

**Exhibit 5**  
**Agreement and Court Order**

Attached with this exhibit is the Asset Purchase Agreement by which the parties to this application agreed to assign the licenses for KSCI(TV), KUAN-LP, and KIKU(TV). The Assignor has responded “No” to Item 3 in Section II because certain exhibits and schedules to the Asset Purchase Agreement are not included. *See* Exhibit 12.

On February 13, 2012, the Commission granted its consent for the *pro forma* assignment of KSCI(TV) and KUAN-LP to KSLS, Inc. Debtor-in-Possession (Files # BALCDT-20120125AEL/AEM) and the *pro forma* assignment of KIKU(TV) to KHLS, Inc. Debtor-in-Possession (File # BALCDT-20120125AEO). These *pro forma* assignments were the result of voluntary petitions for bankruptcy pursuant to Chapter 11 of the U.S. Bankruptcy Code that had been filed on January 9, 2012 with the U.S. Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). On March 23, 2012, the Bankruptcy Court issued an order approving the Asset Purchase Agreement and authorizing the sale of the stations. A copy of that order is attached as Exhibit J to the Asset Purchase Agreement.