WOODS COMMUNICATIONS CORPORATION

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2005 AND 2004

NOTE 4 - INCOME TAXES:
On January 1, 1997, approval was received from the applicable taxing authorities that, effective with the year beginning on January 1, 1997, the Corporation, with the consent of its shareholder, will be taxed under sections of federal and state income tax law, which provide that, in lieu of corporation income taxes, the shareholder will separately account for the Corporation's income, deductions, losses and credits. As a result of the Tax Reform Act of 1986, the Corporation may be subject to income taxes at the maximum corporate rate if certain assets are sold at a gain for a 10-year period following the election. Upon receipt of the approval of the election, the Corporation reduced its net deferred tax liability to an amount that represents the estimated income taxes that might be payable if those assets are sold. This remaining deferred tax liability will be reduced, either through actual tax payments or as the excess of the financial reporting basis over the tax basis on the effective date of the election diminishes over the 10-year period.

NOTE 5 - RELATED PARTY TRANSACTIONS:
Woods Communications Corporation has various business relationships with its sole shareholder and companies which are owned by its sole shareholder. The following is a brief description of the transactions in which the Corporation engages the related parties.

The shareholder of the Corporation owns a majority interest in Woods Television Company, LLC; Woods Investment Properties, LLC; Ono Island Investments, LLC; and Oceanfront Properties, LLC. The Corporation periodically makes advances to and receives advances from these various related parties. The Corporation leases real property from Woods Investment Properties, LLC; and its sole shareholder.

See Accountants' Review Report.

WOODS COMMUNICATIONS CORPORATION

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2005 AND 2004

A summary of the dollar amounts of the above transactions is as follows:

RELATED PARTY/ TRANSACTIONS DESCRIPTION	BALANCE DUE TO/FROM RELATED PARTIES AT DECEMBER 31		INCOME/EXPENSE WITH RELATED PARTIES FOR THE YEAR ENDED DECEMBER 31	
	2005	2004	2005	2004
Woods Television Company, LLC:				
Accounts receivable				
Oceanfront Properties, LLC:				
Accounts receivable				
Woods Investment Properties, LLC:				
Accounts payable				
Rent expense				
Ono Island Investments, LLC:				
Accounts receivable				
Charles Woods:				
Accounts receivable				

NOTE 6 - BARTER TRANSACTIONS:
In accordance with established industry practices, the Corporation barters advertising time in exchange for certain fixed assets and other products and services used in operating the Corporation. Barter (trade) revenues are reported at the fair value of the products and service received. Trade revenue is recorded when the commercials are broadcast and the corresponding expense or the acquisition of property is recorded when the item is received or used. Trade revenue from barter transactions for the years ended December 31, 2005 and 2004 totaled and , respectively. Trade expense for the same periods totaled and respectively.

NOTE 7 - LEASE COMMITMENTS:
The Corporation leases real property from various related parties as described in Note 5. The Corporation also leases tower space in Montgomery and Grady. The future minimum lease payments are in 2006 and in 2007.

Total rent expense under operating leases for 2005 and 2004 was and respectively.

See Accountants' Review Report.

WOODS COMMUNICATIONS CORPORATION

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2005 AND 2004

At December 31, 2005, a server, with a depreciated cost of , is being acquired under a capital lease which contains a purchase option allowing the Corporation to purchase the machine for at September 15, 2008. Since the Corporation intends to exercise the option, the equipment and the related liability under the capital lease were recorded in 2005 at the present value of the future payments due under the lease. The related liability under the capital lease, with a December 31, 2005, balance of , is due in monthly installments of , including interest, to September 2008.

The following is a schedule by years of the future minimum lease payments under the capital lease as of December 31, 2005:

2006	
2007	
2008	
Total	

NOTE 8 - LESSOR OPERATING LEASES:
The Corporation is a lessor of certain broadcasting equipment under several agreements expiring in various years to 2010. Under the operating method of accounting for leases, the cost of the broadcasting equipment is recorded as an asset and is depreciated over its estimated useful life and the rental income is recognized ratably as the lease rental payments are earned.

Property leased to others under operating leases consists of equipment with a cost basis of and accumulated depreciation of December 31, 2005.

At December 31, 2004 future minimum lease payments under noncancelable operating leases are as follows:

2006	
2007	
2008	
2009	
2010	
Thereafter	
Total	

The Corporation receives management fees of per month for commercial airtime sold to a television station in Wolfforth, Texas pursuant to a joint sales agreement. The agreement expires January 31, 2009 with renewal options through January 31, 2041.

See Accountants' Review Report.

WOODS COMMUNICATIONS CORPORATION

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2005 AND 2004

NOTE 9 - 401(k) PLAN:
The Corporation has a 401(k) Plan for its employees. The terms of the plan call for an elective contribution from employees of - of their salaries. The Corporation makes contributions based on a matching formula. In 2005 and 2004, the Corporation contributed and (net of forfeitures) to the plan, respectively.

NOTE 10 - MARKETABLE SECURITIES:
At December 31, 2005, the Corporation had the following investments classified by management as available for sale:

	COST	GROSS UNREALIZED HOLDING GAINS	GROSS UNREALIZED HOLDING LOSSES	FAIR VALUE
Equity securities				

At December 31, 2004, the Corporation had the following investments classified by management as available for sale:

	COST	GROSS UNREALIZED HOLDING GAINS	GROSS UNREALIZED HOLDING LOSSES	FAIR VALUE
Equity securities				

See Accountants' Review Report.

JACKSON THORNTON
A PROFESSIONAL CORPORATION www.jacksonthornton.com

MONTGOMERY, ALABAMA

Dothan
Prattville
Wetumpka

ACCOUNTANTS' REPORT ON
SUPPLEMENTARY INFORMATION

To the Shareholder
Woods Communications Corporation
Montgomery, Alabama

Our reviews were made for the purpose of expressing limited assurance that there are no material modifications that should be made to the basic financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America. The supplementary information which follows is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the inquiry and analytical procedures applied in the reviews of the basic financial statements and we did not become aware of any material modifications that should be made to such information.

Jackson Thornton & Co. PC

Montgomery, Alabama
May 2, 2006

WOODS COMMUNICATIONS CORPORATION

SCHEDULE OF REVENUES AND EXPENSES
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
BROADCAST REVENUES:		
Local		
Regional		
National		
Trade		
Political		
Production		
Sales adjustments		
Total broadcast revenues		
DIRECT COMMISSIONS COST:		
National representative commissions		
Agency commissions		
Total direct commissions cost		
Net revenues		
EXPENSES:		
Technical:		
Salaries		
Utilities		
Tower rent		
Maintenance of equipment		
Consulting		
Entertainment		
Other		
Total technical expenses		
Program:		
Film costs		
Salaries		
Music license fees		
Other		
Total program expenses		
Selling:		
Salaries		
Commissions - local and regional		
Sales promotion and audience measure		
Advertising and promotions		
Entertainment		
Travel		
Other		
Total selling expenses		

WOODS COMMUNICATIONS CORPORATION

SCHEDULE OF REVENUES AND EXPENSES
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
EXPENSES: (continued)		
Production:		
Salaries		
Supplies, props and video tape		
Other		
Total production expenses		
Promotion:		
Salaries		
Advertising and promotions		
Other		
Total promotion expenses		
General and administrative:		
Salaries		
401(k) expenses		
Automobile		
Payroll taxes		
Telephone		
Utilities		
Bad debts		
Legal and accounting		
Insurance		
Office supplies		
Dues and subscriptions		
Travel		
Property rent		
Postage		
Taxes and licenses		
Entertainment		
Contract production		
Miscellaneous		
Repairs and maintenance		
Contributions		
Data processing		
Regional sale/trade		
Depreciation expense		
Amortization of fees and intangibles		
Total general and administrative expenses		
Total operating expenses		

WOODS COMMUNICATIONS CORPORATION

SCHEDULE OF REVENUES AND EXPENSES
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
EXPENSES: (continued)		
Other income and (expenses):		
Interest expense		
Interest income		
Investment income		
Management fee income		
Gain on sale of assets		
Miscellaneous income		
Total other income		
NET INCOME		
ADD BACK FOR CERTAIN ITEMS DEDUCTED ABOVE:		
Depreciation		
Interest expense		
Amortization		
Income before depreciation, interest, income taxes and amortization		

See Accountants' Review Report.

ATTACHMENT Y

Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
Request for Waiver by	)	
	)	MB Docket No. 03-15
Woods Communications Corporation	)	
	)	
For Waiver of the July 1, 2006	)	
Replication/Maximization Deadline	)	

REQUEST TO WITHHOLD INFORMATION FROM PUBLIC INSPECTION

Woods Communications Corporation ("Woods"), by counsel and pursuant to Section 0.459 of the Commission's Rules, 47 C.F.R. §0.459, hereby requests that certain information contained in Attachments W and X to its above-captioned Request for Waiver of the July 1, 2006 Replication/Maximization Deadline ("Waiver Request") be treated as proprietary and confidential information not available for pubic inspection. In accordance with Section 0.459(b) of the Commission's Rules, 47 C.F.R. §0.459(b), Woods provides the following information in support of its request for confidential treatment.

1. Woods today is filing a request for waiver of the July 1, 2006 interim digital television ("DTV") construction deadline.

2. Attachments W and X to Woods' Waiver Request contain detailed financial information. Woods is a privately owned company, and such information is not available to the public. As a television broadcaster, Woods competes with other broadcasters in the Montgomery, Alabama area. Woods believes that disclosure of the sensitive financial information contained in Attachments W and X to its Waiver Request would result in substantial competitive harm to Woods.

3. For the reasons discussed above, Woods respectfully requests that Attachments W and X to its Waiver Request be withheld from public inspection in accordance with Section 0.459 of the Commission's Rules, 47 C.F.R. §0.459.[1]

4. In the event the Commissions denies confidential treatment of the information contained in Attachments W and X to Woods' Waiver Request, Woods respectfully requests that this information be returned to the undersigned counsel pursuant to Section 0.459(e) of the Commission's Rules and not disclosed to the public. Any questions regarding this request should be addressed to the undersigned.

Respectfully submitted,

WOODS COMMUNICATIONS CORPORATION

June 29, 2006

By: Aaron P. Shainis

Aaron P. Shainis
Its Attorney
Shainis & Peltzman, Chartered
1850 M Street, NW
Suite 240
Washington, DC 20036

cc: Shaun A. Maher, Esq.

[1] Non-redacted documents shall be submitted for in-camera review upon Commission request.

ATTACHMENT Z

Declaration of David Woods

David Woods, President of Woods Communications Corporation, hereby states under penalty of perjury the following:

At the present time, Woods Communications Corporation is broadcasting on NTSC Channel 20 and is broadcasting on its current DTV Channel 16 pursuant to Special Temporary Authority ("STA"). The cost to maximize its DTV operation and continue operating its NTSC Channel 20 is prohibitive. In this regard, it cannot use the current Channel 20 tower for its Channel 16 maximization facility. The estimated cost for the tower, equipment and installation would require a total expenditure in excess of Four Million Two Hundred Thousand Dollars ($4,200,000).

WCOV is in a competitive broadcasting market and is competing for a limited amount of advertising dollars. It is located in the 116th DMA. Woods Communications Corporation is currently a healthy company but to undertake this type of expenditure at the present time would not be prudent. Moreover, due to its current financial commitments, it would not be feasible to borrow the necessary money needed to undertake this project. It is far more economically sensible to wait until 2009 to maximize its DTV facility.

David Woods
President
Woods Communications Corporation

Date: June 26, 2006

ATTACHMENT AA

Declaration of Marc Stover

Marc Stover hereby states under penalty of perjury the following:

I am the General Sales Manager for WCOV-TV, Montgomery, Alabama. As a result of Hurricane Katrina, Woods Communications Corporation lost revenues during the third quarter 2005 and subsequently. In this regard, it lost revenues from Casino Advertising; specifically, Pearl River Resort is not scheduled to return to operation until September 2006 and Casino Magic will not be back in operation until August 2006. In addition, expected advertising revenues from the Tunica Convention Visitors Bureau did not materialize.

Due to the need for new trucks and automobiles in Mississippi and Louisiana, local auto dealers sent their inventory to these areas and did not have any incentive to advertise. Consequently, the market lost these advertising revenues. Similarly, home improvement stores such as Home Depot, Lowes and Wal-Mart diverted product to those areas that were devastated by Hurricane Katrina and did not spend as much on advertising in the Montgomery market.

Marc Stover

Marc Stover
General Sales Manager
WCOV-TV

Date: June 26 2006