

**STATEMENT IN RESPONSE TO QUESTION 3
OF FCC FORM 314**

Attached to this application is a copy of the text of the Asset Purchase Agreement covering the sale of Stations WFXG and WXTX from Fisher Broadcasting-Georgia, LLC, the licensee, to Southeastern Media Holdings, Inc. A copy of the text of the Asset Purchase Agreement is being placed in the WFXG and WXTX public inspection files. This document embodies the complete and final understanding between the Assignor and the Assignee, and it complies fully with the Commission's rules and policies.

The parties have not submitted the schedules to the Asset Purchase Agreement with this application, nor have the schedules been placed in the public file of the stations involved. The following is a list of the schedules to the Asset Purchase Agreement:

Schedule	Title of Schedule	Description*
1.01 (t)	List of Equipment	List of machinery, equipment, computers, motor vehicles, furniture and other property used by Seller in the Business.
1.01(dd)	List of Domain Names	Domain names associated with Seller that form a portion of Seller's Intangible Property.
1.01(mm)	List of Motor Vehicles	List of all motor vehicles owned by Seller and used in Seller's Business.
1.01(pp)	Patent Schedule	All patents, patent applications, registrations and similar rights used by the Stations.
1.01(uu)	List of Real Property	List of real property owned, leased, subleased or licensed by Seller or used in Seller's Business.
2.01(h)	List of Internet Data	List of all internet websites and related agreements, content and databases and domain-name registrations relating to Seller's Business.
2.01(i)	Permits	List of FCC Licenses, and all transferable municipal, state and federal franchises, licenses, permits or other Governmental Authorization relating to Seller's Business.

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Schedule	Title of Schedule	Description*
2.02(j)	Other Excluded Assets	List of Excluded Assets not falling within described categories of Excluded Assets described in the Agreement.
3.03	Governmental Authorizations	List of required Governmental Authorizations not falling within categories of Governmental Authorizations described in the Agreement.
3.04	Noncontravention	List of any known violation of certain third-party, government, and corporate documents caused by Seller's execution and performance of the Agreement.
3.05(a)	Contracts	List of Contracts falling within certain categories of contracts of Seller described in the Agreement.
3.05(f)	Program Rights Contracts	List of Seller's contracts relating to Program Rights.
3.06(d)	Intangible Property	Exceptions to representation regarding proper registration with a Governmental Authority of Intangible Property.
3.06(e)	Copyrights and Trademarks	List of material Copyrights and Trademarks fully owned by Seller.
3.07(e)	List of Parties in Possession of Real Property	List of any other parties in possession of Seller's real property.
3.11(a)	2000, 2001, and 2002 Financial Information	Unaudited financial information of Seller for 2000, 2001, and 2002.
3.11(b)(1)	Exceptions to GAAP	Any exceptions to GAAP related to the accounting practices used by Seller with respect to the Stations.
3.11(b)(2)	Related Party Transactions	List of unusual or infrequently occurring items and related-party transactions referenced in the Reference Financial Statements.
3.11(d)	2002 and 2003 Budgets	Seller's monthly operating budgets for 2002 and 2003 for the Stations.
3.12(a)	Ordinary Course Exceptions	List of any non-ordinary-course activities with respect to Seller's operation of the Business since

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Schedule	Title of Schedule	Description*
		the Balance Sheet Date.
3.12(b)	Description of Unusual Events	List of unusual events falling into categories described in the Agreement.
3.13(a)(1)	List of Litigation	List of any litigation threatened or pending against Seller.
3.13(a)(2)	Governmental Orders having a Material Adverse Effect	Description of any Governmental Order causing a Material Adverse Effect on Seller.
3.14	Exceptions to Compliance with Laws	Exceptions to Seller's compliance with applicable Laws.
3.15(a)(1)	FCC Licenses	List of FCC Licenses held by Seller.
3.15(a)(2)	Conditions to FCC Licenses	List of conditions imposed upon any FCC Licenses held by Seller.
3.15(b)(i)	Columbus Station Exceptions	Description of exceptions to representation that the Columbus Station is operating at full power and not pursuant to a temporary waiver.
3.15(b)(1)	Columbus Station FCC Applications	List of any applications by Seller relating to the Columbus Station pending before the FCC.
3.15(b)(ii)	Augusta Station Exceptions	Description of exceptions to representation that the Augusta Station is operating at full power and not pursuant to a temporary waiver
3.15(b)(2)	Augusta Station FCC Applications	List of any applications by Seller relating to the Augusta Station pending before the FCC.
3.15(c)	Other Licenses	List of any non-FCC authorizations from any Governmental Authority required to operate the Stations.
3.15(d)(1)	Exceptions to Operations in Compliance with FCC Licenses	Description of any failure by Seller to operate the Stations in compliance with the Communications Act and the FCC Licenses.
3.15(d)(2)	Applications, Petitions, Complaints, Proceedings or Other Actions Pending	Description of any applications, petitions, complaints, proceedings or other actions pending or threatened before the FCC.

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Schedule	Title of Schedule	Description*
	or Threatened Before the FCC	
3.16(a)(i)	Columbus Cable TV Systems	List of all cable television systems in the Columbus Nielson Designated Market Area on which the Columbus Station's signal is presently carried.
3.16(a)(ii)	Augusta Cable TV Systems	List of all cable television systems in the Columbus Nielson Designated Market Area on which the Augusta Station's signal is presently carried.
3.16(b)(i)	Columbus Cable Systems Carrying Columbus Station	List of cable systems carrying the Columbus Station outside the Columbus Nielson Designated Market Area.
3.16(b)(ii)	August Cable Systems Carrying Columbus Station	List of cable systems carrying the Columbus Station outside the Augusta Nielson Designated Market Area.
3.16(c)	List of Retransmission Consents	List of retransmission consent, channel positioning and other agreements with cable systems with respect to the Stations.
3.16(d)(i)(1)	DirecTV Agreement with Columbus Station	List of DirecTV Agreement with respect to the Columbus Station.
3.16(d)(I)(2)	Columbus Unresolved Disputes	List of any unresolved disputes between Seller and DirecTV with respect to the Columbus Station.
3.16(d)(ii)(1)	DirecTV Agreement with Augusta Station	List of DirecTV Agreement with respect to the Augusta Station.
3.16(d)(ii)(2)	Augusta Unresolved Disputes	List of any unresolved disputes between Seller and DirecTV with respect to the Augusta Station.
3.17(a)	List of Current Employees	List of all individuals employed by the Stations.
3.17(b)	List of Union Contracts	List of any labor or collective bargaining agreement of Seller.
3.18(a)(1)	Employee Benefit Plans	List of Employee Plans.
3.18(a)(2)	Multiemployer Plans	List of each Employee Plan that is a Multiemployer Plan, a Title IV Plan, or a plan maintained in

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Schedule	Title of Schedule	Description*
		connection with any trust described in Section 501(c)(9) of the Code.
3.18(b)	List of ERISA Prohibited Transactions	List of any actions by Seller or its ERISA Affiliates that cause liability for Seller under ERISA.
3.18(f)	Section 280G Contracts	List of any contract, plan or arrangement between Seller and any employee that would trigger a payment under Section 280G of the Code.
3.18(g)	Bonus Arrangements	List of bonuses for employees of Seller that will be earned upon Seller's performance of its obligations in the Agreement.
3.18(h)	Stay Bonus Plans	List of any stay bonus plan of Seller.
3.19(a)	Exceptions to Environmental Representations	List of Seller's exceptions to its Environmental Representations.
3.20	Exceptions to Tax Representations	Description of exceptions to Seller's representation with respect to tax filings and liabilities.
3.21	Computer Software Description	List of all Software used by Seller in the Business.
8.01	List of Employees	List of all employees of the Stations.
10.03(d)	List of Material Consents Prior to Closing	List of consents Seller is required to obtain, failure of which excuses Buyer's performance under the Agreement.

As can be seen from the above table of schedules, many of the schedules consist of voluminous lists of items to be conveyed, such as an equipment inventory, lists of motor vehicles, patents, domain names, contracts, real property descriptions and the like. These are wholly irrelevant to the Commission's consideration of the application, and would not assist the public in reaching an informed decision regarding the qualifications of the parties or a determination of whether the public interest would be served by grant of the instant application.

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Other schedules contain proprietary information that is highly confidential, unnecessary for Commission review of the instant application, and would not normally be made available to competitors or the public. Examples include financial information, budgets, retransmission consent status and agreements, agreements with satellite carriers, cable carriage information, lists of employees, salary and bonus information, employee benefit plan information and the like.

Some schedules contain lists of licenses, applications, DTV facilities and the like. This information is already in the Commission's files relating to the stations. This includes Schedules 3.15(b)(i) and (ii), which reveal that the Stations are operating their DTV facilities pursuant to grants of Special Temporary Authority by the Commission.

Finally, a number of schedules relate to disclosures by one party to the other of certain exceptions, limitations or other information relating to representations, warranties, covenants and the like in the Asset Purchase Agreement. This information is proprietary, does not relate to the qualifications of the parties, and would not assist the Commission's consideration of the instant application.

It should be noted that just because a schedule is listed it does not mean that the schedule contains substantive information. As is often the case, during the course of negotiation of an Asset Purchase Agreement, the parties may provide for schedules in the Agreement before they have determined whether any information will be placed in those schedules (e.g., "except as set forth in Schedule X, all the equipment is in operating condition"). In such a case the final schedule may contain only an entry such as "None." Therefore, the mere fact that a schedule is listed and numbered should not be interpreted to mean that such schedule actually contains any substantive information.

For the reasons given above, it is submitted that the public interest would not be served, and indeed it would be a waste of Commission and the parties resources to require the schedules

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to the Asset Purchase Agreement in this case to be submitted to the Commission or to be placed in the public inspection file.

In the event that the Commission desires to review any of the subject information, it will be supplied to the Commission. The parties reserve the right, in appropriate circumstances, to submit such information pursuant to regulations implementing the Freedom of Information Act which restrict public access to certain highly confidential information.