

EXHIBIT 5

Agreements to Assignment

By this application, Revitalization Partners, LLC, General Receiver (the “Receiver”) seeks Commission consent for the assignment of the following stations to Townsquare Media Tri-Cities License, LLC (“TM Tri-Cities”), pursuant to an Asset Purchase Agreement dated as of November 17, 2010, between the Receiver and Townsquare Media, LLC (“Townsquare”) (the “Asset Purchase Agreement”).

<u>Station, City and State</u>	<u>Facility ID Number</u>
KEGX(FM), Richland, Washington	53140
KTCR(AM), Kennewick, Washington	53139
KUJ-FM, Burbank, Washington	77777
K232CB(FX), Pendleton, Oregon	12456

The Receiver assumed control of the former New Northwest Broadcasting, LLC radio station properties as a result of insolvency proceedings in the Superior Court for the State of Washington for King County (the “Court”), pursuant to the order of that Court and the approval of the Commission. (*See* BAL-20100517ADY) The Receiver is administering the property of the debtor New Northwest subject to the general provisions of the Washington statute applicable to general receiverships and the court rules applicable to them. (*See* WASH. REV. CODE § RCW Ch.7.60). As part of a Court-supervised process for resolving the estate of the debtor New Northwest, the Receiver is seeking expeditiously to assign all of the former New Northwest radio stations to new owners for the benefit of New Northwest’s creditors. The transaction with Townsquare described in the Asset Purchase Agreement is part of that ongoing process.

Consent to the transactions set forth in the Asset Purchase Agreement is being sought through five (5) concurrently filed applications. The Receiver is a party to three of these applications, two of which seek consent to the assignment of station licenses to subsidiaries of Townsquare and one of which seeks consent to the assignment of licenses to the Divestiture Trust.

The parties are submitting with this application a copy of the Asset Purchase Agreement. The parties are not submitting the associated Escrow Agreement or copies of the following schedules to the Asset Purchase Agreement 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:¹

Schedule 1.1(a) FCC Licenses and Authorizations
Schedule 1.1(b) Pending FCC Applications

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

Schedule 1.1(c) Real Property
Schedule 1.1(d) Assumed Contracts
Schedule 1.1(e) Intangible Assets
Schedule 1.1(f) Tangible Personal Property
Schedule 1.5 Cure Amounts
Schedule 3.3(a) Pending FCC Matters
Schedule 3.4 Litigation
Schedule 4.7 Divestiture Stations

Also submitted with the application is a copy of the trust agreement and related engagement agreement for The Tri-Cities/Yakima Divestiture Trust, which is the assignee of certain of the licensees being assigned under the Asset Purchase Agreement, for which the consent of the Commission is being sought by separate application filed concurrently with this application. Information regarding compensation to the trustee has been deleted.

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