

EXHIBIT 5

Description of Transaction

This application requests the consent of the Commission for a *pro forma* transfer of control of Southern California License, LLC, (“*Licensee*”), licensee of KAZA-TV, Avalon, California (FCC Id. No. 29234), from Southern California TV, LLC (“*SCTV, LLC*”) to Channel 54, LLC (“*Channel 54*”).

As a result of the *pro forma* transfer, Mr. Dennis J. Davis, who now controls the licensee through his ownership of 80 percent of the voting stock of SCTV, Inc. (“*SCTV, Inc.*”), parent company of the Licensee’s immediate parent company, SCTV, LLC, would become the sole member and 100 percent owner of a new limited liability company, Channel 54, LLC (“*Channel 54*”) which, in turn, would be the sole member and 100 percent owner of the Licensee. Following consummation of the transaction, Azteca International Corporation (“*AIC*”), which now holds a 20% minority stock interest in the Licensee’s indirect parent company SCTV, Inc., no longer would hold any present direct or indirect ownership interest in the Licensee; and both SCTV, Inc. and its subsidiary SCTV, LLC, currently the immediate parent company of the Licensee, would be removed from the ownership structure of the Licensee.

Proposed Changes Requiring Prior *Pro Forma* Consent: Licensee currently is a wholly owned subsidiary of SCTV, LLC, which is ultimately controlled by Mr. Dennis J. Davis, a natural person, through his majority ownership and control of SCTV, Inc., currently the parent of SCTV, LLC.

At the consummation of the proposed *pro forma* transfer of control, Mr. Davis will exchange his 80% interest in SCTV, LLC for 100% of the membership interests in the Licensee, which he will hold through Channel 54, a new limited liability company, of which he will be sole owner and sole member-manager. AIC’s current assignable option to acquire Mr. Davis’s interest in SCTV, Inc. would be terminated, and Azteca would receive in exchange an option under the same terms to acquire Mr. Davis’s direct and indirect interests in the Licensee.¹ As a result of the transaction (to which Azteca consents), Azteca no longer would hold any direct or indirect present ownership interest in the Licensee, and Mr. Davis would be sole member and manager of Channel 54 which, in turn, would be sole member and manager of the Licensee.

The attached charts depict the ownership and control of the Licensee before and after the proposed *pro forma* transaction.

Eligibility for *Pro Forma* Procedures: The proposed transfer of control qualifies for *pro forma* treatment. The Commission previously approved the qualifications of each of the post-consummation controlling owners of KAZA-TV (Licensee, SCTV, LLC, and Dennis J.

¹ The option received at closing, like the present option, will include provisions expressly requiring FCC consent for the consummation of the option transaction.

Davis), as well as those of SCTV Inc.'s minority stockholder, AIC, in a long-form application on FCC Form 315 (*See* File No. BTCCT-20091231AK).

Here, Mr. Davis indirectly controls the Licensee through his majority voting control of SCTV, Inc., which, in turn, owns and controls SCTV, LLC, which is the parent company of the Licensee. Following consummation, Mr. Davis will wholly own and control the Licensee through the Licensee's immediate parent company Channel 54, LLC. The only proposed change requiring prior consent on FCC Form 316 for a *pro forma* transfer of control is the removal of intermediate subsidiary companies SCTV, Inc. and SCTV, LLC from the line of control between Mr. Davis and the Licensee and the insertion of a new intermediate subsidiary wholly owned by Mr. Davis. The removal and insertion of intervening subsidiaries in a licensee's ownership chain is a classic example of a transaction for which *pro forma* procedures apply.

Attributable Parties:

The address for SCTV, Inc., SCTV, LLC, SCTV License, LLC, Channel 54, LLC, and Dennis J. Davis and their respective officers, directors, partners, and/or managers, is 24580 Puma Road, Malibu, California 90265.

The address for Azteca International Corporation is 1139 Grand Central Avenue, Glendale, California 91201.

Other Media Interest of Attributable Parties: Attached is a list of the attributable media interests of AIC. No other party to this application has any reportable media interest, and AIC will not have a present direct ownership or voting interest in the Licensee following consummation of the proposed *pro forma* transfer of control.

Transaction Documents: The *pro forma* changes in ownership and voting rights resulting from the transactions described in this application affect only the existing investors in the KAZA-TV ownership structure and their respective affiliates. No outside third party will acquire any attributable interest in KAZA-TV as a result of the proposed transaction. Because the application proposes what is essentially an internal reorganization among an existing investment group, there is no comprehensive transaction agreement. Anticipated transaction documents principally would consist of documentation of the various steps to implement the transaction described above, modifications to contracts and agreements to reflect the exchanges described above, including the replacement option referred to above,² which will be prepared for the closing. Accordingly, this will be essentially a transaction internal to the present KAZA-TV investors. The parties anticipate filing with the Commission copies of any documents created in

² The Commission previously has approved the original form of option of which the new option would be a replacement to reflect that Mr. Davis's interest in KAZA-TV post-consummation will be held through Channel 54 rather than through SCTV, Inc. *See* FCC File No. BTCCDT-20091231ABK

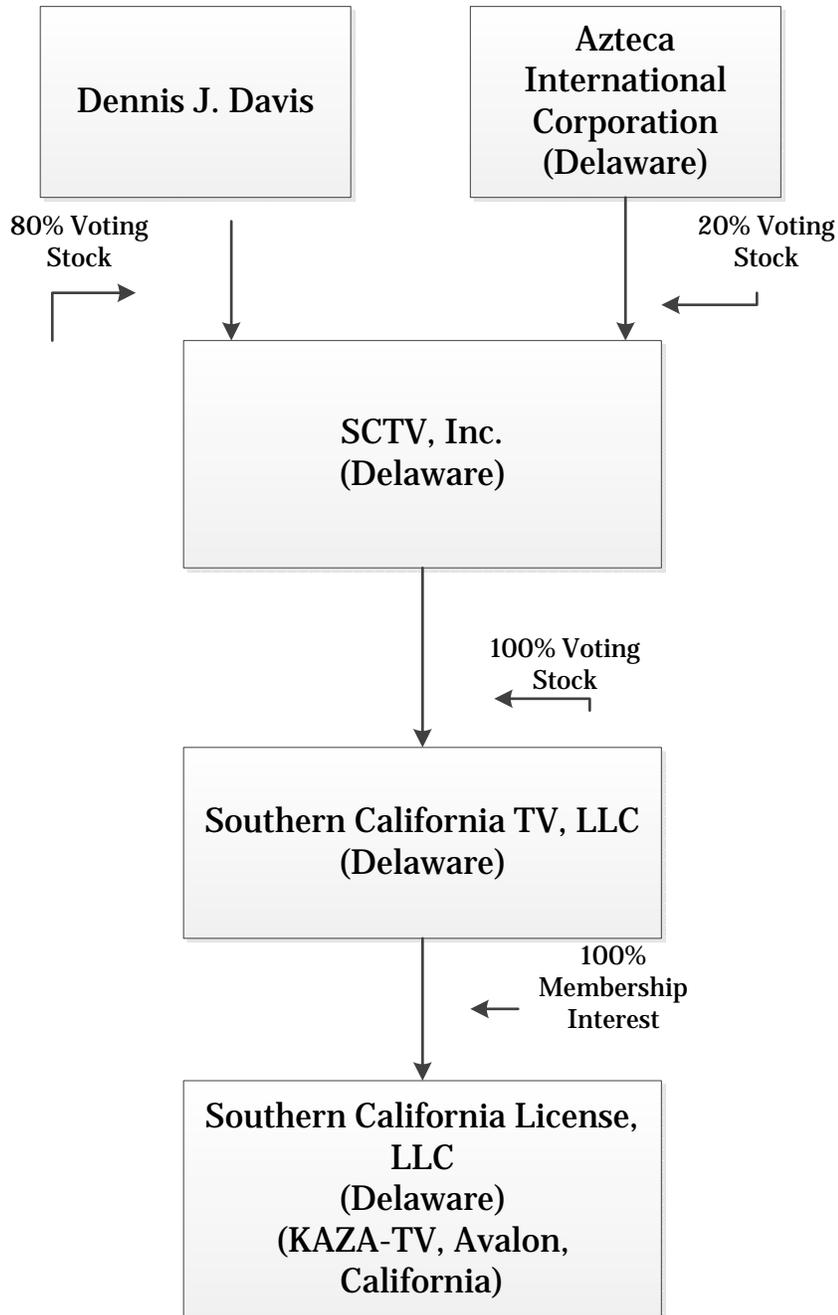
connection with the transaction that are required to be filed pursuant to Section 73.3613 of the Commission's Rules, subject to customary protections for confidential business information.

Other Authorizations of Attributable Parties

<u>Licensee</u>	<u>Call Sign</u>	<u>Service</u>	<u>Facility ID</u>	<u>Community of License</u>
Northstar Albuquerque License, LLC	KQDF-LP*	TX	32283	Albuquerque, NM
Northstar Atlanta License, LLC	WUVM-LP*	TX	69785	Atlanta, GA
Northstar Brownsville License, LLC	KNWS-LP	LD	3265	Brownsville, TX
Northstar Corpus Christi License, LLC	KYDF-LP*	TX	131347	Corpus Christi, TX
Northstar Dallas License, LLC	KAZD(TV)	DT	17433	Lake Dallas, TX
Northstar Houston License, LLC	KYAZ(TV)	DT	31870	Katy, TX
Northstar Lake Shore License, LLC	WQAW-LP	LD	131071	Lake Shore, MD
Northstar Las Vegas License, LLC	KHDF-CD	DC	66807	Las Vegas, NV
Northstar Lompoc License, LLC	KLDF-CD	DC	41126	Lompoc, CA
Northstar McAllen License, LLC	KAZH-LP	TX	68574	McAllen, TX
Northstar Mullin License, LLC	KAXW-LP*	LD	52928	Mullin, TX
Northstar New Orleans License, LLC	WTNO-LP	DC	24981	New Orleans, LA
Northstar Phoenix License, LLC	KPDF-CD	DC	73764	Phoenix, AZ
Northstar Prescott License II, LLC	KDFQ-LP	TX	7369	Prescott, AZ
Northstar San Antonio License, LLC	KVDF-CD	DC	60464	San Antonio, TX
Northstar San Francisco License, LLC	KEMO-TV	DT	34440	Santa Rosa, CA
Northstar San Luis Obispo License, LLC	KSBO-CD	DC	31354	San Luis Obispo, CA
Northstar Santa Maria License, LLC	KDFS-CD	DC	31351	Santa Maria, CA
Northstar Tampa License, LLC	WXAX-CD	DC	57538	Clearwater, FL

*On December 3, 2015, the Commission approved the assignment of these licenses to DTV American Corporation in FCC file numbers BALTTL-20151022AFF; BALDTT-20151022AEY; BALTTL-20151022AEX and BALTTL-20151022AET. The transaction has not been consummated.

**Pro Forma Transfer
KAZA-TV, Avalon,
California
Prior to
Consummation**



**Pro Forma Transfer
KAZA-TV, Avalon,
California
*Post-Consummation***

Dennis J. Davis

100% Membership Interest

Channel 54, LLC
(California)

100% Membership Interest

Southern California License,
LLC
(Delaware)
(KAZA-TV, Avalon,
California)

