



Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW | Washington, DC 20037-1122 | tel 202.663.8000 | fax 202.663.8007

Christine A. Reilly
Phone: 202.663.8245
christine.reilly@pillsburylaw.com

May 21, 2014

VIA HAND DELIVERY

Accepted/Filed

MAY 21 2014

FCC Office of the Secretary

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW, TW-A325
Washington, DC 20554

**Re: Pembrook Pines Elmira, Ltd.
Request to Withdraw Application
FCC File No. BALH-20140212AEG**

Dear Ms. Dortch:

On behalf of Pembrook Pines Elmira, Ltd. (“PPE”), licensee of the stations listed in *Attachment A* (the “Stations”), and at the direction of Richard A. Foreman, Receiver, we hereby request withdrawal of the above-referenced pending FCC Form 314, which seeks Commission consent to the voluntary assignment of licenses for the Stations from PPE to Great Radio, LLC (the “Application”).

With the prior consent of the Commission, the Stations are being operated by the Receiver. Due to the processing uncertainty created by the pending Petition to Deny the Application and responsive pleadings, the Receiver, in an effort to place the sale of the Stations back on track for the benefit of the creditors, has obtained the Court’s permission to cancel the underlying asset purchase agreement, withdraw the Application, and re-commence the sale process. *Attachment B* is a copy of the Court’s Order directing the Receiver to take such actions. Accordingly, this letter is being filed pursuant to the Court’s Order.

Attached hereto as *Attachment C* is the Receiver’s Declaration attesting to the fact that neither he nor PPE, nor any individual or entity of any type connected with PPE, has been paid or promised any consideration in connection with the withdrawal of the Application. As the Court’s Order contemplates, the Receiver is directed to conduct a sale of PPE’s assets. Toward that end, the Receiver has been in

Ms. Marlene H. Dortch, Secretary
May 21, 2014
Page 2

communication with all parties to the Application and the Petition to Deny, as well as others, and will continue to solicit expressions of interest in acquiring the Stations, with the goal of entering into negotiations with suitable parties and, if one or more definitive agreements can be reached, seeking the Court's approval for the sale of the Stations to one or more purchasers. To date, no agreements have been entered into.

Please direct any question you may have regarding this matter to the undersigned.

Respectfully submitted,

Christine A. Reilly

cc: Francis J. Browne, Esq.
Davina S. Sashkin, Esq.
Mark B. Denbo, Esq.

024186-0000001

ATTACHMENT A

	Call Sign	Facility ID Number	Location (City/State)
1.	WELM (AM)	52120	Elmira, New York
2.	WEHH (AM)	55271	Elmira Hts-Horseheads, New York
3.	WLVY (FM)	52122	Elmira, New York
4.	WOKN (FM)	47322	Southport, New York
5.	W273AC	47323	Corning, New York
6.	W230BB	148156	Elmira, New York
7.	W229AS	148214	Corning, New York
8.	W229AR	157446	Waverly, New York

ATTACHMENT B

Court's Order dated May 20, 2014

STATE OF NEW YORK
SUPREME COURT

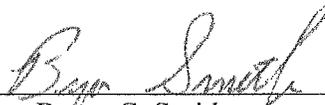
COUNTY OF MONROE

<p>ACM BROWNCROFT TRUST,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">-vs-</p> <p>ROBERT J. PFUNTNER, PEMBROOK PINES, LTD., KEUKA MAID, INC., PEMBROOK PINES ITHACA LTD., N.A., SUCCESSOR IN INTEREST TO PEMBROOK PINES ITHACA LTD., PEMBROOK PINES ELMIRA, LIMITED, SUCCESSOR IN INTEREST TO PEMBROOK PINES OF ELMIRA, LTD., AND PEMBROOK PINES, INC.,</p> <p style="text-align: center;">Defendants.</p>	<p>NOTICE OF ENTRY</p> <p>Index No.: 12-13771</p>
--	--

PLEASE TAKE NOTICE, that the attached Consent Order To Set Aside A Portion Of The Order Granting Approval Of Asset Purchase Agreements And Other Related Agreements signed by Hon. Matthew A. Rosenbaum, J.S.C. on May 20, 2014 was entered in the Monroe County Clerk's Office on May 20, 2014.

DATED: Rochester, New York
May 21, 2014

LECLAIRRYAN, A Professional Corp.

By: 
Bryan C. Smith

Attorneys for Receivership Defendants
70 Linden Oaks, Suite 210
Rochester, NY 14625
Tel: 585-270-2100
Fax: 585-270-2179

TO: ROBERT J. PFUNTNER
1705 Lake Street
Elmira, NY 14901

KEYSER, MALONEY & WINNER, LLP
George Winner, Jr., Esq.
Attorneys for Defendants
150 Lake Street
Elmira, NY 14901

UNDERBERG & KESSLER LLP
David M. Tang, Esq.
Attorneys for Plaintiff
300 Bausch & Lomb Place
Rochester, NY 14604

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

<p>ACM BROWNCROFT TRUST,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">-vs-</p> <p>ROBERT J. PFUNTER, PEMBROOK PINES, LTD., KEUKA MAID, INC., PEMBROOK PINES ITHACA LTD., N.A., SUCCESSOR IN INTEREST TO PEMBROOK PINES ITHACA LTD., PEMBROOK PINES ELMIRA, LIMITED, SUCCESSOR IN INTEREST TO PEMBROOK PINES OF ELMIRA, LTD., AND PEMBROOK PINES, INC.</p> <p style="text-align: center;">Defendants.</p>	<p>Index No.: 12-13771</p> <p style="text-align: right;">2014 NOV 20 PM 4:22</p>
--	--

**CONSENT ORDER TO SET ASIDE A PORTION OF THE ORDER GRANTING
APPROVAL OF ASSET PURCHASE AGREEMENTS AND OTHER RELATED
AGREEMENTS**

WHEREAS, this matter has come before this Court upon the consent of the parties and the Receiver in the above-captioned action to set aside a portion of the Court’s prior Order Granting Approval of Asset Purchase Agreements and Other Related Agreements (the “Approval Order”) (attached as Exhibit A).

WHEREAS, On March 4, 2014, Pembrook Pines Elmira (“PPE”) and Pembrook Pines, Inc. (“PPI”) (collectively, the “Receivership Defendants”) moved the Court for an Order approving certain contracts, including an Asset Purchase Agreement (the “APA”) related to the sale of the assets of PPE (the “PPE Assets”) to Great Radio, LLC (the “Proposed Buyer”);

WHEREAS, the Approval Order was signed by the Court and entered on April 1, 2014, approving, *inter alia*, the APA;

WHEREAS, after approval of the APA by this Court, and as required by the rules and regulations of the Federal Communications Commission (the "FCC"), the Proposed Buyer and the Receiver jointly caused an application to be filed with the FCC seeking the FCC's prior consent to the voluntary assignment of licenses for the radio stations owned by PPE (the "Radio Stations") from PPE to the Proposed Buyer (the "FCC Application");

WHEREAS, a petition to deny the FCC Application (the "Petition to Deny") was filed, claiming that the Proposed Buyer's acquisition of the Radio Stations would exceed the FCC's regulations that prescribe limits on the number of radio stations in a local market in which one person may hold an attributable interest;

WHEREAS, given the conflicting factual claims before the FCC, it is reasonable to expect that action on the FCC Application will be significantly delayed, the outcome cannot be predicted, and even if the FCC grants the FCC Application it is reasonable to expect that the petitioners who filed the Petition to Deny would seek reconsideration or appeal of an adverse decision, thereby further delaying consummation of the sale of the PPE Assets for a year or more;

WHEREAS, the parties to the above-captioned action consent that the Court set aside that portion of the Approval Order approving the sale of the PPE Assets to the Proposed Buyer and authorize the Receiver to sell the PPE Assets to another buyer or buyers at private sale or at auction, within the Receiver's discretion;

WHEREAS, the Receiver has obtained the consent of the Proposed Buyer to terminate the APA between those parties (attached as Exhibit B) and the Receiver has agreed to return the escrow deposit to the Proposed Buyer;

WHEREAS, pending transfer of the PPE Assets to a new buyer or buyers (which transfer will likewise require prior FCC approval), the Proposed Buyer and the Receiver shall continue to perform as provided in the Local Marketing Agreement (“LMA”) between the parties, which was approved by this Court in the Approval Order;

WHEREAS, pursuant to the LMA, the Proposed Buyer provides programming to the Radio Stations, subject to PPE’s authority and supervision as licensee of the Radio Stations, and also reimburses PPE for the expenses it incurs associated with the Radio Stations;

WHEREAS, in order to protect the value of the assets, plaintiff ACM Browncroft Trust (“ACM”) has requested that the Receiver market, and the Receiver has agreed to market, the PPE Assets at a value no less than the value that was to be obtained pursuant to the APA. Specifically, the PPE Assets will be sold for no less than \$950,000.00 in the aggregate. ACM has also requested, and the Receiver has agreed, that any purchaser, or purchasers, will assume the leases and other agreements that have been negotiated by the Receiver with regard to the operation of the Radio Stations.

NOW THEREFORE, IT IS HEREBY

ORDERED, that the consent motion is granted and that the portion of the Approval Order approving the sale of the PPE Assets to the Proposed Buyer entered April 1, 2014 is set aside; and

ORDERED, that the Receiver sell the PPE Assets in accordance with the authority granted in the Stipulation Regarding Order Appoint Receiver entered December 23, 2013 either

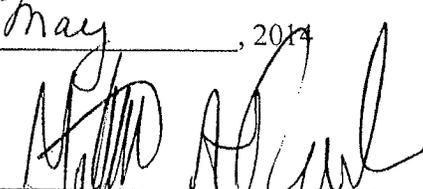
privately, or at auction, for no less than \$950,000.00 in the aggregate, plus the assumption of leases and other agreements that have been negotiated by the Receiver with regard to the operation of the radio stations;

ORDERED, that the down payment currently held under the escrow agreement associated with the sale of the PPE Assets shall be returned by the escrow agent to the Proposed Buyer; and

ORDERED, that the APA agreement and the escrow agreement with regard to the PPE Assets are deemed null and void; and

ORDERED, that the Receiver is empowered to terminate the existing LMA and to enter into a new LMA with any person or entity he deems necessary or appropriate; and upon termination of the existing LMA, to return the “break-up” fee held under the existing LMA to the Proposed Buyer; and

ORDERED, that the Receiver withdraw the application pending before the Federal Communications Commission with regard to the sale of the PPE Assets and the assignment of PPE’s FCC licenses for the Radio Stations to the Proposed Buyer.

SO ORDERED this th 20 day of
May, 2014


HON. MATTHEW A. ROSENBAUM
Supreme Court Justice

EXHIBIT A

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

ACM BROWNCROFT TRUST,

Plaintiff,

-vs-

ROBERT J. PFUNTNER,
PEMBROOK PINES, LTD.,
KEUKA MAID, INC.,
PEMBROOK PINES ITHACA LTD., N.A.,
SUCCESSOR IN INTEREST TO PEMBROOK
PINES ITHACA LTD.,
PEMBROOK PINES ELMIRA, LIMITED, SUCCESSOR
IN INTEREST TO PEMBROOK PINES OF
ELMIRA, LTD., AND
PEMBROOK PINES, INC.

Defendants.



ORDER

Index No.: 12-13771

2014 MAR -4 PM 10:36

RECEIVED
COUNTY CLERK
MONROE SUPREME COURT
STATE OF NEW YORK

**ORDER GRANTING APPROVAL OF ASSET PURCHASE
AGREEMENTS AND OTHER RELATED AGREEMENTS**

Richard A. Foreman, as Court appointed Receiver (the "Receiver") of Defendants Pembrook Pines, Inc. ("PPI.") and Pembrook Pines Elmira, Ltd. ("PPE") (collectively the "Receivership Defendants"), having moved this Court for an Order approving the asset purchase agreements (the "Asset Purchase Agreements"), as well as the associated escrow agreements (the "Escrow Agreements"), local marketing agreements (the "Local Marketing Agreements"), and associated escrow agreements (the "LMA Escrow Agreements"), and service agreements (the "PPE Service Agreement") entered into between the Receivership Defendants and Grant Radio, LLC and Sound Communications, LLC pursuant to the December 20, 2013 Stipulation Regarding Order Appointing Receiver (the "Receivership Order"); and

2014 APR 2 AM 11:17
MONROE COUNTY CLERK

RECEIVED

UPON review of the Memorandum in Support of Approval of Asset Purchase Agreements and Related Agreements, together with the attached Exhibits and the supporting affidavit (the "Motion"), and due proof of service thereof; and upon all the pleadings and procedure heretofore had herein, and due deliberations having been had thereon and good and sufficient cause appearing, it is hereby

ORDERED, that the Motion is GRANTED; and it is further

ORDERED, that the Court hereby approves the Asset Purchase Agreement regarding the sale of the New York radio stations owned by PPE as set forth in the Asset Purchase Agreement attached as **Exhibit B** to the Motion;

ORDERED, that the Court hereby approves the Escrow Agreement related to the Asset Purchase Agreement regarding the sale of the New York radio stations owned by PPE attached as **Exhibit C** to the Motion;

ORDERED, that the Court hereby approves the Local Marketing Agreement related to the New York radio stations owned by PPE attached as **Exhibit D** to the Motion;

ORDERED, that the Court hereby approves the LMA Escrow Agreement related to the New York radio stations owned by PPE attached as **Exhibit E** to the Motion;

ORDERED, that the Court hereby approves the Services Agreement related to the New York radio stations owned by PPE attached as **Exhibit F** to the Motion.

ORDERED, that the Court hereby approves the Asset Purchase Agreement regarding the sale of the New York radio stations owned by PPI as set forth in the Asset Purchase Agreement attached as **Exhibit G** to the Motion;

ORDERED, that the Court hereby approves the Escrow Agreement related to the Asset Purchase Agreement regarding the sale of the New York radio stations owned by PPI attached as **Exhibit H** to the Motion;

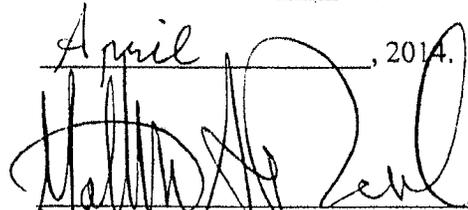
ORDERED, that the Court hereby approves the Local Marketing Agreement related to the New York radio stations owned by PPI attached as **Exhibit I** to the Motion;

ORDERED, that the Court hereby approves the LMA Escrow Agreement related to the New York radio stations owned by PPI attached as **Exhibit J** to the Motion; and

ORDERED, that this Order shall be, and is, binding upon the Defendants and each of their respective officers, agents, servants, employees, attorneys-in-fact, subsidiaries, affiliates, and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile service, or otherwise.

SO ORDERED this 1st day of

April, 2014.



HON. MATTHEW A. ROSENBAUM
Supreme Court Justice

EXHIBIT B

CONSENT

The undersigned, being the Proposed Buyer and the Receiver as referred to in the foregoing Motion of Receiver to Set Aside Prior Order, hereby consent to the entering of an Order in accordance with the terms of such Motion and for the granting of the relief set forth in the Motion.

GREAT RADIO, LLC

By:  _____
Bill Christian
President

PEMBROOK PINES ELMIRA LIMITED

By:  _____
Richard A. Foreman
Receiver

ATTACHMENT C

Declaration of No Consideration

I, Richard A. Foreman, the court appointed Receiver of Pembroke Pines Elmira, LTD (“PPE”), do hereby declare, under penalty of perjury, that:

PPE is the licensee of the following radio stations (collectively, the “Stations”):

	Call Sign	Facility ID Number	Location (City/State)
1.	WELM (AM)	52120	Elmira, New York
2.	WEHH (AM)	55271	Elmira Hts-Horseheads, New York
3.	WLVY (FM)	52122	Elmira, New York
4.	WOKN (FM)	47322	Southport, New York
5.	W273AC	47323	Corning, New York
6.	W230BB	148156	Elmira, New York
7.	W229AS	148214	Corning, New York
8.	W229AR	157446	Waverly, New York

With the prior consent of the Commission, I am operating the Stations in my capacity as Receiver.

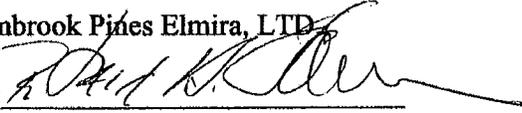
There is pending before the Commission an application for Commission consent to the voluntary assignment of licenses for the Stations from PPE to Great Radio, LLC. See FCC File No. BALH-20140212AEG (the “Application”). Due to the processing uncertainty created by the pending Petition to Deny the Application and responsive pleadings, and in an effort to place the sale of the Stations back on track for the benefit of the creditors, I sought the permission of the Court to cancel the underlying asset purchase agreement, to withdraw the Application, and re-commence the sale process. Attached hereto is a copy of the Court’s Order directing me to take such actions.

Neither I nor PPE, nor any individual or entity of any type connected with PPE, has been paid or promised any consideration in connection with the withdrawal of the Application. As the Court’s Order contemplates, I am directed to conduct a sale of PPE’s assets. Toward that end, I have been in communication with all parties to the Application and the Petition to Deny, as well as others, and will continue to solicit expressions of interest in acquiring the Stations, with the goal of entering into

negotiations with suitable parties and, if one or definitive agreements can be reached, seeking the Court's approval for the sale of the Stations to one or more purchasers. To date, no agreements have been entered into.

Pembrook Pines Elmira, LTD

By:



Richard A. Foreman,
Court Appointed Receiver

Dated: May 21, 2014

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

ACM BROWNCROFT TRUST,

Plaintiff,

-vs-

ROBERT J. PFUNTNER,
PEMBROOK PINES, LTD.,
KEUKA MAID, INC.,
PEMBROOK PINES ITHACA LTD., N.A.,
SUCCESSOR IN INTEREST TO PEMBROOK
PINES ITHACA LTD.,
PEMBROOK PINES ELMIRA, LIMITED, SUCCESSOR
IN INTEREST TO PEMBROOK PINES OF
ELMIRA, LTD., AND
PEMBROOK PINES, INC.,

Defendants.

NOTICE OF ENTRY

Index No.: 12-13771

PLEASE TAKE NOTICE, that the attached Consent Order To Set Aside A Portion Of
The Order Granting Approval Of Asset Purchase Agreements And Other Related Agreements
signed by Hon. Matthew A. Rosenbaum, J.S.C. on May 20, 2014 was entered in the Monroe
County Clerk's Office on May 20, 2014.

DATED: Rochester, New York
May 21, 2014

LECLAIRRYAN, A Professional Corp.

By: 
Bryan C. Smith

Attorneys for Receivership Defendants
70 Linden Oaks, Suite 210
Rochester, NY 14625
Tel: 585-270-2100
Fax: 585-270-2179

TO: ROBERT J. PFUNTNER
1705 Lake Street
Elmira, NY 14901

KEYSER, MALONEY & WINNER, LLP
George Winner, Jr., Esq.
Attorneys for Defendants
150 Lake Street
Elmira, NY 14901

UNDERBERG & KESSLER LLP
David M. Tang, Esq.
Attorneys for Plaintiff
300 Bausch & Lomb Place
Rochester, NY 14604

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

<p>ACM BROWNCROFT TRUST,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">-vs-</p> <p>ROBERT J. PFUNTER, PEMBROOK PINES, LTD., KEUKA MAID, INC., PEMBROOK PINES ITHACA LTD., N.A., SUCCESSOR IN INTEREST TO PEMBROOK PINES ITHACA LTD., PEMBROOK PINES ELMIRA, LIMITED, SUCCESSOR IN INTEREST TO PEMBROOK PINES OF ELMIRA, LTD., AND PEMBROOK PINES, INC.</p> <p style="text-align: center;">Defendants.</p>	<p>Index No.: 12-13771</p> <p style="text-align: right;">2014 MAY 20 PM 4:22</p>
--	--

**CONSENT ORDER TO SET ASIDE A PORTION OF THE ORDER GRANTING
APPROVAL OF ASSET PURCHASE AGREEMENTS AND OTHER RELATED
AGREEMENTS**

WHEREAS, this matter has come before this Court upon the consent of the parties and the Receiver in the above-captioned action to set aside a portion of the Court's prior Order Granting Approval of Asset Purchase Agreements and Other Related Agreements (the "Approval Order") (attached as Exhibit A).

WHEREAS, On March 4, 2014, Pembrook Pines Elmira ("PPE") and Pembrook Pines, Inc. ("PPI") (collectively, the "Receivership Defendants") moved the Court for an Order approving certain contracts, including an Asset Purchase Agreement (the "APA") related to the sale of the assets of PPE (the "PPE Assets") to Great Radio, LLC (the "Proposed Buyer");

WHEREAS, the Approval Order was signed by the Court and entered on April 1, 2014, approving, *inter alia*, the APA;

WHEREAS, after approval of the APA by this Court, and as required by the rules and regulations of the Federal Communications Commission (the "FCC"), the Proposed Buyer and the Receiver jointly caused an application to be filed with the FCC seeking the FCC's prior consent to the voluntary assignment of licenses for the radio stations owned by PPE (the "Radio Stations") from PPE to the Proposed Buyer (the "FCC Application");

WHEREAS, a petition to deny the FCC Application (the "Petition to Deny") was filed, claiming that the Proposed Buyer's acquisition of the Radio Stations would exceed the FCC's regulations that prescribe limits on the number of radio stations in a local market in which one person may hold an attributable interest;

WHEREAS, given the conflicting factual claims before the FCC, it is reasonable to expect that action on the FCC Application will be significantly delayed, the outcome cannot be predicted, and even if the FCC grants the FCC Application it is reasonable to expect that the petitioners who filed the Petition to Deny would seek reconsideration or appeal of an adverse decision, thereby further delaying consummation of the sale of the PPE Assets for a year or more;

WHEREAS, the parties to the above-captioned action consent that the Court set aside that portion of the Approval Order approving the sale of the PPE Assets to the Proposed Buyer and authorize the Receiver to sell the PPE Assets to another buyer or buyers at private sale or at auction, within the Receiver's discretion;

WHEREAS, the Receiver has obtained the consent of the Proposed Buyer to terminate the APA between those parties (attached as Exhibit B) and the Receiver has agreed to return the escrow deposit to the Proposed Buyer;

WHEREAS, pending transfer of the PPE Assets to a new buyer or buyers (which transfer will likewise require prior FCC approval), the Proposed Buyer and the Receiver shall continue to perform as provided in the Local Marketing Agreement (“LMA”) between the parties, which was approved by this Court in the Approval Order;

WHEREAS, pursuant to the LMA, the Proposed Buyer provides programming to the Radio Stations, subject to PPE’s authority and supervision as licensee of the Radio Stations, and also reimburses PPE for the expenses it incurs associated with the Radio Stations;

WHEREAS, in order to protect the value of the assets, plaintiff ACM Browncroft Trust (“ACM”) has requested that the Receiver market, and the Receiver has agreed to market, the PPE Assets at a value no less than the value that was to be obtained pursuant to the APA. Specifically, the PPE Assets will be sold for no less than \$950,000.00 in the aggregate. ACM has also requested, and the Receiver has agreed, that any purchaser, or purchasers, will assume the leases and other agreements that have been negotiated by the Receiver with regard to the operation of the Radio Stations.

NOW THEREFORE, IT IS HEREBY

ORDERED, that the consent motion is granted and that the portion of the Approval Order approving the sale of the PPE Assets to the Proposed Buyer entered April 1, 2014 is set aside; and

ORDERED, that the Receiver sell the PPE Assets in accordance with the authority granted in the Stipulation Regarding Order Appoint Receiver entered December 23, 2013 either

privately, or at auction, for no less than \$950,000.00 in the aggregate, plus the assumption of leases and other agreements that have been negotiated by the Receiver with regard to the operation of the radio stations;

ORDERED, that the down payment currently held under the escrow agreement associated with the sale of the PPE Assets shall be returned by the escrow agent to the Proposed Buyer; and

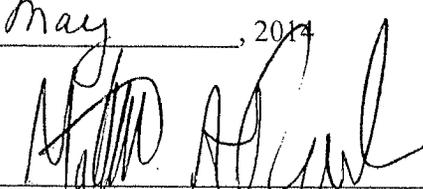
ORDERED, that the APA agreement and the escrow agreement with regard to the PPE Assets are deemed null and void; and

ORDERED, that the Receiver is empowered to terminate the existing LMA and to enter into a new LMA with any person or entity he deems necessary or appropriate; and upon termination of the existing LMA, to return the "break-up" fee held under the existing LMA to the Proposed Buyer; and

ORDERED, that the Receiver withdraw the application pending before the Federal Communications Commission with regard to the sale of the PPE Assets and the assignment of PPE's FCC licenses for the Radio Stations to the Proposed Buyer.

SO ORDERED this th 20 day of

May, 2014



HON. MATTHEW A. ROSENBAUM
Supreme Court Justice

EXHIBIT A

STATE OF NEW YORK
SUPREME COURT

COUNTY OF MONROE

ACM BROWNCROFT TRUST,

Plaintiff,

-vs-

ROBERT J. PFUNTNER,
PEMBROOK PINES, LTD.,
KEUKA MAID, INC.,
PEMBROOK PINES ITHACA LTD., N.A.,
SUCCESSOR IN INTEREST TO PEMBROOK
PINES ITHACA LTD.,
PEMBROOK PINES ELMIRA, LIMITED, SUCCESSOR
IN INTEREST TO PEMBROOK PINES OF
ELMIRA, LTD., AND
PEMBROOK PINES, INC.

Defendants.



ORDER

Index No.: 12-13771

2014 MAR -4 PM 10:36

RECEIVED
JUDGE SUPREME COURT
STATE OF NEW YORK

**ORDER GRANTING APPROVAL OF ASSET PURCHASE
AGREEMENTS AND OTHER RELATED AGREEMENTS**

Richard A. Foreman, as Court appointed Receiver (the "Receiver") of Defendants Pembrook Pines, Inc. ("PPI.") and Pembrook Pines Elmira, Ltd. ("PPE") (collectively the "Receivership Defendants"), having moved this Court for an Order approving the asset purchase agreements (the "Asset Purchase Agreements"), as well as the associated escrow agreements (the "Escrow Agreements"), local marketing agreements (the "Local Marketing Agreements"), and associated escrow agreements (the "LMA Escrow Agreements"), and service agreements (the "PPE Service Agreement") entered into between the Receivership Defendants and Great Radio, LLC and Sound Communications, LLC pursuant to the December 20, 2013 Stipulation Regarding Order Appointing Receiver (the "Receivership Order"); and

2014 APR 2 AM 10:17
RONNIE C. GUNT, CLERK

RECEIVED

UPON review of the Memorandum in Support of Approval of Asset Purchase Agreements and Related Agreements, together with the attached Exhibits and the supporting affidavit (the "Motion"), and due proof of service thereof; and upon all the pleadings and procedure heretofore had herein, and due deliberations having been had thereon and good and sufficient cause appearing, it is hereby

ORDERED, that the Motion is GRANTED; and it is further

ORDERED, that the Court hereby approves the Asset Purchase Agreement regarding the sale of the New York radio stations owned by PPE as set forth in the Asset Purchase Agreement attached as **Exhibit B** to the Motion;

ORDERED, that the Court hereby approves the Escrow Agreement related to the Asset Purchase Agreement regarding the sale of the New York radio stations owned by PPE attached as **Exhibit C** to the Motion;

ORDERED, that the Court hereby approves the Local Marketing Agreement related to the New York radio stations owned by PPE attached as **Exhibit D** to the Motion;

ORDERED, that the Court hereby approves the LMA Escrow Agreement related to the New York radio stations owned by PPE attached as **Exhibit E** to the Motion;

ORDERED, that the Court hereby approves the Services Agreement related to the New York radio stations owned by PPE attached as **Exhibit F** to the Motion.

ORDERED, that the Court hereby approves the Asset Purchase Agreement regarding the sale of the New York radio stations owned by PPI as set forth in the Asset Purchase Agreement attached as **Exhibit G** to the Motion;

ORDERED, that the Court hereby approves the Escrow Agreement related to the Asset Purchase Agreement regarding the sale of the New York radio stations owned by PPI attached as **Exhibit H** to the Motion;

ORDERED, that the Court hereby approves the Local Marketing Agreement related to the New York radio stations owned by PPI attached as **Exhibit I** to the Motion;

ORDERED, that the Court hereby approves the LMA Escrow Agreement related to the New York radio stations owned by PPI attached as **Exhibit J** to the Motion; and

ORDERED, that this Order shall be, and is, binding upon the Defendants and each of their respective officers, agents, servants, employees, attorneys-in-fact, subsidiaries, affiliates, and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile service, or otherwise.

SO ORDERED this 1st day of

April, 2014.



HON. MATTHEW A. ROSENBAUM
Supreme Court Justice

EXHIBIT B

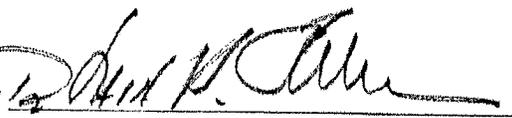
CONSENT

The undersigned, being the Proposed Buyer and the Receiver as referred to in the foregoing Motion of Receiver to Set Aside Prior Order, hereby consent to the entering of an Order in accordance with the terms of such Motion and for the granting of the relief set forth in the Motion.

GREAT RADIO, LLC

By  _____
Bill Christian
President

PEMBROOK PINES ELMIRA LIMITED

By  _____
Richard A. Foreman
Receiver