

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
: :  
YOUNG BROADCASTING INC. *et al.*, : Case No. 09-10645 (AJG)  
: :  
Debtors.<sup>1</sup> : (Jointly Administered)  
: :  
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,  
METHODOLOGY AND DISCLAIMER REGARDING  
DEBTORS' SCHEDULES AND STATEMENTS**

Young Broadcasting Inc. and certain of its direct and indirect subsidiaries, the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, “Company” or “Debtors”), hereby submit their Schedules of Assets and Liabilities and Statements of Financial Affairs (each, a “Schedule” or “Statement,” as applicable, and, collectively, the “Schedules and Statements”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

**NOTES PERTAINING TO ALL DEBTORS**

The Schedules and Statements were prepared by the Debtors’ management and are unaudited. They remain subject to further review and verification. Subsequent information may result in material changes to the Schedules and Statements, and because the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are accurate or complete. The Debtors reserve their rights to amend the Schedules and Statements from time to time as may be necessary or appropriate, including the right to dispute or otherwise assert offsets or defenses to any claim reflected on the Schedules and Statements as to amount, liability or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent” or “unliquidated.” Furthermore, nothing contained in the

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<sup>1</sup> The Debtors in these cases are Young Broadcasting Inc.; Young Broadcasting of Lansing, Inc.; Young Broadcasting of Louisiana, Inc.; Young Broadcasting of Nashville, LLC; Young Broadcasting of Albany, Inc.; Young Broadcasting of Richmond, Inc.; Young Broadcasting of Knoxville, Inc.; Young Broadcasting of Green Bay, Inc.; Young Broadcasting of Davenport, Inc.; Young Broadcasting of Sioux Falls, Inc.; Young Broadcasting of Rapid City, Inc.; Young Broadcasting of San Francisco, Inc.; Young Broadcasting of Nashville, Inc.; Young Broadcasting of Los Angeles, Inc.; Young Broadcasting Shared Services, Inc.; Adam Young Inc.; WKRN, G.P.; WATE, G.P.; KLFY, L.P.; YBT, Inc.; YBK, Inc.; LAT, Inc.; Winnebago Television Corporation; Fidelity Television, Inc.; and Honey Bucket Films, Inc.

Schedules and Statements shall constitute a waiver of rights with respect to these Chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, each and every one of the Schedules and Statements, and should be referred to and considered in connection with any review of each Schedule and Statement.

The Debtors have made every effort to allocate liabilities between the pre-petition and post-petition periods based on the information available and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change.

1. Description of the Cases and as of Information Date. On February 13, 2009, (the "Petition Date"), each of the Debtors filed a voluntary petition with the Bankruptcy Court for reorganization under Chapter 11 of the Bankruptcy Code. The cases are being jointly administered under case number 09-10645 (AJG). The Debtors are currently operating their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. Each Debtor's fiscal year ends on December 31 of each year. All asset and liability information, except where otherwise noted, is as of February 13, 2009.

2. Basis of Presentation. For financial reporting purposes, the Debtors prepare and file audited consolidated financial statements with the Securities and Exchange Commission annually. These Schedules and Statements are prepared on an unaudited, unconsolidated basis, reflecting the separate assets and liabilities of each individual Debtor. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles.

3. Summary of Significant Reporting Policies. The Debtors use a consolidated cash management system through which the Debtors collect substantially all receipts and pay liabilities and expenses. Cash receipts and disbursements are recorded on the books and records of each Debtor and inter-company journal entries are utilized to record transactions affecting revenues, expenses, assets and liabilities between Debtors.

4. Foreign Currency. The Debtors have no foreign currency transactions. Therefore, all amounts are reflected in U.S. dollars.

5. Inter-company Receivables/Payables. Inter-company balances have been set forth in the Schedules and Statements to the best of the Debtors' knowledge, information and belief at the value as set forth on the Debtors' books and records as of February 13, 2009.

In response to Statement Question 3.b, the Debtors have included certain inter-company transfers occurring in the 90 days prior to the Petition Date. As the Debtors maintain a centralized cash management system, those transfers are primarily memorialized in book or

accounting entries. The Bankruptcy Court has approved the Debtors' use of their cash management system with slight modifications. Accordingly, the Debtors have omitted from their response to Statement Question 3.b daily cash sweeps to centralized accounts, held in the name of, or on behalf of, Young Broadcasting Inc.

6. Book Value. The Debtors do not have appraisals or valuations dated within one year of the date of these Schedules and Statement for the properties, interests or entities detailed therein. Accordingly, unless otherwise noted, assets and liabilities of each Debtor are reported at the value as set forth on the Debtors' books and records, as of the Debtors' latest assessment ("Book Value"). Thus, unless otherwise noted, the Schedules and Statements reflect Book Value, and may not be based upon any estimate of their current market value. By reporting the Book Value of assets, the Debtors make no representation of the value ultimately realizable or the collectibility of receivables and similar assets.

7. Estimates. To close the books and records of the Debtors as of the Petition Date, the Debtors' management was required to make estimates, allocations or assumptions that affect the amounts of assets and liabilities as of February 13, 2009 and reported revenue and expenses for the period ending February 13, 2009.

8. Inventories. Inventories are listed at Book Value. Inventories and equipment are presented without consideration of any statutory, contractual, or consensual liens. Given the nature of the Debtors' businesses, they may occasionally possess goods or products that can be expansively described as inventory. However, the Debtors generally do not keep inventory on a continuous basis.

9. Property and Equipment. The Debtors own real property and equipment including, but not limited to plants, equipment, real estate, towers and buildings, and transmitters and broadcast equipment. Due to the lack of current valuations, such property and equipment has been scheduled at its Book Value.

10. Stocks and Interests in Incorporated and Unincorporated Businesses. Certain Debtors have ownership interests in other Debtors and certain non-Debtor entities as detailed herein. The Debtors do not have current valuations dated within one year of the date of these Schedules and Statements for the detailed stocks and interests. Accordingly, due to the lack of current valuations, the Debtors have reported the "Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption" as "Unknown."

11. Leases. The Debtors have not included in the Schedules and Statements any future obligations on any leases. To the extent that there was an amount due as of the Petition Date, the creditor has been included in Schedule F. Unless otherwise stated, all lease agreements have been included in Schedule G.

12. Recoveries and Causes of Action. The Debtors Schedules and Statements may not include a complete list of causes of action they possess as of the Petition Date, or at any point thereafter. Regardless of the recoveries and causes of action listed, the Debtors reserve all of their rights with respect to assert any and all causes of action they may possess, including, but not limited to, avoidance actions, and neither these Global Notes nor the

Schedules and Statements shall be deemed a waiver or limitation of any of the Debtors' rights to pursue any such causes of action or recovery.

13. Taxes. The Debtors are required to file tax returns and various other tax-related forms with many taxing authorities. These filings commonly result in either tax refunds or additional tax-related liabilities. There are no known tax refunds as of the filing date of these Schedules and Statements; thus, a listing of all taxing authorities has not been included in Schedule B18.

Schedule E includes claims to various taxing authorities to which the Debtors may potentially be liable. However, certain of such claims may be subject to ongoing audits, and the Debtors are otherwise unable to determine with certainty the amount of some, if not all, of the claims listed on Schedule E. Therefore, the Debtors have listed all such claims as unliquidated, pending final resolution and liquidation of such claims, including for ongoing audits or other outstanding issues. The Debtors reserve their right to assert that any claim listed on Schedule E does not constitute an unsecured priority claim under the Bankruptcy Code.

14. Schedule D. Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization or structure of any such transaction, or any document or instrument (including, without limitation, any inter-company agreement) related to such creditor's claim. In certain instances, one Debtor may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of the other Debtor, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by another entity. The descriptions provided in Schedule D are intended only to be a summary, do not constitute an admission and are not dispositive for any purpose. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any lien. Nothing in the Global Notes or the Schedules and Statements shall be deemed to be an admission, modification, or interpretation of or relating to such agreements.

15. Schedule F. Amounts listed in Schedule F are based on invoices or are otherwise general estimates of liabilities and do not represent specific claims as of the Petition Date. Schedule F does not include certain deferred charges, deferred liabilities, or general reserves.

Schedule F includes inter-company balances, which balances are reported based upon amounts reflected in the Debtors' books and records.

Schedule F contains information regarding potential, pending, or closed litigation involving the Debtors upon commercially reasonable due diligence and investigations conducted by the Company.

16. Schedule G. The businesses of the Debtors are complex. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or over-inclusions may have occurred. In compiling Schedule G, the Debtors categorized contracts by the type for ease of reference only and do not intend such categorization to denote any significance.

The Debtors have attempted to provide complete lists of all agreements that might be considered to be executory contracts. Debtors are continuing to review their records and will supplement their Schedules and Statements if additional agreement that may constitute executory contracts are identified. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G, or to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may not have taken effect or be binding on any party and may have expired, or been terminated, modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, or other documents, instruments, or agreements which may not be listed therein.

Certain of the real property leases and contracts listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of these agreements or any other agreements on Schedule G does not constitute an admission that any such agreement is an executory contract or unexpired lease.

The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on the Schedule, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in the Schedule. Schedule G generally does not include stand-alone equipment purchase orders. Schedule G does not include agreements that the Debtors have entered into with certain of their advisors. Additionally, Schedule G does not include pricing arrangements that the Debtors have with certain advertisers. Finally, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, are not set forth in Schedule G.

The Debtors reserve any and all rights to assume, assign, or reject their executory contracts or unexpired leases and nothing in the Schedules and Statements shall in any way be deemed an admission or election to do so, or waive or limit the Debtors' rights to do so.

17. Schedule H: Co-Debtors. In the ordinary course of their businesses, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their

businesses. These matters may involve multiple plaintiffs and defendants, some or all of which may assert cross-claims and counter-claims against other parties. Because such claims are listed elsewhere in the Schedules and Statements, they have not been set forth individually on Schedule H.

Schedule H also reflects guarantees by the Debtors. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments or other such agreements. Further, certain of the guarantees reflected on Schedule H may have expired or may no longer be enforceable. Thus, the Debtors reserve their right to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or to be unenforceable.

18. Umbrella Agreements. A number of contracts listed in the Schedules and Statements may be umbrella agreements that cover all of the Debtors. Such agreements have been listed in the Schedules and Statements of the Debtor that was the main signatory to the agreement, although another Debtor may be obligated under the agreement.

The Debtors reserve their rights to assert that each Debtor has separate agreements even where an alleged umbrella agreement may exist and nothing in the Schedules and Statements shall in any way be deemed an admission, or waive or limit the Debtors' rights to do so.

19. Employee Claims. The Debtors employed approximately 963 full-time employees and approximately 131 part-time employees as of the Petition Date. The Bankruptcy Court entered first day orders granting the authority to the Debtors to pay pre-petition employee wages, salaries, severance, benefits or other obligations in the ordinary course of their businesses. Accordingly, the Schedules and Statements do not include claims that the Debtors have paid or resolved pursuant to such first day orders. In addition, the Debtors may take certain actions that lead to employee-related claims. Such potential claims are not included in the Schedules and Statements. Furthermore, the Debtors have omitted from their response to Statement Question 3.b. the thousands of payments made to employees within 90 days of the Petition Date.

Included in the benefits and obligations that the Debtors have authority to pay are workers' compensation claims. The Debtors provide workers' compensation coverage to its employees primarily through third-party insurance programs. Additionally, the Debtors pay a third party to administer the claims. As of the Petition Date, there are numerous claims filed by employees that will be processed in the ordinary course and that have not been included in the Schedules and Statements. In addition, the Schedules and Statements do not include administrative or other proceedings to determine coverage under workers' compensation programs.

Prior to the Petition Date, the Debtors maintained executive supplemental deferred compensation plans for the benefit of approximately seven key employees (the "Deferred Compensation Plans"). The Debtors terminated the Deferred Compensation Plans prior to the Petition Date, and, on account of the manner in which the Deferred Compensation Plans were terminated, no benefits pursuant to the Deferred Compensation Plans will be paid. The current

value of the claims, if any, related to the Deferred Compensation Plans is unknown to the Debtors at this time. Any claims arising out of the pre-petition termination of the Deferred Compensation Plans shall be addressed in the claims reconciliation process.

20. Customer Obligations. Customer-related programs primarily consist of advertiser pre-payment programs at the Debtors' television stations through which advertisers can pre-pay for their advertising time on the Debtors' television stations to lock in a favorable advertising price. The Bankruptcy Court entered orders granting the authority, but not the obligation, to the Debtors to perform pursuant to, continue, renew, or replace customer-related programs. Accordingly, most customer liabilities as of the Petition Date have been excluded from Schedule F.

21. Claims Paid Pursuant to Court Orders. Certain of the Debtors' Schedules and Statements list creditors and set forth the Debtors' estimate of the claims of creditors as of the Petition Date. The Bankruptcy Court has authorized but not obligated the Debtors to pay various pre-petition claims, including claims of certain customers and/or employees. Accordingly, the actual unpaid claims of creditors that may be allowed in these cases may differ from the amounts set forth in the Schedules and Statements.

22. Insiders. All insiders of Young Broadcasting Inc. have been listed in the response to Statement Question 3.c, but the Debtors have not listed current executives at the subsidiary level who may have been insiders during the one year preceding the Petition Date. In addition, inter-company balances as of February 13, 2009 have been listed. The Debtors have not listed stock options in the Schedules and Statements; these options have not been exercised and no shares have been issued against any such stock options.

23. Payments Related To Debt Counseling or Bankruptcy. These payments were made by Young Broadcasting Inc. on behalf of all Debtors as the services these professionals provided and continue to provide are for the benefit of all Debtors. Therefore, these payments are listed only on the Statement of Young Broadcasting Inc., which is incorporated by reference in the Statements of the remaining Debtors.

24. Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets and liabilities from the Statements and Schedules, including accrued salaries, employee benefit accruals and deferred gains. Other *de minimis* or otherwise immaterial assets and liabilities may also have been excluded.

25. Litigation. The Debtors have made commercially reasonable efforts to record litigation and regulatory actions in the Schedules and Statements of the Debtor that is party to the action. The Debtors have excluded details relating to certain claims for which litigation has not yet been commenced.

26. Disputed, Contingent and/or Unliquidated Claims. Schedules D, E and F, for example, permit each of the Debtors to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any Schedule as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not disputed, contingent and/or unliquidated, or is not subject to objection. The Debtors reserve the right to dispute, or assert

offsets or defenses to, any or all claims reflected on these Schedules as to validity, extent, nature, or liability.

27. Benefits Plans. Administrators of benefits plans have been listed on Schedule G.

28. Setoffs. The Debtors routinely incur setoffs in the ordinary course of business. These setoffs are consistent with the ordinary course of business in the Debtors' industry. Therefore, such ordinary course setoffs are excluded from the Debtors' response to Statement Question 13.

29. De Minimis Amounts of Property Held for Another. In the ordinary course of their businesses, the Debtors routinely have possession of *de minimis* amounts of property belonging to others, including certain of their employees or agents for limited periods of time. Such *de minimis* amounts are not included in the Schedules and Statements.

30. Gifts. Those gifts listed on Statement Question 7 do not include items such as station-sponsored giveaways, contests and similar programs.



# UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re YOUNG BROADCASTING OF RAPID CITY, INC.

Debtor

Case No. 09-10670

Chapter 11

## SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$6,869.00		
B - Personal Property	Yes	5	\$1,909,240.03		
C - Property Claimed As Exempt	No				
D - Creditors Holding Secured Claims	Yes	1		\$338,501,034.72	
E - Creditors Holding Unsecured Priority Claims	Yes	3			
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		\$507,045,736.47	
G - Executory Contracts and Unexpired Leases	Yes	7			
H - Codebtors	Yes	9			
I - Current Income of Individual Debtor(s)	No				
J - Current Expenditures of Individual Debtor(s)	No				
	TOTAL	28	\$1,916,109.03	\$845,546,771.19	

Debtor

(if known)

### SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G-Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
RAPID CITY TOWER 1625 SKYLINE DRIVE PENNINGTON COUNTY RAPID CITY, SD	FEE SIMPLE		\$6,869.00	TBD

Total

\$6,869.00

(Report also on Summary of Schedules)

Debtor

(if known)

### SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. CASH ON HAND.	X			
2. CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.	X			
3. SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.		RENT DEPOSIT,EXECUTIVE SUITES		\$1,200.00
4. HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	X			
5. BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	X			
6. WEARING APPAREL.	X			
7. FURS AND JEWELRY.	X			
8. FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.	X			

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.	X			
10. ANNUITIES. ITEMIZE AND NAME EACH INSURER.	X			
11. INTERESTS IN AN EDUCATION IRA AS DEFINED IN 26 U.S.C. § 530(b)(1) OR UNDER A QUALIFIED STATE TUITION PLAN AS DEFINED IN 26 U.S.C. § 529(b)(1). GIVE PARTICULARS. (FILE SEPARATELY THE RECORD(S) OF ANY SUCH INTEREST(S). 11 U.S.C. § 521(c) RULE 1007(B))	X			
12. INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.	X			
13. STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.	X			
14. INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.	X			
15. GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	X			
16. ACCOUNTS RECEIVABLE.		ACCOUNTS RECEIVABLE		\$106,179.64
17. ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WHICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.	X			
18. OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDING TAX REFUNDS. GIVE PARTICULARS.	X			
19. EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.	X			

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
20. CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.	X			
21. OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.	X			
22. PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.		KCLO YOUNG BROADCASTING OF RAPID CITY, INC. UNREGISTERED		
23. LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.		ASR 1035415 FCC PHILLIP TOWER  ASR 1035414 FCC KCLO TOWER  FCC LICENSE WME907 FCC  FCC LICENSE WGZ686 FCC  FCC LICENSE WGZ687 FCC  FCC LICENSE WGZ688 FCC  FCC LICENSE WL1350 FCC  FCC LICENSE K69DJ FCC  FCC LICENSE WGZ689 FCC		

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
23. LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.		FCC LICENSE KCLO-DT FCC  FCC LICENSE KCLO-TV FCC		
24. CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES.	X			
25. AUTOMOBILES, TRUCKS, TRAILERS, OTHER VEHICLES AND ACCESSORIES.	X			
26. BOATS, MOTORS, AND ACCESSORIES.	X			
27. AIRCRAFT AND ACCESSORIES.	X			
28. OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.		NET BOOK VALUE OF: BROADCASTING EQUIPMENT  NET BOOK VALUE OF: TOWERS  NET BOOK VALUE OF: TRANSMITTERS		\$297,387.89  \$119,136.44  \$206,680.36
29. MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.		NET BOOK VALUE OF: COMPUTERS  NET BOOK VALUE OF: FURNITURE AND FIXTURES  NET BOOK VALUE OF: OFFICEE EQUIPMENT		\$1,991.10  \$3,951.80  \$224.80
30. INVENTORY.	X			
31. ANIMALS.	X			
32. CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	X			
33. FARMING EQUIPMENT AND IMPLEMENTS.	X			
34. FARM SUPPLIES, CHEMICALS, AND FEED.	X			

In re YOUNG BROADCASTING OF RAPID CITY, INC.

Case No. 09-10670

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
35. OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	X			
Total				\$1,909,240.03

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Debtor

(if known)

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO. WACHOVIA BANK N.A. AS ADMINISTRATIVE AGENT C/O MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN: GREGORY BRAY 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005	X		SECURED OBLIGATION OF PARENT COMPANY, GUARANTY	X	X	X	\$338,501,034.72	UNKNOWN
			VALUE TBD					

Sheet no. 1 of 1 sheet(s) attached to Schedule of Creditors Holding Secured Claims

Subtotal (Total(s) of this page)	\$338,501,034.72	
Total (Use only on the last page)	\$338,501,034.72	
	(Report also on Summary of Schedules.)	(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)



Debtor

(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

**Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Debtor

(if known)

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

Debtor

(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER  <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY

Subtotal			
Total			
Totals			

Debtor

(if known)

### SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER  <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							
ADAM YOUNG, INC. 599 LEXINGTON AVE NEW YORK, NY 10022			INTERCOMPANY PAYABLE	X	X		\$8,401.84
ACCOUNT NO.							
ALLTEL CORPORATION (DIRECT) ATTN: ACCOUNTS PAYABLE C00048298 PO BOX 3373 LITTLE ROCK, AZ 72203-3373			AP TRADE				\$2,800.25
ACCOUNT NO.							
C MEDIA			AP TRADE				\$85.00
ACCOUNT NO.							
CHILDREN'S HOME SOCIETY 1330 JOLLY LANE RAPID CITY, SD 57703			AP TRADE	X	X		\$5,100.00
ACCOUNT NO.							
CLARITY-COVERDALE-FURY 120 S 6TH ST SUITE #1300 MINNEAPOLIS, MN 55402			AP TRADE				\$18.00

Subtotal

\$16,405.09
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Debtor

(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							
CRAFT & ASSOCIATES PO BOX 88337 SIOUX FALLS, SD 57109			AP TRADE	X	X		\$61,327.50
ACCOUNT NO.							
KSL MEDIA			AP TRADE				\$127.50
ACCOUNT NO.							
MOORE & KANDARAS 924 QUINCY ST RAPID CITY, SD 57701			AP TRADE				\$1,150.00
ACCOUNT NO.							
SOUTH DAKOTA OPTOMETRIC SOCIETY PO BOX 1173 PIERRE, SD 57501			AP TRADE				\$10.00
ACCOUNT NO.							
TACO JOHNS (DIRECT) 411 MAIN RAPID CITY, SD 57701			AP TRADE				\$145.00
ACCOUNT NO.							
U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 NEW YORK, NY 10005	X		8.75% SENIOR SUBORDINATED NOTES DUE 2014	X	X		\$147,077,777.78
ACCOUNT NO.							
U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 NEW YORK, NY 10005	X		10% SENIOR SUBORDINATED NOTES DUE 2011	X	X		\$359,888,093.60
ACCOUNT NO.							
WHITE'S QUEEN CITY MOTORS 1900 N AVE SPEARFISH, SD 57783			AP TRADE				\$700.00

Subtotal

\$507,029,331.38

Total

\$507,045,736.47

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
A & B BUSINESS EQUIPMENT, INC. PO BOX 89106 2904 WEST RUSSELL SIOUX FALLS, SD 57107	GUARANTEED MAINTENANCE AGREEMENT
A & B BUSINESS EQUIPMENT, INC. 2635 BROADWAY SLAYTON, MN 56172	GUARANTEED MAINTENANCE AGREEMENT
ALLTEL COMMUNICATIONS, INC. ATTN PROPERTY MANAGEMENT DEPARTMENT PO BOX 2177 LITTLE ROCK, AZ 72203	NOTICE OF MERGER AND NEW NOTICE ADDRESS AMENDMENT
AMERICAN FAMILY RADIO PO DRAWER 3206 107 PARKGATE DRIVE TUPELO, MS 38803	LEASE AGREEMENT
AMERICAN FAMILY RADIO PO DRAWER 3206 107 PARKGATE DRIVE TUPELO, MS 38803	LEASE AGREEMENT
AMERICAN SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS ATTN MARGRET GONZALES, TV ACCT. MANAGER ONE LINCOLN PLAZA NEW YORK, NY 10023	LOCAL STATION PER PROGRAM TELEVISION LICENSE
CBS AFFILIATE RELATIONS, A DIVISION OF CBS, INC. ATTN SCOTT MICHEALS 51 WEST 52ND STREET RIDGEWOOD, NJ 97450	AFFILIATION AGREEMENT DTD 9/19/1994 LETTER AGREEMENT W/ ADDITIONAL TERMS

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
CBS PARAMOUNT DOMESTIC TELEVISION, A DIVISION OF CBS STUDIOS, INC. ATTN G. KINSEY, PRESIDENT & SENIOR MGMT. 5555 MELROSE AVENUE HOLLYWOOD, CA 90038	LICENSE AGREEMENT
CBS PARAMOUNT DOMESTIC TELEVISION, A DIVISION OF CBS STUDIOS, INC. 5555 MELROSE AVENUE HOLLYWOOD, CA 90038	LICENSE AGREEMENT
CBS TELEVISION DISTRIBUTIONS 2401 COLORADO AVENUE SUITE 110 SANTA MONICA, CA 90404	LICENSE AGREEMENT, NO. 101989
CBS TELEVISION DISTRIBUTIONS 2401 COLORADO AVENUE SUITE 110 SANTA MONICA, CA 90404	LICENSE AGREEMENT, NO. 101989
CBS TELEVISION NETWORK C/O CBS INC. 51 WEST 52 STREET NEW YORK, NY 10019	AFFILIATION AGREEMENT
CBS TELEVISION NETWORK 51 WEST 52ND STREET NEW YORK, NY 10019	CBS NEWSPATH FEE ELECTION FORM
CBS TELEVISION NETWORK, A DIVISION OF CBS, INC.	LETTER AGREEMENT RE: CBS NEWS SOUTHWEST REGIONAL NEWS COOPERATIVE
CLASSIFIED VERTICALS, LLC	SALES, SERVICES AND SUPPORT AGREEMENT
CNN NEWSOURCE SALES, INC.	LICENSING AGREEMENT
EXECUTIVE SUITES COMPANY 1719 WEST MAIN STREET RAPID CITY, SD 57702	EXECUTIVE SUITES COMPANY LEASE AGREEMENT
HEARTLAND POKER TOUR 3505 8TH STREET SOUTH MOORHEAD, MN 56560	MASTER CONTENT PROVIDER AGREEMENT

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
KONRAD KERJSTAD AND MARY KERJSTAD 19790 230TH STREET QUINN, SD 57775	LEASE AGREEMENT
KONRAD KERJSTAD AND MARY KERJSTAD 19790 230TH STREET QUINN, SD 57775	LEASE AGREEMENT
LATINEYES MEDIA, INC. ATTN LAURA L. BOONE	PROGRAM FIELD ORDER & CLEARANCE CONFIRMATION
LITTON SYNDICATIONS, INC. ATTN NANCY SMELIZER, EXEC VP/OP LITTON TOWERS, 884 ALLBRITTON BOULEVARD SUITE 200 MOUNT PLEASANT, SC 29464	STATION CONTRACT
MERRITT PATTERSON & SONS ATTN DALE PATTERSON	LEASE AGREEMENT
MUSIC & THE SPOKEN WORD C/O BONNEVILLE COMMUNICATIONS ATTN CHRISTINE BARNHURST 5 TRIAD CENTER, SUITE 700 SALT LAKE CITY, UT 94180	CLEARANCE REQUEST FOR WEEKLY BROADCAST
MUSIC REPORTS, INC. ATTN DOUGLAS J. BRAININ, PRESIDENT & CEO 21122 ERWIN STREET WOODLAND HILLS, CA 91367	LETTER AGREEMENT - PER PROGRAM MUSIC LICENSE
MUSIC REPORTS, INC. ATTN DOUGLAS J. BRAININ, EXEC. VP & COO 405 RIVERSIDE DRIVE BURBANK, CA 91506	LETTER AGREEMENT - PER PROGRAM MUSIC LICENSE
NETPARTNERS MEDIA, LLC	INTERACTIVE SALES, SERVICES AND SUPPORT AGREEMENT
NEW REVENUE SOLUTIONS, LLC. ATTN KERRY MARSHALL, SVP OF SALES 110 WEST OCEAN BOULEVARD 11TH FLOOR LONG BEACH, CA 90802	IMAGEPLUS RENEWAL AGREEMENT RENEWAL



Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
NEW REVENUE SOLUTIONS, LLC. ATTNKERRY MARSHALL, SVP OF SALES 110 WEST OCEAN BOULEVARD 11TH FLOOR LONG BEACH, CA 90802	IMAGEPLUS RENEWAL AGREEMENT RENEWAL
NEW RUSHMORE RADIO, INC.	CONSENT TO ASSIGNMENT OF CONTRACT ASSIGNMENT
NEWLOCALDIRECT.COM 4246 NORTH PARK AVENUE INDIANAPOLIS, IN 46205	NEW BIZ WIZARD LICENSE AGREEMENT
NEXTEL FINANCE COMPANY ATTN PAUL G ROSENGREN, LEGAL DEPT 2001 EDMUND HALLEY DRIVE RESTON, VA 20191	FREQUENCY RELOCATION AGREEMENT
NEXTEL FINANCE COMPANY C/O SPRINT NEXTEL CORPORATION ATTN PAUL G ROSENGREN, LEGAL DEPT 2001 EDMUND HALLEY DRIVE RESTON, VA 20191	OUT-OF-BAND FREQUENCY RELOCATION AGREEMENT
NIELSEN MEDIA RESEARCH, INC. ATTN KELLY G., COORDINATING VICE PRESIDENT 150 NORTH MARTINGALE ROAD SCHAUMBERG, IL 60173	NIELSEN STATION INDEX SERVICE AGREEMENT
PARAMOUNT PICTURES CORPORATION ATTN DAVID J. THEODOPOULOS 5555 MELROSE AVENUE HOLLYWOOD, CA 90038	LICENSE AGREEMENT LETTER AGREEMENT
PARAMOUNT PICTURES CORPORATION 5555 MELROSE AVENUE HOLLYWOOD, CA 90038	LICENSE AGREEMENT FOR BROADCASTING RIGHTS AMENDATORY LETTER TO AGREEMENT DATES 8/24/2003
PARAMOUNT PICTURES CORPORATION ATTN DAVID J. THEODOPOULOS, VP 5555 MELROSE AVENUE HOLLYWOOD, CA 90038	LICENSE AGREEMENT FOR BROADCASTING RIGHTS
PENNINGTON COUNTY FIRE SERVICE PENNINGTON COUNTY COURTHOUSE 315 SAINT JOSEPH STREET RAPID CITY, SD 57701	KELO-TV TOWER/SITE LEASE AGREEMENT

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
PENNINGTON COUNTY FIRE SERVICE PENNINGTON COUNTY COURTHOUSE 315 SAINT JOSEPH STREET RAPID CITY, SD 57701	KELO-TV TOWER/SITE LEASE AGREEMENT
PROGRAM PARTNERS, INC. ATTN RICH COLBERT, PRINCIPAL 816 HAMPTON DRIVE SUITE 1 VENICE, CA 90291	STATION OFFER FORM, BROADCAST LICENSING
PROGRAM PARTNERS, INC. ATTN RICH COLBERT, PRINCIPAL 816 HAMPTON DRIVE SUITE 1 VENICE, CA 90291	STATION OFFER FORM, BROADCAST LICENSING
ROD EGEMO ATTN ROD EGEMO 536 EAST 48TH AVENUE ANCHORAGE, AK 99503	ASSIGNMENT OF LEASE
ROD EGEMO ATTN ROD EGEMO 536 EAST 48TH AVENUE ANCHORAGE, AK 99503	LEASE AGREEMENT
RUSHMORE ELECTRIC POWER COOPERATIVE, INC.	LEASE
RUSHMORE RADIO COMPANY, LLC	TOWER/SITE LEASE AGREEMENT
SESAC, INC. ATTN MOLLY M. HEIM 1633 BROADWAY NEW YORK, NY 10019	SESAC LOCAL STATION BLANKET TELEVISION LICENSE
THOMAS E. INGSTAD BROADCASTING, INC. 1222 MOUNT CURVE AVENUE MINNEAPOLIS, MN 55403	CONSENT TO LEASE ASSIGNMENT ASSIGNMENT
THOMAS INGSTAD BROADCASTING CO. PO BOX 8205 RAPID CITY, SD 57709	KELO-TV TOWER/SITE LEASE
TRIAD BROADCASTING COMPANY, LLC	ASSIGNMENT CONSENT

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
TRIAD BROADCASTING COMPANY, LLC	LEASE & LIEN CONSENT
UNIVERSAL CITY STUDIOS PRODUCTIONS LLLP C/O NBC UNIVERSAL TELEVISION - DISTRIBUTION, ATTN LEGAL AFFAIRS/NBC UNIVERSAL DOMESTIC TELEVISION DISTRIBUTION 10 UNIVERSAL CITY PLAZA, 32ND FLOOR UNIVERSAL CITY, CA 91608	PROGRAM LICENSE AGREEMENT
UNIVERSAL CITY STUDIOS PRODUCTIONS LLLP C/O NBC UNIVERSAL TELEVISION - DISTRIBUTION ATTN LEGAL AFFAIRS/NBC UNIVERSAL DOMESTIC TELEVISION DISTRIBUTION 10 UNIVERSAL CITY PLAZA, 32ND FLOOR UNIVERSAL CITY, CA 91608	PROGRAM LICENSE AGREEMENT
UNIVERSAL CITY STUDIOS PRODUCTIONS LLLP, A SUBSIDIARY OF NBC UNIVERSAL, INC. C/O NBC UNIVERSAL TELEVISION - DISTRIBUTION ATTN LEGAL AFFAIRS/NBC UNIVERSAL DOMESTIC TELEVISION DISTRIBUTION 10 UNIVERSAL CITY PLAZA, 32ND FLOOR UNIVERSAL CITY, CA 91608	PROGRAM LICENSE AGREEMENT
UNIVERSAL CITY STUDIOS PRODUCTIONS LLLP, A SUBSIDIARY OF NBC UNIVERSAL, INC. C/O NBC UNIVERSAL TELEVISION - DISTRIBUTION ATTN LEGAL AFFAIRS/NBC UNIVERSAL DOMESTIC TELEVISION DISTRIBUTION 10 UNIVERSAL CITY PLAZA, 32ND FLOOR UNIVERSAL CITY, CA 91608	PROGRAM LICENSE AGREEMENT
UNIVERSAL CITY STUDIOS PRODUCTIONS LLLP, A SUBSIDIARY OF NBC UNIVERSAL, INC. 10 UNIVERSAL CITY PLAZA 32ND FLOOR UNIVERSAL CITY, CA 91608	PROGRAM LICENSE AGREEMENT AMENDMENT
UNIVERSAL CITY STUDIOS PRODUCTIONS LLLP, A SUBSIDIARY OF NBC UNIVERSAL, INC. 10 UNIVERSAL CITY PLAZA 32ND FLOOR UNIVERSAL CITY, CA 91608	PROGRAM LICENSE AGREEMENT
WEST CENTRAL ELECTRIC COOPERATIVE, INC. ATTN STEVEN J. REED MANAGER P.O. BOX 17 MURDO, SD 57559-0017	LEASE

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

<p>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.</p>	<p>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</p>
<p>WWC LICENSE LLC C/O WESTERN WIRELESS CORPORATION ATTN CELLULAR LEASE MANAGER 3650 131ST AVE SE, SUITE 400 BELLEVUE, WA 98006</p>	<p>TOWER/SITE LEASE AGREEMENT</p>
<p>WWC LICENSE LLC C/O WESTERN WIRELESS CORPORATION ATTN CELLULAR LEASE MANAGER 3650 131ST AVE SE, SUITE 400 BELLEVUE, WA 98006</p>	<p>TOWER/SITE LEASE AGREEMENT</p>

Debtor

(if known)

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
ADAM YOUNG, INC.. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 8.75% SENIOR SUBORDINATED NOTES DUE 2014 NEW YORK, NY 10005
ADAM YOUNG, INC.. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 10% SENIOR SUBORDINATED NOTES DUE 2011 NEW YORK, NY 10005
FIDELITY TELEVISION, INC.. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 10% SENIOR SUBORDINATED NOTES DUE 2011 NEW YORK, NY 10005
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HONEY BUCKET FILMS, INC.. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 10% SENIOR SUBORDINATED NOTES DUE 2011 NEW YORK, NY 10005
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KLFY, L.P.. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 8.75% SENIOR SUBORDINATED NOTES DUE 2014 NEW YORK, NY 10005

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**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

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WINNEBAGO TELEVISION CORPORATION 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 8.75% SENIOR SUBORDINATED NOTES DUE 2014 NEW YORK, NY 10005
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**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

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YBK, INC. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 10% SENIOR SUBORDINATED NOTES DUE 2011 NEW YORK, NY 10005
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YBT, INC. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 10% SENIOR SUBORDINATED NOTES DUE 2011 NEW YORK, NY 10005
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YOUNG BROADCASTING OF ALBANY, INC. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 8.75% SENIOR SUBORDINATED NOTES DUE 2014 NEW YORK, NY 10005
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YOUNG BROADCASTING OF GREEN BAY, INC. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 10% SENIOR SUBORDINATED NOTES DUE 2011 NEW YORK, NY 10005

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**SCHEDULE H - CODEBTORS**

(Continuation Sheet)

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YOUNG BROADCASTING OF NASHVILLE, INC. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	U.S. BANK N.A. ATTN: KATHRYN LYNN WHITEHEAD 100 WALL STREET, STE 1600 8.75% SENIOR SUBORDINATED NOTES DUE 2014 NEW YORK, NY 10005
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KLFY, L.P. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	WACHOVIA BANK N.A. AS ADMINISTRATIVE AGENT C/O MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN: GREGORY BRAY 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005

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**SCHEDULE H - CODEBTORS**

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LAT, INC. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	WACHOVIA BANK N.A. AS ADMINISTRATIVE AGENT C/O MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN: GREGORY BRAY 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005
WATE, G.P. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	WACHOVIA BANK N.A. AS ADMINISTRATIVE AGENT C/O MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN: GREGORY BRAY 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005
WINNEBAGO TELEVISION CORPORATION 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	WACHOVIA BANK N.A. AS ADMINISTRATIVE AGENT C/O MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN: GREGORY BRAY 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005
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**SCHEDULE H - CODEBTORS**

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In re YOUNG BROADCASTING OF RAPID CITY, INC.

Case No. 09-10670

Debtor

(if known)

## **SCHEDULE H - CODEBTORS**

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
YOUNG BROADCASTING SHARED SERVICES, INC. 599 LEXINGTON AVENUE, 47TH FLOOR NEW YORK, NY 10022	WACHOVIA BANK N.A. AS ADMINISTRATIVE AGENT C/O MILBANK, TWEED, HADLEY & MCCLOY LLP ATTN: GREGORY BRAY 1 CHASE MANHATTAN PLAZA NEW YORK, NY 10005
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In re YOUNG BROADCASTING OF RAPID CITY, INC.

Case No. 09-10670

Debtor

(if known)

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, James A. Morgan, the Chief Financial Officer of Young Broadcasting of Rapid City, Inc., declare under penalty of perjury that I have read the foregoing summary and schedules and that they are true and correct to the best of my knowledge, information, and belief.

Date March 23, 2009

Signature /s/ James A. Morgan

James A. Morgan

[Print or type name of individual signing on behalf of debtor.]

Chief Financial Officer

[Indicate position or relationship to debtor]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571.