

### **Description of Transaction**

This application (“Application”) requests Commission consent to assign the license for radio station KLOS(FM), Los Angeles, California (Facility ID 35078) (the “Station”), from Radio License Holdings LLC (“RLH”) to KLOS Radio Holdings, LLC (“KLOS Radio Holdings”) pursuant to an Asset Purchase Agreement (the “Purchase Agreement”) dated as of April 5, 2019 by and among RLH, KLOS – FM Radio Assets, LLC (“KLOS – FM”, and together with RLH, collectively, “Seller”), and Meruelo Media LLC (“Meruelo Media”). In connection with the execution of the Purchase Agreement, the parties also executed an Escrow Agreement dated as of April 9, 2019, by and among Seller, Meruelo Media, and Commonwealth Land Title Company, as escrow agent, and a Local Marketing Agreement (“LMA”), dated as of April 5, 2019 between RLH and Meruelo Media.

Meruelo Media has (i) assigned to KLOS Radio Holdings its rights under the Purchase Agreement to acquire the FCC licenses used in the operation of the Station, and (ii) assigned to KLOS Radio, LLC (“KRL”) its rights to acquire the assets (excluding the FCC licenses) used in the operation of the Station. In connection therewith, Meruelo Media also has assigned to KRL its rights under the LMA to provide more than 15% of the weekly programming time on the Station.

Copies of the parties’ Purchase Agreement and LMA are annexed hereto as part of this Exhibit 5. A copy of the letter agreement pursuant to which Meruelo Media has assigned its rights to each of KLOS Radio Holdings and KRL is also annexed to this Exhibit 5. Set forth below is a comprehensive list identifying each of the exhibits and schedules (collectively, the “Schedules”) to the Purchase Agreement.

The Schedules to the Purchase Agreement include the following:

Exhibit A:	Escrow Agreement
Schedule 1.1(a):	FCC Authorizations and License
Schedule 1.1(b):	Tangible Personal Property
Schedule 1.1(c):	Assumed Contracts
Schedule 1.1(d):	Intangible Property
Schedule 1.2:	Excluded Assets
Schedule 3:	Seller’s Knowledge
Schedule 3.2:	Consents
Schedule 3.5(a)(i):	Employment Laws
Schedule 3.5(b)(i):	Employee Benefit Plans
Schedule 3.5(b)(ii):	Multiemployer Plan Obligations
Schedule 3.5(b)(iii):	Change of Control Payments
Schedule 3.8:	Litigation

The Schedules contain proprietary information that is not germane to the Commission’s evaluation of this Application or the parties hereto and therefore they have been omitted from

this filing. Nevertheless, the Schedules will be provided to the Commission upon request subject to the parties' right to request that the material submitted be held in confidence and not be made available for public inspection pursuant to applicable FCC rules and policies that restrict public access to confidential and proprietary information.

In accordance with the Commission's decision in *LUJ, Inc. v. Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002), Section II, Question 3, of this Application has been answered "no."