

EXHIBIT 12
DESCRIPTION OF TRANSACTION AND DOCUMENTS

The instant application is one of three concurrently filed applications seeking Commission consent to the assignment of the licenses of four full power commercial television stations and related auxiliary and other facilities, from Newport Television License LLC (“Newport”) and entities controlled by Sinclair Broadcast Group, Inc. (“SBG”), to entities ultimately controlled by Stephen P. MumbLOW.¹

Including the instant application, a separate application is being filed for the following stations:

Call Letters	Community Of License	Facility ID	Assignor	Assignee
WPMI-TV WJTC(TV)	Mobile, AL Pensacola, FL	11906 41210	Newport Television License LLC	Deerfield Media (Mobile) Licensee, LLC
WSTR-TV	Cincinnati, OH	11204	WSTR Licensee, Inc. ²	Deerfield Media (Cincinnati) Licensee, LLC
KMYS(TV)	Kerrville, TX	51518	San Antonio (KRRT) Licensee, LLC ²	Deerfield Media (San Antonio) Licensee, LLC

This application seeks Commission consent to the assignment of license for television station WSTR-TV, Cincinnati, Ohio (the “Station”), from WSTR Licensee, Inc. to Deerfield Media (Cincinnati) Licensee, LLC (“Deerfield LLC”). The sole member of Deerfield LLC is Deerfield Media (Cincinnati), Inc. (“Deerfield Inc.”, and collectively with Deerfield LLC “Deerfield Media”), which is owned and operated by Mr. MumbLOW.

¹ Mr. MumbLOW is also the President and sole shareholder in Manhan Media, Inc., the licensee of WWHO(TV), Chillicothe, Ohio, FAC ID 21158.

² A wholly-owned subsidiary of SBG.

SBG, in conjunction with certain of its licensee subsidiaries (collectively the “Service Provider”), will be providing sales and other non-programming services for the Station.

Specifically, Deerfield Media and the Service Provider have agreed to enter into the following agreements:

(a) A Shared Services Agreement, attached hereto, pursuant to which the Service Provider will provide certain 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 and to provide certain news and other programming, in conformity with the Rules and Regulations of the Commission, all under the supervision and control of Deerfield Media.

Additionally, Deerfield Inc. and Sinclair Television Group, Inc. (“STG”), a wholly owned subsidiary of SBG, have agreed to enter into an option agreement, attached hereto, which grants STG, as Option Holder, an option to purchase, at Option Holder’s election, (i) all of the issued and outstanding equity of Deerfield LLC, and/or (ii) and certain designated assets of Deerfield LLC related to the Stations subject to the prior consent of the Commission.

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 Assignor’s Exhibit 5, 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.