

**SCHEDULES AND EXHIBITS TO THE ASSET PURCHASE AGREEMENT
AND JUSTIFICATION FOR EXEMPTION**

- Exhibit A This exhibit is the Escrow Agreement. The parties to the application believe that the exhibit 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 Exhibit B is necessary for consideration of the application, it will be promptly provided.
- Exhibit B This exhibit is the Post-Closing Escrow Agreement. The parties to the application believe that the exhibit 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 Exhibit A is necessary for consideration of the application, it will be promptly provided.
- Exhibit C This exhibit is the Non-Compete, Non-Hire Agreement. The parties to the application believe that the exhibit 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 Exhibit C is necessary for consideration of the application, it will be promptly provided.
- Exhibit D This exhibit is the Sellers' Opinion of Counsel. The parties to the application believe that the exhibit 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 Exhibit D is necessary for consideration of the application, it will be promptly provided.
- Exhibit E This exhibit is the Sellers' FCC Opinion of Counsel. The parties to the application believe that the exhibit 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 Exhibit E is necessary for consideration of the application, it will be promptly provided.
- Schedule 1.1.2 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 1.1.2 is necessary for consideration of the application, it will be promptly provided.

- Schedule 1.1.3 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 1.1.3 is necessary for consideration of the application, it will be promptly provided.
- Schedule 1.1.4 This schedule lists contracts, agreements and 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 1.1.4 is necessary for consideration of the application, it will be promptly provided.
- Schedule 1.1.5 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 1.1.5 is necessary for consideration of the application, it will be promptly provided.
- Schedule 6.2 This schedule addresses required third party consents. 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 6.2 is necessary for consideration of the application, it will be promptly provided.
- Schedule 6.5.1 This schedule addresses matters relating to real property. 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 6.5.1 is necessary for consideration of the application, it will be promptly provided.
- Schedule 6.5.1(a) This schedule addresses permitted encumbrances. 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 6.5.1(a) is necessary for consideration of the application, it will be promptly provided.

- Schedule 6.8.2 This schedule addresses insurance policies. 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 6.8.2 is necessary for consideration of the application, it will be promptly provided.
- Schedule 6.9.1 This schedule addresses financial statements. 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 6.9.1 is necessary for consideration of the application, it will be promptly provided.
- Schedule 6.9.2 This schedule addresses interim financial statements. 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 6.9.2 is necessary for consideration of the application, it will be promptly provided.
- Schedule 6.10 This schedule addresses changes. 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 6.10 is necessary for consideration of the application, it will be promptly provided.
- Schedule 6.11 This schedule lists the seller's 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 6.11 is necessary for consideration of the application, it will be promptly provided.
- Schedule 6.12.1 This schedule addresses employees. 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 6.12.1 is necessary for consideration of the application, it will be promptly provided.

Schedule 6.13.3 This schedule addresses title to intangible assets. 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 6.13.3 is necessary for consideration of the application, it will be promptly provided.

Schedule 6.14 This schedule addresses permits, etc., under environmental laws. 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 6.14 is necessary for consideration of the application, it will be promptly provided.