

**EXHIBIT 12**  
**DESCRIPTION OF TRANSACTION AND DOCUMENTS**

This application seeks Commission consent to the assignment of license of television station WUTB-TV, Baltimore, Maryland, FAC ID 60552 (the “Station”), and related auxiliary and other facilities, from Fox Television Stations, Inc. to Deerfield Media (Baltimore) Licensee, LLC (“Deerfield LLC”). The sole member of Deerfield LLC is Deerfield Media (Baltimore), Inc. (“Deerfield Inc.”), which is owned and operated by Stephen P. Mumblow.<sup>1</sup>

As detailed in the instant application, Deerfield LLC and Deerfield Inc. (collectively “Deerfield Media”) and Sinclair Broadcast Group, Inc. (“SBG”), through its wholly-owned subsidiaries, Sinclair Communications, LLC and Chesapeake Television Licensee, LLC, licensee of WBFF(TV), Baltimore, Maryland, FAC ID 10758 (together with SBG, the “Service Provider”), have entered into a joint sales agreement and a shared services agreement with respect to the Station. Pursuant to such agreements, the Service Provider will provide certain sales, technical, administrative and back-office, business, and promotional services for the Station upon consummation of the assignment of license for the Station following the Commission’s consent.

Specifically, Deerfield Media has entered into the following agreements:

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<sup>1</sup> Sinclair Broadcast Group, Inc. agreed to purchase and acquire the licenses and certain assets of the Station from Fox Television Group, Inc. (“Fox”) pursuant to an Asset Purchase Agreement dated October 25, 2012. On October 26, 2012, Sinclair Broadcast Group, Inc. assigned its rights to acquire the Station and assets to Sinclair Communications, LLC (“SCLLC”). SCLLC then entered into an Assignment Agreement with Deerfield Media (Baltimore), Inc. pursuant to which SCLLC agreed to sell, assign and convey to Deerfield Media (Baltimore), Inc. the rights to acquire from Fox the licenses and certain assets of the Station. SCLLC will retain certain non-license assets currently used by the Station and will make those assets available to Deerfield pursuant to the terms of the Shared Services Agreement.

(a) A Shared Services Agreement, attached hereto, pursuant to which the Service Provider will provide certain technical, promotional and back office services with respect to the operation of the Station in conformity with the Rules and Regulations of the Commission, all under the supervision and control of Deerfield Media, and

(b) A Joint Sales Agreement, attached hereto, pursuant to which the Service Provider, as Sales Agent, has agreed to sell advertising and commercial time on the Station in conformity with the Rules and Regulations of the Commission, all under the supervision and control of Deerfield Media.

Additionally, Deerfield Media and Sinclair Television Group, Inc. ("STG"), a wholly owned subsidiary of SBG, have entered into an option agreement which grants STG, as Option Holder, an option to purchase, at Option Holder's election and subject to the prior consent of the Commission, (i) all of the issued and outstanding equity of Deerfield Inc., and/or (ii) all (or certain designated) assets of Deerfield Media related to the Station.

The agreements in this transaction comply with the Commission's rules and policies. However, in response to Section III, Question 3, Deerfield LLC has certified "No" because, as noted in Exhibit 12, certain schedules and exhibits to the agreements are not being submitted with this application, but will be provided to the FCC on request. Additionally, certain information contained within the attachments to Exhibit 12, which is proprietary in nature and not germane to the Commission's consideration of the parties' qualifications, has been redacted.