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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
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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”) to

provide an update as to Sinclair's plan to eliminate entirely the creation of any joint sales agreements, as well as all combinations of sharing agreements and contingent financial interests in the proposed transaction, as previously discussed in our letter of March 20, 2014.

Since March 20, Sinclair engaged Moelis & Company LLC ("Moelis"), a global investment bank with experience in the television broadcasting industry, as Sinclair's exclusive financial advisor with regard to the sale of stations in the Harrisburg, PA, Birmingham, AL, and Charleston, SC, markets. Unfortunately, after running a publicly-announced sale process, Moelis has reported to Sinclair that no viable buyers have been found for either of Sinclair's MY network affiliates in Birmingham (WABM-TV) and Charleston (WMMP (TV)). As an alternative to the previously proposed sale of Sinclair's CBS affiliate in Harrisburg (WHP-TV), along with the existing grandfathered LMA relationship with the CW affiliate in Lancaster (WLYH-TV), with the assistance of Moelis, Sinclair is considering a potential sale of WHTM, the ABC affiliate in Harrisburg, which Sinclair has agreed to buy from Allbritton.

For these reasons, Sinclair has given careful thought to alternatives that would meet the objectives of eliminating JSA/SSA arrangements in each of these markets and thus provide a basis for prompt action on the pending Allbritton transaction. As noted in our letter of March 20, the Purchase Agreement between the Allbritton parties and Sinclair permits either party to terminate the transaction on July 28, 2014, making it vital that a decision on the pending applications be reached in time to permit a Closing by July 27, 2014 (the "Outside Date").

Subject to obtaining necessary consents of third parties, and negotiation of a purchase agreement in the Harrisburg market, Sinclair intends to take the proposed actions, which, if implemented, would supersede previous proposals with regard to the pending transaction:

* * *

Birmingham, Alabama.

Current. Sinclair currently owns stations WTTO(TV) (CW), Homewood, Alabama, and WABM(TV) (MyNetwork), Birmingham, Alabama. It also has a grandfathered LMA with WDBB(TV), Bessemer, Alabama, which rebroadcasts the signal of WTTO (TV) to permit the

residents of Tuscaloosa and other western portions of the Birmingham DMA to receive CW service, much like a satellite station. Under the Purchase Agreement, Sinclair would acquire WCFT-TV, Tuscaloosa, Alabama, and WJSU-TV, Anniston, Alabama¹.

Proposed. Sinclair would surrender the licenses of WCFT-TV and WJSU-TV to the Commission for cancellation. Sinclair would retain WTTO(TV) and WABM(TV). It also would continue its existing grandfathered LMA relationship with WDBB(TV) to permit CW service to continue to be provided to the western portions of the Birmingham market.

In order to permit the public to continue to receive both ABC and MyNetwork programming, as well as the syndicated and news programming carried on WABM and on WCFT/WJSU throughout the Birmingham market, Sinclair would, subject to obtaining necessary consents from the networks and other programmers, use the multicast capability of WABM(TV) to broadcast both the programming currently carried on WABM, as well as the programming currently carried on WCFT/WJSU.

The resulting Little Two/Big Four network multicast would comply with the principles set forth in the Commission's recent Notice of Proposed Rulemaking in MB Docket Nos. 14-50 et al. (the "Quadrennial NPRM"). Moreover, the transaction would comply with the Commission's multiple Ownership Rules, meeting both the "Eight Voices" and "Top-Four" tests.

Charleston, South Carolina.

Current. Sinclair currently owns WMMP (TV) (MyNetwork), Charleston, South Carolina. It also provides services to WTAT-TV (FOX), Charleston, South Carolina. Under the Purchase Agreement Sinclair would acquire WCIV(TV) (ABC), Charleston, South Carolina.

Proposed. Sinclair would surrender the licenses of WCIV(TV) to the Commission for cancellation. Sinclair would retain WMMP(TV). The current LMA between Sinclair and Cunningham Broadcasting Corporation, which controls WTAT-TV, would be terminated. Cunningham would acquire from Sinclair any assets owned by Sinclair that are used to support the operation of WTAT-TV. Sinclair would terminate its option to acquire the assets of WTAT-TV. There would be no sharing arrangement or contingent financial

¹ Sinclair would also acquire low power television station, WBMA-LD, which station Sinclair proposes to retain in the restructured transaction.

interest between Sinclair and Cunningham with respect to WTAT-TV, which would be owned and operated on a stand-alone basis solely by Cunningham.

In order to permit the public to continue to receive both ABC and MyNetwork programming, as well as the syndicated and news programming carried on WMMP and on WCIV throughout the Charleston market, Sinclair would, subject to obtaining necessary consents from the networks and other programmers, use the multicast capability of WMMP to broadcast both the programming currently carried on WMMP, as well as the programming currently carried on WCIV.

The resulting Little Two/Big Four network multicast would comply with the principles set forth in the Quadrennial NPRM. Moreover, the transaction would not implicate the Commission's multiple Ownership Rules, inasmuch as Sinclair would hold only one television station license in the Charleston market.

Harrisburg, Pennsylvania.

Current. Sinclair currently owns WHP-TV (CBS), Harrisburg, Pennsylvania, and is the programmer, under a grandfathered LMA, of WLYH-TV (CW), Lancaster, Pennsylvania. Under the Purchase Agreement, Sinclair would acquire WHTM-TV, Harrisburg (ABC).

Proposed. In the March 20 letter Sinclair proposed that it would sell WHP-TV, together with its rights relating to WLYH-TV to a third party buyer (the "Harrisburg Buyer"). Sinclair is also considering an alternative structure pursuant to which it would instead sell WHTM-TV to the Harrisburg Buyer, in which case Sinclair would retain the license of WHP-TV and operate it as a CBS affiliate and would continue to act as programmer of WLYH-TV under the grandfathered LMA. Regardless of whether Sinclair sells WHP-TV (together with its rights under the LMA with WLYH) or sells WHTM-TV to the Harrisburg Buyer, such sale will not be subject to any sharing agreement or contingent financial interest with Sinclair. Sinclair would not provide any services to the Harrisburg Buyer, would not guarantee its debt, and would not have an option or right of first refusal to acquire either the Harrisburg Buyer or any of the assets of the station sold to such buyer.

Moreover, the transaction would not implicate the Commission's multiple Ownership Rules, inasmuch as Sinclair would hold only one television station license in the Harrisburg market. Finally, regardless of the transaction entered into by Sinclair, the grandfathered LMA would continue to be between WHP-TV, as the programmer, and WLYH-TV, as the programmed station, and thus no issue would be raised regarding that arrangement.

* * *

Transition Issues. In connection with the proposed multicast strategy in Birmingham and Charleston described above, Sinclair will need to reach agreement with certain parties which provide programming to Stations WCFT-TV, WJSU-TV and WCIV(TV) to permit their programming to be transferred to Sinclair's existing stations. It will also need to confer with area MVPDs to ensure continued carriage of ABC programming in the Birmingham and Charleston markets exactly as such carriage exists today. Moreover, because of the need to rescan over-the-air television receivers, Sinclair believes it has an obligation to give the public as much advance notice as possible so that they can prepare for termination of operation of the three stations, and the move of their programming to Sinclair's existing stations. For these reasons, Sinclair intends to request that it be permitted to continue to operate the stations to be surrendered for a minimum of sixty days after closing. It would be willing to accept a grant which permits Sinclair to close the Allbritton transaction conditioned on termination of operations of WCFT-TV, WJSU-TV and WCIV(TV) within such period of at least sixty days after consummation of the Allbritton transaction as the Commission may find consistent with the public interest.

Also, given the advanced date, Sinclair recognizes that it may not be possible for the Commission to review and grant an application for assignment of the WHP-TV license or the WHTM-TV license, as applicable, to the third party Harrisburg Buyer in time to permit grant of the Allbritton applications by a date necessary to allow for a closing before July 27, 2014. Sinclair does anticipate it will have a binding agreement for the sale of the station in effect and an application on file at the Commission before such date. Therefore, Sinclair would request that, if necessary, the Commission grant the pending Allbritton applications and permit Sinclair to close such transaction, subject to the condition that it consummate the sale of WHP-TV or WHTM-TV, as applicable, promptly after obtaining Commission consent to the assignment of such license to an identified third party.

Absent an indication from the Commission that the proposed structure would not be an acceptable means of resolving the Commission's concerns, Sinclair intends to move forward with amendments to the Birmingham and Charleston applications, and to promptly identify a buyer of WHP-TV or WHTM-TV and to commence negotiation of an asset purchase agreement with such buyer, with the intent of filing an assignment application for that station as soon as feasible after an agreement is executed.

Sinclair would be happy to provide any further detail about this proposal that the Commission might desire, and consider any suggestions that the Commission might make regarding these matters. If you have any

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

Very truly yours,

By: 
Clifford M. Harrington

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ECFS, MB Docket 13-203

*By electronic mail only

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

***By electronic mail only at the request of Mr. Humbert