



Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, NW | Washington, DC 20037-1122 | tel 202.663.8000 | fax 202.663.8007

Clifford M. Harrington
tel 202.663.8525
clifford.harrington@pillsburylaw.com

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VIA HAND DELIVERY AND ELECTRONIC MAIL

Marlene H. Dortch
Secretary
Federal Communications Commission Office of the Secretary
445 12th Street, SW
Washington, D.C. 20554

Attn: Barbara A. Kreisman, Esq.
Chief, Video Division
Media Bureau

Peter Saharko, Esq.
Attorney Advisor
Video Division, Media Bureau

Re: File Nos:
BTCCDT-20130809ABW BTCCDT -20130809ACA
BTCCDT -20130809ACB BTCCDT -20130809ACC
BTCCDT -20130809ACD BTCCDT -20130809ACE
BTCCDT -20130809ACG BALCDT-20130809ADC
BALCDT-20130809ADE BALCDT-20130809ADF
BALCDT-20130809ADG

Dear Ms. Dortch:

We are writing this letter on behalf of Sinclair Television Group, Inc. (“Sinclair”), with regard to the above applications (the “Applications”).

On March 20, 2014, we wrote to you indicating Sinclair’s concern that the Commission’s review of the pending applications might not be completed in time to permit a Closing by July 27, 2014, at which time the Purchase Agreement between

Sinclair and shareholders of Allbritton Communications, Inc. that is the subject of the Applications may be terminated by either party without cause. Sinclair's concerns at that time were based on the processing standards set forth in the *Public Notice, Processing Of Broadcast Television Applications Proposing Sharing Arrangements And Contingent Interests*, DA 14-330, released March 12, 2014 (the "Public Notice"), as well as the widely rumored report and order which would make certain joint sales agreements attributable.

In the March 20, 2014 letter, Sinclair proposed to eliminate any joint sales agreements or other sharing agreements, as well as any agreements or arrangements that could be deemed contingent financial interests. It proposed to restructure the transaction to sell certain television stations to one or more entities without any accompanying JSA or other long term sharing arrangement or a contingent financial interest. We requested some assurance from the Commission that the proposed plan of action would resolve the Commission's concerns and permit processing of the transaction in due course.

In keeping with its proposal, Sinclair has engaged Moelis & Company as Sinclair's exclusive financial advisor in connection with the sale of those stations. While Moelis has not yet identified a specific purchaser or purchasers of the stations, Sinclair continues to actively pursue this course of action.

On March 31, 2014, the Commission adopted its *Further Notice of Proposed Rulemaking and Report and Order in MB Docket No. 14-50*, FCC 14-28 (Released April 15, 2014) (the "Order"). In the Order, the Commission adopted a new rule counting television stations brokered under a same-market television JSA that encompasses more than 15 percent of the weekly advertising time for the brokered station toward the brokering station's permissible ownership totals. The Commission also established a transition period of two years to permit licensees that entered into JSAs prior to the release of the Order to conform their practices to its requirements or to obtain a waiver..

Based upon the Commission's acknowledged willingness to take a hard look at waiver requests, Howard Stirk Holdings, LLC ("HSH"), a minority owned enterprise which was the proposed assignee of WMMP, Charleston, asked Sinclair whether it would be willing to sell it television stations WMMP(TV), Charleston, SC, WABM(TV), Birmingham, AL and enter into a joint sales and other sharing agreements in connection with an option which it exercised to acquire WLYH(TV), Lancaster, PA (collectively, the "Stations") if HSH could obtain assurances from the Commission that it would waive attribution of JSAs that HSH believed essential in order to make such acquisitions viable. Sinclair indicated that it would be willing to give HSH a reasonable period in which to obtain such assurances from the

Commission, but that in the interim it would continue to implement its plan to sell the stations as outlined in its March 20, 2014 proposal to the Commission.

On April 6, 2014, HSH wrote to the Commission asking for assurance that the Commission would grant the necessary waivers to permit it to acquire the Stations. Then, on April 22, 2014, HSH filed a formal request that the Commission waive the new joint sales attribution rules adopted in the Order in connection with HSH's proposed acquisition of the Stations (the "Waiver Request").

In the Waiver Request, HSH indicated its belief that "if the Commission will waive the application of the JSA attribution rules and will allow HSH to acquire the Stations with the proposed sharing arrangements with Sinclair, Sinclair would be willing to consider selling WMMP and WABM to HSH, and would be willing to enter into sharing arrangements with HSH to enable HSH to secure the financing to purchase and operate WLYH."

This will confirm that, in the event such assurances are received, or the JSA attribution ruled waived, Sinclair would be willing to sell WMMP and WABM to HSH, and to enter into sharing arrangements with HSH for WLYH, all on terms comparable to those set forth for those stations in the applications as presently on file for WMMP.

In order to meet the rapidly approaching termination date of the Albritton Purchase Agreement, Sinclair needs some indication as to which of the two alternatives it should pursue. Sinclair believes that HSH has set forth a strong argument for a waiver, and if the Commission will grant the requested waiver, Sinclair would prefer to pursue the sale of the stations to HSH (other stations in Harrisburg and Birmingham being sold to other parties). Conversely, Sinclair continues to seek a qualified buyer or buyer for the stations discussed in its March 20 proposal.

There is simply not time for Sinclair to amend its applications to specify HSH as assignee of the Stations, wait statutory public notice periods, and up to 90 days after closing of the record, and then, if the waiver is denied, pursue sale to a different party. Therefore, Sinclair urgently requests that the Commission give clarity by ruling:

- (a) That, based upon the showing submitted by HSH, the public interest would be served by waiving the JSA Attribution rule to permit HSH to acquire the Stations and enter into sharing arrangements with Sinclair without causing such stations to be attributable to Sinclair; or

(b) That the HSH showing is insufficient to justify waiver in this case.

Sinclair understands that the Commission may not believe that it has authority to give assurances that it will waive the JSA attribution rule in the absence of a pending application. In this case, however, such an application is on file and is ripe for grant with respect to WMMP (FCC File No. BALCDT 20130809ADG). Therefore, as an alternative to providing written assurances, the Commission has an ample record to grant the pending application to assign the license of WMMP, Charleston, SC from an affiliate of Sinclair to HSH. This would give all parties an opportunity to make an informed decision as to how to proceed with respect to the other stations.

If you have any questions, please do not hesitate to contact us. If the staff requires additional information or would like to discuss alternative structures, we would be happy to meet to discuss these proposals in a candid and open fashion.

Very truly yours,

By: 

Clifford M. Harrington
Paul A. Cicelski
Counsel to Sinclair Broadcast
Group, Inc. and its subsidiaries

cc: William Lake, Esq.*
David Brown, Esq.*
Jerry Fritz, Esq.**
Colby May, Esq.**
John Feore, Esq.**
Eric Greenberg, Esq.**
Miles S. Mason, Esq.**
Barbara Esbin, Esq.**
Matthew F. Wood**
David Honig, Esq.**
Raymie Humbert*
ECFS, MB Docket 13-203

* *via electronic mail only*

** *via electronic mail and First Class U.S. Mail*