

SCHEDULE 2.2

Excluded Assets

1. Any and all agreements with ASCAP, BMI and SESAC
2. Bay Networks AN Router
3. Bay Networks Hub
4. Flexcom DSU
5. Connecting cables for items 2, 3 and 4 above
6. Letter Agreement dated January 26, 1999, between Echostar Satellite and PAX Net, Inc.
7. Letter Agreement dated April 27, 2000, between DirecTV and Paxson Communications Corporation
8. Joint Sales Agreement dated as of May 12, 2000, between Paxson Communications of Fresno-61, Inc. and San Joaquin Communications Corp.

SCHEDULE 3.3

Consents

1. Citicorp USA, Inc., as agent (Consent to release of the liens described on Schedule 3.6)
2. Gene Hardcastle and Cheryl Hardcastle (Transmitter Site)
3. Falcon Cable Systems Company (Transmitter Site)

SCHEDULE 3.4

Licenses

Main FCC License	BLCT-19920518KF, expires December 1, 2006
Auxiliary Licenses:	WLP-506 WPOR-920
Construction Permit (NTSC)	BPCT-19980626KF, expired June 15, 2002 Minor Change to Reduce Antenna Height (BMPCT-20010105AAX), modifying BPCT-19980626KF, expired June 15, 2002 Notification of Program Test Authority implementing Construction Permit BMPCT-20010105AAX, filed June 17, 2002
License Application (NTSC)	BLCT-20020625AAF, filed June 25, 2002, covering Construction Permit BMPCT-20010105AAX
Construction Permit (DTV)	BPCDT-19990407KG, as modified by BMPCDT-20001227ABG, and extended by BEPCDT-20020304AJH, expires November 1, 2002

SCHEDULE 3.5

Real Property

1. Sublease Agreement dated June 25, 1990, among Gene Hardcastle, Cheryl Hardcastle and KKAK-TV, Inc., as extended through July 1, 2007 (Transmitter Site) (see attached)
2. Sublease Agreement dated as of June 24, 1991, among Falcon Cable Systems Company, The Kralowec Children's Family Trust and KKAK-TV, Inc., as amended by that Memorandum, Modification and Assignment of Sublease dated as of January 14, 1998, among George L. Hicks and Charlotte Jane Hicks, Elmer Gene Hardcastle and Cheryl Ann Hardcastle, Falcon Cable Systems Company II, L.P., KKAK-TV, Inc. and Paxson Communications Corporation (Transmitter Site) (see attached)
3. Lease Agreement dated as of January 15, 1998, between Cocola Broadcasting Cos. and Paxson Communications of Fresno-61, Inc. (Month-to-Month) (Microwave Facilities) (see attached)

SCHEDULE 3.6

Tangible Personal Property

See Attached

1. The Tangible Personal Property listed on the attached pages is subject to liens granted to Citicorp USA, Inc., as agent, under Paxson Communications Corporation's senior credit facility with Citicorp USA, Inc. and certain other lenders.

SCHEDULE 3.7

Assumed Contracts

1. Sublease Agreement dated June 25, 1990, among Gene Hardcastle, Cheryl Hardcastle and KKAK-TV, Inc. (Transmitter Site) (see Schedule 3.5)
2. Sublease Agreement dated as of June 24, 1991, among Falcon Cable Systems Company, The Kralowec Children's Family Trust and KKAK-TV, Inc., as amended by that Memorandum, Modification and Assignment of Sublease dated as of January 14, 1998, among George L. Hicks and Charlotte Jane Hicks, Elmer Gene Hardcastle and Cheryl Ann Hardcastle, Falcon Cable Systems Company II, L.P., KKAK-TV, Inc. and Paxson Communications Corporation (Transmitter Site) (see Schedule 3.5)
3. Lease Agreement dated as of January 15, 1998, between Cocola Broadcasting Cos. and Paxson Communications of Fresno-61, Inc. (Month-to-Month) (Microwave Facilities) (see Schedule 3.5)
4. Station Agreement for Overnight Programming, Use of Digital Capacity and Public Interest Programming dated as of September 10, 1999, between The Christian Network, Inc. and Paxson Communications License Company, LLC (see attached)

SCHEDULE 3.9

Intangibles

“KPXF”

“KPXF-DT”

SCHEDULE 3.10

Insurance

See Attached

SCHEDULE 3.12

Employee Matters

See Attached

SCHEDULE 3.14

Litigation

NONE

SCHEDULE 3.16

Compliance with Law

NONE

SCHEDULE 3.17

Conduct of Business

NONE

KPXF(TV)
Porterville, CA

SCHEDULE 4.3

Buyer Consents

NONE

SCHEDULE 5.11

Estoppel Certificates

1. Elmer Gene Hardcastle and Cheryl Ann Hardcastle
2. Charter Cable (successor to Falcon Cable)