

**EXHIBIT 5**

**DESCRIPTION OF TRANSACTION AND UNIQUE SERVICE TO BE PROVIDED**

The instant application seeks Commission consent to the assignment of the license of WCIV(TV), Charleston, South Carolina (FAC ID 21536) ("WCIV" or "Station"), from Sinclair Television Group, Inc. ("STG") to HSH Charleston (WCIV) Licensee, LLC ("HSH Charleston"). There are no other related or associated assignments.

While STG had voluntarily agreed to relinquish the WCIV license in order to come into compliance with the Commission's local ownership limits in the Charleston market as part of the recent Allbritton transaction,<sup>1</sup> HSH Charleston, a 100% minority owned and operated company, approached STG with the possibility of acquiring the Station. HSH Charleston indicated that it desired to operate the station without any staffing, programming, or financial assistance from STG, and that it believed it could provide a unique new viewpoint and programming service to the Charleston area. In keeping with its stated desire to increase minority television ownership, while at the same time attempting to keep its commitment not to own or control two television stations in the Charleston market, STG agreed to the proposed transaction. Both STG and HSH Charleston strongly believe that the public interest benefits from the proposed transaction justify positive consideration and ultimate grant of this application.

The proposed transaction is not an attempt by STG to evade its commitments under the *Allbritton Order* or the Commission's ownership limitations. HSH Charleston's proposed acquisition of WCIV does not include any shared sales or services arrangements with STG. STG will not provide financing, debt guarantee, staffing, programming, sales, or other services to HSH Charleston, will have no option to acquire WCIV in the future or any contingent financial interest in the operation of WCIV of any kind.<sup>2</sup>

STG acquired WCIV as part of its larger acquisition of various holdings of Allbritton following the *Allbritton Order*, which transaction was consummated as of July 31, 2014. The

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<sup>1</sup> See *Applications for Consent to Transfer of Control from License Subsidiaries of Allbritton Communications Co. to Sinclair Television Group, Inc.*, DA 14-1055 (rel. July 24, 2014) (the "*Allbritton Order*").

<sup>2</sup> The Purchase Agreement does provide that the parties will enter into a Studio License Agreement to be executed upon closing (Section 6.1(d) and 6.2(f)) to provide HSH Charleston with studio space in STG's current facility for WMMP(TV), Charleston, South Carolina, sufficient for HSH Charleston to transmit the WCIV signal, including use of an STL, and to comply with the Commission requirements to maintain the license. In addition, STG will assign to HSH Charleston its rights and obligations under the Station's current certain antenna site lease it assumed from Allbritton, which lease terminates in 2015. At the termination of the current WCIV antenna site lease, the Purchase Agreement provides that the parties will use commercially reasonable efforts to enter into an arms-length tower lease on STG's current WMMP antenna if technically feasible, subject to the consent of STG's landlord. STG will be paid rent at market rates for these facilities. The Purchase Agreement also provides that the parties will take reasonable steps to continue carriage of the existing WCIV ABC Network programming by MVPDs.

Order included the condition that STG “comply with the voluntary commitments described in the [Order].” Among the voluntary commitments made by STG was that it would surrender the license for WCIV for cancellation within 60 days of its consummation date, i.e., by September 29, 2014 (the “Surrender Date”).

HSH Charleston believes that STG’s obligation to surrender the WCIV license has created an opportunity to increase, rather than decrease, the program service options available to the Charleston area and that the grant of this application is in the public interest. Specifically, HSH Charleston’s parent, Howard Stirk Holdings, LLC (“HSH”), is owned by Mr. Armstrong Williams, one of the few African American television broadcasters today. Through subsidiaries, HSH currently owns television stations WWMB, Myrtle Beach, SC and WEYI-TV, Flint Michigan. Mr. Williams’s ownership of those stations manifestly furthers competition, diversity, localism and the public interest. HSH and Mr. Williams have been able to provide a new and competing voice in those communities, created new local programming, and are engaging the local community in ways that did not exist before the stations were purchased. It proposes to do the same with WCIV’s service to Charleston if the Commission will alter the requirement that STG surrender the WCIV license and grant this application.

While HSH maintains shared services agreements with STG in its operation of WWMB and WEYI, no such sharing or similar agreements are proposed here in connection with the proposed assignment of WCIV. HSH Charleston will independently staff and program WCIV. Below is a list of a few examples of the types of public interest actions and service that HSH and Mr. Williams advanced since acquiring WWMB and WEYI over a year ago:

1. increase the public affairs and local programming by adding local public affairs program(s) during prime time.
2. increase the coverage of local events, people and leaders through guests on local public affairs programs.
3. produce and air public affairs shows hosted by Mr. Williams and covering current issues such as: Right to Work, Small Business & Economic Development and Reducing Crime.
4. hold and host town hall meetings that will be televised in prime time, to be hosted by Mr. Williams. These town halls will cover topics of local interest (previous town hall meetings Mr. Williams has hosted include: health care, domestic violence, and gun violence).
5. seek to obtain programs of particular interest and enjoyment to minority communities, such as *The Steve Harvey Show* and *Queen Latifah*.
6. advance minority employment and provide an internship program specifically targeted at minority students interested in the technical side of the television business.

Chairman Wheeler, in his August 27, 2014 statement regarding the announcement by Gray Television and the Minority Media and Telecommunications Council that six television stations Gray had acquired in multi-station deals, but could not otherwise own under the Commission’s one-to-a-market rule, has expressed appreciation and support for station sales to “minority-owned entities [ ] that would increase diversity of ownership and programming.” He further noted that “[s]uch actions demonstrate how our rules can actively promote both

competition and diversity, keep stations on the air, and serve the public interest.” HSH Charleston believes its proposed acquisition of WCIV promotes the same interests and will preserve service in the public interest, and advance the Commission’s interest of diversifying the voices provided by over-the-air-free-to-the-home broadcasting.

The parties have acknowledged in the Purchase Agreement that they will use their reasonable efforts to extend the Surrender Date, but the Purchase Agreement provides that it may be terminated by either party if the closing does not occur by the Surrender Date. Given the requirement for a thirty day public notice period prior to Commission action on assignment applications, it is not possible for the Commission to grant this application prior to the September 29, 2014 Surrender Date. Accordingly, HSH Charleston and STG respectfully request that the Commission issue an Order deferring the date upon which STG must surrender the license for the Station so as to permit consideration of this application. If the Commission does not timely indicate its consent to deferral of the Surrender Date pending action on the instant application, STG will be required to surrender the licenses for the Station on or before the Surrender Date as set forth in the Order. In order to permit a thoughtful review of the public interest benefits of this application, therefore, the parties urgently request that the Commission give its consent to the deferral of the Surrender Date until the earlier of ten (10) business days after the Commission has finally acted on this application or the consummation of the transactions contemplated by this application.

Finally, the license renewal application for WCIV is pending (BRCDT-20120731AFC). In *Stockholders of CBS Inc.*, 11 FCC Rcd 3733 (1995), the Commission held that it may consider and act on an application for the assignment of a station notwithstanding the pendency of a renewal application. HSH Charleston respectfully requests that the Commission process this assignment application pursuant to the procedures established in that decision. In that regard, it hereby agrees to assume the consequences associated with succeeding to the place of the existing licensee if the renewal application for WCIV remains pending at the time of consummation of closing pursuant to approval of this assignment application.