

EXHIBIT 5

Agreements for Sale of Station

By this application, the parties seek the consent of the Federal Communications Commission (“FCC”) to the assignment of the licenses listed at Section II, Question 2 of the instant application from KVOA Communications, LLC (“KVOA”) to Quincy Media, Inc. (“Quincy”).

Attachments. The Asset Purchase Agreement (the “Agreement”) and Transition Services Agreement are attached to this exhibit. KVOA responds “no” to Section II, Question 3, and Quincy responds “no” to Section III, Question 3, because certain exhibits and schedules to the Agreement are not being submitted with this application pursuant to FCC policy and practice.¹ The omitted exhibits and schedules, listed below, contain information that is proprietary, not germane to the FCC’s evaluation of the application, or already in the FCC’s possession. These materials will be provided to the FCC upon request.

Agreement Exhibits

Exhibit A	Stations
Exhibit B	Certification of Non-Foreign Status
Exhibit D	Indemnity Escrow Agreement

Agreement Schedules

Schedule 1.1	Permitted Liens
Schedule 2.1(d)	Leases of Tangible Personal Property
Schedule 2.2	Excluded Assets
Schedule 3.3	No Conflicts
Schedule 3.4(a)	FCC Licenses
Schedule 3.4(b)	FCC Actions
Schedule 3.4(d)	Sharing Agreement
Schedule 3.4(e)	MVPDs
Schedule 3.5	Taxes
Schedule 3.8(a)	Contracts
Schedule 3.9	Environmental
Schedule 3.10	Intangible Property
Schedule 3.11	Employees; Labor Matters; Employee Benefit Plans
Schedule 3.12	Insurance
Schedule 3.13	Compliance with Laws
Schedule 3.14	Litigation
Schedule 3.15	Financial Statements
Schedule 3.16	No Undisclosed Liabilities
Schedule 3.19	Related Party Transactions
Schedule 3.20	All Assets
Schedule 3.21	Subsidiaries
Schedule 5.1	Seller’s Covenants
Schedule 6.3	Required Consents
Schedule 6.4	Employees; Employee Plans
Schedule 6.13	Multi-Station Contracts

¹ See *LUI, Inc.*, 17 FCC Rcd 16980 (2002).