

Exhibit 5

Description of Transfer of Control

The parties to this application seek Commission consent to transfer control of Peak Media of Pennsylvania LLC ("Peak Media") and its direct licensee subsidiary, Peak Media of Pennsylvania Licensee LLC ("Licensee"), licensee of WWCP-TV, Johnstown, Pennsylvania, from Peak Media Holdings, LLC ("Peak Holdings") to Horseshoe Curve Communications, LLC ("Horseshoe").

Currently, Peak Holdings indirectly controls 100% of the membership interest in Licensee. Peak Holdings is the sole member and sole manager of Peak Media, which is the sole member and sole manager of Licensee.

Upon consummation of this transaction, Horseshoe would become the sole member and sole manager of Peak Media and, thus, would control indirectly 100% of the membership interest in Licensee. The ownership structure of Horseshoe is fully described in Exhibit 15 to this application.

Attached to this Exhibit 5 is a copy of the Letter of Intent between Peak Holdings and Horseshoe, dated as of November 8, 2010. As stated in the Letter of Intent, the parties intend to execute a long-form agreement governing this transaction in the coming days. At that time, the parties will amend this application to provide the Commission with a copy of that long-form agreement.