

**EXHIBIT 4(a)**

**EXPLANATION REGARDING SCHEDULES TO ASSET PURCHASE AGREEMENT**

Attached as Exhibit 4 to this application for assignment of license is a copy of the Asset Purchase Agreement ("Agreement") between WLVI, Inc., Tribune Broadcasting Company (collectively, "Seller") and WHDH-TV and Sunbeam Television Corp. (collectively, "Buyer"), regarding the sale of WLVI-TV/WLVI-DT, Cambridge, Massachusetts, from the Seller to the Buyer. A copy of this Agreement has been placed in the station's public inspection file; accordingly, the response to Section II, Question No. 3(a) is "Yes".

The Parties are responding 'NO' to Section II, Question No. 3(b) because certain schedules and exhibits attached to the Asset Purchase Agreement (as listed therein) have been omitted. The omitted schedules and/or exhibits either are of a proprietary nature, already in the possession of the FCC or are not material to the Commission's consideration of this application. A list of the omitted schedules and or exhibits is included below as part of this Exhibit.

As can be seen, none of the schedules (many of which consist of voluminous lists of assets to be conveyed, such as fixed assets, intellectual property contracts, real property descriptions and the like) would assist the public in reaching an informed decision regarding the qualifications of the parties or assist in a determination of whether or not the public interest would be served by grant of the instant application. Other schedules (such as financial information, lists of employees, the employee severance plan, etc.) contain proprietary information which is highly confidential and not relevant to the Commission's review of the application, and would not normally be made available to competitors or to the public.

For these reasons, it is submitted that it the public interest would not be served to submit these schedules and information to the Commission or to be placed in the public inspection file. The parties will, in appropriate circumstances, provide such information as may be requested by the Commission staff or pursuant to regulations implementing the Freedom of Information Act which restricts public access to certain highly confidential information.

The Agreement attached hereto along with the omitted schedules, comply fully with the Commission's rules and policies. Accordingly, the Parties' response to Section II, Question No. 3(c) is "Yes".

**EXHIBIT 4(a)**

**OMITTED SCHEDULES AND/OR EXHIBITS TO ASSET PURCHASE AGREEMENT**

Exhibit A	Bill of Sale and Assignment
Exhibit B	Instrument of Assumption Side Agreement
Schedule 1.1	Permitted Encumbrances
Schedule 2.2(m)	Albany Assets
Schedule 2.2(n)	Certain Excluded Assets
Schedule 2.5(c)	Illustration of Current Assets and Current Liabilities Calculation
Schedule 2.9	Programming Letters
Schedule 3.2	Subsidiaries and Investments
Schedule 3.3	Seller Conflicts and Consents
Schedule 3.4	Financial Statements
Schedule 3.5(a)	No Material Adverse Change
Schedule 3.5(b)	Operations Since Balance Sheet Date
Schedule 3.6(a)	Seller Indebtedness
Schedule 3.6(b)	No Undisclosed Liabilities
Schedule 3.8	Availability of Assets
Schedule 3.9(a)	Governmental Permits
Schedule 3.9(b)	Compliance with Governmental Permits
Schedule 3.10(a)	Owned Real Property
Schedule 3.10(b)	Leased Real Property
Schedule 3.11	Owned Personal Property
Schedule 3.12	Leases of Personal Property
Schedule 3.13(a)	Proprietary Rights
Schedule 3.13(b)	Exceptions to Proprietary Rights
Schedule 3.13(c)	Validity of Registered Proprietary Rights
Schedule 3.13(d)	Infringement
Schedule 3.16	Employees
Schedule 3.17	Employee Relations
Schedule 3.18	Contracts
Schedule 3.19	Status of Station Agreements
Schedule 3.20	Compliance with Law; Litigation
Schedule 3.21	Insurance
Schedule 3.22	Employee Plans
Schedule 3.23	Environmental Compliance
Schedule 3.25	Cable Systems and DBS Providers
Schedule 3.26	Cash Program Contracts
Schedule 3.27	Transactions With Affiliates
Schedule 4.2	Buyer Conflicts and Consents
Schedule 5.4(b)	Operations Prior to Closing Date
Schedule 6.2(a)	Offered Employees
Schedule 6.6	Tribune Group Agreements
Schedule 8.5	Required Consents