

## **Description of Transaction & Agreements to Assignment**

By this application Cox Radio, Inc. seeks Commission consent to assign the licenses for the broadcast stations listed in Section II, Question 2 of the instant application to Connoisseur Media Licenses, LLC.

The parties are submitting with this application a copy of the Asset Purchase Agreement by and among Cox Radio, Inc., as seller, and Connoisseur Media of Connecticut, LLC and Connoisseur Media Licenses, LLC, as buyers, dated as of February 12, 2013 (the "Asset Purchase Agreement"). The parties also are submitting with this application a copy of the Amended and Restated Broadcast Services Agreement between Cox Radio, Inc. and Yale Broadcasting, Inc., dated January 30, 2013 (the "Amended and Restated Broadcast Services Agreement"), which will be assigned to Connoisseur Media of Connecticut, LLC pursuant to the Asset Purchase Agreement.

The following exhibits and schedules to the Asset Purchase Agreement and Amended and Restated Broadcast Services Agreement are not being submitted with this application because they contain material that either is proprietary, not germane to the Commission's evaluation of this application, or already in the Commission's possession:<sup>1</sup>

### **List of Exhibits and Schedules – Asset Purchase Agreement**

|                 |   |
|-----------------|---|
| Exhibit A       | Seller Stations                               |
| Exhibit B       | Transition Service Agreement                  |
| Exhibit C       | Assignment of FCC Licenses                    |
| Exhibit D       | Station Contract Assignment and Assumption    |
| Exhibit E       | Lease Assignment and Assumption               |
| Exhibit F       | Deed of Trust                                 |
| Exhibit G       | Assignment of Intellectual Property           |
| Exhibit H       | Bill of Sale                                  |
| Exhibit I       | Certificate of Non-Foreign Status             |
| Exhibit J       | Unwind Agreement                              |
| Exhibit K       | Letter of Credit Term Sheet                   |
| Exhibit L       | Radio Program License Agreement               |
| Exhibit M       | Right of First Offer Agreement                |
| Schedule 1.1(a) | FCC Licenses for Radio Stations/Other Permits |
| Schedule 1.1(b) | Tangible Personal Property                    |
| Schedule 1.1(c) | Real Property                                 |
| Schedule 1.1(d) | Station Contracts                             |
| Schedule 1.1(e) | Business Intellectual Property                |
| Schedule 1.2(d) | Excluded Seller Names                         |

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<sup>1</sup> See *LUJ, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); Media Bureau Announces Interim Filing and Certification Requirements Regarding Submission of Contracts With Assignment/Transfer of Control Applications, *Public Notice*, 17 FCC Rcd 16166 (Med. Bur. 2002). The Unwind Agreement to be executed at closing applies only in the event the Commission should rescind its consent after consummation pursuant to Commission approval and this is not germane to the Commission's processing of this application.

|                  |                                      |
|------------------|--------------------------------------|
| Schedule 1.2(m)  | Excluded Shared Assets               |
| Schedule 1.2(q)  | Other Excluded Assets                |
| Schedule 1.3     | Assumed Obligations                  |
| Schedule 1.9(a)  | Primary FCC Licenses                 |
| Schedule 1.10    | Material Multistation Contracts      |
| Schedule 2.3     | No Conflicts                         |
| Schedule 2.4     | Primary FCC Licenses                 |
| Schedule 2.5     | Tax Matters                          |
| Schedule 2.6     | Permitted Liens                      |
| Schedule 2.7(a)  | Owned Real Property                  |
| Schedule 2.7(b)  | Leased Real Property                 |
| Schedule 2.8     | Material Station Contracts           |
| Schedule 2.9     | Environmental                        |
| Schedule 2.10    | Business Intellectual Property       |
| Schedule 2.11(a) | Labor Matters                        |
| Schedule 2.11(b) | Employee Benefit Plans               |
| Schedule 2.13    | Compliance with Laws; Permits        |
| Schedule 2.14    | Litigation                           |
| Schedule 2.15    | Financial Statements                 |
| Schedule 2.16    | Exceptions to Financial Statements   |
| Schedule 4.1     | Exceptions to Seller Covenants       |
| Schedule 4.1(g)  | Increase in Employee Salary/Benefits |
| Schedule 5.5     | Required Consents                    |
| Schedule 5.6(a)  | Station Employees                    |

#### **List of Schedules – Amended and Restated Broadcast Services Agreement**

|            |                              |
|------------|------------------------------|
| Schedule 1 | Regulations and Restrictions |
| Schedule 2 | Compensation                 |

Information contained in these exhibits and schedules will be provided to the Commission upon request, subject to the parties' rights, where appropriate, to submit such information subject to regulations restricting public access to confidential and proprietary information.