

EXHIBIT 5

DESCRIPTION OF TRANSACTION AND UNIQUE SERVICE TO BE PROVIDED

The instant application seeks Commission consent to the assignment of the license of WCFT, Tuscaloosa, Alabama (FAC ID 21258) (“WCFT” or “Station”), from Sinclair Television Group, Inc. (“STG”) to HSH Birmingham (WCFT) Licensee, LLC (“HSH Birmingham”). There are no other related or associated assignments.

While STG had voluntarily agreed to relinquish the WCFT license in order to come into compliance with the Commission’s local ownership limits in the Birmingham market as part of the recent Allbritton transaction,¹ HSH Birmingham, a 100% minority owned and operated company, approached STG with the possibility of acquiring the Station. HSH Birmingham indicated that it desired to operate the station without any staffing, programming, or financial assistance from STG, and that it believed it could provide a unique new viewpoint and programming service to the Tuscaloosa-Birmingham area. In keeping with its stated desire to increase minority television ownership, while at the same time attempting to keep its commitment not to own or control two television stations in the Birmingham market, STG agreed to the proposed transaction. Both STG and HSH Birmingham strongly believe that the public interest benefits from the proposed transaction justify positive consideration and ultimate grant of this application.

The proposed transaction is not an attempt by STG to evade its commitments under the *Allbritton Order* or the Commission’s ownership limitations. HSH Birmingham’s proposed acquisition of WCFT does not include any shared sales or services arrangements with STG. STG will not provide financing, debt guarantee, staffing, programming, sales, or other services to HSH Birmingham, will have no option to acquire WCFT in the future or any contingent financial interest in the operation of WCFT of any kind.²

STG acquired WCFT as part of its larger acquisition of various holdings of Allbritton following the *Allbritton Order*, which transaction was consummated as of July 31, 2014. The Order included the condition that STG “comply with the voluntary commitments described in the [Order].” Among the voluntary commitments made by STG was that it would surrender the

¹ See *Applications for Consent to Transfer of Control from License Subsidiaries of Allbritton Communications Co. to Sinclair Television Group, Inc.*, DA 14-1055 (rel. July 24, 2014) (the “*Allbritton Order*”).

² The Purchase Agreement does provide that the parties will enter into a Tower and Studio License and Services Agreement to be executed upon closing pursuant to which STG will lease to HSH Birmingham studio space and facilities and space on its tower as currently used by WCFT, including use of an STL, sufficient for HSH Birmingham to transmit the WCFT signal and to comply with the Commission requirements to maintain the license. HSH Birmingham will pay rent to STG at market rates for these facilities. The Purchase Agreement also provides that the parties will take reasonable steps to continue carriage of the existing WCFT ABC Network programming by MVPDs.

license for WCFT for cancellation within 60 days of its consummation date, i.e., by September 29, 2014 (the “Surrender Date”).³

HSH Birmingham believes that STG’s obligation to surrender the WCFT license has created an opportunity to increase, rather than decrease, the program service options available to the Tuscaloosa-Birmingham area and that the grant of this application is in the public interest. Specifically, HSH Birmingham’s parent, Howard Stirk Holdings, LLC (“HSH”), is owned by Mr. Armstrong Williams, one of the few African American television broadcasters today. Through subsidiaries, HSH currently owns television stations WWMB, Myrtle Beach, SC and WEYI-TV, Flint Michigan. HSH, through one of its subsidiaries, HSH Charleston (WCIV) Licensee, LLC, also has a pending assignment application (BALCDT- 20140910ADE) to acquire WCIV(TV), Charleston, South Carolina.⁴ Mr. Williams’ ownership of those stations manifestly furthers competition, diversity, localism and the public interest. HSH and Mr. Williams have been able to provide a new and competing voice in those communities, created new local programming, and are engaging the local community in ways that did not exist before the stations were purchased. It proposes to do the same with WCFT’s service to the Tuscaloosa-Birmingham area if the Commission will alter the requirement that STG surrender the WCFT license and grant this application.

While HSH maintains shared services agreements with STG in its operation of WWMB and WEYI, no such sharing or similar agreements are proposed here in connection with the proposed assignment of WCFT. HSH Birmingham will independently staff and program WCFT. Below is a list of a few examples of the types of public interest actions and service that HSH and Mr. Williams advanced since acquiring WWMB and WEYI over a year ago:

1. increase the public affairs and local programming by adding local public affairs program(s) during prime time.
2. increase the coverage of local events, people and leaders through guests on local public affairs programs.
3. produce and air public affairs shows hosted by Mr. Williams and covering current issues such as: Right to Work, Small Business & Economic Development and Reducing Crime.
4. hold and host town hall meetings that will be televised in prime time, to be hosted by Mr. Williams. These town halls will cover topics of local interest (previous town hall meetings Mr. Williams has hosted include: health care, domestic violence, and gun violence).
5. seek to obtain programs of particular interest and enjoyment to minority communities, such as *The Steve Harvey Show* and *Queen Latifah*.
6. advance minority employment and provide an internship program specifically targeted at minority students interested in the technical side of the television business.

³ STG also committed that it would surrender the license of WJSU-TV, Anniston, Alabama, by the Surrender Date. That commitment is unaffected by this application.

⁴ WCIV was also acquired by STG in the Allbritton transaction.

Chairman Wheeler, in his August 27, 2014 statement regarding the announcement by Gray Television and the Minority Media and Telecommunications Council that six television stations Gray had acquired in multi-station deals, but could not otherwise own under the Commission's one-to-a-market rule, has expressed appreciation and support for station sales to "minority-owned entities [] that would increase diversity of ownership and programming." He further noted that "[s]uch actions demonstrate how our rules can actively promote both competition and diversity, keep stations on the air, and serve the public interest." HSH Birmingham believes its proposed acquisition of WCFT promotes the same interests and will preserve service in the public interest, and advance the Commission's interest of diversifying the voices provided by over-the-air-free-to-the-home broadcasting.

The parties have acknowledged in the Purchase Agreement that they will use their reasonable efforts to extend the Surrender Date, but the Purchase Agreement provides that it may be terminated by either party if the closing does not occur by the Surrender Date. Given the requirement for a thirty day public notice period prior to Commission action on assignment applications, it is not possible for the Commission to grant this application prior to the September 29, 2014 Surrender Date. Accordingly, HSH Birmingham and STG respectfully request that the Commission issue an Order deferring the date upon which STG must surrender the license for the Station so as to permit consideration of this application. If the Commission does not timely indicate its consent to deferral of the Surrender Date pending action on the instant application, STG will be required to surrender the licenses for the Station on or before the Surrender Date as set forth in the Order. In order to permit a thoughtful review of the public interest benefits of this application, therefore, the parties urgently request that the Commission give its consent to the deferral of the Surrender Date until the earlier of ten (10) business days after the Commission has finally acted on this application or the consummation of the transactions contemplated by this application.