

**SCHEDULE 1.1(a) to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

**LICENSES, PERMITS AND OTHER AUTHORIZATIONS
(FCC AUTHORIZATIONS)**

FCC Authorizations – Manahawkin Communications Corporation

<u>Call Letters</u>	<u>License</u>	<u>Geographic Area</u>	<u>Auxiliary Call Sign</u>	<u>Termination Date</u>
WCHR (FM)	BLH-20020220AAK	NJ – Manahawkin		June 1, 2006

**SCHEDULE 1.1(b) to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

TANGIBLE PERSONAL PROPERTY

WCHR FM Transmitter site

- 1 - Harris Solid State Z15CD FM Transmitter with a Harris Digit Exciter with AES Input.
- 1 - Bird Wattmeter with forward and reflective meters and 3 1/8 line section.
- 1 - Rolls AM/FM Tuner
- 1 - Burk ARC-16 Remote Control with ESI module.
- 2 - Burk IP-8 interface Panels for ARC-16 Remote control.
- 1 - Dielectric dehydrator.
- 1 - Interplex T-1 STL Unit with PT-350 and PR-350 Cards
- 1 - Orban 8200 Optimod with Ver 3.0 software
- 1 - Harris equipment rack
- 1 - 15 kw air cooled dummy load
- 1 - Misc Harris Spare parts for Transmitter
- 1 - SAGE EAS Endec
- 1 - SAGE EAS receiver
- 1 - ERI FML-2E-DA-HW-S Antenna
- 550' Andrew 3-1/8 Co-Ax
- *1 - Crown D45 Power Amp
- *1 - Conex Audio Switcher
- *1 - Pair EV speakers
- 1 - Dielectric 3-1/8 RF switch w/controller
- *1 - Shared Best - UPS unit (UPS unit shared with WBBO)

* Shared with WBBO-FM and conveyed as part of the sale of WBBO-FM

**SCHEDULE 1.1(c) to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

LEASED REAL PROPERTY

- 1 Master Antenna Site Lease No. PHC with Pinnacle Towers, Inc.

- 2 **Antenna Site Lease No. 260472026N0014** with Pinnacle Towers, Inc. 370 Hay Road, Manahawkin, NJ for WCHR-FM, effective 02/07/00, 10 year term with four 5 year renewals.

**SCHEDULE 1.1(d)-1 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

AGREEMENTS FOR SALE OF ADVERTISING (CASH)

To the extent that any items required to be listed on this Schedule will not be provided by Marketron pursuant to Section 6.1 of the above Agreement or Section 3.5 of the LMA (as defined in the above Agreement), then Seller shall deliver to Buyer at least 15 days prior to the Commencement Date under the LMA or the Closing Date under the above Agreement (as the case may be) and shall update and deliver to Buyer as the Commencement Date or the Closing Date (as the case may be) an update to this Schedule which includes any and all such items which will not be provided by Marketron.

**SCHEDULE 1.1(d)-2 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

AGREEMENTS FOR THE SALE OF ADVERTISING (OTHER THAN CASH)

To the extent that any items required to be listed on this Schedule will not be provided by Marketron pursuant to Section 6.1 of the above Agreement or Section 3.5 of the LMA (as defined in the above Agreement), then Seller shall deliver to Buyer at least 15 days prior to the Commencement Date under the LMA or the Closing Date under the above Agreement (as the case may be) and shall update and deliver to Buyer as the Commencement Date or the Closing Date (as the case may be) an update to this Schedule which includes any and all such items which will not be provided by Marketron.

**SCHEDULE 1.1(e) to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

OTHER CONTRACTS

- 1 **Traffic Network Radio Affiliate Agreement** dated August 1, 2002 between Metro Networks Communications, L.P. and WCHR-FM.
- * 2. **Agreement** dated April 24, 2003 between ABC Radio Networks, Inc. and Manahawkin Communications Corporation.
3. **License Agreement** dated March 7, 2002 between Nassau Broadcasting d/b/a WCHR-FM and Brian James, c/o William Morris Agency.
- * 4. **Station Affiliation Agreement** dated October 15, 2002 between MJI Interactive Inc. and WCHR-FM.

The website is hosted by MJI in a barter deal with Nassau because WCHR had no listeners at the time of the agreement. The cost of the website has been borne by WTHK-FM and WPST-FM. If Millennium wishes to continue to utilize MJI as their website host, they will need to make a deal with them, otherwise we will cancel the web page. We will point it to wherever they want.
5. **License Agreement** dated June 20, 2002 between NBG Radio Network and WCHR-FM.
6. **Program License Agreement** dated July 10, 2002 between Westwood One Radio, Inc. and Nassau Broadcasting.
- * 7. **Broadcast Blanket License** dated March 18, 2002 between Killer Tracks and WCHR-FM.
- * 8. **Station License Agreement** dated November 4, 1999 between Arbitron and Nassau Broadcasting Partners, L.P.
- * 9. **Supplementary Services License Agreement** dated November 4, 1999 between Arbitron and Nassau Broadcasting Partners, L.P.
- * Consent required.

**SCHEDULE 1.1(f) to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

INTANGIBLE RIGHTS

Call Sign – WCHR-FM

105.7 FM The Hawk (NJ and Fed. Reg.)

Website: 105.7TheHawk.com

**SCHEDULE 1.1(g) to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

PROGRAMMING

All of the Station's logos (including original artwork thereof), music libraries, music lists and research (excluding Seller's Radio Computing services Selector and Linker disks and music codes).

**SCHEDULE 1.2 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

EXCLUDED ASSETS

- All cash and investments, and other cash equivalents.
2. All pension, profit-sharing and savings plan and trusts, employee benefit plans and any assets of any of the foregoing.
 3. The files and records referred to in the paranthetical in Section 1.1(i).
 4. All of Seller's accounts receivables outstanding as of the close of business on the Closing Date.
 5. The Purchase Price.
 6. Any and all other property and assets, other than real or personal, belonging to the Seller's entities which is not specifically described in Schedules 1.1(a), 1.1(b), 1.1(c), 1.1(d), 1.1(e) and 1.1(f).

**SCHEDULE 4.4(b) to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

EMPLOYEE/BENEFIT RELATED AGREEMENTS

None

**SCHEDULE 4.4(c) to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

EMPLOYEES

None

**SCHEDULE 4.5 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

LITIGATION

Millennium Radio Group, LLC and Millennium Shore Asset Holdco, LLC v. Nassau Broadcasting I, LLC, Nassau Broadcasting II, LLC and Nassau Broadcasting Partners, L.P., Docket No. C-32-03, filed in Superior Court of New Jersey, Chancery Division, Mercer County, General Equity Part.

**SCHEDULE 4.6 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

ENVIRONMENTAL MATTERS

None

**SCHEDULE 4.7 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

**CONFLICTS, BREACHES, DEFAULTS, ETC.
CAUSED BY AGREEMENT**

None

**SCHEDULE 4.9 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

INSURANCE

1. **Broadcast Liability**
National Casualty Company - Policy # LS 019594
Policy Period 05/28/02 – 5/28/03
Limit of Liability - \$2,000,000

2. **Commercial Property Coverage**
Vigilant Insurance Company – Policy # 3579-67-84 PHL
Policy Period 05/28/02 – 5/28/03

3. **Commercial General Liability Coverage**
Vigilant Insurance Company – Policy # 3579-67-84 PHL
Policy Period 05/28/02 - 05/28/03
Limit of Liability - \$1,000,000

4. **Workers Compensation Insurance**
Federal Insurance Company – Policy # (03) 7164-96-15
Policy Period 05/28/02- 05/28/03

5. **Commercial Umbrella Liability Coverage**
Chubb Insurance Company of New Jersey – Policy # 7979-73-86 PHL
Policy Period 05/28/02 – 05/28/03
Limit of Liability - \$10,000,000

**SCHEDULE 4.13 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

UNDISCLOSED LIABILITIES

None

**SCHEDULE 4.18 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

RELATED PARTY OBLIGATIONS

None

**SCHEDULE 5.4 to
ASSET PURCHASE AGREEMENT
dated May 9, 2003
BETWEEN
NASSAU BROADCASTING I, LLC
and
MILLENNIUM SHORE ASSET HOLDCO, LLC**

LITIGATION – BUYER

None