

EXHIBIT 4
Agreements for Sale of Station

Assignee, Lambert Broadcasting of Burlington, LLC (“LambertCo”), seeks consent to acquire the license and certain related assets for television station WVNY(TV), Burlington, Vermont (the “Station”), the construction permit for WVNY-DT, Burlington, Vermont, and related translator licenses (the Station, construction permit for WVNY-DT, and related translator licenses, collectively, the “Station Licenses”) pursuant to the Assignment and Assumption Agreement dated as of February 2, 2005 between Smith Media Burlington, LLC (“Smith Media”) and LambertCo, pursuant to which LambertCo will assume Smith Media’s rights to acquire the Station Licenses and certain related assets under the Asset Purchase Agreement dated as of December 22, 2004 among Smith Media, as buyer, and Channel 22 Television Station, Inc. and C-22 FCC Licensee Subsidiary, LLC, as sellers. LambertCo and Smith Media have entered into a side letter agreement dated as of February 2, 2005 delineating the respective rights and responsibilities with respect to the transactions contemplated by the Assignment and Assumption Agreement.

LambertCo has entered into a Joint Sales and Shared Services Agreement (“JSA”) dated as of February 2, 2005 with Smith Media, with the JSA to become effective following the consummation of the assignment. Pursuant to this JSA, Smith Media has the right to sell the Station’s non-network commercial advertising and agrees to provide certain administrative services, equipment and facilities and not more than 15% of the Station’s weekly programming hours. LambertCo also has entered into an Option Agreement dated as of February 2, 2005, pursuant to which, subject to the consummation of the assignment, Smith Media may exercise an option to acquire the license and certain related assets for the Station, subject to prior FCC approval of the transaction.

Copies of the Assignment and Assumption Agreement, the Asset Purchase Agreement, complete with the exception of certain exhibits, the Option Agreement, complete with the exception of certain schedules and exhibits, the side letter agreement, complete with the exception of certain exhibits, and the JSA, complete with the exception of certain schedules and exhibits, are being submitted with this application and are being placed in the station’s public inspection file. The following chart describes the schedules and exhibits to the Asset Purchase Agreement, the Option Agreement, side letter agreement, and the JSA and provides reasons for their omission from the assignment application and public file copies.¹ Copies of the schedules and exhibits will be provided to the Commission upon the Commission’s request.

¹ See *LUI, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); *Public Notice*, DA 02-2049, (rel. Aug. 22, 2002).

| Asset Purchase Agreement | | |
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| Schedule Number/ Exhibit Letter | Description of Schedule/Exhibit | Reason(s) for Omission of Schedule/Exhibit |
| Schedule 1.3(c) | Non-Assumed Contracts | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 1.3(f) | Excluded Assets | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.3 | Consents | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.3(c) | Required Consents | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.4(a) | Financial Statements | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.4(d) | Indebtedness | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.5 | Certain Developments | The information contained in this schedule relates to technical and operational matters that do not involve the proposed assignment of the FCC licenses and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.6(a) | Leased Real Property | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.6(d) | Material Defects | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.7(a) | Sellers' Owned Or Leased Tangible Property | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.7(c) | Relocation Required | This schedule merely incorporates Schedule 3.5 by reference and does not include any additional information. |
| Schedule 3.8(a) | FCC Authorizations | This schedule includes information that is already provided in this assignment application or, with respect to various items, including auxiliary authorizations, is included in the Commission's public records. Other information provided in this schedule relates to technical and operational matters that do |

| Asset Purchase Agreement | | |
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| | | not involve the proposed assignment of the FCC licenses. |
| Schedule 3.8(b) | Cable Matters | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.9 | Taxes | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.10(a) | Contracts | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.10(c) | Program Runs | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.11(a) | Proprietary Rights | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.11(b) | Exceptions to Ownership and Infringement of Property Rights | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.12 | Litigation | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.14 | Licenses | This schedule merely incorporates Schedule 3.8(a) by reference and does not include any additional information. |
| Schedule 3.15(a) | Labor Items | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.15(c) | Employees | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.16 | Employee Benefit Plans | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.17 | Affiliate Transactions | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.18 | Compliance with Laws | This schedule merely incorporates Schedule 3.8(a) by reference and does not include any additional information. |
| Schedule 3.19(d) | Storage Tanks | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the |

| Asset Purchase Agreement | | |
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| | | public's review of the proposed transaction. |
| Schedule 3.19(f) | Phase I Environmental Review Report | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.20 | Assets | This schedule merely incorporates Schedule 3.8(a) by reference and does not include any additional information. |
| Schedule 3.21 | Accounts Receivables | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.22 | Advertisers and Suppliers | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.23(a) | Insurance Policies | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 3.23(b) | Unpaid Claims; Cancellation | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 5.4 | Promissory Notes | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 6.1(d) | No Proceedings | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 7.2 | No Proceedings (Effect of Termination) | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 8.5(b) | Employment Agreements | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Exhibit A | Form of Bill of Sale, Assignment and Assumption Agreement | The information contained in this schedule is not germane to the Commission's or the public's review of the proposed transaction. |
| Exhibit B | Form of Assignment and Assumption Agreement (License Buyer) | The information contained in this schedule is not germane to the Commission's or the public's review of the proposed transaction. |

| Asset Purchase Agreement | | |
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| Schedule Number/ Exhibit Letter | Description of Schedule/Exhibit | Reason(s) for Omission of Schedule/Exhibit |
| Exhibit C | Escrow Agreement among Channel 22 Television Station, Inc., C-22 FCC Licensee Subsidiary, LLC, and Smith Media Burlington, LLC, and The Bank of New York Trust Company, N.A. | The information contained in this schedule is not germane to the Commission's or the public's review of the proposed transaction. |
| Exhibit D | Form of Indemnification Escrow Agreement | The information contained in this schedule is not germane to the Commission's or the public's review of the proposed transaction. |
| Exhibit E | Form of Opinion of Sullivan & Cromwell LLP | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Exhibit F | Form of Opinion of Wiley, Rein & Fielding | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |

| Option Agreement | | |
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| Schedule Number/ Exhibit Number | Description of Schedule/Exhibit | Reason(s) for Omission of Schedule/Exhibit |
| Schedule 1.1(d) | Lease Agreements | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 6.1(a) | Option Holder's Closing Conditions | This schedule is included with the copy of the Option Agreement being submitted with this application and being placed in the station's public inspection file. |
| Exhibit 11.1 | Form of Joint Sales and Shared Services Agreement | Exhibit 11.1 is not being provided because a copy of the Joint Sales and Shared Services Agreement already is included with this application. |

| Joint Sales and Shared Services Agreement | | |
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| Schedule Number/ Exhibit Number | Description of Schedule/Exhibit | Reason(s) for Omission of Schedule/Exhibit |
| Schedule 3.1 | Consideration Amounts | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 4.2 | Schedule of Delivered Programming | This schedule is included with the copy of the Joint Sales and Shared Services Agreement being submitted with this application and being placed in the station's public inspection file. |
| Schedule 4.5 | Policy Statement for Broadcast Material | This schedule is included with the copy of the Joint Sales and Shared Services Agreement being submitted with this application and being placed in the station's public inspection file. |
| Exhibit 5.1(i) | Material Agreements | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Schedule 8.4 | Tax Payments | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |
| Exhibit 1 | Agreed Monthly Estimate for First Month of Term of Agreement | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |

| Side Letter Agreement | | |
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| Schedule Number/ Exhibit Letter | Description of Schedule/Exhibit | Reason(s) for Omission of Schedule/Exhibit |
| Exhibit A | Form of Credit Agreement | The information contained in this schedule is proprietary or confidential and is not germane to the Commission's or the public's review of the proposed transaction. |