

**Exhibit 4**  
**Agreements for Sale of Station**

**Omitted Exhibits and Schedules**

Pursuant to the Commission's interim policy on filing and certification requirements for submission of contracts with assignment/transfer of control applications, *see* DA 02-2049, August 22, 2002, Scanlan Communications, Inc. has responded "no" to Question 3 in Section II of the attached Form 314 because Scanlan has omitted certain of the non-material exhibits and schedules to the Asset Purchase Agreement submitted with this application. Below is a description of each of the omitted documents and an explanation of why the documents are not material to the Commission's processing of the application.

The following omitted documents are forms of legal opinion or other documents to be delivered at closing. These documents are immaterial to the Commission's consideration of the application because the documents do not alter the fundamental business transaction that is fully described in the Asset Purchase Agreement, but merely effectuate certain elements of the closing of that transaction.

Exhibit B	Indemnification Escrow Agreement
Exhibit D-1	Seller's Opinion of Counsel
Exhibit D-2	Seller's Opinion of FCC Counsel
Exhibit E	Buyer's Opinion of Counsel

The following omitted documents are listings and descriptions of certain of the specific assets that the parties intend to transfer at the closing. These listings and descriptions include specific descriptions of items of tangible personal property, intangible property, vendor and other contracts, legal descriptions of real estate, and liens that attach to certain of the assets. These documents are immaterial to the Commission's consideration of the application because the documents do not alter the fundamental business transaction that is fully described in the Asset Purchase Agreement, but merely serve to further describe certain assets that are to be transferred.

Schedule 2.1(a)	Tangible Personal Property
Schedule 2.1(c)	Real Property
Schedule 2.1(d)	Program License Agreements
Schedule 2.1(f)	Other Contracts
Schedule 2.1(g)	Intangible Property
Schedule 2.1(i)	Affiliation Agreements
Schedule 2.2	Employee Personal Property
Schedule 2.3(a)	Security Interests
Schedule 2.3(e)	Trade Accounts

The following omitted documents are exceptions or qualifications to certain representations, warranties and covenants made by Scanlan to the Buyer regarding the nature of the non-FCC-license assets to be transferred and regarding Scanlan's operation of the Stations. These exceptions and qualifications include Scanlan's confidential financial statements, copies of insurance policies, employee lists, environmental and tower reports, descriptions of existing employee benefit plans and descriptions of encumbrances on the real property to be transferred. These documents are immaterial to the Commission's consideration of the application because these documents do not alter the fundamental business transaction that is fully described in the Asset Purchase Agreement, but merely serve to further describe the nature of certain assets that are to be transferred and the nature of certain historical Station operations.

Schedule 3.1	Governing Documents
Schedule 3.2	Options
Schedule 3.5	Changes to ABC Affiliation Agreement
Schedule 3.6	Breaches
Schedule 3.7	Seller Financial Statements
Schedule 3.8	Liabilities Not Reflected in Most Recent Balance Sheet
Schedule 3.12(a)	Encumbrances on Owned Real Property
Schedule 3.12(b)	Liens to be Paid Off at or Before Closing
Schedule 3.13	Business Operations
Schedule 3.15	Storage/Backup/Damaged Assets
Schedule 3.16	Liens to be Paid Prior To Closing
Schedule 3.17	Environmental Matters
Schedule 3.18	Environmental Studies on Owned and Leased Real Property
Schedule 3.19	Notices of Non Compliance with Law
Schedule 3.20	Insurance
Schedule 3.21	Collective Bargaining Agreement; Employee Manuals, etc.; List of Employees
Schedule 3.22	Potential Proceedings and/or Defaults
Schedule 3.23	Intellectual Property Limitations
Schedule 3.25	Conflicting Interests
Schedule 3.26	Matters Occurring Between Date of Most Recent Financial Statements and Signing
Schedule 3.27	Exceptions to FAA Compliance; Tower Inspection Reports
Schedule 3.28	Carriage by Cable Systems
Schedule 5.1	Budget
Schedule 5.6	Material Consents
Schedule 5.13(a)	Digital Television Buildout Budget – WGTU
Schedule 5.13(b)	Digital Television Buildout Budget – WGTQ

#### Non-competition Agreement

The parties' sales contract requires Scanlan's sole shareholder to deliver at closing an executed Non-competition Agreement in the form of the document attached as Exhibit C to the Asset Purchase Agreement. That form agreement includes a three-year covenant not to compete that applies to the Traverse City-Cadillac, Michigan Designated Market

Area, as defined by Nielsen Media Research. Worksheet #2 of the Instructions to FCC Form 314 asks whether the geographic scope of any covenant not to compete extends beyond the Grade B contour of the television station(s) to be assigned.

The Grade B contours of WGTQ and WGTU cover much of the Traverse City-Cadillac DMA, but there are areas in the DMA that extend beyond those Grade B contours. The parties believe that the DMA is a reasonable proxy for the area served by the Stations and should comply with the Commission's policies on covenants not to compete. Indeed, the Nielsen DMA ratings are used by advertisers and it is the DMA that is used by the Commission for purposes of its must-carry rules.