

**Schedules to the Securities Exchange and Purchase Agreement  
and Justification for Exclusion**

Schedule 3.13 – This schedule addresses labor matters and is omitted because it contains sensitive business and personal information, including termination of employees and management compensation. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 3.13 is necessary for consideration of the application, it will be promptly provided.

Schedule 3.15 – This schedule addresses environmental matters and is omitted because there are no listed environmental matters relevant to any station included in the instant application. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 3.15 is necessary for consideration of the application, it will be promptly provided.

**Corporate Matters**

- (b) **Direct Subsidiaries of Company:**  
ComCorp Holdings, Inc.

**Direct Subsidiaries of ComCorp Holdings, Inc.:**  
ComCorp Broadcasting, Inc.

**Direct Subsidiaries of ComCorp Broadcasting, Inc.:**  
ComCorp of Texas, Inc.  
ComCorp of Baton Rouge, Inc.  
ComCorp of Bryan, Inc.  
ComCorp of Lafayette, Inc.  
ComCorp of El Paso, Inc.  
ComCorp of Louisiana, Inc.  
ComCorp of Indiana, Inc.  
ComCorp of Tyler, Inc.  
ComCorp of Monroe, Inc.

**Indirect Subsidiaries of ComCorp Broadcasting, Inc.:**  
ComCorp of Texas License Corp.  
ComCorp of Baton Rouge License Corp.  
ComCorp WB Baton Rouge, Inc.  
ComCorp of Bryan License Corp.  
ComCorp of Lafayette License Corp.  
ComCorp of El Paso License Corp.  
ComCorp of Louisiana License Corp.  
ComCorp of Indiana License Corp.  
ComCorp of Tyler License Corp.

**Other Equity Interests held by Company:**

ComCorp of Indiana, Inc. owns a 49% partnership interest in Evansville Low Power Partnership.

As of the Closing Date, all of the outstanding shares of stock of ComCorp Broadcasting, Inc. and its direct and indirect subsidiaries will be pledged as collateral in connection with the Senior Refinancing.

Currently, all of the shares of the direct and indirect Subsidiaries of the Company are pledged as collateral for the outstanding indebtedness under the credit agreements that are being repaid in connection with the Senior Refinancing.

- (c) First Amended and Restated Investor Agreement among the Company, ComCorp Broadcasting, Inc., ComCorp Holdings, Inc., Purchasers, Thomas R. Galloway, Sr., and other parties named therein, dated as of October 31, 1998, as amended by that Amendment to First Amended and Restated Investor Agreement dated as of July 17, 2001.

Prior to or as of the Closing, Thomas R. Galloway, Sr. and D. Wayne Elmore shall have entered into a Voting Agreement pursuant to which (i) Mr. Elmore shall grant to Mr. Galloway an irrevocable proxy to vote the shares of stock in the Company held by Mr. Elmore, until the earlier

of Mr. Galloway's death or the determination by a court of competent jurisdiction that Mr. Galloway is mentally incapacitated, and (ii) Mr. Galloway shall grant to Mr. Elmore an irrevocable proxy to vote the shares of stock in the Company held by Mr. Galloway upon and after the earlier of Mr. Galloway's death or the determination by a court of competent jurisdiction that Mr. Galloway is mentally incapacitated.

- (d) Registration Rights Agreement dated as of June 12, 1998 between the Company and Purchasers, as amended by that Amendment to Registration Rights Agreement dated as of July 17, 2001.

**Material Adverse Change**

- (a) The indebtedness under the existing credit agreements of ComCorp Broadcasting, Inc. and White Knight Broadcasting, Inc. matured on March 31, 2003, and ComCorp Broadcasting, Inc. and White Knight Broadcasting, Inc. are in default under those agreements. Because the Old Notes, the outstanding notes of White Knight Holdings, Inc. issued to Purchasers, and the existing credit agreement of ComCorp Holdings, Inc. were all cross defaulted to such credit agreements of ComCorp Broadcasting, Inc. and White Knight Broadcasting, Inc., the Company, ComCorp Holdings, Inc., and White Knight Holdings Inc. are all in default under the terms of these agreements.
- (c) None.
- (e) ComCorp of Texas, Inc., ComCorp of El Paso, Inc., ComCorp of Louisiana, Inc., ComCorp of Indiana, Inc. and ComCorp of Tyler, together with certain subsidiaries of WK Holdings, entered into that certain First Amendment of Purchase Agreements and Master Lease Agreements with Pinnacle Towers Inc. effective as of April 30, 2003, providing for, among other things, the amendment and modification of certain payment and other obligations of Pinnacle Towers Inc.

Staff employees of the Company were subject to receiving up to a 3% increase in compensation on the respective employee's anniversary date with the Company.

Employees who have received promotions or otherwise experienced changes in their respective duties in the ordinary course of business may have received increases in compensation commensurate with such promotion or change in duties.

Managers, including general managers and station managers, have been individually reviewed in the ordinary course of business and may have received increases in compensation based on performance.

The Company has made the following changes in accounting:

In April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." Among other provisions, this statement rescinds SFAS No. 4, "Reporting Gains and Losses from Extinguishment of Debt," which required all gains and losses from extinguishment of debt to be aggregated and, if material, classified as an extraordinary item, net of the related income tax effect. As a result, the criteria in Accounting Principles Board Opinion No. 30, "Reporting the Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions," which requires gains and losses on extinguishments of debt to be classified as income or loss from continuing operations, will now be applied. ComCorp Holdings, Inc. was required to adopt this statement effective January 1, 2003, and will apply the accounting to any future debt refinancing. Pursuant to the provisions of this statement, ComCorp Holdings, Inc. has classified the loss on early extinguishment of debt in July 2001 within operating expenses in the statement of operations.

In November 2002, the FASB issued FASB Interpretation No. 45 ("FIN 45"), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including

Indirect Guarantees of Indebtedness of Others, an interpretation of FASB Statements No. 5, 57, and 107 and Rescission of FASB Interpretation No. 34." The disclosure provisions of the interpretation are effective for financial statements of interim or annual periods that end after December 15, 2002. However, the provisions for initial recognition and measurement are effective on a prospective basis for guarantees that are issued or modified after December 31, 2002, irrespective of a guarantor's yearend. ComCorp Holdings, Inc. has guaranteed a substantial portion of the debt of White Knight Holdings, Inc. These consolidated financial statements include the accounts of White Knight Holdings, Inc. Any new or modified guarantees entered into after December 31, 2002 will be recorded in ComCorp Holding, Inc.'s consolidated financial statements.

In January 2003, the FASB issued FIN 46. This interpretation of Accounting Research Bulletin 51, "Consolidated Financial Statements," addresses consolidation by business enterprises of variable interest entities which possess certain characteristics. The interpretation requires that if a business enterprise has a controlling financial interest in a variable interest entity, the assets, liabilities, and results of the activities of the variable interest entity must be included in the consolidated financial statements with those of the business enterprise.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). Many of those instruments were previously classified as equity. This Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003, except for mandatorily redeemable financial instruments of nonpublic entities. Restatement is not permitted. For nonpublic entities, mandatorily redeemable financial instruments are subject to the provisions of this Statement for the first fiscal period beginning after December 15, 2003. ComCorp Holdings is still assessing the impact of this new pronouncement.

Galloway Consulting Services, Inc. (a corporation controlled by Thomas R. Galloway, Sr.) is the administrator of the Company's partially funded self-insurance plan for health insurance offered to employees of the Company and its Subsidiaries. Galloway Consulting Services, Inc. is paid a variable annual fee for services rendered to the plan which fee is based on the amount by which amounts contributed to the plan exceed actual claims paid.

The Company leases studio and office space in buildings owned by companies in which Mr. Thomas R. Galloway, Sr. and/or Mr. D. Wayne Elmore are principals. These leases are as follows:

The Company's corporate headquarters are located at 700 St. John Street, Suite 300, Lafayette, Louisiana 70501, in space leased from TGW of Lafayette, LLC (a Louisiana limited liability company controlled by Thomas R. Galloway, Sr.) pursuant to that certain Commercial Lease dated September 8, 2003.

TWCS Baton Rouge, LLC (a Louisiana limited liability company controlled by Thomas R. Galloway, Sr.) leases to ComCorp of Baton Rouge, Inc. (an indirect subsidiary of the Company) the studio building for WGMB-TV. Pursuant to that certain Lease, dated

January 4, 2000, between TWCS Baton Rouge, LLC and ComCorp of Baton Rouge, Inc., ComCorp of Baton Rouge, Inc. (and pursuant to a lease between TWCS Baton Rouge, LLC and Knight Broadcasting of Baton Rouge, Inc., Knight Broadcasting of Baton Rouge, Inc.) performed tenant improvements to the building in the form of renovations and the addition of a new studio. TWCS Baton Rouge, LLC advanced the money for these renovations in the amount of approximately \$1.2 million.

TWCS of Shreveport, LLC (a Louisiana limited liability company controlled by Thomas R. Galloway, Sr.) leases to Comcorp of Texas, Inc. (an indirect subsidiary of the Company) the studio building for KMSS-TV pursuant to that certain Lease, dated January 1, 1997, between TWCS of Shreveport, LLC and ComCorp Broadcasting of Texas, Inc.

Pursuant to a Commercial Studio Sublease Agreement dated as of November 11, 1997 by and between BBH, LLC (a Louisiana limited liability company controlled by Thomas R. Galloway, Sr. and D. Wayne Elmore) and ComCorp of Louisiana, Inc. (an indirect subsidiary of the Company), BBH, LLC leases to ComCorp of Louisiana, Inc. the studio used by KADN-TV and the excess land adjacent to the studio. This sublease terminates October 31, 2012.

Pursuant to Joint Sales Agreements and Commercial Inventory Agreements between ComCorp Broadcasting, Inc. and subsidiaries of White Knight Broadcasting, Inc., ComCorp Broadcasting, Inc. has purchased all the commercial inventory of the television stations owned by White Knight Broadcasting, Inc., therefore is receiving all the revenues generated from the related advertising spots.

ComCorp of Monroe, Inc. (an indirect subsidiary of the Company), which provides services to Monroe Broadcasting, Inc. pursuant to the Consulting Agreement dated as of September 30, 1999 between such parties, purchases broadcasting services from ComCorp of Texas, Inc. (an indirect subsidiary of the Company). Thomas R. Galloway, Sr. has an option to purchase Monroe Broadcasting, Inc. and also guarantees its debt.

Pursuant to a Services Agreement between ComCorp Broadcasting, Inc. and Jackson Television, LLC, ComCorp Broadcasting, Inc. provides certain back office, accounting and administrative services to Jackson Television, LLC. Jackson Television, LLC owns and operates WDBD-TV and WXMS-LP in Jackson, Mississippi. Jackson Television, LLC is owned 30% by (and is controlled by) Galloway/Elmore Holdings, LLC which is owned 50% by Thomas R. Galloway, Sr. and 50% by D. Wayne Elmore. The remaining 70% of the equity is owned by affiliates of Alta Communications, Inc.

Pursuant to a Services Agreement between ComCorp Broadcasting, Inc. and Mississippi Television, LLC, ComCorp Broadcasting, Inc. provides certain back office, accounting and administrative services to Mississippi Television, LLC. Mississippi Television, LLC is owned 30% by (and is controlled by) Sheldon Galloway, the owner of WK Holdings. The remaining 70% of the equity is owned by affiliates of Alta Communications, Inc.

The Company has executed a Consulting Agreement with Pruett Advisors Group, Inc., a consulting company controlled by Steve Pruett's wife.

Galloway & Jeffcoat, a law firm in which Rusty Galloway, son of Thomas R. Galloway, Sr., is a partner, purchases advertising for trade from time to time on WGMB-TV (owned by ComCorp of

Baton Rouge, Inc., an indirect subsidiary of the Company), WVLA-TV (owned by Knight Broadcasting of Baton Rouge, Inc., a wholly-owned subsidiary of White Knight Broadcasting, Inc.) and KADN-TV (which ComCorp Broadcasting, Inc. provides services to under a local marketing agreement).

Jeff Elmore, special counsel at the law firm of Milling Benson Woodward, LLC, and son of Mr. D. Wayne Elmore, provides legal services to the Company and its Subsidiaries.

## FCC Matters

(a) <u>Broadcast Station Licenses:</u>	<u>Expiration Dates:</u>
1. KWKT(TV), Waco, Texas (Facility ID No. 12522)	08/01/2006
2. KMSS-TV, Shreveport, Louisiana (Facility ID No. 12525)	06/01/2005
3. KTSM-TV, El Paso, Texas (Facility ID No. 67760)	08/01/2006
4. KYLE(TV), Bryan, Texas (Facility ID No. 60384)	08/01/2006
5. WEVV(TV), Evansville, Indiana (Facility ID No. 72041)	08/01/2005
6. WGMB(TV), Baton Rouge, Louisiana (Facility ID No. 12520)	06/01/2005
7. KVEO(TV), Brownsville, Texas (Facility ID No. 12523)	08/01/2006
8. KPEJ(TV), Odessa, Texas (Facility ID No. 12524)	08/01/2006

Broadcast Station Digital Television Construction Permits:

1. KWKT-DT, Waco, Texas (Facility ID No. 12522)	STA
2. KMSS-DT, Shreveport, Louisiana (Facility ID No. 12525)	STA
3. KTSM-DT, El Paso, Texas (Facility ID No. 67760)	STA
4. KYLE-DT, Bryan, Texas (Facility ID No. 60384)	STA
5. WEVV-DT, Evansville, Indiana (Facility ID No. 72041)	STA
6. WGMB-DT, Baton Rouge, Louisiana (Facility ID No. 12520)	STA
7. KVEO-DT, Brownsville, Texas (Facility ID No. 12523)	STA
8. KPEJ-DT, Odessa, Texas (Facility ID No. 12524)	STA

Broadcast Station Digital Special Temporary Authorizations

1. KWKT-DT, Waco, Texas (Facility ID No. 12522), File No. BDSTA-20031215ACH	06/30/2004
2. KMSS-DT, Shreveport, Louisiana (Facility ID No. 12525), File No. BDSTA-20031015AHK	05/04/2004
3. KTSM-DT, El Paso, Texas (Facility ID No. 67760), File No. BDSTA-20031215ACF	06/30/2004
4. KYLE-DT, Bryan, Texas (Facility ID No. 60384), File No. BDSTA-20031215ACE	06/30/2004
5. WEVV-DT, Evansville, Indiana (Facility ID No. 72041), File No. BDSTA-20031205BTX	06/30/2004
6. WGMB-DT, Baton Rouge, Louisiana (Facility ID No. 12520), File No. BDSTA-20031015AHJ	05/04/2004
7. KVEO-DT, Brownsville, Texas (Facility ID No. 12523), File No. BDSTA-20031015AHI	05/04/2004
8. KPEJ-DT, Odessa, Texas (Facility ID No. 12524), File No. BDSTA-20031215ACG	06/30/2004

Low Power Television Station:

1. K20HD, Pecos, Texas (Facility ID No. 3029)	08/01/2006
---	------------

Class A Television Station:

1. WBRL-CA, Baton Rouge, Louisiana (Facility ID No. 24976) 06/01/2005

Broadcast Auxiliary Licenses:

1. KPH483 (parent station KWKT(TV)) 08/01/2006
2. WLJ730 (parent station KWKT(TV)) 08/01/2006
3. KC26369 (parent station KMSS-TV) 06/01/2005
4. WLF424 (parent station KMSS-TV) 06/01/2005
5. BLP01399 (parent station KTSM-TV) 08/01/2006
6. BLP01400 (parent station KTSM-TV) 08/01/2006
7. KA62419 (parent station KTSM-TV) 08/01/2006
8. KA62420 (parent station KTSM-TV) 08/01/2006
9. KEH301 (parent station KTSM-TV) 08/01/2006
10. KEH304 (parent station KTSM-TV) 08/01/2006
11. KEH306 (parent station KTSM-TV) 08/01/2006
12. KEH316 (parent station KTSM-TV) 08/01/2006
13. KEW815 (parent station KTSM-TV) 08/01/2006
14. KLL53 (parent station KTSM-TV) 08/01/2006
15. WJN22 (parent station KTSM-TV) 08/01/2006
16. KN5831 (parent station KYLE(TV)) 08/01/2006
17. KSW818 (parent station KYLE(TV)) 08/01/2006
18. WMV564 (parent station KYLE(TV)) 08/01/2006
19. WPNB688 (parent station KYLE(TV)) 08/01/2006
20. WPNB689 (parent station KYLE(TV)) 08/01/2006
21. WPNB690 (parent station KYLE(TV)) 08/01/2006
22. KC26358 (parent station WEVV(TV)) 08/01/2005
23. WHY276 (parent station WEVV(TV)) 08/01/2005
24. WLP448 (parent station WEVV(TV)) 08/01/2005
25. WLP449 (parent station WEVV(TV)) 08/01/2005
26. WLP450 (parent station WEVV(TV)) 08/01/2005
27. WPJA697 (parent station WEVV(TV)) 08/01/2005
28. WPJD801 (parent station WEVV(TV)) 08/01/2005
29. WPJD802 (parent station WEVV(TV)) 08/01/2005
30. WPNM966 (parent station WEVV(TV)) 08/01/2005
31. KPJ506 (parent station WGMB(TV)) 06/01/2005
32. KXB258 (parent station WGMB(TV)) 06/01/2005
33. WLQ282 (parent station WGMB(TV)) 06/01/2005
34. KPM267 (parent station KVEO(TV)) 08/01/2006
35. WHB253 (parent station KVEO(TV)) 08/01/2006
36. WHB271 (parent station KVEO(TV)) 08/01/2006
37. WHB272 (parent station KVEO(TV)) 08/01/2006
38. WHB398 (parent station KVEO(TV)) 08/01/2006
39. WLQ386 (parent station KVEO(TV)) 08/01/2006
40. KPH549 (parent station KPEJ(TV)) 08/01/2006
41. WLG739 (parent station KPEJ(TV)) 08/01/2006

(b) Applications

1. KWKT-DT, Waco, Texas, File No. BEPCDT-20030905AAB - application for extension of DTV construction permit
2. KWKT(TV), Waco, Texas, File No. BSTA-20031001CFZ - request for Special Temporary Authority for reduced power operation pending repairs
3. KTSM-DT, El Paso, Texas, File No. BEPCDT-20030905AAE - application for extension of DTV construction permit
4. KYLE-DT, Bryan, Texas, File No. BEPCDT-20030905AAF - application for extension of DTV construction permit
5. WEVV-DT, Evansville, Indiana, File No. BEPCDT-20030905AAD - application for extension of DTV construction permit
6. KPEJ-DT, Odessa, Texas, File No. BEPCDT-20030905AAC - application for extension of DTV construction permit

As a result of the decision of the FCC to grant the digital special temporary authorizations listed under subsection (a) above, the applications for extension of the DTV construction permits will be dismissed by the FCC as moot once digital broadcast for such stations has commenced. Therefore, the Company has reason to believe that such applications for extension will not be granted.

(c) Commercial Inventory and Joint Sales Agreements:

Amended and Restated Commercial Inventory Agreement, dated as of October 31, 1995, between Communications Corporation of America (n/k/a ComCorp Broadcasting, Inc.) and White Knight Broadcasting of Shreveport, Inc.; together with Amendment No. 1 to Commercial Inventory Agreement, dated as of December 19, 1996, together with Amendment No. 2 to Commercial Inventory Agreement, dated as of September 26, 1997; together with Option Agreement, dated as of July 6, 1995, among Communications Corporation of America (n/k/a ComCorp Broadcasting, Inc.), White Knight Broadcasting, Inc. and White Knight Broadcasting of Shreveport, Inc. (KSHV-TV)

Commercial Inventory Agreement, dated as of November 12, 1997, between ComCorp Broadcasting, Inc. and White Knight Broadcasting of Natchez, Inc.; together with 1st Amendment to Commercial Inventory Agreement, dated as of January 15, 1999; together with Letter Agreement Regarding Joint Sales Agreement dated July 17, 2001 (WNTZ-TV)

Commercial Inventory Agreement, dated as of March 13, 1998, between ComCorp Broadcasting, Inc. and White Knight Broadcasting of Longview, Inc.; together with 1st Amendment to Commercial Inventory Agreement, dated as of \_\_\_\_\_, 1998; together with Letter Agreement Regarding Joint Sales Agreement dated July 17, 2001 (KFXK-TV, KFXL-LP, K22EH & KTPN-LP)

Joint Sales Agreement, dated as of August 15, 1996, between Communications Corporation of America (n/k/a ComCorp Broadcasting, Inc.) and Knight Broadcasting of Baton Rouge, Inc.; together with Amendment No. 1 to Joint Sales Agreement, dated as of December 19, 1996; together with Amendment No. 2 to Joint Sales Agreement, dated as of September 26, 1997; together with Letter Agreement Regarding Joint Sales Agreement dated July 17, 2001 (WVLA-TV)

Joint Sales Agreement, dated as of July 28, 2003, between ComCorp Broadcasting, Inc. and Knight Broadcasting of Baton Rouge, Inc. (KZUP).

Time Brokerage Agreements:

Time Brokerage Agreement, dated as of November 12, 1997, between ComCorp of Louisiana, Inc. and KADN-15, Inc.; together with Amendment No. 1 to Time Brokerage Agreement, dated as of July 21, 1999 (KADN-TV), which agreement also provides ComCorp of Louisiana, Inc. with an option to purchase the assets of such station.

Time Brokerage Agreement, dated as of November 12, 1997, between ComCorp of Louisiana, Inc. and Gulf Management II, LLC. (K55HA, K69HD).

Time Brokerage Agreement, dated as of November 12, 1997, between ComCorp of Louisiana, Inc. and WNTZ-48, Inc. (KLAF, K46DG).

Time Brokerage Agreement, dated as of October 17, 2003, between KLSB Television, LLC and ComCorp of Tyler, Inc. (KLSB-TV), which Time Brokerage Agreement is scheduled to be terminated upon the sale by KLSB Television, LLC of its assets, including the license for KLSB-TV, which sale is currently expected to occur in April of 2004.

Time Brokerage Agreement, dated as of April 30, 1999, by and between KETK Licensee, L.P., a Virginia limited partnership, and ComCorp of Tyler, Inc. (KETK-TV).

Time Brokerage Agreement, dated as of November 29, 1993, by and between Evansville Low Power Partnership and ComCorp of Indiana, Inc. (as successor to WEVV, Inc.) (WTSN-LP); provided, however, that such Time Brokerage Agreement has expired by its terms. The parties have been continuing to operate under the terms of such Time Brokerage Agreement and are in negotiations either to extend the existing agreement or enter into a replacement agreement.

Time Brokerage Agreement, dated as of December 22, 2003, by and between Millennium Communications & Productions, Inc. and ComCorp of Tyler, Inc. (KLNLM-LP), the operation of which low power station is expected ultimately to replace the operation of KLSB-TV.

- (f) Network affiliation agreements, as amended where applicable, with respect to Stations owned by the Company or any Subsidiary:

<u>Agreement</u>	<u>Expiration Date</u>
Station Affiliation Agreement dated July 12, 2002 between Fox Broadcasting Company and Company for KPEJ-TV	6/30/2010
Station Affiliation Agreement dated July 12, 2002 between Fox Broadcasting Company and Company for KMSS-TV	6/30/2010
Station Affiliation Agreement dated July 12, 2002 between Fox Broadcasting Company and Company for WGMB-TV	6/30/2010
Station Affiliation Agreement dated July 12, 2002 between Fox Broadcasting Company and Company for KWKT-TV and KYLE-TV	6/30/2010

Letter Agreement dated December 18, 1995 between National Broadcasting Company and ComCorp of El Paso, Inc. (as successor to Tri-State Broadcasting Company, Inc.) for KTSM-TV	9/1/2005
Letter Agreement dated April 15, 1997 between National Broadcasting Company and Company for KVEO-TV	9/9/2007
Secondary Station Affiliation Agreement dated as of June 10, 2002 between The WB Television Network Partners, L.P. and Company for KWKT-TV and KYLE-TV	6/30/2009
Station Affiliation Agreement dated as of June 10, 2003 between The WB Television Network Partners, L.P. and Company for WBRL-TV	8/31/2009
The WB 100+ Station Group Affiliation: Memorandum of Agreement dated as of January 1, 2003 between The WB Television Network and Company for KWTL-TV	12/31/2005
Affiliation Agreement dated June 27, 1995 between CBS Television Network and ComCorp of Indiana, Inc. (as successor to WEVV, Inc.), as amended, for WEVV-TV	12/3/2005

**Litigation**

Petitioner Robert Chastant, D.D.S. filed suit on November 22, 2002 in Lafayette Parish, Louisiana against KADN-15, Inc., d/b/a KADN/KLAF-TV alleging breach of a contract dated on or about March 20, 2001, under which KADN agreed to provide certain advertising and promotional services to petitioner. Petitioner seeks reimbursement and compensation for losses, including legal costs.

Petitioner Bertha Segura filed suit on November 22, 2002 in El Paso County, Texas against KTSM-TV9, KTSM News Channel 9, Communications Corporation of America and City of El Paso alleging claims of slander. This matter is being handled by the Company's insurance company.

Petitioner Hugh H. Dorian, M.D. filed suit on January 3, 2003 in El Paso County, Texas against defendants KTSM-TV News Channel 9, Eric Pearson, Communications Corporation of America and Nick Miller alleging claims of defamation. This matter is being handled by the Company's insurance company.

**Taxes**

Schedule 3.14

None.

**ERISA**

Communications Corporation of America 401K Plan

Communications Corporation of America Employee Benefit Plan, which is a partially self-funded health insurance plan. The plan administrator is Galloway Consulting Services, Inc., an Affiliate of Company.

Section 125 (Cafeteria Plan) Premium Conversion for Communications Corporation of America/White Knight Broadcasting.

**Intellectual Property**

(b) None.

(c) (i) License agreements – BMI

- Local Television Station Music Performance Blanket License
- Media Licensing Renewal Profile – KTSM
- Television Station Music Performance Group License -- KMSS, KPEJ, KTSM, KVEO, KWKT, KYLE, WEVV, WGMB
- Local Marketing Agreement Amendment to Local Television Station Music Performance License Agreement -- KETK
- Low-Power Television Station Music Performance Group License Rider – KLAF

License agreements – SESAC

- SESAC Local Station Blanket Television License – WEVV
- SESAC Local Station Blanket Television License – KTSM
- SESAC Local Station Blanket Television License – KYLE
- SESAC Local Station Blanket Television License – KPEJ
- SESAC Local Station Blanket Television License – KVEO
- SESAC Local Station Blanket Television License – KWKT
- SESAC Local Station Blanket Television License – WGMB
- SESAC Local Station Blanket Television License – KMSS
- SESAC Low Power Television Broadcasting Performance License – KLAF

License agreements – ASCAP

- Local Station Per Program Television License – KTSM
- Interim Local Station Per Program Television License – KETK
- Local Station Blanket Television License – KMSS
- Local Station Blanket Television License – WEVV
- Local Station Blanket Television License – KVEO
- Local Station Blanket Television License – KPEJ
- Local Station Blanket Television License – KWKT
- Local Station Blanket Television License Agreement – WGMB
- Local Station Blanket Television License – KYLE
- Low Power Station Blanket Television License – KLAF

Software License, Maintenance & Support Agreements:

- License and Support Service Agreement with WideOrbit, Inc. (KMSS, KSHV, KVEO, KPEJ, KADN, KLAF, KAQY, KWKT/KYLE and WNTZ)
- Software License, Maintenance & Support Agreement with Video Communications, Inc. (KVEO)
- Software License and Conversion Services Agreement with Columbine JDS (WEVV)
- License Agreement with Encoda Systems, Inc. (WGMB, WVLA, KZUP, and WBRL)

- License Agreement with Encoda Systems, Inc. (KETK, KLSB, KFXX, KLPN)
- License Agreement with Columbine JDS Systems, Inc. (KTSM)

(e) As of the Closing Date, the Intellectual Property of all of the direct and indirect Subsidiaries of Company will be among the assets in which a security interest is granted in connection with the Senior Refinancing.

Currently, a security interest has been granted in the Intellectual Property of the direct and indirect Subsidiaries of Company as collateral for the outstanding indebtedness under the credit agreements that are being repaid in connection with the Senior Refinancing.

## Real Property

## (a) Owned property:

Entity/Station	Real Property	Location	County/Parish
ComCorp. of Texas, Inc./KPEJ-TV	Office/Studio	KPEJ-TV 1550 West I-20 Odessa, TX 79763	Ector County, TX
ComCorp. of Texas, Inc./KVEO-TV	Office/Studio	KVEO-TV 394 North Expressway Brownsville, TX 78521	Cameron County, TX
ComCorp. of El Paso, Inc./KTSM-TV	Studio	801 North Oregon Street El Paso, TX 79901	El Paso County, TX
ComCorp. of Tyler, Inc./KETK-TV and KLSB-TV	Studio	4300 Richmond Road Tyler, TX	Smith County, TX

Each of the Owned Properties is currently subject to a mortgage or deed of trust securing the outstanding indebtedness under the credit agreements that are being repaid in connection with the Senior Refinancing.

## (b) Leased property:

Entity/Station (Type of Property)	Lessor	Lessee	Date of Original Agreement	Location	County/Parish
Communications Corporation of America (Corporate Office)	TGW of Lafayette, LLC	Company	9/8/03	700 St. John Suite 300 Lafayette, LA 70501	Lafayette Parish, LA
ComCorp. of Baton Rouge, Inc./WGMB-TV (Office/Studio)	TWCS Baton Rouge, LLC	ComCorp of Baton Rouge, Inc.	1/4/00, as subsequently amended	10000 Perkins Road Baton Rouge, LA 70808	E. Baton Rouge Parish, LA
ComCorp of Baton Rouge, Inc./WGMB-TV (Tower)	Pinnacle Towers Inc.	ComCorp of Baton Rouge, Inc. (WGMB-TV)	1/5/00	Union Plantation Gabriel Lane Addis, LA	W. Baton Rouge & Iberville Parish, LA

Entity/Station (Type of Property)	Lessor	Lessee	Date of Original Agreement	Location	County/Parish
ComCorp. of Baton Rouge, Inc./WBRL-CA	Pinnacle Towers Inc.	ComCorp of Baton Rouge, Inc.	5/1/03	Union Plantation Gabriel Lane Addis, LA	W. Baton Rouge & Iberville Parish, LA
ComCorp. of Bryan, Inc./KYLE-TV (Tower)	American Tower Rental, Inc.	ComCorp of Texas, Inc. (assigned to ComCorp of Bryan, Inc.)	12/1/96	Bryan, TX Latitude: 30-41-18 Long.: 96-35-25	Brazos County, TX
ComCorp. of Bryan, Inc.(KYLE-TV) (Studio)	Mr. Yen Shyr, c/o Brazosland Properties, Inc.	ComCorp of Bryan, Inc.	2/18/02	2402 Broadmoor Suite B-101 Bryan, TX 77802	Brazos County, TX
ComCorp. of Texas, Inc./KPEJ-TV (Tower/Transmitter)	Pinnacle Towers Inc.	ComCorp of Texas, Inc. (KPEJ-TV Fox 24)	1/5/00	KPEJ Fox 24 FM 1788 Andrews, TX 79714	Andrews County, TX
ComCorp. of Texas, Inc./KVEO-TV (Tower Site)	Pinnacle Towers Inc.	ComCorp of Texas, Inc. (KVEO-TV)	1/5/00	Rancho de Santa Maria Subdivision LaFeirria, TX 78561	Cameron County, TX
ComCorp. of Texas, Inc./KVEO-TV (Sales Office)	McAllen Fountain View, L.L.P.	ComCorp of Texas, Inc.	10/1/02	801 Nolana - Suite 201 Fountain View Center McAllen, TX 78504	Hidalgo County, TX
ComCorp. of Texas, Inc./KWKT-TV (Office/Studio)	Sanger Plaza Development	ComCorp of Texas, Inc.	10/20/87	8803 Woodway Drive Waco, TX 76712	McLennan County, TX
ComCorp. of Texas, Inc./KWKT-TV (Main Transmitter Tower)	Pinnacle Towers Inc.	ComCorp of Texas, Inc. (KWKT-TV)	1/5/00	Tower Road Moody, TX Lat: N31-18-52 Long: W97-19-37	McLennan County, TX
ComCorp. of Texas, Inc./KMSS-TV (Office/Studio)	TWCS of Shreveport, LLC	ComCorp of Texas, Inc.	1/1/97	3519 Jewella Blvd Shreveport, LA 71109	Caddo Parish, LA
ComCorp. of Texas, Inc./KMSS-TV (Tower Site)	Pinnacle Towers Inc.	ComCorp of Texas, Inc. (KMSS-TV)	1/5/00	St. Johns Church Road Mooringsport, LA	Caddo Parish, LA

Entity/Station (Type of Property)	Lessor	Lessee	Date of Original Agreement	Location	County/Parish
ComCorp. of El Paso, Inc./KTSM-TV (Tower)	Pinnacle Towers Inc.	ComCorp of El Paso, Inc. (KTSM-TV)	1/5/00	Ranger Peak El Paso, TX Lat: N31-48-18 Long: W106-28-57	El Paso County, TX
ComCorp. of Louisiana, Inc. (KADN Tower)	Pinnacle Towers Inc.	ComCorp of Louisiana, Inc. (KADN-TV)	1/5/00	Off Public Road Limestone	Lafayette and Acadia Parish, LA
ComCorp of Louisiana, Inc./KLAF-LP	Pinnacle Towers Inc.	ComCorp of Louisiana, Inc.	1/5/00	Off Public Road Limestone	Lafayette and Acadia Parish, LA
ComCorp. of Louisiana, Inc. (KADN Studio and excess land)	BBH, LLC	ComCorp of Louisiana, Inc.	11/11/97, as subsequently amended	1500 Eraste Landry Rd. Lafayette, LA 70506	Lafayette Parish, LA
ComCorp. of Indiana, Inc./WEVV-TV (Office & Studio) and (Microwave & Satellite)	Alan W. Braun and Margaret A. Braun	ComCorp of Indiana, Inc.	[Agreement Undated], as subsequently amended	(Office & Studio) 44 Main Street Evansville, IN  (Microwave & Satellite) 1 Riverfront Place Evansville, IN	Vanderburgh County, IN
ComCorp. of Indiana, Inc./WEVV-TV (Tower & Transmitter)	Pinnacle Towers Inc.	ComCorp of Indiana, Inc. (mistakenly referred to in the lease as ComCorp of Evansville, Inc.)	1/5/00	State Highway 414 Henderson, KY	Henderson County, KY
ComCorp of Indiana, Inc./WTSN-LP	Pinnacle Towers Inc.	ComCorp of Indiana, Inc. (mistakenly referred to in the lease as ComCorp of Evansville, Inc.)	1/5/00	State Highway 414 Henderson, KY	Henderson, KY

Entity/Station (Type of Property)	Lessor	Lessee	Date of Original Agreement	Location	County/Parish
ComCorp. of Tyler, Inc./KETK-TV and KLSB-TV (Towers)	Pinnacle Towers Inc.	ComCorp of Tyler, Inc. (KETK-TV)	1/5/00	Lateral Road Cherokee, TX	Cherokee County, TX
ComCorp. of Tyler, Inc./KETK-TV and KLSB-TV (Studio Space)	Donna K. Finley	ComCorp of Tyler, Inc.	10/31/02	338 N. University Drive Nacogdoches, TX	Nacogdoches County, TX

(c) None.

(e) The programming of KLSB-TV under the Time Brokerage Agreement with KSLB Television, LLC involves the use of space on towers (and equipment owned by KLSB Television, LLC located on such towers) in Nacogdoches, Texas and Redland, Texas pursuant to lease of such space by KLSB Television, LLC. Such Time Brokerage Agreement is scheduled to be terminated upon the sale by KLSB Television, LLC of its assets, including the license for KLSB-TV, which sale is currently expected to occur in April of 2004.

**Books and Records**

None.

**Contracts and Commitments**

- (a) Commercial Inventory and Joint Sales Agreements and Time Brokerage Agreements listed at subsection (c) of Schedule 3.9.

Network affiliation agreements listed at subsection (f) of Schedule 3.9.

Employment agreements listed at subsection (b) of Schedule 3.13.

License agreements listed at subsection (c) of Schedule 3.17.

Leases listed at subsection (b) of Schedule 3.18.

Employment Agreement effective as of August 1, 2003 to be entered into between the Company and Clark L. White (substantially in the form provided to Purchasers) and Separation Agreement and Release effective as of July 31, 2000 between the Company and Clark L. White, as referred to at subsection (b) of Schedule 3.13.

Consulting Agreement dated October 12, 2002 between Company and Pruet Advisors, Inc.

Consulting Agreement dated as of September 30, 1999 between ComCorp of Monroe, Inc. and Monroe Broadcasting, LLC.

Management Agreement dated as of September 26, 1997, between ComCorp of Baton Rouge License Corp. and ComCorp of Baton Rouge, Inc.

Management Agreement dated as of September 26, 1997, between ComCorp of Texas License Corp. and ComCorp of Texas, Inc.

Management Agreement dated as of September 26, 1997, between ComCorp of El Paso License Corp. and ComCorp of El Paso, Inc.

Management Agreement dated as of September 26, 1997, between ComCorp of Bryan License Corp. and ComCorp of Bryan, Inc.

Management Agreement dated as of June 1, 1999, between ComCorp of Indiana License Corp. and ComCorp of Indiana, Inc.

Representation Agreement dated October 1, 2001 between Katz Millennium Sales and Marketing, Inc. and ComCorp of El Paso, Inc. (KTSM-TV).

Representation Agreement dated January 1, 2002 between Katz Communications, Inc. and ComCorp of Texas, Inc. (KWKT-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Texas, Inc. (KVEO-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Texas, Inc. (KMSS-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Texas, Inc. (KPEJ-TV).

Representation Agreement dated January 1, 2002 between Katz Communications, Inc. and ComCorp of Indiana, Inc. (WEVV-TV).

Representation Agreement dated January 1, 2002 between Katz Communications, Inc. and ComCorp of Indiana, Inc. (WTSN-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Louisiana, Inc. (KLAFF-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Louisiana, Inc. (KADN-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Baton Rouge, Inc. (WBRL-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Baton Rouge, Inc. (WGMB-TV).

Representation Agreement dated January 1, 2002 between Katz Communications, Inc. and ComCorp of Bryan, Inc. (KYLE-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Tyler, Inc. (KETK-TV and KLSB-TV).

Representation Agreement dated January 1, 2002 between Katz Millennium Sales and Marketing, Inc. and ComCorp of Tyler, Inc. (KWTL-TV).

Credit agreements, and collateral and security documents entered into in connection therewith, governing the outstanding indebtedness being repaid in connection with the Senior Refinancing.

The Old Notes and the related documentation entered into among Purchasers and Company and its Subsidiaries.

Credit agreements, and related collateral and security documents, entered into in connection with the Senior Refinancing.

Asset Purchase Agreement dated February 24, 1999, by and among Sinclair Properties, LLC, KETK Licensee, L.P., and ComCorp of Tyler, Inc., pursuant to which ComCorp of Tyler, Inc. has the option to purchase the FCC licenses and related FCC assets for KETK-TV.

Loan Agreement dated November 12, 1997 by and between KADN-15, Inc. and ComCorp of Louisiana, Inc.

Loan Agreement dated November 12, 1997 by and between Gulf Management II, L.L.C. and ComCorp of Louisiana, Inc.

Asset Purchase Agreement dated November 12, 1997 between Gulf Management II, L.L.C. and ComCorp of Louisiana, Inc. regarding K55HA, K69HD.

Loan Agreement dated November 12, 1997 by and between WNTZ-48, Inc. and ComCorp of Louisiana, Inc.

Asset Purchase Agreement dated November 12, 1997 between WNTZ-48, Inc. and ComCorp of Louisiana, Inc. regarding KLAF and K46DG.

Option Agreement dated as of July 6, 1995 among ComCorp Broadcasting, Inc. (f/k/a Communications Corporation of America), White Knight Broadcasting, Inc. and White Knight Broadcasting of Shreveport, Inc. regarding KSHV-TV (formerly referred to as KWLB-TV).

Strategic Equipment Purchase Agreement dated as of March 9, 2001 between Acrodyne Industries, Inc. and the Company.

- (b) The network affiliation agreements listed at subsection (f) of Schedule 3.9 contain provisions permitting the respective Network to terminate the affiliation agreement upon the filing of a change of control application with the FCC as will be required to be filed in connection with the transactions contemplated under this Agreement.

The indebtedness under the existing credit agreements of ComCorp Broadcasting, Inc. and White Knight Broadcasting, Inc. matured on March 31, 2003, and ComCorp Broadcasting, Inc. and White Knight Broadcasting, Inc. are in default under those agreements. Because the Old Notes, the outstanding notes of White Knight Holdings, Inc. issued to Purchasers, and the existing credit agreement of ComCorp Holdings, Inc. were all cross defaulted to such credit agreements of ComCorp Broadcasting, Inc. and White Knight Broadcasting, Inc., the Company, ComCorp Holdings, Inc., and White Knight Holdings Inc. are all in default under the terms of these agreements.

**Conduct of Business**

None.

**Permitted Liens**

Liens in favor of Purchasers created under the Documents.