

**Schedules and Exhibits to the Asset Purchase Agreement
and Justification for Exclusion**

Schedule 1.1(a) – This schedule lists FCC licenses to be assigned. The list of FCC licenses is a matter of record at the Commission and is therefore not reproduced here.

Schedule 1.1(b) – This schedule lists tangible personal property to be assigned. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the list to be made public. However, should the Commission conclude that the information contained in Schedule 1.1(b) is necessary for consideration of the application, it will be promptly provided.

Schedule 1.1(c) – This schedule lists real property to be assigned. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the list to be made public. However, should the Commission conclude that the information contained in Schedule 1.1(c) is necessary for consideration of the application, it will be promptly provided.

Schedule 1.1(e) – This schedule lists intangible assets to be assigned. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the list to be made public. However, should the Commission conclude that the information contained in Schedule 1.1(e) is necessary for consideration of the application, it will be promptly provided.

Schedule 1.1(g) – This schedule lists contracts, leases and agreements to be assigned. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the list to be made public. However, should the Commission conclude that the information contained in Schedule 1.1(g) is necessary for consideration of the application, it will be promptly provided.

Schedule 1.1(h) – This schedule addresses third party claims. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 1.1(h) is necessary for consideration of the application, it will be promptly provided.

Schedule 1.5 – This schedule contains the form of escrow agreement between the parties. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the

Commission conclude that the information contained in Schedule 1.5 is necessary for consideration of the application, it will be promptly provided.

Schedule 2.4 – This schedule addresses contracts, leases and agreements. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 2.4 is necessary for consideration of the application, it will be promptly provided.

Schedule 2.5 – This schedule lists liabilities. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the list to be made public. However, should the Commission conclude that the information contained in Schedule 2.5 is necessary for consideration of the application, it will be promptly provided.

Schedule 2.10 – This schedule lists real property omissions and/or exceptions. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the list to be made public. However, should the Commission conclude that the information contained in Schedule 2.10 is necessary for consideration of the application, it will be promptly provided.

Schedule 2.10(b) – This schedule lists real property leases to be assigned. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the list to be made public. However, should the Commission conclude that the information contained in Schedule 2.10(b) is necessary for consideration of the application, it will be promptly provided.

Schedule 2.12 – This schedule addresses issues relating to litigation. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 2.12 is necessary for consideration of the application, it will be promptly provided.

Schedule 2.14 – This schedule addresses contract disclosures. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 2.14 is necessary for consideration of the application, it will be promptly provided.

Schedule 2.15 – This schedule addresses collective bargaining employment and/or related agreements. The parties to the application believe that the schedule is not material to the

Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 2.15 is necessary for consideration of the application, it will be promptly provided.

Schedule 2.16 – This schedule addresses insurance. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 2.16 is necessary for consideration of the application, it will be promptly provided.

Schedule 8.1(e) – This schedule contains the form of seller's counsel opinions. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 8.1(e) is necessary for consideration of the application, it will be promptly provided.

Schedule 8.2(h) – This schedule contains the form of buyer's counsel opinion. The parties to the application believe that the schedule is not material to the Commission's consideration of the instant application, and there is no public interest rationale that would require the schedule to be made public. However, should the Commission conclude that the information contained in Schedule 8.2(h) is necessary for consideration of the application, it will be promptly provided.