

Section II, Item 3, Exhibit 5
Form 314
New Age Media of Maine License, LLC

Omitted Items

The Applicant has responded “no” to Item 3 of Section II because, in some cases, certain schedules and exhibits to the Asset Purchase Agreement and Partial Assignment of Asset Purchase Agreement governing the proposed assignment have been omitted from this filing.

All of the omitted schedules and exhibits are described below. They are being omitted from this filing because they either contain proprietary information or are not material to the Commission’s consideration of this filing, or both. In compliance with the requirements set forth in the Commission’s Public Notice, *Media Bureau Announces Interim Filing and Certification Requirements Regarding the Submission of Contract with Assignment/Transfer of Control Applications*, 17 FCC Rcd 16166 (Med. Bur. 2002), and *LUI, Inc.*, FCC No. 02-235 (August 22, 2002), the following is a description of the omitted schedules and exhibits stating both the specific reason(s) for omitting them and the basis upon which the Applicant contends that the items are not material to the Commission’s consideration of this filing:

<u>Document</u>	<u>Description</u>	<u>Basis</u>
Asset Purchase Agreement Schedule 1.1.1	Commission Authorizations	This list of Commission licenses and other authorizations is a matter of public record and is available to the Commission from its own files.
Asset Purchase Agreement Schedule 1.1.2	Tangible Personal Property	This list of equipment used in operation of the Station is not relevant to the Commission’s analysis of this filing.
Asset Purchase Agreement Schedule 1.1.3	Contracts and Agreements	This list of contracts to be assumed is proprietary and not relevant to the Commission’s analysis of this filing.
Asset Purchase Agreement Schedule 1.1.4	Intangible Assets	This list of software licenses, websites and other intellectual property is proprietary and not relevant to the Commission’s analysis of this filing.
Asset Purchase Agreement Schedule 1.1.6	Leases	This list of leases to be assigned is proprietary and not relevant to the Commission’s analysis of this filing.
Asset Purchase Agreement Schedule 1.1.7	Real Property	This list of owned real property to be conveyed is not relevant to the Commission’s analysis of this filing.
Asset Purchase Agreement Schedule 1.2	Excluded Assets	This description of the assets not included in the sale is not relevant to the Commission’s analysis of this filing.

Asset Purchase Agreement Schedule 1.2.8	Shared Assets	This list of equipment used in operation of the Station that is not to be conveyed because it is not used exclusively for this Station as described in Section 1.2.8 of the Asset Purchase Agreement, is not relevant to the Commission's analysis of this filing.
Asset Purchase Agreement Schedule 2.2	Allocation Schedule	This agreed allocation of the purchase price for federal tax reporting purposes is proprietary and not relevant to the Commission's analysis of this application.
Asset Purchase Agreement Schedule 6.4	Pending FCC Matters	This list of known pending matters at the FCC regarding the Station contains materials in the FCC's own records and known to the FCC.
Asset Purchase Agreement Schedule 6.6.	Retransmission and Must Carry	This list of MVPD retransmission consent agreements and must carry notices for the Station is proprietary and not relevant to the Commission's analysis of this filing.
Asset Purchase Agreement Schedule 6.7	Employees and Personnel Matter	This list of employee names and salaries is confidential, proprietary and not relevant to the Commission's analysis of this filing.
Asset Purchase Agreement Schedule 6.8	Claims and Litigation	This list of pending claims and litigation matters is proprietary and not relevant to the Commission's analysis of this filing.
Asset Purchase Agreement Schedule 6.9	Interference with Signal	This list of known sources of interference with the Station's broadcast signal is not relevant to the Commission's analysis of this filing.
Asset Purchase Agreement Exhibit One	Local Discovery License	The basic terms of this document, to be signed and delivered at the Closing, are described in Section 1.1.4 of the Asset Purchase Agreement. The remaining terms of the document are proprietary and not material to the Commission's analysis of this filing.
Asset Purchase Agreement Exhibit Two	Escrow Agreement	A copy of the signed Escrow Agreement is being provided to the Commission as an attachment to this application, and it would be redundant to include this exhibit, which is identical in form to the signed agreement.
Partial Assignment of Asset Purchase Agreement Schedule 1.1.3	Assumed Agreements	This list of contracts to be assumed under the APA that, to the extent they relate to real estate, are being partially assigned to Admiralty Properties, LLC, is proprietary and not relevant to the Commission's analysis of this filing.
Partial Assignment of Asset Purchase Agreement Schedule 1.1.7	Real Property	This list and description of owned real property to be conveyed at the closing to Admiralty Properties, LLC, pursuant to the Partial Assignment of Asset Purchase Agreement, is not relevant to the Commission's analysis of this filing.