

**EXHIBIT 5A
AGREEMENTS**

As a part of the Applications, the parties are submitting a copy of the Asset Purchase Agreement, dated as of February 28, 2013 between Barrington and STG (the “**Purchase Agreement**”).

The following schedules and exhibits to the Purchase Agreement are not being submitted as part of the Applications because such documents contain material that is proprietary, not germane to the Commission’s evaluation of the Applications or is already in the Commission’s possession:¹

Schedules to the Purchase Agreement:

Schedule	Description
1.01	Definitions
2.01	Purchase and Sale
2.02	Excluded Assets
2.04	Excluded Liabilities
3.04	Noncontravention
3.05	Contracts
3.06	Intangible Property
3.07	Real Property
3.08	Financial Statements
3.09	Absence of Certain Changes or Events
3.10	Absence of Litigation
3.11	Compliance with Laws
3.12	FCC Matters; Qualifications
3.13	Cable and Satellite Matters
3.14	Employees; Labor Matters
3.15	Employee Benefit Plans
3.16	Environmental Matters
3.17	Equipment
3.19	Taxes
4.06	FCC Qualifications
5.01	Operations Pending Closing
6.03	Termination Rights to the Names and Marks
7.01	Governmental Consents
9.04	Taxpayer Identification Numbers
9.06	Purchase Price Allocation
10.03	Conditions to Obligations of Buyer

¹ See *LUJ, Inc.*, Memorandum Op. & Order, 17 FCC Rcd 16980 (2002).

Exhibits to Purchase Agreement:

Exhibit	Description
A	Form of Indemnity Escrow Agreement
B	Form of Assignment for the FCC Licenses
C	Form of Bill of Sale
D	Form of Assignment of Intangible Property
E	Form of Assignment and Assumption Agreement
F	Form of Assignment and Assumption Agreement for Leases and Real Property Leases