

CALAMOS CONVERTIBLE OPPORTUNITIES & INCOME FUND

Form N-2/A

November 26, 2014

As filed with the Securities and Exchange Commission on November 25, 2014

1933 Act File No. 333-196373

1940 Act File No. 811-21080

## U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### Form N-2

(Check appropriate box or boxes)

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Pre-Effective Amendment No. 2**

**Post-Effective Amendment No.**

and

**REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940**

**Amendment No. 26**

# CALAMOS CONVERTIBLE OPPORTUNITIES AND INCOME FUND

2020 Calamos Court

Naperville, Illinois 60563

(630) 245-7200

**Agent for Service**

John P. Calamos, Sr.

President

Calamos Advisors LLC

2020 Calamos Court

Naperville, Illinois 60563

**Copies of Communications to:**

Eric S. Purple

K&L Gates LLP

1601 K St. N.W.

Washington, DC 20006

**Approximate Date of Proposed Public Offering:** From time to time after the effective date of the Registration Statement.

If any of the securities being registered on this form are offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.

Edgar Filing: CALAMOS CONVERTIBLE OPPORTUNITIES & INCOME FUND - Form N-2/A

It is proposed that this filing will become effective (check appropriate box)

when declared effective pursuant to section 8(c)

Title of Securities being registered	Amount registered(1)	Proposed maximum offering price(2)	Amount of registration Fee(3)
Common shares, no par value per share; preferred shares, no par value per share, debt securities		\$200,000,000	\$25,760

- (1) There are being registered hereunder a presently indeterminate number of shares of common stock, to be offered on an immediate, continuous or delayed basis.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933. In no event will the aggregate initial offering price of all securities offered from time to time pursuant to the prospectus included as a part of this Registration Statement exceed \$200,000,000.
- (3) Previously paid.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.**

**The information in this prospectus is not complete and may be changed. We may not sell these securities until the amendment to the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED NOVEMBER 25, 2014**

Base Prospectus

**\$200,000,000**

**Calamos Convertible Opportunities and Income  
Fund**

**Common Shares**

**Preferred Shares**

**Debt Securities**

Calamos Convertible Opportunities and Income Fund (the Fund, we or our ) is a diversified, closed-end management investment company that commenced investment operations in June 2002. Our investment objective is to provide total return through a combination of capital appreciation and current income.

We may offer, on an immediate, continuous or delayed basis, up to \$200,000,000 aggregate initial offering price of our common shares (no par value per share), preferred shares (no par value per share) or debt securities, which we refer to in this prospectus collectively as our securities, in one or more offerings. We may offer our common shares, preferred shares and debt securities separately or together, in amounts, at prices and on terms set forth in a prospectus supplement to this prospectus. You should read this prospectus and the related prospectus supplement carefully before you decide to invest in any of our securities.

We may offer our securities directly to one or more purchasers, through agents that we or they designate from time to time, or to or through underwriters or dealers. The prospectus supplement relating to the particular offering will identify any agents or underwriters involved in the sale of our securities, and will set forth any applicable purchase price, fee, commission or discount arrangement between us and such agents or underwriters or among the underwriters or the basis upon which such amount may be calculated. For more information about the manner in which we may offer our securities, see Plan of Distribution. Our securities may not be sold through agents, underwriters or dealers without delivery or deemed delivery of a prospectus supplement and a prospectus.

Our common shares are listed on the NASDAQ Global Select Market under the symbol CHI. As of September 30, 2014, the last reported sale price for our common shares was \$13.53.

**Investing in our securities involves certain risks. You could lose some or all of your investment. See Risk Factors beginning on page 30 of this prospectus. Shares of closed-end investment companies frequently trade at a discount to their net asset value and this may increase the risk of loss of purchasers of our securities. You should consider carefully these risks together with all of the other information contained in this prospectus and any prospectus supplement before making a decision to purchase our securities.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

Prospectus dated [ ], 2014

This prospectus, together with the current and any other prospectus supplement, sets forth concisely the information that you should know before investing. You should read the prospectus and prospectus supplement, which contain important information, before deciding whether to invest in our securities. You should retain the prospectus and prospectus supplement for future reference. A statement of additional information, dated the same date as this prospectus, as supplemented from time to time, containing additional information, has been filed with the Securities and Exchange Commission ( SEC ) and is incorporated by reference in its entirety into this prospectus. You may request a free copy of the statement of additional information, the table of contents of which is on page 66 of this prospectus, request a free copy of our annual and semi-annual reports, request other information or make shareholder inquiries, by calling toll-free 1-800-582-6959 or by writing to the Fund at 2020 Calamos Court, Naperville, Illinois 60563. The Fund's annual and semi-annual reports also are available on our website, free of charge, at [www.calamos.com](http://www.calamos.com), which also provides a link to the SEC's website, as described below, where the Fund's statement of additional information can be obtained. Information included on our website does not form part of this prospectus. You can review and copy documents we have filed at the SEC's Public Reference Room in Washington, D.C. Call 1-202-551-8090 for information. The SEC charges a fee for copies. You can get the same information free from the SEC's website (<http://www.sec.gov>). You may also e-mail requests for these documents to [publicinfo@sec.gov](mailto:publicinfo@sec.gov) or make a request in writing to the SEC's Public Reference Section, Washington, D.C. 20549-0102.

Our securities do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution and is not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency.

---

**TABLE OF CONTENTS**

	<b>Page</b>
<u>Prospectus Summary</u>	1
<u>Summary of Fund Expenses</u>	14
<u>Financial Highlights</u>	16
<u>Market And Net Asset Value Information</u>	17
<u>Use of Proceeds</u>	18
<u>The Fund</u>	18
<u>Investment Objective and Principal Investment Strategies</u>	18
<u>Leverage</u>	25
<u>Interest Rate Transactions</u>	28
<u>Risk Factors</u>	30
<u>Management of the Fund</u>	39
<u>Closed-End Fund Structure</u>	42
<u>Certain Federal Income Tax Matters</u>	43
<u>Net Asset Value</u>	48
<u>Dividends and Distributions on Common Shares; Automatic Dividend Reinvestment Plan</u>	50
<u>Description of Securities</u>	54
<u>Rating Agency Guidelines</u>	60
<u>Certain Provisions of the Agreement and Declaration of Trust and By-Laws, Including Antitakeover Provisions</u>	61
<u>Plan of Distribution</u>	62
<u>Custodian, Transfer Agent, Dividend Disbursing Agent and Registrar</u>	65
<u>Legal Matters</u>	65
<u>Experts</u>	65
<u>Semi-Annual Financial Statements</u>	65
<u>Available Information</u>	65
<u>Table of Contents of the Statement of Additional Information</u>	66

**You should rely only on the information contained or incorporated by reference in this prospectus and any related prospectus supplement in making your investment decisions. We have not authorized any other person to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus and any prospectus supplement do not constitute an offer to sell or solicitation of an offer to buy any securities in any jurisdiction where the offer or sale is not permitted. The information appearing in this prospectus and in any prospectus supplement is accurate only as of the dates on their covers. Our business, financial condition and prospects may have changed since such dates. We will advise investors of any material changes to the extent required by applicable law.**

**CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus, any accompanying prospectus supplement and the statement of additional information contain forward-looking statements. Forward-looking statements can be identified by the words may, will, intend, expect, estimate, continue, plan, anticipate, and similar terms, and the negative of such terms. Such forward-looking statements may be contained in this prospectus as well as in any accompanying prospectus supplement. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect our actual results are the performance of the portfolio of securities we hold, the price at which our shares will trade in the public markets and other factors discussed in our periodic filings with the Commission. Currently known risk factors that could cause actual results to differ materially from our expectations include, but are not limited to, the factors described in the Risk Factors section of this prospectus. We urge you to review carefully that section for a more detailed discussion of the risks of an investment in our securities.

Although we believe that the expectations expressed in our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and are subject to inherent risks and uncertainties, such as those disclosed in the Risk Factors section of this prospectus. All forward-looking statements contained or incorporated by reference in this prospectus or any accompanying prospectus supplement are made as of the date of this prospectus or the accompanying prospectus supplement, as the case may be. Except for our ongoing obligations under the federal securities laws, we do not intend, and we undertake no obligation, to update any forward-looking statement. The forward-looking statements contained in this prospectus, any accompanying prospectus supplement and the statement of additional information are excluded from the safe harbor protection provided by section 27A of the Securities Act of 1933, as amended (the 1933 Act ).



## PROSPECTUS SUMMARY

*The following summary contains basic information about us and our securities. It is not complete and may not contain all of the information you may want to consider. You should review the more detailed information contained in this prospectus and in any related prospectus supplement and in the statement of additional information, especially the information set forth under the heading "Risk Factors" beginning on page 30 of this prospectus.*

### **The Fund**

The Fund is a diversified, closed-end management investment company. We commenced operations in June 2002 following our initial public offering. As of September 30, 2014, we had approximately \$1.28 billion of total managed assets (as defined below) and \$206 million of outstanding borrowings under a Committed Facility Agreement and a Credit Agreement, each as described below, plus additional structural leverage that amounted to approximately \$154 million. Our fiscal year ends on October 31. Our investment objective is to provide total return through a combination of capital appreciation and current income.

### **Investment Adviser**

Calamos Advisors LLC (the "Adviser" or "Calamos") serves as our investment adviser. Calamos is responsible on a day-to-day basis for investment of the Fund's portfolio in accordance with its investment objective and policies. Calamos makes all investment decisions for the Fund and places purchase and sale orders for the Fund's portfolio securities. As of September 30, 2014, Calamos managed approximately \$24.5 billion in assets of individuals and institutions. Calamos is a wholly-owned subsidiary of Calamos Investments LLC ("CILLC") and an indirect subsidiary of Calamos Asset Management, Inc., a publicly traded holding company.

The Fund pays Calamos an annual fee, payable monthly, for its investment management services equal to 0.80% of the Fund's average weekly managed assets. "Managed assets" means the total assets of the Fund (including any assets attributable to any leverage that may be outstanding) minus the sum of liabilities (other than debt representing financial leverage). See "Management of the Fund."

The principal business address of the Adviser is 2020 Calamos Court, Naperville, Illinois 60563.

### **The Offering**

We may offer, on an immediate, continuous or delayed basis, up to \$200,000,000 of our securities on terms to be determined at the time of the offering. Our securities will be offered at prices at or above net asset value (often referred to as "NAV") and on terms to be set forth in one or more prospectus supplements to this prospectus. Preferred shares and debt securities (collectively, "senior securities") may be auction rate securities, in which case the senior securities will not be listed on any exchange or automated quotation system. Rather, investors generally may only buy and sell senior securities through an auction conducted by an auction agent and participating broker-dealers.

We may offer our securities directly to one or more purchasers, through agents that we or they designate from time to time, or to or through underwriters or dealers. The prospectus supplement relating to the offering will identify any agents or underwriters involved in the sale of our securities, and will set forth any applicable purchase price, fee, commission or discount arrangement between us and such agents or underwriters or among underwriters or the basis upon which such amount may be calculated. See "Plan of Distribution." Our securities may not be sold through agents, underwriters or dealers without delivery or deemed delivery of a prospectus and prospectus supplement describing the method and terms of the offering of our securities.

### **Use of Proceeds**

Unless otherwise specified in a prospectus supplement, we currently intend to use the net proceeds from the sale of our securities primarily to invest in accordance with our investment objective and policies within approximately three months of receipt of such proceeds. We may also use proceeds from the sale of our

securities to (i) retire all or a portion of any short-term debt we incur in pursuit of our investment objective and policies, (ii) redeem any outstanding senior securities, and (iii) for working capital purposes, including the payment of interest and operating expenses, although there is currently no intent to issue securities primarily for this purpose.

#### **Dividends and Distributions on Common Shares**

The Fund has made regular monthly distributions to its common shareholders in amounts ranging from \$0.0950 to \$0.1500 per share since August 2002. Additionally, the Fund has made special supplemental distributions, in addition to the regular monthly distributions, of \$0.0150, \$1.0610, \$0.2940, \$0.2201, and \$0.0336 in January 2003, January 2005, January 2006, January 2007, and January 2008, respectively. The Fund intends to distribute to common shareholders all or a portion of its net investment income monthly and net realized capital gains, if any, at least annually.

The Fund currently intends to make monthly distributions to common shareholders at a level rate established by the Board of Trustees. The rate may be modified by the Board of Trustees from time to time. Monthly distributions may include net investment income, net realized short-term capital gain and, if necessary to maintain a level distribution, return of capital. The Fund may at times in its discretion pay out less than the entire amount of net investment income earned in any particular period and may at times pay out such accumulated undistributed income in addition to net investment income earned in other periods in order to permit the Fund to maintain a more stable level of distributions. As a result, the distributions paid by the Fund to holders of common shares for any particular period may be more or less than the amount of net investment income earned by the Fund during such period. Net realized short-term capital gains distributed to shareholders will be taxed as ordinary income for federal income tax purposes. Generally, there may be at least one additional distribution per calendar year that may include net realized long-term capital gain (if any), which will be taxed for federal income tax purposes at long-term capital gain rates. To the extent the Fund distributes an amount in excess of the Fund's current and accumulated earnings and profits, such excess, if any, will be treated by a shareholder for federal income tax purposes as a tax-free return of capital to the extent of the shareholder's adjusted tax basis in his, her or its shares and thereafter as a gain from the sale or exchange of such shares. Any such distributions made by the Fund will reduce the shareholder's adjusted tax basis in his, her or its shares to the extent that the distribution constitutes a return of capital on a tax basis during any calendar year and, thus, could potentially subject the shareholder to capital gains taxation in connection with the sale of Fund shares, even if those shares are sold at a price that is lower than the shareholder's original investment price. To the extent that the Fund's distributions exceed the Fund's current and accumulated earnings and profits, the distribution payout rate will exceed the yield generated from the Fund's investments. There is no guarantee that the Fund will realize capital gain in any given year. Pursuant to the requirements of the Investment Company Act of 1940, as amended (the 1940 Act), and other applicable laws, a notice would accompany each monthly distribution with respect to the estimated source of the distribution made. Distributions are subject to re-characterization for federal income tax purposes after the end of the fiscal year.

On November 4, 2008, the SEC granted Calamos, on behalf of itself and certain funds that it manages, including the Fund, an order granting an exemption from Section 19(b) of, and Rule 19b-1 under, the 1940 Act to conditionally permit the Fund to make periodic distributions of long-term capital gains with respect to the Fund's outstanding common stock as frequently as twelve times each year, so long as it complies with the conditions of the order and maintains in effect a distribution policy with respect to its common shares calling for periodic distributions of an amount equal to a fixed amount per share, a fixed percentage of market price per share or a fixed percentage of the Fund's net asset value per share (a Managed Dividend Policy). In connection with any implementation of a Managed Dividend Policy pursuant to the order, the Fund would be required to:

implement certain compliance review and reporting procedures with respect to the Managed Dividend Policy;

include in each notice to shareholders that accompanies distributions certain information in addition to the information currently required by Section 19(a) of and Rule 19a-1 under the 1940 Act;

include disclosure regarding the Managed Dividend Policy on the inside front cover of each annual and semi-annual report to shareholders;

provide the Fund's total return in relation to changes in NAV in the financial highlights table and in any discussion about the Fund's total return in each prospectus and annual and semi-annual report to shareholders;

include the information contained in each notice to shareholders that accompanies distributions in: (a) communications regarding the Managed Dividend Policy to shareholders, prospective shareholders and third-party information providers; (b) a press release issued contemporaneously with the issuance of the notice; (c) an exhibit to the Fund's next report filed with the SEC on Form N-CSR; and (d) a statement posted prominently on its website; and

take certain steps to ensure the delivery of the notices accompanying distributions to beneficial owners whose Fund shares are held through a financial intermediary.

In addition, if the Fund's common shares were to trade at a significant premium to NAV following the implementation of a Managed Dividend Policy, and certain other circumstances were present, the Fund's Board of Trustees would be required to determine whether to approve or disapprove the continuation, or continuation after amendment, of the Managed Dividend Policy. Finally, if the Fund implemented a Managed Dividend Policy pursuant to the order, it would not be permitted to make a public offering of common shares other than:

a rights offering below NAV to holders of the Fund's common shares;

an offering in connection with a dividend reinvestment plan, merger, consolidation, acquisition, spin-off or reorganization of the Fund; or

an offering other than those described above, unless, with respect to such other offering:

the Fund's average annual distribution rate for the six months ending on the last day of the month ended immediately prior to the most recent distribution record date, expressed as a percentage of NAV per share as of such date, is no more than one percentage point greater than the Fund's average annual total return for the five-year period (or the period since the Fund's first public offering, if less than five years) ending on such date; and

the transmittal letter accompanying any registration statement filed with the SEC in connection with such offering discloses that the Fund has received an order under Section 19(b) of the 1940 Act to permit it to make periodic distributions of long-term capital gains with respect to its common stock as frequently as twelve times each year, and as frequently as distributions are specified in accordance with the terms of any outstanding preferred stock that such fund may issue.

The relief described above will expire on the effective date of any amendment to Rule 19b-1 under the 1940 Act that provides relief permitting certain closed-end investment companies to make periodic distributions of long-term capital gains with respect to their outstanding common stock as frequently as twelve times each year. As a result of the granting of the order, the Fund may implement a Managed Dividend Policy, although it has not done so as of the date of this prospectus. Under a Managed Dividend Policy, if, for any distribution, undistributed net investment income and net realized capital gains were less than the amount of the distribution, the difference would be distributed from the Fund's other assets. In addition, in order to make such distributions, the Fund might have to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such action. Notwithstanding receipt of the exemptive relief, currently the Fund does not intend to implement a Managed Dividend Policy until such time as its implementation is in the best interests of the Fund and our shareholders. In addition, it is not contemplated that we will change the terms of our current level distribution policy, which otherwise meets the requirements of Section 19 of the 1940 Act, in connection with any future implementation of the managed distribution order.



Pursuant to the Fund's Automatic Dividend Reinvestment Plan, unless a shareholder is ineligible or elects otherwise, all dividends and capital gain distributions on common shares are automatically reinvested in additional common shares of the Fund. However, an investor can choose to receive dividends and distributions in cash. Since investors can participate in the automatic dividend reinvestment plan only if their broker or nominee participates in our plan, you should contact your broker or nominee to confirm that you are eligible to participate in the plan. See Dividends and Distributions; Automatic Dividend Reinvestment Plan.

### **Investment Policies**

*Primary Investments.* Under normal circumstances, the Fund invests at least 80% of its managed assets in a diversified portfolio of convertible securities and non-convertible income securities. The portion of the Fund's assets invested in convertible securities and non-convertible income securities will vary from time to time consistent with the Fund's investment objective, changes in equity prices and changes in interest rates and other economic and market factors, although, under normal circumstances, the Fund will invest at least 35% of its managed assets in convertible securities. For this purpose, the liquidation preference on any preferred shares will not constitute a liability. The Fund invests in securities with a broad range of maturities. The average term to maturity of the Fund's securities will typically range from five to ten years. See Investment Objective and Principal Investment Strategies Principal Investment Strategies.

*Convertible Securities.* The Fund is not limited in the percentage of its assets invested in convertible securities and investment in convertible securities forms an important part of the Fund's investment strategies. Under normal circumstances, the Fund will invest at least 35% of its managed assets in convertible securities. A convertible security is a debt security or preferred stock that is exchangeable for an equity security (typically of the same issuer) at a predetermined price (the conversion price). Depending upon the relationship of the conversion price to the market value of the underlying security, a convertible security may trade more like an equity security than a debt instrument. See Investment Objective and Principal Investment Strategies Principal Investment Strategies Convertible Securities.

*Synthetic Convertible Securities.* The Fund may invest in synthetic convertible securities. A synthetic convertible security is a financial instrument that is designed to simulate the characteristics of another instrument (i.e., a convertible security) through the combined features of a collection of other securities or assets. Calamos may create a synthetic convertible security by combining separate securities that possess the two principal characteristics of a true convertible security, i.e., a fixed-income security (fixed-income component), which may be a convertible or non-convertible security) and the right to acquire an equity security (convertible component). The fixed-income component is achieved by investing in non-convertible, fixed-income securities such as bonds, preferred stocks and money market instruments. The convertible component is achieved by investing in warrants or options to buy common stock at a certain exercise price, or options on a stock index.

The Fund may also invest in synthetic convertible securities created by third parties, typically investment banks. Synthetic convertible securities created by such parties may be designed to simulate the characteristics of traditional convertible securities or may be designed to alter or emphasize a particular feature. Traditional convertible securities typically offer stable cash flows with the ability to participate in capital appreciation of the underlying common stock. Because traditional convertible securities are exercisable at the option of the holder, the holder is protected against downside risk. Synthetic convertible securities may alter these characteristics by offering enhanced yields in exchange for reduced capital appreciation or less downside protection, or any combination of these features. Synthetic convertible instruments may include structured notes, equity-linked notes, mandatory convertibles and combinations of securities and instruments, such as a debt instrument combined with a forward contract. See Investment Objective and Principal Investment Strategies Principal Investment Strategies Synthetic Convertible Securities.

*Non-Convertible Income Securities.* The Fund will also invest in non-convertible income securities. The Fund's investments in non-convertible income securities may have fixed or variable principal payments and all types of interest rate and dividend payment and reset terms, including fixed rate, adjustable rate, zero coupon,

contingent, deferred, payment in kind and auction rate features. See [Investment Objective and Principal Investment Strategies](#) [Principal Investment Strategies](#) [Non-Convertible Income Securities](#).

*High Yield Securities.* A substantial portion of the Fund's assets may be invested in below investment grade (high yield, high risk) securities for either current income or capital appreciation or both. These securities are rated Ba or lower by Moody's Investors Service, Inc. (Moody's) or BB or lower by Standard & Poor's Financial Services, LLC, a subsidiary of The McGraw-Hill Companies, Inc. (Standard & Poor's) or are unrated securities of comparable quality as determined by Calamos, the Fund's investment adviser. The Fund may invest in high yield securities of any rating. Non-convertible debt securities rated below investment grade are commonly referred to as "junk bonds" and are considered speculative with respect to the issuer's capacity to pay interest and repay principal. They involve greater risk of loss, are subject to greater price volatility and are less liquid, especially during periods of economic uncertainty or change, than higher rated debt securities. See [Investment Objective and Principal Investment Strategies](#) [Principal Investment Strategies](#) [High Yield Securities](#).

*Foreign Securities.* Although the Fund primarily invests in securities of U.S. issuers, the Fund may invest up to 25% of its net assets in securities of foreign issuers in developed and emerging markets, including debt and equity securities of corporate issuers and debt securities of government issuers. A foreign issuer is a foreign government or a company organized under the laws of a foreign country. See [Investment Objective and Principal Investment Strategies](#) [Principal Investment Strategies](#) [Foreign Securities](#).

*Options Writing.* The Fund may seek to generate income from option premiums by writing (selling) options. The Fund may write (sell) call options (i) on a portion of the equity securities (including securities that are convertible into equity securities) in the Fund's portfolio and (ii) on broad-based securities indexes (such as the S&P 500 or MSCI EAFE) or certain ETFs (exchange traded funds) that trade like common stocks but seek to replicate such market indexes.

In addition, to seek to offset some of the risk of a potential decline in value of certain long positions, the Fund may also purchase put options on individual securities, broad-based securities indexes (such as the S&P 500 or MSCI EAFE), or certain ETFs that trade like common stocks but seek to replicate such market indexes. See [Investment Objective and Principal Investment Strategies](#) [Options Writing](#).

*Rule 144A Securities.* The Fund may invest without limit in certain securities (Rule 144A Securities), such as convertible and debt securities, that are typically purchased in transactions exempt from the registration requirements of the 1933 Act pursuant to Rule 144A under that Act. Rule 144A Securities may only be sold to qualified institutional buyers, such as the Fund. Any resale of these securities must generally be effected through a sale that is registered under the 1933 Act or otherwise exempted or excepted from such registration requirements. Under the supervision and oversight of the Fund's Board of Trustees, Calamos will determine whether Rule 144A Securities are liquid. Typically, the Fund purchases Rule 144A Securities only if Calamos has determined them to be liquid. If any Rule 144A Security held by the Fund should become illiquid, the value of the security may be reduced and a sale of the security may be more difficult. See [Investment Objective and Principal Investment Strategies](#) [Principal Investment Strategies](#) [Rule 144A Securities](#).

*Other Securities.* The Fund may invest in other securities of various types to the extent consistent with its investment objective. Normally, the Fund invests substantially all of its assets to meet its investment objective. For temporary defensive purposes, the Fund may depart from its principal investment strategies and invest part or all of its assets in securities with remaining maturities of less than one year or cash equivalents; or it may hold cash. During such periods, the Fund may not be able to achieve its investment objective. See [Investment Objective and Principal Investment Strategies](#) [Principal Investment Strategies](#).

#### **Use of Leverage by the Fund**

The Fund currently uses, and may in the future use, financial leverage. The Fund, with the approval of its Board of Trustees, including its independent Trustees, has entered into a financing package that includes a Committed Facility Agreement (the "BNP Agreement") with BNP Paribas Prime Brokerage International Ltd.

( BNP ) that allows the Fund to borrow up to an initial limit of \$200 million, although the Fund may seek to increase this limit up to \$215 million, and a securities lending agreement ( Lending Agreement ). In addition, the financing package also includes a Credit Agreement (the SSB Agreement ) with State Street Bank and Trust Company ( SSB ) that allows the Fund to borrow up to an initial limit of \$200 million, although the Fund may seek to increase this limit up to \$215 million, and a related securities lending authorization agreement ( Authorization Agreement ) that is used to offset a portion of the borrowings under the SSB Agreement. As of September 30, 2014, the Fund had \$180 million in borrowings outstanding under the BNP Agreement, representing 14.1% of managed assets as of that date. As of September 30, 2014, the Fund had \$26 million in borrowings outstanding under the SSB Agreement, representing 2.0% of managed assets as of that date. Combined borrowings under both agreements as of September 30, 2014 represented \$206 million, or 16.1% of managed assets. Pursuant to the Authorization Agreement, the Fund used approximately \$154 million of its cash collateral to off-set the amounts borrowed under the SSB Agreement as of September 30, 2014, representing 12.1% of managed assets. The Fund will pay, and common shareholders will effectively bear, any costs and expenses relating to any borrowings by the Fund, including the financial leverage described above, as well as any additional financial leverage secured as a result of this offering. Such costs and expenses include the higher management fee resulting from the use of any such leverage, offering and/or issuance costs, and interest and/or dividend expense and ongoing maintenance. See Leverage and Risk Factors Leverage.

The Fund may make further use of financial leverage through the issuance of preferred shares or may borrow money or issue additional debt securities to the extent permitted under the 1940 Act. As a non-fundamental policy, the Fund may not issue preferred shares or borrow money and issue debt securities with an aggregate liquidation preference and aggregate principal amount exceeding 38% of the Fund's total assets measured immediately after the issuance of the preferred shares or debt. However, the Board of Trustees reserves the right to issue preferred shares or debt securities or borrow to the extent permitted by the 1940 Act. See Leverage. The holders of preferred shares or debt, on the one hand, and the holders of the common shares, on the other, may have interests that conflict with each other in certain situations. See Description of Securities Preferred Shares and Certain Provisions of the Agreement and Declaration of Trust and By-Laws.

Because Calamos' investment management fee is a percentage of the Fund's managed assets, Calamos' fee will be higher if the Fund is leveraged and Calamos will have an incentive to be more aggressive and leverage the Fund. Consequently, the Fund and Calamos may have differing interests in determining whether to leverage the Fund's assets. Any additional use of leverage by the Fund would require approval by the Board of Trustees of the Fund. In considering whether to approve the use of additional leverage, the Board would be presented with all relevant information necessary to make a determination whether or not additional leverage would be in the best interests of the Fund, including information regarding any potential conflicts of interest. For further information about the Fund's financial leverage, see Use of Leverage by the Fund.

For further information about the effects of the Fund's financial leverage and an illustration of the hypothetical effect on the return to a holder of the Fund's common shares of the leverage obtained by borrowing under the Fund's financing package, see Effects of Leverage. For further information about leveraging, see Risk Factors Additional Risks to Common Shareholders Leverage Risk.

### **Interest Rate Transactions**

In order to seek to reduce the interest rate risk inherent in the Fund's underlying investments and capital structure, the Fund, if Calamos deems market conditions favorable, may enter into over-the-counter interest rate swap or cap transactions to attempt to protect itself from increasing dividend or interest expenses on its leverage. The use of interest rate swaps and caps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio security transactions.

In an interest rate swap, the Fund would agree to pay to the other party to the interest rate swap (which is known as the counterparty ) a fixed rate payment in exchange for the counterparty agreeing to pay to the Fund a payment at a variable rate that is expected to approximate the rate on any variable rate payment obligation on the Fund's leverage. The payment obligations would be based on the notional amount of the swap.

In an interest rate cap, the Fund would pay a premium to the counterparty to the interest rate cap and, to the extent that a specified variable rate index exceeds a predetermined fixed rate, would receive from the counterparty payments of the difference based on the notional amount of such cap. Depending on the state of interest rates in general, the Fund's use of interest rate swap or cap transactions could enhance or harm the overall performance of the common shares. See Interest Rate Transactions.

### **Conflicts of Interest**

Conflicts of interest may arise from the fact that Calamos and its affiliates carry on substantial investment activities for other clients, in which the Fund does not have an interest. Calamos or its affiliates may have financial incentives to favor certain of these accounts over the Fund. Any of their proprietary accounts or other customer accounts may compete with the Fund for specific trades. Calamos or its affiliates may give advice and recommend securities to, or buy or sell securities for, other accounts and customers, which advice or securities recommended may differ from advice given to, or securities recommended or bought or sold for, the Fund, even though their investment objectives may be the same as, or similar to, the Fund's objective.

Situations may occur when the Fund could be disadvantaged because of the investment activities conducted by Calamos and its affiliates for their other accounts. Such situations may be based on, among other things, the following: (1) legal or internal restrictions on the combined size of positions that may be taken for the Fund or the other accounts, thereby limiting the size of the Fund's position; or (2) the difficulty of liquidating an investment for the Fund or the other accounts where the market cannot absorb the sale of the combined position. See Investment Objective and Principal Investment Strategies Conflicts of Interest.

### **Fund Risks**

*Convertible Securities Risk.* The value of a convertible security is influenced by both the yield of non-convertible securities of comparable issuers and by the value of the underlying common stock. The value of a convertible security viewed without regard to its conversion feature (i.e., strictly on the basis of its yield) is sometimes referred to as its investment value. A convertible security's investment value tends to decline as prevailing interest rate levels increase. Conversely, a convertible security's investment value increases as prevailing interest rate levels decline.

However, the convertible's market value tends to reflect the market price of the common stock of the issuing company when that stock price is greater than the convertible's conversion price. The conversion price is defined as the predetermined price at which the convertible could be exchanged for the associated stock. As the market price of the underlying common stock declines, the price of the convertible security tends to be influenced more by the yield of the convertible security. Thus, the convertible security may not decline in price to the same extent as the underlying common stock. In the event of a liquidation of the issuing company, holders of convertible securities would be paid before the company's common stockholders. Consequently, the issuer's convertible securities generally entail less risk than its common stock. See Risk Factors Fund Risks Convertible Securities Risk.

*Synthetic Convertible Securities Risk.* The value of a synthetic convertible security may respond differently to market fluctuations than a convertible security because a synthetic convertible is composed of two or more separate securities or instruments, each with its own market value. In addition, if the value of the underlying common stock or the level of the index involved in the convertible component falls below the exercise price of the warrant or option, the warrant or option may lose all value. See Risk Factors Fund Risks Synthetic Convertible Securities Risk.

*Non-Convertible Income Securities.* The Fund will also invest in non-convertible income securities. The Fund's investments in non-convertible income securities may have fixed or variable principal payments and all types of interest rate and dividend payment and reset terms, including fixed rate, adjustable rate, zero coupon, contingent, deferred, payment in kind and auction rate features. See Risk Factors Fund Risks Non-Convertible Income Securities Risk.



*High Yield Securities Risk.* Investment in high yield securities involves substantial risk of loss. Below investment grade non-convertible debt securities or comparable unrated securities are commonly referred to as junk bonds and are considered predominantly speculative with respect to the issuer's ability to pay interest and principal and are susceptible to default or decline in market value due to adverse economic and business developments. The market values for high yield securities tend to be very volatile, and these securities are less liquid than investment grade debt securities. For these reasons, your investment in the Fund is subject to the following specific risks:

increased price sensitivity to changing interest rates and to a deteriorating economic environment;

greater risk of loss due to default or declining credit quality;

adverse company specific events are more likely to render the issuer unable to make interest and/or principal payments; and

if a negative perception of the high yield market develops, the price and liquidity of high yield securities may be depressed.

This negative perception could last for a significant period of time.

Adverse changes in economic conditions are more likely to lead to a weakened capacity of a high yield issuer to make principal payments and interest payments than an investment grade issuer. The principal amount of high yield securities outstanding has proliferated in the past decade as an increasing number of issuers have used high yield securities for corporate financing. An economic downturn could severely affect the ability of highly leveraged issuers to service their debt obligations or to repay their obligations upon maturity.

The secondary market for high yield securities may not be as liquid as the secondary market for more highly rated securities, a factor which may have an adverse effect on the Fund's ability to dispose of a particular security. There are fewer dealers in the market for high yield securities than for investment grade obligations. The prices quoted by different dealers may vary significantly and the spread between the bid and asked price is generally much larger than for higher quality instruments. Under adverse market or economic conditions, the secondary market for high yield securities could contract further, independent of any specific adverse changes in the condition of a particular issuer, and these instruments may become illiquid. As a result, the Fund could find it more difficult to sell these securities or may be able to sell the securities only at prices lower than if such securities were widely traded. Prices realized upon the sale of such lower rated or unrated securities, under these circumstances, may be less than the prices used in calculating the Fund's net asset value. See Risk Factors Fund Risks High Yield Securities Risk.

*Interest Rate Risk.* In addition to the risks discussed above, debt securities are subject to certain risks, including:

if interest rates go up, the value of debt securities in the Fund's portfolio generally will decline;

during periods of declining interest rates, the issuer of a security may exercise its option to prepay principal earlier than scheduled, forcing the Fund to reinvest in lower yielding securities. This is known as call or prepayment risk. Debt securities frequently have call features that allow the issuer to repurchase the security prior to its stated maturity. An issuer may redeem an obligation if the issuer can refinance the debt at a lower cost due to declining interest rates or an improvement in the credit standing of the issuer;

during periods of rising interest rates, the average life of certain types of securities may be extended because of slower than expected principal payments. This may lock in a below market interest rate, increase the security's duration (the estimated period until the security is paid in full) and reduce the value of the security. This is known as extension risk; and

market interest rates currently are near historically low levels. See Risk Factors Fund Risks Interest Rate Risk.

*Leverage Risk.* The Fund has issued indebtedness and may issue preferred shares or borrow money or issue debt securities. As of September 30, 2014, the Fund has leverage in the form of borrowings from SSB and BNP. The borrowing of money or issuance of debt securities and preferred shares represents the leveraging of the



Fund's common shares. As a non-fundamental policy, the Fund may not issue preferred shares or borrow money and issue debt securities with an aggregate liquidation preference and aggregate principal amount exceeding 38% of the Fund's total assets as measured immediately after the issuance of the preferred shares or debt. However, the Board of Trustees reserves the right to issue preferred shares or debt securities or borrow to the extent permitted by the 1940 Act. See *Leverage*.

Leverage creates risks which may adversely affect the return for the holders of common shares, including:

the likelihood of greater volatility of net asset value and market price of the Fund's common shares;

fluctuations in the dividend rates on any preferred shares or in interest rates on borrowings and short-term debt;

increased operating costs, which are effectively borne by common shareholders, may reduce the Fund's total return; and

the potential for a decline in the value of an investment acquired with borrowed funds, while the Fund's obligations under such borrowing or preferred shares remain fixed.

In addition, the rights of lenders and the holders of preferred shares and debt securities issued by the Fund will be senior to the rights of the holders of common shares with respect to the payment of dividends or to the payment of assets upon liquidation. Holders of preferred shares have voting rights in addition to and separate from the voting rights of common shareholders. See *Description of Shares Preferred Shares* and *Certain Provisions of the Agreement and Declaration of Trust and By-Laws*. The holders of preferred shares, on the one hand, and the holders of the common shares, on the other, may have interests that conflict in certain situations.

Leverage is a speculative technique that could adversely affect the returns to common shareholders. Leverage can cause the Fund to lose money and can magnify the effect of any losses. To the extent the income or capital appreciation derived from securities purchased with funds received from leverage exceeds the cost of leverage, the Fund's return will be greater than if leverage had not been used. Conversely, if the income or capital appreciation from the securities purchased with such funds is not sufficient to cover the cost of leverage or if the Fund incurs capital losses, the return of the Fund will be less than if leverage had not been used, and therefore the amount available for distribution to common shareholders as dividends and other distributions will be reduced or potentially eliminated.

The Fund will pay, and common shareholders will effectively bear, any costs and expenses relating to any borrowings and to the issuance and ongoing maintenance of preferred shares or debt securities. Such costs and expenses include the higher management fee resulting from the use of any such leverage, offering and/or issuance costs, and interest and/or dividend expense and ongoing maintenance. These conditions may, directly or indirectly, result in higher leverage costs to common shareholders.

Certain types of borrowings may result in the Fund being subject to covenants in credit agreements, including those relating to asset coverage, borrowing base and portfolio composition requirements and additional covenants that may affect the Fund's ability to pay dividends and distributions on common shares in certain instances. The Fund may also be required to pledge its assets to the lenders in connection with certain types of borrowings. The Fund may be subject to certain restrictions on investments imposed by guidelines of rating agencies which may issue ratings for the preferred shares or short-term debt instruments issued by the Fund. These guidelines may impose asset coverage or portfolio composition requirements that are more stringent than those imposed by the 1940 Act. The Board reserves the right to change the amount and type of leverage that the Fund uses, and reserves the right to implement changes to the Fund's borrowings that it believes are in the best long-term interests of the Fund and its shareholders, even if such changes impose a higher interest rate or other costs or impacts over the intermediate, or short-term time period. There is no guarantee that the Fund will maintain leverage at the current rate, and the Board reserves the right to raise, decrease, or eliminate the Fund's leverage exposure. See *Prospectus Summary Use of Leverage by the Fund*.

*Liquidity Risk.* Illiquid securities may be difficult to dispose of at a fair price at the times when the Fund believes it is desirable to do so. Investment of the Fund's assets in illiquid securities may restrict the Fund's

ability to take advantage of market opportunities. The risks associated with illiquid securities may be particularly acute in situations in which the Fund's operations require cash and could result in the Fund borrowing to meet its short-term needs or incurring losses on the sale of illiquid securities. See Risk Factors Fund Risks Liquidity Risk.

*Foreign Securities Risk.* Investments in non-U.S. issuers may involve unique risks compared to investing in securities of U.S. issuers. These risks are more pronounced to the extent that the Fund invests a significant portion of its non-U.S. investments in one region or in the securities of emerging market issuers. These risks may include:

less information may be available about non-U.S. issuers or markets due to less rigorous disclosure or accounting standards or regulatory practices;

many non-U.S. markets are smaller, less liquid and more volatile. In a changing market, Calamos may not be able to sell the Fund's portfolio securities at times, in amounts and at prices it considers reasonable;

an adverse effect of currency exchange rates or controls on the value of the Fund's investments;

the economies of non-U.S. countries may grow at slower rates than expected or may experience a downturn or recession;

economic, political and social developments may adversely affect the securities markets, including expropriation and nationalization;

the difficulty in obtaining or enforcing a court judgment in non-U.S. countries;

restrictions on foreign investments in non-U.S. jurisdictions;

difficulties in effecting the repatriation of capital invested in non-U.S. countries; and

withholding and other non-U.S. taxes may decrease the Fund's return. See Risk Factors Fund Risks Foreign Securities Risk.

*Emerging Markets Risk.* Emerging market countries may have relatively unstable governments and economies based on only a few industries, which may cause greater instability. The value of emerging market securities will likely be particularly sensitive to changes in the economies of such countries. These countries are also more likely to experience higher levels of inflation, deflation or currency devaluations, which could hurt their economies and securities markets. See Risk Factors Fund Risks Emerging Markets Risk.

*Risks Associated with Options.* There are several risks associated with transactions in options. For example, there are significant differences between the securities markets and options markets that could result in an imperfect correlation among these markets, causing a given transaction not to achieve its objectives. A decision as to whether, when and how to use options involves the exercise of skill and judgment, and even a well-conceived transaction may be unsuccessful to some degree because of market behavior or unexpected events. The Fund's ability to utilize options successfully will depend on Calamos' ability to predict pertinent market movements, which cannot be assured.

The Fund may sell options on individual securities and securities indices. All calls sold by the Fund must be covered. Even though the Fund will receive the option premium to help protect it against loss, a call option sold by the Fund exposes the Fund during the term of the option to possible loss of opportunity to realize appreciation in the market price of the underlying security or instrument and may require the Fund to hold a security or instrument that it might otherwise would have sold. In addition, a loss on a call option sold may be greater than the premium received. The Fund may purchase and sell put options on individual securities and securities indices. In selling put options, there is a risk that the Fund may be required to buy the underlying security at a disadvantageous price above the market price. A put option written by the Fund requires the Fund to segregate cash or liquid assets equal to the exercise price. See Risk Factors Fund Risks Risks Associated with Options.



*Counterparty Risk.* The Fund will be subject to credit risk with respect to the counterparties to any derivative contracts purchased or sold by the Fund. In the past, broker-dealers and other financial institutions have experienced extreme financial difficulty, sometimes resulting in bankruptcy of the institution. Although Calamos monitors the creditworthiness of the Fund's counterparties, there can be no assurance that the Fund's counterparties will not experience similar difficulties, possibly resulting in losses to the Fund. If a counterparty becomes bankrupt, or otherwise fails to perform its obligations under a derivative contract due to financial difficulties, the Fund may experience significant delays in obtaining any recovery under the derivative contract in a bankruptcy or other reorganization proceeding. The Fund may obtain only a limited recovery or may obtain no recovery in such circumstances. Material exposure to a single or small group of counterparties increases the Fund's counterparty risk. See Risk Factors Fund Risks Counterparty Risk.

*Management Risk.* Calamos' judgment about the attractiveness, relative value or potential appreciation of a particular sector, security or investment strategy may prove to be incorrect. See Risk Factors Fund Risks Management Risk.

*Tax Risk.* The Fund may invest in certain securities, such as certain convertible securities, for which the federal income tax treatment may not be clear or may be subject to re-characterization by the Internal Revenue Service. It could be more difficult for the Fund to comply with the federal income tax requirements applicable to regulated investment companies if the tax characterization of the Fund's investments is not clear or if the tax treatment of the income from such investments were successfully challenged by the Internal Revenue Service. See Certain Federal Income Tax Matters.

*Antitakeover Provisions.* The Fund's Agreement and Declaration of Trust and By-laws include provisions that could limit the ability of other entities or persons to acquire control of the Fund or to change the composition of its Board of Trustees. Such provisions could limit the ability of shareholders to sell their shares at a premium over prevailing market prices by discouraging a third party from seeking to obtain control of the Fund. These provisions include staggered terms of office for the Trustees, advance notice requirements for shareholder proposals, and super-majority voting requirements for certain transactions with affiliates, converting the Fund to an open-end investment company or a merger, asset sale or similar transaction. Holders of preferred shares, if any, may have voting rights in addition to and separate from the voting rights of common shareholders with respect to certain of these matters. See Description of Shares Preferred Shares and Certain Provisions of the Agreement and Declaration of Trust and By-Laws. The holders of preferred shares, on the one hand, and the holders of the common shares, on the other, may have interests that conflict in these situations. See Risk Factors Fund Risks Antitakeover Provisions.

*Market Disruption Risk.* Certain events have a disruptive effect on the securities markets, such as terrorist attacks, war and other geopolitical events, earthquakes, storms and other disasters. The Fund cannot predict the effects of similar events in the future on the U.S. economy or any foreign economy. See Risk Factors Fund Risks Market Disruption Risk.

*Recent Market Events.* In the recent past, domestic and international markets have experienced acute turmoil due to a variety of factors, including economic unrest in Italy, Greece, Spain, Ireland, Portugal and other European Union countries. This turmoil resulted in unusual and extreme volatility in the equity and debt markets, in the prices of individual securities and in the world economy. In addition, many governments or quasi-governmental organizations throughout the world responded to the turmoil with a variety of significant fiscal and monetary policy changes, including but not limited to, direct capital infusions into companies, new monetary programs and dramatically lower interest rates. An unexpected or quick reversal of these policies could increase the volatility in the equity and debt markets. In addition, global economies and financial markets are becoming increasingly interconnected, which increases the possibilities that conditions in one country or region might adversely impact issuers in a different country or region. Because the situation is widespread and largely unprecedented, it may be unusually difficult to identify both risks and opportunities using past models of the interplay of market forces, or to predict the duration of these market conditions. These market conditions and continuing economic risks could have a significant effect on the domestic and international economies, and could add significantly to the risk of short-term volatility in the Fund. See Risk Factors Fund Risks Recent Market Events. >

We offer advertisers the opportunity to reach PAX TV's nationwide viewing audience with a single infomercial or commercial, and to target specific geographic markets in which our programming is aired.

We sell airtime to advertisers for long form paid programming, consisting primarily of infomercials. This programming may appear on our nationwide PAX TV network or it may be aired only in specific geographic markets. Our national long form sales team sells network and regional paid programming time. Local paid programming may be sold by our national sales team or by the local sales team at each station.

We also sell commercial air time to advertisers who want to reach the entire nationwide PAX TV viewing audience with a single advertisement, which we refer to as network advertising. NBC serves as our exclusive sales representative to sell most of our network spot advertising. Network spot advertising represented approximately 21.0% of our net revenue during the year ended December 31, 2003 and 20.7% of our net revenue during the year ended December 31, 2004. The central programming signal through which we supply our programming to our stations and to cable and satellite viewers includes advertising, generally of a direct response nature, which reaches our cable and satellite viewers (during both PAX TV entertainment programming and other viewing hours) in markets not served by our stations during time that is otherwise allocated to station spot advertising, and which reaches viewers in local markets during unsold station spot advertising time. We include the revenue from this advertising in our network advertising revenues.

We also sell commercial air time to local and national advertisers who want to reach our viewing audience in specific geographic markets in which we operate, which we refer to as station advertising. These advertisers may be local businesses or regional or national advertisers who

want to target their advertising in these markets. NBC provides national advertising sales services for a majority of our stations. In markets in which our stations are operating under JSAs, our JSA partner serves as our exclusive sales representative to sell our local station advertising. For stations for which NBC does not provide national account representation, our JSA partner performs this function. Our local sales force sells this advertising in markets without JSAs. Our station advertising represented approximately 38.3% of our net revenue during the year ended December 31, 2003 and 39.5% of our net revenue during the year ended December 31, 2004 (including 21.4% and 22.8%,

## **Table of Contents**

respectively, of our net revenue during each such year which was derived from local and national long form paid programming).

In March 2005, we notified our JSA partners other than NBC that we were exercising our right to terminate the JSAs, effective June 30, 2005. We also notified NBC that we were exercising our right to remove, effective June 30, 2005, all of our stations from our national sales agency agreement, pursuant to which NBC sells national spot advertisements for 49 of our 60 stations. We also began discussions with NBC as to the termination of our network sales agency agreement with NBC and each of our JSAs with NBC (covering 14 of our stations in 12 markets). We plan to substantially reduce or eliminate our sales of spot advertisements that are based on audience ratings, and to focus our sales efforts on long form paid programming and non-rated spot advertisements. We intend to transfer our local advertising sales efforts to our own employees by the beginning of July 2005 and to transfer our network advertising sales efforts to our own employees following resolution of our discussions with NBC.

Our advertising rates are typically negotiated and based upon:

economic and market conditions;

the size of the market in which a station operates;

a program's popularity among the viewers that an advertiser wishes to attract;

the number of advertisers competing for a time slot;

the availability of alternative advertising media in the market area;

the demographic composition of the market served by the station;

development of projects, features and programs that tie advertiser messages to programming; and

quarterly sweeps performance ratings which measure household tuning and demographic audience estimates in all 210 Nielsen TV markets.

### **NBC Relationship**

On September 15, 1999, we entered into an investment agreement with NBC under which wholly-owned subsidiaries of NBC purchased shares of our Series B preferred stock and warrants to purchase shares of our common stock for an aggregate purchase price of \$415 million. At the same time, a wholly-owned subsidiary of NBC entered into an agreement with Mr. Paxson and entities controlled by Mr. Paxson, under which the NBC subsidiary was granted the right to purchase all, but not less than all, of the 8,311,639 shares of our Class B common stock beneficially owned by Mr. Paxson.

*Series B Preferred Stock.* Under the investment agreement, a wholly-owned subsidiary of NBC acquired \$415 million aggregate liquidation preference of our Series B preferred stock. This security accrues cumulative dividends and is convertible, subject to adjustment under the terms of the Series B preferred stock, into 31,896,032 shares of our Class A common stock at an initial conversion price of \$13.01 per share (\$18.83 per share as of December 31, 2004). On September 15, 2004, the rate at which dividends accrue on the Series B preferred stock was adjusted from the initial annual rate of 8% to an annual rate of 16.2% as required by the terms of the Series B preferred stock. The shares of Series B preferred stock are exchangeable, in whole or in part, at the option of the holders, into convertible debentures ranking on a parity with our other subordinated indebtedness subject, with respect to any exchange before January 1, 2007, to the exchange being permitted under the terms of our debt and preferred stock instruments. The maturity date of the convertible debentures into which the shares of Series B preferred stock are exchangeable is December 31, 2009.

We are involved in litigation with NBC in the Delaware Court of Chancery regarding the adjustment of the rate at which dividends accrue on our Series B preferred stock, as described below under Forward Looking Statements and



Associated Risks and Uncertainties The adjustment to the dividend rate on our Series B preferred stock could have adverse consequences for our business.

**Table of Contents**

*Warrant A and Warrant B.* A wholly-owned subsidiary of NBC also acquired a warrant ( Warrant A ) to purchase up to 13,065,507 shares of Class A common stock at an exercise price of \$12.60 per share, and a warrant ( Warrant B ) to purchase from us up to 18,966,620 shares of Class A common stock at an exercise price equal to the average of the closing sale prices of the Class A common stock for the 45 consecutive trading days ending on the trading day immediately preceding the warrant exercise date, provided that the average price shall not be more than 17.5% higher or 17.5% lower than the six month trailing average closing sale price. The warrants are exercisable until September 2009, subject to various conditions and limitations. In addition:

Warrant B may not be exercised before the exercise in full of Warrant A; and

Warrant B may not be exercised to the extent that, after giving effect to the exercise, Mr. Paxson would no longer constitute our single majority stockholder unless Warrant B is exercised in full and at the same time NBC exercises its right to purchase all the shares of our Class B common stock held by Mr. Paxson.

*Right to Purchase Class B Common Stock.* Concurrently with entering into the Investment Agreement and issuing the Series B preferred stock and Warrants A and B to subsidiaries of NBC, a wholly-owned subsidiary of NBC entered into an agreement with Mr. Paxson and entities controlled by Mr. Paxson, under which the NBC subsidiary was granted the right to purchase all, but not less than all, of the 8,311,639 shares of our Class B common stock beneficially owned by Mr. Paxson. This right is exercisable through September 15, 2009, and may not be exercised before the exercise in full of Warrant A and Warrant B.

These shares of Class B common stock are entitled to ten votes per share on all matters submitted to a vote of our stockholders and are convertible into an equal number of shares of Class A common stock. The purchase price per share of Class B common stock is equal to the higher of:

the average of the closing sale prices of the Class A common stock for the 45 consecutive trading days ending on the trading day immediately preceding the exercise of NBC's call right, provided that the average price shall not be more than 17.5% higher or 17.5% lower than the six month trailing average closing sale prices; and

\$20.00 per share.

The owners of the shares that are subject to the call right have agreed not to transfer those shares before September 15, 2005, and not to convert those shares into any of our other securities, including shares of Class A common stock. NBC's exercise of the call right is subject to compliance with applicable provisions of the Communications Act and the rules and regulations of the FCC.

*Optional Redemption by NBC.* On November 13, 2003, NBC notified us that it was exercising its right under its investment agreement with us to demand that we redeem or arrange for a third party to acquire (the Redemption ), by payment in cash, all 41,500 outstanding shares of our Series B Convertible Exchangeable Preferred Stock held by NBC. The aggregate redemption price payable in respect of the 41,500 preferred shares, including accrued dividends thereon, was approximately \$600.7 million as of December 31, 2004.

Between November 13, 2003 and November 13, 2004 we were unable to consummate the Redemption as the terms of our outstanding debt and preferred stock prohibited the Redemption and we did not have sufficient funds on hand to consummate the Redemption. We are involved in litigation with NBC in the Delaware Court of Chancery in which we are seeking a declaratory ruling that we are not obligated to consummate the Redemption and are not in default under our agreement with NBC by virtue of not having done so.

As we did not effect the Redemption by November 13, 2004, NBC generally is permitted to transfer, without restriction, any of our securities acquired by it, its right to acquire Mr. Paxson's Class B common stock, the contractual rights with respect to the NBC investment agreement and its other rights under the related transaction agreements, provided that Warrant A, Warrant B and the right to acquire Mr. Paxson's Class B common stock will expire, to the extent unexercised, 30 days after any such transfer. If NBC transfers

**Table of Contents**

any of our securities or its right to acquire Mr. Paxson's Class B common stock, the transferee will remain subject to the terms and conditions of such securities, including those limitations on exercise described above.

*Default Redemption by NBC.* NBC also has the right to require that we redeem any Series B preferred stock and Class A common stock issued upon conversion of the Series B preferred stock then held by NBC upon the occurrence of various events of default (a Default Redemption). If NBC exercises this right, we will have up to 180 days to consummate the redemption. If at any time during the 180 day redemption period, the terms of our outstanding debt and preferred stock do not prohibit the redemption and we have sufficient funds on hand to consummate the redemption, we must consummate the redemption at that time. NBC may not exercise Warrant A, Warrant B or its right to purchase shares of Class B common stock beneficially owned by Mr. Paxson during the 180 day redemption period.

Should we fail to effect a Default Redemption within 180 days after NBC has exercised its right to require us to redeem its securities, NBC will have 180 days within which to exercise Warrant A and Warrant B and its right to acquire Mr. Paxson's Class B common stock, and generally will be permitted to transfer, without restriction, any of our securities acquired by it, its right to acquire Mr. Paxson's Class B common stock, the contractual rights described below, and its other rights under the related transaction agreements, provided that Warrant A, Warrant B and the right to acquire Mr. Paxson's Class B common stock shall expire, to the extent unexercised, 30 days after any such transfer. If NBC does not effect any of these transactions within the 180 day period, we will have the right, for 30 days, to redeem NBC's securities. If we do not effect a redemption during this period, NBC will have the right to require us to effect, at our option, either a public sale or a liquidation of our company and may participate as a bidder in any such transaction. If the highest bid in any public sale of our company would be insufficient to pay NBC the redemption price of its securities, NBC will have a right of first refusal to purchase our company for the highest bid amount. If the highest bid in any public sale would be sufficient to pay NBC the redemption price of its securities, the investment agreement requires us to accept the bid. NBC will not be permitted to exercise Warrant A, Warrant B or its right to acquire Mr. Paxson's Class B common stock during the public sale or liquidation process.

*Inability to Effect a Redemption.* Our ability to effect any redemption is restricted by the terms of our outstanding debt and preferred stock. In order to be able to effect a redemption demanded by NBC, we would need not only to raise sufficient cash to fund payment of the redemption price, but also to obtain the consents of the holders of our outstanding debt and preferred stock or repay, redeem or refinance these securities in a manner that obviated the need to obtain the consents of the holders. Alternatively, we would need to identify a third party willing to purchase NBC's Series B preferred stock directly from NBC or to enter into a merger, acquisition or other transaction with us as a result of which NBC's Series B preferred stock would be redeemed or acquired.

*Optional Redemption by the Company.* We have the right, at any time, to redeem any or all of our outstanding Series B preferred stock at a redemption price per share equal to the higher of (i) the liquidation preference of \$10,000 per share plus accrued and unpaid dividends, and (ii) the product of 80% of the average of the closing sale prices of the Class A common stock for the ten consecutive trading days ending on the trading day immediately preceding our notice to NBC exercising the optional redemption, and the number of shares of Class A common stock into which a share of Series B preferred stock is convertible (approximately 768.58 shares of Class A common stock as of December 31, 2004).

If we elect to redeem a portion of our outstanding Series B preferred stock, we are required to declare and pay, in full, all of the accumulated and unpaid dividends on the Series B preferred stock. As of December 31, 2004, accumulated and unpaid dividends on the Series B preferred stock aggregated approximately \$185.7 million.

*Consent Rights.* The investment agreement also provides that we must obtain the consent of NBC for various actions, including:

approval of annual budgets;

expenditures materially in excess of budgeted amounts;

**Table of Contents**

material acquisitions of programming;

material amendments to our certificate of incorporation or bylaws;

material asset sales or purchases, including, in some cases, sales of our television stations;

business combinations where we would not be the surviving corporation or as a result of which we would experience a change of control;

issuances or sales of any capital stock, with some exceptions;

certain affiliate transactions;

stock splits or recombinations;

any increase in the size of our board of directors other than any increase resulting from provisions of our outstanding preferred stock of up to two additional directors; and

joint sales, joint services, time brokerage, local marketing or similar agreements as a result of which our stations with national household coverage of 20% or more would be subject to those agreements.

*Miscellaneous Rights.* In connection with its investment in us, we also granted NBC various rights with respect to our broadcast television operations, including:

the right to require the conversion of our television stations to NBC network affiliates, subject to various conditions;

a right of first refusal on proposed sales of television stations; and

the right to require our television stations to carry NBC network programming that is preempted by NBC network affiliates.

*Stockholders Agreement.* We also entered into a stockholders agreement with NBC, Mr. Paxson and entities controlled by Mr. Paxson under which we are permitted (but not required) to nominate persons named by NBC for election to our board of directors upon request by NBC if NBC determines that its nominees are permitted under the Communications Act and FCC rules to serve on our board. Mr. Paxson and his affiliates agreed to vote their shares of common stock in favor of the election of those persons as our directors. As part of the outcome of the proceedings that we initiated in 2001, which are described below, the FCC determined in 2002 that any NBC nominated director must not be an NBC employee and must be a person who would reasonably be expected to act independently on all matters. The stockholders agreement further provides that we will not, without the prior written consent of NBC, enter into certain agreements or adopt certain plans which would be breached or violated upon the acquisition of our securities by NBC or its affiliates or would otherwise restrict or impede the ability of NBC or its affiliates to acquire additional shares of our capital stock.

*Registration Rights.* We also granted NBC demand and piggyback registration rights with respect to the shares of Class A common stock issuable upon:

conversion of the Series B preferred stock;

conversion of the debentures for which the Series B preferred stock is exchangeable;

exercise of the warrants; or

conversion of the Class B common stock.

*Operational Arrangements.* In connection with these transactions, we entered into a number of business arrangements with NBC. As part of these arrangements and our relationship with NBC:

NBC provides network advertising sales, marketing and network research services for PAX TV;

NBC provides national advertising sales services for a majority of our stations; and

**Table of Contents**

NBC has provided some of its programming, including movies and sporting events, for broadcast on PAX TV.

We have entered into JSAs with NBC with respect to 14 of our stations serving 12 markets also served by an NBC owned and operated station, and with 27 independently owned NBC affiliated stations serving our markets. Under the JSAs, the NBC stations sell all non-network advertising of our stations and receive commission compensation for those sales, and each of our stations may carry one hour per day of NBC syndicated programming, subject to compliance with our entertainment programming content standards.

In March 2005, we notified NBC that we were removing, effective June 30, 2005, all of our stations from the national sales agency agreement pursuant to which NBC sells national spot advertisements for 49 of our 60 stations. In addition, we began discussions with NBC as to the termination of our network sales agency agreement with NBC and each of the JSAs with NBC. We intend to transfer our local advertising sales efforts to our own employees by the beginning of July 2005 and to transfer our network advertising sales efforts to our own employees following resolution of our discussions with NBC.

*Delaware Court of Chancery Proceedings.* On August 19, 2004, NBC filed a complaint against us in the Court of Chancery of the State of Delaware seeking a declaratory ruling as to the meaning of the terms "Cost of Capital Dividend Rate" and "independent investment bank" as used in the Certificate of Designation (the "Certificate of Designation") of our Series B preferred stock held by NBC. On September 15, 2004, the annual rate at which dividends accrue on the Series B preferred stock was reset from 8% to 16.2% in accordance with the procedure specified in the terms of the Series B preferred stock. We engaged CIBC World Markets Corp., a nationally recognized independent investment banking firm, to determine the adjusted dividend rate as of the fifth anniversary of the original issue date of the Series B preferred stock.

On October 14, 2004, we filed our answer and a counterclaim to NBC's complaint. Our answer largely denies the allegations of the NBC complaint and our counterclaim seeks a declaratory ruling that we are not obligated to redeem, and will not be in default under the terms of the agreement under which NBC made its initial \$415 million investment in us if we do not redeem, the Series B preferred stock on or before November 13, 2004. NBC delivered a notice of demand for redemption on November 13, 2003, and has since alleged, both through statements to the press and in its complaint filed in Delaware, that we are obligated to redeem, and will be in default if we do not redeem, NBC's investment on or before November 13, 2004.

We and NBC have filed briefs in the litigation and have each moved for judgment on the pleadings. The court heard oral argument on the respective motions on February 14, 2005 and has not yet issued its ruling.

*Arbitration and FCC Proceedings.* In December 2001, we commenced a binding arbitration proceeding against NBC in which we asserted that NBC breached its agreements with us and breached its fiduciary duty to us and to our shareholders. We asserted that NBC's proposed acquisition of Telemundo Communications Group, Inc. ("Telemundo Group") (which was completed in April 2002) violates the terms of the agreements governing the investment and partnership between us and NBC. In September 2002, the arbitrator ruled against us on all of our claims, denying us any of the relief we had sought with respect to what we believed to be NBC's wrongful actions. Accordingly, the provisions of our agreements with NBC remain in effect without change.

We also made two filings with the FCC, one of which requested a declaratory ruling as to whether conduct by NBC, including NBC's influence and apparent control over certain members of our board of directors selected by NBC (all of whom have since resigned from our board), caused NBC to have an attributable interest in us in violation of FCC rules or infringed upon our rights as an FCC license holder. The second FCC filing sought to deny FCC approval of NBC's acquisition of the Telemundo Group's television stations. In an opinion and order adopted April 9, 2002, the FCC granted approval of NBC's applications for consent to the transfer to NBC of control of the Telemundo Group television stations, denied our petition to deny these applications, and granted in part and denied in part our request for a declaratory ruling. The FCC found that the placement of NBC employees on our board and the subsequent actions of these persons in their capacity as our directors, including a finding that one such director was protecting NBC's interests and not acting as an independent member of our board, resulted in NBC having an attributable interest in us in

## **Table of Contents**

violation of the FCC's multiple ownership rules. The FCC determined that admonishment was the appropriate remedy and further inquiry was not necessary. The FCC further indicated that should NBC choose to exercise its rights to nominate new members of our board of directors, the FCC would require that such persons not be NBC employees or agents but persons who would reasonably be expected to act independently in all future matters concerning our company.

### **Competition**

We compete for audience and advertisers and our television stations are located in highly competitive markets and face strong competition on all levels.

*Audience.* Television stations compete for audience share principally on the basis of program popularity, as measured and reported by Nielsen Media Research, the primary audience measurement service used for buying and selling advertising time. Audience size, as reflected by Nielsen ratings, has a direct effect on advertising rates. Our PAX TV programming competes for audience share in all of our markets with the programming offered by other broadcast networks, local and national cable networks and non-network affiliated television stations. We believe our stations also compete for audience share in their respective markets on the basis of their channel positions on the cable systems which carry our programming, and that the ability to view our programming on the lower numbered channel positions (generally below channel 21) generally improves the likelihood that viewers will watch our programming.

Our stations also compete for audience share with other forms of entertainment programming, including home entertainment systems and direct broadcasting satellite video distribution services which transmit programming directly to homes equipped with special receiving antennas and tuners. Further advances in technology may increase competition for household audiences.

*Advertising.* PAX TV competes for advertising revenues principally with other broadcast and cable television networks and to some degree with other nationally distributed advertising media, such as print publications. Our television stations also compete for advertising revenues with other television stations in their respective markets, as well as with other advertising media, such as newspapers, radio stations, magazines, outdoor advertising, transit advertising, yellow page directories, direct mail and local cable systems. Competition for advertising dollars at the television station level occurs primarily within individual markets. Some national advertisers may be more interested in buying groups or markets, either on a regional basis that align to products' distribution patterns, or among larger markets, such as the top 50, as those markets represent approximately two-thirds of the nation's television households. We believe owning and operating stations located primarily in the top 50 markets is more attractive to national advertisers with broad-based distribution of products and services. Generally, a television station in one market does not compete with stations in other market areas.

### **Federal Regulation of Broadcasting**

The FCC regulates television broadcast stations under the Communications Act. The following is a brief summary of certain provisions of the Communications Act and the rules of the FCC.

*License Issuance and Renewal.* The Communications Act provides that a broadcast station license may be granted to an applicant if the public interest, convenience and necessity will be served thereby, subject to certain limitations. Television broadcast licenses generally are granted and renewed for a period of eight years. Interested parties including members of the public may file petitions to deny a license renewal application but competing applications for the license will not be accepted unless the current licensee's renewal application is denied. The FCC is required to grant a license renewal application if it finds that the licensee (1) has served the public interest, convenience and necessity; (2) has committed no serious violations of the Communications Act or the FCC's rules; and (3) has committed no other violations of the Communications Act or the FCC's rules which would constitute a pattern of abuse. Our licenses are subject to renewal at various times between 2004 and 2007.

**Table of Contents**

*General Ownership Matters.* The Communications Act requires the prior approval of the FCC for the assignment of a broadcast license or the transfer of control of a corporation or other entity holding a license. In determining whether to approve such an assignment or transfer of control, the FCC considers, among other things, the financial and legal qualifications of the prospective assignee or transferee, including compliance with rules limiting the common ownership of certain attributable interests in broadcast, cable and newspaper properties.

The FCC's multiple ownership rules may limit the acquisitions and investments that we may make or the investments that others may make in us. The FCC generally applies its ownership limits to attributable interests held by an individual, corporation, partnership or other association or entity. In the case of corporations holding or controlling broadcast licenses, the interests of officers, directors and those who, directly or indirectly, have the right to vote five percent or more of the corporation's stock are generally attributable. The FCC treats all partnership and limited liability company interests as attributable, except for those interests that are insulated under FCC rules and policies. For insurance companies, certain regulated investment companies and bank trust departments that hold stock for investment purposes only, stock interests become attributable with the ownership of 20% or more of the voting stock of the corporation holding or controlling broadcast licenses.

The FCC treats as attributable debt and equity interests that, when combined, exceed 33% of a station licensee's total assets, which is defined as the total amount of debt and equity capital, if the party holding the equity and debt interests (1) supplies more than 15% of the station's total weekly programming or (2) has an attributable interest in another media entity, whether television, radio or newspaper, in the same market. Non-voting equity, loans, and insulated interests count toward the 33% equity/debt threshold. Non-conforming interests acquired before November 7, 1996, are permanently grandfathered for purposes of the equity/debt rules and thus do not constitute attributable ownership interests.

*Television National Ownership Rule.* On June 2, 2003, the FCC adopted new rules governing, among other things, national and local ownership of television broadcast stations and cross-ownership of television broadcast stations with radio broadcast stations and newspapers serving the same market. The new rules would change the regulatory framework within which television broadcasters hold, acquire and transfer broadcast stations. Numerous parties asked the FCC to reconsider portions of its decision and other parties sought judicial review. In September 2003, the U.S. Court of Appeals for the Third Circuit issued an order staying the effectiveness of the new media ownership rules, and in June 2004 the Third Circuit remanded the proceeding to the FCC with instructions to the FCC to better justify or modify its approach to setting the numerical limits. The stay remains in effect pending further review by the Third Circuit of the FCC's further action. Several parties have filed petitions for review by the Supreme Court which are currently pending.

Among other things, the FCC's new ownership rules would have increased the percentage of the nation's television households that may be served by television broadcast stations in which the same person or entity has an attributable interest from 35% to 45% of national television households. The Consolidated Appropriations Act of 2004 directed the FCC to increase this percentage to 39% of national television households and allows an entity that acquires licenses in excess of 39% two years to come into compliance with the new cap. The enactment of the 39% cap mooted the FCC's proposed 45% cap. This act also provides that the FCC shall conduct a quadrennial, rather than biennial, review of its ownership rules. The new rules also relax FCC restrictions on local television ownership and on cross-ownership of television stations with radio stations or newspapers in the same market. In general, these new rules would reduce the regulatory barriers to the acquisition of an interest in our television stations by various industry participants who already own television stations, radio stations, or newspapers.

In assessing compliance with the national ownership caps, the FCC counts each UHF station as serving only half of the television households in its market. This "UHF Discount" is intended to take into account that UHF stations historically have provided less effective coverage of their markets than VHF stations. All of our television stations are UHF stations and, without the UHF Discount, we would not meet the recently-enacted 39% ownership cap. In its June 2, 2003 decision, the FCC concluded that the future transition to digital television may eliminate the need for a UHF Discount. For that reason, the FCC provided that the UHF





**Table of Contents**

Discount will sunset i.e., expire for the top four broadcast networks (ABC, NBC, CBS, and Fox) on a market-by-market basis as the digital transition is completed, unless otherwise extended by the FCC. The FCC also announced, however, that it will examine in a future review whether to include in this sunset provision the UHF television stations owned by other networks and group owners, which would include our television stations. The Third Circuit opinion referred to above also held that the Consolidated Appropriations Act of 2004 mooted any argument on whether the FCC could maintain the UHF Discount.

In the last Congress, in addition to enacting the 39% cap, separate legislation was introduced to prohibit the application of the UHF Discount to UHF stations sold after June 2, 2003, to sunset the UHF Discount in 2008 for all UHF stations, to prohibit the cross ownership of newspapers and television stations in the same market and to nullify in their entirety the rule changes adopted by the FCC.

*Television Duopoly Rule.* The FCC's television duopoly rule permits a party to own two television stations without regard to signal contour overlap if each station is located in a separate designated market area, or DMA. A party may own two television stations in the same DMA so long as (1) at least eight independently owned and operating full-power commercial and non-commercial television stations remain in the market at the time of acquisition and (2) at least one of the two stations is not among the four top-ranked stations in the market based on audience share. Without regard to the number of independently owned television stations or media voices, the FCC permits television duopolies within the same DMA so long as the stations' Grade B service contours do not overlap. Satellite stations that are authorized to rebroadcast the programming of a parent station located in the same DMA are also exempt from the duopoly rule. In April 2002, the U.S. Court of Appeals for the District of Columbia Circuit reversed the FCC's decision establishing an eight media voice standard for same-market television duopolies. The court remanded the proceeding to the FCC to consider whether it should include in its definition of media voices other media (i.e., newspapers, radio, and cable). The court also suggested that, on remand, the FCC may decide to adjust the numerical limit of eight.

On June 2, 2003 the FCC adopted new rules governing, among other things, the number of television stations a party may own in the same DMA. Under the new rules, a party would be permitted to have an attributable interest in up to two television stations in the same DMA, provided there were between five and 17 television stations in the DMA and provided that only one of the duopoly stations was among the top four television stations in the market in terms of audience share. Duopolies would not be permitted in markets with fewer than five television stations. In markets with 18 or more television stations, a party would be permitted to own up to three television stations in a DMA, only one of which may be among the top four in terms of audience share. The new rules would also eliminate the contour overlap rule for television. The media voice test would be eliminated and the number of television stations in a market would be calculated by counting all full-power commercial and noncommercial television stations located within a given DMA. Neither cable channels, Class A television stations, low power television stations, television translator stations nor dark or non-operational stations would be included in the count. Satellite television stations would also be excluded from the count, if the parent and satellite station were located within the same DMA. The effectiveness of these new rules has been stayed by the order of the U.S. Court of Appeals for the Third Circuit described above.

*Television/ Newspaper Radio/ Television Cross Ownership.* On June 2, 2003, the FCC removed the newspaper-broadcast and radio-television cross-ownership prohibitions and replaced them with a new set of cross-media limits. The FCC continued, however, to prohibit common ownership of daily newspapers and broadcast stations, and television/radio combinations in markets with three or fewer television stations. In markets having between four and eight television stations, the new rules would limit ownership to one of the following combinations: (1) a daily newspaper, one television station and up to half of the radio station limit for the market; (2) a daily newspaper, no television station and up to the radio station limit for the market; or (3) two television stations (if allowable under the new rules), no daily newspaper, and up to the radio station limit for the market. In markets having nine or more television stations the cross-media limits would be eliminated completely and only the new local television and local radio ownership rules would apply. Under the new rules, noncommercial television stations would be included in the station count. The effectiveness of



**Table of Contents**

these new rules has been stayed by the order of the U.S. Court of Appeals for the Third Circuit described above.

*Television Time Brokerage and Joint Sales Agreements.* Over the past few years, a number of television stations, including certain of our television stations, have entered into agreements commonly referred to as time brokerage agreements and joint sales agreements. Under these agreements, separately owned and licensed stations agree to function cooperatively subject to the requirements of antitrust laws and compliance with the FCC's rules and policies, including the requirement that each party maintain independent control over the programming and operations of its own station. The FCC's attribution and television duopoly rules apply to time brokerage agreements in which one station brokers more than 15% of the broadcast time per week of another station in the same DMA with an overlapping Grade B contour.

A joint sales agreement, or JSA, is an arrangement by which a brokering station provides advertising sales services, but not programming, for another station in the market. On August 7, 2004, the FCC commenced a rulemaking proceeding to consider whether to treat a television licensee's JSA to sell the advertising time of another television station in the same market as the equivalent of ownership of that station for purposes of the FCC's local television ownership rules. The FCC may adopt rules affecting these arrangements that could adversely affect our current station operations under existing JSAs. We cannot predict what rules the FCC will adopt or what effect any new rules are likely to have. In March 2005, we notified all of our JSA partners other than NBC that we were exercising our right to terminate the JSAs, effective June 2005.

*Alien Ownership.* Under the Communications Act, no FCC broadcast license may be held by a corporation of which more than one-fifth of its capital stock is owned or voted by aliens or their representatives or by a foreign government or its representative, or by any corporation organized under the laws of a foreign country (collectively

Aliens). Furthermore, the Communications Act provides that no FCC broadcast license may be granted to any corporation controlled by any other corporation of which more than one-fourth of its capital stock is owned of record or voted by Aliens if the FCC should find that the public interest would be served by the refusal of the license.

*Dual Network Rule.* FCC rules permit the combination of television broadcast networks, except for a combination of any two of the four major networks (ABC, CBS, Fox or NBC). The FCC retained the current rule in its June 2, 2003 report and order.

*Programming and Operation.* The Communications Act requires broadcasters to present programming that responds to community problems, needs and interests and to maintain records demonstrating its responsiveness. Stations also must follow rules that regulate, among other things, obscene and indecent broadcasts, sponsorship identification, the advertising of contests and lotteries and technical operations, including limits on radio frequency radiation.

The FCC's rules limit the amount of advertising in television programming designed for children 12 years of age and under. The FCC effectively requires that television broadcast stations air specified amounts of programming during specified time periods that serve the educational and informational needs of children 16 years of age and under.

The Communications Act and FCC rules also regulate the broadcasting of political advertisements by television stations. Stations must provide reasonable access for the purchase of time by legally qualified candidates for federal office and equal opportunities for the purchase of equivalent amounts of comparable broadcast time by opposing candidates for the same elective office. Before primary and general elections, legally qualified candidates for elective office may be charged no more than the station's lowest unit charge for the same class of advertisement, length of advertisement and daypart.

The Bipartisan Campaign Reform Act of 2002 (BCRA) (also known as the McCain-Feingold campaign finance bill) modified the regulation of certain aspects of political campaign fundraising and expenditures, and imposed new restrictions on the broadcast of issue advertisements. Congress previously has considered and may in the future consider amending the political advertising laws by changing the statutory definition of lowest unit charge in a manner which would require television stations to sell time to

**Table of Contents**

federal political candidates at lower rates. We are unable to predict whether additional changes to the political broadcasting laws will be enacted, or what effect, if any, these changes might have upon our business.

*Equal Employment Opportunity Requirements.* Existing FCC rules require all broadcast station employment units with five or more full-time employees to comply with certain general and specific recruitment, outreach, and reporting requirements. All broadcast licensees must refrain from engaging in employment discrimination based on race, color, religion, national origin or sex (with a limited exception for religious broadcasters). The FCC is considering applying these rules to part-time positions.

*Cable Must Carry / Retransmission Consent Regulations.* Under the Communications Act, every local commercial television broadcast station must elect once every three years to require a cable system to carry the station subject to certain exceptions, or to negotiate for retransmission consent to carry the station. A station's must carry rights are not absolute, and their exercise depends on variables such as the number of activated channels on a cable system, the location and size of a cable system, the amount of duplicative programming on the station, and the quality of the station's signal at the cable system's headend. Alternatively, if a broadcaster chooses to exercise retransmission consent rights, it can prohibit cable systems from carrying its signal or grant the cable system consent to retransmit the broadcast signal for a fee or other consideration. Our television stations have generally elected the must carry alternative. Our elections of retransmission or must carry status will continue until the next election period, which commences on January 1, 2006.

In a recently concluded rulemaking proceeding, the FCC determined that cable television systems are not required to carry both the analog and digital television signals of local television stations. In an initial order in the proceeding, the FCC concluded that broadcasters would not be entitled to mandatory carriage of both their analog and digital signals, and that a cable television system is required to carry a digital signal only if the broadcaster first surrenders the analog signal. Broadcasters with multiple digital video programming streams are required to designate a single, primary video stream eligible for mandatory carriage. Alternatively, television licensees may negotiate with cable television systems for carriage of their digital signal in addition to their analog signal under retransmission consent.

Under retransmission consent agreements, some of our television stations are also carried as distant signals on cable systems that are located outside of those stations' markets. Cable systems generally must remit a compulsory license royalty fee to the United States Copyright Office to carry television stations in distant markets. We have filed a request with the Copyright Office to change our stations' status under the compulsory license from independent to network signals. If the Copyright Office grants our request, certain cable systems may transmit our stations at reduced royalty rates. We cannot determine when the Copyright Office will act on this request, or whether we will receive a favorable ruling.

*Satellite Carriage of Television Broadcast Signals.* Under the Satellite Home Viewer Improvement Act of 1999, which we refer to as SHVIA, a satellite carrier must obtain retransmission consent before carrying a television station, and a satellite carrier delivering the signal of any local television station is required to carry all television stations licensed to the carried station's DMA. SHVIA was recently extended for five years until the end of 2009. The FCC rules implementing SHVIA are similar to the must-carry and retransmission consent rules that apply to cable television systems. Our PAX TV signal currently is carried on satellite systems under agreements we negotiated with the satellite television providers, which allow the satellite provider to sell and retain the advertising revenues from a portion of the non-network advertising time during PAX TV programming hours and which require the carriage of some of our television stations in certain circumstances.

*Digital Television Service.* The FCC has adopted rules for the implementation of digital television, or DTV, service, a technology which is intended to improve the quality of television broadcast signals. The FCC allotted a second channel for DTV operations to each broadcaster who held a license or a construction permit for a full service television station on April 3, 1997. Each such licensee and permittee must return one of its two channels at the end of the DTV transition period currently scheduled to end on December 31, 2006 or when 85% of the service areas of the stations in a DMA as determined by Nielsen can receive digital signals. The transition period could be extended in certain areas depending generally on the level of DTV market



**Table of Contents**

penetration or if the FCC or Congress changes the schedule. Except for certain stations operating analog facilities in the 700 MHz spectrum band that have been allotted a digital channel in the 700 MHz spectrum band, the FCC has established a schedule by which broadcasters must begin DTV service absent extenuating circumstances that may affect individual stations.

Under the FCC's digital television transition rules a station will be in compliance with its build-out requirement, without constructing the full authorized facilities, so long as, by May 1, 2002, it constructed digital facilities capable of serving its community of license with a signal of requisite strength. The dates by which digital facilities replicating a station's analog service area must be constructed have been set by the FCC as July 1, 2005 and July 1, 2006 depending on market size and network affiliation. The FCC has authorized analog stations operating in the 700 MHz spectrum band that have entered into voluntary agreements with future users of the 700 MHz spectrum resulting in the surrender of the analog 700 MHz channel to continue broadcasting their analog signal on the channel assigned for digital service and to delay the institution of digital service until December 31, 2005, or later than December 31, 2005 if it can be demonstrated that less than 70% of the television households in the station's market are capable of receiving digital broadcast signals. Broadcasters given a digital channel allocation within the 700 MHz band may forego the use of that channel for digital service until December 31, 2005, or later than December 31, 2005, if it can be demonstrated that less than 70% of the television households in the station's market are capable of receiving digital broadcast signals. Broadcasters left with a single-channel allotment as a result of clearing the 700 MHz spectrum band will retain the interference protection associated with their digital television channel allotment for a period of 31 months after beginning to transmit in digital.

The FCC has adopted rules permitting DTV licensees to offer ancillary or supplementary services on their DTV channels, so long as such services are consistent with the FCC's DTV standards, do not derogate required DTV services, and are regulated in the same manner as similar non-DTV services. The FCC's rules require that DTV licensees pay a fee (based on revenues) for any subscription-based services that are provided. The FCC has commenced a proceeding to consider additional public interest obligations for television stations as they transition to digital broadcast television operation. The FCC is considering various proposals that would require DTV stations to use digital technology to increase program diversity, political discourse, access for disabled viewers and emergency warnings and relief. If these proposals are adopted, our stations may be required to increase their current level of public interest programming, which generally does not generate as much revenue from commercial advertisers.

*Proposed Changes.* Congress and the FCC have under consideration, and may in the future adopt, new laws, regulations and policies regarding a wide variety of matters that could, directly or indirectly, affect the operation, ownership and profitability of our company and our television broadcast stations. We cannot predict what other matters may be considered in the future, nor can we judge in advance what effect, if any, the implementation of any of these proposals or changes might have on our business.

**Employees**

As of December 31, 2004, we had 458 full-time employees and 43 part-time employees. None of our employees are represented by labor unions. We consider our relations with our employees to be good.

**Seasonality**

Seasonal revenue fluctuations are common within the television broadcasting industry and result primarily from fluctuations in advertising expenditures. We believe that generally television advertisers spend relatively more for long form paid programming in the first and fourth calendar quarters of each year, spend relatively less for long form paid programming in the second calendar quarter and spend the least for long form paid programming in the third calendar quarter. We believe that generally television advertisers spend relatively more for spot advertising in the second and fourth calendar quarters of each year, spend relatively less for spot advertising during the first calendar quarter and spend the least for spot advertising in the third calendar quarter.

## **Table of Contents**

### **Trademarks and Service Marks**

We have 36 registered trademarks and service marks (21 in the United States, nine in Mexico and six in Europe) and pending applications for registration of another eight trademarks and service marks (five in the United States, two in Mexico and one in Canada). We do not own any patents or have any pending patent applications.

### **Available Information**

Our internet website address is [www.pax.tv](http://www.pax.tv). We make available free of charge through our internet website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission.

### **Forward-Looking Statements and Associated Risks and Uncertainties**

This Report contains forward-looking statements that reflect our current views with respect to future events. All statements in this Report other than those that are simply statements of historical facts are generally forward-looking statements. These statements are based on our current assumptions and analysis, which we believe to be reasonable, but are subject to numerous risks and uncertainties that could cause actual results to differ materially from our expectations. All forward-looking statements in this Report are made only as of the date of this Report, and we do not undertake to update these forward-looking statements, even though circumstances may change in the future.

Among the significant risks and uncertainties which could cause actual results to differ from those anticipated in our forward-looking statements or could otherwise adversely affect our business or financial condition are those described below.

#### ***We have a high level of indebtedness and are subject to restrictions imposed by the terms of our indebtedness and preferred stock.***

We are highly leveraged. As of December 31, 2004 we had total indebtedness of \$1.0 billion, approximately \$365.4 million of which was senior secured indebtedness, and redeemable preferred stock with an aggregate redemption value of approximately \$1.2 billion (approximately \$1.1 billion of which was exchangeable, under certain circumstances, into senior subordinated indebtedness). We may incur limited amounts of additional indebtedness to finance capital expenditures and for certain other corporate purposes. Our ability to incur indebtedness is subject to restrictions in the terms of the indentures governing our senior secured notes and our senior subordinated notes, as well as the terms of our outstanding preferred stock. The level of our indebtedness and redeemable preferred stock has important consequences to us, including that our cash flow from operations must be dedicated to debt service and will not be available for other purposes. Many of our competitors currently operate on a less leveraged basis and may have significantly greater operating and financing flexibility than us. The indentures and the preferred stock contain covenants that restrict, among other things, our ability to incur additional indebtedness, incur liens, make investments, pay dividends or make other restricted payments, consummate asset sales, consolidate with any other person or sell, assign, transfer, lease, convey or otherwise dispose of all or substantially all of our assets. Currently, these covenants prevent us from incurring additional indebtedness other than limited amounts of certain types of permitted indebtedness (e.g., purchase money indebtedness), although certain refinancings of existing debt are permitted. These restrictions could limit our ability to obtain future financing, make acquisitions or needed capital expenditures, withstand a future downturn in our business or the economy in general, conduct operations or otherwise take advantage of business opportunities that may arise. If we were unable to service our indebtedness or satisfy our dividend or redemption obligations with respect to our outstanding preferred stock, we would be forced to adopt an alternative strategy that may include actions such as reducing or delaying capital expenditures, selling assets, restructuring or refinancing our indebtedness or seeking additional equity capital. There is no assurance that any of these strategies could be effected on satisfactory terms, if at all.



**Table of Contents**

***We have a history of operating losses and negative cash flow and we may not become profitable in the future.***

We have incurred losses from continuing operations in each fiscal year since our inception. For the years ended December 31, 2004, 2003 and 2002, our earnings were insufficient to cover our combined fixed charges and preferred stock dividend requirements by approximately \$220.7 million, \$139.8 million and \$255.5 million, respectively. We expect to continue to experience net losses in the foreseeable future, principally due to interest charges on outstanding debt (and the debentures into which our outstanding preferred stock can be exchanged, if issued), dividends on outstanding preferred stock, and non-cash charges for depreciation and amortization expense related to fixed assets. Future net losses could be greater than those we have experienced in the past.

Our cash flow from operations has been insufficient to cover our operating expenses, debt service requirements and other cash commitments in each of our last five fiscal years. We have financed our operating cash requirements, as well as our capital needs, during these periods with the proceeds of asset sales and financing activities, including the issuance of preferred stock and additional borrowings. Our senior secured floating rate notes and our 10<sup>3</sup>/<sub>4</sub>% senior subordinated discount notes require us to make cash interest payments on a current basis, and we are required to commence making semi-annual cash interest payments of approximately \$30.4 million under our 12<sup>1</sup>/<sub>4</sub>% senior subordinated discount notes on July 15, 2006, and to make such payments on each January 15 and July 15 thereafter until these notes are repaid or refinanced. We may not be able to generate sufficient operating cash flow in the future to pay our debt service and preferred stock dividend requirements and may not be able to obtain sufficient additional financing to meet such requirements on terms acceptable to us, or at all.

We engaged Bear, Stearns & Co. Inc. in 2002 and Citigroup Global Markets Inc. in 2003 to act as our financial advisors to assess our business plan, capital structure and future capital needs, and to explore strategic alternatives for our company. We terminated these engagements in March 2005 as no viable strategic transactions had been developed on terms that we believed would be in the best interests of all of our stockholders. While we continue to consider strategic alternatives that may arise, which may include the sale of all or part of our assets, finding a strategic partner for our company who would provide the financial resources to enable us to redeem, restructure or refinance our debt and preferred stock, or finding a third party to acquire our company through a merger or other business combination or through a purchase of our equity securities, our principal efforts are focused on improving our core business operations and increasing our cash flow. See Forward-Looking Statements and Associated Risks and Uncertainties. Our ability to pursue strategic alternatives is subject to limitations and factors beyond our control.

***PAX TV may not be successful as a broadcast television network.***

We launched our PAX TV entertainment programming on August 31, 1998, and are now in our seventh network broadcasting season. Our own experiences, as well as the experiences of other new broadcast television networks during the past decade, indicate that it requires a substantial period of time and the commitment of significant financial, managerial and other resources to gain market acceptance of a new television network by viewing audiences and advertisers to a sufficient degree that the new network can attain profitability. Although we believe that our approach is unique among broadcast television networks, in that we own and operate stations reaching most of the television households that can receive PAX TV, our business model is unproven and to date has not been successful. PAX TV may not gain sufficient market acceptance to be profitable or otherwise be successful.

***If the rates at which we are able to sell long form paid programming were to decline or the audience ratings of our entertainment programming were to continue to decline, our advertising revenue could decrease.***

Advertising revenues constitute substantially all of our operating revenues. Our ability to generate advertising revenues depends upon our ability to sell our inventory of air time for long form paid programming at acceptable rates and, with respect to entertainment programming, to provide programming which attracts

**Table of Contents**

sufficient numbers of viewers in desirable demographic groups to generate audience ratings that advertisers will find attractive. Long form paid programming rates are dependent upon a number of factors, including our available inventory of air time, the viewing public's interest in the products and services being marketed through long form paid programming, and economic conditions generally. Our revenues from the sale of air time for long form paid programming may decline. Our entertainment programming has not attracted sufficient targeted viewership or achieved sufficiently favorable ratings to enable us to generate enough advertising revenues to be profitable. Our ratings declined following the increase in the amount of long form paid programming on PAX TV in January 2003 and generally have not improved over the past year, despite our new original programming initiative launched in consultation with NBC during the second half of 2004. Our ratings may continue to decline, which would adversely affect that portion of our advertising revenues derived from the sale of commercial spots during our entertainment programming. We incur production, talent and other ancillary costs to produce original entertainment programs. Our original entertainment programming may not generate advertising revenues in excess of our programming and other costs.

***We may lose a portion of our television distribution platform.***

In March 2005, we notified all of our PAX TV network affiliates that we were exercising our right to terminate our affiliation agreements with them, effective June 30, 2005. We will seek to replace the distribution lost by the termination of these agreements (consisting of approximately 6% of U.S. primetime television households) through the negotiation of new, more flexible affiliation agreements and carriage agreements with cable systems in the affected markets, as and if such agreements can be concluded on cost efficient terms. Our revenues may be reduced if we are unable to replace the lost distribution. A number of our carriage agreements with cable systems in markets where we do not own a television station place restrictions on the type of programming that we may broadcast on the local cable system. Should our programming be inconsistent with these restrictions, the cable systems may have the right to require us to distribute additional entertainment programming over these systems or the right to terminate their carriage agreements with us. Our financial results could be adversely affected if we were required to provide alternative programming to these cable systems or if we were to lose a portion of our distribution through the termination of these agreements.

***The results of operations of our stations which operated under joint sales agreements could be adversely affected by the termination of the JSAs.***

The performance of our stations operating under JSAs depends to a substantial degree on the performance of our JSA partners, over which we have no control. We have entered into JSAs with respect to 45 of our television stations. Each JSA typically provides for our JSA partner to serve as our exclusive sales representative to sell our local station advertising and in 22 of our stations we have integrated and co-located our station operations with those of our JSA partners. In March 2005, we notified all of our JSA partners other than NBC that we were exercising our right to terminate the JSAs, effective June 30, 2005, and we began discussions with NBC as to the termination of each of the JSAs with NBC (covering 14 of our stations in 12 markets). Although we took this action in order to improve our operating results, we may incur significant costs to resume operating the stations ourselves, including the expense of re-establishing office and studio facilities separate from those of the JSA partners, or transferring performance of these functions to another broadcast television station operator. Our network and station revenues could also be adversely affected by the disruption of our advertising sales efforts that could result from the unwinding of the JSAs. The unwinding or termination of some or all of our JSAs could adversely affect the results of operations of our stations and could have a materially adverse effect upon us. In addition, we may incur significant costs in order to effectuate a termination of our JSAs with NBC.

***Our network and national advertising sales could be adversely affected by the termination of our network and national sales agency agreements with NBC.***

We have significant operating relationships with NBC which have been developed since NBC's investment in us in September 1999. NBC serves as our exclusive sales representative to sell most of our PAX

**Table of Contents**

TV network advertising and is the exclusive national sales representative for most of our stations. In March 2005, we notified NBC that we were removing, effective June 30, 2005, all of our stations from our national sales agency agreement with NBC, and we began discussions with NBC as to the termination of our network sales agency agreement with NBC. Although we took these actions in order to improve our operating results, we may incur significant costs to resume performing the advertising sales and other operating functions currently performed by NBC. Our network revenues could be adversely affected by the disruption of our advertising sales efforts that could result from the termination of our network sales agency agreement with NBC. The unwinding or termination of our network and national sales agency agreements with NBC could have a materially adverse effect upon us.

***If advertisers have to pay higher residual payments to the members of the actors guilds that they use in spot advertisements on our network, advertisers may reduce or discontinue their advertising on our network.***

Approximately 21.0% of our 2003 net revenues and 20.7% of our 2004 revenues were derived from network commercial spot advertisements aired on PAX TV. We believe substantially all of our network spot advertisements were produced by advertisers or their advertising agencies using performers who are members of the Screen Actors Guild and the American Federation of Television and Radio Artists. When commercials are aired on broadcast and cable television networks, the performers are entitled to residual payments from the advertisers, which are determined under collective bargaining agreements between the guilds and the advertising community. Under the current guild agreements, the residual payments required to be paid by advertisers in connection with advertisements aired on cable networks are substantially lower than the residuals required to be paid in connection with advertising aired on broadcast networks. To date, we believe that a substantial portion of the network spot advertising time on PAX TV was purchased by advertisers under the assumption that the residual payment obligations incurred in connection with airing these spots were to be calculated under the rates applicable to cable networks, not those applicable to other broadcast networks. The current guild agreements include provisions establishing residual rates that are applicable to network advertisements aired on PAX TV and that are substantially lower than the rates applicable to broadcast networks but still higher, in most circumstances, than the rates applicable to cable networks. As a result of this development, some advertisers have informed us that our network advertising spots are no longer as attractive as those of cable networks because of the relatively higher residual payments applicable to PAX TV. Because of these higher residual payments, some advertisers may be unwilling to purchase advertising time on PAX TV unless we lower our rates or otherwise provide financial compensation to them. We are unable to predict the magnitude of the effect of this development on our network spot advertising revenues.

***We may be required to purchase our outstanding debt and preferred stock if we experience a change of control.***

In the event of a change of control (as defined in the indentures governing our outstanding senior secured notes and senior subordinated notes), we will be required to offer to purchase all of the outstanding notes at a price equal to 101% (or 100% in the case of the senior secured notes, with respect to any change of control occurring on or after January 15, 2006) of the principal amount or accreted value, as the case may be, thereof. In the event of a change of control (as defined with respect to our outstanding preferred stock), we will be required to offer to purchase all of the shares of these preferred stocks then outstanding at 101% (100% for the Series A preferred stock) of the then effective liquidation preference thereof, plus accumulated and unpaid dividends. Generally, under these instruments a change of control will be deemed to have occurred if any person, other than Mr. Paxson and his affiliates or, with respect to the senior secured notes and senior subordinated notes, NBC and its affiliates, acquires control of a majority of the voting power of our outstanding capital stock or acquires more than one-third of the outstanding voting power and possesses voting power in excess of that possessed by Mr. Paxson and his affiliates (or, with respect to the senior secured notes and senior subordinated notes, NBC and its affiliates), or there is a merger and we are not the surviving corporation and our stockholders do not own at least a majority of the outstanding common stock of the surviving corporation. Our repurchase of our outstanding senior subordinated notes or the redemption of any of our preferred stock upon a change of control could also cause a default under the senior secured notes

**Table of Contents**

indenture. We can provide no assurance that in the event of a change of control, we will have access to sufficient funds or will be contractually permitted under the terms of our outstanding debt to repay our outstanding senior secured notes and senior subordinated notes or pay the required purchase price for any shares of preferred stock tendered by holders. Were this to occur, we could be required to seek third party financing to the extent we did not have sufficient available funds to meet our purchase obligations, and we can provide no assurance that we would be able to obtain this financing on favorable terms or at all.

***NBC's exercise of its rights to exert significant influence upon our operations could adversely affect our business.***

As a result of our agreements with NBC, NBC is in a position to exert significant influence over our management and policies and to prevent us from taking actions which our management may otherwise desire to take. NBC may have interests that differ from those of our other stockholders and debtholders. We must obtain NBC's consent for:

- approval of annual budgets;

- expenditures materially in excess of budgeted amounts;

- material acquisitions of programming;

- material amendments to our certificate of incorporation or bylaws;

- material asset sales or purchases, including sales of our television stations which are located in the top 20 DMAs;

- business combinations where we would not be the surviving corporation or as a result of which we would experience a change of control;

- issuances or sales of any capital stock, with some exceptions;

- stock splits or recombinations;

- any increase in the size of our board of directors other than an increase resulting from provisions of our outstanding preferred stock of up to two additional directors; and

- joint sales, joint services, time brokerage, local marketing or similar agreements as a result of which our stations with national household coverage of 20% or more would be subject to those agreements.

***We have not redeemed our securities held by NBC that NBC has demanded that we redeem and this could have adverse consequences for us.***

On November 13, 2003, NBC exercised its right to demand that we redeem, or arrange for a third party to acquire, all of the shares of our Series B preferred stock held by NBC, at a price equal to the aggregate liquidation preference thereof plus accrued and unpaid dividends, which as of December 31, 2004, totaled \$600.7 million. Because we did not effect a redemption within one year after November 13, 2003, NBC is now permitted to transfer, without restriction, any of our securities acquired by it, its right to acquire Mr. Paxson's Class B common stock, its contractual rights with respect to our business, and its other rights under the related transaction agreements. As a result, we are unable to prevent NBC from transferring its interest in our company to a third party selected by NBC in its discretion, which could have a material adverse effect upon us.

We are involved in litigation with NBC regarding NBC's demand for redemption. NBC has asserted that we continue to be required to redeem all of the shares of our Series B preferred stock held by NBC. If a court were to grant a judgment against us requiring us to pay the redemption amount, it would have a material adverse effect upon us. Our ability to effect any redemption is restricted by the terms of our outstanding debt and preferred stock. Further, we do not currently have sufficient funds to pay the redemption price for these securities. If we were unable to satisfy

any such judgment, we would be in default under the indentures governing our senior secured notes and senior subordinated notes. In order to comply with NBC's redemption

**Table of Contents**

demand, we would need to repay, refinance or otherwise restructure the majority of our outstanding indebtedness and preferred stock and raise sufficient liquidity to enable us to pay the required redemption price. Alternatively, we would need to find a third party willing to purchase those securities at the required redemption price. We believe it is unlikely that we would be able to accomplish any of these actions.

***The adjustment to the dividend rate on our Series B preferred stock could have adverse consequences for our business.***

On September 15, 2004, the rate at which dividends accrue on our Series B preferred stock, all of which is held by NBC, was adjusted to an annual rate of 16.2% from the initial annual rate of 8%. The rate was adjusted pursuant to the terms governing the Series B preferred stock. We retained CIBC World Markets Corp., a nationally recognized independent investment banking firm, in connection with the rate adjustment process. We are involved in litigation with NBC regarding the rate adjustment. NBC has asserted that CIBC does not constitute an independent investment banking firm, and that the dividend rate adjustment was not performed in the manner required by the terms of the Series B preferred stock. As described in greater detail above under Forward-Looking Statements and Associated Risks and Uncertainties We have a high level of indebtedness and are subject to restrictions imposed by the terms of our indebtedness and preferred stock, the increase in the dividend rate on our Series B preferred stock to 16.2% and any further increase resulting from the NBC litigation could have material adverse consequences for us. We are unable to predict whether we will be successful in the litigation with NBC and whether or to what degree the dividend rate on our Series B preferred stock may be increased further.

***Our ability to pursue strategic alternatives is subject to limitations and factors beyond our control.***

Our ability to pursue strategic alternatives to address the challenges facing our company, such as the sale of all or part of our assets, finding a strategic partner for our company who would provide the financial resources to enable us to redeem, restructure or refinance our debt and preferred stock, or finding a third party to acquire our company through a merger or other business combination or acquisition of our equity securities, is subject to various limitations and issues which we may be unable to control. A strategic transaction will, in most circumstances, require that we seek the consent of, or refinance, redeem or repay, NBC and the other holders of our preferred stock, as well as the holders of our senior and subordinated debt. FCC regulations may limit the type of strategic alternatives we may pursue and the parties with whom we may pursue strategic alternatives. In addition, our ability to pursue a strategic alternative will be dependent upon the attractiveness of our assets and business plan to potential transaction parties. Among other things, potential transaction parties may find unattractive our capital structure and high level of indebtedness, our carriage of the PAX TV programming and the overnight programming provided by The Christian Network, Inc., and certain of our television stations serving major television markets. Our relatively low tax basis in our television station assets (resulting in part from the Section 1031 like kind exchange discussed below) is a significant factor to be considered in structuring any potential transactions involving sales of a material portion of our television station assets, and may make certain types of transactions less attractive or not viable. Potential transaction parties may believe our stations and other assets to be less valuable than as shown in prior appraisals we have obtained. We may be prevented from consummating a strategic transaction due to any of these and other factors, or we may incur significant costs to terminate obligations and commitments with respect to, or receive less consideration in a strategic transaction as a result of, these and other factors. We have not been successful to date in our efforts to find or effectuate strategic alternatives for our company, and we may not be successful in doing so in the future.

***We could be subject to a material tax liability if the IRS successfully challenges our position regarding the 1997 disposition of our radio division.***

We structured the disposition of our radio division in 1997 and our acquisition of television stations during the period following this disposition in a manner that we believed would qualify these transactions as a like kind exchange under Section 1031 of the Internal Revenue Code and would permit us to defer recognizing for income tax purposes up to approximately \$333 million of gain. The IRS has examined our 1997 tax return

**Table of Contents**

and has issued us a 30-day letter proposing to disallow all of our gain deferral. We have filed our protest to this determination with the IRS appeals division, but we cannot predict the outcome of this matter at this time, and we may not prevail. In addition, the 30-day letter offered an alternative position that, in the event the IRS is unsuccessful in disallowing all of the gain deferral, approximately \$62 million of the \$333 million gain deferral will be disallowed. We have filed a protest to this alternative determination as well. We may not prevail with respect to this alternative determination. Should the IRS successfully challenge our position and disallow all or part of our gain deferral, because we had net operating losses in the years subsequent to 1997 in excess of the amount of the deferred gain, we would not be liable for any tax deficiency, but could be liable for state income taxes. We have estimated the amount of state income tax for which we could be liable as of December 31, 2004 to be approximately \$8.0 million should the IRS succeed in disallowing the entire deferred gain. In addition, we could be liable for interest on the tax liability for the period prior to the carryback of our net operating losses and for interest on any state income taxes that may be due. We have estimated the amount of federal interest and state interest, as of December 31, 2004, to be approximately \$18.0 million and \$4.0 million, respectively, should the IRS succeed in disallowing the entire deferred gain. The use of our net operating losses to offset any disallowed deferred gain would result in a benefit from income taxes. This matter is currently with the Appeals Office of the Internal Revenue Service.

***We could be adversely affected by actions of the FCC, the Congress and the courts that could alter broadcast television ownership rules in a way that would materially affect our present operations or future business alternatives.***

On June 2, 2003, the FCC adopted new rules governing, among other things, national and local ownership of television broadcast stations and cross-ownership of television broadcast stations with radio broadcast stations and newspapers serving the same market. The new rules would change the regulatory framework within which television broadcasters hold, acquire and transfer broadcast stations. Numerous parties asked the FCC to reconsider portions of its decision and other parties sought judicial review. In September 2003, the U.S. Court of Appeals for the Third Circuit issued an order staying the effectiveness of the new media ownership rules pending its review of the FCC's action. In June 2004, the Third Circuit remanded the proceeding to the FCC with instructions to the FCC to better justify or modify its approach to setting numerical limits. The stay remains in effect pending further review by the Third Circuit of the FCC's further actions on remand. Several parties have filed petitions for review by the Supreme Court which are currently pending.

Among other things, the FCC's new rules would have increased the percentage of the nation's television households that may be served by television broadcast stations in which the same person or entity has an attributable interest from 35% to 45% of national television households. The Consolidated Appropriations Act of 2004 directed the FCC to increase this percentage to 39% of national television households and allows an entity that acquires licensees serving in excess of 39% two years to come into compliance with the new cap. This act also provides that the FCC shall conduct a quadrennial, rather than biennial, review of its ownership rules. The new rules also relax FCC restrictions on local television ownership and on cross-ownership of television stations with radio stations or newspapers in the same market. In general, these new rules would reduce the regulatory barriers to the acquisition of an interest in our television stations by various industry participants who already own television stations, radio stations, or newspapers.

In assessing compliance with the national ownership caps, the FCC counts each UHF station as serving only half of the television households in its market. This UHF Discount is intended to take into account that UHF stations historically have provided less effective coverage of their markets than VHF stations. All of our television stations are UHF stations and, without the UHF Discount, we would not meet the recently enacted 39% ownership cap. In its June 2, 2003 decision, the FCC concluded that the future transition to digital television may eliminate the need for a UHF Discount. For that reason, the FCC provided that the UHF Discount will sunset, or expire, for the top four broadcast networks (ABC, NBC, CBS and Fox) on a market-by-market basis as the digital transition is completed, unless otherwise extended by the FCC. The FCC also announced, however, that it will examine in a future review whether to include in this sunset provision the UHF television stations owned by other networks and group owners, which would include our





**Table of Contents**

television stations. The Third Circuit stated that, barring legislative action, the FCC may decide the scope of its authority to modify or eliminate the UHF Discount outside of the Consolidated Appropriations Act of 2004 limitation. The Third Circuit opinion referred to above also held that the Consolidated Appropriations Act of 2004 mooted any argument on whether the FCC could maintain the UHF Discount.

Since the FCC's adoption of the new rules, in addition to the legislation enacting the 39% cap, separate legislation was introduced in the last Congress to prohibit the application of the UHF Discount to UHF stations sold after June 2, 2003, to sunset the UHF Discount in 2008 for all UHF stations, to prohibit the cross ownership of newspapers and television stations in the same market and to nullify in their entirety the rule changes adopted by the FCC. We cannot predict whether any pending legislation ultimately will be adopted or whether any petitions for reconsideration or further judicial review of the FCC's decision of June 2, 2003 will result in significant changes to the ownership rules. A further rollback of the nationwide television ownership cap, the prohibition of newspaper and television cross ownership by Congress, any further limitation on the ability of a party to own two television stations without regard to signal contour overlap if each station is located in a separate designated market area, or action by the FCC or Congress affecting the availability of the UHF Discount, may adversely affect the opportunities we might have for sale of our television broadcast stations to those television group owners and major television broadcast networks that otherwise would be the most likely purchasers.

In August 2004, the FCC commenced a rulemaking proceeding to consider whether to treat a television licensee's joint sales agreement, or JSA, to sell the advertising time of another television station in the same market as the equivalent of ownership of that station for purposes of the FCC's local television ownership rules. We have entered into JSAs for 45 of our television stations, 41 of which are with NBC owned or affiliated stations in our markets. The FCC may adopt rules affecting these arrangements that could adversely affect our current station operations under existing JSAs. We cannot predict what rules the FCC will adopt or what effect any new rules are likely to have. In March 2005, we notified all of our JSA partners other than NBC that we were exercising our right to terminate the JSAs, effective June 30, 2005.

***We are required by the FCC to abandon the analog broadcast service of 23 of our full power stations occupying the 700 MHz spectrum and may suffer adverse consequences if we are unable to secure alternative distribution on reasonable terms.***

We hold FCC licenses for full power stations which are authorized to broadcast over either an analog or digital signal on channels 52-69 (the 700 MHz band), a portion of the broadcast spectrum that is currently allocated to television broadcasting by the FCC. As part of the nationwide transition from analog to digital broadcasting, the 700 MHz band is in the process of being transitioned to use by new wireless and public safety entities. A federal statute requires that, after December 31, 2006, or the date on which 85% of television households in a television market are capable of receiving digital services, incumbent broadcasters must surrender analog signals and broadcast only on their allotted digital frequency. Several members of Congress have advocated establishing December 31, 2006 as a firm date for the surrender of the analog spectrum without regard to whether the 85% capability threshold has been reached. The FCC is considering a proposal to extend the date for the surrender of the analog signals to December 31, 2008. In some cases, broadcasters, including our company, have been given a digital channel allocation within the 700 MHz band of spectrum. During this transition these new wireless and public safety entities are permitted to operate in the 700 MHz band provided they do not interfere with incumbent or allotted analog and digital television operations. In January 2003 the FCC commenced rulemaking proceedings in which it is considering aspects of the implementation of this 2006 statutory deadline for completion of the digital transition. Issues such as interference protection, rights of incumbent broadcasters and broadcasters' ability to modify authorized facilities are being addressed in these proceedings. These proceedings remain pending. We cannot predict when we will abandon, by private agreement, or as required by law, the broadcast service of our stations occupying the 700 MHz spectrum. We could suffer adverse consequences if we are unable to secure alternative simultaneous distribution of both the analog and digital signals of those stations on reasonable terms and conditions. We cannot now predict the impact, if any, on our business of the abandonment of our broadcast television service in the 700 MHz spectrum.



**Table of Contents**

***Failure to achieve and maintain effective internal control over financial reporting in accordance with rules of the Securities and Exchange Commission promulgated under Section 404 of the Sarbanes-Oxley Act could result in a loss of investor confidence in our financial reports, which could in turn have a material adverse effect on our business and stock price.***

Under rules of the Securities and Exchange Commission, or SEC, promulgated under Section 404 of the Sarbanes-Oxley Act of 2002, beginning with this Annual Report on Form 10-K for the fiscal year ending December 31, 2004, we are required to furnish a report by our management on our internal control over financial reporting. Our report must contain, among other matters, an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2004, including a statement as to whether or not our internal control over financial reporting is effective. In the course of our assessment of the effectiveness of our internal control over financial reporting as of December 31, 2004, we identified a material weakness in our internal control over financial reporting. This material weakness is described in Item 9A, Controls and Procedures, of this report. Although we believe that we have remediated this material weakness, we cannot assure you that this remediation has been successful or that additional deficiencies or weaknesses in our controls and procedures will not be identified. The material weakness already identified, as well as any other weaknesses or deficiencies, could harm our business and operating results, and could result in adverse publicity and a loss in investor confidence in the accuracy and completeness of our financial reports, which in turn could have a material adverse effect on our stock price, and, if such weaknesses are not properly remediated, could adversely affect our ability to report our financial results on a timely and accurate basis.

Further, our internal control report must contain a statement that our auditors have issued an attestation report on management's assessment of our internal control. If our independent auditors are unable to attest that our management's report is fairly stated or are unable to express an opinion on our management's evaluation of the effectiveness of our internal control, investor confidence in the accuracy and completeness of our financial reports could be adversely affected, which in turn could have a material adverse effect on our stock price.

***We cannot assure you that we will successfully exploit our broadcast station group's digital television platform.***

We have completed construction of digital broadcasting facilities at 49 of our 60 owned and operated stations and are exploring the most effective use of digital broadcast technology for each of such stations. We cannot assure you, however, that we will derive commercial benefits from the exploitation of our digital broadcasting capacity. Although we believe that proposed alternative and supplemental uses of our analog and digital spectrum will continue to grow in number, the viability and success of each proposed alternative or supplemental use of spectrum involves a number of contingencies and uncertainties. We cannot predict what future actions the FCC or Congress may take with respect to regulatory control of these activities or what effect these actions would have on us.

***We are dependent upon our senior management team and key personnel and the loss of any of them could materially and adversely affect us.***

Our business depends upon the efforts, abilities and expertise of our executive officers and other key employees, including Mr. Paxson, our Chairman and Chief Executive Officer. We cannot assure you that we will be able to retain the services of any of our key executives. If any of these executive officers were to leave our employment, our operating results could be adversely affected.

***We operate in a very competitive business environment.***

We compete for audience share and advertising revenues with other providers of television programming. Our PAX TV entertainment programming competes for audience share and advertising revenues with the programming offered by other broadcast and cable networks, and also competes for audience share and advertising revenues in our stations' respective market areas with the programming offered by non-network affiliated television stations. Our ability to compete successfully for audience share and advertising revenues

**Table of Contents**

depends upon the popularity of our entertainment programming with viewing audiences in demographic groups that advertisers desire to reach. Our ability to provide popular programming depends upon many factors, including our ability to correctly gauge audience tastes and accurately predict which programs will appeal to viewing audiences, to produce original programs and purchase the right to air syndicated programs at costs which are not excessive in relation to the advertising revenue generated by the programming, and to fund marketing and promotion of our programming to generate sufficient viewer interest. Many of our competitors have greater financial and operational resources than we do which may enable them to compete more effectively for audience share and advertising revenues. All of the existing television broadcast networks and many of the cable networks have been operating for a longer period than we have been operating PAX TV, and therefore have more experience in network television operations than we have which may enable them to compete more effectively.

Our television stations also compete for audience share with other forms of entertainment programming, including home entertainment systems and direct broadcast satellite video distribution services which transmit programming directly to homes equipped with special receiving antennas and tuners. Further advances in technology may increase competition for household audiences. Our stations also compete for advertising revenues with other television stations in their respective markets, as well as with other advertising media, such as newspapers, radio stations, magazines, outdoor advertising, transit advertising, yellow page directories, direct mail and local cable systems. We cannot assure you that our stations will be able to compete successfully for audience share or that we will be able to obtain or maintain significant advertising revenue.

The television broadcasting industry faces continual technological change and innovation, the possible rise in popularity of competing entertainment and communications media, and governmental restrictions or actions of federal regulatory bodies, including the FCC and the Federal Trade Commission, any of which could have a material effect on our operations.

***We may be adversely affected by changes in the television broadcasting industry or a general deterioration in economic conditions.***

The financial performance of our television stations is subject to various factors that influence the television broadcasting industry as a whole, including:

the condition of the U.S. economy;

changes in audience tastes;

changes in priorities of advertisers;

new laws and governmental regulations and policies;

changes in broadcast technical requirements;

technological changes;

proposals to eliminate the tax deductibility of expenses incurred by advertisers;

changes in the law governing advertising by candidates for political office; and

changes in the willingness of financial institutions and other lenders to finance television station acquisitions and operations.

We cannot predict which, if any, of these or other factors might have a significant effect on the television broadcasting industry in the future, nor can we predict what effect, if any, the occurrence of these or other events might have on our operations. Generally, advertising expenditures tend to decline during economic recession or downturn. Consequently, our revenues are likely to be adversely affected by a recession or downturn in the

U.S. economy or other events or circumstances that adversely affect advertising activity. Our operating results in individual geographic markets also could be adversely affected by local regional economic downturns. Seasonal revenue fluctuations are common in the television broadcasting industry and result primarily from fluctuations in advertising expenditures by local retailers.

**Table of Contents**

***Our business is subject to extensive and changing regulation that could increase our costs, expose us to greater competition, or otherwise adversely affect the ownership and operation of our stations or our business strategies.***

Our television operations are subject to significant regulation by the FCC under the Communications Act of 1934. A television station may not operate without the authorization of the FCC. Approval of the FCC is required for the issuance, renewal and transfer of station operating licenses. In particular, our business depends upon our ability to continue to hold television broadcasting licenses from the FCC, which generally have a term of eight years. Our station licenses are subject to renewal at various times between 2004 and 2007. Third parties may challenge our license renewal applications. Although we have no reason to believe that our licenses will not be renewed in the ordinary course, we cannot assure you that our licenses or the licenses owned by the owner-operators of the stations with which we have JSAs will be renewed. The non-renewal or revocation of one or more of our primary FCC licenses could have a material adverse effect on our operations.

The Communications Act of 1934 empowers the FCC to regulate other aspects of our business, in addition to imposing licensing requirements. For example, the FCC has the authority to:

determine the frequencies, location and power of our broadcast stations,

regulate the equipment used by our stations,

adopt and implement regulations and policies concerning the ownership and operation of our television stations, and

impose penalties on us for violations of the Communications Act of 1934 or FCC regulations.

Our failure to observe FCC or other rules and policies can result in the imposition of various sanctions, including monetary forfeitures or the revocation of a license.

Congress and the FCC currently have under consideration, and may in the future adopt, new laws, regulations, and policies regarding a wide variety of matters that could, directly or indirectly, affect the operation and ownership of our broadcast properties. Relaxation and proposed relaxation of existing cable ownership rules and broadcast multiple ownership and cross-ownership rules and policies by the FCC and other changes in the FCC's rules following passage of the Telecommunications Act of 1996 have affected and may continue to affect the competitive landscape in ways that could increase the competition we face, including competition from larger media, entertainment and telecommunications companies, which may have greater access to capital and resources. We are unable to predict the effect that any such laws, regulations or policies may have on our operations.

***We believe that the success of our television operations depends to a significant extent upon access to households served by cable television systems. If the law requiring cable system operators to carry our signal were to change, we might lose access to cable television households, which could adversely affect our operations.***

Under the 1992 Cable Act, each broadcast station is required to elect, every three years, to either require cable television system operators in their local market to carry their signals, which we refer to as "must carry" rights, or to prohibit cable carriage or condition it upon payment of a fee or other consideration. By electing the "must carry" rights, a broadcaster can demand carriage on a specified channel on cable systems within its market. These "must carry" rights are not absolute, and under some circumstances, a cable system may decline to carry a given station. Our television stations elected "must carry" on local cable systems for the three year election period which commenced January 1, 2003. The required election date for the next three year election period commencing January 1, 2006, will be October 1, 2005. If the law were changed to eliminate or materially alter "must carry" rights, our business could be adversely affected.

The FCC has adopted rules to govern the obligations of cable television systems to carry local television stations during and following the transition from analog to digital television broadcasting. The FCC concluded that a television broadcast station would not be entitled to mandatory carriage of both the station's analog signal and its digital signal, and would not be entitled to mandatory carriage of its digital signal unless it first



**Table of Contents**

gives up its analog signal. Furthermore, the FCC concluded that a broadcaster with multiple digital programming streams will be required to designate the primary video stream eligible for mandatory carriage. Broadcasters operating with both analog and digital signals nevertheless could negotiate with cable television systems for carriage of their digital signal. We cannot predict what effect those rules will have on our business.

***We cannot assure you that we would actually be able to realize, in any sale, liquidation, merger or other transaction involving our assets, the estimated values of such assets set forth in any appraisal.***

We have had appraisals of certain of our assets, including our broadcast television stations, prepared by independent valuation firms from time to time. Each appraisal was prepared in accordance with certain procedures and methodologies set forth therein. In general, appraisals represent the analysis and opinion of each of the appraisers as of their respective dates, subject to the assumptions and limitations set forth in the appraisal. An appraisal may not be indicative of the present or future values of our assets upon liquidation or resale. Although appraisals are based upon a number of estimates and assumptions that are considered reasonable by the appraiser issuing such appraisal, these estimates and assumptions are subject to significant business, economic, competitive and regulatory uncertainties and contingencies, many of which are beyond our control or the ability of the appraisers to accurately assess and estimate, and are based upon assumptions with respect to future business decisions and conditions which are subject to change. The opinions of value set forth in any appraisal and the actual values of the assets appraised therein will vary, and those variations may be material. We cannot assure you that we would actually be able to realize, in any sale, liquidation, merger or other transaction involving our assets, the estimated values of such assets set forth in any appraisal.

***The occurrence of extraordinary events may substantially decrease the use of and demand for advertising and may decrease our revenues.***

Because our programming consists principally of entertainment programming and long form paid programming which markets and sells products and services, the occurrences of extraordinary events which generally divert attention from entertainment programming in favor of news based programming or which negatively affect the United States economy generally and reduce the demand for the products and services marketed through long form paid programming, may adversely affect the market for television advertising and our revenues.

***Our Class A common stock may be delisted from the American Stock Exchange.***

Our Class A common stock is listed on the American Stock Exchange, which we refer to as AMEX. If we were unable to satisfy AMEX's maintenance criteria for the continued listing of our Class A common stock, our Class A common stock may be delisted from trading on AMEX. If our Class A common stock were delisted from trading on AMEX, then trading, if any, would thereafter be conducted in the over-the-counter market in the so-called "pink sheets" or on the "Electronic Bulletin Board" of the National Association of Securities Dealers, Inc. and consequently an investor could find it more difficult to dispose of, or to obtain accurate quotations as to the price of, our Class A common stock.

**Item 2. *Properties***

Our corporate headquarters is located in West Palm Beach, Florida. We have a satellite up-link facility through which we supply our central programming feed, including PAX TV, to satellite transmitters which relay the signal to our stations. Our satellite up-link facility is located in Clearwater, Florida.

Each of our stations has a facility in the market in which it operates at which the central programming feed is received and retransmitted in its market. Each of our stations broadcasts its signal from a transmission tower or antenna situated on a transmitter site. Each station also has an office and studio and related broadcasting equipment. For about half of our stations with respect to which we have entered into JSAs, we have vacated the leased studio and office facilities of our stations and co-located our operations with those of our JSA partner. In connection with the termination of our JSAs, we will have to either relocate up to 22 of our station master controls which are currently located in our JSA partner's facility or lease space from our



**Table of Contents**

JSA partner in order to keep our station master control located in our JSA partner's facility. We generally lease our broadcast transmission towers and own substantially all of the equipment used in our broadcasting operations. Our tower leases have expiration dates that range generally from two to twenty years. We do not anticipate any difficulties in renewing those leases that expire within the next several years or in leasing other space, if required.

Our antenna, transmitter and other broadcast equipment for our New York television station (WPXN) were destroyed upon the collapse of the World Trade Center on September 11, 2001. We are currently broadcasting from a tower located on the Empire State Building in Manhattan. We are continuing to evaluate several alternatives to improve our signal through transmission from other locations. We expect, however, that it could take several years to replace the signal we enjoyed at the World Trade Center location with a comparable signal. We have property and business interruption insurance coverage to mitigate the losses sustained, although the extent of coverage of such insurance is currently being litigated.

We believe our existing facilities are adequate for our current and anticipated future needs. No single property is material to our overall operations.

**Item 3. *Legal Proceedings***

On August 19, 2004, NBC filed a complaint against us in the Court of Chancery of the State of Delaware seeking a declaratory ruling as to the meaning of the terms "Cost of Capital Dividend Rate" and "independent investment bank" as used in the Certificate of Designation (the "Certificate of Designation") of our Series B preferred stock held by NBC. On September 15, 2004, the annual rate at which dividends accrue on the Series B preferred stock was reset from 8% to 16.2% in accordance with the procedure specified in the terms of the Series B preferred stock. We engaged CIBC World Markets Corp., a nationally recognized independent investment banking firm, to determine the adjusted dividend rate as of the fifth anniversary of the original issue date of the Series B preferred stock.

On October 14, 2004, we filed our answer and a counterclaim to NBC's complaint. Our answer largely denies the allegations of the NBC complaint and our counterclaim seeks a declaratory ruling that we are not obligated to redeem, and will not be in default under the terms of the agreement under which NBC made its initial \$415 million investment in us if we do not redeem, the Series B preferred stock on or before November 13, 2004. NBC delivered a notice of demand for redemption on November 13, 2003, and has since alleged, both through statements to the press and in its complaint filed in Delaware, that we are obligated to redeem, and will be in default if we do not redeem, NBC's investment on or before November 13, 2004. The aggregate redemption price payable in respect of the 41,500 shares of Series B preferred stock held by NBC, including accrued dividends thereon, was approximately \$600.7 million as of December 31, 2004.

We and NBC have filed briefs in the litigation and have each moved for judgment on the pleadings. The court heard oral argument on the respective motions on February 14, 2005 and has not yet issued its ruling. An adverse outcome in this litigation would have a material adverse effect on us. See "Forward Looking Statements and Associated Risks and Uncertainties." We have not redeemed our securities held by NBC that NBC has demanded that we redeem and this could have adverse consequences for us and . The adjustment to the dividend rate on our Series B preferred stock could have adverse consequences for our business.

Our antenna, transmitter and other broadcast equipment for our New York television station (WPXN) were destroyed upon the collapse of the World Trade Center on September 11, 2001. We filed property damage, business interruption and extra expense insurance claims with our insurer, Zurich American Insurance Company, or Zurich. To date, Zurich has paid us \$7.7 million in respect of our claims for property damage, business interruption and extra expense, which are substantially in excess of this amount. In March 2003, Zurich filed an action against us in the U.S. District Court for the Southern District of New York seeking a declaratory ruling as to certain aspects of the insurance policy which we purchased from it. This action remains pending. Were we to prevail on our insurance claims against Zurich, the recovery could have a material effect on our cash position.

**Table of Contents**

We are involved in other litigation from time to time in the ordinary course of our business. We believe the ultimate resolution of these matters will not have a material effect on our financial position or results of operations or cash flows.

**Item 4. Submission of Matters to Vote of Security Holders**

No matters were submitted to a vote of security holders during the fourth quarter of the period covered by this report.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our Class A common stock is listed on the American Stock Exchange under the symbol PAX. The following table sets forth, for the periods indicated, the high and low sales price per share for our Class A common stock.

	2004		2003	
	High	Low	High	Low
First Quarter	\$ 4.60	\$ 3.51	\$ 2.65	\$ 1.91
Second Quarter	4.00	2.15	6.99	2.18
Third Quarter	3.30	1.30	6.48	3.70
Fourth Quarter	1.74	0.90	6.07	3.62

On March 4, 2005, the closing sale price of our Class A common stock on the American Stock Exchange was \$1.29 per share. As of that date, there were approximately 471 holders of record of the Class A common stock.

**Dividends**

We have not paid cash dividends and do not intend for the foreseeable future to declare or pay any cash dividends on any classes of common stock and intend to retain earnings, if any, for the future operation and expansion of our business. Any determination to declare or pay dividends will be at the discretion of our board of directors and will depend upon our future earnings, results of operations, financial condition, capital requirements, contractual restrictions under our debt instruments, considerations imposed by applicable law and other factors deemed relevant by our board of directors. In addition, the terms of the indentures governing our outstanding senior secured notes and senior subordinated notes and our outstanding preferred stock contain restrictions on the declaration of dividends with respect to our common stock.

**Issuer Purchases of Equity Securities**

In October 2004, we completed an exchange offer pursuant to which 3,197,250 restricted shares of Class A common stock were exchanged for options to purchase an equal number of shares of Class A common stock, at an exercise price of \$0.01 per share and with identical vesting provisions as the original awards. The restricted shares were originally issued to certain employees and directors in connection with an October 2003 grant. This exchange did not result in any additional stock-based compensation expense. The number of shares of Class A common stock issued and outstanding at the time of exchange was reduced by the number of restricted shares exchanged.

**Table of Contents****Equity Compensation Plan Information**

As of December 31, 2004, the following shares of Class A common stock were authorized for issuance under equity compensation plans:

<b>Plan Category</b>	<b>Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans [Excluding Securities Reflected in Column(a)]</b>
Equity compensation plans approved by security holders(1)	5,336,713	\$ 0.49	3,444,603
Equity compensation plans not approved by security holders(1)	522,500	\$ 3.04	
<b>Total</b>	<b>5,859,213</b>	<b>\$ 0.71</b>	<b>3,444,603</b>

- (1) In October 2004, we completed an exchange offer pursuant to which 3,197,250 restricted shares of Class A common stock were exchanged for options to purchase an equal number of shares of Class A common stock, at an exercise price of \$0.01 per share and with identical vesting provisions as the original awards. The restricted shares were originally issued to certain employees and directors in connection with the October 2003 grant. This exchange did not result in any additional stock-based compensation expense. The number of shares of Class A common stock issued and outstanding at the time of exchange was reduced by the number of restricted shares exchanged. A narrative description of the material terms of these plans is set forth in Note 11 STOCK INCENTIVE PLANS, to our consolidated financial statements which are set forth elsewhere in this report.

**Table of Contents****Item 6. Selected Financial Data**

The following table sets forth our consolidated financial data as of and for each of the years in the five year period ended December 31, 2004. This information is qualified in its entirety by, and should be read in conjunction with, the consolidated financial statements and the notes thereto which are included elsewhere in this report. The following data, insofar as it relates to each of the years presented, has been derived from annual financial statements, including the consolidated balance sheets at December 31, 2004 and 2003, and the related consolidated statements of operations and of cash flows for each of the three years in the period ended December 31, 2004, and notes thereto appearing elsewhere herein.

	<b>For the Years Ended December 31,</b>				
	<b>2004</b>	<b>2003</b>	<b>2002</b>	<b>2001</b>	<b>2000</b>
	<b>(In thousands, except per share data)</b>				
<b>Statement of Operations Data:</b>					
Net revenues	\$ 276,630	\$ 270,939	\$ 276,921	\$ 265,326	\$ 271,892
Operating (loss) income	(12,419)	44,195	(69,906)	(150,129)	(155,946)
Net loss	(187,972)	(76,213)	(336,186)	(205,545)	(169,176)
Net loss attributable to common stockholders(a)	(245,735)	(146,317)	(446,285)	(352,201)	(381,980)
<b>Basic and Diluted Loss Per Common Share:(b)</b>					
Net loss	\$ (3.61)	\$ (2.14)	\$ (6.88)	\$ (5.46)	\$ (6.01)
Weighted average shares outstanding basic and diluted	68,139	68,390	64,849	64,509	63,515
<b>Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 82,047	\$ 97,123	\$ 25,765	\$ 83,858	\$ 51,363
Working capital	77,422	67,132	19,188	57,871	74,298
Total assets	1,224,305	1,283,677	1,276,619	1,409,840	1,552,603
Total debt	1,004,093	925,608	900,101	529,180	405,476
Total mandatorily redeemable preferred stock	471,355	410,739	354,498	589,958	574,587
Total mandatorily redeemable convertible preferred stock	740,745	684,067	638,603	574,202	505,802
Total common stockholders deficit	(1,327,341)	(1,089,845)	(958,267)	(515,520)	(175,503)
<b>Other Data:</b>					
Cash flows (used in) provided by operating activities	\$ (9,717)	\$ 32,916	\$ (75,428)	\$ (60,772)	\$ (76,036)
Cash flows (used in) provided by investing activities	(23,647)	60,929	(7,689)	48,477	(12,784)
Cash flows provided by (used in) financing	18,288	(22,487)	25,024	44,790	14,994

activities

Program rights payments and deposits	67,682	34,239	116,243	130,566	128,288
Payments for cable distribution rights	123	4,347	9,286	14,418	10,727
Purchases of property and equipment	15,845	26,732	31,177	35,213	25,110

- a) Includes dividends and accretion on redeemable preferred stock.
- b) Because of losses from continuing operations, the effect of stock options and warrants is antidilutive. Accordingly, our presentation of diluted earnings per share is the same as that of basic earnings per share.

**Table of Contents**

**Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations***

**Introduction**

***Overview:***

We are a network television broadcasting company which owns and operates the largest broadcast television station group in the U.S., as measured by the number of television households in the markets our stations serve. We currently own and operate 60 broadcast television stations (including three stations we operate under time brokerage agreements), which reach all of the top 20 U.S. markets and 40 of the top 50 U.S. markets. We operate PAX TV, a network that provides programming seven days per week, 24 hours per day, and reaches approximately 95 million homes, or 87% of prime time television households in the U.S., through our broadcast television station group, and pursuant to distribution arrangements with cable and satellite distribution systems and our broadcast station affiliates. PAX TV's entertainment programming principally consists of shows originally developed by us and shows that have appeared previously on other broadcast networks which we have purchased the right to air. The balance of PAX TV's programming consists of long form paid programming (principally infomercials) and public interest programming.

Our primary operating expenses include selling, general and administrative expenses, depreciation and amortization expenses, programming expenses, employee compensation and costs associated with cable and satellite distribution, ratings services and promotional advertising. Programming amortization is a significant expense and is affected by several factors, including the mix of syndicated versus lower cost original programming as well as the frequency with which programs are aired.

Our business operations presently do not provide sufficient cash flow to support our debt service and preferred stock dividend requirements. In September 2002, we engaged Bear, Stearns & Co. Inc. and in August 2003 we engaged Citigroup Global Markets Inc. to act as our financial advisors to assess our business plan, capital structure and future capital needs, and to explore strategic alternatives for our company. We terminated these engagements in March 2005 as no viable strategic transactions had been developed on terms that we believed would be in the best interests of all of our stockholders. While we continue to consider strategic alternatives that may arise, which may include the sale of all or part of our assets, finding a strategic partner for our company who would provide the financial resources to enable us to redeem, restructure or refinance our debt and preferred stock, or finding a third party to acquire our company through a merger or other business combination or through a purchase of our equity securities, our principal efforts are focused on improving our core business operations and increasing our cash flow. See *Forward-Looking Statements and Associated Risks and Uncertainties*. Our ability to pursue strategic alternatives is subject to limitations and factors beyond our control.

***Financial Performance:***

Net revenues in 2004 increased 2.1% to \$276.6 million compared to \$270.9 million in 2003.

Operating loss was \$12.4 million in 2004 compared to operating income of \$44.2 million in 2003. Included in the 2004 results is a charge of \$4.6 million to adjust certain programming to net realizable value resulting from a change in estimated future advertising revenues expected to be generated by certain programming as a result of a change in expected usage of such programming, a \$4.0 million adjustment to recognize additional lease expense for lease arrangements that provide for escalating lease payments (of which approximately \$3.1 million pertained to periods prior to 2004), a \$1.7 million amortization expense charge for certain leasehold improvements to adjust their amortization period to the shorter of their useful lives or the lease terms, a \$3.0 million reduction in music license fees resulting from the conclusion of a dispute and the commencement of a new agreement with a music license organization and \$3.3 million of insurance recoveries related to our World Trade Center litigation. Operating income for 2003 included gains of \$51.9 million primarily from sales of television station assets.

Net loss attributable to common stockholders was \$245.7 million in 2004 compared to a net loss attributable to common stockholders of \$146.3 million in 2003. The net loss attributable to common

**Table of Contents**

stockholders for 2004 includes all of the items described above, \$1.1 million in costs incurred in connection with a required adjustment of the dividend rate on our Series B preferred stock held by NBC, increased dividends of \$20.7 million including the increase resulting from the aforementioned rate adjustment, a loss on extinguishment of debt of \$6.3 million resulting from the refinancing of our senior credit facility in January 2004 and a \$4.9 million adjustment to recognize additional provision for income taxes resulting from a change in the estimated state income tax rate that we expect to incur at the time of reversal of our deferred taxes (of which approximately \$4.5 million pertained to periods prior to 2004). The net loss attributable to common stockholders for 2003 included a benefit from income taxes of \$4.7 million resulting from the sale of television stations.

Cash flow from operating activities decreased \$42.6 million to a negative \$9.7 million in 2004 compared to \$32.9 million of cash provided by operating activities in 2003.

***Balance Sheet:***

Our cash, cash equivalents and short-term investments decreased during the year by \$22.0 million to \$88.0 million as of December 31, 2004. Our total debt, which primarily comprises three series of notes, increased \$78.5 million during the year to \$1.0 billion as of December 31, 2004. Additionally, we have three series of mandatorily redeemable preferred stock currently outstanding with a carrying value of \$1.2 billion as of December 31, 2004. Two series of the notes require us to make periodic cash interest payments on a current basis. Interest on the third series of notes accretes until July 2006, at which time we will be obligated to make cash interest payments on a current basis. All series of preferred stock accrue dividends but do not require current cash dividend payments. None of these instruments matures or requires mandatory principal repayments until the fourth quarter of 2006.

During 2003 and 2004, we issued letters of credit to support our obligation to pay for certain original programming. The settlement of such letters of credit generally occurs during the first quarter of the year. As a result of this strategy, our programming payments may be higher in the first quarter of the year compared to the other three quarters of the year.

***Sources of Cash:***

Our principal sources of cash in 2004 were:

revenues from the sale of network long form paid programming, network spot advertising, station long form paid programming and station spot advertising; and

\$10.0 million in proceeds from the sale of broadcast assets, consisting of one television station.

We expect our principal sources of cash in 2005 to consist of revenues from the sale of network long form paid programming, network spot advertising, station long form paid programming and station spot advertising. We are also exploring the sale of certain broadcast station assets, which if completed during 2005 would generate additional cash.

***Key Company Performance Indicators:***

We use a number of key performance indicators to evaluate and manage our business. One of the key indicators related to the performance of our long form paid programming is long form advertising rates. These rates can be affected by the number of television outlets through which long form advertisers can air their programs, weather patterns which can affect viewing levels, and new product introductions. We monitor early indicators such as how new products are performing and our ability to increase or decrease rates for given time slots.

Program ratings are one of the key indicators related to our network spot business. As more viewers watch our programming, our ratings increase which can increase our revenues. The commitments we obtain from advertisers in the up front market are a leading indicator of the potential performance of our network spot revenues. As the year progresses, we monitor pricing in the scatter market to determine where network spot

**Table of Contents**

advertising rates are trending. Cost-per-thousand ( CPMs ) refers to the price of reaching 1,000 television viewing households with an advertisement. CPM trends and comparisons to competitors CPMs can be used to determine pricing power and the appeal of the audience demographic that we are delivering to advertisers.

In order to evaluate our local market performance, we examine ratings as well as our cost per point, which is the price we charge an advertiser to reach one percent of the total television viewing households in a station's DMA, as measured by Nielsen. We also examine the percentage of the market advertising revenue that our local stations are receiving compared to the share of the market ratings that we are delivering. The economic health of a particular region or certain industries that are concentrated in a particular region can affect the amount being spent on local television advertising.

***Factors Expected to Affect our Performance in 2005:***

We do not anticipate that we will generate sufficient cash flows from operating activities to cover our anticipated capital expenditures for the year ending December 31, 2005. Accordingly, our total cash, cash equivalents and short-term investments as of December 31, 2004 is expected to decrease during the course of 2005.

We have begun discussions with NBC as to the termination of our network sales agency agreement with NBC and each of our JSAs with NBC (covering 14 of our stations in 12 markets), and we expect that the performance of our business during 2005 will be affected by the costs of terminating these arrangements, including the possible disruption of our network advertising sales efforts resulting from the transfer of this function from NBC to our own employees.

In connection with the termination of our JSAs, we will have to either relocate up to 22 of our station master controls which are currently located in our JSA partner's facility or lease space from our JSA partner in order to keep our station master control located in our JSA partner's facility. We expect that the performance of our business during 2005 will be affected by the terms on which we are able to effect such relocation or leasing.

The U.S. economic environment also affects the performance of our business, since our business is dependent in part on cyclical advertising rates. An improving economy, led by increases in consumer confidence, could benefit us by leading advertisers to increase their spending.

***Outlook for 2005:***

We expect 2005 to be a challenging year for us. Our principal business objective is to improve our cash flow and increase our financial flexibility, so that we may pursue refinancing alternatives with a view to reducing our cost of capital. We believe that if we are able to improve our cash flow and reduce our cost of capital, we will be able to improve the degree to which our operating business supports our capital structure and improve our ability to avail ourselves of future opportunities to strengthen our business that may arise due to changes in the regulatory or business environment for broadcasters or other future developments in our industry.

In 2005 we will seek to maintain an efficient operating structure and a flexible programming strategy as we implement changes to our business operations. We do not expect to invest substantial additional amounts in new entertainment programming, and are evaluating other programming strategies and opportunities that might be available to us which would improve our cash flow. We expect, however, that entertainment programming will continue to constitute a significant portion of our network programming schedule. In March 2005, we notified all of our JSA partners other than NBC that we were exercising our right to terminate the JSAs, effective June 30, 2005, we notified all of our affiliates that we were exercising our right to terminate the affiliation agreements, effective June 30, 2005, and we notified NBC that we were removing, effective June 30, 2005, all of our stations from the national sales agency agreement pursuant to which NBC sells national spot advertisements for 49 of our 60 stations. In addition, we began discussions with NBC as to the termination of our network sales agency agreement with NBC and each of our JSAs with NBC (covering 14 stations in 12 markets). We intend to transfer our local advertising sales efforts to our own employees by the beginning of



**Table of Contents**

July 2005 and to transfer our network advertising sales efforts to our own employees following resolution of our discussions with NBC. We are also reviewing all of the elements of our business operations.

In order for us to improve revenues in 2005, we would need to market and air programming that attracts additional viewers, increase our CPMs through delivery of more attractive viewing demographics or realize increases in long form paid programming rates. As long form programming is not currently in a high growth cycle, we expect that our revenues in this segment for 2005 will be relatively unchanged when compared to 2004. As we do not expect to invest substantial additional amounts in new entertainment programming during 2005, we expect that our revenues from network spot and station spot advertising for 2005 will be relatively unchanged or may decrease when compared to 2004. We expect that we will experience a decrease in certain operating expenses during 2005 as a result of our strategy of reducing our programming and other operating expenses, offset by costs to exit certain arrangements and increased utility costs to broadcast our digital television signal and other contractual increases in certain operating expenses. During 2005, we also do not anticipate that we will have the benefit of a reduction in expenses related to certain beneficial legal settlements, similar to those that we received during the years ended December 31, 2004 and 2003.

**Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses during the reporting period. We believe the most significant estimates involved in preparing our financial statements include estimates related to the net realizable value of our programming rights, barter revenue recognition, estimates used in accounting for leases and estimates related to the impairment of long-lived assets and FCC licenses. We base our estimates on historical experience and various other assumptions we believe are reasonable. Actual results could differ from those estimates.

We consider the accounting policies described below to be critical since they have the greatest effect on our reported financial condition and results of operations and they require significant estimates and judgments.

We carry programming rights assets on our balance sheet at the lower of unamortized cost or net realizable value. We record our program rights and related liabilities at the contractual amounts when the programming is available to air. Our original programming generally is amortized on a straight line or accelerated method over three to four years on expected usage. Our syndicated programming rights are amortized over the licensing agreement term using the greater of the straight line per run or straight line over the license term method. We periodically evaluate the net realizable value of our program rights based on anticipated future usage of programming and the anticipated future ratings and related advertising revenues. We evaluate the net realizable value of our programming rights by aggregating the program costs and related estimated future revenues for each programming daypart. If estimated future revenues are insufficient to recover the unamortized cost of the programming assets in each daypart, we record an adjustment to write down the value of our assets to net realizable value. We also evaluate whether future revenues will be sufficient to recover the cost of programs we are committed to purchase in the future, and if estimated future revenues are insufficient, we accrue a loss related to our programming commitments. Our estimates of future advertising revenues are based upon our actual revenues generated currently, adjusted for estimated revenue growth assumptions. If market conditions were to deteriorate, we may not achieve our estimated future revenues, which could result in future write downs to net realizable value and accrued losses on programming commitments.

We have made judgments and estimates in connection with some of our leasing transactions regarding the estimated useful lives of the assets subject to lease, as well as the discount rates used to estimate the present value of future lease payments. These judgments and estimates have led us to conclude that these leases should be accounted for as operating leases. Had we used different judgments and estimates, these leases may have been classified as capital leases. The terms of our senior notes indenture, senior subordinated

**Table of Contents**

notes indentures and outstanding preferred stock restrict our ability to incur indebtedness, including our ability to enter into capital leases.

We review our long-lived assets for possible impairment whenever events or changes in circumstances indicate that, based on estimated undiscounted future cash flows, the carrying amount of the assets may not be fully recoverable. If our analysis indicates that a possible impairment exists, we are required to then estimate the fair value of the asset determined either by third party appraisal or estimated discounted future cash flows. In addition, our FCC licenses are tested for impairment at least annually by comparing the estimated fair values with the recorded amount on an aggregate basis as a single unit of accounting since we operate PAX TV as a single asset, a consolidated distribution platform. We believe that we have made reasonable estimates and judgments in determining whether our long-lived assets and FCC licenses have been impaired. If, however, there were a material change in our determination of fair values or if there were a material change in the conditions or circumstances influencing fair value, we could be required to recognize an impairment charge. In addition, it is possible that the estimated life of certain long-lived assets will be reduced significantly in the near term because of the anticipated industry migration from analog to digital broadcasting. If and when we become aware of such a reduction of useful lives, depreciation expense will be adjusted prospectively to ensure assets are fully depreciated upon migration.

We recognize revenues as commercial spots and long form paid programming are aired and ratings guarantees to advertisers are achieved. We recognize a liability for shortfalls in ratings guarantees based on information obtained from third party sources and by using our judgment and best estimates.

We carry accounts receivable at the amount we believe to be collectible. We use our judgment and best estimates in determining the amount of accounts receivable we believe to be uncollectible. The amounts of accounts receivable that ultimately become uncollectible could vary materially from our estimates.

We have entered into agreements with cable system operators to improve channel positioning on certain cable systems. For agreements with specified termination dates, we amortize amounts paid over the term of the agreement using the straight line method. For agreements with no specified termination date, we amortize amounts paid on a straight line basis over their estimated useful lives.

We depreciate property and equipment over their estimated useful lives using the straight line method. We periodically evaluate the potential time frame in which certain equipment may become obsolete as a result of the FCC mandated conversion from analog to digital to determine whether accelerated depreciation is necessary. We have not determined whether accelerated depreciation should be used to depreciate any of our property and equipment and we continue to depreciate our property and equipment over their estimated useful lives.

We account for employee stock-based compensation using the intrinsic value method.

We have investments in certain broadcast properties, including purchase options in entities owning television stations. We review our investments in broadcast properties for possible impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. If our analysis indicates that a possible impairment exists, we are required to estimate the fair value of the asset based either on a third party appraisal or estimated discounted future cash flows. We believe we have made reasonable estimates and judgments in determining whether our investments in broadcast properties are impaired.

We structured the disposition of our radio division in 1997 and our acquisition of television stations during the period following this disposition in a manner that we believed would qualify these transactions as a like kind exchange under Section 1031 of the Internal Revenue Code and would permit us to defer recognizing for income tax purposes up to approximately \$333 million of gain. The IRS has examined our 1997 tax return and has issued us a 30-day letter proposing to disallow all of our gain deferral. We have filed our protest to this determination with the IRS appeals division, but we cannot predict the outcome of this matter at this time, and we may not prevail. In addition, the 30-day letter offered an alternative position that, in the event the IRS is unsuccessful in disallowing all of the gain deferral, approximately \$62 million of the \$333 million gain deferral will be disallowed. We have filed a protest to this alternative determination as well. We may not

**Table of Contents**

prevail with respect to this alternative determination. Should the IRS successfully challenge our position and disallow all or part of our gain deferral, because we had net operating losses in the years subsequent to 1997 in excess of the amount of the deferred gain, we would not be liable for any tax deficiency, but could be liable for state income taxes. We have estimated the amount of state income tax for which we could be liable as of December 31, 2004, to be approximately \$8.0 million should the IRS succeed in disallowing the entire deferred gain. In addition, we could be liable for interest on the tax liability for the period prior to the carryback of our net operating losses and for interest on any state income taxes that may be due. As of December 31, 2004, we have estimated the amount of federal interest and state interest to be approximately \$18.0 million and \$4.0 million, respectively, should the IRS succeed in disallowing the entire deferred gain. The use of our net operating losses to offset any disallowed deferred gain would result in a benefit from income taxes. This matter is currently with the Appeals Office of the Internal Revenue Service.

**Results of Continuing Operations**

The following table sets forth net revenues, the components of operating expenses with percentages of net revenues, and other operating data for the periods presented (in thousands):

	<b>Years Ended December 31</b>					
	<b>2004</b>	<b>%</b>	<b>2003</b>	<b>%</b>	<b>2002</b>	<b>%</b>
Net revenues	\$ 276,630	100.0	\$ 270,939	100.0	\$ 276,921	100.0
Expenses:						
Programming and broadcast operations	56,472	20.4	51,954	19.2	51,204	18.5
Program rights amortization	53,616	19.4	51,082	18.9	77,980	28.2
Selling, general and administrative	121,835	44.0	110,976	41.0	132,305	47.8
Business interruption insurance proceeds					(1,617)	(0.6)
Time brokerage and affiliation fees	4,466	1.6	4,403	1.6	4,079	1.5
Stock-based compensation	8,501	3.1	12,766	4.7	3,810	1.4
Adjustment of programming to net realizable value	4,645	1.7	1,066	0.4	41,270	14.9
Restructuring (credits) charges	(5)		48		2,173	0.8
Reserve for state taxes	691	0.2	3,055	1.1		
Depreciation and amortization	43,664	15.8	42,983	15.9	58,529	21.1
Total operating expenses	293,885	106.2	278,333	102.7	369,733	133.5
Gain on sale or disposal of broadcast and other assets, net	4,836	1.7	51,589	19.0	22,906	8.3
Operating (loss) income	\$ (12,419)	(4.5)	\$ 44,195	16.3	\$ (69,906)	(25.2)
Other Data:						
Cash flows (used in) provided by operating activities	\$ (9,717)		\$ 32,916		\$ (75,428)	
Cash flows (used in) provided by investing activities	(23,647)		60,929		(7,689)	
	18,288		(22,487)		25,024	

Cash flows provided by (used in) financing activities			
Program rights payments and deposits	67,682	34,239	116,243
Payments for cable distribution rights	123	4,347	9,286
Purchases of property and equipment	15,845	26,732	31,177

**Table of Contents*****Years Ended December 31, 2004 and 2003***

Net revenues increased 2.1% to \$276.6 million for the year ended December 31, 2004 versus \$270.9 million for the year ended December 31, 2003. This increase is primarily attributable to increased revenues from long form paid programming.

Programming and broadcast operations expenses were \$56.5 million during the year ended December 31, 2004, compared with \$52.0 million in 2003. Programming and broadcast operations expenses reflects a \$3.0 million reduction in music license fees during the third quarter of 2004 resulting from the conclusion of a dispute and the commencement of a new agreement with a music license organization offset by higher tower rent and utilities costs in connection with our digital television build-out and higher personnel costs. In the fourth quarter of 2004, we recorded an adjustment in the amount of \$3.7 million in order to recognize additional lease expense for lease arrangements that provide for escalating lease payments of which approximately \$2.9 million pertained to periods prior to 2004.

Program rights amortization expense was \$53.6 million during the year ended December 31, 2004 compared with \$51.1 million in 2003. The increase is primarily attributable to increased amortization associated with new original and syndicated programming in 2004 when compared to 2003.

Selling, general and administrative expenses were \$121.8 million during the year ended December 31, 2004 compared with \$111.0 in 2003. The increase was primarily attributable to higher personnel costs and increased advertising spending. During 2004 we received \$3.3 million of insurance proceeds pursuant to a property and business interruption insurance claim in connection with the destruction of our antenna, transmitter and other broadcast equipment upon the collapse of the World Trade Center on September 11, 2001. We are in litigation with our former insurance carrier concerning the extent of our property and business interruption coverage. We offset the insurance proceeds we received in 2004 against expenses we incurred in 2004 in connection with this litigation. During 2004, we determined that we had not recorded certain state taxes for purchases in jurisdictions in which we have operations, resulting in a charge of \$0.8 million which is reflected in selling, general and administrative expenses in 2004. A significant portion of the state taxes recorded pertain to periods prior to 2004. During the first quarter of 2003, we received approximately \$2.2 million from NBC to settle a pending dispute regarding digital television signal interference at our television station WPXM, serving the Miami-Fort Lauderdale, Florida market. This settlement was recorded as a reduction of our selling, general and administrative expenses. Additionally, in the second quarter of 2003, we reduced our bad debt reserve by approximately \$1.5 million as a result of our shift in 2003 to more prepaid long form advertising.

During the third quarter of 2004, we recognized a charge of \$4.6 million to reduce certain programming rights to their net realizable value. This charge resulted from a change in the estimated future advertising revenues expected to be generated by certain programming as a result of a change in expected usage of such programming. During the year ended December 31, 2003, we recognized an adjustment of programming to net realizable value totaling \$1.1 million resulting from our decision to no longer air an original game show production.

In 2004 and 2003, we recorded a reserve for state taxes in the amount of \$0.7 million and \$3.1 million, respectively, in connection with a tax liability related to certain states in which we have operations. The amount reserved for 2003 included prior periods.

Depreciation and amortization expense was \$43.7 million during the year ended December 31, 2004 compared with \$43.0 million in 2003. During the fourth quarter of 2004, we recorded additional amortization expense of \$1.7 million for certain leasehold improvements to adjust their amortization period to the shorter of their useful lives or the lease terms. Approximately \$1.6 million pertained to periods prior to 2004. During 2004, we determined that we had not recorded certain state taxes for purchases in jurisdictions in which we have operations, resulting in a charge of \$1.4 million and a corresponding increase in property and equipment and accrued liabilities. We recorded a \$0.4 million depreciation charge related to the aforementioned increase in property and equipment. A significant portion of the state taxes recorded pertain to periods prior to 2004. In addition, in 2004 we recorded a \$0.5 million impairment charge in connection with a purchase option for a

**Table of Contents**

television station. During 2003, we determined that we had over-amortized certain cable and satellite distribution rights assets, which resulted in a \$6.9 million reduction in amortization expense. The aforementioned 2003 reduction in amortization expense was partially offset by an impairment charge of \$5.4 million recorded as depreciation and amortization related to a purchase option for a television station. This impairment existed in periods prior to 2003. In 1998, we began entering into cable distribution agreements for periods generally up to ten years in markets where we do not own a television station. Certain of these cable distribution agreements also provided us with some level of promotional advertising to be run at the discretion of the cable operator, primarily during the first few years to support the launch of the PAX TV network on the cable systems. We had been amortizing these assets on an accelerated basis, which gave effect to the advertising component included in these agreements. The remaining unamortized cost, which was being amortized over seven years, will be amortized over the remaining contractual life of the agreements.

In May 2004, we completed the sale of our television station KPXJ, serving the Shreveport, Louisiana market, for \$10.0 million resulting in a pre-tax gain of approximately \$6.1 million.

In October 2003, we granted 3,598,750 options under our 1998 Stock Incentive Plan, as amended (the Plan), to purchase one share of our Class A common stock at an exercise price of \$0.01 per share to certain employees and directors. The options provided for a one business day exercise period. All holders of the options exercised their options and received shares of Class A common stock that were subject to vesting, restrictions on transfer and a risk of forfeiture. The shares of restricted stock issued upon the exercise of the options included 2,278,000 shares which were to vest in their entirety at the end of a five year period. Of the remaining restricted stock, 1,000,750 shares were to vest ratably over a three year period and 320,000 shares were to vest ratably over a five year period. The option grants resulted in non-cash stock based compensation expense, which will be recognized on a straight-line basis over the vesting period. For the years ended December 31, 2004 and 2003, we recognized approximately \$7.1 million and \$1.5 million, respectively, in stock based compensation expense in connection with these grants. Approximately \$3.2 million will be recognized in 2005, and \$6.1 million will be recognized between 2006 and 2008.

In October 2004, we completed an exchange offer pursuant to which 3,197,250 restricted shares of Class A common stock were exchanged for options to purchase an equal number of shares of Class A common stock, at an exercise price of \$0.01 per share and with identical vesting provisions as the original awards. The restricted shares were originally issued to certain employees and directors in connection with the October 2003 grants. This exchange did not result in any additional stock-based compensation expense. The number of shares of Class A common stock issued and outstanding at the time of exchange was reduced by the number of restricted shares exchanged.

In January 2003, we consummated a stock option exchange offer under which we granted to holders who tendered their eligible options in the exchange offer new options under the Plan to purchase one share of our Class A common stock for each two shares of our Class A common stock issuable upon the exercise of tendered options, at an exercise price of \$0.01 per share. The terms of the new options provided for a one business day exercise period. All holders who tendered their eligible options in the exchange offer exercised their new options promptly after the issuance of those new options. Approximately 5.5 million options issued under our stock option plans and 1.8 million additional nonqualified options were tendered in the exchange offer and approximately 2.6 million new shares of Class A common stock were issued upon exercise of the new options, net of approximately 1.0 million shares of Class A common stock withheld, in accordance with the Plan's provisions, at the holders' elections to cover withholding taxes and the option exercise price totaling approximately \$2.4 million. The stock option exchange resulted in a non-cash stock-based compensation expense of approximately \$8.7 million, of which approximately \$8.6 million related to vested and unvested shares issued upon exercise of the new options was recognized in the year ended December 31, 2003 and the remaining amount was recognized in 2004. In addition, the remaining deferred stock compensation expense associated with the original stock option awards totaling approximately \$2.5 million at December 31, 2002 associated with tendered options was recognized using the straight-line method over the vesting period of the modified awards (\$2.3 million recognized in the year ended December 31, 2003 and \$0.2 million was recognized in 2004). As of December 31, 2004, there were 40,000 shares of restricted stock issued upon the

**Table of Contents**

exercise of options in the January 2003 exchange that had not vested as a result of elections to defer vesting made by the holders.

Interest expense for the year ended December 31, 2004 increased to \$94.2 million from \$92.2 million in 2003. The increase is primarily due to higher accretion on our 12<sup>1</sup>/<sub>4</sub>% senior subordinated discount notes. Dividends on mandatorily redeemable preferred stock were \$60.6 million compared to \$27.5 million in 2003. This increase resulted from the classification of our 14<sup>1</sup>/<sub>4</sub>% Junior Exchangeable Preferred Stock as interest expense beginning July 1, 2003 in accordance with SFAS 150.

Interest income for the year ended December 31, 2004 decreased to \$2.8 million from \$3.4 million in 2003. The decrease is primarily due to lower interest income on amounts due from Crown Media.

On January 12, 2004, we completed a private offering of \$365.0 million of senior secured floating rate notes. The proceeds from the offering were used to repay in full the outstanding indebtedness under our senior credit facility. The refinancing resulted in a charge in the first quarter of 2004 in the amount of \$6.3 million related to the unamortized debt issuance costs associated with the senior credit facility.

***Years Ended December 31, 2003 and 2002***

Net revenues decreased 2.2% to \$270.9 million for the year ended December 31, 2003 versus \$276.9 million for the year ended December 31, 2002. This decrease is primarily attributable to the sale of certain television stations.

Programming and broadcast operations expenses were \$51.9 million during the year ended December 31, 2003, compared with \$51.2 million in 2002. This increase is primarily due to higher tower rent and utilities expense in connection with our digital television build-out.

Program rights amortization expense was \$51.1 million during the year ended December 31, 2003 compared with \$78.0 million in 2002. The decrease is primarily due to the modification of our programming schedule in January 2003 whereby we replaced daytime entertainment programming with long form paid programming for which we have no programming cost and due to the sub-licensing of *Touched By An Angel* to Crown Media described below.

Selling, general and administrative expenses were \$111.0 million during the year ended December 31, 2003 compared with \$132.3 in 2002. The decrease is primarily a result of cost cutting measures including headcount reductions in connection with the fourth quarter 2002 restructuring activities described below, lower legal expenses primarily resulting from completion, in 2002, of the NBC arbitration matter and a charge recorded in 2002 in connection with the postponement of the 700 MHz spectrum auction. In addition, during the first quarter of 2003, we received approximately \$2.2 million from NBC to settle a pending dispute regarding digital television signal interference at our television station WPXM, serving the Miami-Fort Lauderdale, Florida market. This settlement was recorded as a reduction of our selling, general and administrative expenses. Additionally, we reduced our bad debt reserve by approximately \$1.5 million because of the decrease in our receivables that resulted from our shift in 2003 to more prepaid long form advertising.

During the year ended December 31, 2003, we recognized an adjustment of programming to net realizable value totaling \$1.1 million resulting from our decision to no longer air an original game show production.

In 2003, we recorded a reserve for state taxes related to current and prior periods in the amount of \$3.1 million in connection with a tax liability related to certain states in which we have operations.

Depreciation and amortization expense was \$43.0 million during the year ended December 31, 2003 compared with \$58.5 million in 2002. This decrease is due to the sale of broadcast assets and our determination to amortize our remaining cable distribution rights over the remaining term of the underlying agreements. In 1998, we began entering into cable distribution agreements for periods generally up to ten years in markets where we do not own a television station. Certain of these cable distribution agreements also provided us with some level of promotional advertising to be run at the discretion of the cable operator, primarily during the first few years to support the launch of the PAX TV network on the cable systems. We

**Table of Contents**

had been amortizing these assets on an accelerated basis, which gave effect to the advertising component included in these agreements. The remaining unamortized cost, which was being amortized over seven years, will be amortized over the remaining contractual life of the agreements. In 2003, we determined that we had previously over-amortized certain of these assets and recorded a \$6.9 million reduction of amortization expense. The decrease in depreciation and amortization expense was offset, in part, by an impairment charge in the amount of \$5.4 million recorded in 2003 in connection with a purchase option on a television station. This impairment existed in periods prior to 2003.

In May 2003, we completed the sale of our television station KAPX, serving the Albuquerque, New Mexico market, for \$20.0 million resulting in a pre-tax gain of approximately \$12.3 million. In April 2003, we completed the sale of our television stations WMPX, serving the Portland-Auburn, Maine market, and WPXO, serving the St. Croix, U.S. Virgin Islands market, for an aggregate of \$10.0 million resulting in a pre-tax gain of approximately \$3.1 million. In April 2003, we completed the sale of our limited partnership interest in television station WWDP, serving the Boston, Massachusetts market, for approximately \$13.8 million resulting in a pre-tax gain of approximately \$9.9 million. In February 2003, we completed the sale of our television station KPXF, serving the Fresno, California market, for \$35.0 million resulting in a pre-tax gain of approximately \$26.6 million.

In October 2003, we granted 3,598,750 options under our 1998 Stock Incentive Plan, as amended (the Plan), to purchase one share of our Class A common stock at an exercise price of \$0.01 per share to certain employees and directors. The options provided for a one business day exercise period. All holders of the options exercised their options and received Class A common stock subject to vesting restrictions. The awards included retention grants totaling 2,278,000 shares which will vest in their entirety at the end of a five year period. Of the remaining awards, 1,000,750 will vest ratably over a three year period and 320,000 will vest ratably over a five year period. The option grants resulted in non-cash stock based compensation expense, which will be recognized on a straight-line basis over the vesting period of the awards. For the year ended December 31, 2003, we recognized approximately \$1.5 million in stock based compensation expense in connection with these grants.

In January 2003, we consummated a stock option exchange offer under which we granted to holders who tendered their eligible options in the exchange offer new options under the Plan to purchase one share of our Class A common stock for each two shares of our Class A common stock issuable upon the exercise of tendered options, at an exercise price of \$0.01 per share. The terms of the new options provided for a one business day exercise period. All holders who tendered their eligible options in the exchange offer exercised their new options promptly after the issuance of those new options. Approximately 5.5 million options issued under our stock option plans and 1.8 million non qualified options issued in addition to the options granted under our stock option plans were tendered in the exchange offer and approximately 2.6 million new shares of Class A common stock were issued upon exercise of the new options, net of approximately 1.0 million shares of Class A common stock withheld, in accordance with the Plan's provisions, at the holders' elections to cover withholding taxes and the option exercise price totaling approximately \$2.4 million. The stock option exchange resulted in a non-cash stock-based compensation expense of approximately \$8.7 million, of which approximately \$8.6 million related to vested and unvested shares issued upon exercise of the new options was recognized in the year ended December 31, 2003 and the remaining amount was recognized in 2004. In addition, the remaining deferred stock compensation expense associated with the original stock option awards totaling approximately \$2.5 million at December 31, 2002 associated with tendered options was recognized using the straight-line method over the vesting period of the modified awards (\$2.3 million recognized in the year ended December 31, 2003).

Interest expense for the year ended December 31, 2003 increased to \$92.2 million from \$85.2 million in 2002. The increase is primarily due to higher accretion on our 12<sup>1</sup>/<sub>4</sub>% senior subordinated discount notes. Dividends on mandatorily redeemable preferred stock resulted from the classification of our 14<sup>1</sup>/<sub>4</sub>% Junior Exchangeable Preferred Stock as a liability in accordance with SFAS 150.



**Table of Contents**

Interest income for the year ended December 31, 2003 increased to \$3.4 million from \$2.4 million in 2002. The increase is primarily due to higher average cash and short-term investment balances in 2003 resulting from the proceeds of asset sales.

**Restructuring Activities**

During the fourth quarter of 2002, we adopted a plan to consolidate certain of our operations, reduce personnel and modify our programming schedule in order to significantly reduce our cash operating expenditures. In connection with this plan, we recorded a restructuring charge of approximately \$2.6 million in the fourth quarter of 2002 consisting of \$2.2 million in termination benefits for 95 employees and \$0.4 million in costs associated with exiting leased properties and the consolidation of certain operations. Through December 31, 2004, we have paid \$2.1 million in termination benefits to 94 employees and paid \$0.5 million of lease termination and other costs. We have accounted for these costs pursuant to SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities* which we early adopted in the fourth quarter of 2002. SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred as opposed to when there is a commitment to a restructuring plan as set forth under EITF 94-3, *Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity* which has been nullified under SFAS No. 146. As such, we will recognize additional restructuring costs as they are incurred.

**Income Taxes**

Upon adoption of SFAS No. 142 on January 1, 2002, we no longer amortize our FCC license intangible assets. Under previous accounting standards, these assets were being amortized over 25 years. Although the provisions of SFAS 142 stipulate that indefinite-lived intangible assets and goodwill are not amortized, we are required under FASB Statement No. 109, *Accounting for Income Taxes* ( SFAS 109 ), to recognize deferred tax liabilities and assets for temporary differences related to the FCC license intangible assets and the tax-deductible portion of these assets. Prior to the adoption of SFAS 142, we considered our deferred tax liabilities related to the FCC license intangible assets as a source of future taxable income in assessing the realization of our deferred tax assets. Because indefinite-lived intangible assets and goodwill are no longer amortized for financial reporting purposes under SFAS 142, the related deferred tax liabilities will not reverse until some indeterminate future period should the FCC license intangible assets become impaired or be disposed of. Therefore, the reversal of deferred tax liabilities related to FCC license intangible assets is no longer considered a source of future taxable income in assessing the realization of deferred tax assets. As a result of this accounting change, we were required to record an increase in our deferred tax asset valuation allowance resulting in a deferred tax liability of \$168.6 million during the year ended December 31, 2002. In addition, we continue to record increases in our valuation allowance based on increases in the deferred tax liabilities and assets for temporary differences related to the FCC license intangible assets.

We structured the disposition of our radio division in 1997 and our acquisition of television stations during the period following this disposition in a manner that we believe would qualify these transactions as a like kind exchange under Section 1031 of the Internal Revenue Code and would permit us to defer recognizing for income tax purposes up to approximately \$333 million of gain. The IRS has examined our 1997 tax return and has issued to us a 30-day letter proposing to disallow all of our gain deferral. We have filed our protest to this determination with the IRS appeals division, but cannot predict the outcome of this matter at this time, and may not prevail. In addition, the 30-day letter offered us an alternative position that, in the event the IRS is unsuccessful in disallowing all of the gain deferral, approximately \$62 million of the \$333 million gain deferral will be disallowed. We filed a protest to this alternative determination as well. We may not prevail with respect to this alternative determination. Should the IRS successfully challenge our position and disallow all or part of our gain deferral, because we had net operating losses in the years subsequent to 1997 in excess of the amount of the deferred gain, we would not be liable for any tax deficiency, but could be liable for state income taxes. We have estimated the amount of state income tax for which we could be liable as of December 31, 2004 to be approximately \$8.0 million should the IRS succeed in disallowing the entire deferred gain. In addition, we could be liable for interest on the tax liability for the period prior to the carryback of our



**Table of Contents**

net operating losses and for interest on any state income taxes that may be due. We have estimated the amount of federal interest and state interest, as of December 31, 2004, to be approximately \$18.0 million and \$4.0 million, respectively, should the IRS succeed in disallowing the entire deferred gain. The use of our net operating losses to offset any disallowed deferred gain would result in a benefit from income taxes. This matter is currently with the Appeals Office of the Internal Revenue Service.

**Liquidity and Capital Resources**

Our primary capital requirements are to fund capital expenditures for our television properties, programming rights payments and debt service payments. Our primary sources of liquidity are our cash on hand and our net working capital. As of December 31, 2004, we had \$88.0 million in cash and cash equivalents and short-term investments and we had working capital of approximately \$77.4 million. During the year ended December 31, 2004, our cash and cash equivalents and short-term investments decreased by approximately \$22.0 million primarily due to net cash used in operating activities, deposits on programming letters of credit and purchases of property and equipment. We believe that our cash on hand and net working capital will provide the liquidity necessary to meet our obligations and financial commitments through the next twelve months. Our 12<sup>1</sup>/<sub>4</sub>% senior subordinated discount notes require us to commence making semi-annual cash interest payments of approximately \$30.4 million on July 15, 2006 and on each January 15 and July 15 thereafter. We believe that we will need to improve our operating cash flow over the next twelve months in order to be able to meet this obligation. Should we be unable to do so, or if our financial results are not as anticipated, we may be required to seek to sell broadcast assets or raise additional funds through the offering of equity securities in order to generate sufficient cash to meet our liquidity needs. During the first quarter of 2005 we have identified certain broadcast assets that we will seek to sell in order to improve our liquidity position. We can provide no assurance that we will be successful in selling these or any other assets or raising additional funds that we may require.

We are involved in litigation with NBC regarding NBC's demand for redemption of our Series B preferred stock. NBC has asserted that we continue to be required to redeem all of the shares of our Series B preferred stock held by NBC. If a court were to grant a judgment against us requiring us to pay the redemption amount of the Series B preferred stock, it would have a material adverse effect upon us. Our ability to effect any redemption is restricted by the terms of our outstanding debt and preferred stock. Further, we do not currently have sufficient funds to pay the redemption price of these securities. If any such judgment were entered, and we were unable to satisfy it, we would be in default under the indentures governing our senior secured notes and senior subordinated notes. In order to redeem NBC's preferred stock, we would need to repay, refinance or otherwise restructure our outstanding indebtedness and preferred stock and raise sufficient liquidity to enable us to pay the required redemption price. It is unlikely that we would be able to accomplish these actions and redeem NBC's preferred stock were this to occur.

Cash (used in) provided by operating activities was approximately \$(9.7) million, \$32.9 million and \$(75.4) million for the years ended December 31, 2004, 2003 and 2002, respectively. These amounts reflect cash generated or used in connection with the operation of PAX TV, including the related programming rights and cable distribution rights payments and interest payments on our debt. The decrease for the year ended December 31, 2004 is due to increased programming payments in the period.

Cash (used in) provided by investing activities was approximately \$(23.6) million, \$60.9 million and \$(7.7) million for the years ended December 31, 2004, 2003 and 2002, respectively. These amounts include proceeds from the sale of broadcast assets, capital expenditures and short-term investments. During the third quarter of 2004, we purchased the television production and distribution facility that we had been leasing from The Christian Network, Inc. for an aggregate purchase price of approximately \$1.7 million. We use this facility as our network operations center and to originate our PAX TV network signal. In May 2004, we received \$10.0 million in proceeds from the sale of our television station KPXJ, serving the Shreveport, Louisiana market.

During the year ended December 31, 2003, we raised \$83.3 million in proceeds from the sale of broadcast assets. These asset sales included the sale of our television station KPXF, serving the Fresno, California

**Table of Contents**

market, to Univision Communications, Inc. for \$35.0 million, which we completed in February 2003; the sale of our television stations WMPX, serving the Portland-Auburn, Maine market, and WPXO, serving the St. Croix, U.S. Virgin Islands market for an aggregate purchase price of \$10.0 million, which we completed in April 2003; the sale of our limited partnership interest in television station WWDP, serving the Boston, Massachusetts market, for approximately \$13.8 million, which we completed in April 2003; and the sale of our television station KAPX, serving the Albuquerque, New Mexico market, for approximately \$20.0 million, which we completed in May 2003. We realized aggregate pre-tax gains of approximately \$51.9 million on these 2003 sales. As of December 31, 2004, there were \$24.6 million of outstanding letters of credit all of which we have pre-funded and which are reflected as deposits for programming letters of credit in the accompanying consolidated balance sheets. As of December 31, 2003, there were \$16.6 million of outstanding letters of credit supported by the revolving credit portion of our previously existing senior credit facility. We have options to purchase the assets of two television stations serving the Memphis and New Orleans markets for an aggregate purchase price of \$36.0 million. We have paid \$4.0 million for the options to purchase these stations. The owners of these stations also have the right to require us to purchase these stations at any time after January 1, 2007 through December 31, 2008. These stations are currently operating under TBAs with us.

Cash provided by (used in) financing activities was \$18.3 million, \$(22.5) million and \$25.0 million for the years ended December 31, 2004, 2003 and 2002, respectively. These amounts include the proceeds from borrowings and proceeds from stock option exercises, net of principal repayments. Also included are payments of employee withholding taxes on option exercises in connection with the January 2003 stock option exchange offer.

Capital expenditures, which consist primarily of digital conversion costs and purchases of broadcast equipment for our television stations, were approximately \$15.8 million in 2004, \$26.7 million in 2003 and \$31.2 million in 2002. The FCC mandated that each licensee of a full power broadcast television station that was allotted a second digital television channel in addition to the current analog channel, complete the construction of digital facilities capable of serving its community of license with a signal of requisite strength by May 2002. Those digital stations that were not operating by the May 2002 date requested extensions of time from the FCC which have been granted with limited exceptions. Despite the current uncertainty that exists in the broadcasting industry with respect to standards for digital broadcast services, planned formats and usage, we have complied and intend to continue to comply with the FCC's timing requirements for the construction of digital television facilities and the broadcast of digital television services. We have commenced our migration to digital broadcasting in certain of our markets and will continue to do so throughout the required time period. We currently own or operate 49 stations broadcasting in digital (in addition to broadcasting in analog). With respect to our remaining stations, we have received construction permits from the FCC and will be completing the build-out on three stations during 2005, we are awaiting construction permits from the FCC with respect to seven of our television stations and one of our television stations has not received a digital channel allocation and therefore will not be converted until the end of the digital transition. Because of the uncertainty as to standards, formats and usage, we cannot currently predict with reasonable certainty the amount or timing of the expenditures we will likely have to make to complete the digital conversion of our stations. We currently anticipate, however, that we will spend at least an additional \$8 million in 2005 to complete the conversion of each of our stations that has received a construction permit and a digital channel allocation. We expect to fund these expenditures from cash on hand.

During 2002, we sold our television station WPXB, serving the Merrimack, New Hampshire market, to NBC for \$26.0 million and realized a pre-tax gain of approximately \$24.5 million.

On January 12, 2004, we completed a private offering of \$365.0 million of senior secured floating rate notes. The senior notes bear interest at the rate of LIBOR plus 2.75% per year and will mature on January 10, 2010. We may redeem the senior notes at any time at specified redemption prices. The senior notes are secured by a first priority lien on substantially all of our assets. In addition, a substantial portion of the senior secured notes are unconditionally guaranteed, on a joint and several senior secured basis, by all of our subsidiaries. The proceeds from the offering were used to repay in full the outstanding indebtedness under our previously existing senior credit facility described below, pre-fund letters of credit supported by the revolving



**Table of Contents**

credit portion of our previously existing senior credit facility and pay fees and expenses incurred in connection with the transaction.

In January 2002, we completed an offering of senior subordinated discount notes due in 2009. Gross proceeds of the offering totaled approximately \$308.3 million and were used to refinance our 12<sup>1</sup>/<sub>2</sub>% exchange debentures due 2006, which were issued in exchange for the outstanding shares of our 12<sup>1</sup>/<sub>2</sub>% exchangeable preferred stock on January 14, 2002, and to pay costs related to the offering. The notes were sold at a discounted price of 62.132% of the principal amount at maturity, which represents a yield to maturity of 12<sup>1</sup>/<sub>4</sub>%. We will be required to commence making semi-annual cash interest payments of approximately \$30.4 million under our 12<sup>1</sup>/<sub>4</sub>% senior subordinated discount notes on July 15, 2006, and to make interest payments on each January 15 and July 15 thereafter until these notes are repaid or refinanced. The senior subordinated discount notes are guaranteed by our subsidiaries. We recognized a loss due to early extinguishment of debt totaling approximately \$17.6 million in the first quarter of 2002 resulting primarily from the redemption premium and the write-off of unamortized debt costs associated with the repayment of the 12<sup>1</sup>/<sub>2</sub>% exchange debentures.

The terms of the indentures governing our senior secured and senior subordinated notes contain covenants which, among other things, limit our ability to incur additional indebtedness, other than refinancing indebtedness, restrict our ability to pay dividends or redeem our outstanding capital stock, restrict our ability to make certain investments or to enter into transactions with affiliates, restrict our ability to incur liens or merge or consolidate with any other person, require us to pay all material taxes prior to delinquency, require any asset sales we may conduct to comply with certain requirements, including as to the use of asset sale proceeds, restrict our ability to sell interests in our subsidiaries, and require us, in the event we experience a change of control, to make an offer to purchase the notes outstanding under such indentures on specified terms. Events of default under the indentures include the failure to pay interest within 30 days of the due date, the failure to pay principal when due, a default under any other debt in an amount greater than \$10.0 million, the entry of a monetary judgment against us in an amount greater than \$10.0 million which remains unsatisfied for 60 days, the failure to perform any covenant or agreement under the indentures which continues for 60 days after we receive notice of default from the indenture trustee or holders of at least 25% of the outstanding notes, and the occurrence of certain bankruptcy events. For a complete statement of our obligations under these indentures, you should refer to the indentures themselves which are filed as exhibits to this report. The certificates of designation of two of our outstanding series of preferred stock contain restrictions on our ability to incur additional indebtedness, other than refinancing indebtedness, pay dividends or redeem our outstanding capital stock, make certain investments or enter into transactions with affiliates, and sell preferred stock in our subsidiaries, and require us, in the event we experience a change of control, to make an offer to purchase the outstanding shares of preferred stock on specified terms. Our third outstanding series of preferred stock contains restrictions on our ability to pay dividends or redeem our outstanding capital stock, make certain investments or enter into transactions with affiliates, and requires us, in the event we experience a change of control, to make an offer to purchase the outstanding shares of preferred stock on specified terms. For a complete statement of our obligations under our three outstanding series of preferred stock, you should refer to the certificates of designation of each series which are filed as exhibits to this report.

We structured the disposition of our radio division in 1997 and our acquisition of television stations during the period following this disposition in a manner that we believe would qualify these transactions as a like kind exchange under Section 1031 of the Internal Revenue Code and would permit us to defer recognizing for income tax purposes up to approximately \$333 million of gain. The IRS has examined our 1997 tax return and has issued to us a 30-day letter proposing to disallow all of our gain deferral. We have filed our protest to this determination with the IRS appeals division, but cannot predict the outcome of this matter at this time, and may not prevail. In addition, the 30-day letter offered us an alternative position that, in the event the IRS is unsuccessful in disallowing all of the gain deferral, approximately \$62 million of the \$333 million gain deferral will be disallowed. We filed a protest to this alternative determination as well. We may not prevail with respect to this alternative determination. Should the IRS successfully challenge our position and disallow all or part of our gain deferral, because we had net operating losses in the years subsequent to 1997 in excess of the amount of the deferred gain, we would not be liable for any tax deficiency, but could be liable for state



**Table of Contents**

income taxes. We have estimated the amount of state income tax for which we could be liable as of December 31, 2004 to be approximately \$8.0 million should the IRS succeed in disallowing the entire deferred gain. In addition, we could be liable for interest on the tax liability for the period prior to the carryback of our net operating losses and for interest on any state income taxes that may be due. We have estimated the amount of federal interest and state interest, as of December 31, 2004, to be approximately \$18.0 million and \$4.0 million, respectively, should the IRS succeed in disallowing the entire deferred gain. The use of our net operating losses to offset any disallowed deferred gain would result in a benefit from income taxes. This matter is currently with the Appeals Office of the Internal Revenue Service.

**Contractual Obligations and Commitments**

As of December 31, 2004, we were obligated under the terms of our indentures, programming contracts, cable distribution agreements, operating lease agreements and employment agreements to make future payments as follows (in thousands):

	2005	2006	2007	2008	2009	Thereafter	Total
Senior secured and senior subordinated Notes	\$ 64	\$ 71	\$ 79	\$ 200,086	\$ 496,358	\$ 365,048	\$ 1,061,706
Obligations for program rights and program rights commitments	43,776	1,703					45,479
Obligations to CBS	17,726	9,191					26,917
Obligations for cable distribution rights	2,896						2,896
Operating leases and employment agreements	19,701	17,516	15,892	14,679	12,450	107,160	187,398
	\$ 84,163	\$ 28,481	\$ 15,971	\$ 214,765	\$ 508,808	\$ 472,208	\$ 1,324,396

The following table presents the redemption value of the three classes of our preferred stock outstanding at December 31, 2004 should we elect to redeem the preferred stock in the indicated year, assuming no dividends are paid in cash prior to redemption (in thousands):

	Junior Exchangeable Preferred Stock 14 <sup>1</sup> / <sub>4</sub> % (1)	Convertible Preferred Stock 9 <sup>3</sup> / <sub>4</sub> % (2)	Series B Convertible Preferred Stock 16.2% (3)
2005	\$ 540,916	\$ 155,323	\$ 667,933
2006	609,879	171,029	735,163
2007			802,393
2008			869,623
2009			936,853



- (1) Mandatorily redeemable on November 15, 2006; redeemable by us.
- (2) Mandatorily redeemable on December 31, 2006; redeemable by us.
- (3) As further discussed above, on November 13, 2003, we received notice from NBC that NBC was exercising its right under its investment agreement with us to demand that we redeem or arrange for a third party to acquire, by payment in cash, all 41,500 outstanding shares of our Series B Convertible Preferred Stock held by NBC.

**Table of Contents**

As of December 31, 2004, obligations for programming rights and program rights commitments require collective payments by us of approximately \$45.5 million as follows (in thousands):

	<b>Obligations for Program Rights</b>	<b>Program Rights Commitments</b>	<b>Total</b>
2005	\$ 18,436	\$ 25,340	\$ 43,776
2006	1,703		1,703
	\$ 20,139	\$ 25,340	\$ 45,479

On August 1, 2002, we entered into agreements with a subsidiary of CBS Broadcasting, Inc. ( CBS ) and Crown Media United States, LLC ( Crown Media ) to sublicense our rights to broadcast the television series *Touched By An Angel* ( *Touched* ) to Crown Media for exclusive exhibition on the Hallmark Channel. Under the terms of the agreement with Crown Media, we are to receive approximately \$47.4 million from Crown Media, \$38.6 million of which will be paid over a three-year period that commenced in August 2002 and the remaining \$8.8 million, for the 2002/2003 season, is to be paid over a three-year period that commenced in August 2003.

Under the terms of our agreement with CBS, we remain obligated to CBS for amounts due under our pre-existing license agreement, less estimated programming cost savings of approximately \$15.0 million. As of December 31, 2004, amounts due or committed to CBS totaled approximately \$26.9 million. The transaction resulted in a gain of approximately \$4.0 million, which is being deferred over the term of the Crown Media agreement.

We have a significant concentration of credit risk with respect to the amounts due from Crown Media under the sublicense agreement. As of December 31, 2004, the maximum amount of loss due to credit risk that we would sustain if Crown Media failed to perform under the agreement totaled approximately \$11.5 million, representing the present value of amounts due from Crown Media. Under the terms of the sublicense agreement, we have the right to terminate Crown Media's rights to broadcast *Touched* if Crown Media fails to make timely payments under the agreement. Therefore, should Crown Media fail to perform under the agreement, we could regain our exclusive rights to broadcast *Touched* on PAX TV pursuant to our existing licensing agreement with CBS.

Under our agreement with CBS, we were required to license future seasons of *Touched* from CBS upon the series being renewed by CBS. Under our sublicense agreement with Crown Media, Crown Media was obligated to sublicense such future seasons from us. Our financial obligation to CBS for future seasons exceeded the sublicense fees to be received from Crown Media, resulting in accrued programming losses to the extent the series was renewed in future seasons. During the second quarter of 2002, upon the decision by CBS to renew *Touched* for the 2002/2003 season, we became obligated to license the 2002/2003 season, resulting in an accrued programming loss of approximately \$10.7 million. This amount was offset in part by a decrease in our estimated loss on the 2001/2002 season of approximately \$7.8 million, resulting in a net accrued programming loss of \$2.9 million. The change in estimate for the 2001/2002 season was due to the sublicensing agreement with Crown Media and a lower number of episodes produced than previously estimated. In 2003, CBS determined that it would not renew *Touched* for the 2003/2004 season.

**Table of Contents**

Our obligations to CBS for *Touched* will be partially funded through the sub-license fees from Crown Media. As of December 31, 2004, our obligation to CBS and our receivable from Crown Media related to *Touched* are as follows (in thousands):

	Obligations to CBS	Amounts Due from Crown Media	Net Amount
2005	\$ 17,726	\$ (10,439)	\$ 7,287
2006	9,191	(1,711)	7,480
	26,917	(12,150)	14,767
Amount representing interest		610	610
	\$ 26,917	\$ (11,540)	\$ 15,377

As of December 31, 2004, obligations for cable distribution rights require collective payments by us of approximately \$2.9 million in 2005.

**New Accounting Pronouncements**

In December 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment, which is a revision of SFAS No. 123, Accounting for Stock-Based Compensation. SFAS No. 123R supersedes Accounting Principles Board Opinion (APB) No. 25, Accounting for Stock Issued to Employees, and amends SFAS No. 95, Statement of Cash Flows. Generally, the approach to accounting for share-based payments in SFAS No. 123R is similar to the approach described in SFAS No. 123. However, SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based upon their fair values (i.e., pro forma footnote disclosure is no longer an alternative to financial statement recognition). SFAS No. 123R is effective for public entities at the beginning of the first interim or annual period beginning after June 15, 2005. The adoption of SFAS No. 123R is not expected to have a significant impact on our financial position, results of operations or cash flows.

In October 2004, the FASB ratified Emerging Issues Task Force (EITF) 04-8, Accounting Issues Related to Certain Features of Contingently Convertible Debt and the Effect on Diluted Earnings Per Share. The new rules require companies to include shares issuable upon conversion of contingently convertible debt in their diluted earnings per share calculations regardless of whether the debt has a market price trigger that is above the current fair market value of our common stock that makes the debt currently not convertible. The new rules are effective for reporting periods ending on or after December 15, 2004. We do not have any convertible debt and, therefore, EITF 04-8 will not have any effect on our financial position, results of operations or cash flows.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Non-monetary Assets, which amends a portion of the guidance in APB No. 29, Accounting for Non-monetary Transactions. Both SFAS No. 153 and APB No. 29 require that exchanges of non-monetary assets be measured based on the fair value of the assets exchanged. APB No. 29 allowed for non-monetary exchanges of similar productive assets. SFAS No. 153 eliminates that exception and replaces it with a general exception for exchanges of non-monetary assets that do not have commercial substance. A non-monetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. SFAS No. 153 is effective for non-monetary assets exchanges occurring in fiscal periods beginning after June 15, 2005. Any non-monetary asset exchanges will be accounted for under SFAS No. 153. We do not expect SFAS No. 153 to have a material effect on our financial position, results of

operations or cash flows.

In December 2003, the FASB issued FASB Interpretation No. 46 (revised December 2003) Consolidation of Variable Interest Entities, an Interpretation of Accounting Research Bulletin ( ARB ) No. 51 ( FIN 46 ). FIN 46 clarifies the application of ARB No. 51 to certain entities in which the equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. Application

**Table of Contents**

of FIN 46 is required in financial statements of public entities that have interests in variable interest entities or potential variable interest entities commonly referred to as special-purpose entities for periods ending after December 15, 2003. Application by public entities for all other types of entities is required in financial statements for periods ending after March 15, 2004. The adoption of FIN 46 did not have any impact on our financial position, results of operations or cash flows.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

The tables below provide information about our market sensitive financial instruments and constitute forward-looking statements. All items described are non-trading.

Our primary market risk exposure is changing interest rates. We manage interest rate risks through the use of a combination of fixed and floating rate debt. We use interest rate swaps to adjust interest rate exposures when appropriate, based upon market conditions. Expected maturity dates for variable rate debt are based upon contractual maturity dates. Average interest rates on variable rate debt are based on implied forward rates in the yield curve at the reporting date.

Fair value estimates are made at a specific point in time, based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment. The fair value of variable rate debt approximates the carrying value since interest rates are variable and thus approximate current market rates.

At December 31, 2004 we had \$365.0 million of floating rate indebtedness outstanding under our senior secured floating rate notes. As discussed in further detail in Item 7 Management's Discussion and Analysis of Results of Operations Liquidity and Capital Resources, we refinanced our previously existing senior credit facility with the proceeds of our January 2004 offering of \$365.0 million senior secured floating rate notes. The table below reflects the balance of the previously existing senior credit facility at December 31, 2003, after giving effect to the interest rate and maturity date applicable to the new senior secured floating rate notes. The senior secured floating rate notes bear interest at a rate of LIBOR plus 2.75% per year, with the LIBOR rate being reset quarterly. The senior secured floating rate notes mature in January 2010. Additionally, at December 31, 2004, we had \$0.5 million of floating rate indebtedness outstanding under a mortgage for our headquarters building. The mortgage bears interest at a rate of the U.S. Treasury Index for Five Year Notes plus 2.85% per year, reset once every five years. The final maturity date for the mortgage is June 2010.

December 31, 2004	Expected Maturity Date						Total	Fair Value December 31, 2004
	2005	2006	2007	2008	2009	Thereafter		
(In thousands)								
Variable rate debt	\$ 64	\$ 71	\$ 79	\$ 86	\$ 95	\$ 365,048	\$ 365,443	\$ 365,443
Average interest rates	8.22%	6.85%	6.85%	6.85%	6.85%	7.33%		

December 31, 2003	Expected Maturity Date						Total	Fair Value December 31, 2003
	2004	2005	2006	2007	2008	Thereafter		
(In thousands)								
Variable rate debt	\$ 61	\$ 65	\$ 71	\$ 79	\$ 86	\$ 335,768	\$ 336,130	\$ 336,130
Average interest rates	9.59%	8.63%	7.66%	7.66%	7.66%	6.76%		

**Item 8. *Financial Statements and Supplementary Financial Data***

The response to this item is submitted in a separate section of this report.

**Item 9. *Changes in and Disagreements With Accountants on Accounting and Financial Disclosure***

None.

**Table of Contents**

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as of December 31, 2004 we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that because the material weakness in internal control over our accounting for leases described below existed as of December 31, 2004, our disclosure controls and procedures were not effective as of December 31, 2004. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure. In addition to our evaluation of our disclosure controls and procedures, we reviewed our internal control over financial reporting and have determined that we had a material weakness relating to our internal controls over our historical accounting practices for leases.

From approximately 1999 through 2002, we entered into various long-term operating leases that provided for escalating lease payments. Historically, we had recognized the expense associated with certain of these operating leases based on the annual cash outflows required. Under Generally Accepted Accounting Principles (GAAP), we are required to recognize the annual amount of lease expense using the straight-line method over the term of the lease. During our annual external audit, we determined that our control relating to the capturing of and the accounting for lease escalation clauses was designed improperly. In the fourth quarter of 2004, we recorded an adjustment that increased net loss in the amount of \$4.0 million of which approximately \$3.1 million pertained to periods prior to 2004.

**Changes in Internal Control Over Financial Reporting**

As described above, we reviewed our internal control over financial reporting and other than correcting the material weakness identified above there were no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 under the Exchange Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO Framework). Based on the evaluation under the COSO Framework, our management concluded that our internal control over financial reporting was not effective as of

**Table of Contents**

December 31, 2004. Our report is included in Item 8 of this Report. Our management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2004 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included in Item 8 of this Report.

**Item 9B. *Other Information***

Not applicable.

**PART III**

**Item 10. *Directors and Executive Officers of the Registrant***

Information required by this item regarding directors and officers is incorporated by reference from the definitive Proxy Statement being filed by the Company for the Annual Meeting of Stockholders to be held on June 10, 2005.

**Item 11. *Executive Compensation***

Information required by this item is incorporated by reference from the definitive Proxy Statement being filed by the Company for the Annual Meeting of Stockholders to be held on June 10, 2005.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Information required by this item is incorporated by reference from the definitive Proxy Statement being filed by the Company for the Annual Meeting of Stockholders to be held on June 10, 2005.

**Item 13. *Certain Relationships and Related Transactions***

Information required by this item is incorporated by reference from the definitive Proxy Statement being filed by the Company for the Annual Meeting of Stockholders to be held on June 10, 2005.

**Item 14. *Principal Accountant Fees and Services***

Information required by this item is incorporated by reference from the definitive Proxy Statement being filed by the Company for the Annual Meeting of Stockholders to be held on June 10, 2005.

**PART IV**

**Item 15. *Exhibits and Financial Statement Schedules***

(a) The following documents are filed as part of the report:

1. The financial statements filed as part of this report are listed separately in the Index to Consolidated Financial Statements and Financial Statement Schedule on page F-1 of this report.

2. The Financial Statement Schedule filed as part of this report is listed separately in the Index to Consolidated Financial Statements and Financial Statement Schedule on page F-1 of this report.

3. For Exhibits see Item 15(b), below. Each management contract or compensatory plan or arrangement required to be filed as an exhibit hereto is listed in Exhibits Nos. 10.27, 10.28, 10.157, 10.208, 10.208.1, 10.208.2, 10.208.3, 10.224, 10.225, 10.225.1, 10.227, 10.227.1, 10.228, 10.231, 10.231.1, 10.231.2, 10.232, 10.232.1 and 10.233 of Item 15(b) below.



**Table of Contents**

(b) List of Exhibits:

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
3.1.1	Certificate of Incorporation of the Company(2)
3.1.6	Certificate of Designation of the Company s 9.4% Series A Convertible Preferred Stock(7)
3.1.7	Certificate of Designation of the Company s 14.4% Cumulative Junior Exchangeable Preferred Stock(7)
3.1.8	Certificate of Designation of the Company s 16.2% Series B Convertible Exchangeable Preferred Stock(8)
3.1.9	Certificate of Amendment to the Certificate of Incorporation of the Company(16)
3.2	Bylaws of the Company(11)
4.4	Investment Agreement, dated as of September 15, 1999, by and between the Company and National Broadcasting Company, Inc.(8)
4.4.1	Stockholder Agreement, dated as of September 15, 1999, among the Company, National Broadcasting Company, Inc., Lowell W. Paxson, Second Crystal Diamond Limited Partnership and Paxson Enterprises, Inc.(8)
4.4.2	Class A Common Stock Purchase Warrant, dated September 15, 1999, with respect to up to 13,065,507 shares of Class A Common Stock(8)
4.4.3	Class A Common Stock Purchase Warrant, dated September 15, 1999, with respect to up to 18,966,620 shares of Class A Common Stock(8)
4.4.5	Form of Indenture with respect to the Company s 8% Exchange Debentures due 2009(8)
4.4.6	Registration Rights Agreement, dated September 15, 1999, between the Company and National Broadcasting Company, Inc.(8)
4.5	Indenture, dated as of June 10, 1998, by and between the Company, the Guarantors named therein and the Bank of New York, as Trustee, with respect to the New Exchange Debentures(7)
4.6	Indenture, dated as of July 12, 2001, among the Company, the Subsidiary Guarantors party thereto, and The Bank of New York, as Trustee, with respect to the Company s 10% Senior Subordinated Notes due 2008(12)
4.8	Indenture, dated as of January 14, 2002, among the Company, the Subsidiary Guarantors party thereto, and The Bank of New York, as Trustee, with respect to the

	Company's 12 1/4% Senior Subordinated Discount Notes due 2009(14)
4.9	Indenture, dated as of January 12, 2004, among the Company, the Subsidiary Guarantors party thereto, and The Bank of New York, as Trustee, with respect to the Company's Senior Secured Floating Rate Notes due 2010(19)
10.27	Paxson Communications Corp. Profit Sharing Plan(1)
10.28	Paxson Communications Corp. Stock Incentive Plan(1)
10.83.1	Facility Lease Agreement, dated as of July 1, 2003, by and between the Company and The Christian Network, Inc.(18)
10.157	Paxson Communications Corporation 1996 Stock Incentive Plan(4)
10.183	Stock Purchase Agreement, dated September 9, 1997, by and among Channel 46 of Tucson, Inc., Paxson Communications of Tucson-46, Inc. and Sungilt Corporation, Inc.(5)
10.186	Option Agreement, dated November 14, 1997, by and between the Company and Flinn Broadcasting Corporation for Television station WCCL-TV, New Orleans, Louisiana(6)
10.187	Option Agreement, dated November 14, 1997, by and between the Company and Flinn Broadcasting Corporation for Television station WFBI-TV, Memphis, Tennessee(6)
10.193	Programming Agreement, dated August 11, 1998, by and between Paxson Communications of Chicago-38, Inc. and Christian Communications of Chicagoland Inc.(6)
10.208	Employment Agreement, dated October 16, 1999, by and between the Company and Lowell W. Paxson(9)

**Table of Contents**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
10.208.1	Amendment to Employment Agreement, dated as of December 16, 2002, by and between the Company and Lowell W. Paxson(15)
10.208.2	Amendment No. 2 to Employment Agreement, dated as of January 15, 2004 between the Company and Lowell W. Paxson(19)
10.208.3	Amendment to Employment Agreement, dated as of February 9, 2005, between the Company and Lowell W. Paxson
10.209	Asset Purchase Agreement, dated November 21, 1999, by and between the Company and DP Media, Inc.(9)
10.209.1	Restated and Amended Asset Purchase Agreement, dated November 21, 1999, by and between Paxson Communications Corporation and DP Media(10)
10.210	Asset Purchase Agreement dated April 30, 1999, by and between DP Media of Boston, Inc. and Boston University Communications, Inc. for television stations WABU (TV), Boston, MA WZBU (TV), Vineyard Haven, MA WNBU (TV), Concord, NH and Low Power television station W67BA (TV) Dennis, MA(9)
10.217	Indenture, dated as of July 12, 2001, among the Company, the Subsidiary Guarantors party thereto, and The Bank of New York, as Trustee, with respect to the Company's 10 <sup>3</sup> / <sub>4</sub> % Senior Subordinated Notes due 2008 (incorporated by reference to Exhibit 4.6)(12)
10.219	First Supplemental Indenture, dated as of August 2, 2001, by and among the Company, S&E Network, Inc., the Subsidiary Guarantors party thereto, and The Bank of New York, as Trustee(13)
10.221	Indenture, dated as of January 14, 2002, among the Company, the Subsidiary Guarantors party thereto, and The Bank of New York, as Trustee, with respect to the Company's 11 <sup>3</sup> / <sub>4</sub> % Senior Subordinated Discount Notes due 2009 (incorporated by reference to Exhibit 4.8)(14)
10.224	Amended and Restated Employment Agreement, by and between the Company and Anthony L. Morrison, effective January 1, 2004
10.225	Amended and Restated Employment Agreement, by and between the Company and Dean M. Goodman, effective January 1, 2004
10.225.1	Amendment to Employment Agreement, dated February 9, 2005, between the Company and Dean M. Goodman
10.227	

	Amended and Restated Employment Agreement, by and between the Company and Seth A. Grossman, effective January 1, 2004
10.227.1	Amendment to Employment Agreement, dated February 9, 2005, between the Company and Seth A. Grossman
10.228	Paxson Communications Corporation 1998 Stock Incentive Plan, as amended(16)
10.229	Indenture, dated as of January 12, 2004, among the Company, the Subsidiary Guarantors party thereto, and The Bank of New York, as Trustee, with respect to the Company's Senior Secured Floating Rate Notes due 2010 (incorporated by reference to Exhibit 4.9)
10.230	Purchase Agreement, dated January 5, 2004, among the Company, the Subsidiary Guarantors party thereto, and Citigroup Global Markets Inc., Bear, Stearns & Co. Inc., and CIBC World Markets Corp., as representatives of the Initial Purchasers(19)
10.231	Amended and Restated Employment Agreement, by and between the Company and Richard Garcia, effective as of January 1, 2004(20)
10.231.1	Amendment to Employment Agreement, dated February 9, 2005, between the Company and Richard Garcia
10.231.2	Amendment to Employment Agreement, dated March 15, 2005, between the Company and Richard Garcia(23)
10.232	Employment Agreement, dated as of January 1, 2004, as amended effective January 1, 2005, by and between the Company and Adam K. Weinstein(21)
10.232.1	Amendment to Employment Agreement, dated February 9, 2005, between the Company and Adam K. Weinstein

**Table of Contents**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
10.233	Form of Indemnification Agreement by and between the Company and members of the Board of Directors of the Company(22)
14.1	Code of Ethics and Business Conduct(19)
21	Subsidiaries of the Company
23.1	Consent of Ernst & Young LLP
23.2	Consent of PricewaterhouseCoopers LLP
31.1	Certification by the Chief Executive Officer of Paxson Communications Corporation pursuant to Rule 13a-14 under the Securities Exchange Act of 1934, as amended
31.2	Certification by the Chief Financial Officer of Paxson Communications Corporation pursuant to Rule 13a-14 under the Securities Exchange Act of 1934, as amended
32.1	Certification by the Chief Executive Officer of Paxson Communications Corporation pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification by the Chief Financial Officer of Paxson Communications Corporation pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Tax Exemption Savings Agreement, dated May 15, 1994, between the Company and The Christian Network, Inc.(3)

- (1) Filed with the Company's Registration Statement on Form S-4, filed September 26, 1994, Registration No. 33-84416, and incorporated herein by reference.
- (2) Filed with the Company's Annual Report on Form 10-K, dated March 31, 1995 (Commission File No. 1-13452), and incorporated herein by reference.
- (3) Filed with the Company's Registration Statement on Form S-1, as amended, filed January 26, 1996, Registration No. 333-473, and incorporated herein by reference.
- (4) Filed with the Company's Registration Statement on Form S-8, filed January 22, 1997, Registration No. 333-20163, and incorporated herein by reference.
- (5) Filed with the Company's Quarterly Report on Form 10-Q, dated September 30, 1997 (Commission File No. 1-13452), and incorporated herein by reference.

- (6) Filed with the Company's Annual Report on Form 10-K, dated December 31, 1997 (Commission File No. 1-13452), and incorporated herein by reference.
- (7) Filed with the Company's Registration Statement on Form S-4, as amended, filed July 23, 1998, Registration No. 333-59641, and incorporated herein by reference.
- (8) Filed with the Company's Form 8-K, filed with the Securities and Exchange Commission on September 24, 1999 (Commission File No. 1-13452), and incorporated herein by reference.
- (9) Filed with the Company's Annual Report on Form 10-K, dated December 31, 1999 (Commission File No. 1-13452), and incorporated herein by reference.
- (10) Filed with the Company's Quarterly Report on Form 10-Q, dated March 31, 2000, and incorporated herein by reference.
- (11) Filed with the Company's Quarterly Report on Form 10-Q, dated March 31, 2001, and incorporated herein by reference.
- (12) Filed with the Company's Quarterly Report on Form 10-Q, dated June 30, 2001, and incorporated herein by reference.
- (13) Filed with the Company's Registration Statement on Form S-4, as amended, filed September 10, 2001, Registration No. 333-69192, and incorporated herein by reference.
- (14) Filed with the Company's Annual Report on Form 10-K, dated December 31, 2001, and incorporated herein by reference.

**Table of Contents**

- (15) Filed with the Company's Annual Report on Form 10-K, dated December 31, 2002, and incorporated herein by reference.
  - (16) Filed with the Company's Quarterly Report on Form 10-Q, dated March 31, 2003, and incorporated herein by reference.
  - (17) Filed with the Company's Quarterly Report on Form 10-Q, dated June 30, 2003, and incorporated herein by reference.
  - (18) Filed with the Company's Quarterly Report on Form 10-Q, dated September 30, 2003, and incorporated herein by reference.
  - (19) Filed with the Company's Annual Report on Form 10-K, dated December 31, 2003, and incorporated herein by reference.
  - (20) Filed with the Company's Quarterly Report on Form 10-Q, dated June 30, 2004, and incorporated herein by reference.
  - (21) Filed with the Company's Form 8-K, filed with the Securities and Exchange Commission on January 7, 2005, and incorporated herein by reference.
  - (22) Filed with the Company's Form 8-K, filed with the Securities and Exchange Commission on February 28, 2005, and incorporated herein by reference.
  - (23) Filed with the Company's Form 8-K, filed with the Securities and Exchange Commission on March 18, 2005, and incorporated herein by reference.
- (c) The financial statement schedule filed as part of this report is listed separately in the Index to Financial Statements beginning on page F-1 of this report.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized, in the City of West Palm Beach, State of Florida, on April 29, 2005.

PAXSON COMMUNICATIONS CORPORATION  
By: /s/ LOWELL W. PAXSON

Lowell W. Paxson  
Chairman of the Board and Chief Executive  
Officer (Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
/s/ LOWELL W. PAXSON Lowell W. Paxson	Chairman of the Board, Director and Chief Executive Officer (Principal Executive Officer)	April 29, 2005
/s/ RICHARD GARCIA Richard Garcia	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	April 29, 2005
/s/ TAMMY G. HEDGE Tammy G. Hedge	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	April 29, 2005
/s/ BRUCE L. BURNHAM Bruce L. Burnham	Director	April 29, 2005
/s/ JOHN E. OXENDINE John E. Oxendine	Director	April 29, 2005
/s/ HENRY J. BRANDON Henry J. Brandon	Director	April 29, 2005
/s/ ELIZABETH J. HUDSON Elizabeth J. Hudson	Director	April 29, 2005
/s/ W. LAWRENCE PATRICK W. Lawrence Patrick	Director	April 29, 2005





**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND  
FINANCIAL STATEMENT SCHEDULE**

	<b>Page</b>
<u>Management's Report on Internal Control over Financial Reporting</u>	F-2
<u>Report of Independent Registered Certified Public Accountants</u>	F-3
<u>Report of Independent Registered Certified Public Accountants</u>	F-4
<u>Report of Independent Registered Certified Public Accounting Firm</u>	F-6
<u>Consolidated Balance Sheets</u>	F-7
<u>Consolidated Statements of Operations</u>	F-8
<u>Consolidated Statements of Stockholders' Deficit</u>	F-9
<u>Consolidated Statements of Cash Flows</u>	F-10
<u>Notes to Consolidated Financial Statements</u>	F-11
<u>Financial Statement Schedule - Valuation and Qualifying Accounts</u>	F-56

**Table of Contents**

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as that term is defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusions or improper management override. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we have conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2004 based upon the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In the course of conducting this evaluation, we determined that we had a material weakness as of December 31, 2004 relating to our internal controls over our historical accounting practices for leases. A material weakness is a control deficiency, or combination of control deficiencies, that results in a more than remote likelihood that a material misstatement of our annual or interim financial statements will not be prevented or detected.

From approximately 1999 through 2002, we entered into various long-term operating leases that provided for escalating lease payments. Historically, we had recognized the expense associated with certain of these operating leases based on the annual cash outflows required. Under Generally Accepted Accounting Principles (GAAP), we are required to recognize the annual amount of lease expense using the straight-line method over the term of the lease. During our annual external audit, we determined that our control relating to the capturing of and the accounting for lease escalation clauses was designed improperly. In the fourth quarter of 2004, we recorded an adjustment that increased net loss in the amount of \$4.0 million of which approximately \$3.1 million pertained to periods prior to 2004.

Based on our evaluation, our management has concluded that, because the material weakness in internal control described above existed as of December 31, 2004, our internal control over financial reporting was not effective at December 31, 2004.

Management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2004 has been audited by Ernst & Young LLP, an independent registered public accounting firm. Ernst & Young LLP has issued an attestation report on our internal control over financial reporting. The report is included in this Annual Report on Form 10-K under the heading, *Report of Independent Registered Certified Public Accountants*.

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTANTS**

The Board of Directors and Stockholders  
of Paxson Communications Corporation

We have audited the accompanying consolidated balance sheets of Paxson Communications Corporation as of December 31, 2004 and 2003, and the related consolidated statements of operations, stockholders' deficit and cash flows for each of the two years in the period ended December 31, 2004. Our audits also included the financial statement schedule listed in the index at item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Paxson Communications Corporation at December 31, 2004 and December 31, 2003, and the consolidated results of its operations and its cash flows for each of the two years in the period December 31, 2004, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP

West Palm Beach, Florida  
March 29, 2005

F-3

---

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTANTS**

The Board of Directors and Stockholders  
of Paxson Communications Corporation

We have audited management's assessment, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting, that Paxson Communications Corporation did not maintain effective internal control over financial reporting as of December 31, 2004, because of the effect of the Company's insufficient controls over the calculation and recording of its lease commitments in accordance with generally accepted accounting principles, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Paxson Communication Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The following material weakness has been identified and included in management's assessment. In its assessment as of December 31, 2004, management identified as a material weakness that a control relating to the capturing of and the accounting for lease escalation clauses was designed improperly, which resulted in the understatement of rent expense and related liability accounts. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the December 31, 2004 financial statements, and this report does not affect our report dated March 29, 2005 on those financial statements.

In our opinion, management's assessment that Paxson Communications Corporation did not maintain effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on the COSO control criteria. Also, in our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, Paxson Communica-

**Table of Contents**

tions Corporation has not maintained effective internal control over financial reporting as of December 31, 2004, based on the COSO control criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Paxson Communications Corporation as of December 31, 2004 and 2003, and the related consolidated statements of operations, stockholders' deficit and cash flows for each of the two years in the period ended December 31, 2004, and our report dated March 29, 2005 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

West Palm Beach, Florida  
April 26, 2005

F-5

---

**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders  
of Paxson Communications Corporation:

In our opinion, the accompanying consolidated statements of operations, of changes in stockholders' deficit and of cash flows of Paxson Communications Corporation and its subsidiaries present fairly, in all material respects, the results of their operations and their cash flows for the year ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the Schedule of Valuation and Qualifying Accounts attached as Schedule II, presents fairly, in all material respects, the information set forth therein for the year ended December 31, 2002 when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As described in Note 1, during 2002 the Company ceased amortizing its indefinite lived intangible assets.

/s/ PricewaterhouseCoopers LLP

Miami, Florida

March 27, 2003, except for Note 2 and the first paragraph of Note 11, which appear in the financial statements included in the Company's Form 10-K for the year ended December 31, 2003 and are not presented herein, as to which the date is March 29, 2004

F-6

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
CONSOLIDATED BALANCE SHEETS**

December 31,

2004

2003

(In thousands except  
share data)

<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$	82,047	\$ 97,123
Short-term investments		5,993	12,948
Accounts receivable, net of allowance for doubtful accounts of \$648 and \$1,090, respectively		24,961	24,357
Program rights		38,853	41,659
Amounts due from Crown Media		9,885	13,883
Deposits for programming letters of credit		24,603	
Prepaid expenses and other current assets		3,119	4,406
<b>Total current assets</b>		<b>189,461</b>	<b>194,376</b>
Property and equipment, net		103,526	120,841
Intangible assets:			
FCC license intangible assets		843,462	843,140
Other intangible assets, net		40,448	50,814
Program rights, net of current portion		19,581	28,640
Amounts due from Crown Media, net of current portion		1,655	11,540
Investments in broadcast properties		2,205	2,736
Assets held for sale		2,556	7,301
Other assets, net		21,411	24,289
<b>Total assets</b>	<b>\$</b>	<b>1,224,305</b>	<b>\$ 1,283,677</b>

**LIABILITIES, MANDATORILY REDEEMABLE AND CONVERTIBLE PREFERRED STOCK  
AND STOCKHOLDERS DEFICIT**

Current liabilities:			
Accounts payable and accrued liabilities	\$	40,500	\$ 39,303
Accrued interest		16,073	14,875
Current portion of obligations for program rights		18,436	35,382
Current portion of obligations to CBS		17,726	19,556
Current portion of obligations for cable distribution rights		2,896	2,494
Deferred revenue		16,344	15,573
Current portion of senior secured and senior subordinated notes		64	61
<b>Total current liabilities</b>		<b>112,039</b>	<b>127,244</b>
Obligations for program rights, net of current portion		1,703	7,902
Obligations to CBS, net of current portion		9,191	27,704
Obligations for cable distribution rights, net of current portion			283



Edgar Filing: CALAMOS CONVERTIBLE OPPORTUNITIES & INCOME FUND - Form N-2/A

Deferred revenue, net of current portion	6,898	6,898
Deferred income taxes	194,706	175,281
Senior secured and senior subordinated notes, net of current portion	1,004,029	925,547
Mandatorily redeemable preferred stock	471,355	410,739
Other long-term liabilities	10,980	7,857
<b>Total liabilities</b>	<b>1,810,901</b>	<b>1,689,455</b>
Mandatorily redeemable and convertible preferred stock	740,745	684,067
<b>Commitments and contingencies (See Notes to Consolidated Financial Statements)</b>		
Stockholders' deficit:		
Class A common stock, \$0.001 par value; one vote per share; 215,000,000 shares authorized and 60,545,269 and 63,131,125 shares issued and outstanding	61	63
Class B common stock, \$0.001 par value; ten votes per share; 35,000,000 shares authorized and 8,311,639 shares issued and outstanding	8	8
Class C non-voting common stock, \$0.001 par value, 77,500,000 shares authorized, no shares issued and outstanding		
Common stock warrants and call option	66,663	66,663
Additional paid-in capital	542,138	540,377
Deferred stock option compensation	(10,687)	(17,167)
Accumulated deficit	(1,925,524)	(1,679,789)
<b>Total stockholders' deficit</b>	<b>(1,327,341)</b>	<b>(1,089,845)</b>
<b>Total liabilities, mandatorily redeemable and convertible preferred stock and stockholders' deficit</b>	<b>\$ 1,224,305</b>	<b>\$ 1,283,677</b>

The accompanying notes are an integral part of the consolidated financial statements.



Dividends and accretion on redeemable and convertible preferred stock		(57,763)		(70,104)		(110,099)
Net loss attributable to common stockholders	\$	(245,735)	\$	(146,317)	\$	(446,285)
Basic and diluted loss per common share	\$	(3.61)	\$	(2.14)	\$	(6.88)
Weighted average shares outstanding		68,139,205		68,389,640		64,849,068

The accompanying notes are an integral part of the consolidated financial statements.

F-8

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS DEFICIT**

	Common Stock		Common Stock	Warrant and Call	Subscription Notes	Additional Paid-In Capital	Deferred Stock Option Compensation	Accumulated Deficit	Accumulated Other Comprehensive Loss	Stockholder Deficit	Total Comprehensive Loss
Class A	Class B	Option	Receivable	Capital	Compensation	Deficit	Loss	Deficit	Loss		
(In thousands)											
Balance at January 1, 2002											
\$ 56	\$ 8	\$ 68,384	\$ (1,088)	\$ 512,194	\$ (6,537)	\$ (1,087,187)	\$ (1,350)	\$ (515,520)			
Comprehensive loss:											
Net loss											
							(336,186)	(336,186)	\$ (336,186)		
Unrealized loss on interest rate swap											
							(1,796)	(1,796)	(1,796)		
Comprehensive loss										\$ (337,982)	
Deferred stock option compensation											
					(267)	267					
Stock-based compensation											
							3,810	3,810			
Stock options exercised											
1					1,182	1,183					
Interest on stock subscription notes receivable											
							(489)	(489)			
Reserve on stock subscription											
							830	830			

notes										
receivable										
Dividends										
on										
redeemable										
and										
convertible										
preferred										
stock							(88,373)		(88,373)	
Accretion										
on										
redeemable										
preferred										
stock							(21,726)		(21,726)	
Balance										
at										
December 31,										
2002	57	8	68,384	(747)	513,109	(2,460)	(1,533,472)	(3,146)	(958,267)	
Comprehensive										
loss:										
Net										
loss							(76,213)		(76,213)	\$ (76,213)
Unrealized										
gain on										
interest										
rate										
swap								3,146	3,146	3,146
Comprehensive										
loss										\$ (73,067)
Deferred										
stock										
option										
compensation					27,314	(27,314)				
Stock-based										
compensation						12,607			12,607	
Stock										
options										
exercised	6				568				574	
Expiration										
of										
common										
stock										
warrants			(1,721)		1,721					
Payment					(2,335)				(2,335)	
of										
employee										
withholding										
taxes										

on exercise of common stock options								
Reduction of stock subscription notes receivable			747					747
Dividends on redeemable and convertible preferred stock						(69,009)		(69,009)
Accretion on redeemable preferred stock						(1,095)		(1,095)
Balance at December 31, 2003	63	8	66,663	540,377	(17,167)	(1,679,789)		(1,089,845)
Comprehensive loss:								
Net loss						(187,972)		(187,972) \$ (187,972)
Comprehensive loss								\$ (187,972)
Deferred stock option compensation				1,756	(1,756)			
Stock-based compensation					8,236			8,236
Restricted stock exchanged for options	(3)			3				
Stock options exercised	1			2				3

Dividends on redeemable and convertible preferred stock					(56,175)		(56,175)		
Accretion on redeemable preferred stock					(1,588)		(1,588)		
Balance at December 31, 2004	\$ 61	\$ 8	\$ 66,663	\$	\$ 542,138	\$ (10,687)	\$ (1,925,524)	\$	\$ (1,327,341)

The accompanying notes are an integral part of the consolidated financial statements.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS**

**For the Years Ended December 31,**

**2004                      2003                      2002**

**(In thousands)**

<b>Cash flows from operating activities:</b>			
Net loss	\$ (187,972)	\$ (76,213)	\$ (336,186)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:			
Depreciation and amortization	43,664	42,983	58,529
Stock-based compensation	8,501	12,766	3,810
Loss on extinguishment of debt	6,286		17,552
Restructuring (credits) charges	(5)	48	486
Program rights amortization	53,616	51,082	77,980
Adjustment of programming to net realizable value	4,645	1,066	41,270
Payments for cable distribution rights	(123)	(4,347)	(9,286)
Non-cash barter revenue	(129)	(66)	(659)
Program rights payments and deposits	(67,682)	(34,239)	(116,243)
Provision for doubtful accounts	155	(418)	(126)
Deferred income tax provision	19,425	6,670	168,611
Reserve on stock subscription notes receivable	(407)	(240)	830
Gain on sale or disposal of broadcast and other assets, net	(4,836)	(51,589)	(22,906)
Equity in income of unconsolidated investment		(80)	(460)
Dividends and accretion on 14 <sup>1</sup> / <sub>4</sub> % mandatorily redeemable preferred stock	60,616	27,539	
Accretion on senior subordinated discount notes	49,172	43,660	37,480
Gain on modification of program rights obligations	(1,481)	(2,103)	(1,520)
Business interruption insurance			(1,697)
Changes in assets and liabilities:			
(Increase) decrease in accounts receivable	(1,834)	9,697	1,418
Decrease in amounts due from Crown Media	13,883	4,404	3,221
Decrease (increase) in prepaid expenses and other current assets	975	(1,450)	354
Decrease in other assets	6,514	5,931	7,842
Increase in accounts payable and accrued liabilities	4,963	5,210	4,809
Increase (decrease) in accrued interest	1,198	254	(599)
Decrease in obligations to CBS	(18,861)	(7,649)	(9,938)
Net cash (used in) provided by operating activities	(9,717)	32,916	(75,428)
<b>Cash flows from investing activities:</b>			
Decrease (increase) in short-term investments	6,955	4,125	(4,923)
Deposits for programming letters of credit	(24,603)		
Acquisitions of broadcasting properties			(265)



Edgar Filing: CALAMOS CONVERTIBLE OPPORTUNITIES & INCOME FUND - Form N-2/A

Increase in investments in broadcast properties		(24)	
Purchases of property and equipment	(15,845)	(26,732)	(31,177)
Proceeds from sales of broadcast assets	9,988	83,332	26,647
Proceeds from sale of broadcast towers and property and equipment	28	360	143
Proceeds from insurance recoveries			2,722
Other	(170)	(132)	(836)
Net cash (used in) provided by investing activities	(23,647)	60,929	(7,689)
Cash flows from financing activities:			
Borrowings of long-term debt	365,000	2,000	336,338
Repayments of long-term debt	(335,687)	(20,152)	(2,898)
Redemption of 12 <sup>1</sup> / <sub>2</sub> % exchange debentures			(284,410)
Payment of loan origination costs	(11,441)	(2,259)	(10,886)
Debt extinguishment premium and costs			(14,302)
Payments of employee withholding taxes on exercise of common stock options		(2,335)	
Proceeds from exercise of common stock options, net	3	115	1,182
Repayment of stock subscription notes receivable	413	144	
Net cash provided by (used in) financing activities	18,288	(22,487)	25,024
(Decrease) increase in cash and cash equivalents	(15,076)	71,358	(58,093)
Cash and cash equivalents, beginning of year	97,123	25,765	83,858
Cash and cash equivalents, end of year	\$ 82,047	\$ 97,123	\$ 25,765

The accompanying notes are an integral part of the consolidated financial statements.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. NATURE OF THE BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

Paxson Communications Corporation (the Company), a Delaware corporation, was organized in 1993. The Company owns and operates television stations nationwide, and on August 31, 1998, launched PAX TV. PAX TV is the brand name for the programming that the Company broadcasts through its owned, operated and affiliated television stations, and through certain cable television system owners and satellite television providers.

The Company's business operations presently do not provide sufficient cash flow to support its debt service and preferred stock dividend requirements. In September 2002, the Company engaged Bear, Stearns & Co. Inc. and in August 2003 the Company engaged Citigroup Global Markets Inc. to act as the Company's financial advisors to assess the Company's business plan, capital structure and future capital needs and to explore strategic alternatives for the Company. The Company terminated these engagements in March 2005 as no viable strategic transactions had been developed on terms that the Company believed would be in the best interest of the Company's stockholders. While the Company continues to consider strategic alternatives that may arise, which may include the sale of all or part of the Company's assets, finding a strategic partner who would provide the financial resources to enable the Company to redeem, restructure or refinance the Company's debt and preferred stock, or finding a third party to acquire the Company through a merger or other business combination or through a purchase of the Company's equity securities, the Company's principal efforts are focused on improving core business operations and increasing cash flow (see Note 15).

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant inter-company balances and transactions have been eliminated.

**Cash and Cash Equivalents**

Cash and cash equivalents include highly liquid investments with original maturities of three months or less and are stated at cost.

**Short-Term Investments**

Short-term investments consist of marketable government securities with original maturities of one year or less. All short-term investments are classified as trading and are recorded at fair value based upon quoted market prices.

**Accounts Receivable**

The Company carries accounts receivable at the amount it believes to be collectible. Accordingly, the Company provides allowances for accounts receivable it believes to be uncollectible based on management's best estimates. The amounts of accounts receivable that ultimately become uncollectible could vary significantly from the Company's estimates.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Property and Equipment**

Purchases of property and equipment, including additions and improvements and expenditures for repairs and maintenance that significantly add to productivity or extend the economic lives of assets, are capitalized at cost and depreciated using the straight line method over their estimated useful lives as follows (see Note 5):

Broadcasting towers and equipment	4-30 years
Office furniture and equipment	5-10 years
Buildings and leasehold improvements	7-40 years
Aircraft, vehicles and other	5 years

Leasehold improvements are depreciated using the straight-line method over the shorter of the lease term or the estimated useful life of the related asset. Maintenance, repairs, and minor replacements are charged to expense as incurred.

**Intangible Assets**

The Company adopted Statement of Financial Accounting Standards ( SFAS ) No. 142, Goodwill and Other Intangible Assets ( SFAS 142 ) effective January 1, 2002. SFAS No. 142 addresses financial accounting and reporting for acquired goodwill and other intangible assets. Under SFAS No. 142, goodwill and intangible assets that have indefinite lives are not amortized but rather are tested at least annually for impairment. Intangible assets that have finite useful lives continue to be amortized over their estimated useful lives. Under SFAS No. 142, the Company no longer amortizes its FCC license intangible assets (which the Company believes have an indefinite life). Under previous accounting standards, these assets were being amortized over 25 years. The Company tests its FCC license intangible assets for impairment by comparing the estimated fair value of these assets, based upon an independent appraisal, with their recorded amounts on an aggregate basis as a single unit of accounting since the Company operates PAX TV as a single asset, a consolidated distribution platform. No FCC license intangible asset impairment loss was recognized upon adoption. However, due to the deferred tax consequences of SFAS No. 142, the Company was required to increase its deferred tax asset valuation allowance in 2002. In addition, the Company tested its FCC license intangible assets for impairment as of December 31, 2004 and 2003 by comparing the estimated fair value of these assets, based upon an independent appraisal, with their recorded amount. No impairment charge was required as a result of this testing.

Intangible assets that have finite useful lives continue to be amortized over their estimated useful lives and primarily consist of cable and satellite distribution rights which are amortized on a straight-line basis over the terms of the related contracts, which terms are generally ten years (see Note 6). In 1998, the Company began entering into cable and satellite distribution agreements for periods generally up to ten years in markets where the Company does not own a television station. Certain of these distribution agreements also provided the Company with some level of promotional advertising to be run at the discretion of the distributor, primarily during the first few years to support the launch of the Company's PAX TV network on the cable systems. The Company had been amortizing these assets on an accelerated basis in order to give effect to the advertising component included in certain of these agreements. In 2003, the Company determined that it had previously over-amortized certain of these assets and recorded a \$6.9 million reduction of its amortization expense, resulting in a corresponding increase in intangible assets. The remaining unamortized costs, which were being amortized over seven years, are being amortized over the remaining contractual life of the agreements.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Program Rights**

The Company's programming consists of both originally developed programs and syndicated programs that have previously aired on other networks. The Company generally has unlimited exclusive domestic broadcast rights for its original programs. For syndicated programs, the Company licenses the exclusive domestic distribution rights for a fixed cost over the license term. Program rights are carried at the lower of unamortized cost or estimated net realizable value. Program rights and the related liabilities are recorded at the contractual amounts when the programming is available to air. Original programming generally is amortized on a straight line or accelerated method over three to four years based on expected usage. Syndicated programming rights are amortized over the licensing agreement term using the greater of the straight line per run or straight line over the license term method. The estimated costs of programming which will be amortized during the next year are included in current assets; program rights obligations which become due within the next year are included in current liabilities.

The Company periodically evaluates the net realizable value of its program rights based on anticipated future usage of programming and the anticipated future ratings and related advertising revenue to be generated on a daypart basis. The Company also evaluates whether future revenues will be sufficient to recover the cost of programs the Company is committed to purchase in the future and, if estimated future revenues are insufficient, the Company accrues a loss related to its programming commitments. For the years ended December 31, 2004, 2003 and 2002, the Company recorded charges of approximately \$4.6 million, \$1.1 million and \$41.3 million, respectively, related to the write-down of program rights to their estimated net realizable value and losses on programming commitments.

**Cable and Satellite Distribution Rights**

As discussed above, the Company has entered into agreements with cable and satellite distributors for carriage on their systems.

The Company generally enters into agreements with cable distributors in markets not currently served by a Company owned television station. The Company pays fees based on the number of cable television subscribers reached and in certain instances provides a specified amount of airtime per hour or per week in which the distributor may sell local advertising. Obligations for cable distribution rights which will be paid within the next year are included in current liabilities. The Company has also entered into agreements with cable system operators to improve channel positioning on certain cable systems. Amounts paid for channel improvement with a stipulated termination date are amortized over the term of the agreement using the straight-line method. Amounts paid for channel improvement with no stipulated termination date are amortized on a straight-line basis over a maximum life of ten years. As of December 31, 2004, obligations for cable distribution rights require collective payments by the Company of approximately \$2.9 million in 2005.

The agreements with certain satellite distributors provide for payment in advertising credits, to be determined at the prevailing market rate at the time of placement. Deferred revenue from the advertising credits provided is recognized as advertising revenue when advertising credits are utilized. An estimate of the advertising credit that will be utilized within the next year is included in deferred revenues as a current liability in the accompanying consolidated balance sheets and amounted to \$7.5 million as of December 31, 2004 and 2003. An estimate of the advertising credit that will be utilized beyond December 31, 2005 and 2004 is included in deferred revenues as a long-term liability in the accompanying consolidated balance sheets and amounted to \$6.9 million as of December 31, 2004 and 2003. Additionally, these agreements provide a specified amount of time per week in which the distributor may sell advertising time.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Investments in Broadcast Properties**

Investments in broadcast properties represent options held by the Company to purchase certain television broadcasting stations. In connection with these option agreements, the Company has obtained the right to provide programming to the related stations pursuant to time brokerage agreements ( TBAs ) and has options to purchase certain of the related station assets and FCC licenses at various amounts and terms (see Note 15).

Included in depreciation and amortization in the years ended December 31, 2004 and 2003, respectively, is a \$0.5 million and \$5.4 million impairment charge recorded in connection with a purchase option on a television station. The \$5.4 million impairment recorded in 2003 existed in periods prior to the year ended December 31, 2003.

**Long-Lived Assets**

Effective January 1, 2002, the Company adopted SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets . SFAS No. 144 supersedes SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed Of and Accounting Principles Board Opinion ( APB ) No. 30, Reporting the Results of Operations Reporting the Effects of the Disposal of a Segment Business and Extraordinary, Unusual and Infrequently Occurring Events and Transactions. SFAS No. 144 establishes a single accounting model for assets to be disposed of by sale whether previously held and used or newly acquired. SFAS No. 144 retains the provisions of APB No. 30 for presentation of discontinued operations in the income statement, but broadens the presentation to include a component of an entity. The adoption of SFAS No. 144 did not have a material impact on the Company s consolidated financial position, results of operations or cash flows.

The Company reviews long-lived assets and reserves for impairment whenever events or changes in circumstances indicate that, based on estimated undiscounted future cash flows, the carrying amount of the assets may not be fully recoverable. If the Company s analysis indicates that a possible impairment exists, the Company is required to then estimate the fair value of the asset determined either by third party appraisal or estimated discounted future cash flows. It is possible that the estimated life of certain long-lived assets will be reduced significantly in the near term due to the anticipated industry migration from analog to digital broadcasting. If and when the Company becomes aware of such a reduction of useful lives, depreciation expense will be adjusted prospectively to ensure assets are fully depreciated upon migration.

The Company classifies assets as held for sale following criteria established in SFAS No. 144, including when, in the opinion of management, the sale of the asset is probable of completion within one year. Assets held for sale are recorded at the lower of their carrying amount or fair value less cost to sell. The Company does not depreciate assets while they are classified as held for sale. The results of operations of assets held for sale are not classified as discontinued operations since they are not considered a component under SFAS No. 144.

**Derivative Financial Instruments**

The Company s derivative financial instruments (including certain derivative instruments embedded in other contracts) are recorded on the balance sheet as either an asset or a liability measured at fair value. Changes in the derivative instruments fair value are recognized in earnings unless specific hedge accounting criteria are met. Special accounting for qualifying hedges allows a derivative instrument s gains and losses to offset related results on the hedged item in the statement of operations, to the extent effective, and requires that the Company must formally document, designate, and assess the effectiveness of transactions that receive hedge accounting.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

As described in Note 9, the Company utilized an interest rate swap to manage the impact of interest rate changes on the Company's previously existing senior credit facility. The interest rate swap matured on October 15, 2003 and was not renewed. Under the interest rate swap, the Company agreed with the other party to exchange, at specified intervals, the difference between fixed-rate and floating-rate interest amounts calculated by reference to an agreed notional principal amount. Income or expense under these instruments was recorded on an accrual basis as an adjustment to the yield of the underlying exposures over the periods covered by the contracts. The Company has accounted for the swap as a cash flow hedge pursuant to SFAS No. 133 Accounting for Derivative Instruments and Hedging Activities, as amended, with changes in the fair value included as a component of other comprehensive loss.

Other comprehensive gain (loss) represents the unrealized gain (loss) on the Company's interest rate swap accounted for as a cash flow hedge totaling approximately \$3.1 million and (\$1.8) million for the years ended December 31, 2003 and 2002, respectively. No income tax benefit has been recorded related to these losses due to uncertainty regarding realization of the Company's deferred tax assets.

**Revenue Recognition**

Revenue is recognized as commercial spots or long form programming are aired and, for the majority of network commercial spots only, as ratings guarantees to advertisers are achieved. As of December 31, 2004 and 2003, included in deferred revenues as a current liability in the accompanying consolidated balance sheets is approximately \$5.2 million and \$4.5 million, respectively, related to ratings guarantee shortfalls.

**Advertising Costs**

Advertising costs are expensed as incurred. For the years ended December 31, 2004, 2003 and 2002, advertising expenses amounted to \$12.2 million, \$8.4 million and \$8.6 million, respectively, and are included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

**Time Brokerage Agreements**

The Company operates certain stations under TBAs, whereby the Company has agreed to provide the station with programming and sells and retains all advertising revenue during such programming. The broadcast station licensee retains responsibility for ultimate control of the station in accordance with FCC policies. The Company pays a fixed fee to the station owner as well as certain expenses of the station and performs other functions. The financial results of TBA operated stations are included in the Company's statements of operations from the date of commencement of the TBA.

**Stock-Based Compensation**

Employee stock options are accounted for using the intrinsic value method. Stock-based compensation to non-employees is accounted for using the fair value method. When options are granted to employees, a non-cash charge representing the difference between the exercise price and the quoted market price of the common stock underlying the vested options on the date of grant is recorded as stock-based compensation expense with the balance deferred and amortized over the remaining vesting period.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Had compensation expense for employee stock options granted been determined using the fair value method the Company's net loss and net loss per share would have been as follows (in thousands except per share data):

	<b>Years Ended December 31,</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
Net loss attributable to common stockholders	\$ (245,735)	\$ (146,317)	\$ (446,285)
Add: Stock-based compensation expense determined under the intrinsic value method and included in reported net loss	8,501	12,766	3,810
Deduct: Total stock-based compensation expense determined under the fair value method	(8,632)	(15,079)	(7,317)
Pro forma net loss attributable to common stockholders	\$ (245,866)	\$ (148,630)	\$ (449,792)
<b>Basic and diluted net loss per share:</b>			
As reported	\$ (3.61)	\$ (2.14)	\$ (6.88)
Pro forma	(3.61)	(2.17)	(6.94)

The fair value of each option grant was estimated on the date of grant using the Black Scholes option pricing model assuming, for 2002, 2003, and 2004, respectively, a dividend yield of zero for all years; expected volatility of 70%, 78% to 79%, and 72% to 74%; risk free rate of return of 2.7% to 4.5%, 2.8% to 3.4%, and 2.6% to 3.9%; and expected lives of 1.5 to 6 years, 1 day, and 1 day.

**Income and Other Taxes**

The Company records deferred income taxes using the liability method. Under the liability method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement and income tax bases of the Company's assets and liabilities.

An allowance is recorded, based upon currently available information, when it is more likely than not that any or all of a deferred tax asset will not be realized. The Company's income tax provision consists of taxes currently payable, if any, and the change during the year of deferred tax assets and liabilities.

As previously described, upon adoption of SFAS No. 142 on January 1, 2002, the Company no longer amortizes its FCC license intangible assets. Under previous accounting standards, these assets were being amortized over 25 years. Although the provisions of SFAS No. 142 stipulate that indefinite-lived intangible assets are not amortized, the Company is required under SFAS No. 109, Accounting for Income Taxes, to recognize deferred tax liabilities and assets for temporary differences related to its FCC license intangible assets and the tax-deductible portion of these assets. Prior to adopting SFAS No. 142, the Company considered its deferred tax liabilities related to its FCC license intangible assets as a source of future taxable income in assessing the realization of its deferred tax assets. Because indefinite-lived intangible assets are no longer amortized for financial reporting purposes under SFAS No. 142, the related deferred tax liabilities will not reverse until some indeterminate future period should FCC license intangible assets become impaired or be disposed of. Therefore, the reversal of deferred tax liabilities related to the FCC license intangible assets is no longer considered a source of future taxable income in assessing the realization of deferred tax assets. As a result of this accounting change, the Company was required to record an increase in its deferred tax asset valuation allowance resulting in a deferred tax liability of \$168.6 million during the year ended December 31, 2002. In addition, the Company will continue to record increases in its valuation allowance in future periods based on increases in the deferred tax liabilities and assets for temporary differences related to FCC license intangible assets.





**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In 2004 and 2003, the Company recorded a reserve for state taxes (not based on income) of \$0.7 million and \$3.1 million, respectively, resulting in a corresponding increase in accounts payable and accrued liabilities, in connection with a tax liability related to certain states in which the Company has operations. The 2003 charge included an amount for periods prior to 2003.

Additionally, in 2004 the Company determined that it had not recorded certain state taxes for purchases in jurisdictions in which the Company has operations. The Company has determined the amount of taxes due to be \$2.2 million, which resulted in an increase to property and equipment in the amount of \$1.4 million and an increase to selling, general and administrative expenses in the amount of \$0.8 million. A significant portion of the state taxes recorded in 2004 pertain to periods prior to 2004. The majority of these taxes are delinquent. Because the amount is not material, however, the Company does not anticipate that it will be required to pay any significant interest or penalties.

**Per Share Data**

Basic and diluted loss per share was computed by dividing the net loss less dividends and accretion on redeemable and convertible preferred stock by the weighted average number of common shares outstanding during the period. The effect of stock options and warrants is antidilutive. Accordingly, basic and diluted loss per share is the same for all periods presented.

The following securities, which could potentially dilute earnings per share in the future, were not included in the computation of loss per share, because to do so would have been antidilutive (in thousands):

	2004	2003	2002
Stock options outstanding	5,859	3,129	11,426
Class A common stock warrants and restricted Class A common stock outstanding	32,321	32,032	32,428
Class A common stock reserved for issuance under convertible securities	40,712	39,903	39,167
	78,892	75,064	83,021

In June 2003, warrants to purchase 240,000 shares of Class A common stock issued in connection with the issuance of the 9<sup>3</sup>/<sub>4</sub>% Series A Convertible Preferred Stock in June 1998 and warrants to purchase 155,500 shares of Class A common stock issued to an affiliate of a former member of the Company's board of directors, which were valued upon issuance at approximately \$1.7 million, expired unexercised.

**Use of Estimates**

The preparation of financial statements in accordance with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**New Accounting Pronouncements**

In December 2004, the FASB issued SFAS No. 123 (revised 2004), Share-Based Payment ( SFAS No. 123R ), which is a revision of SFAS No. 123, Accounting for Stock-Based Compensation . SFAS No. 123R supercedes APB Opinion No. 25, Accounting for stock Issued to Employees , and amends SFAS No. 95, Statement of Cash Flows . Generally, the approach to accounting for share-based payments in SFAS No. 123R is similar to the approach described in SFAS No. 123. However, SFAS No. 123R requires



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based upon their fair values (i.e., pro forma footnote disclosure is no longer an alternative to financial statement recognition). SFAS No. 123R is effective for public entities at the beginning of the first interim or annual period beginning after June 15, 2005. The Company does not expect the adoption of SFAS No. 123R to have a significant impact on its financial position, results of operations or cash flows.

In October 2004, the FASB ratified Emerging Issues Task Force ( EITF ) 04-8, Accounting Issues related to Certain Features of Contingently Convertible Debt and the Effect on Diluted Earnings Per Share. The new rules require companies to include shares issuable upon conversion of contingently convertible debt in their diluted earnings per share calculations regardless of whether the debt has a market price trigger that is above the current fair market value of the company's common stock that makes the debt currently not convertible. The new rules are effective for reporting periods ending on or after December 15, 2004. The Company does not have any convertible debt and, therefore, EITF 04-8 will not have any impact on the Company's financial position, results of operations or cash flows.

In December 2004, the FASB issued SFAS No. 153, Exchanges of Non-monetary Assets, which amends a portion of the guidance in Accounting Principles Board Opinion ( APB ) No. 29, Accounting for Non-monetary Transactions. Both SFAS No. 153 and APB No. 29 require that exchanges of non-monetary assets should be measured based on fair value of the assets exchanged. APB No. 29, allowed for non-monetary exchanges of similar productive assets. SFAS No. 153 eliminates that exception and replaces it with a general exception for exchanges of non-monetary assets that do not have commercial substance. A non-monetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. SFAS No. 153 is effective for non-monetary assets exchanges occurring in fiscal periods beginning after June 15, 2005. Any non-monetary asset exchanges will be accounted for under SFAS No. 153. The Company does not expect SFAS No. 153 to have a material impact on the Company's financial position, results of operations or cash flows.

In December 2003, the FASB issued FASB Interpretation No. 46 (revised December 2003) Consolidation of Variable Interest Entities, an Interpretation of Accounting Research Bulletin (ARB) No. 51 ( FIN 46 ). FIN 46 clarifies the application of ARB No. 51 to certain entities in which the equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. Application of FIN 46 is required in financial statements of public entities that have interests in variable interest entities or potential variable interest entities commonly referred to as special-purpose entities for periods ending after December 15, 2003. Application by public entities for all other types of entities is required in financial statements for periods ending after March 15, 2004. The adoption of FIN 46 did not have any impact on the Company's financial position, results of operations or cash flows.

## 2. NBC TRANSACTIONS

Effective September 15, 1999 (the Issue Date ), the Company entered into an Investment Agreement (the Investment Agreement ) with National Broadcasting Company, Inc. ( NBC ), pursuant to which NBC purchased shares of convertible exchangeable preferred stock (the Series B preferred stock ), and common stock purchase warrants from the Company for an aggregate purchase price of \$415 million. Further, Mr. Paxson, the majority stockholder of the Company, and certain entities controlled by Mr. Paxson granted NBC the right (the Call Right ) to purchase all (but not less than all) 8,311,639 shares of Class B Common Stock of the Company beneficially owned by Mr. Paxson.

The common stock purchase warrants issued to NBC consist of a warrant to purchase up to 13,065,507 shares of Class A Common Stock at an exercise price of \$12.60 per share ( Warrant A ) and a warrant to purchase up to 18,966,620 shares of Class A Common Stock ( Warrant B ) at an exercise price equal to the average of the closing sale prices of the Class A Common Stock for the 45 consecutive trading

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

days ending on the trading day immediately preceding the warrant exercise date (provided that such price shall not be more than 17.5% higher or 17.5% lower than the six month trailing average closing sale price). The Warrants are exercisable through September 2009 subject to certain conditions and limitations.

The Call Right has a per share exercise price equal to the higher of (i) the average of the closing sale prices of the Class A Common Stock for the 45 consecutive trading days ending on the trading day immediately preceding the exercise of the Call Right (provided that such price shall not be more than 17.5% higher or 17.5% lower than the six month trailing average closing sale prices), and (ii) \$20.00. The owners of the shares which are subject to the Call Right may not transfer such shares prior to the sixth anniversary of the Issue Date, and may not convert such shares into any other securities of the Company (including shares of Class A Common Stock). Exercise of the Call Right is subject to compliance with applicable provisions of the Communications Act of 1934, as amended (the

Communications Act ), and the rules and regulations of the FCC. The Call Right may not be exercised until Warrant A and Warrant B have been exercised in full. The Call Right expires on the tenth anniversary of the Issue Date, or prior thereto under certain circumstances.

The Company valued the common stock purchase warrants issued to NBC and the Call Right at \$66.7 million. The Company recorded this value along with transaction costs as a reduction of the face value of the Series B preferred stock. Such discount was accreted as preferred stock dividends through September 2002 using the interest method.

The Investment Agreement requires the Company to obtain the consent of NBC or its permitted transferee with respect to certain corporate actions, as set forth in the Investment Agreement, and grants NBC certain rights with respect to the operations of the Company. NBC was also granted certain demand and piggyback registration rights with respect to the shares of Class A Common Stock issuable upon conversion of the Series B preferred stock (or conversion of any exchange debentures issued in exchange therefor), exercise of the Warrants or conversion of the Class B Common Stock subject to the Call Right.

NBC, the Company, Mr. Paxson and certain entities controlled by Mr. Paxson also entered into a Stockholder Agreement, pursuant to which, if permitted by the Communications Act and FCC rules and regulations, the Company may nominate persons named by NBC for election to the Company's board of directors and Mr. Paxson and his affiliates have agreed to vote their shares of common stock in favor of the election of such persons as directors of the Company. Should no NBC nominee be serving as a member of the Company's board of directors, then NBC may appoint two observers to attend all board meetings. The Stockholder Agreement further provides that the Company shall not, without the prior written consent of NBC, enter into certain agreements or adopt certain plans, as set forth in the Stockholder Agreement, which would be breached or violated upon the acquisition of the Company securities by NBC or its affiliates or would otherwise restrict or impede the ability of NBC or its affiliates to acquire additional shares of capital stock of the Company.

The Company and NBC have entered into a number of agreements affecting the Company's business operations, including an agreement under which NBC provides network sales, marketing and research services for the Company's PAX TV Network, national advertising sales services and Joint Sales Agreements ( JSA ) between the Company's stations and NBC's owned and operated stations serving the same markets. Pursuant to the terms of the JSAs, the NBC stations sell all non-network spot advertising of the Company's stations and receive commission compensation for such sales and the Company's stations may agree to carry one hour per day of the NBC stations syndicated or news programming. Certain Company station operations, including sales operations, are integrated with the corresponding functions of the related NBC station and the Company reimburses NBC for the cost of performing these operations. In March 2004 the Company entered into an agreement with NBC under which NBC consulted with the Company on the development, production and programming of scripted and unscripted television series, games shows and specials for the 2004-2005 broadcast season. The Company committed significant resources to this programming initiative, and the shows the Company developed were targeted largely to a younger audience demographic that is more attractive to

**Table of Contents****PAXSON COMMUNICATIONS CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

advertisers than the audience demographic that has typically viewed the Company's programming. The Company launched those shows on PAX TV at various times during the second half of 2004. To date, this programming initiative has not served to improve materially the Company's audience ratings or advertising revenues. The Company's consulting agreement with NBC has expired and, although the Company continues to fund its remaining commitments to this programming initiative, the Company is not currently planning to invest substantial additional resources in the development of new original entertainment programming. For the years ended December 31, 2004, 2003 and 2002, the Company incurred expenses totaling approximately \$22.2 million, \$20.6 million and \$20.8 million, respectively, for commission compensation and cost reimbursements to NBC.

As further discussed in Note 12, on November 13, 2003, NBC exercised its right under the Investment Agreement to demand that the Company redeem or arrange for a third party to acquire, by payment in cash, all 41,500 outstanding shares of Series B preferred stock held by NBC. The aggregate redemption price payable in respect of such shares, including accrued dividends thereon, was \$600.7 million and \$557.5 million as of December 31, 2004 and 2003, respectively.

**3. RESTRUCTURING**

During the fourth quarter of 2002, the Company adopted a plan to consolidate certain of its operations, reduce personnel and modify its programming schedule in order to significantly reduce the Company's cash operating expenditures. In connection with this plan, the Company recorded a restructuring charge of approximately \$2.6 million in 2002 consisting of \$2.2 million in termination benefits for 95 employees and \$0.4 million for costs associated with exiting leased properties and consolidating certain operations. Through December 31, 2004, the Company has paid \$2.1 million in termination benefits to 94 employees and paid \$0.5 million of lease termination and other costs. The Company accounted for these costs pursuant to the provisions of SFAS No. 146 "Accounting for Costs Associated with Exit or Disposal Activities". SFAS No. 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred, as opposed to when there is a commitment to a restructuring plan as set forth under EITF 94-3 "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity", which was nullified under SFAS No. 146.

In connection with the NBC transactions described in Note 2, the Company entered into JSAs with certain of NBC's owned and operated stations in 1999 and 2000. During the fourth quarter of 2000, the Company approved a plan to restructure its television station operations by entering into JSAs primarily with NBC affiliate stations in each of the Company's remaining non-JSA markets. To date, the Company has entered into JSAs for 45 of its television stations. The Company's restructuring plan included two major components: (1) termination of 226 station sales and administrative employees; and (2) exiting Company studio and sales office leased properties. The Company has substantially completed the JSA restructuring plan.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following summarizes the activity in the Company's restructuring accounts for the years ended December 31, 2004, 2003 and 2002 (in thousands):

	Balance December 31, 2003	Amounts Charged (Credited) to Costs and Expenses	Cash Deductions	Balance December 31, 2004
<b>Corporate Restructuring</b>				
Accrued liabilities:				
Lease and other costs	\$ 51	\$	\$ (51)	\$
Severance	5	(5)		
	\$ 56	\$ (5)	\$ (51)	\$

**JSA Restructuring**

Accrued liabilities:				
Lease costs	\$ 89	\$	\$ (87)	\$ 2

	Balance December 31, 2002	Amounts Charged (Credited) to Costs and Expenses	Cash Deductions	Balance December 31, 2003
<b>Corporate Restructuring</b>				
Accrued liabilities:				
Lease and other costs	\$ 262	\$ 115	\$ (326)	\$ 51
Severance	732	(67)	(660)	5
	\$ 994	\$ 48	\$ (986)	\$ 56

**JSA Restructuring**

Accrued liabilities:				
Lease costs	\$ 528	\$	\$ (439)	\$ 89

Balance	Amounts Charged (Credited) to Costs	Cash	Balance
---------	--	------	---------

	December 31, 2001	and Expenses	Deductions	December 31, 2002
<b>Corporate Restructuring</b>				
Accrued liabilities:				
Lease and other costs	\$	\$ 422	\$ (160)	\$ 262
Severance		2,218	(1,486)	732
	\$	\$ 2,640	\$ (1,646)	\$ 994
<b>JSA Restructuring</b>				
Accrued liabilities:				
Lease costs	\$ 1,717	\$ (194)	\$ (995)	\$ 528
Severance	382	(273)	(109)	
	\$ 2,099	\$ (467)	\$ (1,104)	\$ 528

F-21

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**4. CERTAIN TRANSACTIONS WITH RELATED AND OTHER PARTIES**

In addition to the transactions with NBC described in Note 2, the Company has entered into certain operating and financing transactions with related and other parties as described below.

**DP Media, Inc.**

In June 2000, the Company completed the acquisition of DP Media, Inc. (DP Media) for aggregate consideration of \$113.5 million, \$106.0 million of which had previously been advanced by the Company during 1999. DP Media was beneficially owned by family members of Mr. Paxson, the majority stockholder of the Company. DP Media's assets included a 32% equity interest in a limited liability company controlled by the former stockholders of DP Media, which owns television station WWDP in Norwell, Massachusetts. In April 2003, the owners of WWDP sold WWDP to Valuevision Media Acquisition, Inc. for a purchase price of \$32.5 million. The proceeds to the Company of \$13.8 million resulted in a pre-tax gain of approximately \$9.9 million. See Note 8.

**The Christian Network, Inc.**

The Company has entered into several agreements with The Christian Network, Inc. and certain of its for profit subsidiaries (individually and collectively referred to herein as CNI). CNI is a section 501(c)(3) not-for-profit corporation to which Mr. Paxson, the majority stockholder of the Company, has been a substantial contributor and of which he was a member of the Board of Stewards through 1993.

*CNI Master Agreement.* In connection with the NBC transactions described elsewhere herein, in September 1999 the Company entered into a Master Agreement for Overnight Programming, Use of Digital Capacity and Public Interest Programming with CNI, pursuant to which the Company granted CNI, for a term of 50 years (with automatic ten year renewals, subject to certain limited conditions), certain rights to continue broadcasting CNI's programming on Company stations during the hours of 1:00 a.m. to 6:00 a.m. When digital programming begins, the Company will make a digital channel available for CNI's use for 24 hour CNI digital programming.

*License Agreement.* The Company and CNI entered into a three year agreement in March 1999 under which the Company paid license fees to CNI to broadcast CNI's religious programming. The license agreement expired in May 2002 without being renewed. During the year ended December 31, 2002, the Company paid approximately \$93,000 in license fees in connection with this agreement.

*CNI Tax Indemnification Agreement.* The Company and CNI entered into an agreement in May 1994 (the CNI Agreement) under which the Company agreed that, if the tax exempt status of CNI were jeopardized by virtue of its relationships with the Company and its subsidiaries, the Company would take certain actions to ensure that CNI's tax exempt status would no longer be so jeopardized. Such steps could include, but not be limited to, rescission of one or more transactions or payment of additional funds by the Company. If the Company's activities with CNI are consistent with the terms governing their relationship, the Company believes that it will not be required to take any actions under the CNI Agreement. However, there can be no assurance that the Company will not be required to take any actions under the CNI Agreement at a material cost to the Company.

*Network Operations Center.* During the third quarter of 2004, the Company purchased the television production and distribution facility that it had previously leased from CNI, for an aggregate purchase price of approximately \$1.7 million. Mr. Paxson had personally guaranteed the mortgage debt incurred by CNI in 1994 in connection with its acquisition of this facility. This debt was repaid from proceeds of the Company's acquisition of the Facility. The Company utilizes this facility primarily as its network operations center and originates the PAX TV network signal from this location. For the years ended December 31, 2004, 2003 and 2002, the Company incurred lease expense in connection with the lease of this facility in the amount of



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

\$147,000, \$212,000 and \$209,000, respectively. In addition, the Company provided satellite uplink and assembly services at no cost to CNI pursuant to the lease agreement. The Company and CNI are currently negotiating a fee arrangement for the satellite and assembly services being provided to CNI by the Company.

**Loans**

During December 1996, the Company extended loans to members of its management to finance their purchase of shares of Class A Common Stock in the open market. The loans are full recourse promissory notes bearing interest at 5.75% per annum and are collateralized by a pledge of the shares of Class A Common Stock purchased with the loan proceeds. As of December 31, 2004 and 2003, the outstanding balances on such loans amounted to \$0.3 million and \$0.7 million, respectively. These loans are past their payment terms and, therefore, have been fully reserved.

**5. PROPERTY AND EQUIPMENT:**

Property and equipment consist of the following as of December 31, (in thousands):

	2004	2003
Broadcasting towers and equipment	\$ 233,235	\$ 245,492
Office furniture and equipment	16,834	19,031
Buildings and leasehold improvements	22,622	16,963
Land and improvements	1,232	667
Aircraft, vehicles and other	3,945	3,959
	277,868	286,112
Accumulated depreciation and amortization	(174,342)	(165,271)
Property and equipment, net	\$ 103,526	\$ 120,841

Depreciation and amortization expense related to property and equipment aggregated approximately \$32.6 million, \$34.1 million and \$33.3 million for the years ended December 31, 2004, 2003 and 2002, respectively. During the fourth quarter of 2004, the Company recorded additional amortization expense of \$1.7 million for certain leasehold improvements to adjust their amortization period to the shorter of their useful lives or the lease term. Approximately \$1.6 million pertained to periods prior to 2004.

As described in Note 9, the Company's senior secured floating rate notes are secured by substantially all of the assets of the Company, including property and equipment.

**6. INTANGIBLE ASSETS**

Intangible assets consist of the following as of December 31, (in thousands):

	2004		2003	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortizable intangible assets:				
Cable and satellite distribution rights	\$ 127,793	\$ (87,740)	\$ 128,810	\$ (78,957)
Other	5,025	(4,630)	5,025	(4,064)
Indefinite lived intangible asset:				

FCC licenses	843,462		843,140	
	\$ 976,280	\$ (92,370)	\$ 976,975	\$ (83,021)

F-23

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Amortization expense related to intangible assets aggregated \$10.6 million, \$8.9 million and \$19.2 million for the years ended December 31, 2004, 2003 and 2002, respectively.

Estimated future amortization expense is as follows for the periods indicated (in thousands):

2005	\$ 9,956
2006	9,832
2007	9,557
2008	7,044
2009	1,195
Thereafter	2,864
	\$ 40,448

**7. PROGRAM RIGHTS**

Program rights consist of the following as of December 31, (in thousands):

	2004	2003
Program rights	\$ 208,055	\$ 371,146
Accumulated amortization	(149,621)	(300,847)
	58,434	70,299
Less: current portion	(38,853)	(41,659)
Program rights, net	\$ 19,581	\$ 28,640

Program rights amortization expense amounted to \$53.6 million, \$51.1 million and \$78.0 million for the years ended December 31, 2004, 2003 and 2002, respectively.

As of December 31, 2004, the Company's programming contracts require collective payments by the Company of approximately \$45.5 million as follows (in thousands):

	Obligations for Program Rights	Program Rights Commitments	Total
2005	\$ 18,436	\$ 25,340	\$ 43,776
2006	1,703		1,703
	\$ 20,139	\$ 25,340	\$ 45,479

In 2004 and 2003, the Company recognized a charge of \$4.6 million and \$1.1 million, respectively, to reduce certain programming rights to their net realizable value. This charge resulted from a change in the estimated future

advertising revenues expected to be generated by certain programming as a result of a change in expected usage of such programming.

In January 2003, the Company modified its programming schedule by replacing 26.5 hours per week of entertainment programming with long form paid programming. As a result of this change, the Company decided not to air certain syndicated and original programs. Therefore, the Company revised its estimate of future advertising revenues to be generated related to these programs and recognized a charge of approximately \$38.4 million in the fourth quarter of 2002 related to these programming assets. Additionally, as further described below, in the second quarter of 2002 the Company recorded a \$2.9 million accrued programming loss related to programming commitments for the television series Touched By An Angel ( *Touched* ).

F-24

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On August 1, 2002, the Company entered into agreements with a subsidiary of CBS Broadcasting, Inc. ( CBS ) and Crown Media United States, LLC ( Crown Media ) to sublicense the Company's rights to broadcast *Touched* to Crown Media for exclusive exhibition on the Hallmark Channel. Under the terms of the agreement with Crown Media, the Company is to receive approximately \$47.4 million from Crown Media, \$38.6 million of which is to be paid over a three-year period that commenced August 2002 and the remaining \$8.8 million, for the 2002/2003 season, is to be paid over a three-year period that commenced August 2003. In addition, the agreement with Crown Media provides that Crown Media is obligated to sublicense from the Company future seasons of *Touched* should CBS renew the series. As further described below, CBS did not renew *Touched* for the 2003/2004 season.

Under the terms of the Company's agreement with CBS, the Company remains obligated to CBS for amounts due under its pre-existing license agreement, less estimated programming cost savings of approximately \$15.0 million. As of December 31, 2004 and 2003, the Company's liability to CBS totaled approximately \$26.9 million and \$47.3 million, respectively. The sublicense transaction resulted in a gain of approximately \$4.0 million, which was deferred and is being recorded over the term of the Crown Media agreement (the deferred gain is included in obligations to CBS in the accompanying consolidated balance sheets and amounted to \$0.9 million and \$2.3 million as of December 31, 2004 and 2003, respectively).

The Company has a significant concentration of credit risk with respect to the amounts due from Crown Media under the sublicense agreement. As of December 31, 2004, the maximum amount of loss due to credit risk that the Company would sustain if Crown Media failed to perform under the agreement totaled approximately \$11.5 million, representing the present value of amounts due from Crown Media. Under the terms of the sublicense agreement, the Company has the right to terminate Crown Media's rights to broadcast *Touched* if Crown Media fails to make timely payments under the agreement. Therefore, should Crown Media fail to perform under the agreement, the Company could regain its exclusive rights to broadcast *Touched* on PAX TV pursuant to its existing licensing agreement with CBS.

Under its agreement with CBS, the Company is required to license future seasons of *Touched* if the series is renewed by CBS. Under its sublicense agreement with Crown Media, Crown Media is obligated to sublicense such future seasons from the Company. The Company's financial obligations to CBS for such seasons exceed the sublicense fees to be received from Crown Media. In the second quarter of 2002, upon the decision by CBS to renew *Touched* for the 2002/2003 season, the Company recorded a loss of approximately \$10.7 million. This amount was offset, in part, by a reduction in the Company's loss on the 2001/2002 season of approximately \$7.8 million, resulting in a net accrued programming loss of \$2.9 million. The change in estimate for the 2001/2002 season was due to the sublicensing agreement with Crown Media and a lower number of episodes produced than previously estimated. In 2003, CBS determined that it would not renew *Touched* for the 2003/2004 season and, as a consequence, a loss accrual was not required.

The Company's obligation to CBS for *Touched* will be partially funded through the sublicense fees from Crown Media. As of December 31, 2004, the Company's obligation to CBS and its receivable from Crown Media related to *Touched* are as follows (in thousands):

	Obligations to CBS	Amounts Due from Crown Media	Net Amount
2005	\$ 17,726	\$ (10,439)	\$ 7,287
2006	9,191	(1,711)	7,480
	26,917	(12,150)	14,767
Amount representing interest		610	610

\$	26,917	\$	(11,540)	\$	15,377
----	--------	----	----------	----	--------

F-25

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For the years ended December 31, 2004, 2003 and 2002, the Company recognized as income a portion of the deferred gains related to the sublicense transaction with Crown Media and certain other syndicated programs totaling approximately \$1.5 million, \$2.1 million and \$1.5 million, respectively. These amounts are reflected in gain on modification of program rights obligations in the accompanying consolidated statements of operations.

**8. ASSETS HELD FOR SALE**

The results of operations and the gain or (loss) on sale of assets held for sale are included in the determination of the Company's operating income (loss) from continuing operations in accordance with SFAS No. 144 since these assets do not constitute a component of the Company under SFAS No. 144. The Company generally maintains a geographic presence in the markets where assets have been sold by airing the PAX TV network through cable distribution agreements or the Company's other owned or operated stations in the designated market areas.

Assets held for sale consist of the following as of December 31, (in thousands):

	2004	2003
Intangible assets, net	\$ 315	\$ 3,499
Property and equipment, net	2,241	3,802
	\$ 2,556	\$ 7,301

Included in assets held for sale are certain broadcast towers with a carrying value of \$2.2 million and \$2.7 million as of December 31, 2004 and 2003, respectively, for which the Company is in the process of transferring title and assigning the leases to the buyer.

In May 2004, the Company completed the sale of its television station KPXJ, serving the Shreveport, Louisiana market, for a cash purchase price of \$10.0 million, resulting in a pre-tax gain of approximately \$6.1 million.

In May 2003, the Company completed the sale of the assets of its television station KAPX, serving the Albuquerque, New Mexico market, for a cash purchase price of \$20.0 million resulting in a pre-tax gain of approximately \$12.3 million.

In April 2003, the Company completed the sale of the assets of its television stations WMPX, serving the Portland-Auburn, Maine market, and WPXO, serving the St. Croix, U.S. Virgin Islands market, for an aggregate cash purchase price of \$10.0 million resulting in a pre-tax gain of approximately \$3.1 million.

In April 2003, the Company completed the sale of its limited partnership interest in television station WWDP, serving the Boston, Massachusetts market, for approximately \$13.8 million resulting in a pre-tax gain of approximately \$9.9 million.

In February 2003, the Company completed the sale of the assets of its television station KPXF, serving the Fresno, California market, for a cash purchase price of \$35.0 million resulting in a pre-tax gain of approximately \$26.6 million.

In October 2002, the Company completed the sale of its television station WPXB, serving Merrimack, New Hampshire, to NBC. The Company received cash proceeds of \$26.0 million from the sale and realized a pre-tax gain of approximately \$24.5 million.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**9. SENIOR SECURED AND SENIOR SUBORDINATED NOTES**

Senior secured and senior subordinated notes consists of the following as of December 31, (in thousands):

	2004	2003
Senior Secured Floating Rate Notes due 2010, secured by substantially all of the assets of the Company, interest at LIBOR plus 2.75% (4.82% at December 31, 2004)	\$ 365,000	\$
12 <sup>1</sup> / <sub>4</sub> % Senior Subordinated Discount Notes due 2009	496,263	496,263
10 <sup>3</sup> / <sub>4</sub> % Senior Subordinated Notes, due 2008	200,000	200,000
Senior Credit Facility:		
\$25.0 million revolving line of credit, maturing June 30, 2006, interest at LIBOR plus 3.25% or Base Rate (as defined) plus 2.25% at the Company's option (4.52% at December 31, 2003)		8,000
\$50.0 million Term A loan, maturing December 31, 2005, interest at LIBOR plus 3.25% or Base Rate (as defined) plus 2.25% at the Company's option (4.85% at December 31, 2003), quarterly principal payments that commenced in September 2003		49,750
\$285.0 million Term B loan, maturing June 30, 2006, interest at LIBOR plus 3.25% or Base Rate (as defined) plus 2.25% at the Company's option (4.43% at December 31, 2003), quarterly principal payments that commenced in September 2001		277,875
Other	443	505
	1,061,706	1,032,393
Less: discount on Senior Subordinated Discount Notes	(57,613)	(106,785)
Less: current portion	(64)	(61)
	\$ 1,004,029	\$ 925,547

On January 12, 2004, the Company completed a private offering of \$365 million of senior secured floating rate notes (Senior Secured Notes). The Senior Secured Notes bear interest at the rate of LIBOR plus 2.75% per year and will mature on January 10, 2010. The Senior Secured Notes may be redeemed by the Company at any time at specified redemption prices and are secured by substantially all of the Company's assets. In addition, a substantial portion of the Senior Secured Notes is unconditionally guaranteed, on a joint and several senior secured basis, by all of the Company's subsidiaries. The proceeds from the offering were used to repay in full the outstanding indebtedness under the Company's Senior Credit Facility, pre-fund letters of credit supported by the revolving credit portion of the Company's previously existing Senior Credit Facility and pay fees and expenses incurred in connection with the transaction. The refinancing resulted in a charge in the first quarter of 2004 in the amount of \$6.3 million related to the debt issuance costs associated with the Senior Credit Facility.

During the years ended December 31, 2004 and 2003, respectively, the Company issued letters of credit to support its obligation to pay for certain original programming. As of December 31, 2004, there was approximately \$24.6 million of outstanding letters of credit all of which have been pre-funded by the Company and are reflected as deposits for programming letters of credit in the accompanying consolidated balance sheets. As of December 31, 2003, there were \$16.6 million of outstanding letters of credit supported by the revolving credit portion of the



Company's previously existing Senior Credit Facility. The settlement of such letters of credit generally occurs in the first quarter of the year.

F-27

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In January 2002, the Company completed an offering of senior subordinated discount notes due in 2009 (the 12<sup>1</sup>/<sub>4</sub>% Notes ). Gross proceeds of the offering totaled approximately \$308.3 million and were used to refinance the Company's 12<sup>1</sup>/<sub>2</sub>% exchange debentures due 2006 and to pay costs related to the offering. The 12<sup>1</sup>/<sub>4</sub>% Notes were sold at a discounted price of 62.132% of the principal amount at maturity which represents a yield to maturity of 12<sup>1</sup>/<sub>4</sub>%. Cash interest on the 12<sup>1</sup>/<sub>4</sub>% Notes will be payable semi-annually beginning on July 15, 2006. The 12<sup>1</sup>/<sub>4</sub>% Notes are guaranteed by the Company's subsidiaries. The Company recognized a loss due to the early extinguishment of debt totaling \$17.6 million in the first quarter of 2002 resulting primarily from the redemption premium and the write-off of unamortized debt costs associated with the repayment of the 12<sup>1</sup>/<sub>2</sub>% exchange debentures.

The 12<sup>1</sup>/<sub>4</sub>% Notes are redeemable at the Company's option on or after January 15, 2006 at the redemption prices set forth below (expressed as a percentage of the face value) plus accrued and unpaid interest, if any, to the date of redemption.

**Twelve Month Period Beginning January 15,**

2006	106.125%
2007	103.063%
2008 and thereafter	100.000%

In July 2001, the Company sold \$200.0 million of 10<sup>3</sup>/<sub>4</sub>% Senior Subordinated Notes due 2008 (the 10<sup>3</sup>/<sub>4</sub>% Notes ). Interest on the 10<sup>3</sup>/<sub>4</sub>% notes is payable on January 15 and July 15 of each year. The 10<sup>3</sup>/<sub>4</sub>% Notes are redeemable at the Company's option on or after July 15, 2005 at the redemption prices set forth below (expressed as a percentage of the face value) plus accrued interest to the date of redemption:

**Twelve Month Period Beginning July 15,**

2005	105.375%
2006	102.688%
2007	100.000%

The indentures governing the Senior Secured Notes, the 12<sup>1</sup>/<sub>4</sub>% Notes and the 10<sup>3</sup>/<sub>4</sub>% Notes contain certain covenants which, among other things, limit the Company's ability to incur additional indebtedness, other than refinancing indebtedness, restrict the Company's ability to pay dividends or redeem its outstanding capital stock, restrict the Company's ability to make certain investments or to enter into transactions with affiliates, restrict the Company's ability to incur liens or merge or consolidate with any other person, require the Company to pay all material taxes prior to delinquency, require any asset sales the Company may conduct to comply with certain requirements, including as to the use of asset sale proceeds, restrict the Company's ability to sell interests in its subsidiaries, and require the Company, in the event it experiences a change of control, to make an offer to purchase the notes outstanding under such indentures on specified terms. Events of default under the indentures include the failure to pay interest within 30 days of the due date, the failure to pay principal when due, a default under any other debt in an amount greater than \$10.0 million, the entry of a money judgment against the Company in an amount greater than \$10.0 million which remains unsatisfied for 60 days, the failure to perform any covenant or agreement under the indentures which continues for 60 days after the Company receives notice of default from the indenture trustee or holders of at least 25% of the outstanding notes, and the occurrence of certain bankruptcy events. The 12<sup>1</sup>/<sub>4</sub>% Notes and 10<sup>3</sup>/<sub>4</sub>% Notes are general unsecured obligations of the Company subordinate in right of payment to all existing and future senior indebtedness of the Company and senior in right to all future subordinated indebtedness of the Company.

The Senior Credit Facility that was refinanced with the proceeds from the January 2004 offering discussed above consisted of a \$25.0 million revolving credit facility, a \$50.0 million Term A facility and a \$285.0 million Term B facility. The interest rate under the Senior Credit Facility, as amended, was LIBOR plus 3.25% or Base Rate (as defined) plus 2.25%, at the Company's option. In September 2001, the Company

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

entered into an interest rate swap in the notional amount of \$144.0 million to hedge the impact of interest rate changes on a portion of the Company's variable rate indebtedness. The interest rate swap matured on October 15, 2003 and was not renewed. The fixed rate under the swap was 3.64% (6.89% including the spread over LIBOR under the senior credit facility) and variable rates were indexed to LIBOR. The Company amended and restated the Senior Credit Facility on May 5, 2003 to consolidate previous amendments and allow for the issuance of letters of credit, subject to availability, under a \$25.0 million revolving credit facility. At December 31, 2003, there was \$8.0 million in borrowings outstanding under the revolving credit facility.

Aggregate maturities of senior secured and senior subordinated notes at December 31, 2004 are as follows (in thousands):

2005	\$	64
2006		71
2007		79
2008		200,086
2009		496,358
Thereafter		365,048
	\$	1,061,706

In connection with the Company's senior secured notes and senior subordinated notes, the Company has incurred debt issuance costs totaling approximately \$26.3 million which are amortized to interest expense over the term of the indebtedness using the effective interest method. Included in other assets as of December 31, 2004 and 2003, are unamortized debt issuance costs amounting to \$17.8 million and \$18.6 million, respectively.

**10. INCOME TAXES**

The provision for federal and state income taxes for the years ended December 31, 2004, 2003 and 2002 is as follows (in thousands):

	2004	2003	2002
<b>Current:</b>			
Federal	\$ 542	\$	\$ (542)
State	132	119	(120)
	674	119	(662)
<b>Deferred:</b>			
Federal	35,080	14,513	50,723
State	9,020	1,244	4,348
Change in valuation allowance	(63,525)	(22,427)	(223,682)
	(19,425)	(6,670)	(168,611)
Total provision for income taxes	\$ (18,751)	\$ (6,551)	\$ (169,273)



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Deferred tax assets and deferred tax liabilities reflect the tax effect of differences between financial statement carrying amounts and tax bases of assets and liabilities as follows as of December 31, (in thousands):

	2004	2003
Deferred tax assets:		
Net operating loss carryforwards	\$ 362,300	\$ 314,692
Programming	9,621	18,369
Deferred compensation	23,915	20,687
Deferred interest expense	43,290	26,278
Other	3,627	593
	442,753	380,619
Deferred tax asset valuation allowance	(434,062)	(370,537)
Net deferred tax assets	8,691	10,082
Deferred tax liabilities:		
Basis difference on FCC licenses no longer amortized for financial reporting purposes under SFAS 142	(194,706)	(175,281)
Basis difference on other fixed assets and certain other intangible assets	(8,691)	(10,082)
Net deferred tax liability	\$ (194,706)	\$ (175,281)

The reconciliation of the income tax benefit computed at the U.S. federal statutory tax rate, to the provision for income taxes is as follows (in thousands):

	2004	2003	2002
Tax benefit at U.S. federal statutory tax rate	\$ 38,199	\$ 14,743	\$ 58,651
State income tax benefit, net of federal tax	4,344	1,264	5,024
Effect of increase in state tax rate on net deferred liabilities	4,864		
Non-deductible preferred stock redemption premium			(6,647)
Disqualified original issue discount	(2,832)	(2,451)	(2,104)
Non-deductible items	(264)	(247)	(515)
Valuation allowance	(63,525)	(22,427)	(223,682)
Tax benefit of disposed FCC license intangible		3,078	
Other	463	(511)	
Provision for income taxes	\$ (18,751)	\$ (6,551)	\$ (169,273)

At December 31, 2004 and 2003, the Company has recorded a valuation allowance for its deferred tax assets net of those deferred tax liabilities which are expected to reverse in determinate future periods, as it believes it is more likely than not that it will be unable to utilize its remaining net deferred tax assets. The Company recorded a valuation

allowance in the amount of \$22.4 million as of December 31, 2003, and \$64.0 million as of December 31, 2004. As previously described in Note 1, following the adoption of SFAS No. 142 on January 1, 2002, the Company no longer amortizes its FCC license intangible assets for financial reporting purposes. Therefore, the reversal of deferred tax liabilities related to FCC license intangible assets is no longer considered a source of future taxable income in assessing the realization of deferred tax assets. As a result of this accounting change, the Company was required to record an increase in its deferred

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

tax asset valuation allowance resulting in a deferred tax liability of \$168.6 million during the year ended December 31, 2002.

The Company structured the disposition of its radio division in 1997 and its acquisition of television stations during the period following this disposition in a manner that the Company believed would qualify these transactions as a like-kind exchange under Section 1031 of the Internal Revenue Code and would permit the Company to defer recognizing for income tax purposes up to approximately \$333 million of gain. The IRS has examined the Company's 1997 tax return and has issued the Company a 30-day letter proposing to disallow all of the Company's gain deferral. The Company filed a protest to this determination with the IRS appeals division, but cannot predict the outcome of this matter at this time, and may not prevail. In addition, the 30-day letter offered the Company an alternative position that, in the event the IRS is unsuccessful in disallowing all of the gain deferral, approximately \$62 million of the \$333 million gain deferral will be disallowed. The Company filed a protest to this alternative determination as well. The Company may not prevail with respect to this alternative determination. Should the IRS successfully challenge the Company's position and disallow all or part of its gain deferral, because the Company had net operating losses in the years subsequent to 1997 in excess of the amount of the deferred gain, the Company would not be liable for any tax deficiency, but could be liable for state income taxes. The Company has estimated the amount of state income tax for which it could be liable as of December 31, 2004, to be approximately \$8.0 million should the IRS succeed in disallowing the entire deferred gain. In addition, the Company could be liable for interest on the tax liability for the period prior to the carryback of its net operating losses and for interest on any state income taxes that may be due. The Company has estimated the amount of federal interest and state interest as of December 31, 2004, to be approximately \$18.0 million and \$4.0 million, respectively, should the IRS succeed in disallowing the entire deferred gain. Because the Company previously established a deferred tax liability at the time of the like-kind exchange and because the Company has previously established a valuation allowance against its net operating losses, the use of the Company's losses to offset any deferred gain disallowance by the IRS would result in a benefit from income taxes. This matter is currently with the Appeals Office of the Internal Revenue Service.

The Company's tax provision is based on various factors including statutory rates and tax planning opportunities available in the various jurisdictions in which the Company operates. In the ordinary course of business, there are transactions for which the ultimate tax outcome is uncertain, thus judgment is required in determining the provision for income taxes and the associated realizability of deferred tax assets and liabilities. The Company establishes reserves when it becomes probable that a tax return position may be challenged and that the Company may not succeed in completely defending that challenge. The Company adjusts these reserves in light of changing facts and circumstances, such as the settlement of a tax audit. The Company's annual tax rate includes the impact of reserve provisions and changes to reserves. While it is often difficult to predict the final outcome or the timing of resolution of any particular matter, the Company believes that its reserves reflect the probable outcome of known tax contingencies. Resolution of tax contingencies would be recognized as an increase or decrease to the Company's tax rate in the period of resolution.

In the fourth quarter of 2004, the Company recorded a \$4.9 million deferred tax provision, of which \$4.5 million pertained to periods prior to 2004, resulting from a change in the blended state income tax rate used to estimate the expected future state tax consequences of temporary differences between the financial statement and income tax bases of the Company's assets and liabilities.

The Company has net operating loss carryforwards for income tax purposes subject to certain carryforward limitations of approximately \$929.0 million at December 31, 2004, expiring beginning in the year 2009 and ending in the year 2024. A portion of the net operating losses, amounting to approximately \$10.0 million, is limited to annual utilization. Additionally, further limitations on the utilization of the Company's net operating tax loss carryforwards could result in the event of certain changes in the Company's ownership.



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**11. STOCK INCENTIVE PLANS**

The Company has established various stock incentive plans to provide incentives to directors, officers, employees and others who perform services for the Company through awards of options and shares of restricted stock. Awards granted under the plans are at the discretion of the Company's Compensation Committee of the Board of Directors and may be in the form of either incentive or nonqualified stock options or awards of restricted stock. Awards granted under the plans generally vest over a three to five year period. At December 31, 2004, 3,444,603 shares of Class A common stock were available for additional awards under the plans.

In October 2003, the Company granted options under the Company's 1998 Stock Incentive Plan, as amended, to purchase 3,598,750 shares of the Company's Class A common stock at an exercise price of \$0.01 per share to certain employees and directors. The options provided for a one business day exercise period. All holders of the options exercised their options and received Class A common stock subject to vesting restrictions (restricted stock award). The restricted stock awards included retention grants totaling 2,278,000 shares which will vest in their entirety at the end of a five year period. Of the remaining restricted stock awards, 1,000,750 will vest ratably over a three year period and 320,000 will vest ratably over a five year period. The award resulted in non-cash stock based compensation expense, which is being recognized using the straight-line method over the vesting period of the awards. For the years ended December 31, 2004 and 2003, the Company recognized approximately \$7.1 million and \$1.5 million, respectively, in stock based compensation expense in connection with these grants. Approximately \$3.2 million will be recognized in 2005; and \$6.1 million will be recognized between 2006 and 2008. The options are to vest as follows:

<b>Year Ended December 31,</b>	<b>Restricted Stock Awards and Options Vesting</b>
2005	564,500
2006	321,167
2007	64,000
2008	1,956,000
	<b>2,905,667</b>

In October 2004, the Company completed an exchange offer pursuant to which 3,197,250 restricted shares of Class A common stock were exchanged for options to purchase an equivalent number of shares of Class A common stock, at an exercise price of \$0.01 per share with identical vesting provisions as the original awards. The restricted shares were originally issued to certain employees and directors in the October 2003 grant. This exchange did not result in any additional stock-based compensation expense. The number of shares of Class A common stock issued and outstanding at the time of exchange was reduced by an amount equal to the number of restricted shares exchanged.

In January 2003, the Company consummated a stock option exchange offer under which the Company granted to holders who tendered their eligible options in the exchange offer new options under the Company's 1998 Stock Incentive Plan, as amended, to purchase one share of the Company's Class A common stock for each two shares of Class A common stock issuable upon the exercise of tendered options, at an exercise price of \$0.01 per share. Because the terms of the new options provided for a one business day exercise period, all holders who tendered their eligible options in the exchange offer exercised their new options promptly after the issuance of those new options.

Approximately 5.5 million options issued under the Company's stock option plans and 1.8 million nonqualified options issued in addition to the options granted under its stock option plans were tendered in the exchange offer and approximately 2.6 million new shares of Class A common stock were issued upon exercise of the new options, net of approximately 1.0 million shares of Class A common stock withheld, in accordance with the provisions of the 1998 Stock Incentive Plan, at the holders' elections to cover

F-32

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

withholding taxes and the option exercise price totaling approximately \$2.4 million. The stock option exchange resulted in a non-cash stock-based compensation expense of approximately \$8.7 million, of which approximately \$8.6 million related to vested and unvested shares issued upon exercise of the new options was recognized in the year ended December 31, 2003 and the remaining \$0.1 million was recognized in 2004. In addition, the remaining deferred stock compensation expense associated with the original stock option awards totaling approximately \$2.5 million at December 31, 2002 associated with tendered options was recognized using the straight-line method over the vesting period of the modified awards (\$0.2 million was recognized in the year ended December 31, 2004 and \$2.3 million recognized in the year ended December 31, 2003). As of December 31, 2004, there were 40,000 shares of restricted stock issued upon the exercise of options issued in the January 2003 exchange that had not vested as a result of elections to defer vesting made by the holders.

During 1999, the Compensation Committee of the Board of Directors reduced the per share exercise price of 840,000 unvested stock options held by the Company's former CEO to \$.01 and 360,000 vested stock options held by the Company's former CEO to \$1.00. The Company recognized stock based compensation expense of approximately \$0.6 million for the year ended December 31, 2002, related to these options.

A summary of the activity in the Company's stock incentive plans is as follows for the years ended December 31,:

	2004		2003		2002	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	2,606,686	\$ 2.70	9,103,336	\$ 5.88	9,452,436	\$ 5.91
Granted	4,316,000	.01	7,529,409	.04	80,500	7.25
Forfeited	(915,625)	4.88	(6,410,350)	7.25	(240,950)	7.25
Exercised	(670,348)	.01	(7,615,709)	.04	(188,650)	6.37
Outstanding, end of year	5,336,713	.49	2,606,686	2.70	9,103,336	5.88
Weighted average fair value of options granted during the year		\$ 1.64		\$ 3.72		\$ 7.66

The majority of the Company's option grants have been at exercise prices which have historically been below the quoted market price of the underlying common stock at the date of grant.

The following table summarizes information about employee and director stock options outstanding and exercisable at December 31, 2004:

Exercise Prices	Number Outstanding December 31, 2004	Weighted Average Remaining Contractual Life	Number Exercisable at December 31, 2004
\$0.01	4,385,652	7.5	707,902

\$1.00	360,000	1.6	360,000
\$2.11	5,000	1.4	5,000
\$3.42	539,511	1.5	539,511
\$7.25	46,550	3.7	46,550
	5,336,713		1,658,963

In addition to the options granted under its stock incentive plans, the Company has granted nonqualified options to purchase shares of its Class A common stock to members of senior management and others. At

F-33

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

December 31, 2004 and 2003, there were 522,500 options outstanding under these grants with a weighted average exercise price of \$3.04, all of which options are exercisable and 500,000 of which expire in August 2006, 15,000 of which expire in October 2011 and 7,500 of which expire in May 2012. During 2002, the Company's Chairman and CEO voluntarily surrendered 1.0 million options previously granted. The Company recognized stock-based compensation related to these grants of approximately \$(0.4) million for the year ended December 31, 2002.

A summary of the activity in the Company's nonqualified options not granted under its stock incentive plans is as follows for the years ended December 31,:

	2004		2003		2002	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding, beginning of year	522,500	\$ 3.04	2,322,500	\$ 8.62	3,200,000	\$ 10.23
Granted					122,500	7.25
Forfeited			(1,800,000)	10.24	(1,000,000)	10.35
Exercised						
Outstanding, end of year	522,500	3.04	522,500	3.04	2,322,500	8.62
Weighted average fair value of options granted during the year		\$		\$		\$ 6.70

The following table summarizes information about nonqualified options outstanding and exercisable at December 31, 2004:

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Number Exercisable
\$2.85	500,000	1.6	500,000
\$7.25	22,500	7.0	22,500
	522,500		522,500

## 12. MANDATORILY REDEEMABLE PREFERRED STOCK

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity. This statement establishes standards for classifying and measuring as liabilities certain financial instruments that embody obligations of the issuer and have characteristics of both liabilities and equity.

SFAS No. 150 requires liability classification for mandatorily redeemable equity instruments not convertible into common stock such as the Company's 14<sup>1</sup>/<sub>4</sub>% Junior Exchangeable Preferred Stock. The Company adopted SFAS No. 150 effective July 1, 2003. Upon adoption, the Company recorded a deferred asset for the unamortized issuance costs and recorded a liability for the mandatorily redeemable preferred stock balance related to its 14<sup>1</sup>/<sub>4</sub>% Junior Exchangeable Preferred Stock. In addition, the amortization of the issuance costs and the dividends related to the 14<sup>1</sup>/<sub>4</sub>% Junior Exchangeable Preferred Stock are being recorded as interest expense beginning July 1, 2003 versus the recording of these costs as dividends and accretion on redeemable preferred stock in prior periods. Restatement of prior periods is not permitted upon adoption of SFAS No. 150. The Company's 9<sup>1</sup>/<sub>4</sub>% Series A Convertible Preferred Stock and 16.2% Series B Convertible Exchangeable Preferred Stock are not affected by the provisions of SFAS No. 150 because of their equity conversion features.

F-34

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following represents a summary of the changes in the Company's mandatorily redeemable preferred stock for each of the three years in the period ended December 31, 2004 and the aggregate liquidation preference and accumulated dividends as of December 31, 2004 (in thousands):

	<b>14<sup>1</sup>/<sub>4</sub>% Junior Exchangeable Preferred Stock</b>	<b>9<sup>3</sup>/<sub>4</sub>% Convertible Preferred Stock</b>	<b>16.2% Series B Convertible Preferred Stock</b>	<b>12<sup>1</sup>/<sub>2</sub>% Exchangeable Preferred Stock</b>	<b>Total</b>
<b>Mandatorily redeemable and convertible preferred stock:</b>					
Balance at January 1, 2002	\$ 310,068	\$ 103,140	\$ 471,062	\$ 279,890	\$ 1,164,160
Accretion	1,185	496	20,021	24	21,726
Accrual of cumulative dividends	43,245	10,684	33,200	1,244	88,373
Exchange into debentures (see Note 9)				(281,158)	(281,158)
Balance at December 31, 2002	354,498	114,320	524,283		993,101
Accretion	596	499			1,095
Accrual of cumulative Dividends	24,044	11,765	33,200		69,009
Reclassification as a liability on July 1, 2003	(379,138)				(379,138)
Balance at December 31, 2003		126,584	557,483		684,067
Accretion		503			503
Accrual of cumulative dividends		12,955	43,220		56,175
Balance at December 31, 2004	\$	\$ 140,042	\$ 600,703	\$	\$ 740,745

**Mandatorily redeemable preferred stock:**

Balance at July 1, 2003	\$ 379,138
Reclassification of unamortized issuance costs on July 1, 2003	4,062
Accrual of cumulative dividends from July 1, 2003 through	27,539

December 31, 2003

Balance at December 31, 2003	410,739
Accrual of cumulative dividends	60,616

Balance at December 31, 2004	\$ 471,355
---------------------------------	------------

Aggregate liquidation preference and accumulated dividends at December 31, 2004	\$ 471,355	\$ 141,058	\$ 600,703	\$	\$ 1,213,116
--	------------	------------	------------	----	--------------

**12<sup>1</sup>/<sub>2</sub>% Exchangeable Preferred Stock**

In January 2002 the Company exchanged all issued and outstanding shares of its 12<sup>1</sup>/<sub>2</sub>% Exchangeable Preferred Stock in the amount of \$281.2 million, including accumulated but unpaid dividends, into 12<sup>1</sup>/<sub>2</sub>% Exchange Debentures. The 12<sup>1</sup>/<sub>2</sub>% Exchange Debentures were then redeemed with proceeds from the issuance of the 12<sup>1</sup>/<sub>4</sub>% Notes described in Note 9.

F-35



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**14<sup>1</sup>/<sub>4</sub>% Junior Exchangeable Preferred Stock**

During 1998, the Company issued 20,000 shares of Cumulative Junior Exchangeable Preferred Stock (the Junior Exchangeable Preferred Stock ) with a \$200.0 million aggregate liquidation preference for gross proceeds of an equivalent amount. At December 31, 2004 and 2003, the Company had authorized 72,000 shares of \$0.001 par value Junior Exchangeable Preferred Stock of which 46,310 and 40,355 shares were issued and outstanding, respectively. Holders of the Junior Exchangeable Preferred Stock were initially entitled to cumulative dividends at an annual rate of 13<sup>1</sup>/<sub>4</sub>% of the liquidation preference, payable semi-annually in cash or additional shares beginning November 15, 1998 and accumulating from the issue date. If dividends for any period ending after May 15, 2003 are paid in additional shares of Junior Exchangeable Preferred Stock, the dividend rate will increase 1% for that dividend payment period. Because the Company elected to continue to pay dividends in additional shares, the dividend rate increased to 14<sup>1</sup>/<sub>4</sub>% after May 15, 2003 in accordance with the terms of the security.

The Company is required to redeem all of the then outstanding Junior Exchangeable Preferred Stock on November 15, 2006, at a price equal to the aggregate liquidation preference thereof plus accumulated and unpaid dividends to the date of redemption. The Junior Exchangeable Preferred Stock is redeemable at the Company's option at any time at the redemption prices set forth below (expressed as a percentage of liquidation preference) plus accumulated and unpaid dividends to the date of redemption:

**Twelve month period beginning May 15,**

2004	103.313%
2005 and thereafter	100.000%

Upon a change of control, the Company is required to offer to purchase the Junior Exchangeable Preferred Stock at a price equal to 101% of the liquidation preference thereof plus accumulated and unpaid dividends. The Company may, provided it is not contractually prohibited from doing so, exchange the outstanding Junior Exchangeable Preferred Stock on any dividend payment date for 14<sup>1</sup>/<sub>4</sub>% Exchange Debentures due 2006. The Exchange Debentures have redemption features similar to those of the Junior Exchangeable Preferred Stock. For the years ended December 31, 2004, 2003 and 2002, the Company paid dividends of approximately \$59.6 million, \$50.2 million and \$42.5 million, respectively, by the issuance of additional shares of Junior Exchangeable Preferred Stock. Accrued Junior Exchangeable Preferred Stock dividends aggregated approximately \$8.2 million and \$7.2 million at December 31, 2004 and 2003, respectively.

**9<sup>3</sup>/<sub>4</sub>% Convertible Preferred Stock**

During 1998, the Company issued 7,500 shares of 9<sup>3</sup>/<sub>4</sub>% Series A Convertible Preferred Stock ( Convertible Preferred Stock ) with an aggregate liquidation preference of \$75.0 million, and warrants to purchase 240,000 shares of Class A common stock. Of the gross proceeds of \$75.0 million, approximately \$960,000 was allocated to the value of the warrants, which were exercisable at a price of \$16 per share through June 2003. In June 2003, the warrants to purchase 240,000 shares of Class A common stock expired unexercised.

At December 31, 2004 and 2003, the Company had authorized 17,500 shares of \$0.001 par value Convertible Preferred Stock of which 14,105 and 12,810 shares were issued and outstanding, respectively. Holders of the Convertible Preferred Stock are entitled to receive cumulative dividends at an annual rate of 9<sup>3</sup>/<sub>4</sub>%, payable quarterly beginning September 30, 1998 and accumulating from the issue date. The Company may pay dividends either in cash, in additional shares of Convertible Preferred Stock, or (subject to an increased dividend rate) by the issuance of shares of Class A common stock equal in value to the amount of such dividends. For the years ended December 31, 2004, 2003 and 2002, the Company paid dividends of approximately \$13.0 million, \$11.8 million and \$10.7 million, respectively, by the issuance of additional shares



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

of Convertible Preferred Stock. At December 31, 2004 and 2003, there were no accrued and unpaid dividends on the Convertible Preferred Stock.

The Company is required to redeem the Convertible Preferred Stock on December 31, 2006, at a price equal to the aggregate liquidation preference thereof plus accumulated and unpaid dividends to the date of redemption. The Convertible Preferred Stock is redeemable at the Company's option, at the redemption price set forth below (expressed as a percentage of liquidation preference) plus accumulated and unpaid dividends to the date of redemption:

**Twelve month period beginning June 30,**

2004	102.00%
2005 and thereafter	100.00%

Upon a change of control, the Company is required to offer to purchase the Convertible Preferred Stock at a price equal to the liquidation preference thereof plus accumulated and unpaid dividends. The Convertible Preferred Stock contains restrictions, primarily based on the trading price of the common stock, on the issuance of additional preferred stock ranking senior to the Convertible Preferred Stock. Each share of Convertible Preferred Stock is convertible into shares of Class A common stock at an initial conversion price of \$16 per share. If the Convertible Preferred Stock is called for redemption, the conversion right will terminate at the close of business on the date fixed for redemption. Holders of the Convertible Preferred Stock have voting rights on all matters submitted for a vote to the Company's common stockholders and are entitled to one vote for each share of Class A common stock into which their Convertible Preferred Stock is convertible.

**16.2% Series B Convertible Preferred Stock**

Pursuant to the Investment Agreement, NBC acquired \$415 million aggregate liquidation preference of a new series of the Company's convertible exchangeable preferred stock which accrues cumulative dividends from the issue date at an initial annual rate of 8% and is convertible (subject to adjustment under the terms of the Certificate of Designation relating to the Series B preferred stock) into 31,896,032 shares of the Company's Class A common stock at an initial conversion price of \$13.01 per share, which increases at a rate equal to the dividend rate (\$18.83 per share at December 31, 2004). On September 15, 2004, the rate at which dividends accrue on the Series B preferred stock was adjusted to 16.2% from 8% as required by the terms of the Certificate of Designation of the Company's Series B preferred stock. At December 31, 2004 and 2003, the Company had 41,500 shares of \$0.001 par value Series B preferred stock authorized, issued and outstanding.

On November 13, 2003, the Company received notice from NBC that NBC has exercised its right under its investment agreement with the Company to demand that the Company redeem or arrange for a third party to acquire (the "Redemption"), by payment in cash, all 41,500 outstanding shares of the Company's Series B preferred stock held by NBC. The aggregate redemption price payable in respect of the 41,500 preferred shares, including accrued dividends thereon, was approximately \$600.7 million and \$557.5 million as of December 31, 2004 and 2003, respectively.

Between November 13, 2003 and November 13, 2004 the Company was unable to consummate the Redemption as the terms of the Company's outstanding debt and preferred stock prohibited the Redemption and the Company did not have sufficient funds on hand to consummate the Redemption. On August 19, 2004, NBC filed a complaint against the Company in the Court of Chancery of the State of Delaware seeking a declaratory ruling as to the meaning of the terms "Cost of Capital Dividend Rate" and "independent investment bank" as used in the Certificate of Designation (the "Certificate of Designation") of the Company's Series B preferred stock held by NBC. On September 15, 2004, the annual rate at which dividends accrue on the Series B preferred stock was reset from 8% to 16.2% in accordance with the procedure specified in the



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

terms of the Series B preferred stock. The Company engaged CIBC World Markets Corp., a nationally recognized independent investment banking firm, to determine the adjusted dividend rate as of the fifth anniversary of the original issue date of the Series B preferred stock.

On October 14, 2004, the Company filed its answer and a counterclaim to NBC's complaint. The Company's answer largely denies the allegations of the NBC complaint and the Company's counterclaim seeks a declaratory ruling that the Company is not obligated to redeem, and will not be in default under the terms of the agreement under which NBC made its initial \$415 million investment in the Company if the Company does not redeem, the Series B preferred stock on or before November 13, 2004. NBC delivered a notice of demand for redemption on November 13, 2003, and has since alleged, both through statements to the press and in its complaint filed in Delaware, that the Company is obligated to redeem, and will be in default if the Company does not redeem, NBC's investment on or before November 13, 2004.

The Company and NBC have filed briefs in the litigation and have each moved for judgment on the pleadings. The court heard oral argument on the respective motions on February 14, 2005 and has not yet issued its ruling.

As the Company did not effect the Redemption by November 13, 2004, NBC generally is permitted to transfer, without restriction, any of the Company's securities acquired by it, its right to acquire Mr. Paxson's Class B common stock, the contractual rights described by the Investment Agreement and its other rights under the related transaction agreements, provided that Warrant A, Warrant B and the right to acquire Mr. Paxson's Class B common stock will expire, to the extent unexercised, 30 days after any such transfer. If NBC transfers any of the Company's securities or its right to acquire Mr. Paxson's Class B common stock, the transferee will remain subject to the terms and conditions of such securities, including those limitations on exercise described above.

NBC also has the right to require that the Company redeem any Series B preferred stock and Class A common stock issued upon conversion of the Series B preferred stock then held by NBC upon the occurrence of various events of default (a Default Redemption). If NBC exercises this right, the Company will have up to 180 days to consummate the redemption. If at any time during the 180 day redemption period, the terms of the Company's outstanding debt and preferred stock do not prohibit the redemption and the Company has sufficient funds on hand to consummate the redemption, the Company must consummate the redemption at that time. NBC may not exercise Warrant A, Warrant B or its right to purchase shares of Class B common stock beneficially owned by Mr. Paxson during the 180 day redemption period.

Should the Company fail to effect a Default Redemption within 180 days after NBC has exercised its right to require the Company to redeem its securities, NBC will have 180 days within which to exercise Warrant A and Warrant B and its right to acquire Mr. Paxson's Class B common stock, and generally will be permitted to transfer, without restriction, any of the Company's securities acquired by it, its right to acquire Mr. Paxson's Class B common stock, the contractual rights provided by the NBC investment agreement, and its other rights under the related transaction agreements, provided that Warrant A, Warrant B and the right to acquire Mr. Paxson's Class B common stock shall expire, to the extent unexercised, 30 days after any such transfer. If NBC does not effect any of these transactions within the 180 day period, the Company will have the right, for 30 days, to redeem NBC's securities. If the Company does not effect a redemption during this period, NBC will have the right to require the Company to effect, at the Company's option, either a public sale or a liquidation of the Company and may participate as a bidder in any such transaction. If the highest bid in any public sale of the Company would be insufficient to pay NBC the redemption price of its securities, NBC will have a right of first refusal to purchase the Company for the highest bid amount. NBC will not be permitted to exercise Warrant A, Warrant B or its right to acquire Mr. Paxson's Class B common stock during the public sale or liquidation process.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's ability to effect any redemption is restricted by the terms of the Company's outstanding debt and preferred stock. In order to be able to redeem the Series B preferred stock, the Company would need not only to raise sufficient cash to fund payment of the redemption price, but also to obtain the consents of the holders of the Company's outstanding debt and preferred stock or repay, redeem or refinance these securities in a manner that obviated the need to obtain the consents of the holders. Alternatively, the Company would need to identify a third party willing to purchase NBC's Series B preferred stock directly from NBC or to enter into a merger, acquisition or other transaction with the Company as a result of which NBC's Series B preferred stock would be redeemed or acquired at the stated redemption price.

The Company has the right, at any time, to redeem any or all of the Company's outstanding Series B preferred stock at a redemption price per share equal to the higher of (i) the liquidation preference of \$10,000 per share plus accrued and unpaid dividends, and (ii) the product of 80% of the average of the closing sale prices of the Class A common stock for the ten consecutive trading days ending on the trading day immediately preceding the Company's notice to NBC exercising the optional redemption, and the number of shares of Class A common stock into which a share of Series B preferred stock is convertible (approximately 768.58 shares of Class A common stock as of December 31, 2004). If the Company elects to redeem a portion of the Company's outstanding Series B preferred stock, the Company is required to declare and pay, in full, all of the accumulated and unpaid dividends on the Series B preferred stock. As of December 31, 2004 and 2003, accumulated and unpaid dividends on the Series B preferred stock aggregated approximately \$185.7 million and \$142.5 million, respectively.

The Series B preferred stock is exchangeable, in whole or in part, at the option of the holder, subject to the Company's debt and preferred stock covenants limiting additional indebtedness but in any event not later than January 1, 2007, into convertible debentures of the Company maturing on December 31, 2009 and ranking on a parity with the Company's other subordinated indebtedness. Should NBC determine that the rules and regulations of the FCC prohibit it from holding shares of Class A common stock, NBC may convert the Series B preferred stock held by it into an equal number of shares of non-voting common stock of the Company, which non-voting common stock shall be immediately convertible into Class A common stock upon transfer by NBC.

The Series B preferred stock is non-voting, except as otherwise required by law and except in certain circumstances, including with respect to:

amending certain rights of the holders of the Series B preferred stock; and

issuing certain equity securities that rank on a parity with or senior to the Series B preferred stock.

**Redemption Features of Preferred Stock**

The following table presents the redemption value of the three classes of preferred stock outstanding at December 31, 2004 should the Company elect to redeem the preferred stock in the indicated year, assuming no dividends are paid in cash prior to redemption (in thousands):

	<b>Junior Exchangeable Preferred Stock 14<sup>1</sup>/<sub>4</sub>% (1)</b>	<b>Convertible Preferred Stock 9<sup>3</sup>/<sub>4</sub>% (2)</b>	<b>Series B Convertible Preferred Stock 16.2% (3)</b>
2005	\$ 540,916	\$ 155,323	\$ 667,933
2006	609,879	171,029	735,163
2007			802,393
2008			869,623
2009			936,853

(1) Mandatorily redeemable on November 15, 2006; redeemable by the Company.

F-39

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

- (2) Mandatorily redeemable on December 31, 2006; redeemable by the Company.
- (3) As further discussed above, on November 13, 2003, the Company received notice from NBC that NBC was exercising its right under its investment agreement with the Company to demand that the Company redeem or arrange for a third party to acquire, by payment in cash, all 41,500 outstanding shares of the Company's Series B preferred stock held by NBC.

**Covenants Under Preferred Stock Terms**

The certificates of designation of the preferred stock contain certain covenants which, among other things, restrict additional indebtedness, payment of dividends, transactions with related parties, certain investments and transfers or sales of assets.

**13. COMMON STOCK AND COMMON STOCK WARRANTS**

Class A common stock and Class B common stock will vote as a single class on all matters submitted to a vote of the stockholders, with each share of Class A common stock entitled to one vote and each share of Class B common stock entitled to ten votes; Class C common stock is non-voting. Each share of Class B common stock is convertible, at the option of its holder, into one share of Class A common stock at any time. Under certain circumstances, Class C common stock may be converted, at the option of the holder, into Class A common stock.

In connection with the NBC transactions discussed in Note 2, NBC acquired a warrant to purchase up to 13,065,507 shares of Class A Common stock at an exercise price of \$12.60 per share ( Warrant A ) and a warrant to purchase up to 18,966,620 shares of Class A Common Stock ( Warrant B ) at an exercise price equal to the average of the closing sale prices of the Class A Common Stock for the 45 consecutive trading days ending on the trading day immediately preceding the warrant exercise date (provided that such price shall not be more than 17.5% higher or 17.5% lower than the six month trailing average closing sale price). The Warrants are exercisable for ten years from the issue date, subject to certain conditions and limitations.

In connection with the Series A Convertible Preferred Stock sale in June 1998, the Company issued warrants to purchase 240,000 shares of Class A common stock at an exercise price of \$16. The warrants were valued at \$960,000. In June 2003, the warrants to purchase 240,000 shares of Class A common stock expired unexercised.

In June 1998, the Company issued to an affiliate of a former member of its Board of Directors five year warrants entitling the holder to purchase 155,500 shares of Class A common stock at an exercise price of \$12.60 per share. In June 2003, the warrants to purchase 155,500 shares of Class A common stock expired unexercised.

**14. FAIR VALUE OF FINANCIAL INSTRUMENTS**

The estimated fair value of financial instruments has been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required in interpreting data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Company could realize in a current market exchange. The fair value estimates presented herein are based on pertinent information available to management as of December 31, 2004. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date, and current estimates of fair value may differ significantly from the



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

amounts presented herein. The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such value:

*Cash and cash equivalents, accounts receivable, accounts payable and accrued expenses.* The fair values approximate the carrying values due to their short term nature.

*Investments in broadcast properties.* The fair value of investments in broadcast properties is estimated based upon an independent appraisal. The fair value approximates the carrying value.

*Long-term debt.* The fair value of the Company's long-term debt is estimated based on current market rates and instruments with the same risk and maturities. The fair value of the Company's borrowings under the Senior Credit Facility approximates its carrying value. The fair market values of the Company's Senior Secured Floating Rate Notes, 10<sup>3</sup>/<sub>4</sub>% Notes and 12<sup>1</sup>/<sub>4</sub>% Notes are estimated based on year end quoted market prices for such securities. At December 31, 2004, the estimated fair values of the Company's Senior Secured Floating Rate Notes, 10<sup>3</sup>/<sub>4</sub>% Notes and 12<sup>1</sup>/<sub>4</sub>% Notes were approximately \$368.7 million, \$210.0 million and \$464.0 million, respectively.

*Mandatorily redeemable securities.* The fair value of the Company's mandatorily redeemable preferred stock is estimated based on quoted market prices plus accumulated but unpaid dividends, except for the Series B preferred stock, which is estimated at the December 31, 2004 aggregate liquidation preference plus accumulated dividends as no quoted market prices are available for these securities. The estimated fair value of the Company's mandatorily redeemable preferred stock is as follows (in thousands):

14 <sup>1</sup> / <sub>4</sub> % Junior Exchangeable Preferred	\$	346,446
9 <sup>3</sup> / <sub>4</sub> % Convertible Preferred		77,582
16.2% Series B Convertible Preferred		600,703
	\$	1,024,731

**15. COMMITMENTS AND CONTINGENCIES****Leases**

Future minimum annual payments under non-cancelable operating leases for broadcasting facilities and equipment as of December 31, 2004 are as follows (in thousands):

2005	\$	19,701
2006		17,516
2007		15,892
2008		14,679
2009		12,450
Thereafter		107,160
	\$	187,398

The Company incurred total operating expenses of approximately \$25.4 million, \$18.8 million and \$17.9 million for the years ended December 31, 2004, 2003 and 2002, respectively, under these leases. In the fourth quarter of 2004, the Company recorded an adjustment in the amount of \$4.0 million in order to recognize additional lease expense for lease arrangements that provide for escalating lease payments. Approximately \$3.1 million pertained to periods prior to 2004.

In December 2001, the Company completed the sale and leaseback of certain of its tower assets for aggregate proceeds of \$34.0 million. This transaction resulted in a deferred gain of approximately \$5.2 million



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

which is being recognized over the lease term as a reduction of rent expense. As part of the transaction, the Company entered into operating leases related to both its analog and digital antennas at these facilities for terms of up to 20 years. Annual rent expense over the lease term is approximately \$4.0 million. For certain tower assets with a net book value of approximately \$2.2 million as of December 31, 2004 (\$2.7 million as of December 31, 2003), the Company has been unable to transfer title or assign leases to the buyer. The Company is in the process of transferring title and assigning leases to the buyer. These assets are included in assets held for sale in the accompanying consolidated balance sheets. In the interim, at closing, the Company entered into management agreements with the buyer on terms consistent with the operating leases. Included in the \$34.0 million proceeds was approximately \$12.1 million of deferred consideration for the managed sites. Of the \$12.1 million deferred consideration received, \$2.2 million remained as of December 31, 2004 and is included in other long-term liabilities in the accompanying consolidated balance sheets (\$2.6 million as of December 31, 2003). Under the terms of the agreement with the buyer, the proceeds received by the Company related to these assets are not refundable to the buyer in the event the Company is unable to complete the transfer of title for these assets.

As of December 31, 2004 the Company is obligated under employment agreements with its senior management to make payments totaling approximately \$2.4 million in 2005, \$2.5 million in 2006 and \$1.4 million in 2007.

**Investment Commitments**

In 1997, the Company paid \$2.0 million for an option to acquire a television station serving the Memphis, Tennessee market and simultaneously paid \$2.0 million for an option to acquire a television station serving the New Orleans, Louisiana market. The Company may exercise its rights to acquire these television stations for an option exercise price of \$18.0 million for each station beginning January 1, 2007 through December 31, 2008. The owners of these stations also have the right to require the Company to purchase these stations at any time after January 1, 2007 through December 31, 2008. These stations are currently operating under TBAs with the Company. The purchase of these assets is subject to various conditions, including the receipt of regulatory approvals. The completion of these investments is also subject to several factors and to the satisfaction of various conditions, and there can be no assurance that these investments will be completed. As discussed in Note 1, for the years ended December 31, 2004 and 2003, the Company recorded an impairment charge of \$0.5 million and \$5.4 million, respectively, in connection with the purchase option for one of these stations.

**Routine Litigation**

The Company is involved in routine litigation from time to time in the ordinary course of its business. In the opinion of management, the ultimate resolution of these routine matters will not have a material effect on the Company's consolidated financial position or results of operations and cash flows.

**NBC Legal Proceeding**

On August 19, 2004, NBC filed a complaint against the Company in the Court of Chancery of the State of Delaware seeking a declaratory ruling as to the meaning of the terms "Cost of Capital Dividend Rate" and "independent investment bank" as used in the Certificate of Designation (the "Certificate of Designation") of the Company's Series B preferred stock held by NBC. On September 15, 2004, the annual rate at which dividends accrue on the Series B preferred stock was reset from 8% to 16.2% in accordance with the procedure specified in the terms of the Series B preferred stock. The Company engaged CIBC World Markets Corp., a nationally recognized independent investment banking firm, to determine the adjusted dividend rate as of the fifth anniversary of the original issue date of the Series B preferred stock. Any further increase in the annual

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

rate at which dividends accrue on the Series B preferred stock resulting from this litigation could have a material adverse effect on the Company's consolidated financial position and results of operations.

On October 14, 2004, the Company filed its answer and a counterclaim to NBC's complaint. The Company's answer largely denies the allegations of the NBC complaint and the Company's counterclaim seeks a declaratory ruling that the Company is not obligated to redeem, and will not be in default under the terms of the agreement under which NBC made its initial \$415 million investment in the Company if the Company does not redeem, the Series B preferred stock on or before November 13, 2004. NBC delivered a notice of demand for redemption on November 13, 2003, and has since alleged, both through statements to the press and in its complaint filed in Delaware, that the Company is obligated to redeem, and will be in default if the Company does not redeem, NBC's investment on or before November 13, 2004. The aggregate redemption price payable in respect of the 41,500 shares of Series B preferred stock held by NBC, including accrued dividends thereon, was approximately \$600.7 million as of December 31, 2004. If a court were to grant a judgment against the Company requiring it to pay the redemption amount, it would have a material adverse effect on the Company's consolidated financial position and results of operations and cash flows. In addition, if the Company were unable to satisfy any such judgment, the Company would be in default under the indentures governing its senior secured notes and senior subordinated notes which would also have a material adverse effect on its consolidated financial position and results of operations and cash flows.

The Company and NBC have filed briefs in the litigation and have each moved for judgment on the pleadings. The court heard oral argument on the respective motions on February 14, 2005 and has not yet issued its ruling.

**Exploration of Strategic Alternatives**

The Company's business operations presently do not provide sufficient cash flow to support its debt service and preferred stock dividend requirements. In September 2002, the Company engaged Bear, Stearns & Co. Inc. and in August 2003 the Company engaged Citigroup Global Markets Inc. to act as the Company's financial advisors to assess the Company's business plan, capital structure and future capital needs and to explore strategic alternatives for the Company. The Company terminated these engagements in March 2005 as no viable strategic transactions had been developed on terms that the Company believed would be in the best interests of the Company's stockholders. While the Company continues to consider strategic alternatives that may arise, which may include the sale of all or part of the Company's assets, finding a strategic partner who would provide the financial resources to enable the Company to redeem, restructure or refinance the Company's debt and preferred stock, or finding a third party to acquire the Company through a merger or other business combination or through a purchase of the Company's equity securities, the Company's principal efforts are focused on improving its core business operations and increasing cash flow.

**Insurance Litigation**

The Company's antenna, transmitter and other broadcast equipment from its New York television station were destroyed upon the collapse of the World Trade Center on September 11, 2001. The Company has property and business interruption insurance coverage to mitigate losses sustained, although the extent of coverage of such insurance is currently being litigated.

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**16. SUPPLEMENTAL CASH FLOW INFORMATION**

Supplemental cash flow information and non-cash operating, investing and financing activities are as follows (in thousands):

	<b>Years Ended December 31,</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid for interest	\$ 36,906	\$ 41,883	\$ 43,630
Cash paid for income taxes	\$ 250	\$ 1,053	\$ 625
<b>Non-cash operating, investing and financing activities:</b>			
Programming received in a settlement	\$	\$ 1,000	\$
Accretion of discount on Senior Subordinated Notes	\$ 49,172	\$ 43,660	\$ 37,480
Dividends accrued on redeemable and convertible preferred Stock	\$ 56,175	\$ 69,009	\$ 88,373
Discount accretion on redeemable and convertible Securities	\$ 503	\$ 1,095	\$ 21,726
Stock option exercise proceeds and withholding taxes remitted through withholding of shares received upon exercise	\$	\$ 2,359	\$
Reduction of stock subscription notes receivable through offset of deferred and other compensation	\$ 37	\$ 770	\$

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**17. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED):**

Seasonal revenue fluctuations are common within the television broadcasting industry and result primarily from fluctuations in advertising expenditures. The Company believes that television advertisers generally spend relatively more for long form paid programming in the first and fourth calendar quarters each year, spend relatively less for long form paid programming in the second calendar quarter and spend the least for long form paid programming in the third calendar quarter. The Company believes that television advertisers generally spend relatively more for commercial advertising time in the second and fourth calendar quarters, spend relatively less during the first calendar quarter of each year and spend the least for commercial advertising during the third calendar quarter. The Company's quarterly results of operations are as follows:

	<b>For the 2004 Quarters Ended</b>			
	<b>December 31(2)(4)</b>	<b>September 30(3)</b>	<b>June 30</b>	<b>March 31(2)</b>
	<b>(In thousands except share and per share data)</b>			
<b>NET REVENUES</b>	\$ 69,587	\$ 65,872	\$ 69,877	\$ 71,294
Expenses, excluding depreciation, amortization and stock-based compensation	64,876	56,515	59,375	60,954
Stock-based compensation	2,507	1,239	2,533	2,222
Depreciation and amortization	11,440	10,527	11,437	10,260
<b>Total expenses</b>	<b>78,823</b>	<b>68,281</b>	<b>73,345</b>	<b>73,436</b>
(Loss) gain on sale or disposal of broadcast and other assets, net	(1,164)	42	6,067	(109)
<b>Operating (loss) income</b>	<b>\$ (10,400)</b>	<b>\$ (2,367)</b>	<b>\$ 2,599</b>	<b>\$ (2,251)</b>
Net loss attributable to common stockholders	\$ (78,694)	\$ (58,034)	\$ (48,776)	\$ (60,231)
<b>Basic and diluted loss per common share</b>	<b>\$ (1.15)</b>	<b>\$ (0.85)</b>	<b>\$ (0.72)</b>	<b>\$ (0.89)</b>
Weighted average common shares outstanding	68,511,860	68,372,183	68,134,814	67,540,702
<b>Stock price(1)</b>				
High	\$ 1.74	\$ 3.30	\$ 4.00	\$ 4.60

Low	\$	0.90	\$	1.30	\$	2.15	\$	3.51
-----	----	------	----	------	----	------	----	------

- (1) The Company's Class A common stock is listed on the American Stock Exchange under the symbol PAX.
- (2) In first quarter of 2004, the Company recorded an insurance reimbursement of \$1.1 million as insurance recoveries in other income in the consolidated statements of operations. In the fourth quarter of 2004, the Company reclassified the insurance recoveries received in the first quarter to selling, general and administrative expenses in order to offset 2004 expenses incurred in connection with litigation over the extent of the Company's insurance coverage.
- (3) Includes a charge of \$4.6 million for an adjustment of programming to net realizable value resulting from a change in estimated future advertising revenues expected to be generated by certain programming as a result of a change in expected usage of such programming, a \$3.0 million reduction in music license fees resulting from the conclusion of a dispute and the commencement of a new agreement with a music

F-45

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

license organization, and \$1.1 million in costs incurred in connection with a required adjustment of the dividend rate with respect to the Company's Series B preferred stock held by NBC.

- (4) In the fourth quarter of 2004, the Company recorded an adjustment in the amount of \$4.0 million in order to recognize additional lease expense for lease arrangements that provided for escalating lease payments and a \$4.9 million adjustment to recognize additional provisions for income taxes resulting from a change in the state income tax rate used to determine the provision and a \$1.7 million amortization expense charge for certain leasehold improvements to adjust their amortization period to the shorter of their useful lives or the lease term.

**For the 2003 Quarters Ended**

	<b>December 31</b>	<b>September 30(3)</b>	<b>June 30(2)</b>	<b>March 31</b>
<b>(In thousands except share and per share data)</b>				
<b>NET REVENUES</b>	\$ 70,282	\$ 64,195	\$ 65,860	\$ 70,602
Expenses, excluding depreciation, amortization and stock-based compensation	59,930	55,315	52,466	54,873
Stock-based compensation	3,032	1,223	1,097	7,414
Depreciation and amortization	11,055	10,018	7,340	14,570
<b>Total expenses</b>	<b>74,017</b>	<b>66,556</b>	<b>60,903</b>	<b>76,857</b>
(Loss) gain on sale or disposal of broadcast and other assets, net	(3,089)	(243)	28,407	26,514
<b>Operating (loss) income</b>	<b>\$ (6,824)</b>	<b>\$ (2,604)</b>	<b>\$ 33,364</b>	<b>\$ 20,259</b>
Net loss attributable to common stockholders	\$ (51,833)	\$ (54,024)	\$ (17,013)	\$ (23,447)
<b>Basic and diluted loss per common share</b>	<b>\$ (0.73)</b>	<b>\$ (0.80)</b>	<b>\$ (0.25)</b>	<b>\$ (0.35)</b>
Weighted average common shares outstanding	71,305,999	67,752,309	67,658,154	66,799,581
<b>Stock price(1)</b>				
High	\$ 6.07	\$ 6.48	\$ 6.99	\$ 2.65
Low	\$ 3.62	\$ 3.70	\$ 2.18	\$ 1.91



- (1) The Company's Class A common stock is listed on the American Stock Exchange under the symbol PAX.
- (2) In the second quarter of 2003, the Company determined that it had over-amortized certain cable distribution agreements and recorded a \$4.0 million reduction of its amortization expense.
- (3) In the third quarter of 2003, the Company determined that it had been over-amortizing certain satellite distribution agreements and certain other cable distribution agreements and recorded a \$4.5 million reduction of its amortization expense. Additionally, in the third quarter of 2003, the Company recorded a reserve for state taxes in the amount of \$2.9 million in connection with a tax liability related to certain states in which the Company has operations. Included in depreciation and amortization is a \$3.7 million impairment charge recorded in the third quarter of 2003, in connection with a purchase option on a television station.

F-46

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**18. SUBSEQUENT EVENTS**

During the first quarter of 2005, the Company terminated 50 employees and incurred termination costs of \$1.4 million.

In March 2005, the Company notified all of its JSA partners other than NBC that it was exercising its right to terminate the JSAs, effective June 30, 2005, and notified all of its network affiliates that it was exercising its right to terminate the affiliation agreements, effective June 30, 2005. The Company also notified NBC that it was removing, effective June 30, 2005, all of its stations from its national sales agency agreement with NBC, pursuant to which NBC sells national spot advertisements for 49 of the Company's 60 stations. The Company is also reviewing its network sales agency agreement with NBC, its JSAs with NBC (covering 14 stations in 12 markets), and other elements of its business operations as it seeks to implement changes that will improve its cash flow.

**19. CONDENSED CONSOLIDATING FINANCIAL INFORMATION**

Paxson Communications Corporation (the Parent Company) and its wholly owned subsidiaries are joint and several guarantors under the Company's debt obligations. There are no restrictions on the ability of the guarantor subsidiaries or the Parent Company to issue dividends or transfer assets to any other subsidiary guarantors. The accounts of the Parent Company include network operations, network sales, programming and other corporate departments. The accounts of the wholly owned subsidiaries primarily include the television stations owned and operated by the Company.

The accompanying condensed consolidated financial information has been prepared and presented pursuant to SEC Regulation S-X Rule 3-10 Financial statements of guarantors and issuers of guaranteed securities registered or being registered. This information is not intended to present the financial position, results of operations, and cash flows of the individual companies or groups of companies in accordance with U.S. GAAP.

F-47

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED CONSOLIDATING BALANCE SHEETS:**

	As of December 31, 2004			
	Parent Company	Wholly Owned Subsidiaries	Consolidating Adjustments	Consolidated Group
	(In thousands)			
<b>Assets</b>				
Current assets	\$ 177,900	\$ 11,561	\$	\$ 189,461
Receivable from wholly owned subsidiaries	891,601		(891,601)	
Intangible assets, net	50,790	833,120		883,910
Investment in and advances to wholly owned subsidiaries	33,837		(33,837)	
Property, equipment and other assets, net	50,003	100,931		150,934
<b>Total assets</b>	<b>\$ 1,204,131</b>	<b>\$ 945,612</b>	<b>\$ (925,438)</b>	<b>\$ 1,224,305</b>
<b>Liabilities, Mandatorily Redeemable and Convertible Preferred Stock and Stockholders Deficit</b>				
Current liabilities	\$ 102,792	\$ 9,247	\$	\$ 112,039
Deferred income taxes	194,706			194,706
Senior secured and senior subordinated notes, net of current portion	1,004,029			1,004,029
Notes payable to Parent Company		891,601	(891,601)	
Mandatorily redeemable preferred stock	471,355			471,355
Other long-term liabilities	17,845	10,927		28,772
<b>Total liabilities</b>	<b>1,790,727</b>	<b>911,775</b>	<b>(891,601)</b>	<b>1,810,901</b>
Mandatorily redeemable and convertible preferred stock	740,745			740,745
Commitments and contingencies				
Stockholders deficit	(1,327,341)	33,837	(33,837)	(1,327,341)
<b>Total liabilities, mandatorily redeemable and convertible preferred stock, and stockholders deficit</b>	<b>\$ 1,204,131</b>	<b>\$ 945,612</b>	<b>\$ (925,438)</b>	<b>\$ 1,224,305</b>



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS:**

Twelve Months Ended December 31, 2004

	Parent Company	Wholly Owned Subsidiaries	Consolidating Adjustments	Consolidated Group
(In thousands)				
NET REVENUES	\$ 168,252	\$ 108,378	\$	\$ 276,630
<b>Expenses:</b>				
Programming and broadcast operations	12,861	43,611		56,472
Program Rights Amortization	53,616			53,616
Selling, general and administrative	60,721	61,114		121,835
Stock-based compensation	8,501			8,501
Adjustment of programming to net realizable value	4,645			4,645
Other operating expense	691	4,461		5,152
Depreciation and amortization	13,545	30,119		43,664
Total operating expenses	154,580	139,305		293,885
Gain on sale or disposal of broadcast and other assets, net	817	4,019		4,836
Operating income (loss)	14,489	(26,908)		(12,419)
<b>Other income (Expense):</b>				
Interest expense	12,957	(107,149)		(94,192)
Dividends on mandatorily redeemable preferred stock	(60,616)			(60,616)
Other income, net	4,280	12		4,292
Loss on extinguishment of debt	(6,286)			(6,286)
Equity in losses of consolidated subsidiaries	(134,045)		134,045	
(Loss) income before income taxes	(169,221)	(134,045)	134,045	(169,221)
Income tax provision	(18,751)			(18,751)
Net (loss) income	(187,972)	(134,045)	134,045	(187,972)
Dividends and accretion on redeemable and convertible preferred stock	(57,763)			(57,763)
	\$ (245,735)	\$ (134,045)	\$ 134,045	\$ (245,735)

Net (loss) income attributable to  
common stockholders

F-49

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS:**

Twelve Months Ended December 31, 2004

	Parent Company	Wholly Owned Subsidiaries	Consolidating Adjustments	Consolidated Group
(In thousands)				
Net cash (used in) provided by operating activities	\$ (21,411)	\$ 11,694	\$	\$ (9,717)
Cash flows from investing activities:				
Decrease in short term investments	6,955			6,955
Deposits for programming letters of credit	(24,603)			(24,603)
Purchases of property and equipment	(4,320)	(11,525)		(15,845)
Proceeds from sales of broadcast properties	9,988			9,988
Proceeds from sale of broadcast towers and property and equipment	28			28
Other		(170)		(170)
Net cash used in investing activities	(11,952)	(11,695)		(23,647)
Cash flows from financing activities:				
Borrowings of long-term debt	365,000			365,000
Repayments of long-term debt	(335,687)			(335,687)
Payments of loan origination costs	(11,441)			(11,441)
Proceeds from exercise of common stock options, net	3			3
Repayment of stock subscription notes receivable	413			413
Net cash provided by financing activities	18,288			18,288
Increase (decrease) in cash and cash equivalents	(15,075)	(1)		(15,076)
Cash and cash equivalents, beginning of period	97,090	33		97,123
Cash and cash equivalents, end of period	\$ 82,015	\$ 32	\$	\$ 82,047

F-50

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED CONSOLIDATING BALANCE SHEETS:**

	As of December 31, 2003			
	Parent Company	Wholly Owned Subsidiaries	Consolidating Adjustments	Consolidated Group
	(In thousands)			
<b>Assets</b>				
Current assets	\$ 184,612	\$ 9,764	\$	\$ 194,376
Receivable from wholly owned subsidiaries	892,601		(892,601)	
Intangible assets, net	61,486	832,468		893,954
Investment in and advances to wholly owned subsidiaries	58,045		(58,045)	
Property, equipment and other assets, net	71,404	123,943		195,347
<b>Total assets</b>	<b>\$ 1,268,148</b>	<b>\$ 966,175</b>	<b>\$ (950,646)</b>	<b>\$ 1,283,677</b>
<b>Liabilities, Mandatorily Redeemable and Convertible Preferred Stock and Stockholders Deficit</b>				
Current liabilities	\$ 119,572	\$ 7,672	\$	\$ 127,244
Deferred income taxes	175,281			175,281
Senior secured and senior subordinated notes, net of current portion	925,547			925,547
Notes payable to Parent Company		892,601	(892,601)	
Mandatorily redeemable preferred stock	410,739			410,739
Other long-term liabilities	42,787	7,857		50,644
<b>Total liabilities</b>	<b>1,673,926</b>	<b>908,130</b>	<b>(892,601)</b>	<b>1,689,455</b>
Mandatorily redeemable and convertible preferred stock	684,067			684,067
Commitments and contingencies Stockholders deficit	(1,089,845)	58,045	(58,045)	(1,089,845)
<b>Total liabilities, mandatorily redeemable and convertible preferred stock, and</b>	<b>\$ 1,268,148</b>	<b>\$ 966,175</b>	<b>\$ (950,646)</b>	<b>\$ 1,283,677</b>



stockholders deficit

F-51

---

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS:**

Twelve Months Ended December 31, 2003

	Parent Company	Wholly Owned Subsidiaries	Consolidating Adjustments	Consolidated Group
(In thousands)				
NET REVENUES	\$ 169,086	\$ 101,853	\$	\$ 270,939
<b>Expenses:</b>				
Programming and broadcast operations	14,107	37,847		51,954
Program Rights Amortization	51,082			51,082
Selling, general and administrative	49,881	61,095		110,976
Stock-based compensation	12,766			12,766
Other operating expense	4,056	4,516		8,572
Depreciation and amortization	7,751	35,232		42,983
Total operating expenses	139,643	138,690		278,333
Gain on sale or disposal of broadcast and other assets, net	9,921	41,668		51,589
Operating income	39,364	4,831		44,195
<b>Other income (Expense):</b>				
Interest expense	(91,698)	(504)		(92,202)
Dividends on mandatorily redeemable preferred stock	(27,539)			(27,539)
Other income, net	5,803	81		5,884
Equity in income of consolidated subsidiaries	4,408		(4,408)	
(Loss) income before income taxes	(69,662)	4,408	(4,408)	(69,662)
Income tax provision	(6,551)			(6,551)
Net (loss) income	(76,213)	4,408	(4,408)	(76,213)
Dividends and accretion on redeemable and convertible preferred stock	(70,104)			(70,104)
Net (loss) income attributable to common stockholders	\$ (146,317)	\$ 4,408	\$ (4,408)	\$ (146,317)

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS:**

**Twelve Months Ended December 31, 2003**

	<b>Parent Company</b>	<b>Wholly Owned Subsidiaries</b>	<b>Consolidating Adjustments</b>	<b>Consolidated Group</b>
<b>(In thousands)</b>				
Net cash (used in) provided by operating activities	\$ 7,517	\$ 25,399	\$	\$ 32,916
Cash flows from investing activities:				
Decrease in short term investments	4,125			4,125
Purchases of property and equipment	(1,487)	(25,245)		(26,732)
Proceeds from sales of broadcast properties	83,332			83,332
Proceeds from sale of broadcast towers and property and equipment	360			360
Other		(156)		(156)
Net cash provided by (used in) investing activities	86,330	(25,401)		60,929
Cash flows from financing activities:				
Borrowings of long-term debt	2,000			2,000
Repayments of long-term debt	(20,152)			(20,152)
Payments of loan origination costs	(2,259)			(2,259)
Proceeds from exercise of common stock options, net	115			115
Payments of employee income taxes on exercise of common stock options	(2,335)			(2,335)
Repayment of stock subscription notes receivable	144			144
Net cash used in financing activities	(22,487)			(22,487)
Increase (decrease) in cash and cash equivalents	71,360	(2)		71,358
Cash and cash equivalents, beginning of period	25,730	35		25,765
Cash and cash equivalents, end of period	\$ 97,090	\$ 33	\$	\$ 97,123

**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS:**

Twelve Months Ended December 31, 2002

	Parent Company	Wholly Owned Subsidiaries	Consolidating Adjustments	Consolidated Group
(In thousands)				
NET REVENUES	\$ 178,800	\$ 98,121	\$	\$ 276,921
<b>Expenses:</b>				
Programming and broadcast operations	14,072	37,132		51,204
Program Rights Amortization	77,835	145		77,980
Selling, general and administrative	67,215	65,090		132,305
Adjustment of programming to net realizable value	41,270			41,270
Other operating expenses	4,424	4,021		8,445
Depreciation and amortization	23,824	34,705		58,529
Total operating expenses	228,640	141,093		369,733
Gain on sale or disposal of broadcast and other assets, net	1,857	21,049		22,906
Operating income	(47,983)	(21,923)		(69,906)
<b>Other income (Expense):</b>				
Interest expense	16,203	(101,417)		(85,214)
Dividends on mandatorily redeemable preferred stock				
Other income, net	5,313	446		5,759
Loss on extinguishment of debt	(17,552)			(17,552)
Equity in losses of consolidated subsidiaries	(122,894)		122,894	
(Loss) income before income taxes	(166,913)	(122,894)	122,894	(166,913)
Income tax provision	(169,273)			(169,273)
Net (loss) income	(336,186)	(122,894)	122,894	(336,186)
Dividends and accretion on redeemable and convertible preferred stock	(110,099)			(110,099)
Net (loss) income attributable to common stockholders	\$ (446,285)	\$ (122,894)	\$ 122,894	\$ (446,285)



**Table of Contents**

**PAXSON COMMUNICATIONS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS:**

Twelve Months Ended December 31, 2002

	Parent Company	Wholly Owned Subsidiaries	Consolidating Adjustments	Consolidated Group
(In thousands)				
Net cash (used in) provided by operating activities	\$ (105,156)	\$ 29,728	\$	\$ (75,428)
Cash flows from investing activities:				
Increase in short term investments	(4,923)			(4,923)
Purchases of property and equipment	(2,180)	(28,997)		(31,177)
Proceeds from sales of broadcast properties	26,647			26,647
Proceeds from sale of broadcast towers and property and equipment	143			143
Proceeds from insurance recoveries	2,722			2,722
Other	(363)	(738)		(1,101)
Net cash provided by (used in) investing activities	22,046	(29,735)		(7,689)
Cash flows from financing activities:				
Borrowings of long-term debt	336,338			336,338
Repayments of long-term debt	(2,898)			(2,898)
Redemption of preferred stock	(284,410)			(284,410)
Payments of loan origination costs	(10,886)			(10,886)
Debt extinguishment premium and costs	(14,302)			(14,302)
Proceeds from exercise of common stock options, net	1,182			1,182
Net cash used in financing activities	25,024			25,024
Increase (decrease) in cash and cash equivalents	(58,086)	(7)		(58,093)
Cash and cash equivalents, beginning of period	83,816	42		83,858
Cash and cash equivalents, end of period	\$ 25,730	\$ 35	\$	\$ 25,765

F-55

Table of Contents

## SCHEDULE II

**PAXSON COMMUNICATIONS CORPORATION  
VALUATION AND QUALIFYING ACCOUNTS  
For the Three Years Ended December 31, 2004**

	Column A	Column B	Column C	Column D	Column E
	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Other	Deductions	Balance at End of Year
<b>(In thousands)</b>					
<b>For the year ended December 31, 2004:</b>					
Allowance for doubtful accounts	\$ 1,090	\$ 155	\$	\$ (597)(1)	\$ 648
Deferred tax assets valuation allowance	\$ 370,537	\$ 63,525(2)	\$	\$	\$ 434,062
Restructuring reserves	\$ 145	\$ (5)	\$	\$ (138)(3)	\$ 2
<b>For the year ended December 31, 2003:</b>					
Allowance for doubtful accounts	\$ 2,100	\$ (418)	\$	\$ (592)(1)	\$ 1,090
Deferred tax assets valuation allowance	\$ 348,110	\$ 22,427(2)	\$	\$	\$ 370,537
Restructuring reserves	\$ 1,522	\$ 48	\$	\$ (1,425)(3)	\$ 145
<b>For the year ended December 31, 2002:</b>					
Allowance for doubtful accounts	\$ 3,635	\$ (126)	\$	\$ (1,409)(1)	\$ 2,100
Deferred tax assets valuation allowance	\$ 124,428	\$ 223,682(2)	\$	\$	\$ 348,110
Restructuring reserves	\$ 2,099	\$ 2,173	\$	\$ (2,750)(3)	\$ 1,522

- (1) Write off of uncollectible receivables.
- (2) Valuation allowance for net deferred tax assets due to uncertainty surrounding the Company's utilization of future tax benefits.
- (3) Cash payments of termination benefits and lease obligations.

F-56