

## **EXHIBIT 5**

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

The instant application seeks the FCC's consent to the assignment of Class A television station WZGS-CD, Raleigh, North Carolina (FIN 41095) from ZGS Raleigh, Inc. ("ZGS") to NBC Telemundo License LLC ("NBCTL").

Submitted herewith are executed copies of an Asset Purchase Agreement dated December 1, 2017 by and among ZGS, NBCTL, and others ("APA"), a Technical Services Agreement dated April 27, 2018 by and between ZGS and Telemundo of North Carolina LLC, and a letter agreement dated April 27, 2018 by and among NBCUniversal Media, LLC and WRAZ-TV, Inc. The 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 dated April 27, 2018 by and between WRAZ-TV, Inc. and ZGS was filed with a construction permit application for WZGS-CD, Raleigh, North Carolina (FIN 41095) to channel share with WRAZ, Raleigh, North Carolina (FIN 64611) (File No. 0000053635), which was granted by the FCC on May 11, 2018.