE COMMISSION'S REQUEST. SEE THE COMMISSION'S MEMORANDUM OPINION AND ORDER IN LUJ, INC. AND LONG NINE, INC., 17 FCC RCD 16980 (2002) (FILE NO. BALH-20010111ABJ) AND PUBLIC NOTICE DA 02-2049, 17 FCC RCD 16166 (2002).