

**Exhibit 12**  
**Agreements to Assignment**

By this application, INTERNATIONAL MEDIA GROUP, INC. and NRJ TV LA OPCO, LLC seek Commission consent to an assignment of commercial television broadcast license KSCI, Long Beach, CA (Fac. ID 35608) and low power commercial televisions broadcast license KUAN-LP, Poway, CA (Fac. ID 35609) to NRJ TV LA LICENSE CO, LLC.

The parties are submitting with this application a copy of the Asset Purchase Agreement by and among the parties, dated as of January 6, 2012.

The following exhibits and schedules to the Asset Purchase Agreement are not being submitted with this application because they contain material that either is proprietary, not germane to the Commission's evaluation of this application, or already in the Commission's possession<sup>1</sup>:

**EXHIBIT NAME**

- Exhibit A - Assumption Agreement
- Exhibit B - Bidding Procedures Order
- Exhibit C - Bill of Sale and Assignment
- Exhibit D - Buyer's Closing Certificates
- Exhibit E - Buyer's Performance Certificates
- Exhibit F - Assignment and Assumption of Contracts
- Exhibit G - FCC Licenses Assignment
- Exhibit H - Assignment and Assumption of Leases
- Exhibit I - Lease Estoppel Letters
- Exhibit K - Seller's Closing Certificates
- Exhibit L - Seller's Performance Certificates
- Exhibit M - Trademark Assignment

**SCHEDULE NAME**

- Schedule 1.1 - Assumed Liabilities
- Schedule 1.2 - Contracts
- Schedule 1.3 - Copyrights
- Schedule 1.4 - Equipment
- Schedule 1.5 - Excluded Assets
- Schedule 1.7 - Leases
- Schedule 1.8 - Motor Vehicles
- Schedule 1.9 - Permitted Liens
- Schedule 4.3 - Conflicting Agreements of Seller
- Schedule 4.5 - Title Exceptions/Locations - Personal Property
- Schedule 4.6 - Equipment Exceptions
- Schedule 4.7 - Contract Exceptions
- Schedule 4.8 - Intangible Property Exceptions
- Schedule 4.10 - Lease Exceptions
- Schedule 4.11(a) - Financial Statements
- Schedule 4.11(b) - Interim Financial Statements

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

- Schedule 4.12 - Changes
- Schedule 4.13 - Litigation
- Schedule 4.14 - Tax Exceptions
- Schedule 4.15 - Governmental Authorizations Exceptions
- Schedule 4.16 - FCC License Exceptions
- Schedule 4.17 - Insurance
- Schedule 4.18 - MVPD Matters
- Schedule 4.19 - Seller's Brokers
- Schedule 4.20 - Powers of Attorney
- Schedule 4.21 - Employees
- Schedule 4.22 - Employee Benefit Plans
- Schedule 4.23 - Environmental Compliance
- Schedule 4.24 - Subsidiaries
- Schedule 5.3 - Conflicts
- Schedule 5.4 - Buyer's Brokers
- Schedule 5.5 - FCC Qualification
- Schedule 6.8 - Permitted Liens
- Schedule 7.8 - Required Approvals and Consents

Information contained in these exhibits and schedules will be provided to the Commission upon request, subject to the parties' rights, where appropriate, to submit such information consistent with regulations restricting public access to confidential and proprietary information.