

Statement with Respect to Omitted Schedules and Exhibits

The controlling document in the instant transaction is a Stock Purchase Agreement dated as of December 30, 2005. That Stock Purchase Agreement is included with this application. The exhibits and schedules to the Stock Purchase Agreement are not being provided with this application, however. Pursuant to the Commission's *Public Notice* of August 22, 2002, the following information is hereby provided with respect to the omitted exhibits and schedules:

Description of Schedules and Exhibits:

- Exhibit A – Form of Confidentiality Agreement. This is the agreement whereby Buyer agrees to keep confidential certain proprietary information supplied to Buyer during the due diligence process. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.
- Exhibit B – Form of Deposit Escrow Agreement. This is the agreement among seller, buyer and the escrow agent setting forth the terms for the retention and disbursement of escrowed funds as security for buyer's performance under the Stock Purchase Agreement. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.
- Exhibit C – Form of Indemnity Escrow Agreement. This is the agreement among seller, buyer and the escrow agent setting forth the terms for the retention and disbursement of escrowed funds as security for seller's performance of its indemnity obligations under the Stock Purchase Agreement. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.
- Schedule 1.1(ddd) – Contractually Created Permitted Encumbrances. This is the list of permitted encumbrances created by contract. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.
- Schedule 4.3 - Seller Consents. This is a list of third-party consents required to be obtained by Seller. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.
- Schedule 4.4 - Seller Government Consents. This is a list of governmental entities required to provide their consent to the proposed transaction. Only the FCC is listed.
- Schedule 4.5(a) - Tangible Property. This is a list of real property and personal property used in conjunction with the station. This information does not reflect on the legal or

other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.5(b) - Rights to Purchase Tangible Property. The schedule reads "None."

Schedule 4.5(c) - Exceptions to Seller's Title to Assets. This schedule lists the exceptions with respect to Seller's representations concerning its title to assets. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.6(a) - Intellectual Property. This schedule lists the intellectual property held by the acquired companies. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.7(a) - Material Contracts. This schedule lists material contracts to which an acquired company is a party. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.7(b) - Expired Material Contracts. This schedule lists material contracts that have expired. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.8 - Business Licenses. This schedule lists business licenses other than the FCC licenses. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.9 - Seller Employees and Claims. This schedule lists current employees and personal information such as salary information. This information is confidential and does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.10 - Seller Benefit Plans. This schedule lists seller's employee benefit plans. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.10(f) - Merger and Acquisition Qualified Beneficiaries. This schedule lists former employees still covered by benefit plans. This information is confidential and does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedules 4.12(a), (b) & (c) - Channel 55 Financial Statements, Production Financial Statements and Changes Since September 30, 2005. These schedules provide financial information concerning the acquired companies. This information is confidential and does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.13 - Threatened or Pending Actions Against Seller. This schedule lists threatened or pending litigation against Seller. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

Schedule 4.14 - Seller Activity on Real Property Involving Hazardous Materials. This schedule sets forth the seller's activities involving hazardous materials. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC's rules.

- Schedule 4.16 – Station Licenses. This schedule merely lists the station’s FCC licenses, applications and registrations. That information, to the extent necessary, is already provided in the application.
- Schedule 4.17 – Taxes. This schedule lists seller’s tax extensions and notices. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC’s rules.
- Schedule 4.18 - Seller’s Insurance of Certain Purchased Assets. This schedule lists seller’s insurance policies. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC’s rules.
- Schedule 4.20 - Bank Accounts. This schedule lists the acquired companies’ bank accounts. This information is confidential and does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC’s rules.
- Schedule 4.23 - Business Relationships. This schedule sets forth instances wherein seller has received notice that a person or entity with whom it currently does business will not continue to do business with it after the closing date on terms and conditions substantially the same as those prevailing during the preceding twelve months. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC’s rules.
- Schedule 5.4 - Buyer Consents. This schedule calls for a list of third-party consents required to be obtained by Buyer. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC’s rules.
- Schedule 5.5 - Buyer Government Consents. This schedule calls for a list of governmental consents required to be obtained by Buyer. This information does not reflect on the legal or other qualifications of the parties and is not relevant to whether the structure of the transaction complies with the FCC’s rules.
- Schedule 6.14 - Seller’s Transferred Assets. This schedule calls for a list of assets to be transferred out of the companies being acquired. The schedule lists no such assets.

In all other respects, the copy of the Stock Purchase Agreement being provided with this application embodies the complete and final understanding between the transferor and transferee. It complies fully with the Commission’s rules and policies and is being placed in the station’s public inspection file.