

**EXHIBIT 5**  
**DESCRIPTION OF TRANSACTION**

**I. Proposed Restructuring of Simmons Media Group, LLC**

This application relates to the proposed restructuring of Simmons Media Group, LLC ("SMG"), a Delaware limited liability company, as contemplated by the Restructuring Agreement included in Exhibit 6 herein. SMG is the sole voting member of Simmons-SLC, LLC; Simmons-Austin, LLC; and Western Broadcasting, LLC, which are, in turn, the sole members, respectively, of Simmons-SLC, LS, LLC ("Simmons-SLC"); Simmons-Austin, LS, LLC ("Simmons-Austin"); and Western Broadcasting, LS, LLC ("Western"). Collectively, Simmons-SLC, Simmons-Austin and Western are the licensees of 12 radio stations operating in several radio markets.<sup>1</sup>

The current members of SMG include the following family trusts: The Julia S. Watkins 201 Trust; The Matthew R. Simmons 201 Trust; The Laurence E. Simmons 201 Trust; The Elizabeth S. Hoke 201 Trust; The Harris H. Simmons 201 Trust; and The David E. Simmons 201 Trust (collectively, the "Trust Members"). The other members of SMG include Goldman, Sachs & Co., a New York Limited Partnership ("GS & Co."); Bruce W. Thomas; Gregory Kunz; and Simmons Management Co., LLC (collectively, with the Trust Members, the "Existing SMG Members").

The Restructuring Agreement contemplates a change in SMG's board governance structure which will result in a transfer of control of SMG and its licensee subsidiaries. SMG is currently governed by a five-member board of managers comprised of three managers appointed by the Trust Members and two managers appointed by GS & Co. As a result of the restructuring, the Trust Members will lose the right to appoint a majority of the board. Instead, the reorganized SMG will be governed by a board of managers (the "New Board") to be appointed in accordance with the terms of a proposed amended and restated Limited Liability Company Operating Agreement (the "LLC Agreement") for SMG which is to be executed at the closing of the transactions contemplated by the Restructuring Agreement. (A term sheet for the LLC Agreement is attached as Exhibit B to the Restructuring Agreement.) Specifically, the New Board will consist of (i) one manager appointed by the Existing SMG Members (the "Existing Members Manager")<sup>2</sup>; (ii) two managers appointed by GS & Co. (the "Goldman Managers"); and (iii) two managers identified initially by various parties to the Restructuring Agreement (the

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<sup>1</sup> A complete list of the radio stations (and associated FM booster stations) licensed to Simmons-SLC, Simmons-Austin and Western is provided in Exhibit 7 of this application.

<sup>2</sup> Pursuant to the Restructuring Agreement, at the closing of the transactions contemplated therein, Simmons Management Co., LLC will be dissolved. All of the other Existing SMG Members, however, will remain.

“Independent Managers”).<sup>3</sup> At the closing of the transactions specified by the Restructuring Agreement, the initial New Board will be constituted as follows:

		<u>Number of Votes</u>
Existing Members Manager	David Simmons	1
Goldman Manager	David Horowitz	1
Goldman Manager	Gregory Kunz	1
Independent Manager	Chris McMurray	1
Independent Manager	Dennis Davis	1

Pursuant to the term sheet for the LLC Agreement, with respect to the Existing Members Manager and the Goldman Managers, only the persons entitled to designate such managers are entitled to remove them. Similarly, with respect to the Existing Members Manager and the Goldman Managers, upon the removal of one of these managers, or in the event that one of these managers is unable to continue to serve as a manager for any reason, only the persons entitled to designate such manager are entitled to select his or her replacement. It is understood by all parties to this application that the Existing Members Manager and the Goldman Managers will act exclusively at the direction of, and on behalf of, the persons entitled to designate such managers.<sup>4</sup>

The initial Independent Managers, Chris McMurray and Dennis Davis, have been agreed upon by the parties to the Restructuring Agreement, which include GS & Co., the Existing SMG Members, SMG's existing lenders and SMG's proposed warrant holders. The Independent Managers have complete autonomy and are not answerable to any party to the Restructuring Agreement.<sup>5</sup> Accordingly, pursuant to the term sheet for the LLC

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<sup>3</sup> Further information regarding the New Board managers is set forth in Exhibit 15 hereto.

<sup>4</sup> Subject to certain veto rights held by entities holding, on a fully diluted basis, 20 percent or more of the membership units of SMG (or warrants exercisable for such units), GS & Co. will also have the right to require (i) the sale of any assets of SMG or its subsidiaries or (ii) the transfer of more than 50 percent of the economic or voting interests in SMG or its subsidiaries to an unaffiliated third party.

<sup>5</sup> The initial Independent Managers are not employees, directors or officers of any parties to the Restructuring Agreement.

Agreement, an Independent Manager can only be removed by the unanimous vote of the other managers upon a finding of cause – i.e., that the Independent Manager has engaged in gross negligence, willful misconduct or fraud. Upon the resignation, removal for cause or death of any Independent Manager, the term sheet provides that a replacement for such Independent Manager will be selected by a majority vote of the remaining managers.<sup>6</sup> A replacement Independent Manager cannot be an employee, director or officer of the Existing SMG Members, GS & Co., or their affiliates, and, like his or her predecessor, a replacement Independent Manager is not answerable to any other party and can only be removed by the unanimous vote of the other managers upon a finding of cause.

In sum, the Restructuring Agreement contemplates a transfer of control over each of SMG's three licensee subsidiaries.<sup>7</sup> Accordingly, three separate applications on FCC Form 315 are being filed concurrently – one for each of Simmons-SLC, Simmons-Austin and Western – to obtain the Commission's consent.

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<sup>6</sup> The Restructuring Agreement also contemplates that SMG's lenders will cancel certain of SMG's debt in exchange for warrants to purchase future equity interests in SMG. Pursuant to the term sheet for the LLC Agreement, one of these lenders, who will not hold an attributable interest in SMG, will have the right, subject to any necessary prior FCC approval, to appoint, remove or replace the Independent Managers if such lender exercises its warrants or otherwise holds membership units representing at least 20% of the outstanding units of SMG on a fully diluted basis.

<sup>7</sup> Pursuant to the term sheet for the LLC Agreement, the SMG warrant holders will be authorized to receive distributions from the company, provided that no distribution shall be made to the warrant holders unless the FCC issues a ruling permitting such a distribution or, if in the opinion of reputable counsel experienced in FCC matters, such a distribution to the warrant holders is not reasonably likely to cause SMG to violate any applicable FCC rules or regulations, or to cause any such warrant holder to be deemed to hold an attributable interest in SMG. If no such ruling is obtained or if no such opinion has been provided, in lieu of any distribution to the warrant holders, either (a) a portion of the warrants will be exercised for membership units ("Units") in SMG, and the distribution will be made as a partial redemption of the Units held by the warrant holders together with a partial pro-rata redemption of all outstanding Units or (b) if upon advice of counsel, SMG determines that the actions described in clause (a) will have a material adverse effect on the company or cause a warrant holder to be deemed to hold an attributable interest in SMG, the company will instead redeem a portion of the warrants (without having to exercise a portion for Units) together with a partial redemption of all Units held by the company's other members, such that following such redemptions each warrant holder and each member will maintain its respective percentage interest in SMG on a fully-diluted basis.

## **II. Other Transactions Related to the Proposed Restructuring of Simmons Media Group, LLC**

In addition to the transfers of control of Simmons-SLC, Simmons-Austin and Western discussed above, the Restructuring Agreement also contemplates other transactions that are planned to close at the same time as the restructuring of SMG.

Pursuant to the Restructuring Agreement, SMG and two divestiture trusts are entering into an agreement to acquire the rights to purchase the licenses of the following seven radio stations in or near the Salt Lake City market (collectively, the "Millcreek/3 Point Stations") from the following licensee entities:

- Millcreek Broadcasting, LLC, Debtor-in-Possession  
KAUU(FM), Manti, UT (Fac. ID No. 59034)  
KUDD(FM), Roy, UT (Fac. ID No. 33438)  
KUDE(FM), Nephi, UT (Fac. ID No. 72769)  
KUUU(FM), South Jordan, UT (Fac. ID No. 37876)
- 3 Point Media – Utah, LLC, Debtor-in-Possession  
KYLZ(FM), Lyman, WY (Fac. ID No. 20304)
- 3 Point Media – Franklin, LLC, Debtor-in-Possession  
KZZQ(FM), Coalville, UT (Fac. ID No. 87974)
- 3 Point Media – Delta, LLC, Debtor-in-Possession  
KMGR(FM), Delta, UT (Fac. ID No. 65377)

Because SMG currently owns the maximum number of radio stations permissible in the Salt Lake City market, SMG must divest certain stations in order to ensure that the combination of radio stations ultimately controlled by SMG in the Salt Lake City area complies with the Commission's multiple ownership limits. Accordingly, the following applications on FCC Form 314 seeking the FCC's consent to each of the station assignments described below (the "Millcreek/3 Point 314s") are being filed concurrently with the instant application.<sup>8</sup> It is contemplated that, upon FCC consent, all of the station assignments described below will be consummated immediately following the consummation of the transfer of control of SMG described in Section I above.

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<sup>8</sup> Exhibit 4 to each of the Millcreek/3 Point 314s contains a fuller discussion of the Millcreek/3 Point aspect of the overall transaction.

- Application on FCC Form 314 for the assignments of the licenses of stations KUDD(FM) and KUUU(FM) from Millcreek Broadcasting, LLC, Debtor-in-Possession to Simmons-SLC (as owned and controlled by the reorganized SMG entity proposed herein).
- Application on FCC Form 314 for the assignment of the license of station KYLZ(FM) from 3 Point Media – Utah, LLC, Debtor-in-Possession to Simmons-SLC (as owned and controlled by the reorganized SMG entity proposed herein).
- Application on FCC Form 314 for the assignments of the licenses of stations KDWY(FM), Diamondville, WY (Facility ID No. 77947); KJQN(FM), Coalville, UT (Facility ID No. 88483); and KZNS(AM), Salt Lake City, UT (Facility ID No. 60458) from Simmons-SLC to SLC Divestiture Trust I (W. Lawrence Patrick, Trustee), a divestiture trust which will operate the stations while seeking a third party buyer for the stations (“SLC I”). The beneficiary of SLC I will be SMG.
- Application on FCC Form 314 for the assignments of the licenses of stations KAUU(FM) and KUDE(FM) from Millcreek Broadcasting, LLC, Debtor-in-Possession to SLC I.
- Application on FCC Form 314 for the assignment of the license of station KZZQ(FM) from 3 Point Media – Franklin, LLC, Debtor-in-Possession to SLC I.
- Application on FCC Form 314 for the assignment of the license of station KEGH(FM), Brigham City, UT (Facility ID No. 21607) from Simmons-SLC to SLC Divestiture Trust II (Jim Burgoyne, Trustee), a divestiture trust which will operate the station while seeking a third party buyer for the station (“SLC II”). The beneficiary of SLC II will be SMG.
- Application on FCC Form 314 for the assignment of the license of station KMGR(FM) from 3 Point Media – Delta, LLC, Debtor-in-Possession to SLC II.

Pursuant to the Restructuring Agreement, under certain circumstances, SMG's lenders have the right to terminate the Agreement solely with respect to the transactions involving the Millcreek/3 Point Stations. In such event, it is contemplated that the transfer of control of SMG described in Section I will still occur. In order to complete the transfer of control described in Section I, stations KDWY(FM) and KEGH(FM), both of which are currently licensed to Simmons-SLC, must still be assigned to the divestiture

trusts as described above so that SMG can ensure future compliance with the Commission's multiple ownership limits in the Salt Lake City market.<sup>9</sup>

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<sup>9</sup> Stations KJQN(FM) and KZNS(AM), both of which are currently licensed to Simmons-SLC, are also included in the FCC Form 315 transfer of control application submitted with respect to Simmons-SLC as described in Section I. If the transactions described above involving the Millcreek/3 Point Stations occur, these stations will be assigned to the divestiture trust as described above.