

**EXHIBIT 12**  
**DESCRIPTION OF TRANSACTION AND DOCUMENTS**

The instant application seeks Commission consent to the assignment of the license of WHAM-TV, Rochester, New York, FAC ID 73371 (the “Station”), from Newport Television License LLC (“Newport License”) to Deerfield Media (Rochester) Licensee, LLC (“DMRLLC”).<sup>1</sup> The sole member of DMRLLC is Deerfield Media (Rochester) Inc. (“DMRI” and collectively with DMRLLC “Deerfield Media”), which is owned and operated by Stephen P. Mumblow<sup>2</sup>.

As detailed in the instant application, Deerfield Media and Sinclair Communications, LLC, and certain wholly-owned subsidiaries (“Sinclair” or “Service Provider”), have entered into a shared services agreement and a joint sales agreement with respect to the Station. Pursuant to these agreements, the Service Provider will provide certain sales, technical, administrative and back-office, and business services for the Station.

Specifically, Deerfield Media and the Service Provider have entered into the following agreements:

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<sup>1</sup> Pursuant to an Asset Purchase Agreement (attached hereto) dated as of December 1, 2012, by and among Newport Television, LLC (“Newport”) and Newport License (collectively with Newport, the “Newport Parties”) and DMRI, the Newport Parties agreed to sell to DMRI certain FCC license assets (FCC licenses, certain programming agreements and certain equipment) (“Assets”). By an Assignment of Right to Acquire FCC Licenses (attached hereto), dated December 1, 2012, DMRI assigned its right to acquire the FCC licenses for the Station to DMRLLC. Pursuant to an Asset Purchase Agreement, dated December 1, 2012, and consummated that same date, Sinclair Television Group, Inc. (“STG”) acquired certain non-license assets used in the operation of the Station from Newport for a purchase price of \$54,000,000. In connection therewith, Sinclair and Newport have entered into a joint sales agreement and a shared services agreement with respect to the Station, which agreements shall terminate upon sale of the Assets to Deerfield Media following FCC approval. Deerfield Media will have access to the Station non-license assets owned by STG pursuant to the Shared Services Agreement detailed herein.

<sup>2</sup> As detailed in Exhibit 15 to this application, Mr. Mumblow has an attributable interest inWSTR-TV, Cincinnati, Ohio, FAC ID 11204, WJTC(TV), Pensacola, Florida, FAC ID 41210, WPMI-TV, Mobile, Alabama, FAC ID 11906, KBTB-TV, Port Arthur, Texas, FAC ID 61214, KMYS(TV), Kerrville, Texas, FAC ID 51518, and WWHO(TV), Chillicothe, Ohio, FAC ID 21158.

(a) A Shared Services Agreement, attached hereto, pursuant to which the Service Provider will provide certain services with respect to the operation of the Station in conformity with the Rules and Regulations of the Commission, all under the supervision and control of Deerfield Media, and

(b) A Joint Sales Agreement, attached hereto, pursuant to which the Service Provider, as Sales Agent, has agreed to sell advertising and commercial time on the Station and to provide certain news and other programming, in conformity with the Rules and Regulations of the Commission, all under the supervision and control of Deerfield Media.

Additionally, DMRI and STG, a wholly owned subsidiary of Sinclair Broadcast Group, Inc., have agreed to enter into an option agreement, attached hereto, which grants STG, as Option Holder, an option to purchase the Assets or to elect to acquire all of the issued and outstanding equity of DMRI as provided in the asset purchase agreement.

The agreements in this transaction comply with the Commission's rules and policies. However, in response to Section III, Question 3, DMRLLC has certified "No" because, as noted in Assignor's Exhibit 5, certain schedules and exhibits to the agreements are not being submitted with this application, but will be provided to the FCC on request. Additionally, certain information contained within the attachments to Exhibit 12, which is proprietary in nature and not germane to the Commission's consideration of the parties' qualifications, has been redacted.