

**EXHIBIT 5  
 DESCRIPTION OF TRANSACTION**

On February 28, 2013, Barrington Broadcasting LLC (together with its subsidiaries, “*Barrington*”) entered into an Asset Purchase Agreement (the “*Purchase Agreement*”) with Sinclair Television Group, Inc. (together with its subsidiaries, “*STG*”) for the sale of all of Barrington’s commercial television stations and related facilities, as well as three other commercial television stations covered by the Purchase Agreement through Option Exercise Agreements.

In order to consummate the transactions contemplated in the Purchase Agreement, the parties identified below are contemporaneously filing a total of 20 FCC Form 314 applications seeking the Commission’s consent to the assignment of the licenses of 24 full-power television stations, 10 low power television and television translator stations, and related auxiliary and other facilities.<sup>1</sup> For ease of reference, these 20 applications are described below as belonging to one of three groups: the Barrington Applications (16 applications), the Option Party Applications (2 applications) and the STG Divestiture Applications (2 applications).

***The Barrington Applications***

The instant application is one of 16 FCC Form 314 applications seeking Commission consent to the assignment of Barrington’s 18 commercial television stations, 10 low power and translator stations, auxiliary stations and related facilities to (a) STG, (b) subsidiaries of Cunningham Broadcasting Corporation (“*Cunningham*”), and (c) subsidiaries of Howard Stirk Holdings LLC, a 100% minority owned and controlled enterprise, owned by Armstrong Williams (“*HSH*”). Including the instant application, the Barrington Applications are as follows:

	DMA	Station(s)	Community of License	Assignor	Assignee
1	Albany, GA	WFXL(TV)	Albany, GA	Barrington Albany License LLC	STG
2	Amarillo, TX	KVII-TV	Amarillo, TX	Barrington Amarillo License LLC	STG
		KVIH-TV <sup>2</sup>	Clovis, NM		
		KXMF-LD	Amarillo, TX		
		K24DU	Dora, NM		
		K26DR	San Jon, NM		

<sup>1</sup> In addition, the parties are also contemporaneously filing various applications on FCC Forms 603 and 312 for the assignment of certain wireless and earth station licenses.

<sup>2</sup> KVIH-TV operates as a satellite of KVII-TV. STG will seek a continuation of the existing satellite waiver.

	DMA	Station(s)	Community of License	Assignor	Assignee
		K43BU	Clovis, NM		
3	Flint-Saginaw-Bay City, MI	WBSF(TV)	Bay City, MI	Barrington Bay City License LLC	Cunningham <sup>3</sup>
4	Colorado Springs-Pueblo, CO	KXRM-TV	Colorado Springs, CO	Barrington Colorado Springs License LLC	STG
		KXTU-LD	Colorado Springs, CO		
		K28GE	Woodland Park, CO		
5	Columbia, SC	WACH(TV)	Columbia, SC	Barrington Columbia License LLC	STG
6	Flint-Saginaw-Bay City, MI	WEYI-TV	Saginaw, MI	Barrington Flint License LLC	HSH <sup>4</sup>
7	Harlingen-Weslaco-Brownsville-McAllen, TX	KGBT-TV	Harlingen, TX	Barrington Harlingen License LLC	STG
8	Columbia-Jefferson City, MO	KRCG(TV)	Jefferson City, MO	Barrington Jefferson City License LLC	STG
			Sedalia, etc., MO		
9	Ottumwa, IA-Kirksville, MO	KTVO(TV)	Kirksville, MO	Barrington Kirksville License LLC	STG
10	Marquette, MI	WLUC-TV	Marquette, MI	Barrington Marquette License LLC	STG
		W07DB	Marquette, MI		
		W14CE	Escanaba, MI		
11	Myrtle Beach-Florence, SC	WPDE-TV	Florence, SC	Barrington Myrtle Beach License LLC	STG

<sup>3</sup> A subsidiary of STG owns television station WSMH-TV, Saginaw, MI. Under the Commission's local television ownership rule, STG cannot hold an attributable interest in WBSF(TV) and WEYI-TV. As such, STG has assigned to HSH and Cunningham its right under the Purchase Agreement to acquire WEYI-TV and WBSF(TV), respectively, subject to the Commission's consent. Barrington understands that STG does not have an attributable interest in either Cunningham or HSH, but intends to provide sales and other support services to WBSF(TV) and WEYI-TV pursuant to a joint sales agreement (a "JSA") and shared services agreement (a "SSA") with each of Cunningham and HSH. STG will enter into assignable options with respect to these stations, which are attached as Exhibit 13 to the Form 314 applications pertaining to WBSF(TV) and WEYI-TV.

<sup>4</sup> *Id.*

	DMA	Station(s)	Community of License	Assignor	Assignee
12	Peoria-Bloomington, IL	WHOI(TV)	Peoria, IL	Barrington Peoria License LLC	STG <sup>5</sup>
13	Quincy, IL-Hannibal, MO-Keokuk, IA	KHQA-TV	Hannibal, MO	Barrington Quincy License LLC	STG
14	Syracuse, NY	WSTM-TV	Syracuse, NY	Barrington Syracuse License LLC	STG <sup>6</sup>
		WSTQ-LP	Syracuse, NY		
15	Toledo, OH	WNWO-TV	Toledo, OH	Barrington Toledo License LLC	STG
16	Traverse City-Cadillac, MI	WPBN-TV	Traverse City, MI	Barrington Traverse City License LLC	STG
		WTOM-TV <sup>7</sup>	Cheboygan, MI		

***The Option Party Applications***

The proposed transaction also contemplates the assignment of licenses of three full-power television stations with respect to which Barrington holds and has exercised purchase options: WWMB(TV), Florence, SC (Fac. ID 3133), licensed to SagamoreHill of Carolina Licenses LLC (“**SagamoreHill**”), WGTU(TV), Traverse City, MI (Fac. ID 59280), and WGTQ(TV), Sault Ste. Marie, MI (Fac. ID 59279), licensed to Tucker Broadcasting of Traverse City, Inc. (“**Tucker**”) (the “**Option Stations**”).

Under the Commission’s local television ownership rule, neither Barrington nor STG (once it acquires Barrington’s station in the Myrtle Beach, SC DMA (WPDE-TV) and its stations in the Traverse City, MI DMA (WPBN-TV and WTOM-TV)) may also own the Option Stations.<sup>8</sup> As such, STG has assigned to HSH and Cunningham its right under the Purchase

<sup>5</sup> Granite Broadcasting Corporation (“**Granite**”) currently provides sales and other support services to WHOI(TV), Peoria, IL, pursuant to a JSA between Barrington Peoria LLC, Barrington Broadcasting Group LLC and Granite. In addition, Granite and Barrington Peoria LLC are parties to an SSA. Upon consummation, STG will assume Barrington’s rights and obligations under both of these pre-existing agreements.

<sup>6</sup> Barrington currently provides sales and other support services to WTVH(TV), Syracuse, NY, pursuant to a JSA between WTVH, LLC, Granite, Barrington Syracuse LLC and Barrington Broadcasting Group LLC. In addition, WTVH, LLC and Barrington Syracuse LLC are parties to an SSA. Upon consummation, STG will assume Barrington’s rights and obligations under both of these pre-existing agreements.

<sup>7</sup> WTOM-TV operates as a satellite of WPBN-TV. STG will seek a continuation of the existing satellite waiver.

<sup>8</sup> 47 C.F.R. § 73.3555(b).

Agreement to acquire the Option Stations, subject to the Commission's consent. Barrington, in turn, has entered into an Option Exercise Agreement with each of SagamoreHill and Tucker in which, subject to the Commission's consent, SagamoreHill has agreed to convey WWMB(TV) directly to HSH,<sup>9</sup> and Tucker has agreed to convey WGTU(TV) and WGTQ(TV) directly to Cunningham.<sup>10</sup>

Barrington currently provides programming services to WWMB(TV) pursuant to a grandfathered Time Brokerage Agreement (also known as a local marketing agreement), originally dated as of April 28, 1994 (the "*LMA*"). In addition, Barrington provides sales and other support services to WGTU(TV) and WGTQ(TV) pursuant to a JSA and an SSA. Barrington will assign its rights and obligations under the grandfathered LMA to STG, and SagamoreHill will assign its rights and obligations under the grandfathered LMA to HSH. Barrington will assign its rights and obligations under the existing JSA and SSA to STG, and Tucker will assign its rights and obligations under the existing JSA and SSA to Cunningham.<sup>11</sup>

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<sup>9</sup> Pursuant to the Assignment (attached as Exhibit 13 to the WWMB(TV) Form 314 application), STG has assigned to HSH the right to acquire WWMB(TV) from SagamoreHill of Carolina Licenses LLC.

<sup>10</sup> Pursuant to the Assignment (attached as Exhibit 13 to the WGTU(TV)/WGTQ(TV) Form 314 application), STG has assigned to Cunningham the right to acquire WGTU(TV) and WGTQ(TV) from Tucker Broadcasting of Traverse City, Inc.

<sup>11</sup> The Commission has previously passed upon the grandfathered LMA that will be assumed by STG and HSH as well as the JSA and SSA that will be assumed by STG and Cunningham. *See* FCC File Nos. BALCT-20050728ALZ (WWMB(TV) LMA) and BALCT-20070917ADG (WGTU/WGTQ JSA/SSA).

In summary, the Option Party Applications are as follows:

	DMA	Station(s)	Community of License	Assignor	Assignee
17	Myrtle Beach-Florence, SC	WWMB(TV)	Florence, SC	SagamoreHill of Carolina Licenses LLC	HSH <sup>12</sup>
18	Traverse City-Cadillac, MI	WGTU(TV)	Traverse City, MI	Tucker Broadcasting of Traverse City, Inc.	Cunningham <sup>13</sup>
		WGTQ(TV) <sup>14</sup>	Sault Ste. Marie, MI		

***The STG Divestiture Applications:***

Subsidiaries of STG currently hold licenses to full-power commercial television stations in the Peoria-Bloomington, IL DMA — WYZZ-TV, Bloomington, IL (Fac. ID 5875) — and in the Syracuse, NY DMA — WSYT(TV), Syracuse, NY (Fac. ID 40758). Under the Commission’s local television ownership rule, STG cannot acquire WHOI(TV), Peoria, IL and WSTM-TV, Syracuse, NY while STG holds an attributable interest in WYZZ-TV and WSYT(TV), respectively.<sup>15</sup> Accordingly, concurrently with the instant application, STG is submitting two FCC Form 314 applications seeking the Commission’s consent to assign the licenses of WYZZ-TV and WSYT(TV) to Cunningham in order for STG’s acquisition of WHOI(TV) and WSTM-TV to comport with the Commission’s local television ownership rule.

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<sup>12</sup> The subsidiary of HSH that will acquire the license for WWMB(TV), along with the related LMA rights described above, is HSH Myrtle Beach (WWMB) Licensee, LLC. HSH will also enter into an option agreement with STG with respect to this station, a copy of which is attached at Exhibit 13.

<sup>13</sup> The subsidiary of Cunningham that will acquire the licenses for WGTU(TV) and WGTQ(TV), along with the related JSA/SSA rights described above, is Traverse City (WGTU/WGTQ) Licensee, Inc. Cunningham will also enter into an option agreement with STG with respect to these stations, a copy of which is attached at Exhibit 13.

<sup>14</sup> WGTQ(TV) operates as a satellite of WGTU(TV). Cunningham will seek a continuation of the existing satellite waiver.

<sup>15</sup> 47 C.F.R. § 73.3555(b).

In summary, the STG Divestiture Applications are as follows:

	DMA	Station(s)	Community of License	Assignor	Assignee
19	Peoria-Bloomington, IL	WYZZ-TV	Bloomington, IL	WYZZ Licensee, Inc.	Cunningham <sup>16</sup>
20	Syracuse, NY	WSYT(TV)	Syracuse, NY	WSYT Licensee L.P.	Cunningham <sup>17</sup>

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<sup>16</sup> The subsidiary of Cunningham that will acquire the licenses for WYZZ-TV is Peoria WYZZ Licensee, Inc. Cunningham will also enter into an option agreement with STG with respect to this station, a copy of which is attached at Exhibit 13. In addition, STG will assign to Cunningham its rights and obligations with respect to an existing outsourcing agreement with Nexstar Broadcasting Group, Inc. (“*Nexstar*”) pursuant to which Nexstar provides certain services to WYZZ. Barrington understands that Cunningham will not receive sales or other services from Sinclair with respect to WYZZ.

<sup>17</sup> The subsidiary of Cunningham that will acquire the licenses for WSYT(TV) is Syracuse WSYT Licensee, Inc. STG will assign to Cunningham its rights and obligations under a grandfathered LMA with RKM Media, Inc. licensee of WNYS-TV, Syracuse, NY. Barrington understands that Cunningham will not receive sales or other services from Sinclair with respect to WSYT, except on a short-term transitional basis.