

January 23, 2015

VIA EMAIL

Michael Wagner, Assistant Division Chief  
Audio Division, Media Bureau  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

**Re: FCC 314 Assignment Applications  
(Lead File Nos. BALH-20141113ADR, BALH-20141113ADM,  
BAL-20141113ADJ, and BALH-20141113ACY)**

Dear Mr. Wagner:

BDI Broadcasting, Inc., BG Broadcasting, Inc., Paul Bunyan Broadcasting Co., and BL Broadcasting, Inc. (together, "Sellers") and HBI Radio Alexandria, LLC, HBI Radio Bemidji, LLC, and HBI Radio Brainerd/Wadena, LLC (together, "Buyers") are parties to that certain Asset Purchase Agreement dated as of November 13, 2014 (the, "APA"). The APA is on file with the Commission in connection with the assignment applications referenced above.

Section 12.8 of the APA contains a non-compete obligation upon Sellers. Sellers and Buyers hereby acknowledge and clarify that the geographic scope of the non-complete restriction in Section 12.8 of the APA is limited to the 1.0 mV/m contour of the AM and FM stations.

**SELLERS:**

**BDI Broadcasting, Inc.  
BG Broadcasting, Inc.  
Paul Bunyan Broadcasting Co.  
BL Broadcasting, Inc.**

By: 

Louis H. Buron, Jr.  
Their President

**BUYERS:**

**HBI Radio Alexandria, LLC  
HBI Radio Bemidji, LLC  
HBI Radio Brainerd/Wadena, LLC**

By: \_\_\_\_\_

Virginia H. Morris  
Their Chair and Chief Executive Officer

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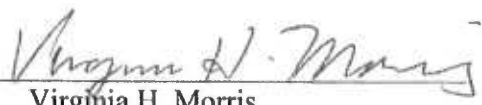
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