

## Omitted Exhibits and Schedules to Agreement

Set forth below is a list of the exhibits and schedules to the Asset Purchase Agreement and Time Brokerage Agreement filed with this application. Pursuant to the Commission's policy as stated in its Public Notice, 17 FCC Rcd 16166 (Media Bureau 2002), the parties do not intend to include exhibits and schedules to the Asset Purchase Agreement and Time Brokerage Agreement with this application.

The Communications Act of 1934, as amended, provides that the Commission must determine with respect to an application filed with it whether the public interest, convenience and necessity will be served by the grant of that application. 47 U.S.C. 309(a). The Commission's statutory authority is to assess an applicant's qualifications based upon the character, financial qualifications, alien involvement, other media interests, and legal compliance of the applicant and parties holding an attributable interest in the applicant. The applicant believes that information contained, or to be contained, in the exhibits and schedules listed below is either duplicative of information already provided in the application itself or is not material to the Commission's determination as to whether to grant the application, dealing as they do with physical assets, contracts, and other similar matters.

In the event the Commission or its staff makes a request for any of these exhibits or schedules they will be provided at that time, subject to redaction, or request for confidential treatment, of any confidential or proprietary information contained therein.

### Asset Purchase Agreement Exhibits and Schedules

#### **Exhibits**

Exhibit A	Escrow Agreement
Exhibit B	Bill of Sale and Assignment & Assumption Agreement
Exhibit C	Deed
Exhibit D	Intellectual Property Assignments
Exhibit E	Assignment of FCC Licenses
Exhibit F	Amended and Restated TBA
Exhibit G	Option Agreement

#### **Schedules**

Schedule I-A	Permitted Encumbrances
Schedule 2.1(a)	Non-FCC Government Authorizations
Schedule 2.1(b)	Equipment
Schedule 2.1(c)	Initial Closing Contracts
Schedule 2.1(d)	Intellectual Property
Schedule 2.2(a)	FCC Licenses
Schedule 2.2(c)	Second Closing Contracts
Schedule 2.2(d)	Second Closing Equipment

Schedule 2.2(e)(i)	Owned Real Property
Schedule 2.2(e)(ii)	Real Property Leases
Schedule 2.3(h)	Excluded Assets
Schedule 2.5(l)	Retained Obligations
Schedule 4.3	Conflicts
Schedule 4.4	Financial Statements
Schedule 4.7	Equipment Exceptions
Schedule 4.8(g)	Real Property Exceptions
Schedule 4.11	Government Authorization Exceptions
Schedule 4.12	MVPDs
Schedule 4.16(a)	Station Employees
Schedule 4.16(b)	Consultants
Schedule 4.17(a)	Benefit Plans
Schedule 4.19	Environmental Exceptions
Schedule 4.23	Insurance
Schedule 4.25	Affiliate Transactions
Schedule 6.3	Required Consents
Schedule 7.2(c)	Control Employees

#### Time Brokerage Agreement Exhibits

Exhibit A	Reimbursement of Expenses-TBA Fee
Exhibit B	Programming Standards
Exhibit C	Certificate Regarding Commercial Limits in Children's Programming
Exhibit D	Anti-Payola/Plugola Affidavit