

**Exhibit 12**  
**Agreements to Assignment**

By this application, WZBN-TV, INC. and NRJ TV PHILLY OPCO, LLC seek Commission consent to an assignment of television broadcast license W50DZ-D, Trenton, NJ (Fac ID 74464) to NRJ TV PHILLY LICENSE CO., LLC.

The parties are submitting with this application a copy of the Purchase and Sale Agreement by and among the parties, dated as of January 31, 2012.

The following exhibits and schedules to the Purchase and Sale Agreement are not being submitted with this application because they contain material that either is proprietary, not germane to the Commission's evaluation of this application, or already in the Commission's possession<sup>1</sup>:

**EXHIBIT NAME**

- Exhibit A - Assumption Agreement
- Exhibit B - Bill of Sale and Assignment
- Exhibit C - Buyer's Closing Certificate
- Exhibit D - Buyer's Performance Certificate
- Exhibit E - Assignment and Assumption of Contracts
- Exhibit G - FCC Licenses Assignment
- Exhibit I - Lease Estoppel Letters
- Exhibit J - Seller's Closing Certificate
- Exhibit K - Seller's Performance Certificate
- Exhibit L - Trademark Assignment

**SCHEDULE NAME**

- Schedule 1.1 - Assumed Liabilities
- Schedule 1.8 - Permitted Liens
- Schedule 1.10 - Retained Assets
- Schedule 4.3 - Conflicting Agreements of Seller
- Schedule 4.5 - Title Exceptions/Locations - Personal Property
- Schedule 4.6 - Equipment Exceptions
- Schedule 4.7 - Contract Exceptions
- Schedule 4.10 - Lease Exceptions
- Schedule 4.11(a) - Financial Statements
- Schedule 4.12 - Changes
- Schedule 4.13 - Litigation
- Schedule 4.14 - Tax Exceptions
- Schedule 4.15 - Governmental Authorizations Exceptions
- Schedule 4.16 - Communications Laws Compliance Exceptions
- Schedule 4.17 - Insurance
- Schedule 4.20 - Powers of Attorney
- Schedule 4.22 - Environmental Compliance
- Schedule 4.23 - Subsidiaries
- Schedule 5.3 - Conflicts

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<sup>1</sup> See *LUJ, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd 16980 (2002); Public Notice, DA 02-2049 (rel. Aug. 22, 2002).

- Schedule 5.4 - Buyer's Brokers
- Schedule 5.5 - FCC Qualification
- Schedule 6.9 - Permitted Liens
- Schedule 7.8 - Required Approvals and Consents

Information contained in these exhibits and schedules will be provided to the Commission upon request, subject to the parties' rights, where appropriate, to submit such information consistent with regulations restricting public access to confidential and proprietary information.