

## **Description of Transaction**

On July 28, 2013, the parties to the application, which include (i) Barbara B. Allbritton, individually (“BBA”), (ii) Robert L. Allbritton, individually (“RLA”), (iii) BBA and RLA as independent co-executors of the Estate of Joe L. Allbritton (the “Estate”), (iv) BBA and RLA as trustees of the Barbara B. Allbritton 2008 Marital Trust (the “2008 Marital Trust”), (v) RLA, Paul Bonner and John R. Allender as trustees of the Robert Lewis Allbritton 1996 Trust (the “1996 Trust” and, together with the Estate and the 2008 Marital Trust, each, a “Trust” and collectively, the “Trusts”), (vi) Allholdco, Inc., a Delaware corporation (“Allholdco” and, together with BBA, RLA, and the Trusts, each, a “Seller” and collectively, “Sellers”), who collectively own, directly and indirectly, 100% of the issued and outstanding capital of Charleston Television, LLC (“Charleston”) and Perpetual Corporation (“PPC” and collectively with Charleston, the “Acquired Companies”),<sup>1</sup> entered into a Purchase Agreement (the “Purchase Agreement”) with Sinclair Television Group, Inc. (together with its subsidiaries, “STG”) with respect to the transfer of control of the Acquired Companies.

To consummate the transactions contemplated in the Purchase Agreement, the parties hereto are contemporaneously filing a total of seven FCC Form 315 applications seeking the Commission’s consent to the transfer of control of the licenses of eight full-power television stations, and related auxiliary and other facilities (the “Allbritton Applications”).<sup>2</sup> In addition, as described below, in order to comply with the FCC’s multiple ownership rules, in connection with the transactions contemplated by the Allbritton Applications, STG will contemporaneously file a total of four FCC Form 314 applications seeking the Commission’s consent to the assignment of the licenses of four full-power television stations, and related auxiliary and other facilities (the “Assignment Applications”).

The television stations (“Allbritton Stations”) that are the subject of the Allbritton Applications are as follows.

### **Allbritton Stations**

<b>DMA</b>	<b>Station(s)</b>	<b>Community of License</b>	<b>Licensee</b>	<b>Transferee</b>
Birmingham, AL	WCFT-TV	Tuscaloosa, AL	TV Alabama, Inc.	STG
Birmingham, AL	WJSU-TV	Anniston, AL	TV Alabama, Inc.	STG

<sup>1</sup> Charleston is the licensee of WCIV(TV), Charleston, South Carolina, FAC ID 21536. PPC, through its wholly-owned subsidiaries, controls the following licensee entities: ACC Licensee, LLC, licensee of WJLA-TV, Washington, DC, FAC ID 1051, Harrisburg Television, Inc., licensee of WHTM-TV, Harrisburg, Pennsylvania, FAC ID 72326, KATV, LLC, licensee of KATV(TV), Little Rock, Arkansas, FAC ID 33543 KTUL, LLC, licensee of KTUL(TV), Tulsa, Oklahoma, FAC ID 35685, TV Alabama, Inc., licensee of WCFT-TV, Tuscaloosa, Alabama, FAC ID 21258 and WJSU-TV, Anniston, Alabama, FAC ID 56642 and WSET, Incorporated, licensee of WSET-TV, Lynchburg, Virginia, FAC ID 73988.

<sup>2</sup> The parties are also contemporaneously filing various applications on FCC Forms 603 and 312 for the assignment of certain wireless and earth station licenses.

DMA	Station(s)	Community of License	Licensee	Transferee
Little Rock-Pine Bluff, AR	KATV(TV)	Little Rock, AR	KATV, LLC	STG
Washington, DC	WJLA-TV	Washington, D.C.	ACC Licensee, LLC	STG
Harrisburg, PA	WHTM-TV	Harrisburg, PA	Harrisburg Television, Inc.	STG
Tulsa, OK	KTUL(TV)	Tulsa, OK	KTUL, LLC	STG
Roanoke, VA	WSET-TV	Lynchburg, VA	WSET, Incorporated	STG
Charleston, SC	WCIV(TV)	Charleston, SC	Charleston Television, LLC	STG

The television stations (“Assigned Stations”) that are the subject of the Assignment Applications are as follows.

**Assigned Stations**

DMA	Station(s)	Community of License	Licensee/Assignor	Assignee
Birmingham, AL	WABM(TV)	Birmingham, AL	Birmingham (WABM-TV) Licensee, Inc.	Deerfield Media (Birmingham) Licensee, LLC
Birmingham, AL	WTTO(TV)	Homewood, AL	WTTO Licensee, LLC <sup>3</sup>	Deerfield Media (Birmingham) Licensee, LLC
Harrisburg, PA	WHP-TV	Harrisburg, PA	WHP Licensee, LLC <sup>4</sup>	Deerfield Media (Harrisburg) Licensee, LLC
Charleston, SC	WMMP(TV)	Charleston, SC	WMMP Licensee L.P. <sup>5</sup>	HSH Charleston (WMMP) Licensee, LLC

<sup>3</sup> STG, through its wholly owned subsidiaries, provides administrative and programming services to WDBB(TV), Bessemer, Alabama through a grandfathered time brokerage agreement (the “WDBB TBA”). Following consummation of the transactions contemplated hereby, STG will continue to provide such services to WDBB(TV). The WDBB TBA is on file with the Commission.

<sup>4</sup> STG, through its wholly owned subsidiaries, provides administrative and programming services to WLYH-TV, Lancaster, Pennsylvania through a grandfathered time brokerage agreement (the “WLYH TBA”). Following consummation of the transactions contemplated hereby, STG will continue to provide such services to WLYH-TV. The WLYH TBA is on file with the Commission.

<sup>5</sup> STG, through its wholly owned subsidiaries, provides administrative and programming services to WTAT-TV, Charleston, South Carolina, through a grandfathered time brokerage agreement (the “WTAT TBA”). Following consummation of the transactions contemplated hereby, STG will continue to provide such services to WTAT-TV. The WTAT TBA is on file with the Commission.

**Multiple Ownership**

STG has attributable interests in the Birmingham, AL, Harrisburg, PA, and Charleston, SC Designated Market Areas (“DMAs”). Under the Commission’s multiple ownership rules, STG may not, without certain assignments, acquire additional interests in those markets. As a result, and in order to consummate the transactions contemplated in the Purchase Agreement, STG will concurrently file the four Assignment Applications.<sup>6</sup>

In addition, in the Birmingham DMA, STG will be acquiring interests in two stations (“Birmingham Acquisitions”). The Birmingham Acquisitions transactions as proposed are in compliance with the top four ranking and eight television voices components of the FCC’s duopoly rule. As shown in Exhibit 20 of the instant application, there are more than eight independent voices in the Birmingham DMA.

The top four component of the FCC’s duopoly rules is satisfied because WCFT-TV and WJSU-TV operate as part of an “enhanced coverage” duopoly: the combination of two full power stations that are within, but at the periphery of, the same DMA. In this case, WCFT-TV and WJSU-TV both provide simulcast ABC network service as a means of providing ABC programming to the market. Independently, neither station could provide service to the central market.<sup>7</sup> Consequently, the arrangement extends the reach of the ABC service to areas that would otherwise not receive ABC programming in the Birmingham DMA, thereby enhancing diversity. WBMA-LP (which is also part of the Purchase Agreement), has been simulcasting WCFT-TV/WJSU-TV programming to provide service to the central part of the DMA since 1996.

The Commission recognized this specific ABC programming combination of WBMA-LP/WCFT-TV/WJSU-TV in its *Review of the Commission’s Regulations Governing Television Broadcasting*, 14 FCC Rcd 12903, n.64 (1999). Additionally, the Media Bureau approved the sale of WJSU-TV as part of an “enhanced duopoly” with WCFT-TV in January 2000. See BALCT-19991116AJI. Finally, as shown in Exhibit 20 to the instant application, Nielsen Media Research reports that WBMA-LP, in combination with stations WCFT-TV and WJSU-TV as “WBMA+”, that the stations are, collectively, ranked second in the market. In its 1999 Duopoly Order, the Commission stated that under these circumstances, it “will not require such stations, should they seek to merge, to demonstrate compliance with the top four ranking

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<sup>6</sup> Following FCC approval and consummation of the transactions contemplated by the Assignment Applications, STG or its affiliates will provide sales and other non-programming support services to each of these stations pursuant to customary option, shared services and joint sales agreements, copies of which are attached to the Assignment Applications.

<sup>7</sup> Birmingham is primarily located in Jones Valley. Red Mountain is immediately to the south of downtown Birmingham, with many suburbs in the “Over the Mountain” area south of Red Mountain. Sand Mountain flanks the city to the north, and Ruffner Mountain is immediately east of Birmingham. These terrain features make it difficult for a station licensed to Anniston, in the far northeast corner of the DMA, or Tuscaloosa, in the far west of the DMA, to serve all of metropolitan Birmingham.

component of the eight voices test....”<sup>8</sup> For these reasons, the proposed Birmingham station combination continues to comply with the Commission’s multiple ownership rules.

### **Pending Renewals**

All of the above-referenced Allbritton Stations and the Assigned Stations, except for KTUL(TV), WABM(TV) and WHP-TV,<sup>9</sup> have applications pending before the Commission for renewal of license. This statement is submitted in furtherance of the Commission’s policy permitting processing of multi-station transfer of control applications that involve a subset of stations with pending renewal applications where (1) no basic qualifications issues against the transferor and transferee were raised or, if raised, were resolved favorably, and (2) the transferee explicitly assents to standing in the stead of the transferor in any renewal proceeding that is pending at the time of consummation of the transfer of control.

STG hereby agrees to succeed to the position of the transferors of the Allbritton Stations with respect to any renewal applications that may be pending as of the consummation of the transactions described in the Allbritton Applications, consistent with the procedures set forth in *Shareholders of CBS Corporation*, 16 FCC Rcd 16072, 16072-73, ¶ 3 (2001). STG understands that the proposed assignees of the Assigned Stations have entered into a similar agreement to succeed to the position of the assignors of the Assigned Stations with respect to any renewal applications that may be pending as of the consummation of the transactions described in the Assignment Applications.

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<sup>8</sup> *Review of the Commission’s Regulations Governing Television Broadcasting*, 14 FCC Rcd 12903 n.116 (1999).

<sup>9</sup> The renewal applications for KTUL(TV) and WHP-TV are due on February 1, 2014 and April 1, 2015, respectively.