

AGREEMENTS RELATING TO STATION

In addition to the documents submitted and described in Exhibit 4, the parent company of Assignee, Aurora Broadcasting, Inc. (ABI), plans to enter into a Joint Sales and Shared Services Agreement (JSA) with Appalachian Broadcasting Corporation (Appalachian), an entity that is not a party to this application. Appalachian is a subsidiary of BlueStone Television, Inc. (BlueStone). As noted in Exhibit 4, pursuant to an Asset Purchase Agreement between Assignor and BlueStone, BlueStone has purchased certain of the assets used in connection with the operations of WEMT. BlueStone License Holdings Inc., which is also a subsidiary of BlueStone, is the licensee of a television broadcast station in the Tri-Cities, TN-VA DMA. Pursuant to the JSA: (1) Appalachian will sell advertising and provide related sales and other services for WEMT; and (2) Appalachian shall have the right to provide local news and other programming to ABI, which selection for broadcast shall be within the ultimate discretion of ABI. Such programming shall comprise not more than 15% of WEMT's broadcast hours for any week.

The JSA currently in effect between the Assignor and Appalachian will not be assigned to and assumed by Assignee or ABI. A draft of the contemplated JSA between ABI and Appalachian is submitted herewith in response to a request from Commission staff. A Purchase Option Agreement among ABI, BlueStone TV Holdings, Inc., an affiliate of Appalachian, and the Shareholders of ABI, which is referenced in the JSA, is also attached.

At the request of Commission staff, the parties have submitted a copy of Schedule A to the Purchase Option Agreement under separate cover with a request that the Schedule receive Confidential Treatment and not be made available for Public Inspection. BlueStone will not pay any consideration for the option until it is exercised.

Schedule 3.6A – the inventory of personal property to be assigned to Assignee – is attached hereto. The assets to be assigned to Assignee include the antennas, transmission lines, receivers and certain other transmission equipment and satellite dishes used in connection with the operation of the Station and the translator licensed to Assignor. In addition, various contracts including the Station's network affiliation agreement with Fox Broadcasting Company, other programming contracts and retransmission consent agreements with several cable companies, will be assigned to Assignee. The transmitters for the Station's DTV and analog signals were included in the assets purchased by BlueStone.

The consideration for Assignee's purchase of the WEMT license assets will be provided through a bank loan. BlueStone will provide a guaranty to the bank for this loan. BlueStone has not loaned any funds or provided any guaranties to Assignee or ABI, other than a general guaranty of Assignee's performance of its obligations under the Asset Purchase Agreement as reflected in Section 6.19. ABI's institutional investors have paid approximately \$12,314 as consideration for their common stock. This amount represents 33% of ABI's stated capital.