

Statement with Respect to Omitted Schedules and Exhibits

Appendix A, which sets forth the defined terms used in the Stock Purchase Agreement, is attached to the copy of the Stock Purchase Agreement appended to this application as Attachment 6. The remaining attachments to the Asset Purchase Agreement are not being provided with this application. 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 Exhibits and Schedules:

- Exhibit A – Form of release to be executed by the selling shareholders. The release releases the Buyer, the Licensee, the Buyer's affiliates and others from claims, causes of action and the like arising contemporaneously or prior to the closing on the sale of the stock held in the Licensee. Such a release raises no issues under the Communications Act or the Commission's rules and policies and thus is not relevant to the Commission's consideration of a transfer application.
- Exhibit B – Form of opinion for Sellers' counsel. The form of the opinion to be rendered by the Sellers' counsel at closing is not material to the Commission's consideration of a transfer application.

Disclosure Schedules:

- Schedule 4.1 – Specification of Licensee's State of incorporation and listing of states in which Licensee is qualified to do business. The state of incorporation of the Licensee is already disclosed in the Stock Purchase Agreement. The Licensee is not qualified to do business in any other state, but there is no FCC requirement that it be able to transact business outside of Texas.
- Schedule 4.2 – List of agreements. Agreements into which the Licensee or its shareholders have entered that affect the Licensee's stock or assets do not have a bearing on issues that are material to the Commission's consideration of the application under the Communications Act or the Commission's rules and policies.
- Schedule 4.3(a) – List of encumbrances. The encumbrances to which the shares of stock being purchased by Buyer are subject are not relevant to Commission consideration of the transfer application.
- Schedule 4.3(b) – History of the ownership of Licensee stock. The relevant information concerning the Licensee stock being sold and purchased as a result of the proposed transaction is already included in the application. The

history set forth in this schedule deals with previous transactions for which requisite FCC approvals have already been obtained.

Schedule 4.5 – Licensee’s balance sheets. Licensee’s financial condition is proprietary and not relevant to consideration of the transfer application.

Schedule 4.8 – Listing of Licensee liabilities and guarantees. A listing of Licensee’s liabilities and guarantees of liabilities is not material to the Commission’s consideration of the application under the Communications Act or the Commission’s rules and policies.

Schedule 4.10 – FCC authorizations and status of applications. This exhibit lists information concerning the station’s authorizations, which information is already provided as part of this application, or the status of applications pending at the Commission, none of which is a condition precedent to favorable action on the transfer application.

Schedule 4.12 – Litigation. The only listed litigation is a private contractual dispute, which is not of the type required to be listed by the FCC application. The existence of other litigation that might be pending or threatened is not relevant to the Commission’s consideration of a transfer application.

Schedule 4.15 – Listing of bank accounts, including bank account numbers. Proprietary and confidential bank account information is not relevant to consideration of a transfer application under the Communications Act or the Commission’s rules or policies.

Schedule 4.19 – Leases. The leases between Licensee and its various landlords are not material to consideration of the transfer application.

Schedule 5.2 – Consents required by Buyer. The names of the third parties from whom Buyer must obtain consents for the proposed transaction is not relevant under the Communications Act or the Commission’s rules or policies.

The Stock Purchase Agreement fully complies with the Commission’s rules and policies.