

## **EXHIBIT 5**

### **DESCRIPTION OF THE TRANSACTION; AGREEMENTS**

Applications seeking the FCC's consent to the assignment of the following Class A television stations are being filed contemporaneously by the parties:

<b>Station(s)</b>	<b>Assignor</b>	<b>Assignee</b>
WZDC-CD, Washington, DC (FIN 50347)	Onda Capital, Inc.	NBC Telemundo License LLC
WRDM-CD, Hartford, CT (FIN 10153)	ZGS Hartford, Inc.	NBC Telemundo License LLC

Submitted herewith are executed copies of an Asset Purchase Agreement (“APA”), a Local Marketing Agreement (“LMA”), a Technical Services Agreement (for WZDC-CD), and a Technical Services Agreement (for WRDM-CD). Also submitted is the form of a Transition Services Agreement (which is Exhibit F to the APA) that will be executed at closing. Financial information in Schedule A of the form of a Transition Services Agreement has been redacted and the other exhibits and schedules to the APA have been omitted as they contain confidential or proprietary information, or are otherwise not relevant to the FCC's or the public's consideration of the assignment application. *See* LUJ, Inc. and Long Nine, Inc., *Memorandum Opinion and Order*, 17 FCC Rcd 16980 (2002) and *Public Notice*, DA 02-2049, 17 FCC Rcd 16166 (2002). Copies of the omitted exhibits and schedules will be provided to FCC staff upon request.

It is noted that a Channel Sharing Agreement between the parties was filed with a construction permit application for WZDC-CD, Washington, DC (FIN 50347) to channel share with WRC-TV, Washington, DC (FIN 47904) (File No. 0000035987), which was granted by the FCC on December 19, 2017, and a Channel Sharing Agreement between the parties was filed with a construction permit application for WRDM-CD, Hartford, CT (FIN 10153) to channel share with WVIT, New Britain, CT (FIN 74170) (File No. 0000035989), which was granted by the FCC on December 19, 2017.

The parties respectfully request that the FCC process the instant assignment application for WZDC-CD and the assignment application for WRDM-CD independent of each other (and independent of the assignment applications referenced below).

It is also noted that applications seeking the FCC's consent to the assignment of the following full-power television, Class A television, low power television and TV translator stations were filed contemporaneously by the parties on December 4, 2017:

<b>Station(s) FCC File Number</b>	<b>Assignor</b>	<b>Assignee</b>
KTDO, Las Cruces, NM (FIN 36916) KTDO-LP, El Paso, TX (FIN 36919) Lead File No. BALCDT-20171204ACV	ZGS El Paso Television, L.P.	NBC Telemundo License LLC
WKME-CD, Kissimmee, FL (FIN 61702) WMVJ-CD, Melbourne, FL (FIN 71238) WTMO-CD, Orlando, FL (FIN 10073) Lead File No. BALDTA-20171204ADD	ZGS Broadcasting of Orlando, Inc.	NBC Telemundo License LLC
WRMD-CD, Tampa, FL (FIN 74559) File No. BAL-20171204ADH	ZGS Television of Tampa, Inc.	NBC Telemundo License LLC
WWDT-CD, Naples, FL (FIN 58261) File No. BAL-20171204ADC	ZGS of Fort Myers-Naples, Inc.	NBC Telemundo License LLC
WDMR-LD, Springfield, MA (FIN 10154) File No. BALDTL-20171204ACZ	ZGS Hartford, Inc.	NBC Telemundo License LLC
WZTD-LD, Richmond, VA (FIN 68490) File No. BALDTL-20171204ACY	Onda Capital, Inc.	NBC Telemundo License LLC